



Hear For You Limited  
ABN 26 131 365 298

The Australian Hearing Hub  
16 University Ave  
Macquarie University NSW 2109

PO Box 1710  
Macquarie Centre NSW 2113

## Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of the members of Hear for You Limited (**Company**) will be held virtually as follows:

**Date and Time** 6:00pm (AEST) on Monday, 30 August 2021

**Location** Zoom webcast: Meeting ID: 895 0433 0486 - Passcode: 975722

The temporary legislative relief permitting fully virtual meetings of Australian companies during much of the past 12 months expired on 21 March 2021 and has not been renewed by the Australian Parliament. However, on 29 March 2021 ASIC adopted a 'no-action' position in relation to the convening and holding of virtual meetings. This facilitates companies to hold meetings using appropriate technology and give electronic notice of meetings including supplementary notices.

Accordingly, due to the ongoing restrictions around gatherings due to COVID-19, this meeting will be held virtually via a live Zoom webcast.

Members are strongly encouraged to participate in this meeting by submitting their vote in advance either directly or by proxy; or alternatively, by attending the meeting electronically.

An Explanatory Memorandum is attached to, and forms part of, this Notice. The resolutions in this Notice should be read in conjunction with the Explanatory Memorandum.

All members will have an opportunity to view the meeting, vote and ask questions online.

Members are also encouraged to submit questions in advance of the Meeting to the Company Secretary at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au).

The Company will also provide an opportunity to ask questions during the meeting.

The items of business are set out below.

### **RESOLUTION 1 – TRANSFER OF BUSINESS AND ASSETS TO TSC**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That members approve the transfer of the business and all of the assets of the Company to The Shepherd Centre – For Deaf Children (ABN 61 000 699 927) (**TSC**) pursuant to a merger deed to be entered into between the Company and TSC (**Merger Deed**), and as further detailed in the Explanatory Memorandum and in the form agreed to by the directors of the Company”.*

### **Voting Exclusion Statement:**

For the reasons set out in the Explanatory Memorandum, the Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any of the following members:

- Dan Jarvis;

- David Brady;
- John Lui;
- Olivia Andersen and her associates, being Thomas Andersen, Malcolm Gemmell, Belinda Gemmell, Angus Gemmell, Sophie Coombes (nee Gemmell), Forbes Gemmell and Maureen Haughton.

However, the Company need not disregard a vote cast in favour of this Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution 1, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution 1, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides.

## **RESOLUTION 2 – CHANGE OF COMPANY NAME**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That subject to the passing of Resolution 1 and completion under the Merger Deed occurring, for the purposes of section 157 of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, members approve the change of the Company’s name from Hear For You Limited to ACN 131 365 298 Ltd.”*

## **OTHER MATTERS – DEREGISTRATION OF COMPANY**

It is intended that, subject to completion occurring under the Merger Deed, the Company will be voluntarily deregistered as soon as possible after completion.

Therefore, members are asked to consider and, if thought fit, sign the following member’s consent attached at **Annexure A** and return it to Carl Moser, Company Secretary, in person or by email at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au), as soon as possible:

*“I hereby provide my consent as a Member to the voluntary deregistration of the Company pursuant to section 601AA of the Act, subject to:*

- Completion; and*
- the directors of the Company being satisfied that the Company will meet the requirements for voluntary deregistration under section 601AA(2) of the Act.*

Kind regards

Yetta Abrahams

Chair

7 August 2021



Hear For You Limited  
ABN 26 131 365 298

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Macquarie University NSW 2109

PO Box 1710  
Macquarie Centre NSW 2113

## Explanatory Memorandum Extraordinary General Meeting

This Explanatory Memorandum has been prepared for the members of the Company (**Members**) to outline information concerning the resolutions (**Resolutions**) set out in this Notice of Extraordinary General Meeting (**Notice**), including the proposed transfer of the business and assets of the Company to The Shepherd Centre – For Deaf Children (ABN 61 000 699 927) (**TSC**), and to assist Members to assess the merits of approving the Resolutions contained in this Notice.

