

Notice of Annual General Meeting

Drouin & District Community Financial Services Ltd
A.B.N. 37 096 687 240
To be held at 6:30pm on Wednesday 15th November 2023
at the Drouin Golf & Country Club, McGlones Road Drouin

Ordinary Business

1. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2023.

2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) That **Roberto James Celada** be elected as a Director of the company.
- (b) That **Vanessa Louise Marsh** be elected as a Director of the company.
- (c) That **Patrick Sean Walsh** be elected as a Director of the company.

3. Amendment of Constitution

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

The Constitution be modified as per the marked-up draft constitution attached to this notice of meeting.

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

Voting rights

Each shareholder is entitled to one vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 4:37pm on 4th October 2023.

By order of the Board
Roberto James Celada
Company Secretary
10th October 2023

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Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda item 2: Election of Directors

The following information is provided about candidates for election to the Board.

- (a) Roberto James Celada retires by rotation in accordance with the constitution of the company, and being eligible, offers him for re-election.
- (b) Vanessa Louise Marsh retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
- (c) Patrick Sean Walsh retires by rotation in accordance with the constitution of the company, and being eligible, offers him for re-election.

Roberto James Celada

Experience – 13 years of experience as a solicitor practicing in property and commercial law

Qualification – Bachelor of Law/Science (Genetics)

Vanessa Louise Marsh

Experience- 15 years' experience of management in the TAFE/Education Sector

Qualification – Bachelor of Education, Graduate Certificate in Education Leadership and Management, Graduate Certificate in Tertiary Teaching and the AICD Company Directors Course (GAICD)

Patrick Sean Walsh

20 years banking (NAB) 1964 - 1984. Construction and engineering 1984 - current. Dairying and farming - Cattle and horses 1978 - 1999. Yooralla Community Partnership Advisory Committee 2014 - current. Run director - Warragul Parkrun 2017 - current. Licenced private pilot 1981 - current. Australian Bank Employee Union 1967 - 1984. Administrative Officer, Bunyip Community Bank 2012 - 2019. Various times: President National Bank Sub branch, Victorian Division Treasurer, Conference delegate, Federal executive member

Agenda item 3: Amendment of Constitution

The company has been operating under a pro forma constitution proposed by Bendigo and Adelaide Bank Ltd in 2008.

This pro forma constitution was reviewed by Bendigo and Adelaide Bank Ltd in 2020 to:

- A. clarify requirements around the 'close connection' which is required for a person to own shares in the company, imposed by Rule 9
- B. incorporate improvements based on best-practice
- C. reflect changes in law since 2008
- D. update formatting, to make the document more user friendly

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A. Rule 9 – Close Connection

- Shareholders in the company are required to have a 'close connection' to the area in which the company trades – being Drouin & surrounding district;
- The current constitution has not provided any guidance as to what constitutes a 'close connection', which has caused confusion for both the company and shareholders.
- Specific examples have been added to provide guidance.

B. Improvements based on best-practice

- These updates include minor re-wording and additions to clauses, as well as a number of additions that reflect changes to best practice but not a change in the law. Examples include
 - the addition to Rule 29 (dealing with the refusal to register a transfer of shares);
 - the addition of Rule 50(3) (to set out a more detailed procedure for incomplete or incorrectly executed proxy forms);
 - the amendments to Rule 76 (dealing with written resolutions of directors); and
 - the amended Rule 87 (regarding in-specie distributions of assets).

C. Changes in law

- **Former clauses 23-25, 27(ii), 27(iii)**, regarding the company taking out a lien. References to a company's ability to take out a lien or charge over shares of a shareholder have been deleted throughout the pro forma constitution on the basis that these provisions may contravene s259B of the Corporations Act (the provision which provides that a company must not take security over shares in itself or a company that it controls).
- **Former clause 94(1)-(3), now clause 99**, regarding the winding up of the company. The clause has been simplified on the basis that a company and its members now generally rely on section 501 of the Corporations Act, such that any surplus on a winding up will be distributed among the members according to their rights and interests.

D. Changes to formatting

- The changes to formatting are largely to include auto-cross referencing, to make the document more user-friendly.