

Pittwater Business Limited ABN 60 119 389 687

**NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY 25 NOVEMBER 2009**

Notice is hereby given that the Annual General Meeting of Pittwater Business Limited will be held on
25 November 2009 at 4pm at The Pittwater House School, 70 South Creek Rd, Collaroy

Ordinary Business:

1. Apologies
2. To receive the Report from Chairman
3. To receive the audited Financial Report for the year ended 30 June 2009 together with the Directors' Report and the Independent Audit Report thereon.
4. To consider and if thought fit, pass each of the following resolutions as separate ordinary resolutions of the Company:
 - (a) That Mr Andrew Blunden being a director who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, is re-elected as a director of the Company.
 - (b) That Mr Richard Morgan being a director who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, is re-elected as a director of the Company.
 - (c) That Mr Dirk Chitchen in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company.
 - (d) That Mr Drew Clark in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company.
 - (e) That Mr Peter Lever in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company.
 - (f) That Mr Brian Maguire in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company.

Each resolution to appoint a director will be voted on separately.

5. To attend to any general business

In accordance with clause 18.1 of the Constitution, a member is not entitled to vote at a general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting.

By Order of the Board



Dated this 10th day of November 2009

EXPLANATORY NOTE

Item 4 ELECTION OF DIRECTORS

In accordance with Clause 26.1 at each general meeting one third of the directors must retire from office. Therefore, at this meeting Mr Andrew Blunden and Mr Richard Morgan will retire and offer themselves for re-election.

In accordance with Clause 24.1(a) the Company may by resolution passed in general meeting appoint new Directors. Therefore, at this meeting, Mr Dirk Chinchin, Mr Drew Clark, Mr Peter Lever and Mr Brian Maguire offer themselves for election as directors.

(a) Mr Andrew Blunden CA, FEI, MAICD

Andrew Blunden, a Chartered Accountant and Registered Tax Agent, is the Managing Director and founder of Part Time Professionals Pty Ltd. This organisation represents over 280 Chief Financial Officers, Financial Controllers, Accountants and other executives throughout Australia by introducing them to permanent part time or project-based client assignments. The company is based in Pittwater and is represented in Melbourne, Brisbane, Adelaide, Canberra, Perth, Hobart and San Francisco.

Originally commencing with Ernst & Young in 1983, Andrew has held roles as Chief Financial Officer, Company Secretary and Director with both publicly listed and privately owned organisations. He has held executive positions with such companies as Sonic Healthcare Ltd, Computershare Ltd, LAN Systems Pty Ltd and Serco Australia Ltd.

Andrew was a member of the Pittwater Business steering committee in 2005 and has been a director since the foundation of the company.

A resident of Clareville, Andrew holds a Bachelor of Commerce (Newcastle University), a Corporate Directors Diploma (University of New England) and is a Member of the Australian Institute of Company Directors, Institute of Chartered Accountants and the Financial Executives International.

(b) Mr Richard Morgan MA GDipMuseumStud Syd DipORec AQF, FRSA MACE, JP, Major (AAC)

Richard Morgan is the Principal and CEO of The Pittwater House Schools, a not-for-profit independent boys and girls school providing excellence in education for families who live on Sydney's Northern Beaches Peninsula.

Richard has extensive experience in leadership in the not-for-profit sector through this role and his previous roles as director of Sydney Maritime Museum and founding director of the Newcastle Regional Museum. A significant amount of Richard's effort throughout his career has been centred on corporate governance and accountability to all levels of government as well as ensuring funding for operations from a range of sources including government.

Richard was Chairman of PBL in 2008 and has been a member of the Board of Directors since 2007. He holds qualifications in archaeology, history and museology with a Bachelors and a Masters of Arts from the University of Sydney, a Diploma in Museum Studies and a Diploma in Outdoor Recreation, is a Fellow of the Royal Society of Arts, a Member of the Australian College of Educators, a Member of the Australian Council for Educational Leaders and is a Justice of the Peace. Richard has also served continuously as an Officer in the Australian Army Cadets since his 20s and currently holds the rank of Lieutenant Colonel and serves as part-time Assistant Commander of Army Cadets in the NSW Region.

He was recognised by the Australian Government for his community service with the award of an International Year of Volunteers badge in 2001 and the Centenary of Federation Medal in 2003.

(c) Mr Dirk Chinchin GDip App Fin

Dirk is a resident of Pittwater and is a financial planner with Genesys Wealth Advisors. He has extensive experience in private wealth management, having worked with ANZ, Westpac and Goldman Sachs JB Were.

(d) Mr Drew Clark

Drew has operated within the Recruitment and Human Resource Industry since 1980.

In 1982 he set up his own firm, Clark Pendrigh & Associates Pty Ltd, (CP&A) with business partner, Lyn Pendrigh in 1982. The Company specialised in Recruitment and Search in the middle to senior management areas. Currently, CP&A is enjoying its 27th year of business, still specialising in middle to senior management recruitment, with a diverse client base including:- Aviation, Manufacturing, Industry Associations, Timber, Chemicals, Insurance, Infrastructure, Sports Marketing, Retail, Building & Construction, Forestry, Agriculture.

As part of CP&A's growth, Drew developed the Human Resource Consulting arm, REMCIN, to cater to companies' needs in the provision of a number of HR related functions, including: Remuneration surveys/advice, Job Description development and review, Performance Appraisal, Policy & Procedure review and development, KPI development and Retention strategies.

