

**AOTEAROA CREDIT UNION
NOTICE OF
SPECIAL GENERAL MEETING**

Tuesday 30th August 2016

**AT Holiday Inn Auckland Airport
2 Ascot Road
Mangere**

4 pm

**MEETING AGENDA
Rule Changes**

The meeting is called to pass the following Special Resolutions:

- 1 **"That** the Rules of Aotearoa Credit Union be amended by repealing the existing Rules and replacing them with the Rules now produced to this meeting.

- 2 **That** if the new Rules are approved, the Board be authorised to register the new Rules with the Registrar of Friendly Societies and Credit Unions on such date as the Board approves in connection with the transition of Aotearoa Credit Union from the Securities Act regime to the Financial Markets Conduct Act regime".

NOTES

Members may vote in person or by proxy.

A form of proxy is available at any branch of Aotearoa Credit Union.

EXPLANATION OF THE PRINCIPAL CHANGES

Members will be asked to approve changes to the Rules at the forthcoming Special General Meeting. The Rule changes are being proposed to enable Aotearoa Credit Union to transition from the Securities Act regime to the new regime under the Financial Markets Conduct Act. The Rule changes also update various provisions relating to the qualification of directors, as required by the Non-bank Deposit Takers Act 2013 ("NBDT Act").

The new Rules (if passed) will be registered when Aotearoa Credit Union transitions from the Securities Act regime to the new regime under the Financial Markets Conduct Act.

Statutory Updates

Throughout the Rules it is proposed that references to the Securities Act will be replaced with references to the Financial Markets Conduct Act. The auditor's appointment is also updated as the Credit Union must only appoint a licensed auditor.

Elections

There are now more strict governance requirements imposed on credit unions with respect to the suitability of directors. Under the NBDT Act, the Credit Union shall submit to the Reserve Bank a suitability notice in respect of each appointed Director. Where there have been any suitability issues raised in the suitability notice of any Director, that Director may not hold office unless and until the Reserve Bank of New Zealand has issued (and not withdrawn) a notice of non-objection in connection with that Director under section 16 of the NBDT Act.

It is proposed that the Rules be amended to take into account this new requirement.

Right of Voting

The Rules relating to voting have been amended to specifically provide for proxy votes where there is a special resolution proposed to be passed. This is required by the Friendly Societies and Credit Unions Act.

Copy of New Rules

A full copy of the proposed new Rules is available for viewing at any branch of Aotearoa Credit Union.