

Notice of Annual General Meeting

Healesville and District Community Enterprise Ltd.
A.B.N. 64 149 284 182
To be held at 6.30pm on Thursday 28 November 2024
Yarra Glen Bowls Club (18 Anzac Ave, Yarra Glen)

Ordinary Business

7. 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 2024.

9. Election of Directors

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

Re-election of Director appointed since last Annual General Meeting

- (a) That **Amanda Hand** be elected as a Director of the company.
- (b) That **Philip Drew** be elected as a Director of the company.
- (c) That **Cooper Wilson** be elected as a Director of the company.

Re-election of Director retiring by rotation

- (d) **Nicole Slingsby** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.
- (e) **Elise Hanrahan** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.

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.

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 members as at **5.00pm on Wednesday 27 November 2024**.

By order of the Board.

Jo Bagg

Company Secretary

31 October 2024

Annual General Meeting Agenda

**Healesville and District Community Enterprise Ltd.
A.B.N. 64 149 284 182
6.30pm on Thursday 28 November 2024
Yarra Glen Bowls Club (18 Anzac Ave, Yarra Glen)**

Ordinary Business

- 1. Welcome Address and Introduction**
Nicole Slingsby – Chair
- 2. Quorum**
- 3. Notice of Meeting and Proxy Voting**
- 4. Minutes of last Annual General Meeting**
- 5. Addresses**
Nicole Slingsby – Healesville and District Community Enterprise Ltd
Keeley Mahoney – Community Bank Healesville
- 6. Guest Speakers/Presentation**
Chris Cahir – Regional Manager Yarra Ranges
Geoff Senior and Peter Leonard – Yarra Glen Bowls Club
Nina Sturgess – Healesville Traders Group
- 7. 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 2024.
- 8. Discussion and Questions**
- 9. Election of Directors**
To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

Re-election of Director appointed since last Annual General Meeting
That **Amanda Hand** be elected as a Director of the company.
That **Philip Drew** be elected as a Director of the company.
That **Cooper Wilson** be elected as a Director of the company.

Re-election of Director retiring by rotation
That **Nicole Slingsby** be elected as a Director of the company.
That **Elise Hanrahan** be elected as a Director of the company.
- 10. Other Business**
- 11. Close of Meeting**

Jo Bagg

Company Secretary

31 October 2024

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda item 9: Election of Directors

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

Re-election of Director appointed since last Annual General Meeting

- (a) **Amanda Hand** has not previously served as a Director and offers herself for election.

Qualifications, experience and expertise: Amanda is the Chief Executive Officer Oonah Health and Community Services Aboriginal Corporation. Graduate Diploma Management Diploma. Diploma in Business (Governance). Over 20 years in Executive Management of not-for-profit Community Organisations. Previous Director AFL Cape York (7 years).

- (b) **Philip Drew** has not previously served as a Director and offers himself for election.

Qualifications, experience and expertise: Currently retired, previous: 3 years military service, PMG/Telecom (now Telstra) mainframe computer operations including senior management positions for 17 years, Training and HR Manager Caulfield Council for 18 months (up until council amalgamations), National Australia Bank senior positions including Head of Cash Services for NAB nationally (included management of armoured car contracts), senior manager industry relations involving projects with RBA, Australian Payments Clearing Association and 3 years Chair of industry cash payment stream and 4 years committee APCA cheque payment stream, Royal Australian Mint industry committee. Various leadership team positions over 20 years with NAB. President Ancona Landcare 2 years (committee member for a further 5 years). Manager ARK emergency youth accommodation (working with VicPol, United Church and Knox Council. State emergency services Volunteer (road accident and storm management) including 12 months as Controller of Healesville Unit. Member of Rotary Group 6-week study program to USA. Recipient of the National Australia Emergency Medal for services during Victorian bush fires. Graduate Diploma in Business. Completed various management/leadership/risk management/HR training courses and conferences leading to experience across the range of management roles and practical skills such as risk management and mitigation, business continuity planning, applications for funding, writing of industry papers and presentations to bodies such as Royal Australian Mint and Reserve Bank of Australia. Experience with negotiations related to the cash industry and recruitment, including contractor recruitment in the USA for Telstra.

- (c) **Cooper Wilson** has not previously served as a Director and offers himself for election.

Qualifications, experience and expertise: Beginning a career in finance while pursuing a Bachelor of Business Professional at RMIT, with a major in Finance and minors in Business Analytics and Financial Planning and Tax, a strong foundation has been built in financial management, corporate finance, and risk analysis. Key coursework completed includes Corporate Finance, Financial Markets and Institutions, Basic Econometrics, Equity Investment and Portfolio Management, and Applied Finance: A Case Study Approach, developing expertise in financial forecasting, investment strategies, and portfolio management. Additional skills in Managerial Advisory Finance, Taxation, and Advanced Business Analytics support a data-driven and strategic approach to financial decision-making, with the ability to analyse complex financial data and drive organisational growth. Cooper has over two years of experience as an Administrative Assistant with responsibilities including data entry, payroll duties, and BAS statement preparation, which has contributed to developing strong organisational, time management, and financial reporting skills.

