

MANNINGHAM COMMUNITY ENTERPRISES LIMITED

SEVENTH ANNUAL GENERAL MEETING

HELD THURSDAY NOVEMBER 12 2009 AT 7.30 P.M.

**VENUE: MANNINGHAM FUNCTION CENTRE, MUNICIPAL OFFICES,
699 DONCASTER ROAD, DONCASTER**

Present:

MCEL:

Directors:

Ray Lord (Chairman), Ray Barrington, Daryl Brown, David Carson, Jim Christie (Deputy Chairman), Keith Crothers (Company Secretary), Eileen Haw, Heather Herbert, Erica Mounter and Trevor Waring.

Treasurer:

Nicky White

Marketing Consultant:

Mike Newman

Doncaster East, Templestowe Village Community Bank[®] Staff:

Paul Thompson (Group Manager), Lorelle Richter (Branch Manager Doncaster East), Ben Leigh (Branch Manager Templestowe Village), Elise Chan, Cathy Black, Lisa Jones and Tina O'Shea (Doncaster East), Vanessa Hallum (Templestowe Village)

Bendigo Bank:

Michael Petering (Regional Manager) and Chris Haggerty (Insurance & Investment Manager)

Andrew, Frewin & Stuart:

Graeme Stewart, Auditor.

NSX Limited:

Ian Craig, Companies Manager.

MCEL Shareholders:

As per list.

Apologies:

Geoff Roberts, Director, Victoria Paouros, Junior Observer and Shareholders Toni & Ken Robertson and Shirley & Russell Verinder.

Welcome (by Chairman Ray Lord):

The Chairman welcomed all shareholders, Group Manager, Branch Managers and staff, visiting Bendigo Bank executives, Auditor, NSX Manager and Junior Observers. Thanks were expressed to all involved, on behalf of the Board, for the effort and contribution for the excellent results for the year.

1. Quorum:

The Chairman confirmed that a quorum was present and declared the meeting open for business.

2. Notice of Meeting:

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

3. Minutes of previous Annual General Meeting:

The Chairman reported that the Minutes of the previous Annual General Meeting of members of Doncaster East Community Financial Services Limited held on Wednesday November 13 2008 were approved by the Board and signed by the Chairman in accordance with provisions of Section 251A of the Corporations Act and that should any member wish to inspect those Minutes, a copy was available for that purpose.

4. Proxies:

The Chairman reported that the company had received 26 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 (as attached).

5. Annual Report:

- a) The Chairman tabled the Company's Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2009.
- b) The Chairman gave a PowerPoint presentation.
- c) The Chairman drew attention to the financial rate of growth and the payment to shareholders of an 11% fully franked dividend for the year.
- d) The Chairman described the company's involvement in the community, sponsorships, attendance at community organisation functions and general community acknowledgement of the contribution being made.
- e) In conclusion the Chairman emphasised how aware the Board and Branch management and staff are of the ongoing need for effort in the joint pursuit of excellence and innovation to meet future challenges in the market.

Adoption of Accounts:

Erica Mounter formally moved that ...

- the Profit and Loss accounts for the year ended 30 June 2009 and the Balance Sheet of the company as at 30 June 2009

- the Directors' Declaration and report by the Auditor for the financial year ended 30 June 2009
- the Directors' Report for the financial year ended 30 June 2009
- the BSX Report as at 10 September 2009

be received and adopted. .Seconded by David Carson and carried unanimously.

