

YARRAWONGA & BORDER GOLF CLUB LIMITED

ACN 000 996 930

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **YARRAWONGA & BORDER CLUB LIMITED** will be held on **Sunday, October 26, 2025**, at **10am** in the Willow Room at the premises of the Club, Golf Club Road, Mulwala, NSW.:

Note: Registration is from 9am.

AGENDA

1. Welcome.
2. Apologies.
3. President's Report.
4. To receive and confirm the Minutes of the Club's 2024 Annual General Meeting.
5. Election of the Board Executive Positions of Vice-President and Vice-Captain in accordance with the Triennial Rule.
6. Election of One (1) Board positions in accordance with the Triennial Rule.
7. To receive and consider the report of the Board of Directors.
8. To receive and consider the Financial Statements (recording a net operating gain from ordinary activities of \$34,959 and Auditor's Report.
Note: The 2024/25 Annual Report is available on the Club's website www.yarragolf.com.au
(Members are asked to submit to the Club any questions they may have regarding the Financial Statements, Directors Report and Auditors Report for the financial year ended 30 June 2025 at least seven (7) days prior to the date of the Annual General Meeting (**October 19, 2025**) to allow the Club time to prepare a response. Email peter.savy@yarragolf.com.au If your question is not submitted by this time, it may not be possible to answer your question at the meeting).
9. CEO's Report.
10. To consider and if thought fit pass the Ordinary Resolutions, Life Member Resolutions and the Special Resolutions as set out below in this Notice.
11. General business of which due notice has been given.

PROCEDURAL MATTERS

1. **Life members, financial Full members, financial Young Adult members and financial Intermediate members can vote on the Special Resolutions and in the election of the Board.**
2. The Special Resolutions will be passed if at least 75% of the votes cast on each resolution by eligible members present at the meeting are cast in favour of the resolutions.
3. **Life members, financial Full members, financial Young Adult members, financial Intermediate members and financial 6 Day members can vote on the First Ordinary Resolution and Life Member Resolutions.**
4. **Only Life members, financial Full members, financial Young Adult members and financial Intermediate members can vote on the Second Ordinary Resolution.**
5. The Ordinary Resolutions will be passed if a simple majority, that is 50% + 1 of the votes cast by eligible members present at the meeting are cast in favour of the resolutions.
6. The Life Member Resolutions will be passed if a simple majority, that is 50% + 1 of the votes cast by eligible members present at the meeting are cast in favour of the resolutions.
7. **Financial Country members and financial 6 Day members may also vote in the election of the Board.**
8. **However, Country members and 6 Day members are not eligible to be nominated for election to the Board and they are not able to nominate a member for election to the Board or vote on the Special Resolutions as set out below.**
9. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
10. The Board recommends the Special Resolutions and the Ordinary Resolutions to members.

FIRST ORDINARY RESOLUTION

That pursuant to section 10(6)(b) of the Registered Clubs Act 1976, the members hereby:

1. Approve and agree to expenditure by the Club in a sum not to exceed \$35,000 until the next Annual General Meeting of the Club for the following activities of the Directors:
 - (a) reasonable expenses incurred by Directors in relation to such duties including entertainment of special guests to the Club and other promotional activities performed by Directors, provided that such activities and expenses are approved by the Board before payment is made as that payment is only made on the production of receipts, invoices or other proper documentary evidence of such expenditure;
 - (b) the reasonable cost of a meal and beverage for each Director or Senior Management Officer at an appropriate time before or after a Board or Committee Meeting and which is incurred the day of that meeting.
 - (c) the reasonable cost (including the cost of meals, accommodation and travel) of Directors attending at meetings, including the Annual General Meeting of ClubsNSW and the Club Managers Association or when attending seminars, lectures trade displays and other similar events, as may be determined by the Board, from time to time;
 - (d) the cost of Directors attending other registered clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the board as being necessary for the betterment of the Club.
2. The members acknowledge that the benefits in paragraph 1 above are unavailable to members generally but only for those who are Directors of the Club.

NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

1. These notes are to be read in conjunction with the proposed First Ordinary Resolution set out above:
 - (a) Section 10(6)(d) of the Registered Clubs Act allows Directors to be paid out of pocket expenses reasonably incurred by them in the course of carrying out their duties provided the expenditure is approved by a current resolution of the Board. The purpose of the Ordinary Resolution is to disclose the nature of such expenditure and to seek members' approval for it.
 - (b) Section 10(6A) of the Registered Clubs Act provides that the Club can provide different benefits for different classes of members provided the benefit is not in the form of money or a cheque or promissory note and the benefit is approved by a general meeting of the members prior to the benefit being provided.
 - (c) The \$35,000 limit is consistent with the Club's budget for Directors that was approved by members at the last Annual General Meeting.

FIRST LIFE MEMBER RESOLUTION

[The First Life Member Resolution is to be read in conjunction with the notes to members set out below.]

That, in accordance with Rule 37 of the Club's Constitution, Judith Kruger (Member 1114), having rendered long and meritorious service to the Club, be elected to Life Membership of the Club.

Notes to Members regarding the Life Member Resolution

1. In August 2025, Karen Droop (01), and Sharyn Wilson (555) presented to the Board for recommendation, a written nomination for Judy Kruger to be elected as a Life member of the Club.
2. The Board considered the nomination at the August Board meeting and resolved to accept the recommendation and to put the Life Member Resolution set out above, to the members for consideration at the Annual General Meeting of the Club in October 2025.
3. Details of the long and meritorious service to the Club by the nominee for Life Membership, Judy Kruger, will be presented at the meeting.
4. The Board commends the Life Member Resolution to the members.

SECOND LIFE MEMBER RESOLUTION

[The Second Life Member Resolution is to be read in conjunction with the notes to members set out below.]

That, in accordance with Rule 37 of the Club's Constitution, Vincent Slattery (Member 503), having rendered long and meritorious service to the Club, be elected to Life Membership of the Club.

Notes to Members regarding the Life Member Resolution

1. In August 2025, Andrew Shell (1642), and Stephen Buckley (3933) presented to the Board for recommendation, a written nomination for Vin Slattery to be elected as a Life member of the Club.
 2. The Board considered the nomination at the August Board meeting and resolved to accept the recommendation and to put the Life Member Resolution set out above, to the members for consideration at the Annual General Meeting of the Club in October 2025.
 3. Details of the long and meritorious service to the Club by the nominee for Life Membership, Vin Slattery, will be presented at the meeting.
 4. The Board commends the Life Member Resolution to the members.
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FIRST SPECIAL RESOLUTION

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

That the Constitution of Yarrawonga & Border Club Limited be amended by **deleting** Rule 144 and in its place **inserting** the following new Rule 144:

"144. A quorum for all General Meetings of the Club shall be seventy-five (75) eligible or voting members present."

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes to reduce the quorum requirement for general meetings in the Constitution.
 2. If passed, the quorum for a general meeting (including an Annual General Meeting) will be reduced from one-hundred (100) to seventy-five (75) eligible members.
 3. The purpose of this change is to ensure that general meetings (including Annual General Meetings) can proceed efficiently and without unnecessary delay.
 4. The Club has, from time to time, struggled to meet the current quorum and it has become increasingly difficult to consistently achieve a quorum of one-hundred (100) members, particularly given changes in member engagement and availability.
 5. The existing Rule required one-hundred members to be in attendance in order to transact business, and if a lesser number than that was in attendance (and thus no quorum achieved) the Club would be able to reschedule the meeting and hold the rescheduled meeting with a quorum of at least fifty (50) eligible members. The fifty-person minimum will remain at any rescheduled meeting.
 6. Reducing the quorum to seventy-five (75) eligible members strikes a fair balance between maintaining broad member representation and ensuring the Club's business can be conducted in a timely and effective manner.
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SECOND SPECIAL RESOLUTION

