

# Notice of Annual General Meeting

Bellarine Peninsula Community Branch Limited  
A.B.N. 33089 107 657

**To be held at 7.30pm on November 15<sup>th</sup> 2006  
at St Andrews Church Hall, Newcombe St, Portarlington**

## Ordinary Business

### 1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2006

### 2. Election of directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) That Karen Ann Woodhart be elected as a director of the Company, for a period of two years.
- (b) That Robert John Hynes be elected as a director of the Company, for a period of two years.
- (c) That Francis Joseph Kelloway be elected as a director of the company for a period of two years.
- (d) That Stephen Mathew Thew be elected as a director of the company for a period of two years.
- (e) That Stephen John Wight be elected as a director of the company for a period of 12 months.
- (f) That Gary Leonard Irving be elected as a director of the company for a period of 12 months.
- (g) That Trevor Richard Hockley be elected as a director of the company for a period of 12 months.

### 3. Appointment of Auditor.

To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of LBW Chartered Accountants as auditor of the Company be approved.

### 4. Remuneration Report

The following additional resolution is required.

**No Directors remuneration has been paid as the positions are held on a voluntary basis. (As per Note 17: Annual Report)**

To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the remuneration report be adopted.

### 5. Dividend Payment Declaration.

That the Board of Directors has declared a dividend.

That a dividend for the year ending 30 June 2006 of .09 cents fully franked be paid to shareholders listed on the Share Register at the close of business on the 15th November 2006. The dividend to be distributed to the Shareholders by the 12<sup>th</sup> December 2006.

## 6. Adoption of New Constitution.

To consider, and if thought fit, pass the following resolution as a special resolution:  
That the Constitution contained in the document submitted to the meeting marked 'A' and initialled by the Chairman for the purposes of identification be adopted as the constitution of the Company in substitution for and to the exclusion of the existing constitution of the Company.

## Attending the meeting

All shareholders may attend the Annual General Meeting.

*Joint holders:* In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

*Corporate shareholder:* A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's appointment to be given to the Company before the Meeting.

*Proxy:* If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

## Voting rights

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 5pm on 24<sup>TH</sup> October 2005.

At the completion of the meeting the successful applicants of the grants from the Bellarine Peninsula Community Bank in partnership with the Community Enterprise Foundation will be announced and presented.

By order of the board

Karen A. Woodhart  
Company Secretary  
15<sup>th</sup> October 2006

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

## **Explanatory Notes**

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

### **[Agenda item 2: Election of directors]**

The following information is provided about candidates for election to the Board.

- (a) Karen Ann Woodhart, retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) Robert John Hynes, retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Francis Joseph Kelloway, retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) Stephen Mathew Thew, retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (e) Stephen John Wight, having, been appointed by the Board since the last annual general meeting, and being eligible, offers himself for election.
- (f) Gary Leonard Irving, having, been appointed by the Board since the last annual general meeting, and being eligible, offers himself for election.
- (g) Trevor Richard Hockley, having, been appointed by the Board since the last annual general meeting, and being eligible, offers himself for election.

#### **Karen Ann Woodhart:**

Having been on the Bellarine Peninsula Bank board since its inception, I am now the Company Secretary and still very proud of what we have achieved over the past 7 years and am excited by what we will be able to achieve and give back to the community in the future. I am still a proud and passionate supporter of the **Community Bank**<sup>®</sup> and have the same passion for "OUR BANK" as I did all those years ago.

#### **Robert John Hynes:**

I wish to reaffirm my commitment to the Bellarine Peninsula Community Bank by offering myself for re-election for 2006/08. During the past 2 years it has been most pleasing to see profits returning to our community via dividends and community grants. The branch has also installed an A.T.M. in St Leonard's. I believe there are exciting times ahead for our bank and I would be proud to be part of them.

#### **Francis Joseph Kelloway:**

I have been a Director since 2003 and seek re-election for a final two year term. I have attended all AGM and as many meetings as my business commitments allow during that time. I have found additional time for marketing, meeting with prospective clients and partners, re-writing policies and liaising with Bendigo Bank managers. The next two years are important to our Branch, and I look forward to continuing to work to achieve our vision.

