

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Bendigo United Friendly Societies Pharmacies Ltd, ACN 087822268 "the Company" will be held at the Company's offices at 379 Hargreaves Street, Bendigo on the on 28<sup>th</sup> November 2018 at 4:00pm.

### AGENDA

#### 1. AUDITED FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2018

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2018. No vote is required on this item of business.

#### 2. ELECTION AND RE-ELECTION OF DIRECTORS

To consider and, if thought fit, to pass the following resolutions (as ordinary resolutions):

2.1 "That Mr Andrew Trewartha, a Director having retired from office in accordance with the Company's Constitution, being eligible is re-elected as a Director of the Company."

2.2 "That Mr Chris DeAraugo, being eligible is elected as a Director of the Company."

#### 3. SPECIAL RESOLUTION- CHANGES TO THE COMPANY'S CONSTITUTION

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

"That, with effect from the close of the Annual General Meeting, the Company amends the Constitution as set out in the attached Explanatory Memorandum."

#### 4. REMOVAL AND APPOINTMENT OF AUDITOR

To consider the notice of Glenn Reilly (being a member of the company) in accordance with section 328B of the *Corporations Act* 2001 that RSD Audit be appointed as the auditor for the company upon the removal of AFS & Associates, being the current auditor.

By Order of the Board

Paul Kirkpatrick  
Company Secretary

7th November 2018

## **INSTRUCTIONS TO MEMBERS**

1. The Company's Constitution provides that only Members and Associated Members are entitled to vote.
2. Each eligible member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll in the member's place.
3. A Proxy Form is attached. Members wishing to appoint a proxy need to complete and sign it and hand deliver, post, email or fax it to the Company Secretary so that it is received by the Company Secretary no later than [insert date and time which is 48 hours prior to the AGM].

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum provides members with background information to support the items of business to be covered at the Company's Annual General Meeting.

### 1. AUDITED FINANCIAL REPORT FOR THE YEAR ENDED JUNE 2018

The *Corporations Act 2001* requires that the report of the Directors, the Auditor's report and the financial report of the Company for the year ended 30 June 2018 be laid before the Annual General Meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of members at the Annual General Meeting on such reports or statements. However, members will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

Also, the auditor of the Company or their representative will be available to receive questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

### 2. ELECTION AND RE-ELECTION OF DIRECTORS

#### Retiring Directors

Geoffrey Cook

Andrew Trewartha

#### Ongoing Directors

Stephen Iser

Nicole Cox

Roslyn Wai

Paul Kirkpatrick

## **Directors Nominated for Election**

### **Mr Andrew Trewartha** *BA(Computing)*

Andrew has more than 25 years of experience in Information Technology and has recently taken up a management role with Fixus Technologies, a local software development firm that is actively involved in the Australian health sector, particular through its flagship client information management system that is used in mental health practices nationwide. Throughout his career Andrew has provided software solutions to a variety of industries, ranging from retail and manufacturing to medical and genetic sciences. His focus has largely been software development, encompassing planning and design through to implementation and support.

### **Mr Chris DeAraugo** *Grad Dip Bus*

Chris has over 25 years banking experience at Executive and Senior management level with Bendigo Bank, specialising in Marketing and Community Development. He was also the founding CEO of national youth development program Lead On Australia. He has broad governance experience as a member of many business and community focused boards and committees.

He is currently working as a business consultant across a range of industries including water authorities, sporting and event organisations, local Government and banking.

