

Harbord Financial Services Limited  
 ABN 25 097 282 525  
 Minutes of 12<sup>th</sup> Annual General Meeting  
 Held 19 November 2013 at South Curl Curl SLSC at 7pm

**ATTENDANCE**

**Board of Directors:**

		Attending	Notes / comments
Trevor Sargeant	Chairman	Yes	
John Vaccaro	Vice-Chairman	Apology	
Ian Greentree	Company Secretary	Yes	
Kevin Abrahamson	Treasurer	Yes	
Martin Brook		Yes	Master of Ceremonies
Noela Roberts		Yes	
Denise Goldstein		Yes	
Peter Harley		Yes	

**Our Ambassadors:**

	Attending	Notes / comments
Ian Joynson	Yes	
Tom Guy	Yes	
Tony Bevan	Yes	

**Dignitary Attendance**

	Attending	Notes / comments
David Hutchins - Andrew, Frewin and Stewart	Yes	Current Auditor
Alex Hughes Bendigo Bank	Yes	Regional Manager
Michael Sims Bendigo Bank	Apology	Business Banking Manager

**Branch Staff**

	Attending	Notes / comments
Sandra Kleiner	Yes	Branch Manager
Helen Taylor	Yes	Customer Relationship Manager
Kasey Kaye	Yes	Customer Relationship Officer
Angela Moore	Yes	Customer Service Supervisor
Su-Ellen Laing	Apology	Senior Customer Service Officer
Cherrie Watt	Yes	Customer Service Officer
Kerryn Hamilton	Yes	Customer Service Officer
Mariella Da Silva	Apology	Customer Service Officer
Melanie Carson	Yes	Business Development Coordinator
Simmone Linay	Yes	Executive Assistant HFS

**Dignitary Apologies**

		Attending	Notes / comments
Tony Abbott	Prime Minister & Federal Member for Warringah	No	Apology
Mike Baird	NSW State Treasurer & State Member for Manly	No	Apology
Michael Regan	Warringah Council Mayor	No	Apology
Pat Daley	Warringah Councillor	No	Apology
Leo Bruinier	AFS Accountant	No	Apology
Rose Abbott	AFS Share Registry Supervisor	No	Apology
Phil Jones	Bendigo Bank State Manager	No	Apology
Tracey Avolio	Bendigo Retail Operations Manager	No	Apology

**Shareholder Apologies:**

Norman & Denise Gadd	C248	Apology
Margaret & Robert Huckle	C023	Apology

**Our current 2013 Youth Observers from:-  
Mackellar Girls Campus**

		Attending	yes/no	Notes / comments
Emma Castle	2013 Youth Participant	YES		Emma & Mrs Castle

**Stella Maris College**

		Attending	yes/no	Notes / comments
Jessica Arman	2013 Youth Participant	YES		

**Our new 2014 Youth Participants from:-  
St Augustine's College**

		Attending	yes/no	Notes / comments
Harrison Sekulich	2014 Youth Participant	NO		Apology
Christopher Vaccaro	2014 Youth Participant	NO		Apology

**St Paul's Catholic College**

		Attending	yes/no	Notes / comments
James Bourcier	2014 Youth Participant	YES		Mother Monica Bourcier is attending on James behalf

**CHAIRMAN'S REPORT:**

Trevor referred to his address in the 2013 Annual Report

Advised that Garry Chadwick has had to stand down due to ill health

Discussed the following:

1. Restoring the Balance
2. Lower Interest Rates
3. Balancing the Book

- Explained the reduction in the margins

- Advised that can't give back as much due to the reduced margins and the necessary budgeting funds given to the organisations.
- This reduction is down to approximately \$150,000 including scholarships
- Bendigo Freshwater is very weighted towards deposits this is a disadvantage in lower interest rate times need more loans
- Need a book balance of a much greater amount than the \$165m current balance.
- Announced the \$0.045cent fully franked share dividend for the year, due to responsible governance this decision was taken to reduce the dividend payment from the previously paid \$0.10.
- Need a lot more business to generate the same income
- Board had a choice either decrease its expensed or increase the income –looked at the points of difference within the FCB
  - Service
  - Availability
  - Convenience –
    - Didn't want staff cuts
    - Didn't want queys
    - Stay open on Saturdays
- Asked organisations present to assist get more business
- Not all bad news
  - FCB doing well in Bendigo network
  - Directors are all voluntary
  - Staff are efficient, friendly and caring and do a great job
- Thanked Bendigo Corporation especially Alex Hughes Regional Manager for all his support.

#### Formal business of the meeting

The Chairman declares that we are of the opinion that.

