

# *Notice of Annual General Meeting*

**The Annual General Meeting of  
Daylesford District Community Developments Limited  
ABN 72 149 942 067  
(which operates the Community Bank Daylesford District Branch)  
will be held  
by video conference  
at 3.00pm on Tuesday 24 November 2020**

## **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 2020.

### **2. Election of Directors**

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

Re-election of Directors retiring by rotation:

- (a) That Philip Gay be re-elected as a Director of the Company;
- (b) That Joan Janssen be re-elected as a Director of the Company

Mr Peter Duncan retires by rotation and will not be seeking re-election.

Election of Directors appointed since the last Annual General Meeting:

- (c) That Jim Foster be elected as a Director of the Company;

## **Attending the meeting**

At the time of issuing this Notice of Meeting the Company is aware that COVID-19 restrictions apply in regional Victoria. This limits gatherings to no more than 10 people, with social distancing. The Company therefore proposes holding a "virtual" general meeting, which will be run so that shareholders will be given a reasonable opportunity to participate, as they would at a traditional meeting.

The details of the video conference are;

Join Zoom Meeting

<https://us02web.zoom.us/j/82345646852?pwd=VkJKGcFdoemd3bWtkY2N5R0J3OUpFQT09>

Meeting ID: 823 4564 6852

Passcode: 377269

## Daylesford District Community Developments Limited

**Joint Shareholders:** In the case of joint Shareholders, all holders may attend the Meeting. If one joint 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 Share 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(s) 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 **5pm on 20 November 2020**.

### Questions

Shareholders may submit questions on any matters that may be relevant to the Annual General Meeting by emailing [companysecretary@ddcdl.com](mailto:companysecretary@ddcdl.com) or mailing a written question to PO Box 571 Daylesford 3460 **by 20 November 2020**. Questions raised will be addressed during the course of the Annual General Meeting and if time permits, additional questions may be taken during the meeting. Please note that individual responses will not be sent.

### Annual Report

The Company's Annual Report for the year ended 30 June 2020 may be viewed at <https://www.bendigobank.com.au/branch/vic/daylesford-district-community-bank-branch/> – click on "Investors & Shareholders" and look for the heading "Financial Statements and Reports". Shareholders may request the Annual Report be mailed, or an electronic version emailed, by contacting the Company Secretary on 0404 069 019 or at [companysecretary@ddcdl.com](mailto:companysecretary@ddcdl.com).

By order of the Board



**Trevor Shard**  
**Company Secretary**  
**26 October 2020**

## Explanatory Notes

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

### ***Agenda item 1. Receipt of Annual Report***

The Company's Annual Report for the year ended 30 June 2020 including the Financial Report, the Directors' Report and Auditor's Report will be tabled at the Meeting. These Reports have been approved by the Board, but Shareholders are invited to consider the Reports and will be given reasonable opportunity to ask questions and make comment on the Reports at the Meeting.

### ***Agenda item 2. Election of Directors***

The Company's Constitution provides that one-third of Directors retire by rotation at each Annual General Meeting. The following information is provided about candidates for re-election and election to the Board.

Re-election of Directors:

- (a) Philip Gay retires by rotation and being eligible, offers himself for re-election. He was former Chief Financial Officer & Operating Group Managing Director of Pacific Dunlop Ltd and now operates a Poll Hereford cattle stud. He has a Bachelor of Arts (Finance & Accounting), is a Fellow of CPA Australia, a Fellow of Institute of Chartered Secretaries and Administrators, a Fellow of the Governance Institute of Australia, a Member of Australian Institute of Company Directors and completed the Advanced Management Program at Harvard Business School.
- (b) Joan Janssen retires by rotation and being eligible, offers herself for re-election. Ms Janssen holds a Diploma of Teaching, Primary (ACU, Ballarat), a Graduate Diploma of Student Welfare (Hawthorn) and a Master of Education (Melb). She has 31 years' experience in education, including 12 years as School Principal and was a former Director of the Melba Foundation.

Mr Peter Duncan retires by rotation and will not be seeking re-election.

Election of Directors appointed since the last Annual General Meeting:

- (c) Jim Foster, having been appointed by the Board since the last Annual General Meeting of the Company, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election. Mr Foster has extensive experience in the recycling and logistics industry. He is Treasurer of the Daylesford Indoor Aquatic Centre Association, a member of the finance team at Sustainable Healthy Integrated Food Towns (SHIFT) and Secretary and founder of The Daylesford Foundation (TDF).