



# A letter from the Chairman

Dear Member,

It is my pleasure to invite you to attend the Annual General Meeting (AGM) for Great Southern Bank, to be held online at 2:30pm AEST on Tuesday, 16 November 2021.

This letter outlines the agenda and recommends that you support important changes to our Constitution.

## A simpler, more customer-focused Constitution

This year's AGM will be especially important because you'll be asked to vote for a simpler, more customer-focused Constitution that will deliver:

### A strengthened commitment to customer ownership

Our commitment to being customer-owned will be embedded in the very first lines of the Constitution, ensuring mutuality is recognised as a defining part of our DNA.

### Expanded rights for Members

Joint members will become full members, meaning every individual will have the same right to vote.

The process for nominating directors will become easier and the threshold for nominations will decline from 10 to five members.

Members will for the first time have the right to appeal if their membership is terminated.

### A modern constitution for the 21st century

The language of our Constitution has been modernised to be easier to read, reflect the everyday technology you now use, and better aligned to the best practices of similar banks.

I hope you'll agree the result is a simpler, more customer-focused Constitution.

Your directors unanimously recommend that you support the new Constitution.

## Attending the AGM and voting

This year's AGM will again be entirely online. You will be able to do everything you could normally do in-person at the AGM, including voting and asking questions of myself, the CEO and the Board.

**You can register for the AGM from 2:00pm AEST on Tuesday, 16 November 2021**, with the meeting beginning at 2:30pm AEST.

**To attend the AGM, vote for the proposed Constitution or find out more please visit [gsb.com.au/agm](https://gsb.com.au/agm).** You can also find out more through our AGM Information Line on 1300 494 781.

I look forward to your attendance and support for our simpler, more customer-focused Constitution.

\*If you have 'opted in' to receive a hard copy of our Annual Report you will find a copy enclosed. To enjoy more content, you can easily make the switch from a hard copy to the digital edition by providing Great Southern Bank with your email address to be notified electronically of next year's report. Opting out of the hard copy reduces costs for Great Southern Bank while helping the environment through saving valuable resources including paper, energy and ink.

## Our year in review

As always, the Board, CEO Paul Lewis, and key members of the executive team will provide an overview of our performance in the last financial year.

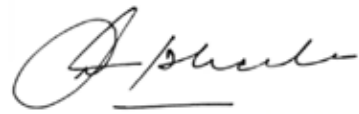
It has been a time of significant change. We rebranded from CUA to Great Southern Bank to ensure our relevance to the next generation of customers and updated our strategic purpose: to help all Australians own their own home.

Other highlights from the year include:

- Supporting three times as many first-time home buyers than we did in 2018
- Launching our lowest ever fixed rate home loan
- Supporting savers with highly competitive interest rates
- Investing in faster, simpler home loan application systems, and
- Providing financial assistance to over 5,000 members during the pandemic.

You can learn more about our work this year in our digital Annual Report at [gsb.com.au/2021](https://gsb.com.au/2021).

Yours sincerely,



**Nigel Ampherlaw**

Chairman

20 October 2021

# 2021 Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (AGM) of Credit Union Australia Ltd trading as Great Southern Bank (the Company) will be held online at:

**DATE:** Tuesday, 16 November 2021  
**TIME:** 2.30pm (AEST) (with registration opening at 2.00pm)  
**MEETING LINK:** [gsb.com.au/agm](https://gsb.com.au/agm)

We recommend you log onto our online platform at least 30 minutes prior to the scheduled start time for the Meeting using the instructions set out in this Notice.

## Items of business

### 1. Chairman and CEO Presentations

### 2. Financial Statements and Reports

To receive and consider Great Southern Bank's Financial Statements and Reports for the year ended 30 June 2021.

### 3. Appointment of Directors

- To appoint Paul Bedbrook as director of the Company. His appointment will be for the period commencing at the end of this AGM until the end of the third AGM thereafter.
- To appoint Kyle Loades as director of the Company. His appointment will be for the period commencing at the end of this AGM until the end of the third AGM thereafter.

**Note:** The Great Southern Bank's Constitution provides that where the number of candidates is equal to or less than the number of positions to be filled, each candidate shall be declared elected by the Chairman during the AGM.