## **3. SPECIAL RESOLUTION- CHANGES TO THE COMPANY'S CONSTITUTION**

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 1**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 1:

**A new clause 1.2 is inserted as follows:**

#### ***"Preamble***

*The company is a limited liability public company that immediately before 1 July 1999 was a registered and incorporated Friendly Society under the Friendly Societies (Victoria) Act 1996 and transferred to the jurisdiction of the Corporations Act 2001, Commonwealth, as a 'transferring financial institution' in accordance with amendments made by the Financial Sector Reform (Amendments and Transitional Provisions) Act (No. 1) 1999 of the Commonwealth of Australia."*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 2**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 2:

**Any reference in the Constitution to the “Victorian Pharmacy Act 1974” be replaced with “Victorian Pharmacy Regulation Act 2010”.**

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 3**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 3:

**The following objects of the Company be deleted:**

- (d) *to provide benefits, services and facilities for the relief and maintenance of Members or their Dependants in the case of birth, death, sickness, disability, accident, retirement, old age and unemployment;*
- (e) *to provide benefits, services and facilities for the education of Members or their Dependants;*
- (f) *to provide financial and investment benefits, services and facilities for Members or their Dependants including, but not limited to, benefits, services and facilities relating to annuities, life insurance and superannuation;*
- (g) *to establish, maintain and operate such hospital, medical, pharmaceutical and dental facilities or services of a similar nature;*
- (h) *to encourage and provide lectures, study and research into health care generally;*
- (i) *to provide educational and informative facilities for all persons, who without discrimination and from all sections of the public are eligible and seeking the benefit of such facilities;*
- (j) *to disseminate knowledge and promote scholarship;*
- (m) *to seek or encourage gifts, donations, endowments or bequests to the Company; and*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 4**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 4:

**The word “and” in 2.3(a) is replaced with “any” to now read as follows:**

- (a) *in furtherance of the objects of the Company to buy, sell and deal in all kinds of services, commodities and provisions, both liquid and solid, for or to the Members or persons entering, visiting or using the Company’s premises which shall include without limitation any website owned or operated by the Company;*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 5**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 5:

**Remove the words “and fees from Members” in 2.3(b) to now read as follows:**

- (b) *to fairly impose and collect Membership fees from Members and other persons for use of the Company’s premises, property and assets and for entering or visiting the Company’s premises;*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 6**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 6:

**Insert the words “electronically or physically” in 2.3(x) to now read as follows:**

- (x) *to print and publish, electronically or physically, any articles, releases, newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 7**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 7:

**Remove the following from 3.1:**

*‘Additional Member’ is a person or persons admitted as Members in accordance with rule 4.2(b)*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 8**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 8:

**Replace (d) with (c) in 3.1 to read as follows:**

*‘Corporate Member’ is a person admitted as a Member in accordance with rule 4.2 (f)*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 9**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 9:

**Replace 1989 to 2001 in 3.1 to read as follows:**

*‘Law’ means the Corporations Law and the Corporations Regulations (as defined in the Corporations Act 2001);*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 10**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 10:

**Replace (c) with (b) in 3.1 to read as follows:**

*‘Minor Member’ is a person admitted as a Member in accordance with rule 4.2(e);*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 11**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 11:

**Replace the word “each” with the word “any” in 3.2 to read as follows:**

- (c) *words importing a gender include any other gender.*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 12**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 12:

**Replace 4.2 with the following:**

***Membership of the Company shall consist of:-***

- (d) *Primary Members, being individuals, who shall pay a membership fee as required by the Board;*
- (e) *Minor Members, being individuals under the age of 18 years who shall pay a membership fee as required by the Board and are entitled to the benefits of Membership except:*
- (i) *the ability to attend and vote at any general meeting of the Company;*
- (ii) *to receive notices of general meetings and accounts; and*
- (iii) *to hold office in the Company; and*
- (f) *Corporate Members being incorporated companies, clubs, associations and organisations whom Membership shall be subject to annual renewal and shall pay a membership fee as required by the Board.*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 13**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 13:

**Remove the words “admit or” from 4.3 to read as follows:**

***Each application for Membership shall be made in writing (which shall include electronic applications) to the Company in such form as the Board may from time to time determine. The Board may in its absolute discretion refuse admission of any applicant to Membership.***

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 14**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 14:

