



Great Golf. Great Food. Great Fun.

Minutes of the Annual General Meeting Held 16 November 2022 Held in the Seabreeze Room

1. The Chairman opened the Meeting at 6:35pm

**THE CHAIRMAN DECLARED A QUORUM PRESENT (20 per Constitution 36.33)
59 Members in attendance**

INTRODUCE DIRECTORS IN ATTENDANCE

- *Gordon Bain (Vice President - Chairman)*
- *Neil Smith (Captain)*
- *John Cullinane*
- *Paul Atkin*
- *Les Murphy*
- *Lindsay Verdon*
- *Nick Ratcliffe - Apology*

The Chairman INTRODUCED IN ATTENDANCE

- Our CEO - Ian Munro
- Our Assistant Manager - Lauren Charlton
- Our Company Auditor Matt Edwards from PDD.
- Welcome to our Life Members here this evening
Faye Gibbs & Neil Stevenson
- *Club Patron Bill MacDonald*

We would please observe a minute's silence to honour the passing of members and loved ones during the year.

The Chairman acknowledged the members and loved ones, who have passed in the last 12 months.

2. APOLOGIES:

Wendy Pfeil 442, Pat Gunn 374, Betty Dunn 455, Margaret Newcombe 592, Paul Stiff 11800, Maurie Ferry 4157, Anne-Maree Ferry 4248, Phil Youl 9666, Dave Harris 1694, Dale Hubbard, Dave & Lyn James, June & Ed Williams, Di Collocott & Dave Curran

3. PREVIOUS MINUTES

Motion: "That the minutes of the previous Annual General Meeting held Tuesday 24 November 2022 which were circulated are to be signed by the Chairman as a true and accurate record"

Moved: Lindsay Verdon

Seconded: Faye Gibbs ***Result: Carried***

4. ACCEPTANCE OF ALL REPORTS AS DETAILED IN THE ANNUAL REPORTS

Treasurer Report – as per the annual report

Audit report

The Club's auditor Matt Edwards from PDD spoke to Financial Report contained in the Annual Report 2021/22.

Matt thanked the club for being able to undertake the Audit for you ended June 30, 2022 for the fifth year.

The audit this year is unqualified, meaning the financial statements are a true and fair view of the position and performance of the club for this period.

Matt highlighted:

- The club recording a surplus of \$135,619 after depreciation and a loss on disposal of assets
- \$108,000 of government Covid-19 assistance included in the revenue this year (prior year was \$270,000)
- \$737,000 net was generated from operating activities (i.e. golf, bar, bistro). This was invested back into the club on new assets to the sum of \$276,000.
- Debt levels increased by \$46,000 net
- Overall cash on hand increased to \$1,353,000 at June (from \$846,000 previous year)
- Assets - \$5,613,131, Liabilities - \$1,620,191, Net Assets/Equity - \$3,992,940.

The club's liquidity has improved this year and is now close to neutral. Ideally, a club's assets would exceed its liabilities, however there is currently a shortfall of \$73,000. This issue is somewhat mitigated by the club having access to an undrawn \$1,000,000.

There were no questions regarding the auditor's report.

Chief Executive Officers Report – as per the annual report

Captains Report – as per the annual report

Motion required for item 4.

Motion "To receive and accept all reports within the annual report including the financial statements and director's reports and the auditor's report for the year ending 30 June 2022."

- Financial report,
- Director's report and the Directors Declaration for the year ending 30 June 2022
- Auditor's report for the year ending 30 June 2022

Moved: Neil Smith

Seconded: John O'Reilly

Result: Carried

5. MOTION FOR ACCEPTANCE OF ORDINARY RESOLUTIONS

First regarding DIRECTOR'S BENEFITS

First Ordinary Resolution – Directors Benefits

To approve, pursuant to Sections 10(6) and 10(6A) of the Registered Clubs Act, the following expenditure and benefits for Directors for the period from the date of this resolution to the date of the next Annual General Meeting.

