
Notice of Annual General Meeting

Heidelberg District Community Enterprise Limited

ABN 62 095 312 744

To be held at 6.00 pm

on

Tuesday, November 13, 2012

At

The SPACE Centre

Ivanhoe East Primary School

Warncliffe Road

Ivanhoe East, 3079

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 2012.

2. Election/Re-election of Directors

John Nelson retires by rotation and is not offering himself for re-election.

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) Evelyn Stagg, Nancy Caple, and Graham Norman retire by rotation and offer themselves for re-election as a director of the Company.
- (b) Janette Corcoran, Tracy Margieson and Sarina Sorrenti offer themselves for election as a director of the Company.

3. Remuneration Report

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

That the Remuneration Report as contained in the Annual Report be adopted.

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.

- (c) Evelyn Stagg, Nancy Caple, and Graham Norman retire by rotation and offer themselves for re-election as directors of the Company.
- (d) Janette Corcoran, Tracy Margieson and Sarina Sorrenti offer themselves for election as a director of the Company.

Evelyn Stagg

Appointed 13 May 2002. Lyndy is a teacher and lives locally.

Nancy Caple

Appointed 6 December 2000. Nan is a local trader and lives locally.

Graham Norman

Appointed 6 December 2000. Graham is a Chartered Accountant and lives locally.

Janette Corcoran

Appointed 25 June 2012. Janette is a specialist in the field of social innovation.

Tracy Margieson

Appointed 25 June 2012. Tracy is a Publications and Media Officer.

Sarina Sorrenti

Appointed 25 June 2012. Sarina has worked in the areas of executive coaching, strategic marketing and planning, business development and organisational change, and lives locally

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.

Postal address for return of Proxy Forms.

The Secretary

Heidelberg District Community Enterprise Ltd

233-235 Lower Heidelberg Road

Ivanhoe East, 3079

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 4.00 pm on October 19, 2012.

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.

By order of the board

John Nelson

Company Secretary

8/10/2012