

**Sarina & District Community Financial Service Ltd  
Minutes of Annual General Meeting**

**Held at 1 p.m. on Saturday 15 November 2008  
at R.S.L. Central Street Sarina**

**Present:** 32 Shareholders, 28 Invited guests

**Apologies:** Colleen Farry, Norma Dale, Beven & Kerri Coleman, John & Fay Goulevitch, Carol & Dale Edwards, John Aroldi & Margie Newport.

**Opening**

The Chairman confirmed that a quorum was present and declared the meeting open for business at 1.03pm.

**Notice of meeting**

The notice convening the annual general meeting was taken as received.

**Minutes of previous Annual General Meeting**

The Chairman reported that the minutes of the previous general meeting of members of Sarina & District Community Financial Service Limited held on 17 November 2007, were approved by the board and signed by the Chairman in accordance with the provisions of section 251A of the Corporations Act and that should any member wish to inspect those minutes, a copy was available for that purpose.

**Proxies**

The Chairman reported that the Company had received 21 valid proxy forms.

**Annual Report**

The Company's Financial Report for the year ended 30 June 2008 and the Directors' Report and the Auditor's report were tabled and considered, with an opportunity for questions to be put to the auditor.

The auditor was provided with an opportunity to answer questions submitted to the auditor under section 250PA of the Corporations Act. No questions were asked.

- \* Proxy votes for the resolution is 6
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 14, Helen Dixon 1.

**Chairman's Address**

As part of the Bendigo Bank network we agreed to take part in the U Campaign that run on Channel 7 during the recent Olympic games. This national advertising campaign promoted the Bendigo Bank and U in our community and how U can make a difference.

The board appointed Christina Brady to the board.

Lesley and Bill attended the **Community Bank**® National Conference in Bendigo with more than 217 branches represented, in excess of 600 delegates along with **Community Bank**® Managers, staff and officials.

At the 2008 Annual Sarina Show we again sponsored the luck gate prize of \$200 as well as having a site to promote the branch, we also had a “count the piggy” competition for the children and offered a voucher of \$50 to the lucky winner.

Tibby and Helen Dixon’s shed was the venue for a shed meeting where the directors and staff invited farmers from the local area and community to spend time together and meet our branch manager along with Bendigo Banks Agri manager for this region, Mackay Business Banking Manager and our Regional Financial Planner in an informal setting. Due to the success of the day it is planned to make this a yearly event.

If you would like to stage a shed meeting in your area or know of some farmers please speak to one of the directors or staff during refreshment time as we are planning more of these in different location around Sarina.

We are again in the final stages of planning our second year of Year 7 presentations. The board approved last year and has now introduced this as an annual event We plan to present every graduating student from St. Lawrence to Alligator Creek School a \$25 bank account.

The purpose of this is two-fold. We believe once a child opens an account they generally stay with that bank. Just look how many people still bank with Commonwealth Bank because that was the school bank then, as well as helping encourage children to save and bring parents into the branch.

Helen attended the “Growing your Business Workshop” in Bundaberg  
Can I remind you that Directors attending these workshops and conference voluntarily give of their time to attend. The Company meets accommodation and travel expenses.

Sarina Bowls Day for the Sarina Ambulance was a fun day and was well supported by Directors, staff partners and family.

The board approved a donation of \$1520 to the Sarina Ambulance for purchase and installation of new Navman scanners that needed upgrading.

We again supported the Sarina Ladies Bowls Spring mixed four’s Carnival with a \$200 donation.

The opportunity was given to us to advertise in the Ray White’s Real Estate handouts, this we believe places us in a good position when their clients are considering purchasing or renting of property.

Directors, staff, partners, customers and family were active in playing in the recent Sarina Police Charity Golf Day, we were able to field three teams with an assorted level of player expertise (some had very little). We were proud to be able to sponsor a tee and advertise our branch, which helped local police raise more than \$16,000 on the day, half of which will go the Mackay Base Children’s ward, the other to Police Legacy.

