

Notice of Annual General Meeting

Bellarine Peninsula Community Branch Ltd.

ABN 33 089 107 657

**To be held at 7.00pm on Wednesday, 10th November 2010
at Springdale Neighbourhood Centre,
Collins Street, Drysdale**

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2010.

2. Election of Directors

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

Re-election of Director retiring by rotation

- a) That **Sandra Baldwin** be elected as a Director of the Company.
- b) That **Geoff Webster** be elected as a Director of the Company.
- c) That **Robert Hynes** be elected as a Director of the Company.
- d) That **Karen Woodhart** be elected as a Director of the Company.

Election of new Director

- (e) That **Pam Evans** be elected as a Director 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.

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.

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.

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 shareholders as at 5.30pm on 8th November 2010.

By order of the Board

Sandra Baldwin
Company Secretary
10th October 2010

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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.

Re-election of Director retiring by rotation

- a) That **Sandra Baldwin** retires by rotation in accordance with the constitution of the Company, and being eligible offers herself for re-election.
- b) That **Geoff Webster** retires by rotation in accordance with the constitution of the Company, and being eligible offers himself for re-election.
- c) That **Robert Hynes** retires by rotation in accordance with the constitution of the Company, and being eligible offers himself for re-election.
- d) That **Karen Woodhart** retires by rotation in accordance with the constitution of the Company, and being eligible offers herself for re-election.

Election of new Director

- (e) That **Pam Evans** has not previously served as a Director, and offers herself for election.

Sandra Baldwin

I have been a resident of Clifton Springs since 1983 after my husband Alan was transferred to Geelong. We like the village and community feel of the area and we believe it was a great place to raise our two girls.

We have been involved with a variety of community groups over a number of years, and I have owned and operated two businesses in the area.

Now working part time, I look forward to giving back to the local community, in particular encouraging our young to pursue interests and activities in the local area and improving services for our elderly.

Robert Hynes

Bob has been a director of the Company for 7 years.

Bob is also the President of the St Leonards Progress Association. He is a Member of the St Leonards Vision Committee, and on the Advisory Committee of the St Leonards Mens' Shed.

Bob resided in Bendigo for over fifty years, where he worked in the Building Industry as a qualified Carpenter, and was a Councilor with Rural City of Marong for six years, including one year as Mayor.

Since 1984 Bob has worked in a range of positions including Paper Recycling Manager for six years which included supervision of 28 intellectually disabled employees.

Bob has been a director for 7 years and in that time has been involved in many successful community projects.

Geoff Webster

Geoff and his wife Pearl moved to Clifton Springs in 1976, where Pearl later worked at the Clifton Springs Community Centre/Reception Centre/Restaurant for 10 years.

Geoff has travelled extensively, working in South Africa, (where he met Pearl), for one year as an insurance inspector, prior to moving to London and working for a Lloyds Broker for 12 months, before establishing a travel agency specializing in international cut price jet flights (similar to JetStar).

Back in Australia 1972 Geoff married Pearl and moved to Geelong from Sydney in 1973. Geoff then worked for a finance Company which gave him his additional knowledge of 'the workings' of money.

Geoff is very community minded and was president (2nd time) of the Lions Club of Portarlington/Drysdale 2009, ending his term in June 2010.

He enjoys playing chess, tennis, board games with his family and loves rugby. He and Pearl have two adult daughters, Officers in the Royal Australian Air Force – both serving their country on active service in Iraq and other current 'tours of duty'.

Geoff is confident he will be an asset to the Bellarine Peninsula Community Branch Ltd and its Board of Directors.

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Karen Woodhart

A hairdresser by trade, Karen's involvement in the community began with the original steering committee of Bellarine Peninsula Community Bank back in 1997. She then became a board member and was subsequently elected as the Company Secretary. The community bank concept began Karen's community involvement, and since then she has established and is the inaugural chair of the Portarlington Neighbourhood Watch. As a result of this, she was asked to be on the executive of the Region 2 Division 2 Geelong Neighbourhood Watch. Karen is now firmly entrenched in local community organizations being Secretary of the local Pony Club and Secretary to a local charity organization all whilst raising her two girls who both attend school in Drysdale. Karen is excited to still be involved in the community bank and is very proud of what the bank has achieved so far and looks with excitement toward the future and to what else the bank can achieve for our community.

Pam Evans

I am 4th Generation of my family born in Portarlington. I attended the local Primary School and then Matthew Flinders Girls School in Geelong. My Family is my husband Colin, my two sons Geoffrey, Peter, Peter's wife Rachel and their two daughters. My Husband's family have been Builders in the area for 80 years. I was a Sunday School Teacher, a Cub Leader and have been involved in Guiding since I was 9 years old. I was the first Queens Guide in Portarlington and have been awarded the Banksia Award for my service to Guiding in our local area. I am currently a Leader of the Junior Girl Guides as well as District Leader. Colin and I were on the original Building Committee for our Guide Hall. Colin and I have also been involved with the East Tech School Band, Colin was on the Committee and I have gone on the Band camps as cook, laundress and chaperone. We are also involved with the local Football, Netball, Cricket and Golf Clubs. The Community Bank has done so much for the Bellarine Peninsula and I look forward to being a part of that in the future.

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 the vote 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 **Springdale Neighbourhood Centre on 10th November 2010 at 7pm** 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. Receipt of Financial Report, Director's Report and Auditor's Report			
Item 2. Election of Sandra Baldwin			
Item 3. Election of Karen Woodhart			
Item 4. Election of Geoff Webster			
Item 5. Election of Robert Hynes			
Item 6. Election of Pam Evans			

*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"/>
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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 5.30pm, 8th 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