1. This meeting of Harbord Financial services Limited A.C.N 097282525 has been validly convened at a date, time & place most convenient for the majority of members.
2. The notice of meeting is taken as read.
3. The Company Secretary has advised that a quorum is present pursuant to Regulation 37 of the Constitution. (2 % of Shareholders) we have about 420 shareholders so 9 for quorum
4. 26 Valid proxies
5. All resolutions will be submitted to a show of hands unless a poll was demanded before or on declaration of the result of the show of hands.
6. When shareholders or proxies vote, on a resolution can they please raise their Blue card provided in their hands. If there are any shareholders who are eligible to vote at this meeting who have not received their blue card please see a representative at the registration desk.  
Note joint shareholders are only entitled to one voting card between them.

**ITEM No 1: RECEIPT OF FINANCIAL REPORTS:**

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

**Kevin Abrahamson to report on the Company's financials**

Financials as per the Annual Report

No questions from the floor

***Motion that financial report for 2013 has been considered and is received.***

Moved Kevin Abrahamson      Seconded Pat Austin

Please note that the total number of **valid proxies** for this resolution and the manner in which they have been directed.

26 For      0 Against      0 Abstain      0 Excluded

Any undirected proxies given to the chairman will be directed in favor of the resolution:

Those in **favour** of the resolution, please raise your Blue card.

Those **against**, please raise your Blue card.

30 For      0 Against      1 Abstain      0 Excluded

**Declare the motion carried**

**ITEM No 2: NOTIFICATION OF DIVIDEND - NO RESOLUTION IS REQUIRED**

It is with great pleasure that I announce the notification of a 4.5 cent fully franked dividend.

This dividend will be paid in February 2014.

The dates for the dividend will be announced on the NSX and on our website.

This dividend brings the total payment to shareholders to 68.25 cents.

**ITEM No 3: RE-ELECTION & RATIFICATION OF DIRECTORS:**

**Trevor Sargeant and Martin Brook** now stand down under Rule 62 of the company's constitution where one third of the directors must retire in rotation and may offer themselves for re-election as a Director of the Company effective immediately upon the close of the Meeting.

The board recommends the re-election of these two persons.

Each resolution will be voted on separately.

**a) Trevor Sargeant having resigned by rotation offers himself for re-election.**

***Motion to approve Trevor Sargeant be elected as a Director of the Company.***

Please note that the total number of **valid proxies** for this resolution and the manner in which they have been directed.

26 For      0 Against      0 Abstain      0 Excluded

Any undirected proxies given to the chairman will be directed in favour of this resolution.

Those in **favour** of the resolution, please raise your Blue card.

Those **against**, please raise your Blue card.

28 For      0 Against      3 Abstain      0 Excluded

**Declare the motion carried.**

**b) Martin Brook having resigned by rotation offers himself for re-election.**

***Motion to approve Martin Brook be elected as a Director of the Company.***

Please note that the total number of **valid proxies** for this resolution and the manner in which they have been directed.

26 For	0 Against	0 Abstain	0 Excluded
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Any undirected proxies given to the chairman will be directed in favour of this resolution.

Those in **favour** of the resolution, please raise your Blue card.

Those **against**, please raise your Blue card.

28 For	0 Against	3 Abstain	0 Excluded
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**Declare the motion carried.**

A new Director was elected during the year requiring ratification by the Shareholders, being Kevin Abrahamson. This Director advanced from the ranks of Ambassador during the year and his details appear in our published accounts.

**c) Kevin Abrahamson offers himself for election.**

***Motion to approve Kevin Abrahamson be elected as a Director of the Company.***

Please note that the total number of **valid proxies** for this resolution and the manner in which they have been directed.

26 For	0 Against	0 Abstain	0 Excluded
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Any undirected proxies given to the chairman will be directed in favour of this resolution.

Those in **favour** of the resolution, please raise your Blue card.

Those **against**, please raise your Blue card.

26 For	0 Against	5 Abstain	0 Excluded
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**Declare the motion carried.**

**ITEM No 4: REMUNERATION REPORT**

“That for the purposes of Section 250R (2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration report for the year ended 30 June 2013 as contained in the Directors Report on Page 9 of the Annual Report for the year ended 30 June 2013.”

As set out in section 250R(93) of the Corporations Act (Cth), the vote on this resolution is advisory only and does not bind the Directors or the Company.

***Motion to approve and adopt the remuneration report for the year ended 30 June 2013.***

Please note that the total number of **valid proxies** for this resolution and the manner in which they have been directed.

25 For	0 Against	1 Abstain	0 Excluded
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Any undirected proxies given to the chairman will be **NOT** being voted in respect of this resolution.

