

# Notice of Annual General Meeting

**Sandringham Community Financial Services Ltd**  
**A.B.N. 099 131 192**

**To be held at 5.30pm on 27 November 2014**  
**at the Sandringham Community Bank Branch**  
**75 Station Street, Sandringham 3191**

## 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 2014.

### 2. Election of Directors

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

Re-election of Directors appointed to the Board during the year:

(a) That Kate Jean Robb who was appointed by the Board during the year and being so eligible for re-election, be elected as a Director of the Company

(b) That Felicity Louise Thomlinson who was appointed by the Board during the year and being so eligible for re-election, be elected as a Director of the Company

### 3. Remuneration Related Resolution

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.

## 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.

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## 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 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 Sandringham Community Financial Services 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 Sandringham Community Financial Services 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 26 November 2014.

By order of the Board

Kate Robb

Company Secretary  
24 October 2014

## 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.

- (a) Under section 52(2) of the company's constitution, Kate Jean Robb, was appointed during the year to fill a casual vacancy on the Board. Under the same section 52(2) of the company constitution, it is necessary for any director appointed to fill a casual vacancy to stand for election at the next Annual General Meeting.

Accordingly, being eligible, Ms Robb offers herself for election to the Board.

- (b) Under section 52(2) of the company's constitution, Felicity Louise Thomlinson, was appointed during the year to fill a casual vacancy on the Board. Under the same section 52(2) of the company constitution, it is necessary for any director appointed to fill a casual vacancy to stand for election at the next Annual General Meeting.

Accordingly, being eligible, Ms Thomlinson offers herself for election to the Board.

The experience of Ms Robb and Ms Thomlinson is set out in the Annual Report.

## Agenda item 3. Remuneration Report

The Remuneration Report is contained within the Directors' report.