



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 16th November 2014 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 at least 21 days prior to the Annual General Meeting.
4. To consider and if thought fit pass the Ordinary Resolutions set out in this Notice.
5. To consider and if thought fit pass the Special Resolutions set out in this Notice.
6. To deal with any other business that may be dealt with at the Annual General Meeting.

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).

DAPTO LEAGUES

Cnr Station St & Bong Bong Rd | PO Box 15 Dapto NSW 2530 | P 02 42 611 333 | F 02 42 618 853 | daptoleagues.com

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) directors 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;

Procedural Matters

3. To be passed, the First 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 First Ordinary Resolution at the meeting.
4. The Registered Clubs Act provides that:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.

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 Annual General Meeting in 2015:
 - (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.

Procedural Matters

3. To be passed, the Second 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 Second Ordinary Resolution at the meeting.
4. The Registered Clubs Act provides that:
 - (a) members who are employees of the Club are not entitled to vote; and

- (b) proxy voting is prohibited.

FIRST SPECIAL RESOLUTION

That with effect from the Annual General Meeting to be held in 2015 and all general meetings thereafter the Constitution of Dapto Leagues Club Limited be amended by

deleting Rule 54(a) and in lieu thereof inserting the following new Rule 54(a):

"54(a) The Board shall consist of nine (9) directors and shall comprise:

- (i) five (5) Football Directors; and
- (ii) one (1) Golf Director;
- (iii) one (1) Affiliated Sports Director;
- (iv) two (2) Ordinary Directors."

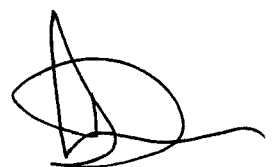
Notes to Members on First Special Resolution

1. The First Special Resolution proposes to reduce the number of directors on the Board from ten (10) to nine (9) by removing one (1) Football Director.
2. The amendments contained in the First Special Resolution will take effect from the Annual General Meeting to be held in 2015.
3. The Board recommends the reduction in the number of directors from ten (10) to nine (9) to ensure compliance with the Registered Clubs Act. In this regard, the Registered Clubs Act requires the number of directors on the Board to be reduced to nine (9) (or less) by 1 January 2017.
4. At present, the Board consists of ten (10) Directors and is made up of six (6) Football Directors, one (1) Golf Director, one (1) Affiliated Sports Director and two (2) Ordinary Directors.
5. If the First Special Resolution is passed, the Board (from the Annual General Meeting in 2015) will consist of nine (9) directors and will be made up of five (5) Football Directors, one (1) Golf Director, one (1) Affiliated Sports Director and two (2) Ordinary Directors.

Procedural Matters

6. To be passed, the First Special Resolution must receive votes in its favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the First Special Resolution at the meeting.
7. The Registered Clubs Act provides that:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.

Dated: Wednesday 1st October 2014
By direction of the Board



David Hiscox
Chief Executive Officer