

# 2022 Annual General Meeting

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### **Police Credit Union Ltd**

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AFSL/Australian Credit Licence 238991  
17-23 Carrington Street Adelaide  
PO Box 6074 Halifax St PO SA 5000

**Call 1300 131 844**

**Visit [policecu.com.au](http://policecu.com.au)**



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UNION**  
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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 52<sup>nd</sup> Annual General Meeting (AGM) of Police Credit Union Ltd will be held on Friday 18<sup>th</sup> November 2022 at 11.00am at The Naval, Military and Air Force Club of SA at 111 Hutt Street, Adelaide SA.

### **AGENDA**

#### **Ordinary Business**

##### **1. Minutes**

To confirm the Minutes of the 51<sup>st</sup> Annual General Meeting held on 19<sup>th</sup> November 2021, and the Minutes of the Special General Meeting held on 3<sup>rd</sup> June 2022.

##### **2. Financial Reports**

To receive and consider the Credit Union's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30th June 2022.

##### **3. Remuneration of Directors (Resolution 1)**

To determine the remuneration of Directors. The following resolution will be put:

'That the aggregate remuneration for Directors for the 2022/2023 financial year be fixed at \$611,639 inclusive of any Superannuation Guarantee Levy paid.'

*(See Explanatory Note 1 on page 3)*

### **SPECIAL BUSINESS**

##### **4. Proposed amendments to the PCU Constitution (Resolution 2)**

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

'That the Constitution of Police Credit Union Ltd be, and the same is hereby, amended, with effect upon the passing of this resolution, in the manner described in the Schedule of Proposed Constitutional Amendments tabled at the meeting and signed by the Chair for the purposes of identification, so as to align the Constitution of Police Credit Union Ltd with recent amendments made to the Corporations Act 2001.'

*(See Explanatory Note 2 on page 3)*

**NOTE:** *The Schedule of Proposed Constitutional Amendments to be tabled at the meeting can be obtained from your nearest PCU branch or by telephoning 1300 131 844. It is also available on PCU's website ([www.policecu.com.au](http://www.policecu.com.au)). A copy of the Constitution, marked up to show all changes being proposed at the AGM, is also available on PCU's website.*

### **VOTING ON A SPECIAL RESOLUTION**

To be carried, a proposed special resolution listed in this notice must be passed by at least 75% of the votes cast by Members entitled to vote on the resolution at the meeting.

## PROXIES

A Member who is entitled to attend the Annual General Meeting and vote, is entitled to appoint a proxy. A proxy need not be a Member. A Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To be effective the appointment of a proxy must be received by the Credit Union at least 48 hours prior to the meeting either at its registered office at 17 – 23 Carrington Street, Adelaide SA 5000 or via email to [pcuagm@policecu.com.au](mailto:pcuagm@policecu.com.au). A Proxy Form is included with this notice or can be obtained by contacting your local Police Credit Union branch or by telephoning 1300 131 844.

Dated 28<sup>th</sup> October 2022.

A handwritten signature in blue ink, consisting of a large, stylized initial 'C' followed by a long, horizontal, wavy line.

By Order of the Board  
**Mr Costa Anastasiou**  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to assist Members in considering the proposed resolutions referred to in this Notice of Annual General Meeting.

### **Explanatory Note 1: Remuneration of Directors (Agenda Item 3)**

It is proposed that the aggregate Directors' Remuneration quantum for 2022/2023 be set at \$611,639 inclusive of any Superannuation Guarantee Levy paid, to be divided amongst eight (8) Directors. Director Remuneration is formulated objectively based on independent research sourced from the 2022 Mutual Financial Board Remuneration Survey. The survey provides industry-based guidance, linked to the relative bands of total income, total assets, number of Members and geographic region, and has been matched against the relevant Police Credit Union attributes. The amount proposed is determined based on the adjusted 75% to 90% quartiles of the survey, reflecting the long-term strategic performance success of Police Credit Union. The amount proposed represents a 9.52% increase on the amount fixed for the 2021/2022 financial period. The increase also reflects the substantial and increasing demands, duties, and responsibilities of Directors of highly regulated Authorised Deposit Taking Institutions.