### 4. Adoption of New Constitution

That for the purposes of section 136 of the Corporations Act 2001 (Cth) and all other purposes, the Current Constitution of Credit Union Australia Ltd be repealed and replaced with the proposed New Constitution of Credit Union Australia Ltd, as tabled at the Meeting and signed by the Chairman of the Meeting for identification purposes, with effect from the close of the Meeting.

Please refer to the attached Explanatory Memorandum.

By Order of the Board



Nicole Pedwell  
Company Secretary  
20 October 2021

# Member Guide to Proxies

## Proxies

Any Member entitled to attend the Annual General Meeting may appoint a proxy to attend the meeting for them.

A proxy does not need to be a Member of the Company.

A proxy form and reply-paid envelope are enclosed with this Notice of Meeting.

You can appoint a proxy to attend the Meeting and vote in accordance with the directions on the proxy form.

## What is a proxy?

If a Member of the Company cannot attend a general meeting of Members, they can appoint a person to attend on their behalf. If you are a Member jointly with another person, only the 'primary joint member' can sign the proxy form. You are the primary member if the Company's notices are addressed to you. The person appointed is called your 'proxy'.

Your proxy is entitled to ask questions at the Meeting and to cast a vote on your behalf.

If you are appointing a proxy, you will need to provide your proxy's email address to Link Market Services Limited, to whom Great Southern Bank has outsourced the administration of our Annual General Meeting (see further information in the **What to do next section**, below).

If you are an appointed proxy, your proxy number will be provided by Link prior to the Meeting.

## Who can you appoint as proxy?

You can appoint the Chairman of the Meeting or any other person. That person need not be a Member of the Company.

## When does a proxy not apply?

Your proxy will not apply if you attend the Meeting. Your proxy will not apply if your proxy fails to attend the Meeting. Your proxy may not apply if you have completed the proxy form incorrectly.

## Special requirements - Incorporated Bodies and Attorneys

Where an incorporated body is giving the proxy, the proxy form must be completed in accordance with the requirements of that body's constitution. If an authorised person signs the proxy on behalf of the incorporated body, the original or a certified copy of the authorisation, along with the signed proxy form, must be received by the Company.

If you have appointed someone else as your attorney, your attorney can sign the proxy form on your behalf provided that the original or certified copy of the power of attorney, along with the signed proxy form, is received by the Company.

## Member questions

Members will have the opportunity to submit questions prior to the Meeting via any of the options listed below.

All written questions must be received by the Company or Link Market Services Limited by **5pm on Monday, 8 November 2021**.

The Chairman will seek to address as many of the more frequently raised question topics as possible during the AGM.

Members may also register, using their member number, to ask questions during the meeting. Members are reminded that only questions relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report and Auditor's Report, and general questions about the performance, business or management of the Company will be considered. Members should not ask questions at the Meeting regarding personal matters.

## How to ask a question

**Note:** Only Members and proxy holders may ask a question.

You may ask your question after you have registered with your member number or proxy code.

For further information, please refer to the Virtual Meeting Online Guide which can be found at [gsb.com.au/agm](https://gsb.com.au/agm)

## What to do next

In accordance with best practice Corporate Governance for member owned institutions, Great Southern Bank has outsourced the administration of our Annual General Meeting and associated communications to Link Market Services Limited. Link has extensive experience delivering meeting services for clients in the public, private and government sectors, with 771 meetings managed by Link during 2020, of which 393 were virtual meetings. Link also holds an ISO27001 accreditation – the highest global standard – for its information security management systems.

Voting, proxies and questions may be lodged by:

- Direct voting: [investorcentre.linkmarketservices.com.au/Voting/GSBU](https://investorcentre.linkmarketservices.com.au/Voting/GSBU)
- Calling Link Market Services on **1800 990 363** or **+61 1800 990 363** prior to the Meeting to obtain a personalised PIN number
- Emailing to [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au)
- Using the reply-paid envelope enclosed
- Posting to the Company Secretary, Credit Union Australia Ltd, C/- Link Market Services, Locked bag A14, Sydney South NSW 1235

## Important

**Proxy forms must be received by Link Market Services Limited no later than 2.30pm (AEST) on Sunday, 14 November 2021.**

## How to access the Virtual Meeting

**Step 1** - Open your web browser and go to [gsb.com.au/agm](https://gsb.com.au/agm)

**Step 2** - Log in to the portal using your full name, mobile number, email address and company name (if applicable).

Please read and accept the terms and conditions before clicking on the 'Register and Watch AGM' button.

