



## NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Beverley Park Golf Club Limited (ACN 000 051 383) will be held at the Club's premises at 87 Jubilee Avenue, Beverley Park at **7.00pm on Wednesday 8<sup>th</sup> November 2023**.

The business of the General Meeting will be as follows:

### AGENDA

- A) To consider and if thought fit pass the three (3) Ordinary Resolutions.
- B) To consider and if thought fit pass the a Special Resolutions to adopt a new Constitution for the Club.
- C) Subject to the Special resolution referred to above being adopted, to consider and if thought fit pass a Special Resolutions to amend the election of Directors from "triennial" to annual.

### FIRST ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve expenditure by the Club during the period preceding the 2020 Annual General Meeting for the following expenses subject to approval by the Board of Directors.*
  - (i) *Reasonable expenses incurred by Directors in travelling in either private or public transport to and from Directors' and other duly constituted Committee meetings, either within the Club or elsewhere – as approved by the Board, on production of documentary evidence of such expenditure.*
  - (ii) *The reasonable cost of meal and beverage for each Director at a reasonable time before or after the Board or Committee meeting, on the day of that meeting.*
  - (iii) *Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to other such duties including entertainment or special guests of the Club or other promotional activities approved by the Board, on production of documentary evidence of such expenditure.*
- (b) *The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those members who are Directors of the Club and those members directly involved in the above activities."*

### SECOND ORDINARY RESOLUTION

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve expenditure by the Club not exceeding \$8000 for the professional development and education of Directors during the period preceding the next Annual General Meeting, including:*
  - (i) *The reasonable cost of Directors attending the Annual General Meetings and/or conferences of ClubsNSW. Club Managers Association of Australia and any other associations of which the Club is a member.*

- (ii) *The reasonable cost of Directors attending Seminars, Lectures, Trade Displays, Organised Study Tours, Fact Finding Tours and other similar events as may be determined by the Board from time to time.*
- (iii) *The reasonable cost of Directors attending other Clubs for the purpose of observing their facilities and methods of operation.*
- (iv) *The reasonable cost of attendance at functions with spouses where appropriate.*
- (b) *The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those members who are Directors of the Club and those members directly involved in the above activities."*

### **THIRD ORDINARY RESOLUTION**

"That pursuant to section 10(6A) of the Registered Clubs Act:

- (a) *The members hereby approve the allocation of reserved car spaces for the exclusive use of the Directors, Life Members, and Women's Sub-Committee (on Tuesdays only) of the Club.*
- (b) *The members acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those members who are Directors of the Club."*

### **FIRST SPECIAL RESOLUTION**

*[This Special Resolution is to be read in conjunction with the notes to members set out below.]*

"That, with effect from the conclusion of the Annual General Meeting of the Club held on *Wednesday 8<sup>th</sup> November 2023*, the Constitution of Beverley Park Golf Club Limited (ACN 000 051 383) (**Club**) in the form presented to the meeting (and having previously been made available to members) be adopted as the Constitution of the Club in substitution for and to the exclusion of the existing Constitution."

### **SECOND SPECIAL RESOLUTION**

*[This Special Resolution is proposed by a motion of members and will only be considered if the First Special Resolution is not passed]*

"The following Rule changes are recommended to update the Constitution

#### **Page 19 Rule 27. "Board of Directors"**

Clause 27.3 - *The Directors to be appointed to office at the Annual General Meeting, shall be elected for a term of one year.*

Clause 27.4b - *delete*

Clause 27.5 - *delete*

Clause 27.6 - *delete*

#### **Page 20 Rule 29 "Election of the Board under Triennial Rule"**

Replace heading with "Election of the Board"

Clause 29.1a - calls for nominations for election to the positions of President, Vice President, Captain, Vice Captain, Treasurer, and four Directors

#### **Page 22 Rule 30 "Voting Procedure"**

Clause 30.1c - remove *"in the nominated Group as in Rule 27.6"*

Clause 30.1d - remove *"for the nominated Group positions on the Board"*

Clause 30.1k - remove *"Group"*

## **EXPLANATORY MESSAGE TO MEMBERS REGARDING THE FIRST THREE (3) ORDINARY RESOLUTIONS**

### **General**

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 (including a director) to receive a benefit if the benefit is approved by an ordinary resolution passed by a general meeting of the members of the Club prior to the benefit being provided. Each of the three Ordinary Resolutions are proposed in accordance with section (10(6A) of the *Registered Clubs Act 1976*.

