

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 2022 to be held on **Sunday October 23rd** at **10am** 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:

Note: Registration is from 9am.

AGENDA

1. Welcome.
2. Apologies.
3. Presidents Report.
4. To receive and confirm the Minutes of the Club's 2021 Annual General Meeting.
5. To receive and confirm the Minutes of the General Meeting held on April 3, 2022
6. Election of the Board Executive Position of President, Vice-President, Captain, and Vice-Captain in accordance with the Club's Triennial Rule.
7. Election of two (2) Board positions in accordance with the Club's Triennial Rule.
8. To receive and consider the report of the Board of Directors.
9. To receive and consider the Financial Statements (recording a net operating gain from ordinary activities of \$613,135 and Auditor's Report.

Note: The 2021/22 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 2022 at least seven (7) days prior to the date of the Annual General Meeting (**16 October 2022**) 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).

10. CEO's Report.
11. To consider and if thought fit pass the Special Resolutions and Ordinary Resolutions, as set out below in this Notice.
12. General Business.

PROCEDURAL MATTERS

1. 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 resolutions.
3. Life members, financial Full members, financial Intermediate members and financial 6 Day members can vote on the Ordinary Resolutions.
4. 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.

5. Financial Country members and financial 6 Day members may also vote in the election of the Board.
 6. 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.
 7. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
 8. The Board recommends the Special Resolutions and the Ordinary Resolutions to 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 Golf Club Limited be amended by:

- (a) **inserting** into Rule 4 in alphabetical order the following new definition:

"Quarter" means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December."
- (b) **deleting** Rule 31(d) and **inserting** the following new Rule 31(d):

"(d) shall contain such particulars as are prescribed by the Board, including the full name, address and email address of the candidate;"
- (c) **deleting** from Rule 32 the words "and address" wherever appearing.
- (d) **deleting** from Rule 40 the words "*within six (6) weeks from the date of the nomination form being given to the Chief Executive Officer or should that person's application for membership be refused (whichever is the sooner)*".
- (e) **inserting** into Rule 40 after the words "*terminate the membership of any Provisional member*" the words "*and/or remove an applicant for membership from the Club's premises.*"
- (f) **inserting** into the beginning of Rule 47 the words "*Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body,*".
- (g) **deleting** from Rule 53 the words "31 March" and **inserting** the words "30 June".
- (h) **deleting** from Rule 55 the words "*The annual subscriptions payable by Ordinary Members shall be not less than Two Dollars (\$2.00) excluding GST or such other amount as provided by The Clubs Act.*"
- (i) **deleting** from Rule 57 the word "*February*" wheresoever appearing and **inserting** the word "*June*".
- (j) **inserting** into Rule 57 after the words "*debarred from all privileges of membership and*" the words "*subject to Rule 59*".
- (k) **deleting** Rule 59 and **inserting** the following new Rule 59:

"59. Any person who has ceased to be a member of The Club pursuant to Rule 58 may reapply for membership in accordance with these Rules. Any member failing to pay their annual subscription by the last day in June may renominate in the same class of membership, upon payment of all monies by the 14th of July each year. If a member fails to pay all monies due by the 14th of July, that person will cease to be a member of the Club but may reapply for membership in accordance with the requirements of this Constitution."
- (l) **deleting** Rule 60(a)(i) and **inserting** the following new Rule 60(a)(i):

"(i) the full name and address of each member; and"

- (m) **deleting** Rule 67 and **inserting** the following new Rule 67:

“67. A member may at any time resign from his or her membership of the Club by either:

- (a) giving notice in writing to the Chief Executive Officer; or*
- (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.”*

- (n) **deleting** from Rule 71 after the words *“the charge is heard and determined”* the words *“or for five (5) weeks, whichever is the sooner.”*

- (o) **deleting** Rule 86 and **inserting** the following new Rule 86:

“86. A member who:

- (a) is an employee; or*
- (b) is currently under suspension pursuant to this Constitution (including a provisional suspension under Rule 71);*
- (c) is not a Financial member;*
- (d) is disqualified from managing any company under the Act;*
- (e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*
- (f) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;*
- (g) 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;*
- (h) has not been a financial member of the Club for at least two years immediately preceding the proposed date of election or appointment to the Board;*
- (i) was an employee of the Club during the two years immediately preceding the proposed date of election or appointment to the Board.*
- (j) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);*
- (k) is a director of another registered club;*

shall not be eligible to stand for or be elected or appointed to the Board.”