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

That the Constitution of Yarrawonga & Border Club Limited be amended by

- (a) **deleting** all references to:
 - (i) the term "*he or she*" wherever occurring and inserting instead the word "*they*";
 - (ii) the term "*he or she is*" wherever occurring and inserting instead the word "*they are*";
 - (iii) the term "*his or her*" wherever occurring and inserting instead the word "*their*";
 - (iv) the term "*him or her*" wherever occurring and inserting instead the word "*them*";
 - (v) the word "*his*" wherever occurring and inserting instead the word "*the*";
 - (vi) the word "*he*" wherever occurring and inserting instead the words "*the member*";
 - (vii) the word "*him*" wherever occurring and inserting instead the word "*them*"; and
 - (viii) the word "*Chairman*" wherever occurring and inserting instead the word "*Chairperson*".
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- (b) **by** making such general consequential amendments necessary to ensure the cross referencing of Rules and paragraphs, together with Rule and paragraph numbering, are correct throughout the Constitution.

Notes to Members on Second Special Resolution

1. The Second Special Resolution merely makes general amendments to the language of the Constitution to be gender neutral.
2. Accordingly, gender specific references have been removed from the Constitution as appropriate.

THIRD SPECIAL RESOLUTION

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

That the Constitution of Yarrowonga & Border Club Limited be amended by:

- (a) **inserting** into Rule 4 in alphabetical order the following definitions:
- “**AML/CTF Act**” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.*
- “**Liquor or Gaming Policy**” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.”*
- (b) **inserting** the following new Rules 18(g), (h) and (i):
- “(g) Under the AML/CTF Act the Club:
- (i) is a reporting entity;
 - (ii) provides a designated service to its members and patrons;
 - (iii) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons’ identity; and
 - (iv) may be required to undertake “enhanced due diligence” of certain members and patrons, in certain circumstances.
- (h) In Rule 18(g) “enhanced due diligence” means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron’s transactions within the Club.
- (i) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:
- (i) its obligations under the AML/CTF Act; and
 - (ii) any Liquor or Gaming Policy,
- which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 69 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.”*
- (c) **deleting** Rule 47(a) and **inserting** the following new Rule 47(a):
- “(a) Any visitor whose permanent place of residence in New South Wales is not less than such distance from the Club as may be determined from time to time by The Board by By-law pursuant to these Rules.”
- (d) **inserting** after Rule 69 the following new Rule 69A:
- “69A. Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.”
- (e) **deleting** Rule 90(h) and **inserting** the following new Rule 90(h):
- “(h) has not been a Financial member of the Club in a class of membership that is eligible for election to the Board for at least two years immediately preceding the proposed date of election or appointment to the Board;”
- (f) **inserting** the following a new Rule 100(m) and renumbering the remainder of the Rule accordingly:

- (m) *the use of social media and other forms of electronic communication relating to the Club by members and guests of members;*
- (g) **inserting** the following new Rule 114.3:
"114.3 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 114.1:
 (a) *the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and*
 (b) *the Board may remove or have removed, the director from the Board meeting while the matter is being considered."*
- (h) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the Third Special Resolution