The directors recommend that Members read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### ITEMS OF BUSINESS

#### RESOLUTION 1 – TRANSFER OF BUSINESS AND ASSETS TO THE SHEPHERD CENTRE

##### 1 Background

It is proposed that the Company transfers its business and assets to TSC (the **Integration**), on the terms set out in the deed to be entered into between the Company and TSC (**Merger Deed**). Given that the Company and TSC provide complementary services to a similar demographic, the directors of the Company consider that the Integration will offer the best outcome for the recipients of the Company's programs. In addition, the Integration will ensure that the Company's programs and services are continued to be delivered in the most effective manner, with the benefit of the combined resources of both organisations.

The Integration will be implemented via the transfer of the Company's business and all of its assets to TSC. Following completion of the Integration, it is intended that the Company will be deregistered and all programs currently conducted by the Company will be conducted by TSC. By voting in favour of Resolution 1, you will be approving the Integration of the Company's activities into TSC.

By signing the member's consent attached at **Annexure A**, you will be agreeing to the voluntary deregistration of the Company, subject to completion of the Integration and the directors of the Company being satisfied that the Company will meet the requirements for voluntary deregistration under section 601AA(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

##### 2 The Shepherd Centre – For Deaf Children

TSC is a not-for-profit providing specialised programs for children who are deaf or hearing impaired and their families. Founded in 1970, TSC provides a range of programs and services for children of all ages, including an early intervention service for babies and toddlers, audiological and medical support and a youth mentoring program. TSC currently supports over

700 families in Australia via Online Telehealth services and in-person centres.

### **3 Timing of change**

Completion of the Integration is targeted for 31 August 2021. The Integration is subject to the satisfaction of several conditions, including approval of the Integration by the Company's Members. Accordingly, if Resolution 1 is passed, the Integration will complete following satisfaction or waiver of the remaining conditions set out in the Merger Deed (refer item 1 of the Schedule for details). Following Completion, it is proposed to voluntarily deregister the Company.

### **4 Summary of key provisions**

The schedule to this Explanatory Statement contains a summary of the key provisions in the Merger Deed.

### **5 Voting Exclusions**

The basis for the voting exclusions set out in the Notice is that the above named members (**Excluded Members**) will, if the Integration completes, become directors or employees of TSC (or be affiliated with an employee of TSC), or, in the case of David Brady, the Integration will have a direct impact on his employment status since he will be made redundant as CEO of the Company if the Integration completes.

Accordingly, in the interests of transparency and good corporate governance, the board has determined that the Excluded Members should not vote on Resolution 1 at the EGM, as they may be viewed as having an interest in the Integration beyond their interest as members of the Company. In reaching its decision, the board was guided by recommendations from Chartered Secretaries Australia (**CSA**) which are supported by the Australian Securities and Investments Commission. CSA recommends companies establish procedures to manage voting exclusions in order to promote and preserve confidence in the integrity of voting at general meetings.

### **6 Recommendation**

The directors, other than those directors who are Excluded Members, recommend that Members vote in favour of Resolution 1.

## **RESOLUTION 2 – CHANGE OF COMPANY NAME**

### **1 Background**

Under the terms of the Merger Deed, the Company will transfer its trademarks and business names to TSC on completion of the Integration, and TSC will have full and exclusive rights to use the Hear For You brand (including the Hear For You name). Accordingly, the Company will no longer have the right to use the Hear For You name following completion and must change its name to a name that is not similar or able to be confused with "Hear for You".

### **2 Change of name**

It is proposed to change the name of the Company to "ACN 131 365 298 Ltd", which is consistent with the Company's Australian Company Number (**ACN**).

Section 157 of the Corporations Act requires a company's members to approve any change of company name by way of special resolution. A special resolution must be passed by at least 75% of the votes cast by Members who are entitled to vote at the meeting.