### **First Ordinary Resolution**

The First Ordinary Resolution seeks the approval of the members of reasonable expenditure by the Club to cover Board members in the execution of their duties as Directors of the Club.

### **Second Ordinary Resolution**

The Second Ordinary Resolution seeks the approval of the member of expenditure by the Club for attendance at industry association annual general meetings, on professional development and on education of Directors.

### **Third Ordinary Resolution**

The Third Ordinary Resolution seeks the approval of the members of the allocation of reserved car spaces for Directors.

## **EXPLANATORY MESSAGE TO MEMBERS REGARDING THE PROPOSED FIRST SPECIAL RESOLUTION**

The First Special Resolution is proposed to adopt a new Constitution of the Club.

This Explanatory Memorandum is intended to assist members to understand the proposed new Constitution and why it is appropriate to pass the Special Resolution adopting the new Constitution.

Members who wish to review the proposed new Constitution can inspect it at the Club where it is available for inspection at the Club's office or on the Club's website together with a copy of the existing Constitution.

The Club's lawyers, Pigott Stinson Lawyers (a law firm specialising in Registered Club Law) were requested to review the existing Constitution and recommend updates.

Pigott Stinson advised that the existing Constitution is out of date and does not reflect current laws and industry best practice. Pigott Stinson recommended that the Club adopt a new Constitution to replace the existing Constitution in order to be updated to reflect and comply with the requirements of the Corporations Act, Registered Clubs Act, Liquor Act, Gaming Machines Act, and their respective Regulations. The proposed new Constitution also includes a number of provisions that are regarded as reflecting industry best practice.

A summary of the proposed new Constitution and its principal features is set out below.

### **NAME**

Rule 1 states that the name of the company is Beverley Park Golf Club Limited.

### **PRELIMINARY**

Rule 2.1 states that the Club is a company limited by guarantee and a non-proprietary company.

Rule 2.2 provides that the company is established for the purposes set out in the Constitution.

Rule 2.3 provides that the replaceable rules referred to in the Corporations Act are displaced or modified as provided in the Constitution.

Rule 2.4 provides that every member must comply with the Constitution and any By-laws of the Club.

Rule 2.5 provides that the Constitution has the effect of a contract between the Club and each member; and between each member and each other member; and between the Club and each Director.

Rule 2.6 provides that the Club must supply a member with a copy of the Club's Constitution if a copy is requested by a member as prescribed by the Corporations Act.

## **DEFINITIONS**

Rule 3 sets out definitions and terms used in the proposed new Constitution.

## **OBJECTS AND ORIGINAL SUBSCRIBERS**

Rule 4 sets out the objects for which the Club was established.

## **MEMBER'S LIABILITY AND GUARANTEE**

Rule 5 states that the liability of the members is limited. That limit is one dollar (\$1.00) as set out in Rule 6.

Rule 6 provides that each member of the Club undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up and the assets of the Club are insufficient to discharge the liabilities. This undertaking continues for a period of twelve (12) months after the person ceases to be a member.

## **APPLICATION OF PROPERTY ON DISSOLUTION**

Rules 7.1 and 7.2 provide that on the winding up of the Club, if there remains any assets (after the satisfaction of all debts and liabilities), those assets shall not be distributed among the members but shall be given or transferred to an institution which has similar objects to the Club which is approved by members.

## **PROPERTY AND INCOME**

Rule 8.1 provides that the property and income of the Club must be applied solely towards the promotion of the objects of the Club.

Rules 8.2 and 8.3 set out specific requirements of the Registered Clubs Act in relation to benefits available to members.

Rule 8.4 provides that a director of the Club cannot be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

Rule 8.5 provides that the payment in good faith of reasonable and proper remuneration to any officer, employee or to any member of the Club for services actually rendered is not prohibited.

Rule 8.6 specifies that a director shall not receive from the Club remuneration or any other benefit in money or monies worth except by way of an honorarium, reasonable out of pocket expenses or interest on money lent by the director to the Club or rent on property leased to the Club by the director.

