
Notice of Annual General Meeting

Heidelberg District Community Enterprise Limited

A.B.N. 62 095 312 744

To be held at 6.30 pm

on

Tuesday, November 10, 2009

At

Heidelberg Bowling Club

Stradbroke Avenue

Heidelberg, 3084

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2009.

2. Election/Re-election of Directors

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

- (a) Alexander (Andy) Harris, Catherine (Katy) Richmond and John Nelson retire by rotation and offer themselves for re-election as directors of the Company.
- (b) Russell Hutchins, Jennifer Christiansen, Brian Simpson, and David Mayne offer themselves for election as a director of the Company.

3. Re-Appointment of Auditor

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

That the re-appointment of McBain McCartin & Co as auditor of the Company be approved.

4. Remuneration Report

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

That the remuneration report be adopted.

5. Remuneration of Directors

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

That the Board be authorised to pay by way of remuneration to the non-executive Directors appointed under Rule 52 (1) and (2) of the Company constitution, an amount not exceeding the sum of \$50,000 in aggregate per annum from the date of this resolution, such amount to be distributed amongst the said Directors at the discretion of the Board.

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.

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.

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 4.00 pm on October 15, 2009.

By order of the board

John Nelson

Company Secretary

7/10/2009

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

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: Election of directors

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

- (a) Alexander (Andy) Harris, Catherine (Katy) Richmond and John Nelson retire by rotation and offer themselves for re-election as directors of the Company.
- (b) Russell Hutchins, Jennifer Christiansen, Brian Simpson, and David Mayne offer themselves for election as a director of the Company.

Alexander (Andy) Harris

Appointed 6 December 2000. Andy is a builder and lives locally

Catherine (Katy) Richmond

Appointed 30 April 2007. Katy has retired after 40 years as an academic in sociology at La Trobe University and lives locally.

John Nelson

Appointed 28 May 2007. John is a Chartered Accountant with over 35 years experience working in private and publicly listed companies and lives locally.

Russell Hutchins

Appointed 20 April 2009. Russell is an Information Technology consultant and lives locally.

Jennifer Christiansen

Appointed 20 April 2009. Jennifer coordinates palliative care volunteers and lives locally.

Brian Simpson

Appointed 20 April 2009. Brian is a retired bank executive and lives locally.

David Mayne

Appointed 20 April 2009. David is a Communications Consultant and lives locally.

Agenda item 3: Re-Appointment of auditor

This is an ordinary resolution to seek your approval for the re-appointment of McBain McCartin & Co as the Company's auditor.

The re-appointment of McBain McCartin & Co requires approval of shareholders under the *Corporations Act*.

Agenda item 5: Remuneration of Directors

Rule 53 (1) of the Company constitution permits that Directors may be remunerated for the services provided to the Company.

To this stage in the history of the Company, Directors have acted in a voluntary capacity and have not received remuneration.

It is now considered that with the growth of the Company during the nine years of its existence, the profitability achieved over this time and the added statutory and fiduciary duties of Directors, consideration should now be given to providing Directors with some remuneration as recompense for the risk carried as Directors and for the time devoted to the conscientious execution of directorial duties.

This resolution seeks shareholder approval to provide an aggregate amount of up to \$50,000 per annum; including superannuation guarantee contributions, to be apportioned by the Board to reflect the responsibility carried by each Director in the execution of his/her duties.

The Board currently consists of twelve Directors. Directors will not vote on this resolution.

Postal address for return of Proxy Forms.

The Secretary

Heidelberg District Community Enterprise Ltd

233-235 Lower Heidelberg Road

East Ivanhoe, 3079

PROXY FORM

Lodgement of Proxy

A proxy form (and any Power of Attorney under which it was signed) must be lodged with the Company Secretary not later than 4.00 pm Friday, November 6, 2009. Any proxy form lodged after that time will be invalid.

Signature(s)

In the case of joint shareholders, holding of one share certificate, only one signature will be valid. If signing as an Attorney, then the Power of Attorney must have been noted on the share application.

Registered Name and Address

Shareholder Certificate Number

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.....

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Appointment of Proxy

I/We appoint
(Chairman or name of person you are appointing)

VOTE ON RESOLUTIONS

1. Item 2 – Election/Re-election of Directors

For a three (3) year term

Alexander Harris	For/Against/Abstain
Catherine Richmond	For/Against/Abstain
John Nelson	For/Against/Abstain
Russell Hutchins	For/Against/Abstain
Jennifer Christiansen	For/Against/Abstain
Brian Simpson	For/Against/Abstain
David Mayne	For/Against/Abstain

2. Item 3 - Re-appointment of Auditor

For/Against/Abstain

3. Item 4- Remuneration Report

For/Against/Abstain

4. Item 5 – Remuneration of Directors

For/Against/Abstain

Signature(s)