Re-election of Director retiring by rotation

- (d) **Nicole Slingsby** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.

Qualifications, experience and expertise: Nicole was admitted as a solicitor in 2018 and worked for two generalist firms before opening her legal practice as a sole practitioner in Healesville in 2020 until the end of 2023, dedicated to specialising in wills and estates law. Nicole now teaches law related subjects at RMIT. Her professional role demands excellent communication and problem-solving skills as well as great attention to detail. She has a Bachelor of Health Science; Bachelor of Laws; Master of Laws; Graduate Diploma in Legal Practice. Nicole was previously President of Healesville Toastmasters.

- (e) **Elise Hanrahan** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.

Qualifications, experience and expertise: Elly currently lives in Healesville after moving to the area in 2020. She holds a Bachelor of science (advanced) with honours in global challenges from Monash University. She is passionate about the environment and has worked on the FFMVIC fire crews, as well as leading a bushfire community engagement program in Healesville and surrounds. Alongside volunteering as a Board Director, she currently works as a policy advisor for the Department of Energy Environment and Climate Action (DEECA) as well as the Environment and Health Program Manager at Global Voices.

Proxy Form

**Healesville & District Community Enterprise Ltd.
A.B.N. 64 149 284 182
205 Maroondah Highway, Healesville VIC 3777**

Name

Address

Suburb

State

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 shareholder/s of Healesville and District Community Enterprise Limited and entitled to attend and vote at the Meeting appoint the person named below or, if no person is named below, the Chair 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 be low) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held on 28 November 2024 at 6.30pm and at any adjournment of that Meeting.

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

OR

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

Ordinary Business	Accept	Decline	Abstain
Item 4. Minutes of last Annual General Meeting			
Item 7. Receipt of Annual Report			
Item 9. Election of Directors – Amanda Hand			
Item 9. Election of Directors – Philip Drew			
Item 9. Election of Directors – Cooper Wilson			
Item 9. Election of Directors – Nicole Slingsby			
Item 9. Election of Directors – Elise Hanrahan			
Item 10. Other Business			

* If you mark the Abstain box for particular items 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

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Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Proxy Form

Healesville & District Community Enterprise Ltd.
A.B.N. 64 149 284 182
205 Maroondah Highway, Healesville VIC 3777

How to complete this Proxy form

1. Your name and address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a proxy

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

3. Identity of proxy

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

4. Voting instructions

You are encouraged to 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 they choose. 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.

How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 business days** before the Meeting (**i.e. by 5pm 26 November 2024**). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in any of the following ways:

Post or hand delivery: to the Company's office at 205 Maroondah Highway, Healesville VIC 3777

Email: contactus@hdcel.com.au

Annual General Meeting Minutes

Healesville & District Community Enterprise Ltd.
A.B.N. 64 149 284 182
Saturday 25 November 2023
held at Lions Club Healesville (9-11 Old Lilydale Rd)

1. Welcome Address & Introduction

Meeting started at 10.00am

- (a) Present: 19 people attended the meeting
- (b) Apologies: Chris Cahir & Tania Hansen (Bendigo Bank), Cr Jim Childs, Sandra Schoffer
- (c) Proxy: William Orange, Peter Bartlett, Graeme Mawson

Directors present at the meeting were: Bruce Argyle (Chair), Jo Bagg (Company Secretary), Sue Jackson, Danny Zemp, Leigh Harry, David Hill, Nicole Slingsby, Elly Hanrahan.

The Chair confirmed that a quorum was present and declared the meeting open.

2. Notice of Meeting & Proxy Voting

The Chair noted that the three-week Notice of Meeting was made available to all shareholders via electronic and postal means and took it that the Notice convening this Meeting be taken as read.

3. Minutes of last Annual General Meeting

- (a) The minutes of the 2022 Annual General Meeting were taken as read. Nicole Slingsby moved that the minutes be accepted as accurate. Helen Wood seconded the motion. Motion carried.
- (b) There were no issues arising.

4. Addresses

Bruce Argyle – Chair

Bruce provided an overview of the year that has been and HDCEL's appreciation of being a part of the networking of 108 Community Bank branches across Australia. The network recently celebrated its 25-year anniversary with a national conference held in August. Bruce remarked on the \$30 million that has been given back to communities in the last year.

HDCEL celebrated a \$450,000 profit last year, which was attributable to a range of factors and allowed some proud moments for Directors, including paying down the loan (which was \$620,000 at one stage), removing the overdraft, and paying dividends to patient shareholders. A \$0.05 dividend was paid to Shareholders in March 2023, followed by a \$0.06 dividend in October 2023. This has resulted in a range of positive responses from shareholders, and Bruce again reiterated the Board's appreciation for people's patience.

Bruce also talked about doubling the community grants during the year, but the desire by the Board to remain conservative with community contributions. Bruce expressed appreciation of the Branch team, led by Keeley Mahoney. He explained that HDCEL are expected to reach 2,500 customers by Christmas, which equates to a growth of approx. 500 customers in three years.

