

**Rosewood & District Financial Services Ltd**  
**ABN 62 115 218 472**  
**Trading as Rosewood & District Community Bank Branch Bendigo Bank**

Minutes of the Annual General Meeting held Wednesday 7 November, 2018 commencing at 6:03 pm

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**Attendees:**

Directors: Stuart Ross (Chair), Eirys Heit (Treasurer), Penni Boughen (Secretary), Kathleen Lenihan (Vice Chair), Lisa Blake, Erin Turner, Bruce Richards.

Shareholders: Pam Wiegand, Arnold and Joyce Rieck, Pat Lenihan, Bernadette Lenihan, Spencer and Wendy Yarrow, Clyde Nicoll

Staff and Visitors: Brett Marsten, Elizabeth Pomery, Amy Goodwin, Malcolm Frizzell, Dannilee Killin, Adrienne Holzapfel, Stephanie Braithwaite, Tim Van Der Westen.

**Apologies:** Greg and Jenny Simmons

**Opening**

The chairman welcomed 23 attendees that included 14 shareholders. With joint ownership and shareholders with more than one shareholding, there were 13 eligible votes. (Bernadette Lenihan was eligible to have 2 votes, 1 her own shareholding the other as a Trustee for the Grandchildren a/c.)

Chairman introduced the Board in attendance, staff and visitors, and confirmed apologies as above.

**Proxies and Quorum**

The Secretary reported that the number of valid proxy forms received at the registered office of the Company by 2.00 pm on the 5 November, 2018 was 17.

The Chairman confirmed that a quorum was present and declared the meeting open for business.

**Notice of meeting**

The notice convening the Annual General Meeting was taken as read.

**Minutes of previous Annual General Meeting**

The Chairman reported that the minutes of the previous General Meeting of members of Rosewood & District Financial Services Limited held on 8 November, 2017 were approved by the Board and signed by the Chairman in accordance with the provisions of section 251A of the Corporations Act and that should any member wish to inspect those minutes, a copy was available for that purpose.

**Addresses**

Chairman's address: Stuart Ross remembered the board's former chair Alan Price who passed away earlier this year. He spoke of Alan's commitment to the Rosewood Community Bank® and announced that a commemorative photo will be placed in the branch. Stuart then spoke of the Rosewood Branch's nomination in the Hall of Fame and the promotional video that was produced and premiered at the national conference held in Bendigo during September. The Board will use the video for future promotions.

Finally, the Chair announced that Rosewood & District Financial Services would be paying shareholders an upcoming fully franked dividend.

Branch manager's address: Brett Marsten introduced himself saying that he had only started in the Branch Manager role in February and is settling into his role here in Rosewood. During that time there had been changes in the Bendigo Bank with the retirement of the Managing Director Mike Hirst and appointment of new MD, Marnie Baker. He spoke of the Bendigo Bank having a good reputation being acknowledged as third most trusted brand in Australia by Roy Morgan Research.

Brett also highlighted the new Hub room that is available to local groups and said that Emily Phillips was still on maternity leave and that Dannilee Killin was filling in for her role.

The Chairman opened the floor to discussion.

## **Annual Financial Report**

Chairman advised that the first item of business is consideration of the Company's Financial Report for the year ended 30 June 2018, Directors' Report and Auditor's Report.

The Chairman asked for someone to move the motion that the three reports be adopted by the meeting.

Motion was moved by Clyde Nicol. Seconded by Pam Weigand.

The Chairman opened the floor to discussion on the Company's Financial Report, Director's Report, Auditor's report and management of the company.

There were no questions or comments on the Annual Report.

A Poll was conducted and the Returning Officer was Malcolm Frizzell, Regional Manager for South West Queensland, Bendigo and Adelaide Bank Limited.

The result of the **Annual Financial Report poll** was: For – 13 Against – 0 Abstained - 0.

17 proxy votes were exercised by all proxies validly appointed. The total number of proxy votes in respect of which the appointments specified were: For – 17 Against – 0 Abstained – 0.

*The Returning Officer declared the resolution carried.*

As Chair Stuart Ross was up for re-election as a Director of the company the meeting was handed over to Vice Chair Kate Lenihan for the Election of Directors.

## **Election of Directors**

### **Re-election of Director appointed since last Annual General Meeting**

The next resolution concerned the election of Lisa Lynette Blake. Lisa Blake a director, appointed since last Annual General Meeting and being eligible, offered herself for re-election.

A poll was conducted and the Returning Officer was Malcolm Frizzell, Regional Manager for South West Queensland, Bendigo and Adelaide Bank Limited.

The result of the poll was: For – 13 Against – 0 Abstained – 0.

17 proxy votes were exercised by all proxies validly appointed. The total number of proxy votes in respect of which the appointments specified were: For – 17 Against – 0 Abstained – 0.

*The Returning Officer declared the resolution carried.*

Re-Election of Director retiring by rotation:

The next resolution concerned the election of Stuart Walton Bede Ross. Stuart Ross a director, retired in accordance with the Company's Constitution and being eligible, offered himself for re-election.

A poll was conducted and the Returning Officer was Malcolm Frizzell, Regional Manager for South West Queensland, Bendigo and Adelaide Bank Limited.

The result of the poll was: For – 13 Against – 0 Abstained – 0.

17 proxy votes were exercised by all proxies validly appointed. The total number of proxy votes in respect of which the appointments specified were: For – 17 Against – 0 Abstained – 0.

*The Returning Officer declared the resolution carried.*

Re-Election of Director retiring by rotation:

The next resolution concerned the election of Eirys Mabel Heit. Eirys Heit a director, retired in accordance with the Company's Constitution and being eligible, offered herself for re-election.

A poll was conducted and the Returning Officer was Malcolm Frizzell, Regional Manager for South West Queensland, Bendigo and Adelaide Bank Limited.

The result of the poll was: For – 13 Against – 0 Abstained – 0.

17 proxy votes were exercised by all proxies validly appointed. The total number of proxy votes in respect of which the appointments specified were: For – 17 Against – 0 Abstained – 0.

*The Returning Officer declared the resolution carried.*

Re-Election of Director retiring by rotation:

The next resolution concerned the election of Erin Elizabeth Turner. Erin Turner a director, retired in accordance with the Company's Constitution and being eligible, offered herself for re-election.

A poll was conducted and the Returning Officer was Malcolm Frizzell, Regional Manager for South West Queensland, Bendigo and Adelaide Bank Limited.

The result of the poll was: For – 13 Against – 0 Abstained – 0.

17 proxy votes were exercised by all proxies validly appointed. The total number of proxy votes in respect of which the appointments specified were: For – 17 Against – 0 Abstained – 0.

*The Returning Officer declared the resolution carried.*

Ballot papers were passed to the secretary to be destroyed.

**Close of meeting**

There being no further business the meeting then closed at 6:24 pm.

The meeting's chair, Kate Lenihan, invited Regional Manager for South West Queensland, Malcolm Frizzell, to address the meeting.

Attendees were invited to stay on for supper and fellowship.

Signed as a correct record

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Stuart Ross (Chair)

Date: \_\_\_\_\_