

Annual General Meeting Agenda

**Healesville & District Community Enterprise Ltd.
A.B.N. 64 149 284 182
2.00pm on Saturday 21st November 2020
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 – HDCEL
Keeley Mahoney – Healesville Community Bank
- 6. Guest Speakers/Presentation**
Shelley McLean – Regional Manager Yarra Ranges
Julie Kugler – Principal Lyrebird College
- 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 2020.
- 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
Not applicable this year.
Re-election of Director retiring by rotation
That **Kathleen Gannaway** be elected as a Director of the company.
That **Helen Wood** be elected as a Director of the company.
That **Danny Zemp** be elected as a Director of the company.
- 10. Election of new Director**
(f) That **Joanne Bagg** be elected as a Director of the company.
- 11. Other Business**
- 12. Close of Meeting**

Helen Wood

Company Secretary

22nd October 2020

Notice of Annual General Meeting

Healesville & District Community Enterprise Ltd.
A.B.N. 64 149 284 182
To be held at 2.00pm on Saturday 21st November 2020
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 2020.

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) Not applicable this year.

Re-election of Director retiring by rotation

- (b) **Kathleen Gannaway** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
- (c) **Helen Wood** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
- (d) **Danny Zemp** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

Election of new Director

- (e) That **Joanne Bagg** 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 20th November 2020**.

By order of the Board

Helen Wood

Company Secretary
22nd October 2020

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) Not applicable this year.

Re-election of Director retiring by rotation

- (a) **Kathleen Gannaway** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
Qualifications, experience and expertise: Journalist and photographer with the Mail newspaper in Healesville for more than 20 years, retired in September 2018. Currently a member of Healesville Toastmaster and Yarra Ranges Film Society. Previously involved as a volunteer with Badger Creek Fire Brigade Auxiliary, Badger Creek Old School Building Committee and numerous Gateway Festival Committees.
- (b) **Helen Wood** retires by rotation in accordance with the constitution of the company, and being eligible, offers herself for re-election.
Qualifications, experience and expertise: 20 years in local and state government. Helen has operated her own business (TMS Consulting) since 2006 as a management consultant specialising in organisational capability (30-50 staff). She was the Chair and Board Member of the Brisbane Youth Services for 8 years – providing services to homeless and vulnerable youth. Individual areas of specialty are organisational performance, leadership, change management, human dynamics. A very experienced and well-regarded facilitator, she has run major engagement forums for state and federal governments, helped executive teams align their strategy and helped organisations through major change. She is the joint owner of Yarra Gables Motel in Healesville and supports the Tourism industry with facilitation of industry forums etc.
- (c) **Danny Zemp** retires by rotation in accordance with the constitution of the company, and being eligible, offers himself 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.

Election of new Director

- (a) **Joanne Bagg** has not previously served as a Director and offers herself for election.
Qualifications, experience and expertise: Jo is an experienced professional in management consultancy, tourism and hospitality sectors, with over 13 years' experience working in the Yarra Valley. Jo 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. Jo also worked for 10 years with Swinburne University (through Open Universities Australia) as convenor and tutor for tourism units. Her qualifications include Bachelor of Business (Tourism Enterprise Management) and Diploma of Hospitality Management. Jo's expertise has strong interpersonal, administrative and organisational skills and is dedicated to excellent customer service.

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 **21/11/2020 at 2pm** 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 19/11/2020**). 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: helen.wood@hdccl.com.au

Virtual Annual General Meeting Information

Dear Shareholders,

While restrictions on movement and large gatherings remain in place, the Healesville and District Community Enterprise Ltd. (HDCEL) Annual General Meeting will be facilitated via virtual technology. This is in line with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No.1) 2020.

These modifications are designed to further facilitate the holding of meetings (including AGMs) via virtual technology by overcoming restriction that may affect the normal hosting of the AGM. Among other things, the Determination made by ASIC:

- + deems persons participating via virtual technology to be present at the meeting
- + confirms virtual technology may be used to provide all persons a reasonable opportunity to speak at the meeting
- + allows notices of meeting, and other information regarding a meeting, to be provided by including it in an electronic communication or providing details of an online location where it can be viewed and downloaded.