## **LIQUOR AND GAMING**

Rules 9.1 and 9.2 provide that liquor shall only be supplied to persons of or over the age of 18 years in accordance with the Registered Clubs Act.

Rule 9.3 states that a person using the gaming facilities of the Club must be of or over the age of 18 years.

Rules 9.4 to 9.6 inclusive prohibit a person associated with the Club from receiving direct or indirect benefits including but not limited to monetary payments or commissions from liquor sales and/or the use of poker machines at the Club. This is required by the Registered Clubs Act.

## **MEMBERSHIP**

Rule 10.1 states that no person under the age of 18 years is to be admitted as a member of the Club.

Rule 10.2 sets out the categories of Full membership of the Club. The categories of Full membership of the Club are:

- (a) Playing Member; Gold, Silver or Bronze;
- (b) 5 Year Playing Member; Gold, Silver or Bronze;
- (c) Senior Playing Member;

- (d) Intermediate Member;
- (e) Pathways Member;
- (f) Life Member;
- (g) Junior Playing Member;
- (h) Country Member;
- (i) Corporate Member;
- (j) Non-Competition Playing Golfing Member;
- (k) Social Member;
- (l) Overseas Member;
- (m) Senior Non-Playing Member; and
- (n) Cadet Non-Competition Playing Member.

Rule 10.3 provides that Full membership will be open to persons of any gender.

Rule 10.4 provides that the number of Full members having the right to vote in the election of the Board shall not be less than the minimum number of Full members required by the Registered Clubs Act.

Rule 10.5 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).

Rule 10.6 provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).

Rules 10.7 to 10.56 set out the eligibility requirements for each class of membership and the rights and entitlements each class.

## **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

Rule 11 deals with the transfer of members between classes of membership. This reflects the existing Constitution.

## **PROVISIONAL MEMBERS**

Rules 12 deals with Provisional membership. Any person may apply for Provisional membership upon completing and submitting the appropriate membership form and paying the membership subscription in advance (if any is applicable). The eligibility requirements and entitlements of Provisional members reflect the legislation and industry best practice.

## **HONORARY MEMBERS**

Rule 13 deals with Honorary membership in a way that is consistent with the Registered Clubs Act.

## **TEMPORARY MEMBERS**

Rule 14 deals with Temporary membership in a way that is consistent with the requirements of the Registered Clubs Act and the existing Constitution.

## **ELECTION OF MEMBERS**

Rule 15 deals with the process of the election of persons to membership of the Club and is consistent with the existing Constitution and the requirements of the Registered Clubs Act.

## **SUBSCRIPTIONS AND LEVIES**

Rule 16 deals with subscriptions, and levies.

Subscriptions shall be due and payable on a date or dates determined by the Board from time to time. The Board must notify members of the renewal date or dates in the manner it determines.

## **NON-FINANCIAL MEMBERS**

Rule 17 clarifies that Non-Financial members cease to be entitled to all of the rights and privileges of membership, which include the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

## **REGISTERS OF MEMBERS AND GUESTS**

Rule 18 sets out the registers the Club is required to maintain in respect of members and guests. This is consistent with the Registered Clubs Act.

## **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

Rule 19 requires every member to advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.

## **DISCIPLINARY PROCEEDINGS**

Rule 20 deals with powers of the Board to discipline members. The Rule has been updated to reflect best practice. For example, the Board can require appropriate behaviour from a member who is attending a disciplinary hearing at the risk of expulsion from the hearing, and for the hearing to continue notwithstanding the member's absence.

The outcome of disciplinary proceedings can be dealt with by the Board either in person or via letter sent to the member's address.

Rules 20.5 to 20.9 give the Secretary the power to issue a suspension of membership for a period up to 12 months if Secretary is of the view that a member has engaged in conduct unbecoming of a member etc however the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.

Rule 21 provides that the Board may delegate its disciplinary powers to a disciplinary committee comprising three (3) directors. The Board retains the power to review a decision of a disciplinary committee provided the Board follows the procedure set out in Rule 21.3.

