

Notice of Annual General Meeting

**Heidelberg District Community Enterprise Limited
A.B.N. 62 095 312 744**

**To be held at 6pm
on
Tuesday 8 November 2016
at
Heidelberg Community Bank Branch
Community Room
Hawdon Street
Heidelberg**

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 2016.

2. Re-election of Directors

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

Re-election of Directors retiring by rotation

- (a) That **Lynne Johnson** be re-elected as a Director of the Company.
- (b) That **Evelyn Stagg** be re-elected as a Director of the Company.

3. Election of New Director

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

- (a) That **John Nelson** be elected as a Director of the Company.

4. Remuneration Report

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

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

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. The proxy need not be a shareholder of the Company.

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.

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 shareholders as at 4.00pm on 14 October 2016.

By order of the Board

Russell Hutchins
Company Secretary
30 September 2016

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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. Re-election of Directors

The following information is provided about candidates for re-election to the Board:

- (a) **Lynne Johnson** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Lynne was appointed on 13 November 2013. Lynne is a Sonographer and currently head of Austin Health's Radiology Ultrasound service and lives locally.
- (b) **Evelyn Stagg** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Evelyn was appointed on 11 November 2014. Evelyn is a Senior Teacher at a local school and, while no longer a local resident, has many ties with the local community.
- (c) **Geva Murano** retires by rotation in accordance with the constitution of the Company and is not offering herself for re-election. Geva was appointed on 13 November 2013.

Lynne and Evelyn have served the Company well and individually make a valuable contribution to the operations and governance of the Company. The Board would like to retain their experience, skills and qualifications and accordingly strongly recommends these two Directors for re-election.

Agenda item 3. Election of New Director

The following information is provided about the candidate for election to the Board:

- (a) **John Nelson** was appointed by the Board on 26 October 2015 and resigns in accordance with the constitution of the Company, and being eligible, offers himself for election. John is a retired Chartered Accountant with over 35 years of industry experience and lives locally.

John was previously a Director of the Company for 5 years and also served as the Company Secretary. In both his previous appointment and his recent interim appointment, John has served the Company well and made a valuable contribution to the operations and governance of the Company. The Board would like to retain his experience, skills and qualifications and accordingly strongly recommends John for election.

Postal address for return of Proxy Forms

The Secretary

Heidelberg District Community Enterprise Limited

233-235 Lower Heidelberg Road

East Ivanhoe 3079