

Notice of Annual General Meeting

Bellarine Peninsula Community Branch Ltd.
ABN 33 089 107 657
To be held at 6.00pm on 11th November 2009
at Portarlington Bowling Club, Western Park, Portarlington

Ordinary Business

1. Receipt of Reports

To receive and consider the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2009 ("Financial Reports").

2. Election of Directors

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

That Paul Jones be re-elected as a director of the Company.

That Russell Enders be re-elected as a director of the Company.

That Stephen Wight be re-elected as a director of the Company.

3. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

That the remuneration report for the year ended 30 June 2009 (set out in the Directors' Report) be adopted.

Notice of Annual General Meeting

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. The proxy need not be a member of the Company.

Voting rights

Each shareholder is entitled to **one** vote irrespective of the number of shares held.

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 **6pm^h November 2009**.

By order of the Board

Sandra Baldwin
Company Secretary
10th October 2009

Notice of Annual General Meeting

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting. You should read these Notes before determining whether or not to support the resolutions.

Agenda item 1. Consideration of Accounts

The 2009 Annual Report, which contains the Financial Reports for the year ended 30 June 2009, will be placed on the Company's website following its release to the market. Each shareholder who has requested it will have received a hard copy of the Annual Report.

Following the consideration of the Financial Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled to the Auditor at the AGM will be made available as soon as practicable after the AGM. Written questions for the auditor to be received at the Company's registered office by post or hand delivered to **44 Newcombe Street, Portarlinton** by 6pm, 2nd November 2009.

Agenda item 2. Election of Directors

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

Paul Jones retires rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Russell Enders retires rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Stephen Wight retires rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Notice of Annual General Meeting

Paul Jones

Paul has lived in Drysdale most of his life. Paul and his family enjoy the lifestyle and community spirit that the Bellarine Peninsula has to offer.

Paul had worked as a Domestic Builder for 30 years in the local area before turning to teaching the carpentry trade at the Gordon TAFE in Geelong.

Paul has been involved in community work for many years. He represented his community on the Bellarine Youth Services Committee, 'Potato Shed' Complex, Clifton Springs Skate Park and other community projects over the past years. He has served on committees such as the Geelong Branch H.I.A., Springdale Neighbourhood Centre, 'Dell' Foreshore, Portarlington/Drysdale Lions Club (president in 2000) and Drysdale/Clifton Springs Community Association Inc. and the steering committee of the Drysdale branch of the Bellarine Peninsula Community Bank

Paul has a strong passion to promote, work and care for our local community.

Russell Enders

Russell became a director in 2001 and is still very committed to the aims and objectives of the Board. His extensive banking background is an asset to the Board.

Russell is currently on the Government Board for drafting legislation for responsible gaming, and the Chairman of the Gaming Industry Association.

Russell has held the position of Chairman of the Board for the past two years.

Stephen Wight

Stephen is a qualified accountant and registered auditor who has been on the Board for the past two years. He was Treasurer of the company for several years prior to his appointment. He has a detailed knowledge of the workings of Bendigo Bank and its strategic direction, and has the necessary expertise to assist the growth of the Company going forward. Continuation as a director would enable Stephen to continue to provide stable financial and accounting support to the Company.

Notice of Annual General Meeting

Agenda Item 3. Remuneration Report

No Directors' remuneration has been paid as the positions are held on a voluntary basis. (As per Directors' Report). Nevertheless the Corporations Act 2001 requires the Directors' Report to include a separate Remuneration Report and the business of the AGM to include a resolution for its approval as an advisory (i.e. non-binding) resolution.

Proxy form

Bellarine Peninsula Community Branch Ltd.
A.B.N. 33 089 107 657

All correspondence to:
Bellarine Peninsula Community Branch Ltd.
44 Newcombe Street
Portarlington, 3223
Enquiries (03) 5259 3266
Facsimile (03) 5259 3277

Shareholder Name:

Address:

Shareholder Certificate Number:

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of proxy

I/We being a member/s of **Bellarine Peninsula Community Branch Ltd.** and entitled to attend and vote hereby appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at **Portarlington Bowling Club, Western Park, Portarlington on 11th November 2009 at 6.00pm** and at any adjournment of that Meeting.

The Chairman of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 1. To receive the Company's Financial Report, Director's Report and the independent Auditor's Report for the year ended 30 June 2009.			
Item2. Election of Paul Jones			
Item 2. Election of Russell Enders			
Item 2. Election of Stephen Wight			
Item 3. Remuneration Report.			

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

PLEASE SIGN HERE

This section MUST be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Bellarine Peninsula Community Branch Ltd.
A.B.N. 33 089 107 657
Registered Office – 44 Newcombe Street, Portarlington, 3223

Proxy form

How to complete this Proxy form

1. Your name and address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a proxy

A member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member of the Company. A proxy may be an individual or a Company.

3. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

4. Voting instructions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

5. Signing instructions

The Proxy form must be signed in the spaces provided.

Individual

If the holding is in one name, the holder must sign.

Joint holding

If the holding is in more than one name, any one holder may sign.

Power of Attorney

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the power of attorney to this form when you return it.

Companies

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the Meeting.

How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 days** before the Meeting (**ie by 6pm, 9th November 2009**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

Post or hand delivery

To the Company's registered office at **44 Newcombe Street, Portarlington**

Facsimile

To fax number (03) 5259 3277