1. The reasonable cost of a meal and beverage for each Director immediately after a Board meeting on the day of that meeting, provided meetings are held during normal meal times and meals are consumed at the club.
2. Reasonable expenditure by the Club for the holding of annual end of term of office and Christmas dinners for the Board of Directors, their guests and special dignitaries who have rendered or may render a service to the Club.
3. Suitable parking spaces for the Directors in the car park.
4. A suitable Club business shirt and or polo for each Director and blazer for each Member of the Executive that may be worn at the club and industry events.
5. The members hereby approve and agree to expenditure by the Club of a sum not exceeding \$10,000 for the professional development and education of the Directors until the next Annual General Meeting and being:

- a. The reasonable cost of Directors attending the ClubsNSW Annual General Meeting.
 - b. The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - c. The reasonable 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.
6. The reasonable cost of Directors being members of the Club Directors Institute (CDI).
 7. Payment of the Premium for Directors and Officers Insurance Cover

Note: The members acknowledge that the benefits noted above are not available to members generally but only to those who are Directors of the Club.

Motion is:

“That the FIRST Ordinary Resolution as detailed below and in the notice of the meeting regarding Director’s benefits be carried.”

Moved: Bill MacDonald **Seconded:** Paul Atkin **Result: Carried**

Second Ordinary Resolution – Volunteer and Representative Player Benefits

To approve, pursuant to Sections 10(6) and 10(6A) of the Registered Clubs Act, the following expenditure and benefits for Volunteers or Representative Players for the period from the date of this resolution to the date of the next AGM.

1. Apparel, golf balls and/or assistance with transport costs to members of teams representing the Club in competitions or events, as determined by the Board.
2. The allocation of a Reserved tee times for President and Captain of the Club, Golf Committee persons rostered on cards or results duty, as determined by the Board
3. An allowance to pay the reasonable cost of meals and beverages for voluntary helpers, as determined by the Board.

Note: The members acknowledge that the benefits noted above are not available to members generally but only to those who are Directors, Volunteers or Representative Players of the Club.

Motion is:

“That the SECOND Ordinary Resolution as detailed below and in the notice of the meeting regarding Volunteer and Representative benefits be carried.”

Moved: Bill MacDonald **Seconded:** Ross Radford **Result: Carried**

6. Special Resolution

PROCEDURAL MATTERS FOR THE SPECIAL RESOLUTION

1. Life members, Seven Day members, Seven Day Conditional members and Foundation members can vote on the Special Resolutions at the meeting.
2. The Special Resolution will be passed if at least 75% of the votes cast on the Special Resolution by eligible members present at the meeting are cast in favour of the Special Resolution.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote and
 - (b) proxy voting is prohibited.
4. Amendments to the Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.

5. The Board of the Club recommends the Special Resolutions to members.

Members will be asked to consider and, if thought fit, pass the Special Resolution:

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

That the Constitution of Port Macquarie Golf Club Ltd be amended by:

- (a) **inserting** the following new definitions into Rule 3.1 in alphabetical order:
““Director Identification Number” means the number that is referred to by the same words in section 1272C of the Corporations Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.”
- (b) **deleting** Rule 10.19(b) and **inserting** the following new Rule 10.19(b):
“(b) whose usual place of residence is beyond such radius from the premises of the Club that may be determined by the Board from time to time;”
- (c) **inserting** the following new Rule 10.20(d):
“(d) to compete in twelve (12) competition games in each financial year.”
- (d) **deleting** Rule 10.28(a) and **inserting** the following new Rule 10.28(a):
“(a) has attained the age of eighteen (18) years but is under such maximum age as may be determined by the Board from time to time; and”.
- (e) **deleting** from Rule 11.2 the words *“and address”*.
- (f) **deleting** Rule 11.7 and **inserting** the following new Rule 11.7:
“11.7 The Board shall have the power to transfer an Intermediate member who has attained any age prescribed by the Board pursuant to Rule 10.28(a) to another category of membership of the Club for which the Intermediate member has the necessary qualifications.”
- (g) **deleting** from Rule 12.2 the words *“within six (6) weeks from the date of the nomination form being given to the Secretary or should that person’s application for membership be refused (whichever is the sooner)”*.
- (h) **inserting** into Rule 12.5 after the words *“terminate the membership of any Provisional member”* the words *“or remove an applicant for membership from the Club’s premises”*.
- (i) **inserting** into the start of Rule 14.1 the words *“Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body,”*.
- (j) **inserting** into Rule 14.5 after the words *“senior employee then on duty may”* the words *“refuse a person admission to the Club as a Temporary member and/or”*.
- (k) **deleting** Rule 15.4(d) and **renumbering** the remaining provisions of Rule 15.4 accordingly.
- (l) **deleting** from Rule 15.8 the words *“and address”*.
- (m) **deleting** Rule 16.1 and **inserting** the following new Rule 16.1:
“16.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club. Subscriptions may be paid, if the Board so determines, monthly, quarterly, half-yearly, yearly or for more than one year in advance.”
- (n) **deleting** from Rule 16.4 the words *“provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.”*
- (o) **deleting** Rule 18.1(a)(ii) and **renumbering** the remaining provisions of Rule 18.1(a) accordingly.
- (p) **inserting** into the start of renumbered Rule 18.1(a)(iv) the words *“if the member is required to pay a subscription fee,”*.
- (q) **inserting** the following new Rule 20.2(c)(iii):
“(iii) call witnesses provided that:
(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).”
- (r) **inserting** the following new Rules 20.2(d) and (e) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
“(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member’s conduct and advise the member that if the member fails to comply with

the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

- (e) *If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.”*
- (s) **deleting** renumbered Rules 20.2(g) and (h) and **inserting** the following new Rules 20.2(g) and (h):
- “(g) *After the Board has considered the evidence put before it, the Board may:*
- (i) *immediately come to a decision as to the member’s guilt in relation to the charge; or*
 - (ii) *advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*
- (h) *After the Board has come to a decision as to the member’s guilt in relation to the charge it must:*
- (i) *in the case of a decision under Rule 20.2(g)(i) of this Rule, immediately inform the member of the Board’s decision; or*
 - (ii) *in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board’s decision in writing within seven (7) days of the date of the decision of the Board.”*
- (t) **deleting** renumbered Rule 20.2(i) and **inserting** the following new Rules 20.2(i) and (j) and **renumbering** the remaining provisions of Rule 20.2 accordingly:
- “(i) *If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*
- (i) *at the meeting or afterwards; and*
 - (ii) *by way or verbal or written submissions or a combination thereof.*
- (j) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.”*
- (u) **inserting** the following new Rule 20.2(n):
- “(n) *The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.”*
- (v) **deleting** from Rule 20.3 the words *“or for five (5) weeks whichever is the sooner”*.
- (w) **inserting** the following new sub-heading and Rules 20.8 to 20.11 inclusive:
- “ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**
