

Notice of Annual General Meeting

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

To be held at 6:30pm for a 7:00pm start on Thursday, November 21, 2019
at Templestowe RSL, 156 Parker Street, Templestowe, VIC, 3106.

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 2019.

2. Election of Directors

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

Re-election of Director retiring by rotation:

- a. That **Victoria Paouros** be re-elected as a Director of the Company.

Re-election of Directors appointed since last Annual General Meeting:

- b. **Maxwell Chapman**: having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself up for re-election.
- c. **Bradley Dodemond**: having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself up for re-election.
- d. **Deirdre Diamante**: having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers herself up for re-election.

3. Directors' Fees – Remuneration Resolution

To consider, and if thought fit, pass the following resolution as an ordinary resolution: that the pool for Directors' Fees - \$75 000 be approved.

The Company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

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 Proxy Form for information on appointing a proxy.

Voting rights

Each shareholder is entitled to **one** vote.

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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 5:00pm on Tuesday, November 19, 2019.

By order of the Board -

Victoria Paouros
Company Secretary
October 11, 2019

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.

Re-election of a Director retiring by rotation:

- a. **Victoria Paouros** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

Re-election of Directors appointed since last Annual General Meeting:

- a. **Maxwell Chapman:** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself up for re-election.
- b. **Bradley Dodemond:** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself up for re-election.
- c. **Deirdre Diamante:** having been appointed by the Board since the last Annual General Meeting, retires in accordance with the constitution of the Company, and being eligible, offers herself up for re-election.

Candidate Information – further information on all candidates is included in the Annual Report

a. **Victoria Paouros:**

Victoria is currently employed as a Graduate Investigator at the Australian Competition and Consumer Commission. She began her MCEL journey in 2009, as an inaugural participant of the Company's Junior Observer Program. She formally re-joined the Company as a Board Member in 2012 and has since taken on many roles including: Minute Secretary, Company Secretary, Youth Engagement Committee Chair and Director. She holds a number of qualifications, including a Bachelor of Laws (Hons), an Advanced Diploma of Management (HR), a Diploma of Business, a Certificate IV in Training and Education and a Certificate in Governance Practice.

b. **Maxwell Chapman:**

Max is the founder and Director of Advantage Retail Consultants. The business provides Retail, Franchising and Retail Property consulting services to Large Format Retailers. Max has been an Advisory Board Member to two private companies, one of which is now ASX Listed. He is Secretary of Doncaster All Abilities Basketball Club which provides a weekly competition for over 300 children with intellectual disabilities. In September 2019, he filled a casual vacancy as a Director of Manningham Community Enterprises Limited.

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c. **Bradley Dodemond:**

Brad has over 9 years' experience as a Human Resources professional both in Australia and North America. He currently works as a Senior Human Resources Business Partner for the Victorian Government at the Level Crossing Removal Project (LXRP). He possesses a number of qualifications including a Master Business Management (MBA), Master of Human Resources Management, and a Bachelor of Business (Human Resources). Brad commenced his MCEL journey in January 2018 as part of the company's inaugural 'Future Directors Program' offered in partnership with La Trobe University.

d. **Deirdre Diamante:**

Deirdre Diamante is the founder and principal of MIA Consulting Services, working closely with government to implement industry development and procurement programs. Deirdre is Chair of the Victorian Council of the Australian Information Industry Association (AIIA) and a co-founder and Director of the #TechDiversity Foundation. In December 2018, Deirdre was appointed a Director to the Board of Manningham Community Enterprises Limited.

Item 3. Directors Fees

The demands on Directors' time and the responsibilities of Directors have increased significantly in recent years. This is the result of an increasingly complex and challenging business environment and increased business volumes.

Since 2012, the pool of funds approved by shareholders to remunerate Directors has remained \$50,000.

In the ensuing 7 years:

- *Revenue has increased from \$2,007,091 to \$2,683,401 or 33.7%;*
- *Profit after tax has increased from \$34,122 to \$251,744 or 637.8%;*
- *More than \$3.2m has been returned to the community; and*
- *Dividends of more than \$1.25m have been paid to shareholders.*

Further, since 2012 the Board has faced ever growing demands and continually increasing compliance obligations, such that the Board as a whole and individual Directors face increased risk and have been required to commit significantly greater time and effort to their roles.

It is the view of the Board that the current pool of funds no longer provides adequate remuneration for Directors and should be increased to \$75,000. The amount recommended is in direct correlation with the increased time and effort invested by all Directors, to manage the Company, and is seen as reasonable compensation for that time and effort.



Victoria Paouros
Company Secretary
October 11, 2019