

Notice of Annual General Meeting

South Burnett Community Enterprises Limited
A.B.N. 11 068 049 178

**To be held at 7.00pm on 15/11/2011
At Memorial Hall Yarraman**

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 20xx.

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 appointed since last Annual General Meeting

(a) That **Ross Michael Towell** be elected as a Director of the Company.

Re-election of Director retiring by rotation

(b) That **Noel Leslie Strohfeld** be elected as a Director of the Company.

(c) That **Frank Edward Smith** be elected as a Director of the Company.

(d) That **David Wayne Emms** be elected as a Director of the Company.

3. Appointment of Auditor

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

That the appointment of **Graeme Stewart** as Auditor of the Company be approved.

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.

Notice of Annual General 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 members as at **7.00pm** on **15/11/2011**.

By order of the Board

David Robison

Company Secretary

15/10/2011

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.

Agenda item 2. Election of Directors

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

Re-election of Director appointment since last Annual General Meeting

(a) **Ross Michael Towell**, having been appointed by the Board since the last annual general meeting, retires in accordance with the constitution of the Company, and being eligible, offers him/herself for election.

Re-election of Director retiring by rotation

(b) **Noel Leslie Strohfeld** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election.

(c) **Frank Edward Smith** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election.

(d) **David Wayne Emms** retires by rotation in accordance with the constitution of the Company, and being eligible, offers him/herself for re-election.

Election of New Director

(b) **<Name>** has not previously served as a Director, and offers him/herself for election.

<Insert information about candidates> eg qualifications, skills and experience, and whether or not recommended by the Board

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **Graeme Stewart** as the Company's Auditor.

The Board has received **<Name>'s** consent to act and written notice of **<Name>'s** nomination as Auditor from a shareholder.

The appointment of **<Name>** requires approval of shareholders under the Corporations Act.

<Insert information about proposed Auditor>

**South Burnett Community Enterprises Limited
Preliminary Notice of Annual General Meeting
Nomination of Directors**

Dear Shareholder,

This is a preliminary notice that the Annual General Meeting of the shareholders of South Burnett Community Enterprises Limited will be held on 15/11/2011. The purpose of this Notice is to enable you to nominate a person for election as a Director. A formal Notice of Meeting will be provided closer to the Meeting, in accordance with the Constitution and Corporations Act.

Under our Company Constitution, not less than a third of the Directors must retire at each Annual General Meeting. These Directors can seek re-election.

If you would like to nominate a person for election as a Director at the Annual General Meeting, the nomination must be received at the Registered Office of the Company not less than 30 business days and not more than 60 business days before the Annual General Meeting. Accordingly, nominations must be received between 15/09/2011 and 15/10/2011. A form for the nomination of a person for election is attached.

If you have any queries about nominating a person for election, I can be contacted on 07 41630905.

David Robison
Company Secretary

Notice of nomination of person for election as Director

1. Nomination

I, _____ (full name), of
_____ (address)

state that I am a shareholder of South Burnett Community Enterprises Limited, and nominate the following person to stand for election as a Director of South Burnett Community Enterprises Limited at the Annual General Meeting on 15/11/2011.

_____ (signature of shareholder) ____/____/____
(date)

2. Consent

I, _____ (full name), of
_____ (address)

accept the nomination to stand for election as a Director of South Burnett Community Enterprises Limited at the Annual General Meeting on 15/11/2011, consent to act as a Director of South Burnett Community Enterprises Limited and confirm the following information is correct and consent to its disclosure as set out below. I also agree to comply with the procedures for a Victoria National Police Records Check.

2.1 Information to be provided to Australian Securities and Investments Commission if elected

Given and family name: (as set out above) _____

All former given and family names: _____

Date and place of birth: _____

Residential Address: _____

2.2 Information that may be included in South Burnett Community Enterprises Limited Notice of Meeting

Skills and experience: _____

Qualifications: _____

_____ (signature of nominee) ____/____/____
(date)

This notice must be lodged at the Registered Office of South Burnett Community Enterprises Limited at 23 Toomey Street Yarraman QLD 4614 no later than 30 business days before the Annual General Meeting, and no earlier than 60 business days before the Annual General Meeting.

The Annual General Meeting is to be held on 15/11/2011.

Proxy form

South Burnett Community Enterprises Limited
A.B.N. 11 068 049 178

All correspondence to:
South Burnett Community Enterprises Limited
P.O.Box 42
Yarraman Qld.4614
Enquiries **07 41630905**

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 **South Burnett Community Enterprise Limited** 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 **Yarraman** on **15/01/2011** at **7.00pm** 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. Receipt of financial report, Director's report and Auditor's report			
Item 2. Re-election of <Name>			
Item 3.			
Item 4.			
Item 5.			
Item 6.			

*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

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

South Burnett Community Enterprises Limited
A.B.N. 11 068 049 178
Registered Office – 23 Toomey Street Yarraman QLD 4614

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 business days** before the meeting (**ie by 7.00pm 13/11/2011**). 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 **23 Toomey Street Yarraman QLD 4614**

Facsimile

To fax number **07 41638377**

<Note: A Board should consider whether to provide for electronic lodgement – see s250B(3) and regulation 2G.2.01(1). In the case of a BSX-listed Company, see also s250BA>