Australian Green Infrastructure Council

ACN 131 329 774

Notice of Annual General Meeting

and

Explanatory Memorandum to Members

A proxy form is enclosed

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Australian Green Infrastructure Council (ACN 131 329 774)

Notice of annual general meeting

Notice is given that the 2010 annual general meeting of the company will be held at QUT Brisbane – Block U - Room U214 (Council Room), on Thursday 12th August 2010 at 5.00pm.

Agenda items

Ordinary business

1 Financial report

To receive and consider the financial report of the company and the reports of the directors and auditors for the year ended 30 June 2010.

2 Election of directors

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

Appointment of directors

Five Directors resigned at the AGIC inaugural AGM held on August 6th 2009; therefore no current Directors are required to retire by rotation for re-election.

An Election is required to decide the candidate to fill the casual vacancy.

Special business

3

(a)

Explanatory memorandum

Members are referred to the explanatory memorandum accompanying and forming part of this notice of meeting.

Proxies

A member entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the member. A proxy need not be a member and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the member's votes.

A Proxy Form accompanies this Notice and to be effective must be received at the company's registered office:

The Secretary, Glenn Hedges, 1 Easton Close, The Gap QLD 4061

OR, by electronic address: admin@agic.net.au.

by no later than 5.00pm 9.08.2019

By Order of the Board

date _____

sign here ► _____

Company Secretary

Australian Green Infrastructure Council (ACN 131 329 774)

Explanatory memorandum to members

This Explanatory Memorandum has been prepared to help members understand the business to be put to members at the forthcoming annual general meeting.

Ordinary business

1 Annual financial report

The *Corporations Act 2001* (Cth) (**Corporations Act**) and the company's constitution requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the company for the year ended 30 June 2010,

to be laid before the annual general meeting. Neither the Corporations Act nor the constitution requires a vote of members on the reports or statements. However, members will be given ample opportunity to raise questions or comments on the management of the company.

The financial report for consideration at the meeting will be the full financial report.

2 Election of directors

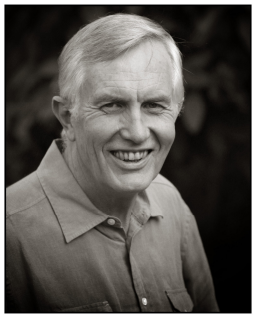
Appointment of directors

The Resignation of Director Michael Kerry has created a Casual Vacancy on the AGIC Board.

Three candidates have nominated for the casual vacancy and as such an election is required. Nominating candidates are:

a) Denis Cook offers himself for election. (Nominator: Parsons Brinckerhoff)

The experience, qualifications and other information about Denis Cook appears below:



Denis Cook is Parsons Brinckerhoff's Regional Director for Queensland.

He has over 40 years experience managing a wide range of significant infrastructure planning and development projects throughout Queensland.

In his career with the Queensland government, he led teams responsible for ensuring infrastructure policy and planning supported Queensland's economic, social and environmental objectives. As the Deputy Coordinator-General for a period of six years, he provided strategic leadership to the State's economic development and infrastructure initiatives with special emphasis on the management of impact assessments and approvals for major industrial, mining and infrastructure projects. He was also involved in strategic land and infrastructure planning and development, and the negotiation of the government's commercial arrangements with the proponents of major private sector projects.

Since joining PB as a Major Projects Executive in 2006, Denis has been involved in a wide range of projects and strategic planning studies in the transport, resources, community development and energy sectors.

b) Dr Nick Fleming offers himself for election. (Nominator: Sinclair Knight Mertz)

The experience, qualifications and other information about Dr Nick Fleming appears below:

Nick is the Chief Sustainability Officer for the global operations of Sinclair Knight Merz, a leading engineering, sciences and project delivery firm. He has nearly 20 years local and international experience in consulting and applied research, leading complex multidisciplinaryprojects that aspire to sustainability outcomes.