Select your 'Registration Type' from the drop-down box by choosing – Member, Proxyholder or Guest.

Follow the prompts or refer to the Virtual Meeting Online Guide for full instructions on how to access the Meeting, ask questions and to vote online.

Please call the **AGM Information Line on 1300 494 781** if you have any difficulty accessing the Meeting or need any further assistance.

**Note:** If you close your browser, your session will expire, and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

# Meeting Agenda & Explanatory Memorandum

This Explanatory Memorandum has been prepared in connection with the Notice of Annual General Meeting of Credit Union Australia Ltd dated 20 October 2021 (Notice).

This Explanatory Memorandum and any other attachments to the Notice which it accompanies are important documents. Please read them carefully and if you are in any doubt as to the contents, contact your professional adviser.

## ITEM 1: Chairman and CEO Presentations

The Chairman and CEO will present reports for the year ended 30 June 2021.

## ITEM 2: Financial Statements and Reports

The Financial Reports for the year ended 30 June 2021 include the Directors' Report, Statement of Financial Performance, Statement of Financial Position, Directors' Declaration, Notes to the Financial Statements and the Independent Auditor's Report for Great Southern Bank and of the Group, being Great Southern Bank and its controlled entities.

Copies of Great Southern Bank's 2021 Annual Report are available:

- online at [gsb.com.au/2021](https://gsb.com.au/2021)
- by emailing [company.secretary@gsb.com.au](mailto:company.secretary@gsb.com.au)
- by calling the **AGM Information Line on 1300 494 781**

## ITEM 3: Appointment of Directors

In accordance with the Company's Constitution, Paul Bedbrook and Kyle Loades will retire at the conclusion of this AGM and offer themselves for re-election.

The Constitution requires that all persons nominated for appointment as a director pursuant to rule 13.3 be assessed by the Board to determine their fitness and propriety to act as a director in accordance with the requirements of the Board's Fit & Proper Policy. Once they have been assessed as having the appropriate fitness and propriety they become 'candidates' for appointment under the Constitution.

In addition, the Australian Prudential Regulatory Authority (APRA), which regulates Banks, Building Societies and Credit Unions requires the Board, through the APRA Governance Standard CPS 510, to ensure that it maintains a sound governance framework. To achieve this Standard, the Board regularly reviews its composition to ensure an appropriate mix of skills, experience and knowledge to meet the good governance and strategic demands of the Group.

The Board has assessed Paul Bedbrook and Kyle Loades as being fit and proper and possessing the appropriate set of skills, experience and knowledge to act as a director.

As the number of candidates is less than or equal to the number of positions to be filled, the Chairman of the meeting shall declare each candidate elected at the AGM under paragraph A3-3(1) of Appendix 3 of the Company's Constitution.

## ITEM 4: Adoption of New Constitution

Item 4 seeks the approval of Members to repeal the Current Constitution and replace it with a simpler, more customer-focused New Constitution. The New Constitution will be tabled by the Chairman at the Annual General Meeting and is available on the Company's website at [gsb.com.au/agm](https://gsb.com.au/agm). A hard copy is available by calling the **AGM Information Line on 1300 494 781**.

### A modern constitution for the 21st century

The Current Constitution was adopted on 13 November 2019. The proposed New Constitution has been developed in the tradition of dialogue with Members that has been ongoing since our founding in Sydney in 1946. The result is a holistic review of our governance, of which our Constitution forms a critical part. This is a new, easier-to-read Constitution that strengthens our commitment to customer ownership, provides Members with expanded rights, and adapts to legislative change and new technology.

The key changes are outlined below. A more detailed explanation of each change is contained in the table that follows.

### A stronger commitment to customer ownership

The principle of 'mutuality' is contained in the preamble of the current Constitution, but not in the operative provisions themselves. Mutuality is the founding principle on which the Company was formed, and it defines how we have operated for the last 75 years, so it has been formalised in rule 1.1 of the new Constitution. This now makes mutuality an essential, prominent element of our foundation.