Proxy votes

For	Chairman	Against	Abstain	Open
7	19	Nil	Nil	Nil

6. Election of Directors:

- a) **David Carson**, having been appointed by the Board since the last annual general meeting, offers himself for election. Motion by Trevor Waring that David Carson be elected as a Director of the Company was seconded by Daryl Brown, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

- b) **Eileen M.C. Haw**, having been appointed by the Board since the last annual general meeting, offers herself for election. Motion by Trevor Waring that Eileen Haw be elected as a Director of the Company was seconded by Keith Crothers, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
8	18	Nil	Nil	Nil

- c) **Heather E. Herbert**, having been appointed by the Board since the last annual general meeting, offers herself for election. Motion by Trevor Waring that Heather Herbert be elected as a Director of the Company was seconded by Daryl Brown, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

- c) **Geoffrey B. Roberts**, having been appointed by the Board since the last annual general meeting, offers himself for election. Motion by Daryl Brown that Geoff Roberts be elected as a Director of the Company was seconded by David Carson, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
8	18	Nil	Nil	Nil

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- d) **James D. Christie FRD** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Motion by Trevor Waring that James Christie be re-elected as a Director of the Company was seconded by Bill Larkin, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

- e) Deputy Chairman, Jim Christie officially took the chair for the re-election of. **Raymond Lord**, who retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Motion by Erica Mounter that Raymond Lord be re-elected as a Director of the Company was seconded by Trevor Waring, no discussion – resolution carried. Deputy Chairman Jim Christie handed the Chair back to the Chairman Ray Lord.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

- f) **Erica J. Mounter** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Motion by Chris Barrington that Erica Mounter be re-elected as a Director of the Company was seconded by Bill Larkin, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

- g) **Trevor Waring** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Motion by David Carson that Trevor Waring be re-elected as a Director of the Company was seconded by Erica Mounter, no discussion – resolution carried.

Proxy votes

For	Chairman	Against	Abstain	Open
7	18	1	Nil	Nil

7. Junior Observer Program

Chairman Ray Lord thanked the participants of the 2009 Junior Observer Program and introduced students who will participate in the 2010 Junior Observer program.

8. Guest speaker:

Chairman Ray Lord introduced Mr Michael Petering, Regional Manager, Bendigo Bank Limited.

9. Close of meeting:

There being no further business, the Chairman thanked special guests and shareholders for their attendance, and invited all present to enjoy the available refreshments.

Annual General Meeting 12 November 2009

Manningham Community Enterprises Limited
ABN 69 101 174 270

Ray Lord, Chairman

Keith Crothers, Company Secretary

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Manningham Community Enterprises Limited
ABN 69 101 174 270

MECL AGM November 12 2009

MANNINGHAM FUNCTION CENTRE, MUNICIPAL OFFICES

Shareholders attending

1. Frank Anthony
2. Raymond B Barrington
3. Christine Barrington
4. Rosemary E Buxton
5. Daryl Brown
6. James D Christie
7. Keith Crothers
8. Pauline M Crothers
9. Jean-Paul Curtin for Ken Curtain
10. Michael Fleming
11. Domenico Fraiia
12. John R Herbertson
13. Annette M Herbertson
14. William H Larkin
15. Raymond T Lord
16. Jean Lord
17. Kevin M Maddern
18. Erica Mounter
19. Modris Pilens
20. Ruth M Pilens
21. John J Taurian
22. Trevor L Waring
23. Valerie M Whitaker

Manningham Community Enterprises Limited ABN 69 101 174 270
Proxy Forms - DECFSL Annual General Meeting Thursday November 12 2009

Shareholder					
Bege, Geoffrey & Lotti					
Blair, Judith Jessie					
Bonanno, Nellie					
Brown, Kathleen					
Connell Kevin & Noreen					
Costello, Colin Michael					
Edwards, Nerida					
Edwards, TJ & LR					
Grisold, Robert M					
Hart, Cheryl					
Joseph Super Fund					
Kimokeo, Ada M					
Lockwood, Carolyn					
Mahnig, Joan C					
Mesaritis, George					
Mills, Ronald					
McDonnell, John Terence					
Alexander L Palmieri	Palmieri, Franco				
Anthony M Palmieri	Palmieri, Franco				
Pertile, Nerco & Ruth					
Pierson, Brian C					
Robertson BC & AB					
Robinson, Roger F & Kinga					
Brian & Norma Skilbeck					
Walton, Margaret					
Westerman, R F & P E					

All forms # 26 sighted by Ray Lord,

All forms # 26 were received before official closing time as per lodging instructions.