Rule 22 clarifies that any member suspended from membership of the Club shall, during the period of suspension, cease to be entitled to all of the rights and privileges of membership. This includes the right to attend at the premises of the Club, the right to participate in the social and sporting activities of the Club, the right to vote, the right to attend meetings of the Club and the right to be elected to the Board.

Rule 23 deals with the power given to the Secretary and employees of the Club under the Liquor Act to remove persons from the Club's premises and to prevent that person from returning to the Club. These powers given to the Secretary and employees are no wider than those given under the Liquor Act.

## **RESIGNATION AND CESSATION OF MEMBERSHIP**

Rule 24 deals with the circumstances in which a membership will cease and the procedure for a member to resign from the Club.

## **GUESTS**

Rule 25 deals with guests of members and reflects the provisions of the Registered Clubs Act.

## **PATRONS**

Rule 26 states that the Club may appoint patrons from time to time and sets out the membership status of a patron who is not a member.

## BOARD OF DIRECTORS

Rule 27.1 provides that the Board will continue to consist of nine (9) Directors, comprising of a President, a Vice President, Treasurer, Captain, Vice-Captain and four (4) ordinary directors. Rule 27 continues to reflect the provisions of Rule 27 of the existing Constitution.

Rule 27.2 and 27.3 relate to the election of directors and introduces the “triennial rule” as set out in Schedule 4 of the Registered Clubs Act 1976.

The “triennial rule” was introduced by NSW Parliament in an effort to provide board members of clubs with an appropriate amount of time to become acquainted with the role and duties associated with being a director of a public company and to become comfortable in making decisions affecting the Club. It is intended to provide greater long term strategic stability to the Board by ensuring the knowledge and skills brought and developed by directors are not exposed to being completely lost at each election as is currently possible under the annual election rule.

Adoption of the “triennial rule” is supported by the recommendations of the Independent Pricing and Regulatory Authority Report titled “*Review of the Registered Clubs Industry in NSW*” from 2008 which stated, at page 13:

IPART recommends the following to improve corporate governance as well as director and management skills:

49. *That ClubsNSW continue to develop its Code of Practice and Best Practice Guidelines as new corporate governance issues arise. In particular, ClubsNSW should develop a Best Practice Guideline encouraging boards to move to three-year rolling elections.*

In May 2012, ClubsNSW made a submission to the Office of Liquor, Gaming and Racing (**OLGR**) with the intention of assisting OLGR in the development of the corporate governance reforms contained in the *Clubs, Liquor and Gaming Machines Legislation Amendment Act 2011*.

Under the heading Board Elections on page 2 of the ClubsNSW submission, ClubsNSW stated:

### **Board Elections**

- ☐ *Biennial or triennial rule should be encouraged on a best practice basis;*
- ☐ *ClubsNSW understands the Government does not intend to make Regulations on this issue however it would like to see the industry move away from annual elections and towards triennial or biennial over time;...*

On the basis that ClubsNSW supports the proposed adoption of the triennial rule, the Board has decided to include the triennial rule in the proposed new Constitution.

The triennial rule is in the form approved by Schedule 4 of the Registered Clubs Act 1976 and results in rolling elections with the directors sitting for periods of three years at a time (after the first two years).

Under the triennial rule the Board is broken into 3 groups – Group 1, Group 2 and Group 3. Following the election in 2024 there will be an election every year. In 2025 there will be an election for 3 directors (Group 1), in 2026 there will be an election for 3 directors (Group 2) and in 2027 there will be an election for 3 directors (Group 3). That three year cycle repeats on a continual basis thereafter.

Rule 27.4 provides that only Life members and Playing Members; Gold, Silver or Bronze Categories, 5 Year Playing Member; Gold, Silver or Bronze categories, Senior Playing Members; Corporate Members; and Intermediate Members shall be eligible to nominate for and be elected or appointed to the Board of directors of the Club.

Rule 27.5 sets out grounds where members will not be eligible to stand for or be elected or appointed to the Board. These grounds reflect some legislative requirements and otherwise industry best practice.

Rule 27.6 provides that any person who is elected or appointed to the Board must complete the mandatory director training as required by the Registered Clubs Act.

Rule 27.7 provides that a member is not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.

