

MAGNETIC SHOALS LIMITED
ACN 010 491 282

MINUTES OF THE 2010 ANNUAL GENERAL MEETING

Venue: Leisure Inn Plaza Hotel, in the *Matthew Flinders* Room, Corner of Flinders and Stanley Streets, Townsville, Queensland, Australia.
Date: Saturday 27th November, 2010
Time: 1:30pm.

Mr. Mark Tull, Chairperson, **opened the meeting at 1:33pm.**

Apologies:

M. Heron, B. Heron, T. Raiteri, J. Turmanis, S. Turmanis, J. Scipilliti, L. Scipilliti, W. Brittenden, M. Brittenden, V. Strong, A. Osborne, Mr. P. Bennett, Mrs. P. Bennett, E. Minehan, N. Neuendorf, M. Neuendorf, N. Mawdsley, J. Mawdsley, B. Goon Chew, G. Ellis, P. Renton & B. Shephard

Attendance:

C. Ellis, M. Goon Chew, B. Ney, R. Ney, N. Redhead, M. Pilcher, B. Ivett, H. Bubb, T. Birt, R. Ellison, A. Ellison, M. Tull, C. Tull, M. Rea, R. Holmes, C. Trembath, M. Withers & D. Horne
Proxies submitted but not in attendance: W. Brittenden, P. Bennett, Prohut Pty Ltd, J. Mawdsley, G. Garrett, F. Richter, J. Faulkner, W. Burdett, B. Goon Chew & N. Neuendorf (totaling 17 votes)
Non-Voting: J. Trembath, S & J Austin, Resort Managers

Ordinary Resolutions

- 1. Confirm the Minutes of the Last Annual General Meeting** held on Sat 21.11.2009. Minutes had been circulated to all financial Members with the Notice of Meeting.
Motion: C.Ellis: That the minutes of the AGM (2009) have been read and accepted as a true and accurate record of that meeting.
Seconded: B. Ney
Carried.

Business arising from the previous minutes.

There was no business arising from AGM (2009) minutes.

- 2. Adopt the Financial Statements for the year ending 30th June 2010.**
Copy of signed 30.6.10 Financial Statements, Director's Report and Auditor's Report had been circulated to all financial Members with the Notice of Meeting.
Motion: M. Goon Chew: That the 30.6.2010 Financial Statements, Director's Report and Auditor's Report be adopted.
Seconded: M. Rea
Carried.

Initial:  Date: 15/12/10

3. **Re-Appointment of Company Auditor.**

Motion: T. Birt: That the past year's company auditors, Moore Stephens (Queensland) Audit Pty Ltd be retained for the 1.7.2010-30.6.2011 financial year.

Seconded: M. Pilcher

Carried.

5. **Election of Directors.**

Ballot Results: M. Tull 31 votes; M. Goon Chew 26 votes; C. Ellis 24 votes; M. Withers 17 votes and R. Ellison 4 votes.

Therefore, M. Tull, M. Goon Chew and C. Ellis returned to the Board.

5. **To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act (2001).**

Nil

Special Resolutions

Resolution 1. – House keeping changes.

1. Page 12 – Item 1. Of the irrevocable power of attorney. Insert the words "jointly and severally" between the words, "Grantor" and "APPOINTS".
2. Page 13 – Articles 18.2 & 18.3 – Delete the word "General" and insert the word "Irrevocable" in its place in both Articles.
3. Page 42 – The sentence following the end of Article 134.2 should be designated Article 134.3 and moved in line with Article 134.2.

Votes: 41 "For"; Nil "Against" (25 votes from the floor, 11 directed proxy votes "For", 5 open proxy votes used as "For")

Passed 100% vote

Resolution 2. – Expanding the definition of "notice" to include legal process.

1. Page 42. – Following Article 134.3 insert the following:
"134A. The term 'notice' for the purpose of this and the preceding Articles shall include all documents and process (including any court proceedings) touching on the Members rights, participation and obligations in the Club's activities and including but not limited to his or her liability for membership fees, dues, levies and contributions of any kind and other related matters such as the Member's co-ownership of the land on which the Resort is presently conducted and any other land from time to time acquired for such purpose and all matters incidental to such co-ownership such as recourse to such land for execution and seizure for unpaid fees, dues, levies and contributions of any kind."

Votes: 41 "For"; Nil "Against" (25 votes from the floor, 11 directed proxy votes "For", 5 open proxy votes used as "For")

Passed 100% vote

Initial: *T* Date: 15-12-10

Resolution 3. – Revision of Article 113 – Directors Remuneration

1. Page 36 – Article 113. Delete the balance of the sentence following the word “meeting,” and insert the words “including a meeting allowance equal to 20% of the annual contribution (excluding any special levy) for one (1) week up to a total of five (5) meetings per annum.”

Votes: 36 “For” (20 votes from the floor, 11 directed proxy votes “For”, 5 open proxy votes used as “For”); 5 “Against” (5 votes from the floor)

Passed with more than 75% vote

There being no further business, the Chairperson **declared the meeting closed at 2:15pm.**



(Signature)

Date 15-12-10

MATRU

(Print full name)