

# Annual General Meeting Agenda

**Healesville & District Community Enterprise Ltd.  
A.B.N. 64 149 284 182  
10.00am on Saturday 25 November 2023  
Lions Club Healesville (9-11 Old Lilydale Rd, Healesville)**

## Ordinary Business

- 1. Welcome Address & Introduction**  
Bruce Argyle – Chair
- 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  
Ella McNair – 1<sup>st</sup> Healesville Scout Unit
- 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 2023.
- 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 **Kieran Hulm** be elected as a Director of the company.  
That **Fiona Couper** be elected as a Director of the company.  
  
**Re-election of Director retiring by rotation**  
That **Joanne Bagg** be elected as a Director of the company.  
That **Daniel Zemp** be elected as a Director of the company.
- 10. Election of new Director**  
That **Walter Skilton** be elected as a Director of the company.
- 11. Other Business**
- 12. Close of Meeting**

**Jo Bagg**

Company Secretary

28 October 2023

# 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 25 November 2023  
Lions Club Healesville (9-11 Old Lilydale Rd, Healesville)**

## **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 2023.

### 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 **Kieran Hulm** be elected as a Director of the company.
- (b) That **Fiona Couper** be elected as a Director of the company.

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

- (c) **Joanne Bagg** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.
- (d) **Daniel Zemp** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.

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

- (e) That **Walter Skilton** 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 24 November 2023**.

By order of the Board.

### **Jo Bagg**

Company Secretary

**28 October 2023**

## 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) **Kieran Hulm** has not previously served as a Director and offers themselves for election.  
Qualifications, experience and expertise: Kieran is a qualified electrician and with an engineering specialisation in robotics and automation. He designs customised automated warehouse and manufacturing systems for a global brand throughout the APAC region. Kieran brings nearly a decade of experience in the automation space incorporating his skills in project management, professional services, and creative thinking.
- (b) **Fiona Couper** has not previously served as a Director and offers themselves for election.  
Qualifications, experience and expertise: Client Services Officer (Sarina Russo Apprenticeship Services), Enrolments Officer (James Cook University Brisbane), Legal Secretary (31 West Chambers), Operations Team Supervisor (Everlight Radiology), Restaurant Manager (Vine Restaurant & Chachi Yarra Valley). Throughout the last 3 years Fiona has also run her own Holistic Well-being practice (involving Reiki healing, guidance, and meditation and mindfulness classes). Previously volunteered with the YWCA as part of the ASISTA mentoring program. Current member of the Healesville District Lions Club and regularly volunteer at the Lions Den Op Shop. Holds a Certificate III in Business and a Diploma in Makeup Artistry.

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

- (c) **Joanne Bagg** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.  
Qualifications, experience and expertise: An experienced professional in management consultancy, tourism and hospitality sectors, with over 15 years' experience working in the Yarra Valley. Previously managed the Yarra Valley Visitor Information Centre in Healesville, working with community groups and businesses to promote the region to domestic and international visitors. Worked for 10 years with Swinburne University (through Open Universities Australia) as convenor and tutor for tourism units. Qualifications include Bachelor of Business (Tourism Enterprise Management) and Diploma of Hospitality Management. Joanne has strong interpersonal, administrative and organisational skills and is dedicated to excellent customer service.
- (d) **Daniel Zemp** retires by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.  
Qualifications, experience and expertise: Cartoonist and Arborist BSc, Frontline management, Environmental management and sustainability. Currently working at the local high school as an integration aide as well as providing a regular editorial cartoon in the local paper. Daniel has 25 years' experience as a climbing arborist and is currently on the committee of the Australian Cartoon Museum. Daniel was previously a Bendigo Bank Advisor and Director.

#### Election of new Director

- (e) **Walter Skilton** has previously served as a Director and offers themselves for election.  
Qualifications, experience and expertise: Walter is an experienced and professionally qualified Project Manager with over 25 years' experience managing projects and portfolios for small, medium and large businesses. Walter has qualifications in Project Management and holds a Graduate Certificate in Management, Diploma in Datametrics and Master of Information Technology degree. Walter has previously been School Council President and actively involved with a number of other community groups.

# Proxy Form

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

All correspondence to:  
**Healesville & District Community Enterprise Ltd.**  
205 Maroondah Hwy Healesville VIC 3777  
Enquiries 0402 880 580

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 on **25/11/2023 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 - 205 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 23/11/2023**). 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 205 Maroondah Highway, Healesville 3777

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

# Annual General Meeting Minutes

**Healesville & District Community Enterprise Ltd.**  
**A.B.N. 64 149 284 182**  
**Saturday 26 November 2022**  
**held via Zoom (virtual meeting technology)**

## 1. Welcome Address & Introduction

Meeting started at 10.00am

- (a) Present: 16 people attended the meeting
- (b) Apologies: Leigh Harry and Mark Nolan (Bendigo Bank)
- (c) Proxy: William Orange

Directors present at the meeting were: Bruce Argyle (Chair), Helen Wood (Company Secretary), Caroline Evans, Sue Jackson, Jo Bagg, Nicole Slingsby.

