

DARLINGFORD WATERS MARINA PTY LTD
(Acting as Trustee for Darlingford Waters Boat Club Unit Trust)

NOTICE OF
ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting to be held at 7.45 pm on Tuesday 28th November 2017 at

Ringwood RSL 16 Station Street, Ringwood VIC.

In preparation of this Meeting, please find attached the following documents.

- 1) The Agenda for the Meeting
- 2) Call for nominations for the Election of Board of Directors
- 3) Form of Appointment of Proxy

Additional reports and information documents will be despatched to you prior to the Meeting.

Maurie Callinan
Director/Secretary

14th October 2017

DARLINGFORD WATERS MARINA PTY LTD
(Acting as Trustee for Darlingford Waters Boat Club Unit Trust)

ANNUAL GENERAL MEETING

**To be held on Tuesday 28th November 2017
at Ringwood RSL, 16 Station Street, Ringwood Vic**

AGENDA

1. Chairmans Welcome
2. Confirmation of Minutes of previous Annual General Meeting
 - To approve the Minutes of the AGM held on 22nd November 2016
3. Business arising
4. Chairman's report
5. Treasurer's Report
 - To approve the Auditors Financial Statements for the period 1st July 2016 to 30th June 2017
6. Appointment of Auditor and Fees.
 - To refer the appointment of auditors for the financial year ended 30th June 2017 to the Board of Directors.
7. To note the result of the elections

Close

**DARLINGFORD WATERS MARINA PTY LTD
(ATF Darlingford Waters Boat Club Unit Trust)**

Annual General Meeting

to be held at 7.45pm on Tuesday 28th November 2017
at Ringwood RSL, 16 Station Street, Ringwood Vic.

APPOINTMENT OF PROXY

I, of
(Print Full Name) (Print Address)

being a Shareholder of Darlingford Waters Marina Pty Ltd and a Unit Holder of the Darlingford Waters Boat Club Unit Trust, I do hereby

appoint
(Name of Proxy)

or, failing him/her, the Chairman of the meeting, to vote on my behalf and to record my vote on the specific motions before the meeting in the following manner:

1. "That the Minutes of the Annual General Meeting held on 23rd November 2016 be accepted."

FOR AGAINST
(Place a cross against either For or Against)

2. "That the Audited Financial Statements for the period to 30 June 2017 be approved."

FOR AGAINST
(Place a cross against either For or Against)

3. To refer the appointment of auditors for the financial year ended 30th June 2018 with fees to be determined by the Board of Directors"

FOR AGAINST
(Place a cross against either For or Against)

Signed

Date

This form should be returned to The Secretary, Darlingford Waters Marina Pty Ltd PO Box 87, Eildon Victoria 3713, to be received no later than 5.00 pm on Friday 24th November 2017.

DARLINGFORD WATERS MARINA PTY LTD

ELECTION OF BOARD OF DIRECTORS

CALL FOR NOMINATIONS

Notice is hereby given of an election for the Board of Directors of Darlingford Waters Marina Pty Ltd. On this occasion, there will be three (3) vacant positions.

Andrew Oakes has resigned his position. Mike Heine is retiring after serving a three year term and will nominate for another 3 year term. There remains 2 other vacant positions.

Nominations close on 31st October 2017 and if required, there will be a postal ballot with the results declared at the Annual General Meeting on 22nd November 2017.

All shareholders are asked to consider standing for election to this important role. This is your opportunity to make a direct contribution to the operation and development of the Club for the benefit of all concerned.

To assist you in nominating as a Director we have provided the following information:

- a) A copy of the Policy and Procedure for Nominations
- b) A copy of the Nomination Form
- c) Guidance on Providing a Personal Statement
- d) Explanation of the Role of Directors

Term of Office

The term of office for ordinary members of the Board is three years.

Maurie Callinan
Secretary

14th October 2017

DARLINGFORD WATERS MARINA PTY LTD

ELECTION OF BOARD OF DIRECTORS

**GUIDANCE ON PREPARING
CANDIDATE'S PERSONAL STATEMENT**

The aim of the Personal Statement is to give those voting in the election information to enable them to make an informed choice. Under Rule 69 of the Unitholders Agreement, the length of this Statement is limited to no more than 100 words.

The following is a suggested list of information that a Candidate may like to consider providing. Please note that this list has been compiled to assist you in providing relevant information. None of the information is mandatory. You can pick and choose as you see fit. Just remember that the aim is to let people know who you are and why they should vote for you.

- a) Previous service on DWM Board (give years)
- b) Date joined DWBC as Unitholder
- c) Current employment
- d) Membership of other relevant organisations
- e) Special interests
- f) What you would like to achieve as a Director
- g) What you have to offer as a Director of DWM
- h) Name of any other organisations of which you are a Director

Following this document is a brief summary of the Role of DWM Directors and a few administrative details on the time involved and how the Board operates.