As you can see the Directors have been very active in promoting the business, I would like to thank them for there effort and time along with our staff who also accompany us

on our promotions. As most are aware the Directors have no involvement or information of the customers who do there day to day banking with the branch, the Directors reasonability's are to govern and promote the business only. We receive from Bendigo Bank each month the Profit and Loss statement and Balance sheet only. Let me stress no other banking information is available to the Directors. The Board is very appreciative to our staff that assists us on our promotion to offer product information and answer any banking question that may arise.

As you would be award we say good-bye to two of our original Directors in Peter and Robin. They have served us well with passion, enthusiasm, their time and energy. On behalf of the board we thank them for the contribution they have made and also recognise their partners who have also supported them and us during this time. We all wish them good health in there retirement.

I am sure all here would be interested to know when a dividend payment can be expected. On behalf of the Board we advise the following statement "If budgeted profits are met for the current financial year 2008/2009 then the board believes that a dividend can be declared at the end of the current financial year".

Thank you

### **Manager's Address**

I am pleased to report to the Board and the shareholders on another exciting and successful year of trading at Sarina & District Community Bank<sup>®</sup> Branch.

During the period from 1 July 2007 to 30 June 2008, our customer account base grew from 2,059 to 2,717 representing over a 24 per cent increase. During the same period, our total business has grown from \$47.1 million to \$64.58 million or around 27 per cent business growth in real terms. Consequently, our growth performance has exceeded the projected growth budget significantly for the third consecutive year in a row.

At present there are a lot of questions in the financial world contributing to a period of uncertainty. I am pleased to advise that during the period from 1 July through to 30 September 2008 our customer accounts have continued to grow from 2,717 to 2,883. In terms of business growth, funds under management have also grown approximately \$2.67 million, and the year to date profit as at 30 September was approximately \$18,000.

Whilst during these uncertain times we are not currently experiencing the exceptional growth figures of the previous three (3) years, those figures show the business is still growing and continuing to meet growth budgets.

The branch's outstanding performance has consistently been recognised with the branch winning a number of regional and state awards directly as a result of the amount and volume of growth in our business.

This is a great achievement given the very competitive nature of the banking industry. These fantastic results further prove that the Community Bank<sup>®</sup> model is not only sustainable, but continues to be relevant and trusted by our customers.

Over the past 12 months the Sarina & District Community Bank<sup>®</sup> Branch has once again either been directly involved with or supported a number of community projects. As we grow, our contribution to the community will be greater and more significant.

2007 – 2008 community projects included:

- Issuing of a \$25.00 bank account to every graduating year 7 student attending both state and independent schools in the Sarina, Koumala and Carmila districts

- Sponsorship for the Sarina festival
- Sponsorship of Sarina touch football teams by providing team shirts promoting the Community Bank<sup>®</sup> branch
- Sponsorship of the Sarina Police Charity Golf Day
- Raising funds for Cancer Research by hosting 'The Biggest Morning Tea' and participating in 'The Relay For Life'
- As well as various other donations of support to worthy local events/organisations

There are many people in our community who have contributed to the branch's success to date that I'd like to thank.

Our obvious partners are you, the shareholders. I thank you for your ongoing support and in particular those who have shown total commitment by transferring personal and /or business accounts to the branch.

I would like to thank our Chairman Byron and his team of Directors for their continued support and efforts. Many people don't realise the many hours of work that they put in. It's a huge commitment, made all the more significant because they are unpaid positions.

I'd like to acknowledge Stuart Mitchell our business banker, Lenell Storey our former financial adviser and Angelo Rigano our agri-business manager for their continued efforts in the growth development of our branch.

Finally I'd like to thank my dedicated staff – Roanna, Mary, Trudy, Sharon and Rowena. They are the face of your Sarina & District Community Bank<sup>®</sup> Branch. Without their continued support, commitment and effort I would not be able to report on the success we've achieved to date.

We have designed a Sarina & District Community Bank<sup>®</sup> Branch brochure that "shares our story" - I would encourage all shareholders and guests to take one or even five to give to your friends.

In closing, if you are already not, I urge you to be totally committed to our local Sarina & District Community Bank Branch of Bendigo Bank. The more we grow our business, the more profit we can distribute to our community and return a dividend on your investment.

Let your family and friends in on the Bendigo way of banking, I'm sure they'll be pleasantly surprised.

Thank you.

