

Notice of Annual General Meeting

Rye & District Community Financial Services Limited
A.B.N. 67 095 766 895

**To be held at 6.30pm for 7.00pm on Wednesday 25th October
at Rye Community Hall, Napier Street, Rye**

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 Trevor Lloyd be elected as a director of the Company.
- (b) That Shane McCarthy be elected as a director of the Company.
- (c) That Patricia Tonks be elected as a director of the Company.

Special Business

3. Remuneration report

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

That the remuneration report be adopted.

4. Director Remuneration

To consider, and if thought fit, pass the following resolution as a special resolution.

That the Board be authorised to pay by way of remuneration to the non-executive Directors appointed under Rule 51 (1) and (2) of the Company constitution, an amount not exceeding the sum of \$90,000 in aggregate per annum from the date of this resolution, such amount to be distributed amongst the said Directors at the discretion of the Board.

5. 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 5.00pm on Monday 23rd October 2006.

By order of the board

Eileen Naylor
Company Secretary
24 September 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) Trevor Lloyd retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) Shane McCarthy retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Patricia Tonks retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Agenda Item 3: 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 4: Director Remuneration

Rule 53 (1) of the Company constitution permits that Directors may be remunerated for the services provided to the Company.

To this stage in the history of the Company, Directors have acted in a voluntary capacity and have not received remuneration.

It is now considered that, with the growth of the Company during the five years of its existence, the profitability achieved over this time and the added statutory and fiduciary duties of Directors, consideration should now be given to providing Directors with some remuneration as recompense for the risk carried as Directors and for the time devoted to the conscientious execution of directorial duties

This resolution seeks shareholder approval to provide an aggregate amount of \$90,000 per annum; including superannuation guarantee contributions, to be apportioned by the Board to reflect the responsibility carried by each Director in the execution of his/her duties.

Provision for this expenditure has been made in 2006/07 annual budget.

Agenda Item 5: 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® 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 and 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 in Rye and the surrounding district, or a company with a registered office in Rye and the surrounding district 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, 270) (the **Base Number Restriction**). The current number of shareholders in the Company is approximately 300.

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 (e.g. 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

The Existing Constitution already contains a rule requiring Directors to periodically stand for re-election. This rule is being updated under the Proposed Constitution.

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 *Corporations Act 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 lodgment.
- 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).