### Expanded rights for Members

Fundamental to the principle of mutuality is that each Member has one vote (for each capacity in which they hold shares). Based on this principle, the Company proposes to provide each joint customer (for example, joint borrowers) with the opportunity to separately become a Member. Joint Members who previously exercised one voting right will each obtain their own voting right. References in the Current Constitution to joint holders have been updated accordingly.

### Easier process for nominating individuals for consideration as directors

The process for nominating directors will become easier with the threshold for nominations reducing. Any five Members together, down from 10, may nominate a person of their choosing to be assessed by the board to be considered for election.

The process for the appointment of directors doesn't materially change. There is now a requirement that any director appointed to fill a casual vacancy holds office until no later than the next annual general meeting of the Company, at which time the director must stand for re-election. In general, the other aspects in this area are the same as the current Constitution.

### Procedural fairness for Members

Members will for the first time also have the right to appeal if their membership is terminated.

Under both the Current Constitution and the proposed New Constitution, there are certain circumstances in which a Member's membership in the Company may be terminated (and their member share redeemed by the Company).

The amendments proposed in rules 3.6 of the New Constitution are intended to provide the Members of the Company with procedural fairness in relation to any proposed termination of their membership, by providing them with the opportunity to be heard by the relevant decision-maker before any termination takes effect.

# Summary of changes

A summary of the effect of the changes between the Current Constitution and the New Constitution is set out in the table below. The Company encourages you to read the New Constitution in full before making any decisions as to how to vote.

No.	Rule	Item	Comments
1.		<b>Notes to the constitution</b>	All notes or legislative commentary in the Constitution have been removed.
2.	1.1	<b>Principles of mutuality and objects</b>	A reference to The Company being organised on the basis of principles of mutuality (and that the principle is that each member has one vote) is included at the start of section 1.1, in addition to the Company's intention to be an MCI mutual entity for the purposes of the Corporations Act 2001 (Cth). Brief objects of the Company, although they are also not required to be included, are set out in this rule.
3.	1.3	<b>Definition of 'company'</b>	References in the Constitution to 'credit union' have been updated to 'company' which is defined by the A.C.N.(Australian Company Number)
4.	1.3	<b>Definition of 'financial accommodation'</b>	The definition of 'financial accommodation' has been replaced with 'loan', which is defined to mean "any form of financial accommodation".  Including the phrase 'financial accommodation' in the definition of a 'loan' will incorporate the actions and services contemplated in the definition of 'financial accommodation' such as advances of money to customers, forbearances, loan transactions, etc., as well as other types of accommodation such as credit limits, guarantees, other deferrals of debt, etc.  This is an approach that has been adopted by a number of other similar institutions.
5.	1.7(1)	<b>Electronic communication</b>	A new provision has been inserted to provide that if a Member has consented to receive electronic communications, where permitted, the Company may use any such method to communicate with the member.
6.	1.7	<b>Notices</b>	The notice provisions and deemed delivery procedures have been generally updated (including by removing facsimile communication).
7.	2.1	<b>Membership requirements</b>	the Company can accept deposits from or provide loans to non-Members without affecting mutuality if it wishes to do so. This now reflected at rule 2.1.
8.	2.1	<b>Admission to membership</b>	These provisions have been simplified to provide that a person may become a Member of the Company if they are a customer and they agree to become a Member. The person must separately and specifically agree to become a Member of the Company and to be bound by the Constitution of the Company.
9.	2.1(e)	<b>Admission to membership</b>	If joint customers apply to be Members of the Company, they will each be admitted individually. The Company will no longer admit joint members and provisions regarding joint membership have been deleted.
10.	2.2	<b>Minors</b>	The provisions in relation to minors have been consolidated at rule 2.2 and provide the Board with flexibility to allow minors (under the age of 18) to become a member of the Company.
11.	2.4	<b>Third party rights</b>	This rule provides that the Company is not bound to recognise equitable or other interests in shares, other than absolute legal title (so, for example, the Company is not bound to act in accordance with the instructions of a beneficiary of a trust - only the trustee), and has been moved from a later section of the Constitution.
12.	3.1	<b>Removal of name from register</b>	These amendments are administrative and clarify the situations in which a member's name may be removed from the register of members (or MCI holders, as applicable).
13.	3.2	<b>Termination of membership</b>	Two separate provisions have been included at 3.2(a) and 3.2(b) to account for members who are also customers, and Members who are not.

