

TUGGERAH LAKES GOLF CLUB LTD
(ACN 001071905)

NOTICE OF SPECIAL RESOLUTION
FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of the **Tuggerah Lakes Golf Club Ltd** to be held on **10th November 2026** commencing at the hour of **6:30pm** at the premises of the Club, Shelly Beach Road, Shelly Beach New South Wales, the following Special Resolution is to be considered.

SPECIAL RESOLUTION

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

That the Constitution of Tuggerah Lakes Golf Club Ltd be amended by:

(a) **inserting** in Rule 2(a) the following new definitions in alphabetical order:

*“**AML/CTF Act**” means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.*

*“**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.*

*“**financial**” and “**financial member**” means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the Club.*

*“**Liquor or Gaming Policy**” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.*

*“**Non financial member**” means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“**Quarter**” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.*

(b) **deleting** Rule 2(b) and **renumbering** the remaining provision accordingly.

(c) **inserting** the following new Rule 4C:

“4C. The Constitution and By-laws of the Club have effect as a contract between:

- (a) the Club and each member; and*
- (b) the Club and each director;*
- (c) each member and each other member,*

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

(d) **inserting** the following new Rules 14A to 14C inclusive:

“14A. Under the AML/CTF Act the Club:

- (a) is a reporting entity;*
- (b) provides a designated service to its members and patrons;*

- (c) *may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and*
- (d) *may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.*

14B. *In Rule 14A "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.*

14C. *Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:*

- (a) *its obligations under the AML/CTF Act; and*
- (b) *any Liquor or Gaming Policy,*

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rule 43 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power."

(e) **deleting** Rule 20(b)(i)(A) and in its place **inserting** the following new Rule 20(b)(i)(A):

"(A) *A person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time, by the Board, by By-law pursuant to this Constitution."*

(f) **deleting** Rule 22 and in its place **inserting** the following new Rule 22:

"22. *Should a person who is admitted as a Provisional member not be elected to membership:*

- (a) *that person shall cease to be a Provisional member of the Club; and*
- (b) *the joining fee (if any) and subscription submitted with the nomination shall be returned to that person."*

(g) **inserting** the following new Rule 24A:

"24A. *The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or 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** Rules 28 and 28A and in their place **inserting** the following new Rules 28 and 28A:

"28. *In respect of every nomination for membership, there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the following particulars:*

- (a) *full name of the applicant;*
- (b) *the residential address of the applicant;*
- (c) *the date of birth of the applicant;*
- (d) *the email address of the applicant;*
- (e) *the telephone number of the applicant;*
- (f) *and a statement that the candidate, if admitted, will be bound by the Constitution;*

- (g) *the signature of the applicant and, in the case of a Junior member, the signature of the parent or guardian of the applicant;*
- (h) *the signature of the proposer and seconder and the candidate; and*
- (i) *such other particulars as may be prescribed by the Board from time to time.*

28A. *The nomination form shall be lodged together with the Entrance fee (if any) with the General Manager of the Club who shall cause the name of the candidate and of the candidates proposer and seconder to be exhibited in a conspicuous place in the clubhouse for a continuous period of up to seven (7) days before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election."*

- (i) **inserting** the following new Rule 32 and **renumbering** the remaining provisions:

"32. *For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments payable by members of the Club."*

- (j) **deleting** existing Rule 34.

- (k) **deleting** Rule 38 and in its place **inserting** the following new Rule 38:

"38. *Notwithstanding any Rule contained in this Constitution, any member who is a Non-Financial member (as defined in Rule **Error! Reference source not found.**(a)) shall not be entitled to:*

- (a) *attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or*
- (b) *participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;*
- (c) *attend or vote at any meeting of the Club or any Sub club;*
- (d) *nominate or be elected or appointed to the Board or any committee of a Sub club;*
- (e) *vote in the election of the Board or any committee of a Sub club;*
- (f) *propose, second or nominate any eligible member for any office of the Club or any Sub club;*
- (g) *propose, second or nominate any eligible member for Life membership."*

- (l) **inserting** the following new Rule 39A:

"39A. *The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another category of membership of the Club for which the Junior member has the necessary qualifications."*

- (m) **deleting** Rule 41 and in its place **inserting** the following new Rule 41:

"41. *Every member must advise the General Manager of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change of their details."*

- (n) **deleting** from Rule 42(a) the words "*the occupation*".

- (o) **inserting** the following new heading and Rules 44 to 47 inclusive and **renumbering** the remaining provisions of the Constitution accordingly:

"DISCIPLINARY COMMITTEE

44. *The Board may by resolution delegate all of the powers and functions given to the Board by Rule 43 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.*
45. *The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 43 save that:*
- (a) *a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and*
 - (b) *all references to the Board in Rule 43, except in Rule 43 (m) shall be read as being references to the Disciplinary Committee.*
46. *The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 43 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:*
- (a) *the procedure set out in Rule 43 is followed; and*
 - (b) *the member is notified that the Board is exercising the power under this Rule 46 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.*
47. *The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 44 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee."*

(p) **inserting** the following new heading above renumbered Rule 48:

"REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB"

(q) **deleting** renumbered Rule 48(a)(vi) and in its place **inserting** the following new Rule 48(a)(vi):

"(vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant."

(r) **deleting** existing Rule 50.