### **3 Timing of change**

If Resolution 2 is passed, the change of the Company's name will take effect subject to, and with effect from, completion under the Merger Deed.

Resolution 2 is conditional on the passing of Resolution 1.

### **4 Recommendation**

The directors recommend that Members vote in favour of Resolution 2.

## **OTHER MATTERS – DEREGISTRATION OF COMPANY**

### **1 Background**

Subject to the passing of Resolution 1 and certain other conditions summarised in item 1 of the Schedule, the Company will transfer its business and all of its assets to TSC in accordance with the terms of the Merger Deed.

Following completion, the Company proposes to apply to the Australian Securities and Investments Commission (**ASIC**) to be voluntarily deregistered. Under section 601AA(2)(a) of the Corporations Act, all Members of the Company must agree to the Company being deregistered before the Company may apply to be deregistered.

Therefore, subject to completion occurring and the directors of the Company being satisfied that the Company will meet the requirements for voluntary deregistration under section 601AA(2) of the Corporations Act, Members are asked to approve the proposed voluntary deregistration of the Company.

### **2 Timing deregistration**

If the Integration is completed and the board of directors of the Company and all the Members of the Company approve the voluntary deregistration of the Company, the Company will be deregistered as soon as reasonably practicable following completion – expected to be by the end of October 2021.

### **3 Recommendation**

The directors recommend that Members sign the member's consent attached at **Annexure A** and return it to Carl Moser, Company Secretary, in person or by email at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au), as soon as possible.

# Schedule – Summary of Merger Deed

## 1 Conditions

Completion of the Integration is conditional on the satisfaction of several conditions. These conditions are as follows:

- a) the Company and the Commonwealth Department of Health must consent to the transfer of the Company's grant to TSC;
- b) there must not be a breach of any of the warranties given by the Company between the date the Merger Deed is signed and completion of the Integration;
- c) the Company's directors must sign a deed of release releasing the Company from any claims that the directors may have against the Company;
- d) the Company and the Company's CEO must sign the CEO release deed to give effect to the redundancy of the Company's CEO (refer item 3.2 below); and
- e) the Company's Members must approve the Integration. This condition will be satisfied by the passing of Resolution 1.

## 2 Transfer of Company's business and assets

The terms of the Merger Deed provide that the business and assets of the Company will be transferred to TSC on completion of the Merger Deed, which is targeted for 31 August 2021.

The assets to be transferred include the Company's plant and equipment, the Company's interests in its business contracts, the Company's interest in the Commonwealth Department of Health's grant, the Company's intellectual property rights (such as the business name Hear for You) and the records of the business. The Company must also deliver to TSC all relevant information to enable TSC to run the Company's programs after the Integration.

On completion of the Integration, TSC will also assume the "assumed liabilities" of the Company. These include any amounts owing to trade creditors, the liability to perform the Company's obligations under its business contracts, payment of the accrued statutory entitlements of any transferring employees, all liabilities of the Company fairly disclosed by the Company as part of the due diligence process as well as any liabilities of the Company which have been notified by the Company to TSC prior to completion and which TSC has agreed to assume. If any liabilities arise between the date the Merger Deed is signed and completion of the Integration which TSC does not agree to assume, either party may choose to terminate the Merger Deed and the Integration will not take place.

## 3 Employees

### 3.1 Employees to transfer to TSC

TSC must make an offer of employment to each of the Company's employees, other than David Brady. The employment offers (other than the offer to Carl Moser) must be on terms which are no less favourable overall to each employee than the terms of their current employment with the Company. TSC and Mr Moser have agreed that Mr Moser will continue his role as company secretary of the Company until its deregistration, not exceeding three months. The employees have full discretion whether to accept the offer from TSC. If they accept, they will become employees of TSC once the Integration completes. If an employee does not accept TSC's offer, they will be made redundant by the Company with effect from completion.

For those employees who are transferred to TSC, TSC will recognise their prior service with the Company and TSC will be responsible for the payment of all of their accrued and unsatisfied entitlements.