## **Election of Directors**

### **Paul's Address**

I have lived with my wife Carmel in Sarina for the last 14 years, and have seen the township grow into a thriving community that it is today.

I am part of a fundraising team and participant in the annual 2WD SIDS Adventure Trek. SIDS and Kids Qld receive no government funding and our fundraising efforts are reliant on community donations. We have actively been involved in raising monies since 2002 for this very worthwhile charity.

I have a Graduate Certificate in Bulk Freight Systems Management and a Diploma of Business in Frontline Management. I will be undertaking other tertiary qualifications within the New Year.

I was employed by QR one month short of 27 years and have worked in most parts of Queensland, and within most Business Groups of QR. I have been working within the Goonyella Coal Supply Chain on and off since 1983 in varying roles within QR, and worked full time within this system for the last 16 years. I am currently employed by Dalrymple Bay Coal Terminal as an Operational Planner. This area of work involves Supply Chain Logistics incorporating rail, port and shipping operations.

I have a commitment and desire to succeed at a personal, team and professional level through positive contribution and open communication.

I take a team approach to the board, and am a great believer in sharing information with other board members.

I currently hold the position of Director and am also responsible for promoting the involvement of the Community Bank through local media publications. I seek your election so I can continue to promote our community bank within the region, and commit to seeing the further development of the Sarina Community Bank for the benefit of our shareholders and community alike.

IT WAS RESOLVED that Paul Marshall be re-elected as a Director of the Company.  
Seconded By: Ken Wedel Carried: by Show of Hands.

- \* Proxy votes for the resolution is 8
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13'

### **Christina's Address**

Welcome to everyone for joining us today.

My name is Christina Brady and I have recently joined the Board as a Director.

I am here to tell you a little bit about myself.

I have been a local resident for the past 28 years and raised 4 children here. From being an extremely busy mother of 4, having all those extra-curricular activities, working as a Registered Nurse and helping run a successful farming and commercial enterprise, I feel that I have developed skills and gained an insight on how to grow a business and most importantly how our community could benefit from this.

I am very passionate about the **Community Bank®** concept and through my enthusiastic personality, strong work ethics and my willingness to dedicate my time to the Sarina **Community Bank®**, I know I will be able to help drive this bank to further success to make it strong and profitable for everyone involved.

Thank-you.

IT WAS RESOLVED that Christina Brady be re-elected as a Director of the Company.  
Seconded By: Ralph Johnson Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13, Helen Dixon 1.

## **Rodney's Address**

My name is Rodney Nunn and I have been involved as a Director and prior to that a member of the steering committee since almost the beginning of the idea to create this business of a Community Bank in Sarina.

I have spent countless hours on the task of creating and running this business and since business operations commenced I have been the Treasurer of Sarina and District Community Financial Services Limited.

I retired shortly before becoming involved in this activity and my previous background was in Law and Accounting in the State Government of Queensland.

Because of my past experience I believe I bring certain expertise to the task of being a Director. I also have the strongest possible commitment to making this business produce in the future the best possible results for both shareholders and the general community of Sarina and District.

I am a committed resident of Sarina and want to see the best for Sarina.

Thank you.

IT WAS RESOLVED that Rodney Nunn be re-elected as a Director of the Company  
Moved By: Cathy Hutton                      Seconded By: Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13

## **Lesley's Address**

Shareholders & Invited Guests... Good Afternoon.

In 1995 my family moved to Sarina from Adelaide looking for a better life style. We were quickly embraced by the community and now operate a very successful Manufacturing Jewellery business servicing our community

Shortly after arriving I was invited to be part of the steering committee to form a center that could offer local information about the area and that could sell locally made product made by the community. In 1996 we were successful in opening the Sarina Tourist Art & Craft Centre. This is a center operated on a totally voluntary basis and trades 362 days a year. I held the position of Executive Secretary and during this time was very instrumental in the center gaining tourism accreditation. I resigned in 2004.

