



Shelly Beach
GOLF CLUB

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*Tuggerah Lakes Golf Club Limited trading as Shelly Beach Golf Club
ABN 39 001 071 905*

NB: The full version of our Annual Report, including financials, will be available no less than 21 days prior to the AGM. Alternatively, a copy of the Annual report is available from the Club's reception.

NOTICE OF MEETING

TUGGERAH LAKES GOLF CLUB LIMITED ACN 001071905 T/A SHELLY BEACH GOLF CLUB

All members are hereby notified that the Annual General Meeting of Tuggerah Lakes Golf Club Limited (Club) will be held on Monday the 18th of November 2019 at 6.00pm for a 6.30pm commencement in the Club's premises at Shelly Beach Road, Shelly Beach NSW 2261.

AGENDA

1. Apologies
2. To confirm the minutes of the 2017-2018 Annual General Meeting
3. To consider the:
 - a. Directors' Report;
 - b. Financial Report; and
 - c. Auditor's Report
4. To consider and if thought fit pass an Ordinary Resolution set out in this Notice.
5. To consider and if thought fit pass the Special Resolution set out in this Notice.
6. To declare the results of the election of Office Bearers for the ensuing year. (Note, there will be no vote required this year as there were three nominations for the three vacant positions.)
7. To deal with any other business which may be dealt with consistent with the Clubs constitution.

ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act, the members approve entitlements and other such benefits as permitted by law to the Directors as follows:

- *The reasonable cost of expenses incurred by Directors when carrying out his or her duties in relation to the Club as approved by the Board and permitted by law;*
- *The provision of a designated car space for each Director.*
- *That the Board of Directors and their spouses be allowed a "Celebratory Dinner" once each year;*
- *The reasonable cost of Directors attending seminars & training, lectures, trade displays, invitations to golfing functions and representing the Club as may be determined by the Board;*
- *The President, Captain and Treasurer, or in their absence a nominated Director, be entitled to reserve a time slot on competition golf days;*
- *The reasonable cost of and incidentals to Directors fact finding tours approved by the Board and permitted*

SPECIAL RESOLUTION

That the Constitution of Tuggerah Lakes Golf Club Limited ACN 001 071 905 (Club) be amended by:

- *inserting into existing Rule 2(a) the following new definitions in proper alphabetical order:*

***"Appointed Director"** means a director appointed under Rule 61.*

***"Elected Director"** means a director on the Board referred to in Rules 48(a)(i), 48(b)(i) elected to office in accordance with Rules 50 to 60.*

- *deleting existing Rules 48 and 49 in their entirety and inserting instead the following new Rules 48 to 50:*

48. *The Board shall comprise:*
- (a) *from the 2020 Annual General Meeting of the Club, up to nine (9) directors comprising:*
 - (i) *eight (8) Elected Directors being a President, Captain, Treasurer and five (5) other Elected Directors all of whom must be members eligible to be elected as Elected Directors; and*
 - (ii) *up to one (1) Appointed Director.*
 - (b) *from the 2021 Annual General Meeting of the Club, up to nine (9) directors comprising:*
 - (i) *seven (7) Elected Directors being a President, Captain, Treasurer and four (4) other Elected Directors all of whom must be members eligible to be elected as Elected Directors; and*
 - (ii) *up to two (2) Appointed Directors.*

The reduction in the number of Elected Directors required by this Rule 48 shall be effected by calling for nominations for the election of only two (2) Elected Directors to the Board at each of the 2020 and 2021 elections held under Rules 50 to 60.

49. *The Board may appoint from amongst the Elected Directors a Vice President who may act as President in the absence of the President and a Vice Captain who may act as Captain in the absence of the Captain.*
50. *The Elected Directors of the Board shall be elected in accordance with this Constitution at an election of which the members entitled to vote consist of not less than 25% of Full Members of the Club, as defined by the Registered Clubs Act.*

- *inserting a new Rule 61 as follows:*

APPOINTMENT OF DIRECTORS BY THE BOARD

- 61 (a) *In accordance with Rules 48(a)(ii) and 48(b)(ii), and section 30(1)(b1) of the Registered Clubs Act, the Board may, under this Rule 61 appoint up to two (2) persons as Appointed Directors on the Board as would bring the number of directors of the Board to any number less than or equal to nine (9).*
- (a) *A person appointed under Rule 61(a):*
- (i) *may only be appointed for a term of no more than three (3) years, and*
 - (ii) *must be a Life member or financial Full member of the Club at the time of, and for the duration of, his or her appointment, and*
 - (iii) *is not eligible for re-appointment under Rule 61(a), including re-appointment after the end of that term.*
- (b) *Within 21 days of an appointment being made under Rule 61(a), a notice must be clearly displayed on a Club Notice Board and on the club's website (if any) that states:*