- (p) **inserting** the following new Rule 87A and **renumbering** current Rule 87A to read 87B:

“87A

- (a) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.*
- (b) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.*

- (c) *The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*
- (d) *A nomination can be withdrawn:*
- (i) *by the nominee at any time prior to the commencement of voting; and*
 - (ii) *by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board."*
- (q) **deleting** Rule 90 and **inserting** the following new Rule 90:
- "90. If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 125. If there be more than the required number nominated for election an election by ballot shall take place but if there be only the requisite number, the Chairman shall declare those nominated to be duly elected."*
- (r) **deleting** from Rule 102(l) the word "41J" and **inserting** the word "41E".
- (s) **inserting** the following new Rule 102(u) and **renumbering** the remaining provisions of Rule 102 accordingly:
- "(u) issue requests and directions to members which may be reasonably required for the proper conduct and management of The Club."*
- (t) **deleting** Rule 104 and **inserting** the following new Rule 104:
- "104. The Board shall meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that The Board shall meet whenever it deems it necessary but at least once each Quarter."*
- (u) **inserting** the following new Rules 124(h) and (i):
- "(h) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 71).*
- (i) does not have or ceases to have a Director Identification Number (unless exempted from doing so)."*
- (v) **deleting** Rule 132 and **inserting** the following new Rule 132:
- "132. The Board shall, on the request of not less than five (5%) percent of members who may vote at the General Meeting, convene a General Meeting."*
- (w) **inserting** the following new Rule 147A:
- "147A. The chairperson:*
- (a) is responsible for the conduct of the general meeting; and*
 - (b) shall determine the procedures to be adopted and followed at the meeting;*
 - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting."*
- (x) **inserting** the following new Rule 153D:

“153D. If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.”

(y) **deleting** Rule 155 and **inserting** the following new Rule 155:

“155. The Board shall:

- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.*
- (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club’s profit and loss accounts and trading accounts for the quarter; and*
 - (ii) a balance sheet as at the end of the quarter.**
- (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.*
- (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within seven (7) days of the statements being adopted by the Board.*
- (e) indicate, by displaying a notice on the Club’s premises and on the Club’s website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.*
- (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.”*

(z) **deleting** Rules 163 to 164B inclusive and **inserting** the following new Rules 163 to 164E inclusive:

“163. A notice may be given by the Club to any member either:

- (a) personally; or*
- (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;*
- (c) by displaying the notice on the Club notice board and/or the Club’s website;*
- (d) by sending it by any electronic means; or*
- (e) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*

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

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and*
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.*

164A. Where a notice is provided personally in accordance with Rule 163, the notice is taken to have been given on the day on which it was provided to the member.

- 164B. *Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.*
- 164C. *Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.*
- 164D. *Where a member is notified of a notice in accordance with Rule 163(e), the notice is taken to have been received on the day following that on which the notification was sent.*
- 164E. *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy on of the notice on the noticeboard or the Club's website."*

(aa) **inserting** the following new sub-heading and Rules 168 and 169:

"MEETINGS AND VOTING

168. *In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):*
- (a) *distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and*
 - (b) *hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
 - (c) *allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.*
169. *If there is any inconsistency between Rule 168 and any other provision of this Constitution, Rule 168 shall prevail to the extent of that inconsistency."*

(bb) **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 First Special Resolution

1. **The First Special Resolution** proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and the Registered Clubs Act ('RCA').
2. Paragraph (a) inserts a new definition used in the Constitution.
3. **Paragraphs (b) and (c)** adopt recent amendments to the RCA which remove the requirement to obtain the details of an applicant for membership's occupation and having to place the address of a new member on the Club's noticeboard.
4. **Paragraphs (d) and (e)** make amendments that relate to Provisional membership including by removing the 6-week time limit on a person's application for Provisional membership, and clarifying that the Club can remove an applicant for membership from the premises of the Club.
5. **Paragraph (f)** relates to changes to the admission of Temporary members to bring the Constitution into line with the RCA.
6. Paragraphs (g), (i), (j) and (k) update the Constitution to reflect the Club's practice of requiring membership subscriptions to be due by the end of June in each year (rather than by the end of February). The Rules now provide that if a member has not paid their subscription fee by the end of June, they will cease to enjoy the privileges of membership. If a member then fails to pay the subscription fees due by the 14th of July, that member will be removed from membership of the Club.