### **Explanatory Note 2: Proposed amendments to the PCU Constitution (Agenda Item 4)**

At PCU's 2020 AGM members approved amendments to the Constitution which gave PCU the options of holding virtual or hybrid meetings of members and of providing notices of such meetings electronically. This was in response to a Determination made by the Commonwealth Treasurer which temporarily modified the Corporations Act to facilitate the holding of meetings, and the giving of notices, in such ways. The Determination was made as part of the Government's response to the COVID-19 pandemic.

Subsequently the Government has completed a more comprehensive review of the Corporations Act provisions relating to how companies can execute documents, how notices can be given to members of companies, and how meetings of members can be held, the result being permanent amendments to the Corporations Act, made by Parliament, which took effect in February and April this year. All the amendments are designed to allow companies to make greater use of the technology that is now available, as well as any new technology that becomes available in the future, to the extent that they choose to do so.

The overarching purpose of all the amendments to the PCU Constitution that are now being recommended by the Board, which are explained in detail below, is to align PCU's Constitution with the amended provisions in the Corporations Act so as to enable PCU to take advantage, if and when it chooses to do so, of the options for which the Act now provides.

The word 'shareholder' is used in the proposed amendments, rather than 'member'. This is because amendments were made in 2020 to allow for the possibility that in future PCU might issue mutual capital instruments, and if it did so there could be some shareholders who are not members. At present all shareholders are members.

### ***Amendments relating to the execution of documents by PCU***

In the past there has been uncertainty as to whether a company can legally execute documents such as agreements and deeds electronically, as to whether those who execute such a document on behalf of a company (usually 2 Directors or a Director and the Company Secretary) must do so at the same time and on the same copy of the document, and as to the extent to which reliance can be placed on execution by an authorised agent (usually an employee) on behalf of the company. The latest amendments to the Corporations Act make the position clear and facilitate:

- electronic execution;
- signatories executing a document in counterparts and/or at different times; and
- documents being executed by authorised agents.

The proposed amendments to the Constitution will allow PCU to execute documents in any of the ways now expressly permitted by the Corporations Act. It is expected that this will considerably simplify the process for having many documents executed.

### ***Amendments relating to the provision of notices and other documents***

It is important to understand that the provisions in the Constitution relating to giving notices to members only relate to notices and documents which relate to their *membership* – examples are notices of general meetings and annual financial reports. They don't relate to notices and documents given to members in their capacity as *customers* – that is documents relating to the products and services provided to them. Neither the latest amendments to the Corporations Act, nor the proposed amendments to the Constitution, have any effect on the obligations which PCU has to give notices to members in their capacity as customers.

The latest amendments to the Corporations Act facilitate membership related notices and documents potentially being given to members in a variety of ways:

- by sending them to members in physical form (eg by post);
- by sending them to members in electronic form (eg by email);
- by making them available to members in electronic form (eg on a website) and sending members (either in physical or electronic form) details about how to access them; or
- in relation to annual financial reports, simply by being made readily available on a website.

The proposed amendments to the Constitution effectively incorporate the new Corporations Act provisions by reference. They will give PCU the option of making changes, in the future, in relation to how relevant documents are provided to members. At present no changes to existing practices are being contemplated.

***Amendments to further facilitate the possibility of holding of member's meetings using technology***

The amendments to the Constitution made in 2020 reflected the terms of the Determination mentioned above. The latest amendments to the Corporations Act differ in some respects to the terms of the Determination, although they are substantially to the same effect. They allow for the possibility of general meetings of members being held:

- in person, at one or more physical venues;
- at one or more physical venues and using virtual meeting technology (so members can attend in person or join using the virtual meeting technology) – this is known as ‘hybrid’ form; or
- using virtual technology only – this is known as ‘virtual form’.

The new provisions also ensure that if a meeting is held in hybrid or virtual form arrangements are made which facilitate those members who attend virtually being able to fully participate, including by asking questions and voting.

The proposed amendments to the Constitution will align PCU's Constitution with the amended provisions in the Corporations Act. As the amended provisions in the Act include specific provisions which facilitate member participation, there's no need to deal with that in the amended Rule.

At present the Board anticipates that general meetings of members will continue to be held in physical form, at one venue. However, over time it may consider whether it is desirable and practicable to hold hybrid meetings. At present it is not anticipated that a fully virtual meeting would be held unless circumstances made it necessary or highly desirable – eg if there were to be another pandemic.