- (i) *the reasons for the person's appointment, and*
 - (ii) *the person's relevant skills and qualifications, and*
 - (iii) *any payments to be made to the person in connection with his or her appointment.*
- (c) *An appointment made under Rule 61(a) is not an appointment to a casual vacancy made for the purposes of Rules 68 and 69.*
- (d) *If the Board elects to make an appointment under Rule 61(a), the appointment must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.*
- *deleting from existing Rule 68 the words "President, Captain, Treasurer and Ordinary Board member" and insert instead the words "a director".*
 - *deleting existing Rule 69 in its entirety and insert instead the following new Rule 69:*
 - 69. *The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person appointed to fill a casual vacancy in the office of an Elected Director shall hold office only until the conclusion of the following Annual General Meeting.*
 - *making such other consequential amendments including updating Rule and paragraph numbering, Rule cross referencing and any other amendments considered necessary to give full effect to the above amendments.*

Explanatory Message to Members regarding the proposed Special Resolution

The Board instructed Eastern Commercial Lawyers to review the Club's current Constitution and consider a mechanism whereby the Board could effectively reduce in number of Elected Directors on the Board in order to allow for the appointment of up to two Appointed Directors, as permitted by the Registered Clubs Act.

Eastern Commercial Lawyers reviewed the Constitution and recommended a number of amendments.

The amendments to Rule 2(a) introduce new definitions of "Appointed Director" and "Elected Director". The new definitions are to assist with the interpretation of the general amendments and in particular, proposed new Rules 48 and 61.

The amendment to Rule 48 has the effect of reducing the number of Elected Directors on the Board by one (1) over the next two (2) years, thus, from year 2021, the Board will comprise of seven (7) Elected Directors.

As is permitted under the Registered Clubs Act, with the reduction in the number of Elected Directors, the Board will still be permitted to comprise of up to nine (9) directors being seven (7) Elected Directors and up to two (2) Appointed Directors. The appointment of Appointed Directors will need to comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation and appointments are limited to a maximum period of the three years. The insertion of the new Rule 61 will give effect to this.

The amendments proposed to the other Rules are to essentially accommodate the above amendments.

Please Note:

A copy of the Club's existing Constitution and the proposed Constitution are available for review at the Club's Reception desk.

This Explanatory Message to Members is not to be taken in any way as affecting the wording or giving an interpretation of any Rule of the proposed Constitution, but is provided to inform members of what is proposed and to draw attention to particular matters.

Where the Special Resolution refers to an “existing Rule” that is a reference to the Rule as it exists in the current Constitution. Due to the addition of new Rules, the numbering of the Rules in the final Constitution will change from those set out above.

The Board acknowledges that there may be specific matters in the proposed amendments which will be of interest to members, but rather than trying to anticipate all of these matters, the Board invites members to peruse the proposed Constitution and accompanying material and if you have questions or concerns, direct those to the General Manager of the Club for consideration prior to the meeting.

General Notes to Members

1. In accordance with Rule 19 of the Club’s Constitution, only Life Members, Gold members and financial Individual Members, Platinum Members, Veteran Members, Senior Members, Intermediate Members, Non Playing Members and Country Members (except employees of the Club) are entitled to attend the General Meeting and vote on the Special Resolution.
2. To be passed, the Special Resolution must receive at least three quarters (75%) of the votes in favour from those members who being eligible to do so, vote in person at the meeting.
3. As a result of the provisions of the Corporations Act 2001, the Special Resolution must be considered as a whole and cannot be altered by motions from the floor of the meeting.
4. Members should read the Explanatory Message to Members following the Special Resolution which contain an outline of the nature and effect of the Special Resolution.
5. Please direct any question or concerns about the Special Resolution to the General Manager of the Club, if possible before the meeting.
6. Members of the Club, who are employees of the Club, cannot vote on the Ordinary Resolution or Special Resolution.
7. Proxy Votes are not allowed under the Registered Clubs Act 1976.
8. The Board commends the Special Resolution to the members.

Scott Armstrong
GENERAL MANAGER