

# Annual General Meeting Agenda

**Healesville & District Community Enterprise Ltd.  
A.B.N. 64 149 284 182  
10.00am on Saturday 26<sup>th</sup> November 2022  
via Zoom (virtual meeting technology)**

## Ordinary Business

- 1. Welcome Address & Introduction**  
Bruce Argyle – Chairman
- 2. Quorum**
- 3. Notice of Meeting & Proxy Voting**
- 4. Minutes of last Annual General Meeting**
- 5. Addresses**  
Bruce Argyle – Healesville & District Community Enterprise Ltd  
Keeley Mahoney – Community Bank Healesville
- 6. Guest Speakers/Presentation**  
Chris Cahir – Regional Manager Yarra Ranges  
Jill Edwards – Valley Community Recovery Committee
- 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 2022.
- 8. Discussion & 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 **Elise (Elly) Hanrahan** be elected as a Director of the company.  
That **Nicole Slingsby** be elected as a Director of the company.  
  
**Re-election of Director retiring by rotation**  
That **Sue Jackson** be elected as a Director of the company.
- 10. Election of new Director**  
That **David Hill** be elected as a Director of the company.
- 11. Other Business**
- 12. Close of Meeting**

**Helen Wood**

Company Secretary

28<sup>th</sup> October 2022

# Notice of Annual General Meeting

**Healesville & District Community Enterprise Ltd.**  
**A.B.N. 64 149 284 182**  
**To be held at 10.00am on Saturday 26<sup>th</sup> November 2022**  
**Via Zoom (virtual video meeting)**

## **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 2022.

### 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 appointed since last Annual General Meeting**

- (a) That **Elise (Elly) Hanrahan** be elected as a Director of the company.
- (b) That **Nicole Slingsby** be elected as a Director of the company.

#### **Re-election of Director retiring by rotation**

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

#### **Election of new Director**

- (d) That **David Hill** be elected as a Director of the company.

## **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 Friday 25<sup>th</sup> November 2022**.

By order of the Board.

**Helen Wood**

Company Secretary

**28<sup>th</sup> October 2022**

## **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.

#### **Re-election of Director appointed since last Annual General Meeting**

- (a) **Elise (Elly) Hanrahan** has not previously served as a Director and offers herself for election. Qualifications, experience and expertise: Elly is a forest firefighter and project officer for the Department of Environment, Land, Water and Planning. She has a BSc. Adv. Global Challenges (Hons). Elly is a passionate environmentalist who lives in an off-grid tiny house in Chum Creek. She also volunteers as the Memberships Coordinator for Healesville Community Owned Renewable Energy, as an Events Lead for the United Nations Association of Australia – Young Professionals and is a Global Voices Scholar. She co-founded AusRegen Inc.; a landscape regeneration not-for-profit and has held board positions as Secretary and Director.
- (b) **Nicole Slingsby** has not previously served as a Director and offers herself for 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, dedicated to specialising in wills and estates law. She is currently completing a Master of Laws in wills and estates. 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; Graduate Diploma in Legal Practice. Nicole is the President of Healesville Toastmasters.

#### **Re-election of Director retiring by rotation**

- (c) **Sue Jackson** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election. Qualifications, experience and expertise: Susan is a licensed Real Estate Agent with 18 years' experience in the industry. She completed Bachelor of Property & Real Estate in 2017. Involved in residential sales and manages a team of 12 sales agents. Susan has been involved with Montrose Traders Group for many years and supports various local clubs and groups.

#### **Election of new Director**

- (d) **David Hill** has previously served as a Director and offers himself for election. Qualifications, experience and expertise: David is a past honorary member of Public Service Board Victoria, past member of Administrative Appeals Tribunal, retired company Director of Healesville & District Community Enterprise Ltd, and indentured tradesperson. David has nursing qualifications in a range of disciplines.

# Proxy Form

Healesville & District Community Enterprise Ltd.  
A.B.N. 64 143 284 182

All correspondence to:  
**Healesville & District Community Enterprise Ltd.**  
PO BOX 1144 Healesville VIC 3777  
Enquiries 0421 707 152

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 & District Community Enterprise Ltd. and entitled to attend and vote at the Meeting appoint the person named below or, if no person is named below, the Chairman 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 via **Zoom (virtual meeting)** on **26/11/2022 at 10am** 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 this person is someone other than the Chair of the Meeting.

## Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 1. Receipt of Financial Report, Directors' Report and Auditor's Report			
Item 2. Election of Directors			
Item 3.			
Item 4.			
Item 5.			
Item 6.			

\*If you mark the Abstain box for a particular item, 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

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

Healesville & District Community Enterprise Ltd.