**Remove the word “Primary” from 4.4 to read as follows:**

***Each person applying for Membership shall, in conjunction with the application for Membership, pay to the Secretary a Membership application fee which is at least the amount determined by the Board for the class of Membership applied for, together with the applicable Membership fee. If the Membership applied for is not granted then all money so paid by the applicant shall be refunded to him by the Company.***

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 15**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 15:

**Remove the words “(save for Additional Members)” from 4.6 to read as follows:**

***The Board shall cause to be kept in accordance with the requirements of the Law a Register of Members and such Register shall contain the following particulars:***

- (g) *the name and address of each Member and a description of the type of Membership held;*
- (h) *the date on which the name of each Member was entered in the Register;*
- (i) *the date on which a Member ceased to be a Member.*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 16**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 16:

**Remove the words “unless the Member is an Additional Member” from 4.7 to read as follows:**

*Membership will terminate upon the death of the Member or as otherwise provided in this Constitution.*

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 17**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 17:

**Remove the word “annual” from 4.11 to read:**

***If the full amount of the subscription fee for a Member is not received by the Secretary within 90 days after the due date for payment, the Membership of the Member shall without any further action lapse.***

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 18**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 18:

**Replace the word “Calender” to “Calendar” in 7.1 to read:**

***The financial year of the Company shall commence on the first day of July and end on the thirtieth day of June in the following calendar year.***

### **SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 19**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 19:

**Replace all references to “Chairman” with “Chair”.**



**SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 20**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 20:

**Remove the words “(including any Additional Members attached to the Primary Membership)” in 18.1(a) to read:**

*(a) every Primary Membership shall have one vote;*

**SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 21**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 21:

**Add 24.1(h):**

*(h) is terminated due to not abiding by the Directors’ Code of Conduct or any other company policy that applies to employees and Directors.*

**SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 22**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 22:

**Add 25.3:**

***Directors may be appointed to a number of terms but may not hold office after the annual general meeting at the conclusion of their ninth consecutive year, retiring after the annual general meeting in that year. Such requirement to retire applying only to any directors elected/appointed for the first time at the annual general meeting held in 2018 and at subsequent annual general meetings.***

**SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 23**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 23:

**Remove 30 in its entirety.**

**SPECIAL RESOLUTION TO ALTER THE CONSTITUTION OF BUFS 24**

In accordance with section 136(2) of the Corporations Act the Board asks members to vote on a special resolution to alter the Constitution as stated in item 24:

**Add the following 30:**

**30. CEO**

**30.1** *The Board may appoint any person, to the position of CEO, to act as chief executive officer, CEO, of the Company for the period and on the terms (including as to remuneration) the Board see fit.*

**30.2** *The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise.*

**30.3** *The Board may at any time revoke or vary an appointment of; or any of the powers conferred on, the CEO.*

**30.4** *If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, to act temporarily as CEO until such time as the position can be permanently filled.*

**30.5** *The CEO is not a Director of the Company by virtue only of being appointed to the office of CEO but shall have the right to attend and speak at meetings of the Board.*

**30.6** *The Board may delegate any of the powers of the Board to the CEO:*

- (a) on the terms and subject to any restrictions the Board decides; and*
- (b) so as to be concurrent with the powers of the Board, and may revoke the delegation at any time.*

**30.7** *Without affecting the generality of clause 30.6 the Chief Executive Officer will:*

- (a) be the executive officer of the Company;*
- (b) act consistently with the Objects of the Company;*
- (c) use their best endeavours at all times to enhance the good name of the Company;*
- (d) insofar as the resources available permit, implement the policies of the Board;*
- (e) prepare an annual report for the Board on the work and activities of the Company during the preceding 12 months each year; and*
- (f) exercise such other functions duties and responsibilities as may be determined from time to time by the Board.*

**30.8** *The appointment of the CEO terminates:*

- (a) at the expiration of a fixed term if so defined in a written contract; or*
- (b) if the Board removes the CEO from that office (which, subject to any contract between the Company and the CEO, the Board has power to do), whether or not the appointment was expressed to be for a specified term.*