***Amendment to the rule requiring a vote at a general meeting to be decided on a show of hands unless a poll is demanded***

Rule 9.1(1) of the Constitution reflects what section 250J(1) of the Corporations Act provided. The latest amendments to the Corporations Act included an amendment to that section – changing the word ‘must’ to ‘may’. The proposed amendments to the PCU Constitution will align with that amendment. It reflects the possibility that meetings may be held in hybrid or virtual form, at which voting ‘on a show of hands’ may be impractical or impossible.

# How to Complete the Proxy Form and Important Information

## APPOINTMENT OF A PROXY

If you wish to appoint the Chair of the meeting as your proxy, mark  the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chair of the meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy. A proxy need not be a member of the Credit Union.

## VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark  in one of the boxes below each listed resolution. If you do not mark any of the boxes on a listed resolution, your proxy may vote on that resolution as he or she chooses. **If you mark more than one box on a listed resolution, your vote on that listed resolution will be invalid.**

## SIGNING INSTRUCTIONS

**Individual Member:** Where the member share is held in one name, the member must sign.

**Attorney for Member:** To sign under Power of Attorney, the Power of Attorney must be lodged with Police Credit Union Ltd. If you have not previously lodged it for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Company Member:** Where the company has a sole Director who is also the sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

## LODGEMENT OF PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the registered office of Police Credit Union Ltd at 17 – 23 Carrington Street, Adelaide SA 5000 or via email to [pcuagm@policecu.com.au](mailto:pcuagm@policecu.com.au) no later than 48 hours before the commencement of the meeting – **i.e. by 11.00am on Wednesday 16th November 2022.** Any Proxy Form received after that time will not be valid for the meeting.

**Proxy Form is on the last page of this booklet ►**



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# Proxy Form

## POLICE CREDIT UNION LTD 2022 ANNUAL GENERAL MEETING

### MEMBERSHIP DETAILS

Name:

Member number:

Address:

Contact number:

### APPOINTMENT OF PROXY

I / We, being a member of Police Credit Union Ltd and entitled to attend and vote at the Annual General Meeting to be held on Friday 18<sup>th</sup> November 2022 commencing at 11.00am, hereby appoint (please mark  to indicate your appointment):

The Chair of the meeting, **OR**



(Full name or office of person appointed)

or, failing the attendance of the person named or if no person is named, the Chair of the meeting, as my/our proxy to attend and act generally at the meeting (and at any adjournment thereof) on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). My proxy may vote on any resolutions not listed in this Proxy Form, including any resolution to amend a listed resolution, as my proxy sees fit. If I have appointed the Chair, I expressly authorise the Chair to exercise the proxy even if a resolution is directly or indirectly connected with the remuneration of a member of the key management personnel for the Credit Union.

### Important information

If you wish to direct your proxy how to vote on a listed resolution set out on the following page, you should place a mark  in either the "For", "Against" or "Abstain" box for that resolution. If you do not direct your proxy how to vote on a listed resolution, your proxy may vote on that resolution as your proxy sees fit. If you appoint the Chair as your proxy, and do not give a specific direction in relation to a listed resolution, the Chair intends to exercise your proxy vote in favour of that resolution.

### VOTING DIRECTIONS TO YOUR PROXY

– if you wish to give directions please mark  to indicate your directions.

**Resolution 1** That the aggregate remuneration for Directors for the 2022/2023 financial year be fixed at \$611,639 inclusive of any Superannuation Guarantee Levy paid.

For       Against       Abstain\*

**Resolution 2** That the Constitution of Police Credit Union Ltd be, and the same is hereby, amended, with effect upon the passing of this resolution, in the manner described in the Schedule of Proposed Constitutional Amendments tabled at the meeting and signed by the Chair for the purposes of identification, so as to align the Constitution of Police Credit Union Ltd with recent amendments made to the Corporations Act 2001

For       Against       Abstain\*

*\*If you mark the Abstain box, you are directing your proxy not to vote on the resolution and your vote will not be counted when calculating whether the required percentage of members has passed the resolution.*

## PLEASE SIGN HERE

This section **must be signed** in accordance with the preceding signing instructions.

Member

**OR** Sole Director;

**OR** Director

and Company Secretary

Date