In July 2003 I attended the first meeting where the steering committee was established that would bring local banking back to our community. I was one of the chief organizers of the steering committee and was very actively involved in the ground-breaking work to sell this concept to the community. The steering committee was successful in reaching the required \$'s to open and operate this business. I was appointed to the position of Company Secretary on the formation of the Company. This is a totally voluntary position that I enjoy along with the challenges of helping grow this business. I have given countless hours to help build the business to it current level of success and along the way

learned so much about the community, met some wonderful people, as well as gaining the support of my fellow Directors. I believe I have the energy and drive to promote this business to even greater success.

I offer myself for election to the board and ask you entrust me with your support. Thank you.

IT WAS RESOLVED that Lesley Ward be re-elected as a Director of the Company  
Seconded By: Gloria Murray Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13, Helen Dixon 1.

### **Helen's Address**

In 2006 I was invited to join our **Community Bank®** Board to replace a retiring director.

The original board, through hard work has been very successful in establishing and growing our Sarina **Community Bank®**. I feel that it is now the task of this board to promote and advance this business to a level that will make it one of the most successful in the State.

As a local resident I have successfully managed a business for the last 30 years. During this time I have attended many meetings either as an executive or as a committee member of the industry peak body.

The skills that I have acquired in single desk marketing, managing staff and implementing food safety using the principles of HACCP, I will carry with me into my role as director.

One of the tasks entrusted to me as a board member is marketing and promotion. Consequently over the next twelve months it is my intention to make the Sarina **Community Bank®** a well known name in the district and I encourage everyone here today to participate in our promotions whenever they can.

I would like the opportunity to continue as a board member and I ask for your support in voting for me today.

Thank you,

IT WAS RESOLVED that Helen Dixon be re-elected as a Director of the Company  
Moved By: Joe Bartolo Seconded By: Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13.

### **Linda's Address**

Good afternoon Share holders, Staff, Board members and invited guests. For those of you who don't know me, my name is Linda Brady and I have lived and worked in the Sarina and Mackay district for almost 20 years now.

I transferred from Brisbane where I worked for the NAB for 14 years in Middle management positions in the Credit Cards Services Dept. This gave me an extensive Financial grounding. The positions I held required the capacity to oversee various sections I was in charge of as well as maintaining a team environment in the Department. My involvement in the Sarina district was initially to Lease the Grand Central hotel and then I worked at the Sarina Hotel for a number of years. This was certainly an easy way to meet quite a few of the locals in the area and was definitely different from anything I had ever done before. I can't even remember being in a public bar prior to that, but I had a lot of fun during those years.

I then went on to be Practice Manager of Ambrose Medical Group for their two locations in Mackay for eight and half years. I was solely responsible for maintaining the smooth running of both practices.

I believe that my past experiences and work environments have given me a good foundation to assist the other experienced Board members help the Sarina **Community Bank®** grow. I have a strong work ethic and great organisational skills, just ask those who know me.

I can only hope to achieve similar growth of the Bank that the retiring board members, Peter Smith and Robin Pitcher achieved.

I would love the opportunity to help promote the Sarina **Community Bank®** and as I believe Sarina to be a vibrant and exciting town in its own right with top rate services second to none.

Thank you for the opportunity to present myself to you and I'll now pass you back to Byron

IT WAS RESOLVED that Linda Brady be elected as a Director of the Company  
Seconded By: Cath Hutton Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13.

### **Ralph Address**

Hello, my name is Ralph Johnson and for those who may not know me, I have lived in Sarina since 1991.

I became involved in the formation of the "Steering Committee" that acted to inform the community and gauge its support for the "Community Banking Model". Eventually, I came to chair this committee as we worked through the Feasibility Study processes, the formation of the company "Sarina and District Community Financial Services Ltd" and then became its first Chairman.



After this, we set about finalising the Business Plan, developing and launching the Prospectus, securing premises and managing the attendant alterations as well as appointing staff and organising the opening of the Branch in 2005. I remained Chairman until midway 2007 when I was appointed as acting Principal of Glenden P – 12 State School. I tendered my resignation with regret as I knew that I would be unable to function effectively as a Board member from that distance. I have now returned to live in Sarina and take this opportunity to offer my services as a Director if you so wish. I believe that I may bring an unmatched body of experience that aligns well with the current vision for the continuation and development of this enterprise in Community Banking in Sarina and the surrounding district.

IT WAS RESOLVED that Ralph Johnson be elected as a Director of the Company  
Seconded By: Ken Wedel Carried: by Show of Hands.

