



## NOTICE OF SPECIAL GENERAL MEETING

The Special General Meeting of Community First Credit Union Limited ACN 087 649 938 trading as Community First Bank (Community First) will be held on Wednesday, 24 June 2026 at 10.00am at 67-73 St Hilliers Road, Auburn NSW 2144.

### AGENDA

**Amend the Constitution:** To consider, and if thought fit, pass the following resolution as a special resolution:

**That** the company's Constitution be amended as described in the Explanatory Notes to the Notice of Special General Meeting by repealing the current Constitution and adopting the Constitution in the form which is tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.

#### **Notes**

*Copies of the proposed new Constitution in both clean and marked-up form are available to obtain from the Community First website [communityfirst.com.au](http://communityfirst.com.au).*

*Information about the proposed amendments is set out in the Explanatory Notes that accompany this Notice.*

*To be passed, this resolution requires the approval of at least 75% of the votes cast by members at the Special General Meeting, in person or by proxy.*

***Your Board resolved to approve this proposal and recommends that you vote FOR this resolution.***

By Order of the Board

Hung Truong  
Company Secretary  
29 April 2026

#### **Proxies**

*You can appoint a proxy to attend and vote at the meeting on your behalf. Your proxy does not have to be a member of the company.*

*An appointment of proxy form can be obtained by contacting Community First on 1300 13 22 77.*

*To be valid, your Appointment of Proxy form must reach the company no later than 48 hours before the start of the Special General Meeting.*

## Explanatory Notes

The special resolution will amend the Constitution to:

- give the board greater flexibility to set the number of directors on the board without triggering the need each time for member approval in general meeting;
- remove current rules about appointing additional directors following a transfer of business from another credit union;
- allow the board to exempt a person from needing to have been a member for at least one year to become an elected director;
- clarify how, in the event that more than a third of the elected director positions are up for election, the directors receiving the full or shorter terms are to be determined.

Further details about these amendments are contained in the table at the end of this note.

Overall, the main purpose of the amendments to address practical limitations on the ability of the board to vary the board size and allow appropriately qualified and experienced persons to be appointed to the board.

Copies of the proposed new Constitution, both in a clean form and in a form marked-up with the proposed changes, are available for members to access from the Community First website [communityfirst.com.au](http://communityfirst.com.au).

In reading the table, note that currently under the Constitution, directors may be

- “elected directors” who are elected by members or appointed by the board to fill a casual vacancy;
- “appointed directors” who are appointed for a fixed term by the board;
- “additional directors” who are appointed by the board following a transfer of business from another credit union;
- an “employee director” appointed by the board.

If the amended Constitution is adopted the board intends to set the number of elected director positions as 7, which is consistent with the current board size.

*Table: description of proposed changes to Constitution*

Description of Current Rules	Description of Proposed Rules	Reasons for change
<p><i>Board size (see Rule 12.1(1))</i> The board sets the number of directors between 5 and 8 (excluding additional directors and employee directors) of which:</p> <ul style="list-style-type: none"> <li>• at least 5 must be elected directors</li> <li>• no more than 2 can be appointed directors</li> </ul>	<p><i>Board size (see Rule 12.1(1) &amp; (2))</i> The board sets the number of elected director positions. There can be up to 2 appointed directors at any time.</p>	<p>The <i>Corporations Act</i> board limit provisions prevent the board from exercising Constitutional power to vary the board size without obtaining prior member approval by board limit resolution in general meeting. This makes changing board size very difficult in practice. Removing the current maximum ensures the board limit provisions do not apply and the board can exercise Constitutional authority to vary the board size as intended.</p>