#### **Stephen Matthew Thew:**

The Bendigo Bank is continuing its policy of returning profits to the local community, and it is for this reason I would like to be re-elected as a director with the Bellarine Community Bank Limited.

#### **Stephen John Wight:**

Prior to being nominated to the Board early this year, I acted as Treasurer to the Branch and have a detailed knowledge of the workings of the Branch and of its strategic direction. Continuation as a director would enable me to continue to provide a stable financial and accounting support to the Company.

**Gary Leonard Irving:**

I joined the board in March 2006, the reason I wanted to be involved in the **Community Bank**<sup>®</sup> is to be involved in doing something positive in the community, this includes providing the community with a profitable and viable community bank that can return funds to the community through sponsorship and Grants programs.

**Trevor Richard Hockley:**

I have a strong commitment and ties to the local community, and look forward to working with the Board and strengthening its community connections.

**[Agenda item 3: Appointment of auditor]**

Item 3 is an ordinary resolution to seek your approval for the appointment of LBW Chartered Accountants as the Company's auditor.

The appointment of LBW Chartered Accountant requires approval of shareholders under the Corporations Act.

LBW Chartered Accountants have been the company's auditors for the past 5 years.

**Supplementary information for BSX-listed companies****Agenda item 4: Remuneration report**

The Corporations Act requires a resolution that the remuneration report contained in the Company's annual report [and concise report] be adopted, be put to the vote. The resolution is advisory only and does not bind the directors of the Company.

**Agenda item 6: Adoption of New Constitution**

The Board has decided that the Company should adopt a new Constitution. The proposed new Constitution (Proposed Constitution) is based on the Company's existing constitution (Existing Constitution), though it has been updated and amended in certain key areas, as discussed in these Explanatory Notes.

The Proposed Constitution expressly acknowledges that the principal purpose of the Company is to enter into, and carry into effect, the franchise arrangements with Bendigo Bank Limited (Bendigo Bank) under the **Community Bank**<sup>®</sup> project, as well as any other arrangements with the Bendigo Bank group that Bendigo Bank may permit. The Board is expressly given the power to carry out this purpose and maintain and develop the relationship with Bendigo Bank. This, of course, acts as limit on the activities of the Company, but reflects the purpose for which the Company was established.

A copy of the Proposed Constitution and the Existing Constitution may be inspected at the Company's Registered Office during normal business hours or at the annual general meeting itself. Alternatively, upon request from a shareholder before the meeting, the Company Secretary will send a copy to you.

A discussion of the more significant changes to be effected by this Resolution is set out below.

## Ownership Rules

As noted above, the Proposed Constitution expressly acknowledges the principal purpose of the Company. In addition, there is an express acknowledgement of the importance of broad community ownership of the Company and, accordingly, that the Board is authorised to exercise its powers and carry into effect the rules in the constitution to protect and enhance this broad community ownership.

In particular, the Existing Constitution contains a rule that, in general terms, prohibits a person from owning or controlling 10% or more of the Company. In the Proposed Constitution, this rule is maintained (but to the extent necessary, updated to reflect new terminology in the Corporations Act and also amended to ensure that the shares held by a person's family members are included in determining the shares that the person controls) are also expanded. In particular, under the Proposed Constitution, there are two new ownership rules in Rule 9.

- First, persons with voting power in the Company (eg, shareholders) must have, in the opinion of the Board, a close connection to the community or communities in which the Company predominantly carries on its business. For example, individuals who reside *on the Bellarine Peninsula*, or a company with a registered office on the Bellarine Peninsula that is owned and controlled by such individuals, would ordinarily be considered to have this close connection. Existing shareholders are all deemed to have this connection, but this deeming rule will not apply to new shareholders.
- Second, share transfers will not be permitted where, after the transfer, the number of shareholders in the Company would be less than the Base Number (being, 185) (the **Base Number Restriction**). The current number of shareholders in the Company is approximately 207

To enforce the ownership rules in the Constitution, Directors have the power to require a divestment of shares where the rules are infringed. In addition, dividend and voting rights are suspended where the rules are infringed. While these rules impact on the freedom of shareholders to deal with their own shares, and so may impact adversely on the price of shares in the Company, these rules reflect the view that it is in the best interests of the Company and its business that there is broad local ownership of the Company.