## **ELECTION OF BOARD**

Rule 28 retains the principles for the procedure for the election of the Board but updates the Rules to accord with the requirements of the Corporations Act and the Registered Clubs Act.

Rule 28.1(l)(xi) provides that if at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies will be casual vacancies and may be filled in accordance with Rule 34.3 (discussed below).

## **POWERS OF THE BOARD**

Rule 29 deals with the Board's powers. The provisions largely reflect the existing Constitution and the established practice of the Club.

## **PROCEEDINGS OF THE BOARD**

Rule 30 deals with proceedings of the Board. The provisions largely reflect the existing Constitution and also reflects powers contained in the Corporations Act and the Registered Clubs Act relating to the use of technology for Board meetings, and requiring the Board to meet at least once per quarter, rather than once per month.

Rule 30.4 provides that the quorum for a meeting of the Board shall be five (5) members of the Board.

Rule 30.5 allows the President at any time and the Secretary upon the request of not less than three (3) directors to convene a meeting of the Board.

Rule 30.6 provides that all decisions of the Board are determined by a majority vote. In the case of an equality of votes the chairperson of the meeting has a second or casting vote.

Rule 30.8 allows a meeting of the Board to be called or held using technology consented to by all directors. This is consistent with the Corporations Act.

## **MATERIAL PERSONAL INTERESTS AND REGISTERED CLUBS ACCOUNTABILITY CODE**

Rules 31 and 32 introduce new provisions in relation to corporate governance and accountability for the Club which are consistent with the Corporations Act and the Registered Clubs Act.

## **REMOVAL FROM OFFICE OF DIRECTORS**

Rule 33 provides that the members in a general meeting may by ordinary resolution remove any director, or the whole Board, before the expiration of his, her or their period of office and appoint another person or persons in his, her or their place. This Rule reflects the Corporations Act and the existing practice of the Club.

## **VACANCIES ON THE BOARD**

Rule 34.1 clarifies how a casual vacancy on the Board arises. Rule 34.3 states that the Board has the power to fill a casual vacancy. Any person appointed to fill a casual vacancy will hold office only until the next Annual General Meeting.

## **GENERAL MEETINGS**

Rules 35.1 to 35.53 inclusive relate to the calling and holding of general meetings (and Annual General Meetings) of the Club. The Rules are consistent with the existing Constitution, however, they are more comprehensive than the existing Constitution and reflect the Corporations Act, Registered Clubs Act and industry best practice.

## **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

Rules 35.31 to 35.44 inclusive relate to attendance and voting at general meetings.

Proxy voting is not permitted. This is a requirement of the Registered Clubs Act.



Every member eligible to vote, either by show of hands or a poll, is entitled to one vote.

A member, who is also an employee of the Club, is not permitted to vote. This is a requirement of the Registered Clubs Act.

All questions and resolutions (other than Special Resolutions) shall be decided by a simple majority of votes.

Voting shall be on a show of hands unless a poll is demanded

## **QUORUM AT GENERAL MEETINGS**

Rules 35.45 to 35.49 inclusive detail the quorum required for general meetings.

Rule 35.45 provides that no business may be transacted at a general meeting unless a quorum of members is present.

Rule 35.46 provides that, at any general meeting (including an Annual General Meeting) convened by the Board, twenty (20) members present and eligible to vote will constitute a quorum.

Rule 35.47 provides that at any meeting convened at the request of members, fifty (50) members present in person and eligible to vote constitute a quorum. This is consistent with the existing Constitution.

Rules 35.48 and 35.49 set out the procedure to be followed if a quorum is not present.

## **MEMBERS' RESOLUTIONS AND STATEMENTS**

Rule 36 provides for members' resolutions and statements by members.

Rule 36 also sets out the procedure for members to require the Board to include an item of business or notice of motion in the business of an Annual General Meeting.

## **MINUTES**

Rule 37 provides that minutes of all resolutions and proceedings at general meetings must be entered in the Minute Book within one month of the meeting and signed by the chairperson of that meeting or the chairperson of the next succeeding meeting.

## **ACCOUNTS AND REPORTING TO MEMBERS**

Rule 38 deals with the accounts and reporting to members and is consistent with the Corporations Act and Registered Clubs Act.

