

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

ANNUAL GENERAL MEETING

To be held on Thursday 28th November 2019
at Ringwood RSL, 16 Station Street, Ringwood Vic

AGENDA

1. Chairman's Welcome
2. Confirmation of Minutes of previous Annual General Meeting

Motion: "To approve the Minutes of the AGM held on 29th November 2018."

3. Business arising
4. Chairman's report
5. Treasurer's Report

Motion: "To approve the Auditors Financial Statements for the period 1st July 2018 to 30th June 2019."

6. Appointment of Auditor and Fees

Motion: "To refer the appointment of auditors for the financial year ended 30th June 2020 to the Board of Directors."

7. To note the result of the elections
8. Meeting Close

Darlingford Waters Marina Pty Ltd
(ATF Darlingford Waters Boat Club Unit Trust)

Minutes of Annual General Meeting

Held on Thursday 29th November 2018, 7:45pm at Ringwood RSL

1. Chairman's Welcome

In opening the meeting the Chairman welcomed the members.

2. Confirmation of Minutes of previous Annual General Meeting

It was moved that the minutes of the Annual General Meeting held 30th November 2017 be accepted.

Moved – Ron Mullholland

Seconded – Dianne Callinan

3. Business Arising

- None.

4. Chairman's Report

- Circulated separately

5. Treasurer's Report

- Circulated separately
- The Audited financials for the period 1st July 2017 to 30th June 2018 were discussed
- There were no changes made to the financials and they are now ready to lodge.

6. Appointment of Auditors and Fees

- The appointment of the auditors for the 2018/2019 financial year was discussed
- It was moved that the Banks group (the auditors of the 2018 financials) be appointed again

Moved – Brad Rogers

Seconded – Lisa Glassborow

7. To note the result of elections

Number of Directors Vacancies Three (one vacant and two retired)

Retiring / Retired Directors: Jo Gardener and Shane Elliott who resigned during the year

Nomination of Directors: Lisa Glassborow who was welcomed to the board due to no other nominations.

Returning Directors Stuart Steer, Maurice Callinan and Don Atkinson

There being no further business the meeting was closed.

Confirmed:

Chairperson **Date**

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

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 one (1) vacant position:

1. Brett Lewis, Ron Mulholland and Brad Rogers 3-year terms have finished, and they will renominate for another 3-year term.
2. Stuart Steer is resigning from his position mid-term.

Nominations close on 6th November 2018 and if required, there will be a postal ballot with the results declared at the Annual General Meeting on 28th November 2019.

All shareholders are asked to consider standing for election to this important role.

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

- a) A copy of the Nomination Form
- b) Guidance on Providing a Personal Statement
- c) Explanation of the Role of Directors

Term of Office

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

Lisa Glassborow
Secretary

24th October 2019

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 Secunder must be Unitholders of DWBC.

Submission of Nomination

Nomination Forms should be returned to The Secretary, Darlingford Waters Marina Pty Ltd, via email at secretary@darlingford.com.au, and is to be received no later than 5.00 pm on Wednesday, 6th November 2019.

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

Annual General Meeting

**to be held at 7.45pm on Thursday 28th November 2019
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 29th November 2018 be accepted."

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

2. "That the Audited Financial Statements for the period to 30 June 2019 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 2020 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 via email at secretary@darlingford.com.au, to be received no later than 5.00 pm on Tuesday 26th November 2019.