14.	3.3	<b>Termination by the board</b>	The reasons for which the Board may terminate membership have been expanded, including Members who have engaged in conduct that may cause reputational damage to the Company, where the Member holds more than one member share in a single legal capacity (which may prejudice the Company's mutual status) or where the Member closes their accounts or ceases to hold the Company products.
15.	3.4	<b>Termination of dormant accounts</b>	Clarifying amendments have been made to rule 3.4 regarding the circumstances where the Company may redeem a member share if that Member's accounts are dormant (unless the law exempts that account). On redemption, the account holder ceases to be a Member, which should be contrasted with a suspension of voting rights.
16.	3.4(b)	<b>Determination of dormant accounts</b>	This rule addresses circumstances where the Board may determine that an account is dormant, which it may after no transactions have been initiated for an account within 24 months. This period is extended for minors.
17.	3.5	<b>Termination for fraud</b>	The new rule 3.5 allows the Company to terminate member shares issued as a result of fraud or other unlawful activity (for example, non-compliance with AML/CTF requirements).
18.	3.6	<b>Redemption</b>	The new rule 3.6 consolidates various redemption provisions contained throughout the Constitution for ease and consistency. The new procedure also includes, at rule 3.6(c), the opportunity for the relevant Member whose share is to be redeemed to be heard by the person making the decision to redeem their share for procedural fairness.
19.	4.1	<b>Board power to issue shares</b>	The former rule 4.1 has been deleted as rule 11.1 of the Constitution already contains a general power for the Board to manage the Company's business.
20.	4.2(b)	<b>Trustee capacities</b>	The reference to a trustee only of an 'unincorporated association' has been deleted as this has a specific meaning at law. It has been assumed that the intention is not to limit trust holders only to those trustees of unincorporated associations.
21.	(Division 6)	<b>Calls, forfeitures and liens</b>	These provisions of the former Division 6 have been deleted as the Company does not wish to replicate procedural matters that are governed by the Corporations Act, and also on the basis that the Company has no partly paid shares on issue (for which a call could be made and lien exercised).  Where an MCI may contemplate partial payment (Schedule 3), lien would be addressed as part of the instrument's terms and conditions.
22.	5.1(b)	<b>Record date</b>	We have inserted a new rule 5.1(b) to provide clarity regarding entitlement to dividends (being those holders of MCI's registered on the relevant record date). NB: Member shares are not entitled to dividends.
23.	6	<b>Share certificates</b>	The provisions in the former Division 8 have been deleted as the Company does not wish to replicate procedural matters that are governed by the Corporations Act. Member shares are exempt from the requirement under the Corporations Act to issue a share certificate.
24.	6.3	<b>Registration of MCIs</b>	The additions to rule 6.3 are procedural matters that have been included as a matter of prudence and also go to clarify that the transfer provisions only apply to MCIs (as member shares are non-transferable).
25.	6.5	<b>Suspension of registration</b>	Provisions in relation to MCIs have been removed as the Company has no MCIs on issue (let alone MCIs traded through a licensed clearing and settlement facility).
26.	8.1	<b>Calling general meetings</b>	Rule 8.1 has been updated to include:  (a) provisions which prevent motions from being moved from the floor by restricting the business of a meeting to that described in the Notice of Meeting; and  (b) specific acknowledgement that non-receipt of a notice convening a meeting does not invalidate the meeting or passing of the resolutions at that meeting.
27.	8.3(c)	<b>Quorum</b>	The second limb of the quorum requirements have been removed on the basis that they are unlikely to ever arise, given the Company's membership base.