#### 4. REMOVAL AND APPOINTMENT OF AUDITOR

The board has engaged AFS & Associates as it is auditor for many years. The board has also engaged AFS & Associates to provide accounting and taxation advice from time to time and intends to continue to retain AFS & Associates to provide ongoing accounting and taxation advice as needed from time to time. Consideration has been given to the appointment of a different organisation as auditor on the basis that this could provide a better outcome for the company. With the encouragement of the board, Glenn Reilly, being a member has nominated RSD Audit to be appointed as the new auditor for the company.

**Board recommendation:** The Board recommends that the members vote IN FAVOUR of the appointment of RSD Audit as the auditor of the company and also vote IN FAVOUR of a resolution that AFS & Associates be removed as the existing auditor of the company.

# APPOINTMENT OF PROXY

I, ....., being a member of Bendigo United Friendly Societies Pharmacies Ltd (“the Company”) and entitled to attend and vote, hereby appoint the Chair of the meeting (mark box)

**OR**

If you are not appointing the Chair of the meeting as your proxy, please write the name of the person or body corporate (excluding you as the member) you are appointing as your proxy below.

or failing the person/ body corporate named or, if no person/ body corporate is named, the Chair of the Meeting, as my proxy and to vote for me on my behalf at the **Annual General Meeting of the Company to be held at 4:00pm on Wednesday the 28<sup>th</sup> November 2018** and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting being 4:00pm on Monday the 26<sup>th</sup> November 2018.

You may direct your proxy how to vote on your behalf on each resolution by marking the boxes below. Any boxes not marked will be voted by your proxy as he or she wishes. Please read voting instructions on the back before marking any boxes with an “X”

	For	Against
Item 1: Re-election of Director: Mr Andrew Trewartha	<input type="checkbox"/>	<input type="checkbox"/>
Item 2: Election of Director: Mr Chris DeAraugo	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>

## SIGNATURE OF MEMBER – THIS MUST BE COMPLETED

Member to sign below

\_\_\_\_\_  
Contact name\*

\_\_\_\_\_  
Contact daytime phone number

\_\_\_\_\_  
Date

\*Contact name and phone number are required so that we may phone you if we have any problems with how the form has been completed which may affect its validity.

**TURN OVERLEAF FOR INSTRUCTIONS ON HOW TO COMPLETE THIS FORM**

## **YOUR VOTE IS IMPORTANT – PLEASE READ THE INFORMATION BELOW**

To assist you in exercising your right to vote at the Annual General Meeting of the Company, if you are unable to attend the meeting you are encouraged to appoint a proxy to vote on your behalf by completing and lodging this form.

To direct your proxy how to vote, you should clearly mark the boxes on the front with a cross to indicate your voting instruction for each item.

***The Chair of the meeting intends to vote undirected proxies in favour of all items.***

### **APPOINTMENT OF PROXIES**

Insert the name of the person/ body corporate you wish to appoint as your proxy where indicated. You cannot appoint yourself. A proxy need not be a member of the Company. If you lodge a form and do not appoint someone, the Chair of the meeting will act as your proxy.

### **SIGNING INSTRUCTIONS**

You must sign this proxy form in the space provided as follows:

**Member:** The proxy form must be signed by the member or the member's attorney.

**Power of Attorney:** to sign under Power of Attorney, you need to provide a certified copy of the Power of Attorney with the Proxy Form when you return it.

### **LODGEMENT OF YOUR PROXY FORM**

You may lodge your completed proxy

#### **by hand or by post to:**

The Company Secretary  
379 Hargreaves Street, Bendigo

#### **By email by scanning it to**

[info@bendigoufs.com.au](mailto:info@bendigoufs.com.au)

#### **By fax to**

03 5443 8416

**Please ensure your proxy form is received by the Company's office by 4:00pm on Monday the 26<sup>th</sup> November 2018.**