His track record includes projects across the water, mining, infrastructure, defence and natural resources sectors, and all levels of government, where he principally operates as a strategist and integrator of technical disciplines dealing with aspects of organisational strategy, project design, capacity building and decision support.

He routinely works at the Board and executive level, helping to develop pragmatic strategies for private and public organisations. This knowledge and experience was recently recognised with an Honorary Fellowship of the Asian Foresight Institute. Prior to assuming his current role Nick was strategic director of Technology & Innovation for the Water & Environment business unit of SKM. He also sits on the Board Committees on Strategy and Corporate Social Responsibility for the firm. He is also the recipient of multiple awards and a regular keynote speaker.

c) Russell Cuttler offers himself for election. (Nominator: John Holland Group)

The experience, qualifications and other information about Russell Cuttler appears below:

Executive General Manager – Specialist Businesses
John Holland Group

With over 25 years of experience in the Tunnelling industry throughout the world, Russell has held key roles in projects including Eastlink, Lane Cove Tunnel, North-side Storage Tunnel, CityLink and the Channel Tunnel. Russell has extensive experience in rock and soft ground tunnelling including using tunnel boring machines, roadheaders, open shields, compressed air shields and EPB. In February 2007 Russell was appointed to the role of General Manager - Tunnelling within John Holland. In 2009 Russell was announced as the Executive General Manager – Specialist Businesses, which is comprised of John Holland's Power, Water, Energy & Resources and Tunnelling and Mining business units.

Russell is a Graduate of Monash University in Melbourne, and is also a member of the Engineers Australia, Australasian Tunnelling Society and the International Tunnelling Society.

3 Appointment of auditor

The auditor has consented in writing to its appointment

Special business

Australian Green Infrastructure Council (ACN 131 329 774)

Proxy form

I/We

of

being **a member**/**members** of Australian Green Infrastructure Council (ACN 131 329 774) (the **Company**) and entitled to attend and vote, appoint

of

(or, in **his**/**her** absence, or if no person is named, the chair of the meeting) as **my**/**our** proxy to vote for **me**/**us** on **my**/**our** behalf at the **annual general meeting** of the Company to be held on 6 August 2009 and at any adjournment of the meeting and to demand a poll.

If 2 proxies are appointed, the proportion or number of votes this proxy is appointed to represent is:

Proportion of votes	or	Number of votes	
%			(see note 2 below)

If you wish to instruct your proxy how to vote, please tick or otherwise mark the appropriate box opposite each item. Unless instructed to the contrary, proxies in favour of the chair will be used in support of the specific matters set out in the notice of meeting.

		For	Against
1	Appointment of director Denis Cook	☐	☐
2	Appointment of director Dr Nick Fleming	☐	☐
3	Appointment of director Russell Cuttler	☐	☐
4	Appointment of Auditor	☐	☐

PLEASE SIGN HERE

	Individual or Member 1	**Member 2**	**Member 3**
sign here ►	_____	_____	_____
	Individual/Sole Director and Sole Company Secretary *(delete whichever does not apply)*	Director	Company Secretary/Director *(delete whichever does not apply)*

date _____

Notes

1 Any instrument appointing a proxy in which the name of the appointee is not filled is regarded as given in favour of the chair of the meeting.

2 A member entitled to attend and vote is entitled to appoint not more than 2 proxies to attend and vote instead of the member. An additional proxy form will be supplied by the company on request. Where 2 proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. Otherwise each proxy may exercise half of the votes.

3 A proxy need not be a member of the company.

4 Proxy forms must be signed by a member or the member's attorney or, if the member is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of shares in the Company, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.

5 The proxy form and authority (if any) under which it is signed must be deposited at Suite 124, 1B/192 Ann Street, Brisbane QLD 4000 or sent by facsimile to (07) 5429 8486 not less than 48 hours before the time for holding the meeting. Unless this is done the proxy will not be treated as valid.