Description of Current Rules	Description of Proposed Rules	Reasons for change
<p><i>Number of elected and appointed directors (see Rule 12.1(1))</i> The above conditions on number of elected directors and appointed directors.</p>	<p><i>Number of elected and appointed directors (see Rule 12.1(2) &amp; (3))</i> The above cap of 2 appointed directors. Also, the number of appointed directors must be less than the number of elected director positions set by the board. The board:</p> <ul style="list-style-type: none"> <li>• cannot appoint an appointed director if that would cause the number of appointed directors to be equal or more than the number of elected director positions;</li> <li>• must set the number of elected director positions as greater than the number of appointed directors</li> <li>• if the number of elected directors in office does not exceed the number of appointed directors, then the board can, but is not required, to fill a casual vacancy.</li> </ul>	<p>Provides greater flexibility to set both the number and type (elected or appointed) of directors, while ensuring that members retain a right to fill the majority of positions (excluding any employee director). The new rules focus on what the board can control (setting the number of elected director positions and appointing directors) rather than the number of directors in office at any time, which can be influenced by events outside the board's control (such as a director retiring early, or insufficient candidates running in an election).</p>
<p><i>Additional directors (see Rule 12.1(2)-(4))</i> The board can appointed "additional directors" as a result of a transfer of business from another credit union, and this can temporarily (for up to 3 years) increase the total board size beyond the number set by the board, subject to conditions.</p>	<p><i>No additional directors</i> The ability to appoint "additional directors" will be removed.</p>	<p>Removing the maximum on the number of directors means that the board will have the authority needed to change the board size to accommodate directors from a transfer of business, without these "additional director" rules.</p>
<p><i>One-year membership condition for elected directors (see Rule 12.2(3)(a))</i> One condition for a person to be appointed as elected director is that they must have been a member continuously for one year immediately prior to appointment</p>	<p><i>Board can exempt a person from the one-year membership condition (see Rule 12.2(3)(a))</i> The one-year membership condition for elected directors will be retained, but the board will have authority to exempt a person from this condition.</p>	<p>While generally it is preferable to have elected directors who have an existing relationship with the company, there may be times when a person without this relationship has skills and experience that the board considers desirable to be added to the board. Although such persons could</p>

Description of Current Rules	Description of Proposed Rules	Reasons for change
	The person will still need to be a member at the time of appointment.	be appointed as appointed directors (who are not subject to the one-year membership condition) this may not always be possible (due to the limits on appointed director number described earlier in this table) and in any case they cannot stand as a candidate for election until the one-year membership period has been reached.
<p><i>Rotation provisions - Determining which directors receive full or shorter terms in election (see Rule 12.5(3))</i>  If more than one third of the elected directors are appointed by members in an election then the one third of elected directors who receive the most votes receive the full term (until the end of the 3<sup>rd</sup> AGM after appointment), and the remainder receive shorter terms (until the end of earlier AGMs).  How the number of votes is determined for this purpose is not specified.</p>	<p><i>Rotation provisions - clarify how votes are counted (see Rule 12.5(3)(b))</i>  Subject to some consequential drafting changes (see below) the existing rotation provisions are retained. However, the amendments will also clarify that in calculating the number of votes each director receives for the purpose of these rotation provisions:</p> <ul style="list-style-type: none"> <li>• for election by ballot – count the number of votes each director received</li> <li>• for appointment by separate resolutions – count the number of votes FOR the resolution appointing the director less the number of votes AGAINST the resolution.</li> </ul>	<p>The existing rules do not clearly address how, for the purposes of determining term of office under the rotation provisions, votes are counted where directors are appointed by separate resolutions rather than by ballot.  Calculating these votes as FOR minus AGAINST votes is a reasonable measure of member support for each director.</p>
<p><i>Rules referring to director numbers (see Rules 12.3B(2), 12.4(1)(b), 12.5)</i>  These rules refer back to the number, or maximum number, of directors as determined under existing Rule 12.1.</p>	<p><i>Consequential changes to reflect the changes to Rule 12.1 (see Rules 12.3B(2), 12.4(1)(b), 12.5)</i>  These rules will be amended to reflect the new amended Rule 12.1.</p>	<p>These are consequential changes only. They are not intended to change the existing effect of these rules.</p>