- \* Proxy votes for the resolution is 7
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 13, Helen Dixon 1.

### **Remuneration report**

IT WAS RESOLVED that the remuneration report be adopted by the meeting.  
Seconded By: Cath Hutton Carried: by Show of Hands.

- \* Proxy votes for the resolution is 5
- \* Proxy votes against the resolution is 0
- \* Proxy votes to abstain on the resolution is 0
- \* Proxy votes at the proxy's discretion Chairman 15, Helen Dixon 1.

### **Robin's Address as retiring Director**

Four and a half years ago I attended a meeting intending to form a Community Bank.

Directors were appointed, training began, discussions with potential shareholders then customers made us very busy for some time.

The bank was opened with new staff and we were away.

I have enjoyed my job immensely with the help of the other Directors making our bank as good as it is.

Now is the time, with our bank going so good, for me to retire and leave the new Directors to carry on the good work.

Thanks to all Directors, staff, customers and shareholders along with any others I continually hassled, for making the job easy

### **Close of meeting**

There being no further business the meeting then closed.

Byron then invited Libby Gleeson Regional Manager to say a few words:

Chairman of Sarina **Community Bank**<sup>®</sup> Branch directors, shareholders, ladies and gentlemen.

This year Bendigo Bank celebrated our 10<sup>th</sup> Anniversary of Community Bank in Australia.

The number of **Community Bank**<sup>®</sup> branches has doubled in the last four years and in the same time frame, customers have tripled their commitment of banking business to the network, increasing it to more than \$11 billion.

More importantly, in excess of \$18 million in **Community Bank**<sup>®</sup> branch profits have been returned to community projects and \$12 million has been paid in dividends to more than 50,000 local shareholders. There are now 223 CB branches around the country, with 34 CB branches in Qld. The number of community bank branches now outnumber company branches of which there are 197, making a total of 420 branches around the country.

The Sarina CB branch has continued to grow strongly with just under 2000 customers and your branch manager has already advised that bank footings now stand at \$71.5m.

Your local CB branch offers the same types of products as all the other banks in the country. The point of difference is that when your CB is consistently profitable (and we are nearing this point) you as local shareholders will receive dividends and your CB will provide an increasing volume of grants and sponsorships that will directly benefit your community. The more shareholders that convert their banking to the CB branch the more profitable it will become and both you as shareholders and your community will directly benefit.

In this volatile economic environment I thought it was also timely to mention another milestone that BBL achieved this year and this is its **150<sup>th</sup> Anniversary**

Bendigo commenced trading 150 years ago as a Building society and grew a reputation for ethical dealing and prudent financial management. It posted a profit during the Great Depression, which allowed it to support borrowers who were struggling to put food on the table.

Bendigo Bank is one of only 8 companies on the stock exchange to have delivered a profit in every one of its 150 years of operation.

Bendigo Bank is a very traditional bank. We have a strong balance sheet and continue to apply conservative underwriting standards to all lending. Our credit quality and

performance provides us the ability to manage through different economic cycles that prevail from time to time.

We are a domestic bank that concentrates on servicing communities around Australia. We have no exposure to the US sub prime loans nor to other major organisations that have experienced difficulties in the changed international environment.

We are well placed to continue our growth and development over the next decade and we will be working hard to ensure we protect the trusted position we hold with our growing customer and shareholder base.

**In closing ....**

I would like to acknowledge your board and in particular your chairman, Byron, treasurer, Rodney and secretary Lesley for their passion and dedication in overseeing the strategies that have helped drive the success of your CB. Your directors are volunteers and have the crucial task of ensuring not only achievement of results but most importantly the very serious task of corporate governance of a publicly listed company.

I would also like to congratulate Bill and his team for achieving exceptional growth results again this year for your CB. The Sarina CB team have twice won State Awards this year for business activity. They should be congratulated for achieving these results, but most importantly they also achieved the highest customer satisfaction ratings.

Thank you for the opportunity to be part of your meeting and I wish you continued success for the 2008/09 financial year.

Signed as a correct record

\_\_\_\_\_  
(Chairman)

Date:\_\_\_\_\_