28.	8.3(d)	<b>Chair</b>	As the Company does not have a deputy chair, this provision has been updated to refer to another Director nominated by the Board.
29.	8.3(e)	<b>Conduct of meeting</b>	The Constitution previously contained an Appendix describing how meetings will be conducted. This Appendix has been deleted and a new rule 8.3(e) included that gives the chair discretion in relation to the conduct of the meeting.
30.	9.1	<b>Voting</b>	As the Company conducts its voting at general meetings by poll, rule 9 has been updated to provide for a default to a vote on a poll for resolutions set out in the Notice of Meeting.
31.	9.4	<b>Electronic voting</b>	The Company's Current Constitution contains direct voting provisions, which allow the Company to use electronic voting methods. The direct voting provisions have been simplified to allow the Board the flexibility to update the specific requirements of the direct voting process from time to time (depending on the future needs of the Company, the type of meeting and technology available).
32.	9.6	<b>Proxies</b>	The proxy provisions have been expanded to address procedural elements.
33.	9.6(b)	<b>Proxy rights</b>	It has been specified that if the appointor of a proxy attends the meeting, the appointment of the proxy is revoked.
34.	9.6(c) to (f)	<b>Form of proxy</b>	These provisions provide clarity regarding the form of proxy that may be accepted by the Company and the methods by which the Company may receive a valid proxy.
35.	(12.6.4)	<b>Validity of proxy vote</b>	The former rule 12.6.4 has been deleted on the basis that it is addressed by section 250C of the Corporations Act and that it is the Company's preference not to replicate legislation in the Constitution.
36.	10.2	<b>Eligibility</b>	The requirement for a director to have been a Member for at least 12 months has been removed.
37.	10.3	<b>Power to appoint directors</b>	<p>The Board may appoint additional directors or another director to fill a casual vacancy, up to the prescribed board limit. Any director appointed in this way holds office until no later than the next AGM after their appointment (at which time they will be required to stand for re-election by the members). This aligns with contemporary practice for large listed entities.</p> <p>The former rule 13.3 regarding appointment and removal by directors has therefore also been removed (noting that removal of the director of a public company such as the Company is an enshrined right of members under section 203D Corporations Act).</p>
38.	10.4	<b>Retirement by rotation</b>	Rule 10.4 requires a director to stand for re-election at every third AGM, other than a managing director.
39.	10.5	<b>Appointment by members</b>	Rule 10.5 clarifies that Members may appoint those persons put forward by the Board as directors, while continuing to retain the ability for the Chair to declare the candidate elected if the number of candidates is equal to or less than the number of director positions to be filled.
40.	10.6	<b>Vacation of office</b>	The former rules 13.6 and 13.7 in relation to automatic vacation office and resignation of a director have been consolidated.
41.	(13.4 and 13.5)	<b>Ballot appointment</b>	The former rules 13.4 and 13.5 have been removed as the process described for the appointment of directors was to be determined by ballot. The new provisions provide members of the Company with the opportunity to positively confirm the appointment of a director where the number of candidates are more than the number of director positions to be filled.
42.	11.3	<b>Delegation</b>	Additional wording in rule 11.3 has been included (as a result of the consolidation of various other provisions relating to delegation of specific board functions) to allow the Board to make any delegation on such terms as it sees fit. This may include a restriction on sub-delegation.
43.	11.4	<b>Validity of acts</b>	The new rule 11.4 is in a form usually included in constitutions to confirm the validity of acts of directors.
44.	12.5	<b>Circulating resolutions</b>	Technical amendments have been made to specify the formal requirements to pass a resolution without holding a meeting (including by email), including when a circulating resolution is deemed not to have been passed.