7. **Paragraph (h)** amend the provisions dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
8. **Paragraph (l)** updates the requirements of the Club to keep a register of members to align with the RCA by removing the requirement for the Club to record the occupation details of a member in the register.
9. **Paragraph (m)** clarifies the Rules relating to the circumstances where a member resigns from membership.
10. **Paragraph (n)** amends the provision dealing with the provisional suspension of membership pending a disciplinary hearing in Rule 71 so that the provisional suspension will last until the hearing of the disciplinary meeting and not end within 5 weeks if the hearing has not taken place.
11. **Paragraph (o)** sets out additional grounds upon which a member will be ineligible to be elected to the Board including if they do not have a Director Identification Number as required under the Corporations Act, or if they have not been a financial member of the Club for at least two years immediately preceding the date of the election or appointment to the Board.
12. **Paragraph (p)** updates the Rules that set out the Board election process. The Rules clarify that the candidates for election to the Board are responsible for correctly completing their nomination forms and also provides that a nomination can be withdrawn by a candidate prior to the commencement of voting and by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is not eligible to nominate for election to the Board.
13. **Paragraph (q)** amends Rule 90 to provide that if there is an insufficient number of nominees for the positions to be elected on the Board, rather than call for further nominations from the floor of the Annual General Meeting, those unfilled positions will be casual vacancies and may be filled by the Board in due course.
14. **Paragraph (r)** corrects a reference to the RCA from section 41J to read section 41E.
15. **Paragraph (s)** clarifies that the Board has the power to issue requests and directions to members of the Club that may be reasonably required for the proper conduct and management of the Club.
16. **Paragraph (t)** amends existing provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur. Paragraph (t) also amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
17. **Paragraph (u)** extends the circumstances upon which a casual vacancy on the Board of the Club will arise, to accord with the requirements of the Corporations Act and best practice. The new Rule 124(h) provides that a director will automatically vacate their office if they have been suspended from membership of the Club for any period of time (excluding any provisional suspension prior to a disciplinary hearing). The new Rule 124(i) requires directors to have and maintain their own Director Identification Number, as required by the Corporations Act.
18. **Paragraph (v)** merely updates the Rule that relates to the members' right to call general meetings to align with the requirements of the Corporations Act.
19. **Paragraph (w)** inserts a new Rule 147A which sets out the powers of the chairperson of a general meeting in more detail to reflect the common law.
20. **Paragraph (x)** inserts a new Rule clarifying that the Club may hold virtual only general meetings or Annual General Meetings, but only if permitted by the Corporations Act.
21. **Paragraph (y)** updates the Rule that requires the Board to prepare financial statements and periodic reports for members to align with the requirements of the RCA and the Corporations Act.
22. **Paragraphs (z) and (aa)** amend existing provisions and insert new Rules relating to the sending of notices to members electronically to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
23. **Paragraph (bb)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

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 Golf Club Limited be amended by:

(a) **inserting** the following new sub-heading and Rule 81A:

"81A ADDITIONAL DISCIPLINARY POWERS OF CHIEF EXECUTIVE OFFICER

(a) *If, in the opinion of the Chief Executive Officer (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Chief Executive Officer (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*

(b) *In respect of any suspension pursuant to this Rule 81A, the requirements of Rules 69 to 80 shall not apply.*

(c) *If the Chief Executive Officer (or his or her delegate) exercises the power pursuant to Rule 81A(a), the Chief Executive Officer (or his or her delegate) must notify the member (by notice in writing) that:*

(i) *the member has been suspended as a member of the Club; and*

(ii) *the period of suspension;*

(iii) *the privileges of membership which have been suspended; and*

(iv) *if the member wishes to do so, the member may request by notice in writing sent to the Chief Executive Officer) that the matter be dealt with by the Board pursuant to Rule 69.*

(d) *If a member submits a request under Rule 81A(c)(iv):*

(i) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*

(ii) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 69;*

and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Chief Executive Officer (or his or her delegate).

(e) *This Rule 81A applies to Ordinary members only and it does not limit or restrict the Club from exercising the powers contained in Rule 81 of this Constitution and the powers contained in section 77 of the Liquor Act."*

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to provide a new Rule for the Chief Executive Officer to efficiently deal with disciplinary matters.
2. The Second Special Resolution inserts new Rule 81A which gives the CEO the power to issue a suspension of membership for a period up to 12 months if the CEO is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club.

3. 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. If a member makes such a request, the Club must commence fresh disciplinary proceedings and hear the matter in full in accordance with Rules 69 to 80 of the Constitution.
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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.
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NOTES TO MEMBERS ON THE FIRST ORDINARY RESOLUTION

These notes are to be read in conjunction with the proposed First 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.
 4. The Board recommends that members pass the First Ordinary Resolution.
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SECOND ORDINARY RESOLUTION

Nomination for Life Membership.

Notes to Members on the Second Ordinary Resolution.

1. The Second Ordinary Resolution proposes that Nicholas Moraitis / member # 3358 be granted Life membership of the Club.
2. The Board has approved that the recommendation is put to a vote by members for consideration of his long and meritorious service to the Club.
3. Pursuant to Rule 37 of the Club's Constitution, eligible members must pass the Second Ordinary Resolution to confer Life membership.

Dated: _____

By direction of the Board

Peter Savy

Chief Executive Officer