

# Notice of Annual General Meeting

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

To be held at 3.30pm on Thursday November 14 2013  
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 2013.

### 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 **Darren Bourke** be elected as a Director of the Company.

#### Re-election of Director retiring by rotation

- a. That **James Douglas Christie RFD** be re-elected as a Director of the Company.
- b. That **Heather Elizabeth Herbert** be re-elected as a Director of the Company.
- c. That **Raymond Thomas Lord JP** be re-elected as a Director of the Company.
- d. That **Geoffrey Bruce Roberts** be re-elected as a Director of the Company.

#### Election of new Director

- a. That **Catherine Ainsworth** be 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.

## 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 **Thursday November 7 2013**.

By order of the Board

Ray Lord  
Company Secretary  
October 1 2013

## 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. **Darren Bourke** having been appointed by the Board since the last Annual General Meeting retires in accordance with the constitution of the Company, and being eligible.

### Re-election of Director retiring by rotation

- a. **James D Christie RFD** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- b. **Heather E Herbert** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- c. **Raymond T Lord JP** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re- election.
- d. **Geoffrey B Roberts** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

### Election of new Director

- a. **Catherine Ainsworth** has not previously served as a Director, and offers herself for election.

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

**Darren Bourke** - Darren has had over 28 years' experience in the transport industry having held senior management positions with Concord Park Transport, Toll Express and currently is employed with the Silk Logistics Group WA Freight division as National Account & Operations Manager Print Media division. Darren has always been an active member within the City of Manningham and was recently awarded the Manningham Citizen of the Year for 2013.

**James D Christie RFD** - Jim brings a wealth of experience from his former career, both in Australia and overseas, as a senior executive in the retail-banking sector. He currently works as a consultant to Bendigo and Adelaide Bank Ltd mentoring both new and established Community Bank companies. Jim was the inaugural Chairman of MCEL [DECFSL] and currently Chairs the Governance Committee.

# Notice of Annual General Meeting

**Heather Herbert** - Heather was employed for 13 years in the Human Resources field and was a HR Officer to several departments at RMIT University. She is a qualified Primary School teacher and has studied Innovation and Service Management. She has completed study programs in Leadership, Customer Service and Counselling. Heather was elected to the Board in 2009 and currently Chairs the Youth Engagement & Cultural Diversity Committee.

**Raymond T Lord JP** - Ray has over thirty years' experience in the sporting, community and service industries. Ray is an inaugural Director and Chairs the Marketing Committee and Community Enterprise Foundation™ Committee.

**Geoffrey B Roberts** – Geoff has had over thirty five years of experience in the manufacturing, distribution, clothing and footwear industries having worked as a Senior Marketing Executive with the McPherson Group of companies, Director and CEO roles with the Yakka Group and more recently with Oliver Footwear. Geoff was elected to the Board in January 2009 and is the current Chairman of MCEL.

**Catherine Ainsworth** - Catherine began her career as a veterinary surgeon and has worked in management of research and operations in both private and public sector businesses for more than 20 years. Catherine has an MBA from the Melbourne Business School and is a Graduate of the Australian Institute of Company Directors. Catherine lives in Lower Templestowe and works in a senior role for the Department of Environment and Primary Industries at AgriBio, on the campus of La Trobe University, Bundoora, where she manages a business unit with annual operating budget over \$50 million and 400 staff across Victoria.

## 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.

Ray Lord  
Company Secretary  
October 1 2013