

DAPTO LEAGUES CLUB LIMITED

ACN 001 020 480

NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS

NOTICE is hereby given of the Annual General Meeting of DAPTO LEAGUES CLUB LIMITED to be held on **24th November 2019** commencing at the hour of 10am at the premises of the Club, Bong Bong Road, Dapto, New South Wales.

BUSINESS

The business of the meeting will be as follows:

1. Apologies.
2. To confirm the minutes of the previous Annual General Meeting.
3. To receive and consider the President's report, directors' report, financial report and auditor's report. These reports will be available on the Club's website www.daptoleagues.com.au at least 21 days prior to the Annual General Meeting.
4. To consider and if thought fit pass the Special Resolution contained in this Notice.
5. To consider and if thought fit pass the Ordinary Resolutions set out in this Notice.
6. To consider and if thought fit pass the Resolutions for Life membership contained in this Notice.
7. To declare the results of the election of the Board.

Procedural matters

1. Each resolution should be read in conjunction with the Notes To Members which follow the resolution.
2. To be passed, an Ordinary Resolution must receive votes in its favour from a majority (50 + 1) of those members who, being eligible to do so, vote in person on the resolution at the meeting.
3. To be passed, a Special Resolution must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so vote in person on the Special Resolution at the meeting.
4. To be passed, the Resolutions to elect a member to Life membership must receive votes in their favour from at least two-thirds of those members who being eligible to do so vote in person on the Resolutions at the meeting.
5. Only financial Club members, financial Grange Golf Club members and Life members are eligible to vote on the Ordinary Resolutions and Special Resolution.
6. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
7. Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
8. The Board of the Club recommends the Ordinary Resolutions and Special Resolution to members.

SPECIAL RESOLUTION

That the Constitution of Dapto Leagues Club Limited be amended by:

- (a) **deleting** the full stop at the end of Rule 109(c), **replacing** it with a semi colon, and inserting the word "or" after the semi colon;
- (b) **inserting** the following new Rule 109(d):

"by notifying the member in accordance with Rule 110A in the case of notices of general meetings.
- (c) **inserting** the following new Rule 110A:

"If a member nominates:

 - (a) *an electronic means (nominated notification means) by which the member may be notified that notices of general meetings are available and*
 - (b) *an electronic means (nominated access means) the member may use to access the notice of meeting; the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:*
 - (c) *the notice of meeting is available; and*
 - (d) *how the member may use the nominated access means to access the notice of meeting."*

Notes to Members on Special Resolution

1. The Special Resolution makes the minor amendment to the Club's Constitution in relation to sending notices of meeting.
2. Currently, unless a member nominates otherwise, the Club must send notices of meeting to members by post. A number of members have nominated to receive notices of meeting by email.
3. However, the Corporations Act also provides that a member can nominate an electronic means of receiving notice that the notice of meeting is available. That is, instead of having to send the notice of meeting to members, a member may elect to receive notification of general meetings by receiving a notice electronically that:
 - (a) the notice of meeting is now available; and
 - (b) being informed of how to access the notice of meeting electronically.
4. Specifically, a member could request to receive notices of general meetings by:
 - (a) having the Club send to them a text message/sms advising them that the notice is now published on the Club's website;
 - (b) publishing the notice on the Club's website.
5. The Club is very conscious of the both the monetary and environmental costs involved in printing and sending notices of general meetings to members. The Club continually strives to reduce the consumption of energy, waste and natural resources as well as the generation of waste. Furthermore, more members wish to engage with the Club electronically.
6. Accordingly, if the Special Resolution is passed, the Club will be able to use even more forms of technology to engage with the membership and inform them that the notices of general meetings available.

7. It is important to note that the new notification means only apply if a member elects to receive notice of meeting in that way. If a member does not elect to receive notices of meeting using technology, the Club will still send notices of general meeting to them by post.

FIRST ORDINARY RESOLUTION

- (a) That the members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
- (i) The reasonable costs of directors attending seminars, lectures and other educational activities as determined by the Board from time to time.
 - (ii) The reasonable costs (including travel and accommodation expenses) of directors (and their spouses/partners if required) attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association, the Leagues Clubs Association and such other conferences and trade shows as determined by the Board from time to time.
 - (iii) The reasonable cost of directors (and their spouses/partners if required) attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 - (iv) The reasonable cost of directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (v) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
 - (vi) The reasonable cost of meals and beverages for each director after a Board or committee meeting on the day of that meeting when such meeting coincides with a normal meal time.
 - (vii) The reasonable expenses incurred by directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - (viii) The reasonable cost of Club apparel being provided to directors as required.
 - (ix) The reasonable cost of a mobile phone and phone calls for the President in respect of his duties as the President of the Club.
 - (x) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to directors in respect of their duties as directors of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are directors of the Club (and their spouses/partners in the circumstances set out in (ii), (iii) and (iv) above).

Notes to Members on First Ordinary Resolution

1. The First Ordinary Resolution is to have the members in general meeting approve expenditure by the Club for directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.
2. Included in the First Ordinary Resolution is the reasonable cost of:
 - (a) attending functions as representatives of the Club and, if required, the costs of their spouses/partners also attending those functions;
 - (b) a mobile phone (and phone calls) for the President in respect of his Club duties;
 - (c) an electronic device (laptop, iPad or similar device) and internet access being made available to directors in respect of their duties as directors;

SECOND ORDINARY RESOLUTION

That the members hereby approve:

- (a) The payment of the following honorarium to the President of the Club for services as President of the Club until the next Annual General Meeting:
- (i) President - \$10,400
- (b) Such honorarium to be paid by weekly or such other instalments as the Club and the President may agree from time to time.
- (c) If the President only holds office for part of the term, the honorarium shall be paid on a pro-rata basis.

Notes to Members on Second Ordinary Resolution

1. The Second Ordinary Resolution is to have the members approve an honorarium for the President of the Club for duties to be performed by the President until the next Annual General Meeting.
2. The honorarium will be paid on a pro-rata basis which means that if the President only holds office for part of the year the President will only receive part of the honorarium.
3. to them by post.

RESOLUTION FOR LIFE MEMBERSHIP

That the members hereby admit David Smith to Life Membership of the Club.

RESOLUTION FOR LIFE MEMBERSHIP

That the members hereby admit Michael Clark to Life Membership of the Club.

Dated: 28 August 2019

By direction of the Board



David Hiscox
Chief Executive Officer