DARLINGFORD WATERS MARINA PTY LTD
ELECTION OF BOARD OF DIRECTORS

GUIDANCE ON
ROLE OF DIRECTOR

Responsibilities

The Directors of Darlingford Waters Marina Pty Ltd are responsible for determining the strategic direction of the Boat Club and for setting policy and procedures. They are responsible for operational oversight, including financial management. They appoint a Site Director from amongst their number to supervise the work of the Facilities Manager.

In law, Directors have a number of specific duties as follows:

- a) They have a General Duty to be sufficiently informed about the activities of the Club to make informed decisions.
- b) They have a Duty of Care and are responsible for any act of negligence that they might reasonably foresee.
- c) They have a Duty to Act in Good Faith, which means that they must be honest, they must not allow the Club to trade whilst insolvent, and must not take any personal advantage of inside information.

Time Involved

The Board meets monthly, with a break in January. An Agenda, Action Sheet, and papers are distributed before each meeting. Meetings are held on a mutually convenient evening, which is currently a Thursday, commencing at 7.45 pm. The meetings last for around 3 hours and are currently held at the Ringwood RSL, in Station Street, Ringwood. Some Directors have dinner together before the meeting for an informal discussion on current issues.

Apart from attending the Board meetings, the work of the Board is divided up between the Directors and involves an additional commitment of time. There are a number of roles, including Chairman, Vice Chairman, Treasurer, Secretary, Site Director and Marketing Director. Other Directors contribute through project work. For most Directors, this additional work involves several hours per week.

Other Administrative Details

The Directors are volunteers and are not remunerated for their work. However, they are entitled to claim legitimate documented expenses. They are also entitled to receive fees if they provide professional services to the Club. In the event that such fees are charged, it is DWBC practice to declare the amounts paid in the Annual Report.

DARLINGFORD WATERS MARINA PTY LTD ("DWM")

ELECTION OF BOARD OF DIRECTORS

NOMINATION FORM

Consent

NAME OF CANDIDATE:
(Print in Capitals)

ADDRESS:

I hereby consent to be a Candidate for election to the position of Director of Darlingford Waters Marina Pty Ltd.

SIGNATURE OF CANDIDATE:

NAME OF PROPOSER:
(Print in Capitals)

ADDRESS:

SIGNATURE OF PROPOSER:

NAME OF SECONDER:
(Print in Capitals)

ADDRESS:

SIGNATURE OF SECONDER:

Eligibility

The Candidate, Proposer and Seconder must be Unitholders of DWBC.

Submission of Nomination

Nomination Forms should be returned to The Secretary, Darlingford Waters Marina Pty Ltd, PO Box, 87 Eildon, Victoria 3713, to be received no later than 5.00 pm on Tuesday, 31st October 2017.

DARLINGFORD WATERS MARINA PTY LTD

ELECTION OF BOARD OF DIRECTORS

NOMINATION POLICY AND PROCEDURES

Timetable

Under Rule 69 in Schedule 3 of the Unitholders Agreement, the Directors are nominated and if required, elected by postal ballot to take place according to the following timetable.

Activity	Rule	2017 Timetable
Call for Nominations	Not less than 42 days before AGM	17th October 2017
Close of Nominations	Not less than 28 days before AGM	31st October 2017
Despatch of Ballot Papers	Not less than 21 days before AGM	3rd November 2017
Close of Ballot	Not less than 7 days before AGM	21st November 2017
Declaration of Results	Date of AGM	23rd November 2017

Electorate

The electorate for this election are the Shareholders of Darlingford Waters Marina Pty Ltd.

Eligibility to Nominate

To be eligible to be a Director you must be a Shareholder of Darlingford Waters Marina Pty Ltd. You become a shareholder of this company when you become a Unitholder in Darlingford Waters Boat Club Unit Trust.

Nomination Documents

To nominate, you must complete a Nomination Form. The Nomination Form provides for you to give consent to your nomination and must include the name of a Proposer and Secunder. The Proposer and Secunder must also be a Shareholder of Darlingford Waters Marina Pty Ltd.

With your Nomination Form, you must also submit a brief Personal Statement of no more than 100 words which will be circulated with the Ballot Paper. The aim of this Personal Statement is to provide voters with information about each candidate which will enable them to make an informed choice. To assist you in preparing this Statement, a "Guidance document" has been prepared as attached.

Submission of Nomination

You should return your Nomination Form and Personal Statement to The Secretary, Darlingford Waters Marina Pty Ltd, PO Box 87, Eildon, Victoria 3713, to be received no later than 5.00 pm on Tuesday 31st October 2017.