A.B.N. 64 143 284 1 82

Registered Office - 205A Maroondah Highway, Healesville 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 he or she chooses. 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 (**ie by 5pm Thursday 24/11/2022**). 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 registered office at 205a Maroondah Highway, Healesville 3777

*Email:* [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au)

# Virtual Annual General Meeting Information

Dear Shareholders,

Healesville and District Community Enterprise Ltd (HDCEL) announces that owing to the passing of the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth), the 2022 Annual General Meeting of shareholders (AGM) will be held as a virtual (online) meeting.

During the HDCEL virtual AGM, shareholders will be given the opportunity to participate in the meeting that is equivalent to attending a typical in-person AGM. This will include having the opportunity to ask questions, or comment on, the management of the company and the Annual Report.

Similarly, shareholders will have the opportunity to submit questions in advance by emailing [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) or sending correspondence to the Registered Office of Director of Healesville & District Community Enterprise Ltd at PO Box 1144 no later than 19<sup>th</sup> November 2022.

## **AGM Date**

Saturday 26<sup>th</sup> November 2022 (10.00am – 11.00am AEDT)

## **Accessing the Meeting**

The online meeting room will be open from 9.45am (AEDT) for the meeting. We recommend entering the room 10 minutes before the AGM, especially if you are new to Zoom.

**Please register to attend the AGM by emailing [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) before Saturday 19<sup>th</sup> November.**

When you are ready to join the meeting, please click the link below:

<https://us06web.zoom.us/j/81221144137?pwd=ckx4L1hxZWxsZy9sTDVYb3c1enZVUT09>

**Meeting ID:** 812 2114 4137

**Passcode:** 426313

## **New to Zoom?**

Zoom is a cloud-based platform that allows us to conduct online video meetings with people from diverse locations. You can access Zoom from your computer, smartphone or tablet.

Below are some instructions on how to install the Zoom application on your device. You will only need to complete these steps once and it usually takes less than 5 minutes to install. We recommend that you allow sufficient time to complete these steps (well before the AGM starts) just in case you run into any issues. You will be able to tell if the process has worked if you reach a screen that says, "Waiting for the host to start this meeting".

## **Using a Computer**

If you haven't used Zoom before, [click here](#) and you will be taken to a page that lets you download and install the Zoom application on your device.

# Virtual Annual General Meeting Information

## **Using a SmartPhone or Android device**

Zoom mobile apps can be downloaded from the Apple App Store or the Google Play Store.

Please note:

- 1) You aren't required to have a Zoom account to attend the AGM, although you may wish to create one for ease of use.
- 2) If for some reason you can't download or run the application, you will still be able to join from your web browser.

## **Voting**

During the virtual AGM proceedings, participants will be provided information on how to vote and ask questions using the technologies available in the Zoom application.

Shareholders unable to attend the AGM can appoint a proxy with specific ordinary business voting direction by completing the included proxy form.

Please feel free to email us [contactus@hdcel.com.au](mailto:contactus@hdcel.com.au) if you have any questions and to register your attendance at the AGM.

# Annual General Meeting Minutes

**Healesville & District Community Enterprise Ltd.**  
**A.B.N. 64 149 284 182**  
**Saturday 20<sup>th</sup> November 2021**  
**held via Zoom (virtual meeting technology)**

**1. Welcome Address & Introduction**

Meeting started at 2.00pm

- (a) Present: 18 people attended the meeting
- (b) Apologies: Keeley Mahoney & Kylie Artus (Community Bank Healesville)
- (c) Proxy: No proxy forms were received

Directors present at the meeting were: Bruce Argyle (Chair), Helen Wood (Company Secretary), Kath Gannaway, Caroline Evans, Danny Zemp, Sue Jackson, Jo Bagg, Leigh Harry (appointed as Director at the AGM), Damien North (appointed as Director at the AGM).

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 2020 AGM were taken as read. Helen Wood moved that the minutes be accepted as accurate. Sue Jackson seconded the motion. Motion carried.
- (b) There were no issues arising.

**4. Addresses**

**Bruce Argyle – Chair**

Bruce spoke about the level of adaptability, commitment and time required to create and manage a community bank, including efforts by Directors, shareholders, staff and supporters. He noted it has been a big year of restrictions, resilience and results.

The community bank model has experienced tightened margins, particularly around lending, but HDCEL had worked hard this year and continued to adapt. This year marked the 10<sup>th</sup> birthday celebration of the Healesville Branch, and while planned celebrations in February were cancelled due to ongoing COVID-19 lockdowns, HDCEL were still able to provide ten grants to ten worthy community groups.

Bruce discussed the events HDCEL had participated in, including the Winter Webinars series and promotions with three other local banks for Yarra Valley FM.

Bruce thanked the shareholders for their patience in terms of lack of a dividend in the ten years to date. Unfortunately, the newly implemented accounting standards negatively impacted HDCEL's bottom-line but the Board will continue working towards the goal of paying a dividend to shareholders.

