

# Notice of Annual General Meeting

**Community Financial Services Victoria Limited**

A.B.N. 51 092 756 351

**To be held at 7.30pm on 31 October 2013 at the Lang Lang Memorial Hall  
Please join us for light refreshments at 6.30pm in the Senior Citizens Room**

## Ordinary Business

### 1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2013.

### 2. Election of Directors

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

#### **Re-election of Director retiring by rotation**

- (a) That Maxwell William Papley be elected as a Director of the Company.
- (b) That Douglas Hugh Hamilton be elected as a Director of the Company.
- (c) That Gordon Douglas Smale be elected as a Director of the Company.

### 3. Remuneration Report

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

That the remuneration report be approved.

The company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

## Special Business

### 4. Increase to Director Remuneration

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

The total aggregate annual remuneration payable to Directors of the Company be increased by \$30,000, from \$20,000 to \$50,000.

The company will disregard any votes cast (in any capacity) on Item 4 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

### 5. NSX and Low Volume Market

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

That the Company delist from the National Stock Exchange of Australia (NSX) and apply to ASIC to operate a Low Volume Market (LVM).

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## 6. Change of Company Name

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

That the Company name be changed from Community Financial Services Victoria Limited to Our Community Company.

## 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 restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on Item 3 and Item 4 unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

For the purposes of these voting restrictions:

- The 'key management personnel' for Community Financial Services Victoria Ltd are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.
- A 'closely related party' of a member of the key management personnel for Community Financial Services Victoria Ltd includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

## 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 5.00pm on 29 October 2013.

By order of the Board



**Tania Hansen**  
Company Secretary  
**29 September 2013**

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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.

### Re-election of Director retiring by rotation

(a) Maxwell William Papley retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

(b) Douglas Hugh Hamilton retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

(c) Gordon Douglas Smale retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

## Agenda Item 3. Adoption of Remuneration Report

Item 3 is an ordinary resolution to seek your approval for the remuneration Report.

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

## Agenda Item 4. Increase in Director Remuneration

Rule 53 of the Company constitution permits that Directors may be remunerated for the services provided to the Company. Currently the Directors of the Company are entitled to receive a combined maximum aggregate remuneration of \$20,000. This amount has remained unchanged since 2006. The Board have considered the variable nature of Directors' workload and responsibilities and would like to be able to remunerate individual Directors accordingly. This resolution seeks Shareholder approval to increase the aggregate amount available to Directors to \$50,000. This amount is to be apportioned by the Board and is non binding.

## Agenda Item 5. NSX and Low Volume Market

The Company proposes to delist from the National Stock Exchange of Australia (NSX) so as to apply to ASIC to operate a Low Volume Market as the preferred trading framework for shares for the Company. 90 days notice is required by the NSX. The Directors are of the opinion that the Low Volume Market provided by ASIC is an appropriate share trading framework for the Company's shareholders given the size and nature of the Company and its shareholders and shareholdings.

## Agenda Item 6. Change of Company Name

The current Company name does not adequately reflect the nature and intentions of the Company. Approval for the change of Company name has been sought from Bendigo and Adelaide Bank and approval given. The Directors feel strongly that the name of the Company should reflect the Community based history, nature and intentions of the Company.