

Notice of Annual General Meeting

Pambula & District Community Development Ltd ABN 27 182 796 458

To be held at the 13 Quondola St, Pambula NSW 2549 at 5:30pm on Wednesday 14 December 2022

AGENDA

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 2022.

(2) Election of Directors

To consider, and if thought fit, to pass the following resolutions, as ordinary resolutions:

Election of Directors appointed after the 2021 Annual General Meeting

(a) Nil new directors appointed after the 2021 Annual General Meeting

Re-election of Directors retiring by rotation

(a) that Andrew Robert De Fegely be re-elected as a Director of the company

(b) that April Merrick be re-elected as a Director of the company

(3) (a) Adoption of new Pro-Forma Constitution

To replace the current Constitution, a pro-forma constitution provided by the Bendigo Adelaide Bank to their franchisees and adopted by Pambula & District Community Development Ltd in 2007, with the current pro-forma Constitution provided by Bendigo Adelaide Bank to their franchisees since 2020.

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 shareholders as at 5.00pm, Monday, 12 December 2022 By Order of the Board.

Graham Stubbs
Company Secretary
1/11/2022

Explanatory Notes

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

Agenda item 2:

Re-election of Directors retiring by rotation

(a) **Andrew Robert De Fegely**

Occupation: Director of Margules Groome Consulting P/L, Chair of Sustainable Timber Tasmania and Co-Chair of Commonwealth Governments' Forest Industry Advisory Council.

Qualifications, experience, and expertise: AM BSc (For), MSc, MIFA, FAICD. Rob is a Registered Professional Forester with a Bachelor of Science (Forestry) degree from the Australian National University and a Master of Science (Forest Business Management) from Aberdeen University in the United Kingdom. He is a Fellow of the Australian Institute of Company Directors.

Responsibilities: Rob has been leading a team investigating possible additional sites for PDCDL expansion since joining the Board.

Interest in Shares: Nil share interest held

(b) **April Claire Merrick**

Occupation: April is the principal consultant of Organic Governance and is the Grants Management Officer at the Bega Valley Shire Council. April was previously chair of the NSW Rural Women's Gathering (2016-2018), Non-executive Director of Coliban Water Corporation (2012-2017) and Executive Officer of Eucalypt Australia (2011-2014).

Qualifications, experience, and expertise: April is a graduate of the Australian Institute of Company Directors and has a Bachelor in Agricultural Science.

Responsibilities: Chair of Audit & Risk Committee, Previous Company Secretary

Interest in Shares: Nil share interest held

Current Board of Directors

Jennifer Eleanor Symons (Chair)

Garry Bruce Hetherington (Deputy Chair)

Russell John Fitzpatrick

Colin Robert Dunn

April Merrick

Timothy George Shepherd

Andrew Robert De Fegely

Agenda item 3:

Below are the explanatory notes which outline the reasons for changing the constitution provided by the Bendigo and Adelaide Bank Limited.

The current Board of Directors sought legal advice on this matter from Sautelle White Lawyers who no contrary implications to those advised by Bendigo Adelaide Bank Limited's legal department.

Community Bank Constitution – 2020 Pro Forma update (1 July 2020)

Introduction

Bendigo and Adelaide Bank Limited (BEN), in consultation with the Community Bank National Council, has undertaken a comprehensive review of the 2008 version of the pro forma Community Bank constitution. BEN has also obtained legal advice from one of its panel law firms as part of the review of the pro forma constitution.

Outcome of review

The review has resulted in various amendments to the pro forma Community Bank constitution.

These can be summarised as follows:

- 1) updates to formatting;
- 2) changes to reflect suggested improvements (based on current best-practice);
- 3) changes to reflect changes in law; and
- 4) specific changes to rule 9.

Further details of key changes

The following explanatory comments provide more detail of each category of changes:

1) Changes to formatting

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

2) Changes to reflect improvements (based on current best-practice)

This is the largest category of amendments, which bring the pro forma constitution in line with changes in best practice since 2008.

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).

3) Changes to reflect a change in law

There are a few instances where amendments have been made to deal with a change in law. In particular:

- 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.

4) Specific changes to rule 9

The following specific amendments have been made to rule 9:

- **Additional Examples of Close Connection** – a number of suggested additional examples of 'close connection' in the note to Rule 9(2A) have been added.
- **Change to Base Number** - a minor alteration to Rule 9(2B) to include an option of 75% instead of 90% of the number of shareholders in the company.

Conclusion

The updated 2020 pro forma Community Bank constitution will be provided to all new Community Bank companies that are incorporated from 1 July 2020.

With regard to existing Community Bank companies, it is worth noting that while adoption of the 2020 pro forma Community Bank constitution is optional, the updated pro forma is considered by BEN to reflect current best practice and recommends that each Community Bank board review the document in consultation with their independent solicitor.

Please note: BEN strongly recommends that Community Bank companies seek advice and guidance from their independent solicitor in relation to any amendment to or replacement of their current constitution, and ensure they comply with all Corporations Act and ASIC requirements (including the passing of resolutions by shareholders and lodgement of relevant documentation with ASIC).

¹ Note: the marked-up 2020 pro forma Community Bank constitution has been compared against, and only shows changes to, the 2008 pro forma Community Bank constitution and does not reflect changes to earlier versions of the Community Bank constitution.