

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 19 2015
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 2015.

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. **Colin R. Davitt**, 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 up for election.

Re-election of Director retiring by rotation

- b. That **James D. Christie RFD** be re-elected as a Director of the Company.
- c. That **Ian G. Goldsmith** be re-elected as a Director of the Company.
- d. That **Raymond T. Lord JP** be re-elected as a Director of the Company.
- e. That **Geoffrey B. Roberts** be re-elected as a Director of the Company.

Election of new Director

- f. That **Serah van Haften** 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.

Notice of Annual General 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.

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 12 2015**.

By order of the Board

Victoria Paouros
Company Secretary
October 1 2015

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. **Colin R. Davitt**, 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.

Re-election of Director retiring by rotation

- b. **James D. Christie RFD** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- c. **Ian G. Goldsmith** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- d. **Raymond T. Lord JP** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- e. **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

- f. **Serah van Haften** 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.

- a. **James D. Christie RFD**

Formerly a senior retail banking executive and Lieutenant Colonel in the Australian Army Reserve, Jim now works as a consultant and mentor to Bendigo and Adelaide Bank Limited **Community Bank**® companies.

Notice of Annual General Meeting

b. **Colin R. Davitt**

Over the course of his career, Rod has held a number senior positions with major international consulting practices and specialist firms. He is experienced in a range of relevant areas which include but are not limited to banking & finance, government & government business enterprises, insurance and the media.

c. **Ian G. Goldsmith**

Ian is a certified practicing accountant and has had over 30 years of experience in the hospital, aged care, ambulance and health insurance sectors. He is currently the General Manager of Business Services for Alzheimer's Australia Victoria and serves as Treasurer for Mayfield Education.

d. **Raymond T. Lord JP**

With over forty years' experience in the sporting, community and service industries, Ray has utilised his plethora of business and communication skills for the upliftment of a number of community initiatives for which he feels passionate. Ray also currently serves as MCEL's Marketing Consultant.

e. **Geoffrey B. Roberts**

Geoff has had over thirty five years of senior management experience in the manufacturing, distribution, clothing and footwear industries. Whilst in these roles he sat on many Industry boards and has significant community involvement with his work with Rotary International. Geoff is also a registered CPA.

f. **Serah van Haefen**

As a qualified legal practitioner, Serah currently holds the position of in-house legal counsel for national retail firm Specsavers. She has prior boardroom experience as a Director and Company Secretary on a number of other Boards including the Pinewood **Community Bank**® branch Board.

Agenda item 3. Approval for Directors Fees to be paid to Directors

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.

Victoria Paouros
Company Secretary
October 1 2014