








MANNINGHAM COMMUNITY ENTERPRISES LIMITED

Minutes – Fourteenth Annual General Meeting



Thursday November 10 2016 at 1:30pm for 2:00pm

Venue: Yarra Valley Country Club, 9 Templestowe Road, Bulleen, VIC, 3105

Present:

-  **MCEL Board of Directors:** Ian Goldsmith [Chairman], Geoffrey Roberts [Vice Chairman], Catherine Ainsworth, Raymond Barrington, Daryl Brown, James Christie, Roderick Davitt, Victoria Paouros [Company Secretary] and Nicola White [Treasurer].
-  **Officers of the MCEL Board:** Nicholas Furlong, Katherine Georgakopoulos, and Carly Kluge [Board Marketing Specialist].
-  **Doncaster East & Templestowe Village Community Bank® Staff:** Chris Cahir [TV Branch Manager], Catherine Dole [DE Customer Service Supervisor] and Paul Thompson [Senior Manager].
-  **Bendigo Bank:** Craig Thomas [Senior Manager Community Relationships] and Neville Wiles [Senior Manager, Strategy and Performance]
-  **AFS & Associates:** David Hutchings [Auditor - Andrew Frewin Stewart]
-  **MCEL Shareholders:** Refer to attached list.
-  **Proxies:** Refer to attached list.

Apologies:

-  **MCEL Directors:** Darren Bourke
-  **MCEL Officers:** Simon Lewis and Chris Potter

Welcome:

Chairman Ian Goldsmith

The Chair welcomed all those in attendance, including Shareholders, MCEL Board Members, Branch and Regional Management and David Hutchings [Auditor, AFS & Associates].

1. Quorum:

The Chair confirmed that a quorum was present and declared the meeting open.

2. Notice of Meeting:

The notice convening the Annual General Meeting was taken as read.


3. Minutes of previous Annual General Meeting.


The Chair reported that the minutes of the previous Annual General Meeting of members of Manningham Community Enterprises Limited held on Thursday November 19 2015 were approved by the MCEL Board and signed by the 2015 Chairman in accordance with provisions of Section 251A of the Corporations Act. He advised that if any member wished to inspect those minutes, a copy would be made available for that purpose by the Company Secretary.

4. Proxy Forms:


The Chair reported that the Company had received 27 valid Proxy Forms. All forms were received before the official closing time as per the lodging instructions and had been sighted by the Company Secretary. [A list of proxies is attached to the AGM Minutes].

5. Annual Report and Chairman's Report:


 The Chair tabled the Annual Report which included the Financial, Auditor's Directors' and NSX Reports for the 2015/2016 Financial Year.

 The Chair firstly noted that the 2015/2016 Financial Year could be classified as one of 'renewal and growth' as not only did the Company achieve significant business growth but the Board itself experienced significant changes to its membership. For example, the Board saw the departure of Board Members Heather Herbert, Raymond Lord and Serah van Haeften – whose contributions were significant and who will be sorely missed. However, in terms of Board rejuvenation, the following members were appointed to the team –


- a) **Director:** Victoria Paouros (who has served on the Board as an Officer since 2012 and as Company Secretary since 2013);
- b) **Independent Marketing Specialist:** Carly Kluge (who has experience working with Bendigo Community Banks and who has already made great strides in increasing our presence within the Manningham Community); and
- c) **Officers of the Board:** Nicholas Furlong, Katherine Georgakopoulos, Simon Lewis and Chris Potter (who sit on various Board Committees and contribute meaningfully to their desired outcomes)

 Following on from that, the Chair commented on the Board's new strategic approaches going forward:

- a) **Strategic Plan:** Given that the Board's current Strategic Plan is due to conclude in 2017, the Board's Governance Committee has extensively reviewed it and resolved to amend it to one which focuses only on the next three years rather than five as change is ever-present in the banking sector. As such, the plan will be one which is 'rolling' and continues to develop with each new year being added on as the old one comes to a conclusion.
- b) **Staff Development:** As the Board are aware that our staff are our strength and essential to our growth, it is considered essential that an emphasis be placed on staff development through both formal education and provided opportunity.
- c) **Youth Engagement:** Though the Board strives to continue its significant focus on youth within the Manningham Community, the approach is set to change in 2017 as the Board will no longer run the Youth Foundation Manningham or the Junior Observer Program which saw a minimal return as compared to resources spent. Instead, the focus will be placed on partnering and supporting existing youth groups, programs and initiatives e.g. the Templestowe College Entrepreneurship Program, Interact at Doncaster Secondary College and the local YMCA. A Board youth presence will also be maintained given that there are now three Board members under the age of 30 (Nick Furlong, Katherine Georgakopoulos and Victoria Paouros).

 The Chair then highlighted a number of key numerical indicators which provided a level of comparison of the Company's performance for the 2015/2016 Financial Year and that of 2014/2015:

- a) A 10.7% increase in overall business volumes with the Doncaster East Branch up 10.3% and the Templestowe Village Branch up 11.9%.
- b) A 4.9% increase in income, a figure which was heavily affected by a rather tight margin environment.
- c) However, regardless of the somewhat minimal income increase, a profit before tax increase of 31% was achieved, largely through excellent expense control.