### **3.2 CEO Redundancy**

If the Integration takes place, the Company's board has agreed that David Brady will be made redundant, and the Company will pay Mr Brady his full contractual and statutory entitlements, including but not limited to his redundancy pay (not exceeding 14 weeks' pay). Mr Brady will also enter into a deed of release with the Company, pursuant to which he agrees to release the Company from all claims he may have against the Company now and in the future.

## **4 Board appointees**

Two of the Company's current directors, Dan Jarvis and Tony Coles, will be appointed to the board of TSC on completion of the Integration.

## **5 Change of Company name**

Under the terms of the Merger Deed, the Company's name must be changed to a name that is not similar to, or able to be confused with, "Hear for You". This is why Members are being asked to approve the change of the Company's name in Resolution 2.

## **6 Warranties and indemnities**

### **6.1 Warranties**

Under the Merger Deed, the Company gives fairly standard warranties regarding capacity, charity status, solvency, ownership of the assets and compliance with laws. The Company has not given any warranties regarding the condition of the assets, as the assets are being transferred on an as-is where-is basis.

The Company's intention is to proceed to voluntary deregistration following completion of the Integration. In order to do so, the Company must have no outstanding liabilities. Therefore, if TSC were to make a warranty claim against the Company following completion, the Company would not be in a position to be voluntarily deregistered while the claim was on foot. Accordingly, the Company and TSC have agreed that TSC may terminate the Merger Deed if it becomes aware that a warranty has been breached between signing and completion. However, TSC will not be permitted to make a claim for breach of warranty, under an indemnity or make any other claim against the Company subject to completion of the Integration.

### **6.2 Indemnities**

Following completion of the Integration, TSC agrees to indemnify the Company from and against all assumed liabilities and for the Company's costs of voluntary deregistering up to \$20,000.

## **7 Members not to be transferred**

Members will continue to be members of the Company until it is deregistered. Under the terms of the Merger Deed, Members will not automatically become members of TSC on completion of the Integration.

# **Annexure A – Member’s Consent**



**HEAR FOR YOU LIMITED**  
**ACN 131 365 298**  
**(Company)**

**MEMBER'S CONSENT TO DEREGISTRATION**

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**Voluntary  
deregistration of the  
Company**

**Noted** that it is proposed that the Company enter into a merger deed (**Merger Deed**) pursuant to which the Company agrees to transfer its assets and business to The Shepherd Centre – For Deaf Children.

**Noted** that, following “Completion” (as that term is defined in the Merger Deed) (**Completion**), the Company proposes to apply to the Australian Securities and Investments Commission (**ASIC**) to be voluntarily deregistered. Under section 601AA(2)(a) of the *Corporations Act 2001* (Cth) (**Act**), all members of the Company (**Members**) must agree to the Company being deregistered before the Company may apply to be deregistered.

**Consent of Member**

By signing below, I hereby provide my consent as a Member to the voluntary deregistration of the Company pursuant to section 601AA of the Act, subject to:

- (a) Completion; and
- (b) the directors of the Company being satisfied that the Company will meet the requirements for voluntary deregistration under section 601AA(2) of the Act.

**Dated:**

**Signed by:**

---

Member signature

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Member full name  
(BLOCK LETTERS)



Hear For You Limited  
ABN 26 131 365 298

For all enquiries, please call: Carl Moser, Company Secretary ON +61 418 645 072

**Lodge your vote by email:** [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au)

 **By postal mail: proxies must arrive before close of business on Friday, 27 August 2021**

Attention: Carl Moser - Company Secretary  
Hear For You Limited  
PO Box 1710 Macquarie Centre NSW 2113

## Proxy Form



View information available for Hear For You members online, 24 hours a day, 7 days a week: [www.hearforyou.com.au](http://www.hearforyou.com.au)

**Update your details if changed**

**Cast your proxy vote**



**PLEASE NOTE:** It is important that you keep your membership details up to date so that you can receive Hear For You's latest news.

