

DURAL COUNTRY CLUB

Phone (02) 9651 1600 • 662a Old Northern Road, Dural NSW 2158 .



DURAL COUNTRY CLUB LTD ACN 000 467 872

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Dural Country Club Ltd (ACN 000 467 872) (Club) will be held at the premises of the Club at 662A Old Northern Road, Dural, NSW 2158 on Tuesday, 29 November 2022 immediately following the Extraordinary General Meeting (separate notice of meeting having been given).

Business

1. To confirm the minutes of the Annual General Meeting held on Wednesday, 15th December 2021.
2. To receive and consider the Financial Report of the Company and economic entity for the year ended 30th June 2022 and the reports by Directors and Auditor thereon.

Please Note: Members are asked to respectfully submit any questions they may have 7 days in advance of the meeting to the President, so informed responses can be provided at the meeting.
3. To receive the President's Report.
4. To receive the Club Manager's Report.
5. Election of Directors.
6. To consider and, if thought fit, pass an Ordinary Resolution (First Ordinary Resolution set out below) relating to the conferring of training and development expenses and specified benefits on Directors of the Club.
7. To consider and, if thought fit, pass an Ordinary Resolution (Second Ordinary Resolution set out below) relating to the conferring of privileges and benefits on Life members, senior card holding and other members of the Club as specified.
8. General Business: Transact any business of which due notice has been given.

First Ordinary Resolution:

- "(a) That pursuant to Section 10(6A)(b) of the Registered Clubs' Act 1976, the members hereby approve during the period preceding the next Annual General Meeting to the Club paying out of its funds the expenses incurred for or by any Director or authorised employee of the Club as part of rendering or carrying out any service or duties as a member of the Board or as a Club employee and in particular for any of the following:
- (i) The reasonable cost of a meal and beverage for each Director immediately before or after a Board, Committee or Special Board Meeting, on the day of that meeting, when that meeting corresponds with a normal meal time.
 - (ii) The reasonable cost of a meal and beverage for each Director when at the Club performing a duty at the Club.
 - (iii) Such reasonable expense incurred by Directors, the General Manager, or such other authorised employee of the Club, entertaining any special guest to the Club and any other expenses incurred for promotional activities which are approved by resolution of the Board, before payment is made and after production of such receipts, invoices or other proper record of the expense as satisfies the Board that the expenditure was reasonably incurred.
 - (iv) The reasonable costs of meals and refreshments to be associated with each Board meeting of the Club.
- (b) The members acknowledge that the benefits referred to in this First Ordinary Resolution are not available to members generally but only to those members who are elected Directors of the Club and such other persons referred to in the resolution."

Second Ordinary Resolution:

- "(a) That pursuant to Section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree during the period preceding the next Annual General Meeting of the Club the reasonable expenditure from Club funds for the following expenses for the professional development and education of Directors:
- (i) The reasonable cost of Directors attending the Registered Clubs Association of New South Wales Annual General Meeting; and
 - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as required by State legislations or as may be determined by the Board from time to time, as reasonably incurred; and
 - (iii) The reasonable cost of Directors attending other registered Clubs for the purpose of viewing and assessing their facilities and methods of operation, providing such attendances are approved by the Board as reasonably incurred for the betterment of the Club.
- (b) The members acknowledge that the benefits referred to in this Second Ordinary Resolution are not available to members generally but only to those members who are elected Directors of the Club."

Third Ordinary Resolution

- "(a) That pursuant to Section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree during the period preceding the next Annual General Meeting of the Club to provide from time to time as reasonably required and at the Club's expense each male Director with a club jacket, tie and trousers, and for each female Director, a Club jacket, tie and skirt.
- (b) The members acknowledge that the benefits referred to in this Third Ordinary Resolution are not available to members generally but only to those members who are elected Directors of the Club."

Fourth Ordinary Resolution

- "(a) That pursuant to Section 10(6A)(b) of the Registered Clubs Act 1976, the members hereby approve and agree during the period preceding the next Annual General Meeting of the Club to the provision for each Director, Perpetual Member and Chief Executive Officer of a reserved parking space in the Club's car park from time to time as reasonably required and at the Club's expense each male Director with a club jacket, tie and trousers, and for each female Director, a Club jacket, tie and skirt.
- (b) The members acknowledge that the benefits referred to in this Third Ordinary Resolution are not available to members generally but only to those members who are elected Directors of the Club and such other persons referred to in the resolution."

Explanatory Message to Members regarding the Ordinary Resolutions

Section 10(1)(i) of the *Registered Clubs Act 1976* prohibits the Club from offering a benefit to any member unless it is offered equally to all members of the Club. Section 10(6A) of the *Registered Clubs Act 1976* allows a member to receive a benefit if the benefit is not in the form of money and is authorised by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided.

The First Ordinary Resolution is to have the members in the Annual General Meeting approve a reasonable expense incurred by the Club in relation to duties performed by Club Directors and certain authorised staff.

The Second Ordinary Resolution is to have members in the Annual General Meeting approve reasonable expenditure incurred by the Club for Directors attending seminars, lectures, trade displays and other similar events, including the Registered Club's Association of NSW Annual General Meeting and to visit other Clubs to enable the Club's governing body to comply with state legislation, to keep abreast of current trends and developments which may have a significant bearing on the way the Club conducts its business.

The Third Ordinary Resolution is to have the members in the Annual General Meeting approve reasonable expenditure incurred by the Club for the Directors to be provided specific items of clothing as a Director Club uniform when representing the Club.

The Fourth Ordinary Resolution is to have the members in the Annual General Meeting approve the provision to each Director, Perpetual Member and the Manager of a reserved parking space for their use when attending the Club.

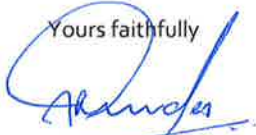
Notes to Members

1. All Life Members, financial Foundation Members and Full Members (except employees of the Club) are entitled to vote on the Ordinary Resolutions. For the avoidance of doubt Junior Members, Provisional Members, Honorary Members and Temporary Members are not entitled to attend the meeting or vote on the Ordinary Resolutions.
2. To be passed, the Ordinary Resolutions must receive votes in their favour from not less than a majority (50%+1) of those members who being eligible to do so, vote in person at the meeting.

3. Members should read the proposed Ordinary Resolutions and the Explanatory Message to Members which explains the nature and effect of each resolution.
4. As a result of the provisions of the Corporations Act 2001, each resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members of the Club, who are employees of the Club, cannot vote at the meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act 1976.
7. Please direct any question or concerns about the Ordinary Resolutions to the President of the Club, if possible before the meeting.

Dated: 8th November 2022

Yours faithfully



Mervyn Fernandes
Manager