- 20.8 *If, in the opinion of the Secretary (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 Secretary (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.*
- 20.9 *In respect of any suspension pursuant to Rule 20.8, the requirements of Rules 20.1 and 20.2 shall not apply.*
- 20.10 *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 20.8, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
- (a) *the member has been suspended as a member of the Club; and*
 - (b) *the period of suspension;*
 - (c) *the privileges of membership which have been suspended; and*
 - (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rules 20.1 and 20.2.*
- 20.11 *If a member submits a request under Rule 20.10(d):*
- (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 - (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 20.1,*
- 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 Secretary (or his or her delegate).”*
- (x) **inserting** the following new Rules 27.4(d) to (i) inclusive:
- “(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) *was an employee of the Club during the twelve (12) months immediately preceding the proposed date of election or appointment to the Board.*
- (h) *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;*
- (i) *is a director of another registered club,”*
- (y) **deleting** Rule 28.1(e) and **inserting** the following new Rule 28.1(e):
“(e) *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.”*
- (z) **inserting** the following new Rule 28.1(z):
“(z) *If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 35.3.”*
- (aa) **inserting** the following new Rule 28.3:
“28.3 *The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28.1 is not strictly complied with, provided there is no substantive injustice for any candidates.”*
- (bb) **inserting** the following new Rules 29.3(q) and (r):
“(q) *delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;*
(r) *issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”*
- (cc) **inserting** into the end of Rule 29.7 the words *“The Board shall have the power to dissolve committees or remove committee members from office.”*
- (dd) **inserting** into Rule 29.10(a) after the word *“establish”* the words *“and/or dissolve”*.
- (ee) **inserting** into the end of Rule 29.14 the words *“All assets in the possession and control of a Sub club (including cash reserves) are owned by the Club.”*
- (ff) **deleting** Rule 30.1 and **inserting** the following new Rule 30.1:
“30.1 *The Board may 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 in each Quarter for the transaction of business.”*
- (gg) **deleting** Rule 30.9 and **inserting** the following new Rule 30.9:
“30.9 *A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.”*
- (hh) **inserting** the following new Rules 35.1(i) to (o) inclusive:
“(i) *was not eligible to stand for or be elected or appointed to the Board.*
(j) *ceases to hold the necessary qualifications to be elected or appointed to the Board.*
(k) *is convicted of an indictable offence (unless no conviction is recorded).*
(l) *is not a Financial member of the Club.*
(m) *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 20.3);*
(n) *does not have or ceases to have a Director Identification Number (unless exempted from doing so);*
(o) *is removed from office as a director in accordance with the Act and this Constitution.”*
- (ii) **inserting** the following new Rule 36.43:
“36.43 *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.”*
- (jj) **deleting** Rule 39.1 and **inserting** the following new Rule 39.1:
“39.1 *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."*
- (kk) **deleting** Rule 44 and **inserting** the following new Rule 44:
- "44.1 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 sending it by any electronic means; or address (if any) nominated by the member; or*
 - (d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*
- 44.2 Where a notice is sent by post to a member in accordance with Rule 44.1 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.*
- 44.3 Where a notice is sent by electronic means in accordance with Rule 44.1(c), the notice is taken to have been given on the day following that on which it was sent.*
- 44.4 Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was made available.*
- 44.5 Where a notice is provided personally in accordance with Rule 44.1(a), the notice is taken to have been given on the day on which it was provided to the member."*
- (ll) **inserting** the following new sub-heading and Rule 48:
- "48. MEETINGS AND VOTING*
- 48.1 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.*
- 48.2 If there is any inconsistency between Rule 48.1 and any other provision of this Constitution, Rule 48.1 shall prevail to the extent of that inconsistency."*
- (mm) **By** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on the Special Resolution