Bruce acknowledged that the climate will be harder than what was expected in the last year. Traffic is lessening in many other Community Bank branches. Bruce explained that the branch will be closing for a couple of days in February 2024 for a refurbishment, at an expected cost of approx. \$70,000.

Bruce finished by thanking all Directors, Staff and Shareholders for their continued support during the year. He commented on the passionate group of people that comprise the Board and the Branch and acknowledged the huge workload, particularly with the increased focus on compliance and risk awareness.

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Keeley Mahoney – Branch Manager’s Report

Keeley thanked the board members, incoming and outgoing for their support. She also acknowledged that all staff are appreciative of Director support.

Keeley explained that the staff have been focused on growing customer numbers and level of service. She noted that recent business development activities and enhanced Facebook presence have been a great initiative.

Keeley introduced Cath Pye as the newest member of the team and conveyed her appreciation to Jessi-Lee Hulme, who recently resigned and will be missed. She gave thanks to Margaret Tresize as our new business relationship manager.

Keeley thanked the shareholders for their continued support.

Chris Cahir – Regional Manager, Yarra Ranges

Apology

5. Guest Speakers – Ella McNair – 1st Healesville Scout Club

Ella thanked HDCEL for the opportunity to present at the AGM. The money donated from Community Bank has contributed to the buying products for the five-day camp for children including the purchase of lighting, tents and gazebos.

Ella explained how the 11-15 aged group are going to a jamboree in Queensland and equipment purchased will support them all the way through their scout journey.

Following some questions from the group, Ella articulated that there are 20 cubs currently registered and a further ten scout aged participants. She encouraged those in attendance to look for opportunities to promote the Scout Club to the community.

6. Receipt of Annual Report

With no questions from the floor, the Motion was put: That the Audited 2022-2023 Healesville and District Community Enterprise Ltd Annual Financial, Directors and Auditors Reports be accepted.

Moved: Bruce Argyle; Seconded: Nicole Slingsby. Motion was carried.

7. General discussion

Following a mention by shareholder Kath Gannaway of the service of the staff, those in attendance discussed the enhanced level of engagement and adherence to processes and procedures. There was also recognition from Cr Fiona McAllister about the visibility and financial impact as result of Community Banks, and the general gratitude expressed by local groups that funds go back into our local community.

8. Election of Directors

Re-election of Directors appointed since last Annual General Meeting

Fiona Couper accepted nomination to the Board. Motion that **Fiona Couper** be accepted as a Director of HDCEL. Moved: Helen Wood; Seconded: Elly Hanrahan. Motion was carried.

Re-election of Director retiring by rotation

That **Joanne Bagg** be elected as a Director of the company.

Moved: Nicole Slingsby; Seconded: David Hill. Motion was carried.

That **Danny Zemp** be elected as a Director of the company.

Moved: Nicole Slingsby; Seconded: David Hill. Motion was carried.

9. Election of new Director

That **Walter Skilton** be elected as a Director of the company.

Moved: Kath Gannaway; Seconded: Bob Gannaway. Motion was carried.

Annual General Meeting Minutes

10. Business arising.

Nicole Slingsby and Gary Slater were invited to the front of the meeting. Gary was acknowledged by Bruce as the Steering Committee Chair and then inaugural Chair. Bruce thanked Gary for his sustained effort and expressed that the baton had been passed from Gary to Bruce and now to Nicole. Bruce expressed his belief in Nicole and that she would be well-supported by all.

Nicole paid homage to Bruce for his sustained commitment to the Board and presented him with a gift from HDCEL.

11. Close of Meeting

Bruce acknowledged and thanked Keeley and the branch staff. He reiterated their importance as the face of HDCEL and acknowledged how well regarded they are in the community. Bruce asked for Keeley to thank Shelli, Cath, Marg and Jess.

Bruce also acknowledged the finance team at BCV for their ongoing support of HDCEL. He concluded the meeting by thanking Directors and shareholders who were present.

Meeting closed at 10.46am

Chair: Bruce Argyle

Secretary: Jo Bagg

Notice of nomination of person for election as Director

Privacy: Healesville & District Community Enterprise Limited (HDCEL) ABN 64 143 284 182 is committed to protecting the privacy of personal information which the organisation collects, holds and administers. Personal information is information which directly or indirectly identifies a person. HDCEL collects and administers a range of personal information for the purposes of shareholder engagement and sponsorship.

HDCEL is bound by Victorian Privacy Laws, the Information Privacy Act 2000, as well as other laws, which impose specific obligations when it comes to handling information. The organisation has adopted the respective Privacy Principles contained in the Victorian Privacy Laws as minimum standards in relation to handling personal information. In broad terms this means that we:

- Collect only information which the organisation requires for its primary function.
- Ensure that stakeholders are informed as to why we collect the information and how we administer the information gathered.
- Use and disclose personal information only for our primary functions or a directly related purpose, or for another purpose with the person's consent.
- Store personal information securely, protecting it from unauthorised access.
- Provide stakeholders with access to their own information, and the right to seek its correction.