 The Chair then commented upon other, both positive and negative factors which currently contribute to our business:

- a) Bendigo Bank is getting stronger as a bank and as a brand as a result of their ability to provide products and services which are not only competitive but at times market leading.
- b) Market conditions remain somewhat unfavourable with customers making every effort to pay down their debts.
- c) Our Branches are growing with Doncaster East consistently adding to its business footings and Templestowe Village now achieving five months of profitability, the three most recent of which have been consecutive.

- d) Our approach to grants and sponsorships has changed whereby there is an increased expectation of reciprocity and a sense of partnership when sponsoring groups and clubs.

✚ In closing, the Chair wished to remind shareholders of the \$2.7million that has been filtered back into the Manningham Community since the company's inception and acknowledged that this would not have been possible without their support. The Chair then went on to make note of the hard work and dedication of the Company's staff, regional support team and Board Members, thanking them for their significant contributions to the Company's success.

6. Adoption of Accounts:

Committee Chairman Geoffrey Roberts

- ✚ The Finance Committee Chair presented the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2016.
- ✚ The Finance Committee Chair stated that MCEL made an unfranked dividend payment of 6% for the year.
- ✚ **Shareholder Question:** In response to Mr. Trevor Waring's question as to why the dividend for the year was unfranked, the Finance Committee Chair responded that the Company had insufficient franking credits and as such would not be able to provide a fully-franked dividend for the year.
- ✚ The Finance Committee Chair formally moved that ...
- the Profit and Loss accounts for the year ended 30 June 2016 and the Balance Sheet of the company as at 30 June 2016;
 - the Directors' Declaration and report by the Auditor for the financial year ended 30 June 2016;
 - the Directors' Report for the financial year ended 30 June 2016; and
 - the NSX Report as at 11 October 2016
- ... be received and adopted. **Seconded by John Niddrie.**
Motion was carried by a show of hands.

Proxy Vote

For	Chairman	Appointed Proxy	Against	Abstain
2	22	1	2	0

7. Election of Directors:

Chairman Ian Goldsmith

Re-election of Director appointed since 2015 AGM:


- ✚ **Victoria George Paouros** having been appointed to the MCEL Board since the previous AGM and being eligible, offers herself for re-election.

The motion that **Victoria G. Paouros** be re-elected as a Director of the Company was moved by **Raymond Lord** and seconded by **Joan Mahnig**. **No Discussion. Motion Carried.**

Proxy Vote

For	Chairman	Appointed Proxy	Against	Abstain
1	22	1	1	2


Re-election of Director retiring by rotation

 **Darren William Bourke** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

The motion that **Darren W. Bourke** be re-elected as a Director of the Company was moved by **Modris Pilens** and seconded by **Ian Salmon**. **No Discussion. Motion Carried.**

Proxy Vote


For	Chairman	Appointed Proxy	Against	Abstain
4	22	1	0	0

 **Daryl Lindsay Brown** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

The motion that **Daryl L. Brown** be re-elected as a Director of the Company was moved by **John Tauria** and seconded by **Modris Pilens**. **No Discussion. Motion Carried.**

Proxy Vote

For	Chairman	Appointed Proxy	Against	Abstain
1	22	1	1	2

 **Nicola Christine White** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

The motion that **Nicola C. White** be re-elected as a Director of the Company was moved by **Heather Herbert** and seconded by **Raymond Lord**. **No Discussion. Motion Carried.**

Proxy Vote

For	Chairman	Appointed Proxy	Against	Abstain
2	22	1	0	2

8. Marketing Video Presentation:

Carly Kluge

- At the conclusion of ordinary business, the Board's Marketing Specialist played a marketing video presentation which sought to convey the Community Bank message as well as highlight the personal impact that our allocated funds have had on a number of community groups within the Manningham Community.

9. Close of meeting: 2:50 pm

- There being no further business, **the Chair** thanked shareholders and guests for their attendance and declared the meeting closed.

Those in attendance were invited to partake in the refreshments provided.



Ian Goldsmith, Chairman



Victoria Paouros, Company Secretary

MANNINGHAM COMMUNITY ENTERPRISES LIMITED
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Fourteenth Annual General Meeting

Thursday November 10 2016 at 2:00pm

SHAREHOLDERS – RECORD OF ATTENDANCE

BARRINGTON, R
BROWN, D
CHRISTIE, J
FOY, G
FREIJAH, A
FRAIIA, D
GARTLAND, M
HERBERT, H
LORD, J & R
MAHNIG, J
NIDDRIE, J& K
PILENS, M & R
RAMSAY, N
ROBERTS, G and J
SALMON, I
STENNETT, J
TAURIAN, J & S
WARING, T

MANNINGHAM COMMUNITY ENTERPRISES LIMITED

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Fourteenth Annual General Meeting

PROXY FORMS RECEIVED

BLAIR, J
BOHUN, R.E & R.L
BROWN, J
BUXTON, R
CONNELL, K & N
GUILIANI, G
HAW, E
FISHER, S
JOSEPH SUPERANNUATION FUND
MCDONNELL, J
MOUNTER, E & M
MULREADY, J
NORTHERN SUBURBS SECRETARIAL SERVICES PTY LTD
PALMIERI, F [ALEXANDER LIAM A/C]
PALMIERI, F [ANTHONY MARK A/C]
PERTILE, N & P
RAMSAY, N
RIGONI-SMITH, A
ROBERTSON, A & B
ROBERTSON, T
ROBINSON, K & R
S & S D'ABACO HOLDINGS PTY LTD
SKILBECK, B & N
TUCCI, M
VAN DER HAAR, M
WATTS, A & C
WESTERMAN, R