6. The 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 Registered Clubs Act ('RCA').
7. **Paragraph (a)** inserts new definitions used in the Constitution.
8. **Paragraphs (b) and (c)** amend the eligibility criteria and entitlements for Country members.
9. The existing Rule 10.19(b) provides that in order to be eligible to be a Country member, the Country member's usual place of residence must be beyond a 50km radius from the premises of the Club.
10. If the Special Resolution is passed, the 50km minimum radius as applies to Country members will be removed, by providing that the Board will determine the relevant radius from the Club's premises via by

law from time to time. To illustrate, the Board may provide that to be eligible to be a Country member, a person's usual place of residence must be at least 40km from the premises of the Club.

11. Paragraph (c) makes an amendment to the entitlements of Country members by providing that Country members will be eligible to compete in up to twelve (12) competition games in each financial year.
12. **Paragraphs (d) and (f)** amend the eligibility criteria for Intermediate members by removing the current maximum age limit for Intermediate members of twenty-one (21) years and instead provides that Intermediate members shall be those persons who have attained the age of eighteen (18) years, but have not reached such maximum age as may be determined by the Board from time to time. The Board will provide the maximum age of Intermediate members via way of by law. Paragraph (f) provides the Board with the power to transfer an Intermediate member who reaches the prescribed maximum age to another category of membership.
13. **Paragraphs (e) and (k)** amend existing provisions relating to applications for membership of the Club to bring the Constitution into line with best practice and the RCA. The RCA no longer requires the Club to record the occupation of an applicant for membership, or to display the address of an applicant for membership on the Club's noticeboard. The proposed amendments give effect to these changes.
14. **Paragraph (g)** removes the 6-week time limit on a person's application for Provisional membership.
15. **Paragraph (h)** clarifies that applicants for membership may be removed from the premises of the Club.
16. **Paragraph (i)** clarifies that the admission of Temporary members is subject to the requirements of the RCA.
17. **Paragraph (j)** clarifies that a Temporary member can be refused admission to the premises of the Club.
18. **Paragraphs (l), (o) and (p)** update the rules relating to the Club's obligation to keep a register of members to align with the requirements of the RCA.
19. **Paragraphs (m) and (n)** 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.
20. **Paragraphs (q), (r), (s), (t) and (u)** amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice. For example, paragraph (r) requires reasonable behaviour from a member who is the subject to a disciplinary charge at a hearing, and paragraph (t) permits the Board to inform a member of the outcome of disciplinary proceedings via letter or in person.
21. **Paragraph (v)** amends the provision dealing with the provisional suspension of membership pending a disciplinary hearing in Rule 20 so that the provisional suspension will last until the hearing of the disciplinary hearing and not end within 5 weeks if the hearing has not yet taken place.
22. **Paragraph (w)** inserts new Rules 20.8 to 20.11 which gives the Secretary the power to issue a suspension of membership for a period up to 12 months if the Secretary 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. 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.
23. **Paragraph (x)** extends the circumstances whereby a member will not be eligible to nominate for or be elected to the Board. For example, the new Rules provide that if a member has at any time been prohibited from managing a company under an order made in accordance with the Corporations Act, or is a director of another registered club, that member will not be eligible to nominate for or be appointed to the Board.
24. **Paragraph (y)** clarifies that a nomination for election to the Board can be withdrawn by the nominee at any time 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 in fact not eligible to nominate for election to the Board.
25. **Paragraphs (z) and (aa)** provides that the results of the election of the Board shall not be invalidated or voided if the election procedure is not strictly complied with provided there is no substantive injustice for any candidates. Paragraph (z) provides that if there are any vacancies on the Board at the close of the Annual General Meeting, those vacancies shall be casual vacancies and can be filled by the Board in due course.
26. **Paragraphs (bb) to (ee) inclusive** clarify 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, and that the Board can create, control and dissolve sub clubs and committees of the Club.
27. **Paragraphs (ff) and (gg)** amend the existing Rules 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 (ff) 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.

28. **Paragraph (hh)** updates the Rules that relate to the automatic removal of a director from their office on the Board to reflect the law and best practice. For example, a director who ceases to be a Financial member of the Club or ceases to hold the necessary qualifications to hold office will automatically vacate their office.
29. **Paragraph (ii)** inserts a new Rule relating to holding general meetings and annual general meetings to bring the Constitution into line with the Corporations Act and the RCA by allowing for virtual meetings to occur (but only when permitted by the Corporations Act).
30. **Paragraph (jj)** updates Rule 39 to provide that the Club must cause the financial statements and reports as are required to be produced by the RCA and the Corporations Act.
31. **Paragraphs (kk) and (ll)** update the Rules in relation to sending notices to members and holding meetings via electronic means, as permitted by the Corporations Act and the RCA.
32. **Paragraph (mm)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Special Resolution

Motion is:

“That the Special Resolution as detailed in the notice of meeting be carried.”

Moved: Bill MacDonald **Seconded:** Peter Page **Result:** Carried

7. Nomination for Life Membership – William (Bill) MacDonald Badge Number 749

To consider and if thought fit, pass the following resolution to confer Life membership on William (Bill) MacDonald Badge Number 749.

1. The Board received a nomination for Life membership for member **William (Bill) MacDonald Badge Number 749**. The nomination was proposed by **Glenys Cumming Badge Number 6463** and seconded by **Gordon Bain Badge Number 515**.
2. The Board has approved that the nomination for Life membership is put to members in consideration of **William (Bill) MacDonald Badge Number 749** outstanding service to the Club.
3. If a two-thirds majority of the members who vote on the resolution approve the Life membership resolution, **William (Bill) Macdonald Badge Number 749** will be admitted as a Life member of the Club.