During the HDCEL virtual AGM, Shareholders will be given the opportunity to participate in the meeting that is equivalent to attending a typical 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 or sending correspondence to the Registered Office of Director of Healesville & District Community Enterprise Ltd at PO Box 1144 no later than 14th November 2020.

AGM Date

Saturday 21st November 2020 (2.00pm – 3.00pm AEDT)

Accessing the Meeting

The online meeting room will be open from 1.45pm (AEST) for the meeting. We recommend entering the room 10 minutes early, especially if you are new to Zoom.

Please register to attend the AGM by emailing contactus@hdcel.com.au before Saturday 14th November.

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

<https://zoom.us/j/95205796175?pwd=Zm0xajdVMFhiQ01VOW5MNjhkQ1NOQT09>

Meeting ID: 952 0579 6175

Passcode: 633432

New to Zoom?

Zoom is a cloud-based platform that allows us to conduct online video meetings with people from diverse locations. During the COVID-19 response period it has become one of the main platforms used by many businesses to stay operational. You can access Zoom from your computer, smartphone or tablet.

Virtual Annual General Meeting Information

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.

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 if you have any questions and to register your attendance at the AGM.



Annual General Meeting

Healesville & District Community Enterprise Ltd

23 November, 2019

Held at the Healesville RSL at 2:00pm

1. Welcome

2. Meeting started at 2:00pm

- a. Present: Attendance Sheet was circulated at the meeting and completed by those present. 23 people attended the meeting.
- b. Apologies: Danny Zemp (Director), Daryl Ellis (Bendigo & Adelaide Bank).
- c. Proxy: No proxy forms were received.

Directors present at the meeting were Bruce Argyle (Chair), Sandra Schoffer (Company Secretary), Kath Gannaway, Jenny Mackinnon, Gary Slater, Helen Wood, Geoff Sherman, Caroline Evans, Sue Jackson, Blair Alban, Len Ellis and Laurence Webb (appointed a Director at the AGM).

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

3. Notice of Meeting

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

4. Minutes of previous Annual General Meeting

- a. The minutes of the 2018 AGM were taken as read. Bob Gannaway moved that the minutes be accepted as accurate. Sandra Schoffer seconded the motion. Motion carried.
- b. There were no issues arising.

5. Addresses:

Bruce Argyle - Chairman

Bruce welcomed everyone to the 2019 AGM for Healesville & District Community Enterprise Ltd.

In his fourth year as chair, Bruce said he was very pleased to note our second year of being in profit. In a three year period footings have grown from \$48million to \$84million.

We are again consistently recording a monthly profit and this is expected to grow and will be used to remove debt, ultimately resulting in dividends for shareholders and more funds to distribute to our community.

About 20% of Healesville and district now bank with Healesville Community Bank Branch of Bendigo Bank and we have returned around \$100,000 into the community.

Bruce advised that H&DCEL has a current overdraft of \$50,000 and a long term loan of around \$400,000. Bruce thanked the shareholders for their patience in terms of the lack of a dividend to date, and said addressing the stated debts was a priority for the board. He said to do that, we need more people to bank with us.



Bruce thanked the directors and the bank team, Keeley Mahoney as Branch Manager, Dan Mathers who recently joined the team as Assistant Manager, Shelli Johanson, Lucia Bolger, Brooke Coleman, Mark Davenport and Rebecca Parsons who he said are so welcoming and offer great service to the branch.

He also thanked our Bendigo Bank regional associates including Gabi Butler who he said attended all of our Board meetings until recently, Daryl Ellis, as the new Regional Manager and Tania Hansen, as Communities Business Manager.

He made special mention of retiring directors, inaugural Chair, Gary Slater, and Sandra Schoffer who were on the steering committee and the Board for nearly 10 years.