1. Paragraph (a) introduces new definitions into the Constitution.
2. Paragraph (b) proposes a series of amendments to the Club's Constitution to bring it into line with industry best practice and the requirements of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth).
3. The amendments are necessary to ensure that the Club can effectively comply with its legal obligations under the **Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (AML/CTF Act)** and related regulatory frameworks.
4. As a registered club, the Club is considered a **"reporting entity"** under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:
 - **Verify the identity** of members and patrons engaging in relevant transactions;
 - **Conduct "enhanced due diligence"** in higher-risk situations, such as large or unusual transactions;
 - **Monitor and report suspicious activities** to AUSTRAC (Australian Transaction Reports and Analysis Centre);
 - **Implement and enforce internal compliance procedures**, including restrictions on access to the Club's premises.
5. The proposed amendment:
 - Clarifies the Club's **status and responsibilities** under the AML/CTF framework;
 - Provides **transparency and certainty** to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
 - Confirms the Club's power to **take appropriate action**, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
 - Ensures the Club can act **swiftly and lawfully**, where necessary, without being constrained by other provisions of the Constitution (e.g. disciplinary processes under Rule 69), which may not be appropriate or practical in such regulatory contexts.
6. These amendments are both **protective and proactive**. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club's commitment to responsible conduct and compliance with national and state laws.
7. Paragraph (c) reflects recent amendments to the Registered Clubs Act 1976 with the removal of the requirement for temporary members to live outside of a 5 kilometre radius of the Club's premises. The amendments still confer a discretion on the Board to set a distance for temporary members.
8. Paragraph (d) is intended to address the growing use and impact of social media and electronic communication, and to ensure that all members and their guests uphold standards of conduct that support the reputation, integrity, and operational stability of the Club.
9. Under these new Rule, any use of social media or electronic communication by a member or their guest that is negative or can be reasonably construed as negative toward the Club — including its facilities, services, employees, officers, members or strategies — will be deemed conduct prejudicial to the interests of the Club.

10. This amendment is important for the following reasons:
- **Protecting the Club's reputation:** Negative or disparaging comments made online can spread rapidly and damage the Club's standing in the community, its relationships with stakeholders, and its ability to attract and retain members.
 - **Supporting staff and member wellbeing:** Public or semi-public criticism of staff or other members can cause unnecessary distress, undermine morale, and create a hostile environment that is inconsistent with the Club's values and objectives.
 - **Reinforcing member responsibilities:** Membership in the Club carries with it certain privileges and responsibilities. These Rules ensure that members and their guests understand the importance of expressing concerns or feedback through appropriate internal channels rather than through public forums.
 - **Modernising the Constitution:** The inclusion of these Rules bring the Club's Constitution into alignment with contemporary standards of governance and conduct, recognising the potential real-world impact of online behaviour on the Club, its employees and members.
11. Importantly, the Rule does not prevent members from raising genuine concerns with management or the Board. Rather, it encourages such matters to be dealt with constructively and respectfully through the appropriate internal processes.
12. Paragraph (e) makes it clear that a person wishing to be elected or appointed to the board must have been a Financial member of the Club in a class of membership that is eligible for election to the Board for at least two years immediately preceding the proposed date of election or appointment to the Board.
13. Paragraph (f) confers power on the Board to make By-Laws about the use of social media by members and their guests which relates to the Club. It is intended to compliment the change proposed in paragraph (d).
14. Paragraph (g) ensures that directors of the Club act in the best interests of the Club at all times and comply with their legal and ethical obligations when dealing with matters in which they may have a material personal interest.
15. The Rule allows the Board to take appropriate action where a director fails to disclose such an interest or participate improperly in related decisions. In particular:
- A failure to comply with the Rule may be treated as **conduct prejudicial to the interests of the Club**, which can lead to disciplinary action; and
 - The Board may **remove the director from meetings** where the relevant matter is being discussed to ensure transparency and protect the integrity of decision-making.
16. This safeguard promotes accountability, protects the Club from conflicts of interest, and aligns with directors' duties under the common law and the Corporations Act. It is a key governance measure to maintain members' trust and confidence in the Board's operations.
17. Paragraph (h) allows consequential amendments to Rule numbering and cross referencing to be amended to give proper effect to the amendments.

FOURTH SPECIAL RESOLUTION

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

That the Constitution of Yarrowonga & Border Club Limited be amended by:

- (a) **deleting** the first sentence of Rule 23 and inserting the following first sentence of Rule 23:
- “23. Unless and until determined by the Board under Rule 100(k), Ordinary membership of the Club shall consist of the following classes:-“
- (b) **inserting** the following new Rule 100(k) and renumbering the remainder of the Rule accordingly:
- “(k) the creation and dissolution of classes of Ordinary membership (in addition to those specified in Rule 23) and the rights and privileges to be enjoyed by those classes provided that any such class shall not have the right to:
- (i) vote on special resolutions to amend this Constitution; or
 - (ii) be elected or appointed to the Board of the Club.”
- (c) **by** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the Fourth Special Resolution

1. Paragraph (a) amends Rule 23 to clarify that the Board has power to introduce classes of Ordinary membership of the Club.
2. Paragraph (b) confers power on the Board to make By-Laws creating and dissolving new classes of Ordinary Membership and the rights of those classes (subject to certain restrictions).
3. The purpose of this Rule is to provide the Board with flexibility to tailor membership offerings to meet the evolving needs and preferences of people who visit the Club as well as to support the Club's operational goals and encourage broader community engagement. For example, the Board may wish to introduce a new class of Ordinary Membership designed for visitors which operates for a limited period of time (eg 3 months).
4. Under this Rule:
 - The Board may determine, by By-law, the **rights and privileges** of any additional Ordinary Membership class; however,
 - Such members will not have the right to:
 - vote on **special resolutions** to amend the Constitution, or
 - be **elected or appointed to the Board** of the Club.
5. This ensures that only those Ordinary Members with full engagement in the governance of the Club retain the core rights to influence Constitutional change and participate in Board leadership, while still enabling broader participation in the Club's social and recreational offerings through additional membership options.
6. This Rule balances flexibility for the Club with appropriate safeguards for governance integrity.

FIFTH SPECIAL RESOLUTION

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

That the Constitution of Yarrawonga & Border Club Limited be amended by:

- (a) **inserting** into the definition of "Ordinary Member" in Rule 4 the words "6 Day members" after the words "Full members".
- (b) **inserting** into Rule 26 the word "6 Day" after the word "Full".
- (c) **deleting** Rule 30 and **inserting** the following new Rule 30:
 30. *Every candidate for membership of the Club (other than candidates for Social, Junior, Country or Corporate Membership) shall be proposed by one Director and seconded by a Full Member or 6 Day member, provided that the Full Member or 6 Day member has been a Full Member of the Club or 6 Day member of the Club for at least twelve (12) months.*
- (d) **inserting** into Rule 31(b) the words "6 Day membership" after the words "Full membership".
- (e) **deleting** Rule 51 and **inserting** the following new Rule 51:
 51. *Subject to Rule 52(a) in relation to Country members, Full members, Intermediate members, 6 Day members, Young Adult members and Life members shall be the only members of The Club entitled to:*
 - (a) *vote whilst in attendance, at all Annual General Meetings or General Meetings of The Club; and*
 - (b) *nominate a member for election to the Board; and*
 - (c) *vote in any ballot conducted for the election of the Board; and*
 - (d) *subject to this Constitution, be nominated for election and be elected or appointed to The Board provided they have their permanent place of residence within a one hundred (100) kilometre radius of the Yarrawonga Post Office.*
- (f) **deleting** Rule 52A.
- (g) **inserting** into Rule 55(a) the words "6 Day members" after the words "Full members".
- (h) **inserting** into Rule 85 the words "6 Day member" after the words "Full member".
- (i) **inserting** into Rule 87 the words "6 Day members" wherever it appears after the words "Full members".
- (j) **inserting** into Rule 87 the words "6 Day member" after the words "Full member".
- (k) **inserting** into Rule 99 the words "and/or 6 Day members" after the words "Full members".

Notes to Members on the Fifth Special Resolution

1. The Club's Constitution currently provides that 6 Day members are not entitled to be a director of the Club and/or nominate members for election to the Board.
2. The Fifth Special Resolution proposes to amend the Club's Constitution so that 6 Day members will have the same rights as Full members (excluding the playing rights) including the right to nominate for election as directors of the Club, nominate members for election to the Board and vote in special resolutions to amend the Constitution.
3. For completeness, this amendment does not change any of the other rights of 6 Day members, including without limitation the playing rights of 6 Day members.

2/10/2025**Dated:**

By direction of the Board

Peter Savy**Chief Executive Officer**