

# MANNINGHAM COMMUNITY ENTERPRISES LIMITED

## Minutes of 21st Annual General Meeting

- **Date and Time:** Thursday, 16 November 2023 at 6.00pm
- **Location:** Templestowe RSL, 156 Parker St Templestowe 3106
- **Attendees:**
  - **Board of Directors:**  
Ian Goldsmith (Chair), Geoffrey Roberts (Vice Chair), Raymond Barrington, Maxwell Chapman, Colin 'Rod' Davitt, Dierdre Diamante, Bradley Dodemond and Victoria Paouros (Company Secretary)
  - **Board Support:**  
Carly Kluge (Marketing Coordinator) and Pamela Tremlett (Bookkeeper)
  - **Doncaster East & Templestowe Village Community Bank Staff:**  
Lisa Jones (Senior Manager), Lauren Bagala, Catherine Dole, Michelle Ellard, Kirsty Mawson, Connor O'Keefe and Tina O'Shea
  - **Bendigo Bank:** Daryl Ellis (Regional Manager)
  - **Shareholders:** Raymond Barrington, David Carson, Ian Goldsmith, Geoffrey Roberts and Anita Thompson
- **Apologies:** Simon Lewis (Director)

### Welcome

**Chair Ian Goldsmith**

The Chair welcomed all in attendance. The Chair reminded attendees of the voting process - that only shareholders, or their appointed proxies have voting rights.

### 1. Quorum

**Chair Ian Goldsmith**

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

### 2. Notice Of Meeting

**Chair Ian Goldsmith**

The Notice of AGM was made available to all shareholders on 17 October 2023 and was taken as read.

### 3. Minutes of previous AGM

**Chair Ian Goldsmith**

The minutes of the previous Manningham Community Enterprises Limited (MCEL) AGM held on Thursday, 17 November 2022, were approved by the Board and signed by the 2022 Chair in accordance with the provisions of Section 251A of the *Corporations Act*. A copy of these minutes were available for inspection.

### 4. Proxies

**Chair Ian Goldsmith**

The Chair reported that the company received **13** valid proxy forms. All forms were received before the official closing time as per the lodging instructions and had been sighted by Victoria Paouros, MCEL Company Secretary.

**5. Annual Report and Finance****Chair Ian Goldsmith**

The Chair tabled the company's Annual Report, including Financial Report, Directors' Report and Auditor's Report for the year ended **30 June 2023**.

The Chair described the company's involvement in the community by way of sponsorship and attendance at community organised events and acknowledged the contributions made by all members of the company this past financial year.

The Chair recognised the ongoing commitment of branch staff and welcomed Lisa Jones to the position of Senior Manager. New branch staff Connor O'Keefe and Kirsty Manson were also welcomed.

**6. Adoption of Accounts****Chair Ian Goldsmith**

The Chair on behalf of the Finance Committee Chair, Colin 'Rod' Davitt, formally moved that:

- a) the profit and loss accounts and the balance sheet;
  - b) The directors' declaration and report for the auditor; and
  - c) the directors' report
- For the 2022/2023 financial year be received and adopted.

**Outcome: seconded by Raymond Barrington. Motion carried. 13 proxy votes in favour.**

**7. Re-election of Directors****Chair Ian Goldsmith**

- a) **Raymond Bruce Barrington** retired by rotation in accordance with the constitution of the company and being eligible offered himself for re-election.

**Outcome: Motion moved by Ian Goldsmith, seconded by David Carson. Motion carried. 13 proxy votes in favour.**

- b) **Maxwell Chapman** retired by rotation in accordance with the constitution of the company and being eligible offered himself for re-election.

**Outcome: Motion moved by Ian Goldsmith, seconded by Raymond Barrington. Motion carried. 13 proxy votes in favour.**

- c) **Colin 'Rod' Davitt** retired by rotation in accordance with the constitution of the company and being eligible offered himself for re-election.

**Outcome: Motion moved by Ian Goldsmith, seconded by Geoffrey Roberts. Motion carried. 13 proxy votes in favour.**

**8. Amendment of Rule 9(2B) of the MCEL Constitution****Chair Ian Goldsmith**

The Chair moved that the Rule 9(2B) of the MCEL constitution be amended to reduce its base shareholder number from 90% of the original shareholding to 75%.

**Outcome: seconded by Anita Thompson. Motion carried. 10 proxy votes in favour, 1 proxy vote declined, and 2 proxy votes abstained.**

**9. Close of Meeting**

**Chair Ian Goldsmith**

The meeting closed at approximately 6.30pm AEDT.



**Ian G Goldsmith**  
Chair



**Victoria G Paouros**  
Company Secretary

**MANNINGHAM COMMUNITY ENTERPRISES LIMITED**

**21st Annual General Meeting**

**Proxy Forms Received**

CONNELL, C & N

DONALDSON, D

FISHER, D

FISHER, S

JONES, F

JONES, N

NORTHERN SUBURBS SECRETARIAL SERVICES

JOSEPH SUPERANNUATION FUND

PALMIERI, F

PERTILE SUPERANNUATION FUND

PILENS, R

SKILLBECK, N

STEETH, L