He said they would be sorely missed for their knowledge, diligence and leadership but welcomed their decision to stay on as Associates - Gary on the People & Culture Committee and Sandra on the Audit and Risk Committee.

He thanked also Michael Thomson who retired from the Board earlier in the year having served for five years. Gary paid tribute to Michael saying he had been a great asset to the Board, particularly with his insights and expertise in HR.

The plaque which resides in the branch noting the services of past Directors was presented to Gary, Michael and Sandra with their names inscribed.

Bruce thanked all, Directors, Staff and Shareholders, for their support during the year and said looking ahead the focus was on growing business with a target of reaching \$100M in footings by the 10th birthday of the bank in February 2021.

There were no questions on Bruce’s report.

Keeley Mahoney – Branch Manager’s Report

In her six-months as manager, Keeley said it has been a goal to change uncertainty for staff into a stable and happy workplace. Bendigo Bank was going through a huge transformation of products and systems which brought new challenges. She recognised Shelli Johanson as a credit to the branch with her local knowledge and knowledge of compliance. Also of Dan Mathers impact as a local who had been well received by customers. The plan, she said was to increase the customer base. She thanked the Board for their support, time and effort.

Tania Hansen – Community Business Manager, Yarra Ranges

Tania welcomed everyone and thanked the Board and staff for their hard work.

She spoke of the Community Banking model which she said feeds back into the community, and not off the community.

She said over \$229 million has been distributed in support of communities in the 20-plus years that the Community Bank model has been operating. It employs 1600 local people and there are over 2000 Community Bank Directors and 75,851 shareholders around Australia. \$57million had been paid out in dividends.



6. Guest Speaker - Diane Anderson - U3A

Di spoke with passion and humour of the project supported by the bank - the production of a book containing a collection of poetry, prose and artwork of members of the U3A group “Creative Writing for the Slightly Silly.”

The book “As We See It” will be distributed at various locations in Healesville including health clinics, the hospital and other places for the enjoyment of the public. Di gave an entertaining talk on how the group came together and the benefits that have flowed from their experience - which is ongoing.

She thanked the sponsors, including Healesville Community Bank Branch of Bendigo Bank, saying the printing of the book would not have been possible without the financial support of their sponsors.

7. Receipt of Annual Report:

With no questions from the floor, the Motion was put: That the Audited 2018/2019 Healesville & District Community Enterprise Ltd. Annual Financial, Directors and Auditors Reports be accepted.

Moved: Helen Wood. Seconded: Gary Slater. Motion was carried.

8. No discussion or questions followed.

9. Election of Directors

Re-election of Directors appointed since last Annual General Meeting:

Susan Jackson - appointed 5 February, 2019 to replace Kath Holton who resigned July 2018; Blair Alban - appointed 5 February, 2019 to replace Robert Gannaway who resigned November 2018; Leonard Ellis - appointed 5 March, 2019 to replace Nikola Sanders who resigned November 2018 and Caroline Evans appointment as a Director in September was ratified and her appointment confirmed as Director for the next 3 years, replacing Michael Thompson.

Re-election of Director retiring by rotation: Not applicable this year.

Resigned - M. Thompson (2 July 2019)

Retiring - G. Slater (not re-applying)

Retiring - S. Schoffer (not re-applying)

10. Election of New Director:

Laurence Webb accepted nomination to the Board. There were no further nominations. Motion that Lawrence Webb be accepted as a Director of H&DCEL. Moved: Bruce Argyle; Seconded Bob Gannaway. Motion was Carried

On behalf of the Board, Bruce welcomed the Directors to the Board of the Business.



11. Shareholder Package:

The 2019-20 Shareholder package is currently being reviewed by Bendigo and Adelaide Bank and will be circulated once confirmed.

12. No other business arising.

13. Close of Meeting:

Bruce thanked the shareholders who were present. He also thanked Gary Slater and the RSL for providing the venue and refreshments.

Meeting closed at 2:50pm

Chair.....

Secretary.....