

## Notice of Annual General Meeting 2009

Notice is hereby given that the Annual General Meeting of Shareholders of Bendigo Community Telco Limited (ACN 089 782 203) (the Company) will be held at Hunter House, 57 Queen Street, Bendigo on Tuesday, 27 October 2009 at 6.00 pm.

### AGENDA

#### *ORDINARY BUSINESS*

##### **1. Accounts and Reports**

To receive and consider the Company's financial report, directors' report and report by the auditor for the year ended 30 June 2009.

##### **2. Remuneration Report**

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

"The Remuneration Report for the Company for the year ended 30 June 2009 be adopted."

Note: The vote on this resolution is a non-binding advisory vote only.

##### **3. Re-election of Mr A Cairns as a Director**

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

"Mr A Cairns, who retires from office under Clause 58 of the Company's Constitution, be re-elected as a director of the Company"

##### **4. Re-election of Dr L Kilmartin as a Director**

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

"Dr L Kilmartin, who retires from office under Clause 58 of the Company's Constitution, be re-elected as a director of the Company"

#### *VOTING RIGHTS*

##### *Attending the Meeting*

All shareholders may attend the Annual General Meeting.

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

the register in respect of the relevant shares is entitled to vote in respect of them.

A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act 2001 (Cwlth) (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 lodged with or presented to the Company before the meeting.

##### *Not attending the Meeting*

Shareholders entitled to vote at the meeting, but not attending, are encouraged to appoint a proxy to vote on their behalf, using the enclosed Proxy Form. The person appointed as the member's proxy may be an individual or a body corporate. A proxy need not be a member of the Company.

A shareholder who is entitled to cast two or more votes at the meeting may appoint two proxies and specify on the Proxy Form the proportion or number of votes each proxy is appointed to exercise.

For an appointment of a proxy for the meeting of the Company's members to be effective, the following documents must be received by the Company at least 48 hours before the meeting being no later than 6.00pm Friday 23 October 2009.

1. The proxy's appointment
2. If the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

The Company receives the proxy documents when they are received at any of the following:

1. The Company's registered office at 23 McLaren Street, Bendigo, Victoria, 3550.
2. The fax number (03) 5454 1537

A proxy form accompanies this notice of meeting.

By Order of the Board  
M B Campbell  
Company Secretary  
23 September 2009

## EXPLANATORY NOTES

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

### 1. Accounts and Reports

The Company's financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

However, the Chairman will allow reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the management of the Company. The Chairman will also allow a reasonable opportunity for members at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit. The preparation and content of the auditor's report, the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

### 2. Remuneration Report

The full Annual Report for the year ended 30 June 2009 contains a Remuneration Report which sets out the remuneration policies for the Company and reports the remuneration arrangements that were in place for the directors and executives identified in the Remuneration Report.

A copy of the report is set out in the full Annual Report and can also be found on the Company's website at [www.bendigotelco.com.au](http://www.bendigotelco.com.au).

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting before members are asked to vote on resolution 2, to adopt the Remuneration Report. The vote on this resolution is advisory and does not bind the Company.

### 3. Re-election of Mr A Cairns as a Director

Mr Cairns, aged 47, has been a Director of the Company since 2003 and stands for re-election at this year's Annual General Meeting. Mr Cairns is a member of the Audit and Risk Committee. Mr Cairns is the Chief Executive Officer of Community Telco Australia Limited.

Other details including his qualifications, experience and information relevant to the re-election can be found in the Director's Report of the 2008/09 Financial Statements.

### 4. Re-election of Dr L Kilmartin as a Director

Dr Kilmartin, aged 65, has been a Director of the Company since 2004 and stands for re-election at this year's Annual General Meeting. Dr Kilmartin is the Principal of The Insight Group.

Other details including his qualifications, experience and information relevant to the re-election can be found in the Director's Report of the 2008/09 Financial Statements.

Should you wish to download a copy of our 2008/09 Annual Report or the full financial statements they can be found on our website at [www.bendigotelco.com.au](http://www.bendigotelco.com.au)

A copy of this form and the 2009 Proxy Form can also be found on our website under the Investor Information section.