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

NOTICE OF GENERAL MEETING

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

All members are hereby notified that the General Meeting of Tuggerah Lakes Golf Club Limited (**Club**) will be held on Tuesday the 29th of September 2020 at 5.30pm for a 6pm commencement in the Club's premises at Shelly Beach Road, Shelly Beach NSW 2261.

AGENDA

- To consider and if thought fit pass the Special Resolution set out in this Notice.

SPECIAL RESOLUTION

*"That the Constitution of Tuggerah Lakes Golf Club Limited ACN 001071905 (**Club**) be amended as follows:*

- By deleting from Rule 2 the definition of "Officers" and inserting instead the following new definition of "Officers":*

"Officers" include the President, Captain, members of the Board and the General Manager but does not include the Auditor or Patron.

- By inserting after Rule 4 the following new Rules 4A and 4B:*

4A. The Club is established for the purposes set out in this Constitution.

4B Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

- By deleting Rule 48 in its entirety and inserting instead the following new Rule 48:*

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, and six (6) 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 and five (5) 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.

- By deleting Rule 53 in its entirety and inserting instead the following new Rule 53:*

53. *Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the senior office as hereinafter provided, shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this Constitution the order of seniority of offices shall be:-*

Firstly President

Secondly Captain

Thirdly Board member"

Explanatory Message to Members regarding the proposed Special Resolution

Explanatory Message to Members

Dear Member, the Board of Directors is seeking the Members approval to remove the position of Treasurer from the Boards Executive. This request is made for the following reasons,

- As outlined in the registered Clubs Act all Directors on the Golf Club Board share equally in the responsibility of financial oversight of the Club.*
- The Club has executive positions such as a CEO, Finance Manager and Club Auditors that manage the club's financials. The Finance Committee review the financials with Management monthly and report back the Board at the regular Board meeting.*
- Removing the role of Treasurer allows greater flexibility for a diverse range of skills amongst the Board of Directors.*
- With the reduction in the number of Directors on the Board from 9 to 7 the recommendation from Clubs NSW is the role of Treasurer is no longer relevant to a modern club. The operation of the Club requires continuous improvement in its compliance & financial control environment and this can't be achieved with the reliance of volunteer assistance.*

The proposed addition of Rule 4A and 4B are to ensure that the Club's Constitution continues to comply with the requirements of the Corporations Act 2001 (CA), and seeks to address sections 135 and 140 of the CA.

Please Note:

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.

The Board acknowledges that there may be specific matters in the proposed amendments to the Constitution 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 amended Constitution and accompanying material and if you have questions or concerns, direct those to the General Manager of the Club for consideration.

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, Country Members, Tyros and Social Golf 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 is intended to explain the reason for proposing the Special Resolution.
5. Members are encouraged to submit questions or concerns in relation to the proposed resolution in writing at least 5 business days before the meeting to allow adequate time to prepare a considered response. The question and response will be provided at the meeting for the benefit of all members
6. Members of the Club, who are employees of the Club, cannot vote on the Special Resolution.
7. Proxy Votes are not allowed under the Registered Clubs Act 1972.
8. The Board commends the Special Resolution to the members.

Scott Armstrong
GENERAL MANAGER