CP&A is now primarily involved in the provision of Career Transition Services:- Interview Skills Training, (Executive) Career Counselling, Outplacement and Psychometric Assessment.

Drew is a Professional Member of the Career Development Association of Australia (CDAA), the peak governing body for the Career Services field.

(e) Mr Peter Lever CA

A Chartered Accountant. Peter joined Northstar Accountants in 2003 as a Client Manager responsible for the taxation and accounting compliance for a range of small to medium business and individual clients.

In January 2006 he became a partner in the business.

Since this time he has developed a diverse client base primarily based on the Northern Beaches. His clients include service based industry such as commercial fit out and design, IT specialists and software & web developers, solicitors, business and management coaching, natural therapy practitioners, training companies, licensed builders, plumbers and electricians; importers and wholesalers; manufacturing (clothing industry); property developers; and a number of property and share investors.

Peter advises and assists his clients in a range of matters from mandatory accounting and taxation compliance, assisting with setup of accounting systems, cashflow and forecasting, management reporting, business structuring and restructuring, transactional taxation advice, and general business advice.

Peter is also responsible for the internal financial control of Northstar.

(f) Mr Brian Maguire B.Comm FCA

Brian Maguire is a successful Mentor, Business Coach and Professional Speaker.

A Chartered Accountant by profession, Brian trained with KPMG and has had many years senior financial & commercial management experience with companies such as Pacific Dunlop, Reil Corp and Orica. Since 1994, Brian has also been involved in small-medium business.

In his current business, Absolute Clarity Communications, Brian has earned a reputation as a Business Coach that gets great results for his clients. Absolute Clarity was formed in 2001 to make available to the small and medium business sector the knowledge, skills and technologies that help businesses grow and prosper. Brian is a founding member of the International Association of Coaches and is the Deputy President of the International Coaching Federation NSW Chapter.

Brian is an accomplished MC and runs regular workshops and seminars for business-owners on the Northern Beaches. He also develops and presents business programmes for some of Australia's largest companies including Westpac, Westfield, St George Bank, Abbott Laboratories and others. Brian has always had a passion for people and business. His experience over the years has given him great insight into what makes a business grow and why.

Brian has been a member of PBL since its inception and looks forward to the opportunity to contribute his experience and energy to serve the Pittwater business community.

VOTING BY PROXY – Pittwater Business Limited ABN 60 119 389 687

Important Information

- (1) A proxy form accompanies this Notice of Meeting
- (2) A members entitled to vote at the Annual General Meeting is entitled to appoint a proxy
- (3) A proxy need not be a member of Pittwater Business Limited
- (4) Proxy Forms must be signed by the member or the members attorney and must be deposited at the registered office of Pittwater Business Limited addressed to the Company Secretary, at

**c/- Northstar Accountants
Suite 8, 90 Mona Vale Road
Mona Vale NSW 2103.**

- (5) To be effective, the proxy shall be deposited with the Company Secretary:
 - (i) Not less than 48 hours before the time of holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) In the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

YOUR VOTE IS IMPORTANT

Please direct your proxy how to vote

For your vote to be counted, the Proxy Form attached, duly completed, must be received by Pittwater Business Limited not later than 4.00pm on Monday 23 November 2009.

Guide to completion of the Proxy Form overleaf

Follow the numbers on the proxy form corresponding to the numbers mentioned below.

- (1) Insert your personal details.
- (2) Insert the name of the person you wish to appoint as proxy; members cannot appoint themselves. The Chairman of the meeting will act as your proxy if you do not appoint someone. You can vote by proxy even if you plan to attend the meeting.
- (3) If you wish to direct your proxy how to vote, place a mark in the appropriate box. The vote will be invalid if a mark is made in more than one box. Your vote is important, please direct your proxy how to vote.
- (4) Members must sign here. The proxy must be signed by a member or under the hand of an attorney. If this proxy is signed by a person who is not a member then the relevant authority must either have been exhibited previously with Pittwater Business Limited or be enclosed with this proxy.
- (5) Members must insert the date here.

PROXY FORM – Pittwater Business Limited ABN 60 119 389 687

(1) Your details

(Please print your name and address)

Name: _____

Address: _____

City: _____ State: _____ Postcode: _____ Telephone: _____

(2) Appoints

Name: _____

(Please print the name of the proxy)

or failing that person so named, or if no person is named, the Chairman of the Meeting, to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chairman sees fit at the Annual General Meeting of Pittwater Business Limited to be held on 25 November 2009 commencing at 4pm and at any adjournment thereof.

(3) Ordinary Business

To consider and if thought fit, pass each of the following resolutions as separate ordinary resolutions of the Company:

4 (a) That Mr Andrew Blunden being a director who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, is re-elected as a director of the Company. For Against Abstain

4 (b) That Mr Richard Morgan being a director who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, is re-elected as a director of the Company. For Against Abstain

4 (c) That Mr Dirk Chinchin in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company. For Against Abstain

4 (d) That Mr Drew Clark in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company. For Against Abstain

4 (e) That Mr Peter Lever in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company. For Against Abstain

4 (f) That Mr Brian Maguire in accordance with the Company's Constitution and being eligible, offers himself for election, is elected as a director of the Company. For Against Abstain

(4) Signature _____

(5) Date _____