Those in **favour** of the resolution, please raise your Blue card.

Those **against**, please raise your Blue card.

26 For	0 Against	5 Abstain	0 Excluded
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**Declare the motion carried.**

**OTHER BUSINESS:**

In compliance with section 250S of the Corporations Act 2001 (Cth) the shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business that may be brought forward at the meeting in accordance with the Constitution and the Corporations Act 2001 (Cth).

Max Jones - thanked the re-elected directors and encouraged the Board to keep going forward.

Aaron Thomson – Freshwater Amateur Swim Club & Harbord Devils JRLFC thanked the Board for all the support given to both organisations

**Youth Participants Address:**

Jessica Arman – Stella Maris – spoke about the projects the Youth Participants took on – Tutoring program at Harbord Public School; attendance at Harbord FSL monthly meetings and attendance at Bendigo Bank State conference

Emma Castle – Mackellar Girls Campus- discussed the State Conference in Wollongong while there attended a Youth Forum. Assisted Jessica with tutoring at Harbord Public School attended Harbord FSL board meeting and felt she had learnt a lot. This knowledge will be used in her prefect position at Mackellar and also for her Queens Scout award

Both gave thanks to Noela and Tom for their encouragement and thanked the Board for the opportunity  
Noela Roberts & Tom Guy presented Recognition Certificates and references

**Alex Hughes - Bendigo Bank report:**

- Acknowledged Garry Chadwick's contribution as a long time Treasurer and Chairman over the past few months, his work representing the shareholders interests with Bendigo and that it was a pleasure to work with him
- Thanked the Board for support and work they do in the Community and their commitment to meetings
- Youth Participant; Scholarship and Community groups and general community have been touched by the Board and Bank outcomes.
- RTB has been very difficult in the reduction across product ranges; discussed how to balance and correction is being done; working with Partners and CSBSA looking at reviewing the model as it is now 15 years old, to ensure community Partners can still deliver contributions
- Overall gave \$20m back to community this year
- Given \$100m since inception of community bank model
- Has enjoyed working with the Board and branch
- Advised shareholders that the Board is leaving no stone unturned to give the business good chance to grow.

**Managers Report**

Sandra referred to her report in the 2013 Annual report

- Footing increased to \$165m
- Community focus was outstanding with approximately \$258000 returned to community and donations
- Pleased with the service
- Looking to build further relationships with organisations
- Acknowledged Alex Hughes and staff at Head office for their support
- Grateful to the board and Ambassadors for their support
- Thanked staff

**PRESENTATION TO STAFF OF FIVE YEARS OF SERVICE CERTIFICATES and FLOWERS as at 30 June 2013**  
**- By Trevor and Sandra**

Melanie Carson

started 18 June 2008

5 years service

**Acknowledge SPONSOR organisations attending**

A number of organisations have realised that by banking with us they are helping their organisations.

The more people that bank with us the more we can give back to the community.

Thanked them for attending this AGM and for promoting Freshwater Community Bank branch of Bendigo Bank and helping build a wonderful community bank.

**ORGANISATIONS**

Curl Curl Longboarders	<b>Mike Griggs &amp; Celina O’Gorman</b>
Freshwater Amateur Swim Club	<b>Aaron Thompson</b>
Freshwater SLSC	<b>Kirsten Wakefield</b>
Harbord Bowling & Recreation Club	<b>Paul Meyers &amp; Wendy Hannam</b>
Harbord United JRLFC – The Devils	<b>Aaron Thompson</b>
Harbord Harlequins JRLFC	<b>Barry Smyth</b>
Manly Croquet Club Inc	<b>Rose Anne White &amp; Betty Trevenar</b>
Manly United Football Club / MWFA	<b>Keith Pester</b>
Manly Warringah Avicultural Society	<b>Gerry &amp; Sue Heffernan</b>
Manly Warringah Netball Assoc.	<b>Jane Hauser &amp; Laurel Fisher</b>
Northern Sydney Symphonic Wind Ensemble - NSSWE	<b>Alan Norton</b>
North Curl Curl SLSC	<b>Louis &amp; Julie Tassone</b>
South Curl Curl SLSC	<b>Darrin Stoker</b>
Valley United JRLFC	<b>Peter Kelly &amp; Rebecca Harris</b>

**The following organisations sent their apologies**

**APOLOGIES FROM ORGANISATIONS:**

Manly Eagle Tag	Cathy Clark
Manly Warringah Netball Assoc.	Debbie Philipson
Northside Enterprises Inc	Cathy Hockey

Thank you to everyone for their participation in this evenings proceeding and invited all to join in some light refreshments.