

Notice of Annual General Meeting

**Heidelberg District Community Enterprise Limited
A.B.N. 62 095 312 744**

**To be held at 6pm
on
Tuesday 12 November 2019
at
Heidelberg Community Bank Branch
164 Burgundy Street
Community Room
Heidelberg**

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 2019.

2. Re-election of Directors

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

Re-election of Directors retiring by rotation

- (a) That **Anne Rogan** be re-elected as a Director of the Company.
- (b) That **Peter Drapac** be re-elected as a Director of the Company.
- (c) That **Jason Dwyer** be re-elected as a Director of the Company.

3. Election of New Director

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

- (a) That **Amy Coote** be elected as a Director of the Company.

4. Remuneration Report

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

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

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. The proxy need not be a shareholder of the Company.

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.

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 shareholders as at 4.00pm on 11 October 2019.

By order of the Board

Russell Hutchins
Company Secretary
3 October 2019

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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.

Agenda item 2. Re-election of Directors

The following information is provided about candidates for re-election to the Board:

(a) **Anne Rogan** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election. Anne was appointed on 14 November 2017. Anne is a senior education manager.

(b) **Peter Drapac** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Peter was appointed on 14 November 2017. Peter is a director and owner of the National Business Institute of Australia.

(d) **Jason Dwyer** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election. Jason was appointed on 14 November 2017. Jason is a senior business manager at Bendigo and Adelaide Bank.

Anne, Peter and Jason have served the Company well and individually make a valuable contribution to the operations and governance of the Company. The Board would like to retain their experience, skills and qualifications and accordingly strongly recommends these three Directors for re-election.

Agenda item 3. Election of New Director

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

(a) **Amy Coote** was appointed by the Board on 10 December 2018 and resigns in accordance with the constitution of the Company, and being eligible, offers herself for election. Amy is a senior manager in the not-for-profit sector.

In her interim appointment, Amy has served the Company well and made a valuable contribution to the operations and governance of the Company. The Board would like to retain her experience, skills and qualifications and accordingly strongly recommends this candidate for election.

Postal address for return of Proxy Forms

The Secretary

Heidelberg District Community Enterprise Limited

233-235 Lower Heidelberg Road

East Ivanhoe 3079