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 2021 Annual General Meeting were taken as read. Caroline Evans 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 pleasure of attending his sixth AGM as the Chair, proceeded by Gary Slater. He noted that it had been a challenging climate with COVID and changes to the banking environment, particularly in a small town that includes the other major banks. He noted that the Bank had just passed 2,400 customers.

Bruce discussed the small profit of \$23,000 and HDCE's ability to pay down the loan to \$320,000, which is almost half of the original amount. Owing to a net equity of minus \$12,000, HDCEL could not legally pay dividends despite being optimistic about being able to pay them soon. Bruce thanked the shareholders for their ongoing patience and confirmed that HDCEL will pay dividends this year. He reiterated that it is a priority of the Directors that payments of dividends will take place before further paying down the loan. 20% of the profit of 2022-23 will go to shareholders.

Bruce thanked all Directors, Staff and Shareholders for their continued support during the year. He commented on the competent and passionate group of people that led the Board and the Branch. Bruce also acknowledged the support of the Bendigo Bank team including Regional Manager – Chris Cahir, 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, Shelli Johanson, Fay Mahoney, Lucy Bolger and Jessi-Lee Hume and noted their recent win of the compliance award.

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

Keeley thanked the staff for a difficult year and acknowledged their determination through challenging times. She thanked them for their hard work and passion for the community and acknowledged the great feedback received from customers.

Keeley explained that the business had grown and increased customer numbers, while also meeting all compliance requirements.

Keeley thanked the shareholders for their continued support and offered assistance with any of their banking needs. She also welcomed the newest Directors and thanked the Board for their encouragement and commitment.

# Annual General Meeting Minutes

## **Chris Cahir – Regional Manager, Yarra Ranges**

Chris thanked HDCEL for inviting him to be a part of the AGM. Chris acknowledged that COVID had strengthened the Community Bank and shown the importance of community in terms of health, wellbeing, culture and sports as key infrastructure. He expressed Bendigo's proud partnership with the Community Bank network and is looking forward to the evolution of this model. He highlighted that Bendigo was an important part of Australia and was voted again as the highest net promoted score.

Chris acknowledged the staff, Directors, customers and shareholders for their ongoing commitment. Chris noted that due to rising interest rates, it will be a tough year for some customers. He commended the strong forecasting for HDCEL and believes the strong footings will support the bottom line for the year ahead.

Chris reported that over \$292 million had been distributed in support of local communities across the network. Bendigo Bank has over 1,600 staff and over 70,000 shareholders.

## **5. Guest Speakers – Fiona McAllister – Yarra Community Recovery Committee**

Fiona acknowledged the achievements of the HDCEL and thanked them for the invitation to attend the Annual General Meeting.

Fiona talked about community recovery and resilience being at the heart of what we should all be doing, and she reiterated that it is important for Yarra Ranges Council to do it all can do to support community. Fiona acknowledged the hardships of COVID-19 and its impacts on mental health, loss of connection and increase in family violence. She recognised that there was a need to do things differently to put community first and give it the voice and power to make important decisions.

The Community Recovery Committees (CRC) were established in 2021 following the profound impact of the October storms. Partnerships were formed to make decisions of what was most important to have the community recover and this was fed back into Council.

Each CRC had a \$180,000 budget, which has increased through State government support. Council gave autonomy to the groups of where money should be invested, with an overarching role of supporting immediate recovery and resilience. There are four CRCs – Urban, Hills, Yarra and Upper Yarra Valley.

An initial meeting was held in December 2021 to plan the CRCs, their role and establish their identities. This included discussions regarding terms of reference, role clarity, connection with Council, purpose and goals. Across the four groups it was acknowledged that urgent release of funding (under \$10,000) was needed in community groups, including mental health services. A range of smaller groups were found and supported, which will provide valuable opportunities for the next grant round.

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

David Hill recognised that the share figure on p48 was incorrect. With no further questions from the floor, the Motion was put: That the Audited 2021-2022 Healesville and District Community Enterprise Ltd Annual Financial, Directors and Auditors Reports be accepted. Moved: Bruce Argyle; Seconded: Helen Wood. Motion was carried.

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

## **8. Election of Directors**

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

Elise Hanrahan accepted nomination to the Board. Motion that Elise Hanrahan be accepted as a Director of HDCEL. Moved: Nicole Slingsby; Seconded: Caroline Evans. Motion was carried.

Nicole Slingsby accepted nomination to the Board. Motion that Nicole Slingsby be accepted as a Director of HDCEL. Moved: Helen Wood; Seconded: Jo Bagg. Motion was carried.

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

That **Sue Jackson** be elected as a Director of the company.

Moved: Caroline Evans; Seconded: Gary Slater. Motion was carried.

# Annual General Meeting Minutes

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

That **David Hill** be elected as a Director of the company.

Moved: Nicole Slingsby; Seconded: Sue Jackson. Motion was carried.

## **10. Business arising.**

Bruce acknowledged the Low Volume Market (LVM) and Shareholder database had been transferred to AFS in anticipation of paying the dividends as soon as possible. Bruce highlighted that Directors are considering an interim dividend in February if AFS auditing processes reveal it is possible. Bruce recognised the efforts of Helen Wood and Jo Bagg in managing this task over the last few 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.

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 10.45am**

**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.