Bill MacDonald asked to leave the room whilst the proposal was discussed.
Glenys Cummings spoke of her nomination and Bill's service to the club.

Motion: “To consider and if though fit, pass the following resolution to confer Life Membership on William (Bill) MacDonald Badge No 749.”

Moved: Glenys Cummings No 6463 **Seconded:** Gordon Bain No 515 **Result:** Carried Unanimously

8. RETURNING OFFICER'S REPORT - NOTICE OF ELECTION OUTCOME

Our next item of business is to declare the results of the election.

Chairman Gordon thanked Peter Page, Gary Smith, Maus Grant, Patsy Choo, Neil Becroft and Bill MacDonald for scrutineering over the last week.

Motion is:

“That the Voting Papers be destroyed.”

Moved: Ross Radford **Seconded:** Lindsay Verdon **Result:** Carried

Scrutineer Peter Page was asked to come forward for the announcement of results of vote count.

Scrutineer to announce election results

President - 2-year term – Gavin Roberts
Captain - 3-year term – Neil Smith (elected unopposed)
Director - 3-year term – Frances Mary Scutts
Director - 3-year term – Les Murphy
Director - 1-year term – Belinda Richardson

Chairman Gordon Bain said thank you to the scrutineers for their hard work.

Gordon called forward the new President to take the Chair, Gavin Roberts.

9. To deal with any Business of which due notice has been given.

NIL

10. RECOMMENDATIONS FOR THE INCOMING BOARD

Michael Cusato – Member No 1789

Recommendation to review current membership structure & pricing, particularly in regards to increasing revenue for course repairs and other club expenses.

CEO Ian Munro: Advised that he presents a matrix of other club's fees prior to the Board

Jackie Rider – Member No 9403

Option for electronic voting in the future as many members are online no.?

CEO Ian Munro: Advised that currently Clubs Constitution does not allow for electronic voting. Lawyers were previously engaged to clarify this issue.

Stefan Walker – Member No 6367

More communication regarding the AGM & voting opportunities to the members next year. For example informing the members of who is standing for the Board.

CEO Ian Munro: Advised that the procedures for the AGM all comply with the Clubs Constitution

Faye Gibbs – Member No 478

Requested printed copy of AGM notices and printed copy fixtures book.

CEO Ian Munro response: Privacy concern for members details – would require permission from every single member to be included & published.

It is a cost saving by sending all notices out electronically.

John O'Reilly – Member No 11513

Recommendation moving forward to remove the \$500 joining fee from next year for women members.

CEO Ian Munro response: Previous the club had a promotion to attract women members, but with the equality the board decided to have all full playing members pay the joining fee.

For Board discussion

Grahame Pellow – Member No 1025

Concerned that things were happening and members were not informed – Like the Development committee.

CEO Ian Munro informed the members that he in fact did inform the members at the AGM in 2021 which does reflect in the minutes.

Michael Cusato – Member No 1789

Requested that further alternatives for development and revenue raising prior to continuing with current proposal for development.

Barry Tink – Member No 293

Recommendation that the club need to obtain valuations on the land.

Matt Cutcliffe – Member No 704

Explained hearing a lot of negative comments regarding the development of hole 10 & 11. Requested to know if there will be a vote or if there is a monetary figure to determine when progress would stop?

CEO Ian Munro: There will be a meeting on 5th December with the board to review the consultancy fees, and create a new development committee. Moving forward the new board will make the decision on the expenditure on consultancy fees.

Lyndsay Verdon: Spoke to importance of having accurate information to make a decision regarding the development before taking to the members for a vote. The is responsible to get the best result for the club.

Ross Radford – Member No 1453

Recommendation to apply for some of the multitude of grants currently available.

Jackie Rider – Member No 9403

Would like to applaud the Board for implementing the equality issues brought in on Fridays & Saturdays.
Requested a review to the letter written to the Board regarding an 18-hole competition for women vets.

11. There being no further business, the Meeting was Closed by the Chairman at 7:35PM.

Signed as true and correct record of the meeting.

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CHAIRMAN:

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DATE: