

YARRAWONGA & BORDER GOLF CLUB LIMITED

ACN 000 996 930

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **YARRAWONGA & BORDER CLUB LIMITED** for the financial year ending in 2020 to be held on **21 January 2021** at **8pm** in the Willow Room at the premises of the Club, Golf Club Road, Mulwala, NSW, the members will be asked to consider and if thought fit pass the Special Resolutions and the Ordinary Resolutions set out below:

AGENDA

1. Welcome
2. Apologies
3. Presidents Report.
4. To receive and confirm the Minutes of the 2019 Annual General Meeting.
5. Election of the Board Executive Position of Captain for a three (3) year term.
6. Election of two (2) Board positions for three (3) year terms in accordance with the Club's 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 loss from ordinary activities of \$308,500) and Auditor's Report.

Note: The 2019/20 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 2020 at least seven (7) days prior to the date of the Annual General Meeting (**14 January 2021**) to allow the Club time to prepare a response. If your question is not submitted by this time, it may not be possible to answer your question at the meeting).

9. To consider and if thought fit pass the Special Resolutions and Ordinary Resolutions in this Notice.
10. General Business.

PROCEDURAL MATTERS

1. Financial Life members, financial Full 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 the resolution by eligible members present at the meeting are cast in favour of the resolution.
 3. Financial Country members may vote in the election of the Board. Country members are not eligible to be nominated for election to the Board, and they are also not able to nominate a member for election to the Board or vote on the Special Resolutions below.
 4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
 5. The Ordinary Resolution 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 resolution.
 6. The Board recommends the Special Resolutions and the Ordinary Resolution to members.
 7. Members with questions on the Annual Report or accounts are asked to submit those questions in writing to the Chief Executive Officer 7 days before the meeting. Members are entitled to ask questions at the Annual General Meeting without giving this notice. However, if you do not submit questions in writing 7 days before the meeting, it may not be possible to provide you with an answer to your question at the meeting.
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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 Yarrowonga & Border Club Limited be amended by:

- (a) **renumbering** numerous erroneous typographical references to Rules throughout the Constitution. For example, by deleting the incorrect cross-reference to “*this Rule 10*” in Rule 9(b) and inserting the correct reference “*this Rule 9*”.
- (b) **inserting** the following new definition into Rule 4:

“Code” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.”
- (c) **deleting** the words “*To maintain a certificate of registration under The Clubs Act*” from Rule 7(g) and **inserting** the words “*To hold a Club Licence under the Liquor Act and in accordance with The Clubs Act*”.
- (d) **deleting** the reference “*Section 41J*” in Rule 7(p) and **inserting** the reference “*Section 41E*”.
- (e) **deleting** the words “*certificate of registration under part II of The Clubs Act*” from Rule 14 and **inserting** “*club licence under the Liquor Act*”.
- (f) **inserting** the following words into Rule 31(d) after the words “name, address”:

”, email address”.
- (g) **inserting** at the end of Rule 40 the words:

“The Chief Executive Officer or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.”
- (h) **deleting** Rule 64(b) and **inserting** the following new Rule 64(b):

“the minor’s spouse or de facto partner”.
- (i) **deleting** Rule 65 and **inserting** the new Rule 65:

“Members must advise the Chief Executive Officer of the Club of any change in their details (including address, email address and telephone number) within seven (7) days of changing their address or details as recorded in the register.”
- (j) **inserting** at the start of Rule 69(a) the words “*in the reasonable opinion of the Board,*”.
- (k) **deleting** from Rule 71 the words “*not less than fourteen (14) days*” and **inserting** “*as soon as is reasonably practical*”.
- (l) **inserting** after the words “*Chief Executive Officer*” in Rule 81(vi) the words “*or the senior employee then on duty at The Club*”.
- (m) **inserting** after the words “*No member who is an unfinancial member,*” in Rule 86 the words “*an employee of The Club,*”.
- (n) **inserting** at the end of Rule 113 the following words:

“Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.”
- (o) **inserting** the new Rule 113A:

“A resolution may also be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by each director sending a reply email to the Club to that effect. The resolution shall be passed when the last director has sent their reply email agreeing to the proposed resolution.”
- (p) **deleting** Rules 114 to 122 inclusive and **inserting** the following new Rules 114 to 122 inclusive:

“114. MATERIAL PERSONAL INTERESTS OF DIRECTORS
114.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*
 - (a) *declare the nature of the interest at a meeting of the Board; and*

(b) comply with Rule 114.2.

114.2 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

115. REGISTERED CLUBS ACCOUNTABILITY CODE

115.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 115.

115.2 For the purposes of this Rule 115, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

115.3 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

(a) the top executive’s terms of employment; and

(b) the roles and responsibilities of the top executive;

(c) the remuneration (including fees for service) of the top executive;

(d) the termination of the top executive’s employment.

115.4 Contracts of employment with top executives:

(a) will not have any effect until they are approved by the Board; and

(b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

115.5 Subject to any restrictions contained in the Registered Clubs Act and Rule 114, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

115.6 A “pecuniary interest” in a company for the purposes of Rule 115.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

115.7 Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(a) the Secretary or a manager; or

(b) any close relative of the Secretary or a manager;

(c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

115.8 The Club must not:

(a) lend money to a director of the Club; and

(b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

115.9 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

115.10 *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

15.11 *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*

- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;*
- (e) *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 115.*

TRAINING DISCLOSURES

116 *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.*

117 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

118 *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

119 *Deleted.*

120 *Deleted.*

121 *Deleted.*

122 *Deleted."*

(q) **inserting** the following new sub-heading and Rule 153A:

"CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

153A *The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 153A will not operate in relation to a meeting called pursuant to a request or requisition of members."*

(r) **inserting** the following new sub-heading and Rule 153B:

"WITHDRAWAL OF RESOLUTIONS

153B *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

(s) **inserting** the following new sub-heading and Rule 153C:

“USE OF TECHNOLOGY FOR GENERAL MEETINGS

153C *The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*

(t) **deleting** Rule 157 and **inserting** the following new Rule 157:

“Deleted.”

(u) **replacing** the full stop at the end of Rule 163(c) with a semi colon and then adding the word “or” and **inserting** the new Rule 163(d):

“by notifying the member in accordance with Rule 163A (in the case of notices of general meetings (including Annual General Meetings) only).”

(v) **inserting** the new Rule 163A:

“If the member nominates:

(a) *an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and*

(b) *an electronic means (the nominated access means) the member may use to access notices of meeting;*

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

(c) *that the notice of meeting is available; and*

(d) *how the member may use the nominated access means to access the notice of meeting.”*

(w) **deleting** Rule 164 and **inserting** the following new Rule 164:

“164.(a) Where a notice is sent by post in accordance with Rule 163, the notice shall be deemed to have been received by the members;

(i) *in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*

(ii) *in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

(b) *Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.*

(c) *Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 163A, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”*

(x) **inserting** the following new Rule 164A:

“Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 163A(c) and (d), even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.”

(y) **inserting** the following new Rule 164B:

“Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 163A or 164A, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.”

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club’s Constitution to bring it into line with the *Corporations Act*, *Liquor Act* and the *Registered Clubs Act*.
2. **Paragraph (a)** renumbers various Rules and corrects cross-reference errors throughout the Constitution. It does not change the meaning of any of the Rules.

3. **Paragraph (b)** inserts a definition of the *Registered Clubs Accountability Code*.
4. **Paragraphs (c) and (e)** clarify that the Club holds a club licence under the *Liquor Act*.
5. **Paragraph (d)** updates a reference to the *Registered Clubs Act*.
6. **Paragraphs (f) and (i)** update the existing requirements for membership applications to include the applicant's email address in order for the Club to contact members electronically. They also clarify that members are required to update the Chief Executive Officer of any change to their contact details.
7. **Paragraph (g)** provides that the Chief Executive Officer may terminate any Provisional member should they have cause to do so. This is in light of best industry practice.
8. **Paragraph (h)** updates the definition of a Temporary member's guest to reflect the *Liquor Act*.
9. **Paragraphs (j), (k) and (l)** update the Club's Rules relating to disciplinary proceedings to bring them into line with best practice.
10. **Paragraph (m)** clarifies that an employee of the Club cannot stand for election to the Board.
11. **Paragraphs (n) and (o)** clarify that a board resolution can be passed remotely or by way of email. This is permitted by the *Corporations Act*.
12. **Paragraphs (p) and (t)** amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Corporations Act*, the *Registered Clubs Act* and the *Registered Clubs Accountability Code*.
13. **Paragraphs (q), (r) and (s)** amend existing provisions relating to proposed Resolutions, and the holding and postponing general meetings to bring the Constitution into line with the *Corporations Act*.
14. **Paragraphs (v), (w), (x), and (y)** amend existing provisions relating to the provision of notices to members to bring the Constitution into line with the *Corporations Act*. The amendments refer to the Club's ability to give notice of general meetings to members electronically if a member elects to receive notices this way or if the *Corporations Act* allows the Club to do so.

SECOND SPECIAL RESOLUTION

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

- (a) **inserting** in Rule 23 the following new category of ordinary membership of the Club:
"6 Day Members".
- (b) **inserting** the following new Rules 26(i) to 26(ii):
 - (i) 6 Day members
Persons, subject to any qualifications in the By-Laws, who have attained the age of eighteen (18) years and who are elected as 6 Day members or transferred by The Board from another class of Ordinary membership to 6 Day membership, together with those persons listed in the Register of members as 6 Day members.
 - (ii) *6 Day members shall be entitled to:*
 - (1) *play golf at The Club on every day of the week barring Saturdays, or on such other day as The Board may determine from time to time; and*
 - (2) *enjoy the social facilities and amenities of The Club as The Board may determine from time to time."*
- (c) **deleting** Rule 51 and **inserting** the new Rule 51:
"51. *Subject to Rule 52A in relation to 6 Day members, and subject to rule 52(a) in relation to Country members, Full members, Intermediate 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) *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 Yarrowonga Post Office.*

(d) **inserting** the following new Rules 52A:

"52A. 6 Day members shall be entitled to;

(a) attend and vote at Annual General Meetings and General Meetings of The Club; and

(b) vote in any ballot conducted for the election of The Board.

6 Day members shall not be eligible to take part in the management of the affairs of The Club or be eligible for election to The Board or to nominate a member for election to The Board."

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to introduce a new category of membership to the Club, to be known as "6 Day members".
2. The Club has been experiencing an unprecedented demand for use of the Club's golf course, particularly on Saturdays. The Board must take action to continue to cater for the members' high demand, and to ensure that all members can continue to enjoy full use of their membership privileges.
3. Rule 102(p) of the Club's Constitution provides that the Board has the power to "fix the maximum number of persons who may be admitted to each class of membership of The Club." Accordingly, the Board will use this power to set the maximum number of Full members to be the number of members who are currently admitted to Full membership.
4. The effect of this will close the Full membership category to any new members of the Club (for a period which is yet to be determined by the Board). For clarity, Full members will not have any change or deviation to the rights and privileges that they currently enjoy. This category will simply not be open to any new members for a time.
5. For persons who are looking to be admitted to playing membership of the Club during the closure period, they will be eligible to be admitted to the new category of 6 Day membership. New applicants will not be able to join Full membership of the Club.
6. 6 Day members will be entitled to:
 - (a) play golf on every day except for Saturday;
 - (b) use the Club's bowling and croquet greens without the payment of green fees;
 - (c) use the Club's social facilities and amenities;
 - (d) enjoy the usual Club discounts available to members.
7. The Full membership category will not be permanently closed to new members, it will only be a temporary option. Following the Board's decision to re-open the category of Full membership, any new 6 Day member who joined the Club during the period of closure will then be eligible for Full membership. The 6 Day members will also have priority to transfer to the category of Full membership, in the order in which they were admitted to 6 Day membership.
8. Given the current high demand and limited availability of the course, the Board believes that this is the best available option to allow the Club's members to continue to benefit from their membership entitlements.
9. The Board recommends that members pass the Second Special Resolution.

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

These notes are to be read in conjunction with the proposed Ordinary Resolution set out above:

1. 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.
2. 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.
3. The \$35,000 limit is consistent with the Club's budget for Directors that was approved by members at the last Annual General Meeting.

SECOND ORDINARY RESOLUTION

That the members hereby appoint the firm Mogg Osborne Audit Pty Ltd [ACN: 131 580 017] to be the auditor of the Yarrowong & Border Golf Club Limited.

NOTES TO MEMBERS ON THE SECOND ORDINARY RESOLUTION

1. The SECOND Ordinary Resolution Purports to appoint the firm Mogg Osborne Audit Pty Ltd to be the auditor of the Club.
2. As and from the date of the Annual General Meeting, there is a vacancy in the role of Club auditor.
3. The Club's long-term auditor died in 2019, and the Club's current auditor was appointed to fill that casual vacancy for a term up until the Club's Annual General Meeting of 2020. This term has now expired and accordingly, there is a vacancy in the role of Club auditor.
4. The Club must now appoint a new auditor to fill the vacancy.
5. The Club has conducted a tender process to select a new auditor. The firm *Mogg Osborne Audit Pty Ltd* was the successful tenderer.

LEGAL REQUIREMENTS

6. In accordance with the *Corporations Act*:
- (a) the members at the Annual General Meeting may appoint a new auditor if there is a vacancy that takes effect at that meeting; and
 - (b) the firm have consented in writing to being appointed as the Club's auditor;
 - (c) set out below is a copy of the nomination for Mogg Osborne Audit Pty Ltd to be appointed as the Club's auditor.
7. The Board recommends that members pass the Ordinary Resolution and appoint *Mogg Osborne Audit Pty Ltd* as the Club's auditor.
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Nomination of New Auditor

The Chief Executive Officer
YARRAWONGA & BORDER GOLF CLUB LTD

Pursuant to Section 328B(1) of the *Corporations Act* we hereby nominate Mogg Osborne Audit Pty Ltd [ACN: 131 580 017] to be the auditor of Yarrowonga & Border Club Limited.

Dated: **22 December 2020**



President



Vice President

Dated: 22 December 2020

By Direction of the Board



**Peter Savy
Chief Executive Officer**