

# BDCU

**BDCU LIMITED**  
**ABN 44 087 649 787**

## **NOTICE OF ANNUAL GENERAL MEETING**

The next Annual General Meeting of BDCU Limited (the **Mutual**) will be held on 30 November 2023 at the Centennial Vineyards Restaurant, Centennial Road, Bowral NSW 2576 at 6.30pm.

### AGENDA

1. To confirm the minutes of the Annual General Meeting held on 24 November 2022.
2. To receive and adopt the Annual Financial Report, Directors' Report and Auditor's Report of the Mutual for the year ended 30 June 2023.
3. To elect or appoint two (2) directors in accordance with section 201G of the *Corporations Act 2001* (Cth) (the **Act**) and clause 7.4 of the constitution of the Mutual (the **Constitution**).
4. To determine the maximum aggregate remuneration payable to the directors of the Mutual (the **Directors**) for the financial year ending 30 June 2025.

### RESOLUTIONS

#### 1. ORDINARY BUSINESS

Resolutions arising from the ordinary business of the Annual General Meeting require a simple majority of Members attending or represented by proxy and entitled to vote (**Members**) to approve each matter. The following matters represent items of ordinary business and are presented as ordinary resolutions.

#### Ordinary Resolutions:

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

- 1.1 That Mr Daniel Marmont be appointed as a Director in accordance with the Corporations Act and the Constitution.
- 1.2 That Mrs Tonia Krebs be appointed as a Director in accordance with the Corporations Act and the Constitution.
- 1.3 That the maximum aggregate remuneration payable to the Board of Directors for the financial year ending 30 June 2025 be fixed as \$126,000 (including all taxes and on-costs but excluding expenses incurred in the conduct of the Directors' roles), and that this amount be apportioned to individual Directors as determined by the Board.

Further information regarding the above resolutions is set out in the explanatory notes to this notice.



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Your Board of Directors unanimously endorses the proposals in these resolutions and recommends you vote FOR the resolutions outlined above.

BY ORDER OF THE BOARD

Tanya Schiller  
Company Secretary

## **EXPLANATORY NOTES**

### **Ordinary Business – Annual Financial Report, Directors’ Report and Auditor’s Report**

Section 317 of the Act requires the Annual Financial Report, Directors’ Report and Auditor’s Report for the financial year ended 30 June 2023 to be laid before the AGM. The Act does not require a vote of Members on the reports. However, Members will be given ample opportunity to raise questions or comments with respect to these reports and to the management of the Mutual.

### **Ordinary Business – Appointment of Directors**

Clause 7.5 of the Constitution requires that one third of the Directors must retire from office at each Annual General Meeting of the Company.

Daniel Marmont, a candidate for directorship referred to in the ordinary resolutions outlined in the notice is resigning in accordance with clause 7.5 of the Constitution and, being eligible, offers himself for re-election.

Set out below is a summary of experience for each of the Director Candidates put forward to the Members to consider for election under clause 7.4 of the Constitution.

#### **Daniel Marmont**

Daniel has been a Director for 10 years and was an Associate to the Board for 2 years prior to that. During his career Daniel has had increasingly senior roles in the hospitality industry with a focus on marketing and operations. He has a Bachelor’s Degree in Business Administration. On the BDCU Board he has served on the Risk and Audit Committee and Governance Committee. He is currently Chairman of the Board.

#### **Tonia Krebs**

Tonia has a Bachelor of Arts Degree, majoring in Sociology and Communication. As a lifelong learner, she has spent many years studying women’s psychology and is a counsellor as well as a licensed Real Estate Agent. Tonia has had a varied career with a heavy focus on marketing and property, and currently runs her own Buyers Agency in the Southern Highlands and surrounds. Tonia joined the board as an Associate in early 2023, after having been involved as a member representative on the BDCU The Collective Impact Community Grants Committee for 2 years.

### **Ordinary Business – Director Remuneration**

Pursuant to rule 7.21(a) of the Constitution, the aggregate amount of remuneration paid to the Directors in any financial year for the Mutual must not exceed the aggregate amount that the Members in general meeting have determined for that year. The Board has the power under rule 7.21(b) of the Constitution to determine the allocation of the aggregate amount of remuneration among the Directors.

### **Proxies**

- (a) A Member entitled to attend and vote at the AGM is entitled to appoint a proxy (or an attorney or corporate representative under the Corporations Act) to attend and vote on the Member’s behalf.
- (b) A proxy need not be a Member of the Mutual.
- (c) If the Member is entitled to cast two or more votes at the AGM, the Member may appoint up to two proxies to attend and vote on the Member’s behalf. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member’s votes that each proxy may exercise, each proxy will be entitled to exercise half of the votes. Any fraction of votes resulting from each proxy exercising half of the votes will be disregarded.
- (d) To vote by proxy, please complete and sign the enclosed Proxy Form and either:
  - i. Deliver the Proxy Form by hand to **411 Bong Bong Street, Bowral NSW 2576**
  - ii. Deliver via post to **PO Box 2215, Bowral NSW 2576**

- iii. Deliver by email to [info@bdcu.com.au](mailto:info@bdcu.com.au), or
  - iv. Access the online Vero AGM portal and register your proxy.
- (e) Proxy votes must be received no later than 48 hours before the commencement of the AGM.
- (f) Proxy Forms received after this time will be invalid.

### **Voting in person**

To vote in person, attend the AGM by contacting Member Service on 02 4860 4600 or emailing [info@bdcu.com.au](mailto:info@bdcu.com.au) and registering your attendance. In addition to physical voting on the evening, an online link will be available to vote electronically.

### **Enquiries**

Members are asked to contact Tanya Schiller if they have any queries in respect of the matters set out in these documents.