
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 9, 2010

At

East Ivanhoe Bowling Club

153 The Boulevard

East Ivanhoe, 3079

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 2010.

2. Election/Re-election of Directors

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

- (a) Evelyn Stagg, Nancy Caple, Graham Norman and Paul Gittings retire by rotation and offer themselves for re-election as directors of the Company.
- (b) Brett Purchase offers himself for election as a director of the Company.

3. Change of Auditor

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

To appoint David Hutchings of AFS & Associates as the Company's auditor to replace David McBain of .McBain McCartin & Co who retires at this meeting. David Hutchings of AFS & Associates has been nominated for appointment and has consented to act as auditor.

4. Remuneration Report

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

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

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) Evelyn (Lyndy) Stagg, Nancy (Nan) Caple, Graham Norman and Paul Gittings retire by rotation and offer themselves for re-election as directors of the Company.
- (b) Brett Purchase (appointed 22 February 2010) offers himself for election as a director of the Company.

Evelyn Stagg

Appointed 13 May 2002. Lyndy is a teacher and lives locally.

Nancy Caple

Appointed 6 December 2000. Nan is a local trader and lives locally.

Graham Norman

Appointed 6 December 2000. Graham is a Chartered Accountant and lives locally.

Paul Gittings

Appointed 5 May 2008. Paul was for many years a director of a local estate agent. Paul is now retired and lives locally.

Brett Purchase

Appointed 22 February 2010, Brett is a CPA and has been a Public Accountant for 23 years, he has worked in the business community in Heidelberg for the last 10 years, and has been involved in a variety of voluntary roles in the district throughout his career.

Agenda item 3: Change of auditor

This is an ordinary resolution to seek your approval for the appointment of David Hutchings of AFS & Associates as the Company's auditor.

The incumbent auditor, David McBain of McBain McCartin & Co has resigned as auditor, effective the date of the Company's Annual General Meeting.

The Company has received a nomination from a shareholder nominating David Hutchings of AFS & Associates as the Company's auditor to replace David McBain of McBain McCartin & Co.

The Board of the Company unanimously recommends that shareholders vote to change auditor.

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.

Postal address for return of Proxy Forms.

The Secretary

Heidelberg District Community Enterprise Ltd

233-235 Lower Heidelberg Road

East Ivanhoe, 3079

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, 2010.

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.

By order of the board

John Nelson

Company Secretary

7/10/2010

HEIDELBERG DISTRICT COMMUNITY ENTERPRISE LTD

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 5, 2010. 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

Securityholder Reference Number (SRN)

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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

Evelyn Stagg

For/Against/Abstain

Nancy Caple

For/Against/Abstain

Graham Norman

For/Against/Abstain

Paul Gittings

For/Against/Abstain

Brett Purchase

For/Against/Abstain

2. Item 3 - Change of Auditor

For/Against/Abstain

3. Item 4- Remuneration Report

For/Against/Abstain

Signature(s)