 **For your vote to be effective, it must be received by 06.00pm on Saturday 28 August 2021**

### How to Vote on Items of Business

Your vote will be in accordance with your directions.

#### Appointment of Proxy

A proxy, who is attending the Extraordinary General Meeting for Hear For You Limited, need not be a member of the Company. For your vote to be effective, the proxy form must be signed by you and received by Hear For You Company Secretary by 6.00pm on Saturday 28 August 2021. If you are mailing your proxy by postal mail, it must be received no later than Australia Post's close of business on Friday, 27 August 2021.

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Please note that if you appoint a member who is not entitled to vote on **Resolution 1** (check the Notice of Extraordinary General Meeting for names) as your proxy, you **must** direct your vote to your proxy. Any undirected votes to members not eligible to vote will not be counted.

### Comments & Questions

If you have any comments or questions for the company or auditors, please email them to Carl Moser, Hear For You Company Secretary at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au)



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ABN 26 131 365 298

For all enquiries, please call: Carl Moser, Company Secretary ON +61 418 645 072

**Lodge your vote by email:** carl.moser@hearforyou.com.au

 **By postal mail: proxies must arrive before close of business on Friday, 27 August 2021**

Attention: Carl Moser - Company Secretary  
Hear For You Limited  
PO Box 1710 Macquarie Centre NSW 2113

## Proxy Form

FULL NAME: \_\_\_\_\_

STREET ADDRESS: \_\_\_\_\_

\_\_\_\_\_

SUBURB/COUNTRY (if other than Australia): \_\_\_\_\_

POSTCODE: \_\_\_\_\_

If there is a change in your address or contact details, please mark this box and make the correction in the space above.

**I being a member of Hear For You Limited hereby appoint (by ticking or crossing):**


**The Chair of the Meeting, OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairperson of the Meeting Do not insert your own name.

If no individual is named, the Chair of the Meeting, as my proxy will act at the meeting on my behalf and vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of Hear For You Limited, which will be held virtually via Zoom videoconference, on Monday, 30 August 2021 at 6.00pm and at any adjournment of that meeting. Zoom Meeting ID: 895 0433 0486 Passcode: 975722.

### STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Please mark the box indicating your voting preference:

#### TRANSFER OF BUSINESS AND ASSETS TO TSC – ORDINARY RESOLUTION

##### Resolution 1

To consider and, if thought fit, pass the following resolution as an **ordinary resolution:**

*“That members approve the transfer of the business and all of the assets of the Company to The Shepherd Centre – For Deaf Children (ABN 61 000 699 927) (TSC) pursuant to a merger deed to be entered into between the Company and TSC (Merger Deed), and as further detailed in the Explanatory Memorandum and in the form agreed to by the directors of the Company”.*

For  Against  Abstain



Hear For You Limited  
ABN 26 131 365 298

For all enquiries, please call: Carl Moser, Company Secretary ON +61 418 645 072

**Lodge your vote by email:** carl.moser@hearforyou.com.au

 **By postal mail: proxies must arrive before close of business on Friday, 27 August 2021**

Attention: Carl Moser - Company Secretary  
Hear For You Limited  
PO Box 1710 Macquarie Centre NSW 2113

**Information about Special Resolutions**

Under the *Corporations Act 2001*, a special resolution is required to change the constitution of a company. For a special resolution to be valid, the special resolution must be passed by at least 75% of the votes cast by members entitled to vote (whether by members present at the EGM or by proxy).

**CHANGE OF COMPANY NAME – SPECIAL RESOLUTION**

**Resolution 2**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That subject to the passing of Resolution 1 and completion under the Merger Deed occurring, for the purposes of section 157 of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, members approve the change of the Company’s name from Hear For You Limited to ACN 131 365 298 Ltd.”*

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

**SIGN**

**Signature of Member of Hear For You Limited** *This section must be completed.*

Individual

PLEASE PRINT

Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_