Shareholders should note that the Base Number Restriction will only operate if the Bendigo Stock Exchange confirms that the rule is appropriate and equitable. Discussions with the Bendigo Stock Exchange are currently underway, and shareholders will be updated on any developments at the meeting. If Bendigo Stock Exchange does not confirm that the rule is appropriate and equitable, the Base Number Restriction will be of no effect and can be ignored.

### Distribution for charitable purposes

In further recognition of the community nature of the Company, Rule 73(2) of the Proposed Constitution expressly authorises the Company to make payments, gifts or donations to charitable organisations or causes for the benefit of our community, having given due consideration to the rate of return to shareholders.

### Changes to facilitate BSX Listing

The Proposed Constitution includes a number of amendments intended to facilitate the Company's listing on the Bendigo Stock Exchange (*BSX*), or another Australian stock exchange, or which are required to ensure compliance with the BSX Listing Rules. These amendments include changes that make it clear that where the Company is listed:

- a transfer of shares can be effected in accordance with the applicable transfer and settlement rules of the BSX and that, accordingly, the Company is authorised to do anything to participate in such a system (Rule 27);
- the Board's ability to refuse to register a transfer is restricted to certain limited situations (eg where expressly permitted to do under the BSX Listing Rules or where the Board does so to enforce the ownership rules discussed above) (Rules 28 and 28A);
- the transfer and settlement rules of the BSX Listing Rules take precedence in respect of the rules applying to transfers (Rules 29 and 31); and
- the BSX Listing Rules that apply to "restricted securities" (in general, these are securities that have been issued in exchange for an asset) are incorporated into the constitution (in particular, an escrow period may apply during which the securities cannot be transferred) (Rule 96).

## **Rotation of directors**

Unlike the Existing Constitution, the Proposed Constitution contains a rule requiring Directors to periodically stand for re-election.

Under Rule 62 of the Proposed Constitution, at every annual general meeting after the Company's first one, one third of the longest serving directors (other than the Managing Director) must retire from office, and no director (other than the Managing Director) can serve for longer than three years (or three annual general meetings, whichever is longer). However, a retiring director is eligible for re-election. Further, persons who are appointed as Directors by the Board must retire at the next annual general meeting, but are eligible for re-election (Rule 52(2)) and an employee who is a Director must retire as a Director if they cease to be an employee, but are eligible for re-election as a Director (Rule 61).

The purpose of these Rules is to ensure that shareholders are regularly given the opportunity to vote on their Directors. Of course, persons who are not directors can stand for election as a Director, provided they comply with the nomination procedures in the Constitution.

## **Probity checks for directors**

Given the nature of the business carried on by the Company, and the community nature of the Company, it is important that the Company is able to take all reasonable steps to satisfy itself of the integrity of its Directors. As part of this process, it has been decided that existing and prospective Directors should undergo reasonable probity checks as a condition of their appointment as Directors. This is set out in Rules 62 (6A), (6B) and (6C) of the Proposed Constitution.

Those rules require that a person nominated for appointment as a Director will need to undergo a probity check (primarily, a national criminal record check) in accordance with the Board's procedures. Existing Directors will need to undergo such a check within six months and all Directors can be required to undergo a further check every 12 months.

## **Miscellaneous changes**

The Proposed Constitution also contains a range of other minor changes to reflect changes in law and in practice. [For example:

- the Proposed Constitution incorporates amendments necessary to recognise changes in law and terminology as result of the introduction of the *Corporations Act (Cth) 2001* to replace the Corporations Law.
- the Proposed Constitution has been updated to allow shareholders to lodge a proxy at a specified electronic address where a notice of meeting provides for electronic lodgement.
- the Proposed Constitution expressly allows the Board to serve notices on shareholders in any way permitted by the Corporations Act (for example, the Corporations Act sets out a procedure for notifying a shareholder electronically that notices of meeting can be accessed electronically, where a shareholder has provided an electronic address for this purpose).