

Notice of Annual General Meeting

Manningham Community Enterprises Limited
A.B.N. 69 101 174 270

To be held at 7.30pm on Thursday November 11 2010
at Manningham Function Centre, Municipal Offices, 699 Doncaster Road, Doncaster

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 2010.

2. Election of Directors

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

- a. That **Raymond B. Barrington** be re-elected as a Director of the Company.
- b. That **Darryl L. G. Brown** be re-elected as a Director of the Company.
- c. That **Keith Crothers** be re-elected as a Director of the Company.
- d. That **Erica J. Mounter** be re-elected as a Director of the Company.

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.

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 4 2010**.

By order of the Board

Eileen Haw
Company Secretary
October 1 2010

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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.

Item 2. Election of Directors

The following information is provided about candidates for election to the Board.

- a. **Raymond B. Barrington** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- b. **Darryl L. G. Brown** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- c. **Keith Crothers** 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

Raymond B. Barrington:

Ray has had 10 years banking and finance experience in ES&A and ANZ Bank. He has a wealth of experience in small business having been self employed in the family business for the past 20 years. Ray was an original member of the Steering Committee and was an inaugural Director.

Darryl L. G. Brown:

Daryl is a Certified Practicing Accountant and principal of an accounting firm specialising in small business. He is also partner in a Mortgage Broking and Asset Finance company.

Keith Crothers:

Keith has 35 years experience in the IT industry in consulting, project management and people management roles and held a senior administrative position for five years in a not-for-profit association. He is currently Business Manager for an asset management/investment company.

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 was an original member of the Steering Committee and was an inaugural Director.

Proxy form

Manningham Community Enterprises Limited
A.B.N. 69 101 174 270

All correspondence to:
Manningham Community Enterprises Limited
900 Doncaster Road
Doncaster East VIC 3109
Enquiries 9840 2028
Facsimile 9840 2162

Please print your name & address:

Name Shareholder:

Address:

.....

Postcode:

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of proxy

I/We being a member/s of **Manningham Community Enterprises Limited** and entitled to attend and vote appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at **Manningham Function Centre, Doncaster** on **Thursday November 11** at **7.30pm** and at any adjournment of that Meeting.



The Chairman of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Voting directions to your proxy.

Please mark with 'X' to indicate your directions.

Ordinary Business	Accept	Decline	Abstain*
Item 1. Receipt of Financial Report, Director's Report and Auditor's Report			
Item 6. Re-election of Raymond B. Barrington			
Item 7. Re-election of Darryl L. G. Brown			
Item 8. Re-election of Keith Crothers			
Item 9. Re-election of Erica J. Mounter			

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

PLEASE SIGN HERE

This section **MUST** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Print Name	Print Name	Print Name

Proxy form

How to complete this Proxy form

1. Your name and address

Please include your name and address on the top of the Proxy Form. If your address has changed please advise on this form by putting an X in the box. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a proxy

A member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member of the Company. A proxy may be an individual or a Company.

3. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

4. Voting instructions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

5. Signing instructions

The Proxy form **must** be signed in the spaces provided.

- **Individual:** If the holding is in one name, the holder must sign.
- **Joint holding:** If the holding is in more than one name, any one holder may sign.

Power of Attorney

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the power of attorney to this form when you return it.

Companies

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the Meeting.

Date Proxy Form must be received: This Proxy Form [and any Power of Attorney under which it is signed] must be received by the Company no later than 5.00pm on Tuesday November 9 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by:

Post or hand delivery

To the Company's registered office at **900 Doncaster Road, Doncaster East 3109.**

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