45.	13.1	<b>No disqualification</b>	The new rule 13.1 confirms that a person is not disqualified from being a director because of other relationships that the director (or the director's related entities) may have with the Company.
46.	13.2	<b>Director interests</b>	A positive obligation has been included under rule 13.2 for a director to comply with the director's obligations under the Corporations Act in relation to a disclosure of their interest and any additional regulations that the Board may make to provide for a specific procedure.
47.	13.3	<b>Disclosure of conflict</b>	The new rule 13.3 aligns with the process specified in the Corporations Act and provides that a director may not vote or be present during the consideration of a matter in which a director has a material personal interest unless the other directors otherwise approve. If this occurs, then rule 13.3(b) clarifies that the director may participate (including voting), be counted for quorum and benefit from the relevant transaction.
48.	13.4	<b>Effect of interest</b>	This provision provides greater clarity to the Company, its Members and other stakeholders regarding the effect of a transaction in which a director is interested - including that a director interested in a transaction may participate in the execution of documents on behalf of the Company in relation to that transaction. This is not unusual in large public entities given the other safeguards provided by sophisticated boards and the requirements of the Corporations Act.
49.	15.1	<b>Managing director</b>	Rule 15 has been generally updated to allow the Board to appoint a managing director, secretary and other officers on such terms as the Board considers fit. A managing director is exempt from retirement by rotation under the director appointment provisions, which aligns with common practice.
50.	(18.1)	<b>Seal</b>	The former rule 18.1 has been deleted as the Company does not have a common seal.
51.	Schedule 1	<b>Terms of issue</b>	In this section a number of provisions regarding the terms of shares issued or to be issued by the Company have been consolidated in the body of the Constitution and the appendix related to Additional shares has been deleted as it is no longer required.
52.	Schedule 2	<b>MCI issue terms</b>	The MCI issue terms have been updated to cover material required by the Corporations Act, including: <ul style="list-style-type: none"> <li>(a) that dividends are non-cumulative;</li> <li>(b) ranking of MCI holders to surplus assets and profits of the Company on a winding up;</li> <li>(c) that the rights attaching to the MCIs may only be varied or cancelled by a special resolution of the holders of MCIs; and</li> <li>(d) that the MCIs must be cancelled before a demutualisation event.</li> </ul>

If you are in any doubt as to the contents of the New Constitution, the Company recommends that you seek advice from your professional advisers.

You may also contact the **AGM Information Line on 1300 494 781** during business hours.

### Approval requirements

Section 136 of the Corporations Act provides that the amendment or replacement of an existing constitution of a company requires the approval of its members by special resolution.

Accordingly, at least 75% of the votes cast by the Members entitled to vote and voting upon Item 4 must vote in favour of the repeal of the Current Constitution and the adoption of the New Constitution.

### Recommendation

For the reasons set out above, the Directors believe that the New Constitution should be adopted. Accordingly, the Directors unanimously recommend that Members vote in favour of Item 4.

A copy of the Current Constitution is available at [gsb.com.au/constitution](http://gsb.com.au/constitution).

# 1. Glossary

In this Explanatory Memorandum, unless defined otherwise:

<b>Term</b>	<b>Meaning</b>
<b>Board</b>	means the board of Directors of the Company
<b>Company</b>	means Credit Union Australia Ltd ACN 087 650 959 trading as Great Southern Bank.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Current Constitution</b>	means the Company's current constitution, adopted on 13 November 2019.
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum and accompanying material contained in and forming part of this Notice.
<b>Meeting</b>	means the annual general meeting of the Company to be held on 16 November 2021 at 2.30pm (AEST)].
<b>Member</b>	means a member of the Company.
<b>New Constitution</b>	means the proposed replacement constitution in the form set out in <a href="https://gsb.com.au/newconstitution">gsb.com.au/newconstitution</a> , to be tabled by the Chair at the Meeting and available at <a href="https://gsb.com.au/agm">gsb.com.au/agm</a>
<b>Notice</b>	means the notice of annual general meeting of the Company dated 20 October 2021 and accompanied by the Explanatory Memorandum and proxy form and instruction sheet.

## 2021 Annual General Meeting Documents

A copy of Great Southern Bank's 2021 Annual Report for the year ended 30 June 2021 is available on our website at: [gsb.com.au/2021](https://gsb.com.au/2021)

All Annual General Meeting documents, including the Notice of Meeting, Explanatory Memorandum, Current Constitution, New Constitution and Proxy voting forms are available at:

- online at [gsb.com.au/agm](https://gsb.com.au/agm)
- by emailing [company.secretary@gsb.com.au](mailto:company.secretary@gsb.com.au)
- by calling the **AGM Information Line on 1300 494 781**

[gsb.com.au/agm](https://gsb.com.au/agm)

Great Southern Bank, a business name of Credit Union Australia Ltd ABN 44 087 650 959, AFSL 238317 and Australian Credit Licence 238317.

