

Notice of Annual General Meeting

**Manningham Community Enterprises Limited
A.B.N. 69 101 174 270**

**To be held at 3.30pm on Wednesday November 14 2012
at Casavini, 9 Mitchell Street, Doncaster East**

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 2012.

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 **Ian Goldsmith** be elected as a Director of the Company.
- b. That **Nicky White** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- a. That **Raymond B. Barrington** be re-elected as a Director of the Company.
- b. That **Daryl L. G. Brown** be re-elected as a Director of the Company.
- c. That **Heather Herbert** be re-elected as a Director of the Company.
- d. That **Erica J. Mounter** be re-elected as a Director of the Company.

3. Director Fees – remuneration resolution.

To consider, and if thought fit, pass the following resolution as an ordinary resolution that the pool for Director fees to be paid to Director's - \$50,000 be approved. This is the same amount as last year.

The company will disregard any votes cast (in any capacity) on item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

4. Directors Privilege Package

To consider, and if thought fit, approve the adoption of the Community Bank® Directors Privilege Package.

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.

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 **Wednesday November 7 2012**.

By order of the Board

Ray Lord
Company Secretary
September 25 2012

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Item 2. Election of Directors

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

Re-Election of Director appointed since last Annual General Meeting

- a. **Ian Goldsmith** 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 himself for election.
- b. **Nicky White** 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 herself for election.

Re-election of Director retiring by rotation

- a. **Raymond B. Barrington** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- b. **Daryl L. G. Brown** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- c. **Heather Herbert** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re- election.
- d. **Erica J. Mounter** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Candidate information – further information on all candidates is included in the Annual Report.

Ian Goldsmith - Ian has had over 25 years experience in the Health industry having held senior Finance and General Management positions with Warringal and Knox Private Hospitals, the Metropolitan Ambulance Service and Mercy Health & Aged Care prior to joining Alzheimer's Australia Vic in 2005 as General Manager Corporate Services. Ian is an active member of the Rotary Club of Manningham and has been on the Board of the Rotary Club for over eight years. He is also a Board Member and Treasurer of Mayfield Education, a Health Care Training organisation. Ian was also a lecturer in Financial Management in the Masters of Health Sciences (Aged Care) at Victoria University.

Notice of Annual General Meeting

Nicky White - Nicky emigrated with her family from South Africa in 1997, she was motivated by the strong sense of community she encountered on her arrival in Manningham. Nicky has been a member of her children's school council, grounds committee as well as parents and friends, she was also manager of her son's cricket team and the junior cricket co-ordinator. Nicky has been involved with Manningham CEL for a number of years; she was initially employed as a bookkeeper and assumed the Treasurer's role a few months later.

Raymond B. Barrington - Raymond has had 10 years banking and finance experience in ES&A and ANZ Bank. He has a wealth of experience in small business having run the family business for 20 years. He has been a board member of the Manningham Centre for the past 12 months. Ray is a member of the Marketing & Sponsorship Committee and an inaugural Director of MCEL.

Daryl L. G. Brown - Daryl has been in the finance industry all his working life. His experience includes corporate management in the manufacturing industry as well as having his own Public Accounting Practice specialising in Small Business Development. The practice has been operating for 32 years. He is a Certified Practising Accountant, is a Director of a number of private companies and sits on the Board of a number of not-for-profit organisations. Daryl is very community minded and has been involved in many community projects through his Church, the Rotary Club of Manningham and MCEL. He is chairman of MCEL Special Projects Committee.

Heather Herbert - Heather has lived in the Manningham areas since 1965 when she and her husband, Lloyd, bought their first home. Heather has been married for 43 years and has three adult children and a granddaughter. For more than 20 years Heather was a member of Bulleen Tennis Club and was a committee member for 15 years where she held many different positions and represented the club on several district committees and the VTA Council. In February 2008 Heather was invited to join the Templestowe Village Steering Committee and has enjoyed all the challenges involved with helping to establish a Community Bank at Templestowe at the end of 2009.

Erica J. Mounter - Erica is a member of the Australian Society of Accountants. Having returned to study as a mature age student, Erica achieved a Bachelor of Business with an Accounting major. Erica is currently working part time and in her spare time assists both Life Education Victoria and Templestowe Retirement Village with their accounting needs. Erica is Chair of the Finance & Audit Committee and an inaugural Director of MCEL.

Agenda item 3. Approval for Directors Fees to be paid to Director's

Agenda item 3 is an ordinary resolution to seek your approval for fees to directors which reflect the demands which are made on and the responsibilities of the directors. Directors' fees are reviewed annually by the Board.

At the Annual General Meeting held last year, shareholders approved fees be paid to Directors and it was agreed that an amount of \$50,000 be made available for Director's fees. That figure is again proposed for this year.

Agenda item 4. Directors Privilege Package

Manningham Community Enterprises Limited has accepted the **Community Bank® Directors' Privileges** package. The package is available to all directors who can elect to avail themselves of the benefits based on their personal banking with the Doncaster East or Templestowe Village branch. There is no requirement to own BEN shares and there is no qualification period to qualify to utilise the benefits. The package mirrors the benefits currently available to Bendigo and Adelaide Bank shareholders.

Ray Lord
Company Secretary
September 25 2012