Bruce thanked all Directors, Staff and Shareholders for their continued support during the year and made special mention of retiring directors, Geoff Sherman and Kath Gannaway. He thanked them both for their diligence and commitment over the years. Bruce also acknowledged the support of the Bendigo Bank team including Regional Manager – Simon Sponza, Community Business Manager – Tania Hansen, and Strategic Business Manager – Mark Nolan. He paid his respects to Keeley Mahoney and the Branch team of Dan Mathers, Kylie Artus, Lucia Bolger and Shelli Johanson.

**Keeley Mahoney – Branch Manager's Report**

Owing to Keeley's apology, her Branch Manager's Report in the Annual Report was noted.



# Annual General Meeting Minutes

## **Simon Sponza – Regional Manager, Yarra Ranges**

Simon thanked HDCEL for inviting him to be a part of the AGM. Simon paid homage to Keeley Mahoney and her team for doing a great job and expressed his admiration on their commitment to continuing profits. Simon spoke about Community Bank Healesville's efforts throughout the year and commended the staff for achieving great success. He highlighted a 15.7% increase in growth, which was well above the target set for the start of the financial year. Simon noted that continued and aggressive growth will be critical to HDCEL continuing to meet income targets.

Simon also spoke about the commitment of the staff to remain open until 4pm each day, while other banks chose to close at midday during COVID-19 lockdowns. Simon stated the team had done a fantastic job in keeping the doors open, staying positive, and growing the business significantly.

He reported that over \$272 million has been distributed in support of local communities. Bendigo Bank has 18,000 Directors and over 76,000 shareholders.

## **5. Guest Speakers – Alison Gommers – Healesville Interchurch Community Care (HICCI)**

Alison provided insights into the history of HICCI, which has provided important support to the community for 31 years. HICCI has grown significantly in size since its inception and now supports a great number of people in the community through emergency relief in times of hardship or crisis, transport assistance, weekly community meals, food / fuel vouchers, and financial assistance. HICCI also provide referrals to other local and community businesses.

Alison explained that HICCI's motto is empowerment and care. Through the dedicated work of volunteers, the organisation continues to be an important part of the local community. During COVID, HICCI partnered with My Little Kitchen to distribute meals for vulnerable people, particularly the elderly. This provided a dual opportunity for welfare checks and to connect with individuals who may have been isolated from support and loved ones.

Alison thanked HDCEL for its ongoing support, including the 'Lose your Marbles' initiative. She talked about her enthusiasm for future opportunities to collaborate.

On behalf of HDCEL, Caroline Evans thanked Alison for her ongoing support of HDCEL. Caroline applauded HICCI's role as a preeminent community organisation that is passionate about supporting the community. She expressed the Board's hope that the two organisations can continue working closely together into the future.

## **6. Receipt of Annual Report**

With no questions from the floor, the Motion was put: That the Audited 2020-2021 Healesville and District Community Enterprise Ltd Annual Financial, Directors and Auditors Reports be accepted. Moved: Bruce Argyle; Seconded: Leigh Harry. Motion was carried.

## **7. No discussion or questions followed.**

## **8. Election of Directors**

### **Re-election of Directors appointed since last Annual General Meeting**

Leigh Harry accepted nomination to the Board. Motion that Leigh Harry be accepted as a Director of HDCEL. Moved: Helen Wood; Seconded: Caroline Evans. Motion was carried.

Damien North accepted nomination to the Board. Motion that Damien North be accepted as a Director of HDCEL. Moved: Helen Wood; Seconded: Sue Jackson. Motion was carried.

### **Re-election of Director retiring by rotation**

That **Bruce Argyle** be elected as a Director of the company.

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

## **9. Election of new Director**

There were no nominations.

# Annual General Meeting Minutes

## **10. Business arising.**

Bruce acknowledged the contributions of retiring Director, Geoff Sherman, and thanked him for his work as Treasurer and as a member of the Finance Committee. Bruce thanked Geoff for his great work and the support of him and his family to HDCEL and the community.

Helen then provided a vote of thanks for Kath Gannaway, who was a member of the original Steering Committee in 2009 and has been a valued Director ever since. Helen expressed the Board's appreciation of Kath's incredible efforts across many functions, most notably her stewardship of the CIC, media relations and community engagement. Helen thanked Kath and wished her the very best with her retirement. She also read a letter from David Green, a member of the Collaborative Marketing group, of which Kath had been a member for many years.

## **11. Close of Meeting**

Bruce thanked Cr Fiona McAllister for her support at Yarra Ranges Council. Cr McAllister in turn thanked the existing Board and retiring Directors for their contribution and commitment to being part of a community bank. She expressed her enthusiasm at the newly developed Regional Community Recovery Committees (RCRC), set up to support local communities to recover from COVID-19 and the recent storm event.

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

**Meeting closed at 2.43pm**

**Chair: Bruce Argyle**

**Secretary: Helen Wood**

# 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.