

ORANGE CREDIT UNION LIMITED

MINUTES OF 58th ANNUAL GENERAL MEETING

- DATE:** 24th November 2022
- TIME:** 6:00 pm.
- VENUE:** Family Pavilion, The Greenhouse
(OESC, Anson Street, Orange)
- PRESENT:** 31 Members
- OPENING:** The Chairperson Amanda Mooney opened the meeting at 6.05 pm.

ACKNOWLEDGEMENT OF COUNTRY:

Director Michelle Catlin delivered the Acknowledgement of Country.

CREDIT UNION PRAYER:

Director Michael Kemp read the Credit Union Prayer.

INTRODUCTION OF THE OFFICIAL TABLE:

The Chairperson welcomed members to the meeting and introduced the Board of Directors in attendance.

WELCOME TO GUESTS:

The Chairperson introduced and welcomed guests:

1. Marvic Estocapio, Intentus Chartered Accountants

APOLOGIES:

The Chairperson announced apologies received and also those from the floor:

1. Maureen Horth
2. Robyn Adams

It was noted that the CEO Andrew de Graaff attended the meeting via Zoom due to Covid-19.

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CONFIRMATION OF THE 57th ANNUAL GENERAL MEETING MINUTES:

The Chair advised that the Minutes of the 2021 Annual General Meeting had been previously circulated and considered by the Board.

BUSINESS ARISING

Nil.

01 (24.11.22)

RESOLVED: That the minutes of the Annual General Meeting held on 25th November, 2021 are confirmed as a true and fair record of that meeting.

CHAIRMAN'S REPORT

The Chair thanked the OCU Members for their continued support post Covid-19 and low interest rates. The OCU Team, led by the CEO worked to deliver growth in deposits and lending. This is acknowledged by the Board as is the Team's agility in the current environment, regulatory burdens and increased cyber security concerns.

With the sale of the Cuscal shares OCU will invest in the business and also continue to recognise investing in the staff as the best outcome for the Members.

FINANCIAL REPORTS

The Chair advised that the Financial Statements had been reviewed and adopted by the Board. The Credit Union's Auditor – Intentus Chartered Accountants has confirmed they are a true and fair view of the credit union's financial position for the financial year.

The Chair advised the Financial Statements have been distributed to members for consideration prior to the AGM.

BUSINESS ARISING

Nil.

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Due to the Board Chair seeking re-appointment the Vice Chair Sarah Ryan delivered the Appointment of Directors segment.

In accordance with the APRA Standards but not limited to, one (1) member elected Director (Amanda Mooney) retires and is eligible for re-election. Appointed Director T Edmonstone is eligible for election.

The Director nominees have been assessed (as per the OCU Fit & Proper Policy) by the Independent Director Nominations Committee. The Director Nominations Committee must assess all persons including existing Directors prior to appointment or election as Director under Rule 13.3 (of the Orange Credit Union constitution) as to their fitness and propriety to be and act as a Director.

The Director Nominations Committee declared the two (2), Amanda Mooney and Tim Edmonstone as Fit and Proper. As there are two (2) candidates for two (2) vacant member elected positions no election is required.

It will be necessary to have a separate members' resolution for each candidate to re-appoint them to the position of Member Elected Director of Orange Credit Union until the end of the 2025 Annual General Meeting.

As these are ordinary members' resolutions, they will only require a majority of the members present and voting to be resolved. Voting will be by show of hands, unless the meeting wishes to have a ballot.

02 (24.11.22) **RESOLVED:** That Amanda Mooney be appointed as a Member Elected Director until the end of the 2025 Annual General Meeting.

1 valid proxy vote registered.

03 (24.11.22) **RESOLVED:** That Tim Edmonstone be appointed as a Member Elected Director until the end of the 2025 Annual General Meeting.

1 valid proxy vote registered.

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DIRECTOR REMUNERATION:

Each year the members at the Annual General Meeting must approve the aggregated amount to be allocated amongst the Member Elected Directors for the ensuing year.

The Director Remuneration Survey conducted by an independent consultant, indicated this year the aggregated figure of \$215,145.00 (excluding “Employer Superannuation Contribution”) was recommended by the Board for Member Elected Director Remuneration until the end of the next Annual General Meeting.

The amount approved by Members for Elected Director remuneration the previous year was \$180,100.00.

BUSINESS ARISING

Nil.

04 (24.11.22) **RESOLVED:** That the maximum aggregated Member Elected Directors’ Remuneration be set at \$215,145.00 (“excluding Employer Superannuation Contribution”) until the end of the next Annual General Meeting.

1 valid proxy vote registered.

The Chair advised the Members that the remuneration will include all seven (7) Elected Directors.

PROPOSED CONSTITUTION CHANGES

The Chair updated the Members with the proposed Constitution changes and that the Explanatory Notes were available in the Member packs. These changes will allow for flexibility and relevance to the current environment.

The Chair called for a motion, “To consider and, if thought fit, to pass the following resolution as a special resolution - which will require 75% voting majority including Proxy Votes.

58th ANNUAL GENERAL MEETINGSpecial Resolution: Amending Constitution.

“That the Credit Union’s Constitution be replaced by the Constitution, a copy of which is tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.”

RESOLVED:

That all voting members voted in favour of the Special Resolution.

1 valid proxy vote registered.

CHIEF EXECUTIVE OFFICER PRESENTATION

Director Andrew Kent delivered the CEO presentation and extended the CEO’s apology whilst isolating due to Covid-19.

Andrew presented a brief review of the last financial year where OCU has been working back in some semblance of a ‘normal’ operating and financial environment. Both deposits and lending grew with a steady profit of \$225,000 primarily due to the sale of the Cuscal Shares.

OCU continues on the journey of renewal, continuing to strengthen the future and be committed to assisting Members. Not only have the digital channels and services continued to accelerate but the demand for the knowledge and benefits is increasing. 2021-22 has had the lowest official interest rates available for most of the year until May 2022, when the RBA increased rates by 25bps. This created challenges as well as opportunities for OCU and its members – it provided lower rates for our loan customers, however increased competition as refinancing activity across the country surged.

With the challenges of the COVID-19 pandemic easing, Orange Credit Union continued to deliver the best possible banking, lending and financial services to our members. However while OCU did post a profit for 2021-22, adjusting for the Cuscal share sale, OCU did incur a disappointing trading loss for the year 2021-22.

A range of factors impacted interest revenues and investment income while higher than 2020-21 remained \$1M less annually than prior to the Pandemic. There were also increased expenses due to external consultancy costs in supporting a comprehensive IT review, APRA compliance audit (CPS234) and recruitment activities.

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The renewal journey will continue as the organisation is refreshed, structuring for success. OCU will continue to simplify and improve product and service value propositions and strengthen risk management, including aspects around cyber and climate change risks.

This will be through sustained profitability as we further invest in our wonderful organisation.

The CEO thanked the Board, Management team and both current and past staff members who have worked tirelessly in the 2021-22 Financial Year.

Thank you to the members and the community for the continued membership, advocacy and support.

GENERAL BUSINESS:

Before officially closing the meeting, the Chairperson asked the meeting:-

“Does any member wish to raise any item of General Business?”

Nil (including Zoom participants).

CLOSURE OF THE MEETING:

The Chair thanked everyone for attending.

THE MEETING CLOSED AT 6.25 PM.

CHAIRPERSON *Amanda Mooney*
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25/10/2023 | 5:32 PM AEDT