## **FINANCIAL YEAR**

Rule 39 provides that the financial year of the Club shall commence on the first day of April in each year and will end on the last day of March in the following year.

## **AUDITORS**

Rule 40 requires the Club to appoint an auditor. The auditor holds office until removed by the members in general meeting or resigns from office or dies. This is a requirement of the Corporations Act.

## **SECRETARY**

Rule 41 requires the Board to appoint one Secretary who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## **EXECUTION OF DOCUMENTS**

Rule 42 deals with execution of documents and the common seal of the Club.

## NOTICES

Rule 43 deals with the requirements of giving notice to members, including by electronic means in accordance with the Corporations Act and the Registered Clubs Act. Where a notice of a meeting is sent by post it shall be deemed to have been effectively served on the member on the day following the posting.

## INDEMNIFICATION OF OFFICERS

Rule 44 deals with the insurance and indemnification of the officers and auditors of the Club in accordance with the Corporations Act.

## INTERPRETATION

Rule 45 deals with the interpretation of the Club's Constitution and it reflects the existing Constitution of the Club.

## AMENDMENTS TO CONSTITUTION

Rule 46 provides for amendments to the Constitution. The Constitution can only be amended by way of Special Resolution passed at a general meeting of members. Only Life members, financial Playing Members; Gold, Silver and Bronze, financial Five Year Playing Members; Gold, Silver and Bronze, financial Senior Playing Members, financial Corporate Members, financial Non-Playing Members and financial Intermediate Members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

## MEETINGS AND VOTING

Rule 47 is a new rule that reflects the new requirements of the Registered Clubs Act, which allows the Club to utilise electronic means to distribute documents and hold meetings if the Board determines this to be in the best interests of the Club.

***This summary to members is intended to provide sufficient background and information to enable members to make an informed decision in relation to the proposed special resolution to adopt the new Constitution. However, there may be matters about which members may have questions not covered by this Memorandum. In those circumstances, they are invited to raise their questions with the Club prior to the General Meeting which, if necessary, will obtain advice from its lawyers to pass back to the member.***

The Board considers the proposed new Constitution as being a significant improvement on the existing Constitution and it recommends that members vote in favour of the First Special Resolution.

## EXPLANATORY MESSAGE TO MEMBERS REGARDING THE PROPOSED SECOND SPECIAL RESOLUTION

The Second Special Resolution is proposed by member Danny Scott and seconded by member John Brockel.

The Second Special Resolution seeks to make amendments to the existing Constitution. In particular, the Second Special Resolution seeks to remove the "triennial rule" that applies to the election of directors of the Club.

For the reasons outlined above in the Explanatory Message to Members Regarding the Proposed First Special Resolution and supporting the retention of the "triennial rule", the Board does not support the Second Special Resolution.

## Notes to Members

1. All Life members, financial Playing Member; Gold, Silver or Bronze Categories, 5 Year Playing Member; Gold, Silver or Bronze categories, Senior Playing Member, Intermediate Member, Pathways, Country Member, Corporate Member, Senior Non-Playing Member (except employees of the Club) are entitled to vote on the first three (3) Ordinary Resolutions and the Special Resolutions.
2. To be passed, each of the Ordinary Resolutions must receive votes in its 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. To be passed, the Special Resolutions must receive votes in its favour from not less than three-quarters (75%) of those members who being eligible to do so, vote in person at the meeting.

4. As a result of the provisions of the Corporations Act 2001, the Ordinary Resolutions and the Special Resolutions must each be considered as a whole and cannot be altered by motions from the floor of the meeting.
5. Members should read the Explanatory Message to Members regarding each resolution which explains the nature and effect of each of the resolutions.
6. Should there be any matters related to the financial report, directors report or auditor's report in relation to which a member requires further information, please provide a written request to the Club at least seven (7) days before the Annual General Meeting. This request is intended to allow sufficient time to seek professional advice if required, prior to the annual general meeting.
7. Members of the Club, who are employees of the Club, cannot vote at the Annual General Meeting.
8. Proxy Votes are not allowed under the Registered Clubs Act 1972.

**By order of the Board**



**Shaun Smith  
General Manager**

**Dated: 17<sup>th</sup> October 2023**