

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 13 2014
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 2014.

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 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 **Ian Goldsmith** be re-elected as a Director of the Company.
- d. That **Erica J. Mounter** be re-elected as a Director of the Company.

3. The firm Andrew Frewin & Stewart be appointed as Auditor of the company

To consider, and if thought fit, pass the following resolution as an ordinary resolution that the firm **Andrew Frewin & Stewart** be appointed as Auditor of the company.

4. 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.

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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 6 2014**.

By order of the Board

Victoria Paouros
Company Secretary
October 13 2014

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 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. **Ian Goldsmith** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself 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.

Raymond B. Barrington - Ray has a wealth of experience in small business having run the family business for over 20 years as well as 10 years banking and finance experience. He is also a board member of the Manningham Centre. Ray is a member of the Marketing & Sponsorship Committee, Youth Engagement & Cultural Diversity, Chair of the Premise 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 has 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.

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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. Ian is currently Vice Chairman of MCEL, a member of the Community Enterprise Foundation Committee and Chairs the Finance & Audit Committee.

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 a member of the Finance & Audit Committee and an inaugural Director of MCEL.

Agenda item 3. The firm Andrew Frewin & Stewart be appointed as Auditor of the company

The appointment of the firm Andrew Frewin & Stewart will allow AFS to rotate the lead Auditor internally without requiring further consent from the Australian Securities & Investments Commission [ASIC] or the shareholders.

At the Board's August 2014 meeting, it was resolved and approved that "subject to ASIC approval, the firm Andrew Frewin Stewart be appointed as Auditors of MCEL." The approval from eight Directors present was unanimous and it was recorded that the three Directors who were apologies also wished to have their approval recorded.

Agenda item 4. Approval for Directors Fees to be paid to Director's

Agenda item 4 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.

Victoria Paouros

Company Secretary
October 13 2014