(s) **deleting** renumbered Rule 52 and in its place **inserting** the following new Rule 52:

"52. The Board shall comprise 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."*

(t) Inserting the following new Rule 55:

"55. A member who:

- (a) is an employee; or*
- (b) is currently under suspension pursuant to Rules 43 or 47;*
- (c) is not a Financial member;*
- (d) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to nomination, election or appointment to the Board;*

- (e) *has at any time been convicted of an indictable offence;*
- (f) *is a former employee of the Club whose services were terminated by the Club for misconduct or who resigned following allegations of misconduct;*
- (g) *is disqualified 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;*
- (h) *does not hold a Director Identification Number on the date of nomination for election or the date of appointment to the Board; or*
- (i) *is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health,*

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

- (u) **deleting** existing Rules 62, 63, 64, 65 and 66 and in their place **inserting** the following new renumbered Rules 67 and 68:

MATERIAL PERSONAL INTERESTS BY DIRECTORS

- 67(a) *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:*
 - (i) *declare the nature of the interest at a meeting of the Board; and*
 - (ii) *comply with Rule 00.*
- (b) *Notwithstanding anything contained in 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:*
 - (i) *must not vote on the matter; and*
 - (ii) *must not be present while the matter is being considered at the meeting.*
- (c) *If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 00:*
 - (i) *the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and*
 - (ii) *the Board may remove or have removed, the director from the Board meeting while the matter is being considered.*

REGISTERED CLUBS ACCOUNTABILITY CODE

- 68. *The Club (including the Board and all top executives) must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).”*

- (v) **inserting** the following new Rule 70(a) and **renumbering** the remaining provisions accordingly:

“(a) If that person dies;”

- (w) **deleting** renumbered Rule 70(f) and in its place **inserting** the following new Rule 70(f):

“(f) If that person is absent from Meetings of the Board for three (3) consecutive meetings without leave of absence from the Board.”

- (x) **deleting** existing Rule 77.

- (y) **deleting** renumbered Rule 80 and in its place **inserting** the following new Rules 80 and 81 and **renumbering** the remaining provisions of the Constitution accordingly:

- “80. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a Meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the board. In addition, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
81. 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.”

- (z) **inserting** the following new Rules 95 and 96 and **renumbering** the remaining provisions of the Constitution accordingly:

- “95. (a) Despite Rule 101, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).
- (b) A person elected under Rule 102(a) who is not a member of the Club is not entitled to vote at the general meeting.
96. The Chairman:
- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- 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.”

- (aa) **inserting** the following new heading and Rules 102 to 109 inclusive and **renumbering** the remaining provisions of the Constitution accordingly:

“ADJOURNMENT AND USE OF TECHNOLOGY FOR GENERAL MEETINGS

102. The chairman of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
103. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
104. A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
105. It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
106. 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 will not operate in relation to a meeting called pursuant to a request or requisition of members.

107. *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.*
108. *The Club may hold a general meeting (including Annual General Meeting)_at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*
109. *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."*

(bb) **inserting** the following new Rule 119A:

"119A. For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient."

(cc) **deleting** renumbered Rules 123(c) and 123(d) and in their place **inserting** the following new Rules 123(c) and 123(d):

"(c) by sending it to the electronic address of the member; or

(d) by sending a notification to the member either personally, by post, or electronically, advising the member that the notice of meeting is available and how the member can access the notice of meeting."

(dd) 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 the Constitution and paragraphs in the Constitution.

Notes to Members on Special Resolution

1. If passed, the Special Resolution proposes a series of amendments to the Club's Articles to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (**RCA**).
2. Paragraphs **(a)** and **(b)** inserts new definitions and deletes an existing definition in the Constitution.
3. Paragraph **(c)** inserts clarifies that members are bound by and must comply with the Constitution, By-laws and any other applicable determinations, resolutions, and policies of the Club and that the Club's Constitution constitutes a contract between the Club and its members.
4. Paragraph (d) is necessary to ensure that the Club can effectively comply with its legal obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Act**) and related regulatory frameworks.

As a registered club, the Club is considered a "*reporting entity*" under the AML/CTF Act, as it provides certain designated services such as gaming and financial transactions to members and patrons. Under this legislation, the Club is subject to strict regulatory obligations, including the need to:

- Verify the identity of members and patrons engaging in relevant transactions;
- Conduct "*enhanced due diligence*" in higher-risk situations, such as large or unusual transactions;
- Monitor and report suspicious activities to AUSTRAC (Australian Transaction Reports and Analysis Centre);
- Implement and enforce internal compliance procedures, including restrictions on access to the Club's premises.

The proposed amendment:

- Clarifies the Club's status and responsibilities under the AML/CTF framework;
- Provides transparency and certainty to members and patrons that the Club may need to request additional personal information or undertake enhanced due diligence in certain cases;
- Confirms the Club's power to take appropriate action, including restricting access to the premises, to comply with AML/CTF and relevant Liquor or Gaming policies;
- Ensures the Club can act swiftly and lawfully, where necessary, without being constrained by other provisions of the Articles (e.g. disciplinary processes under Rule 21), which may not be appropriate or practical in such regulatory contexts.

These amendments are both protective and proactive. They safeguard the Club from regulatory risk and potential penalties, while reinforcing the Club's commitment to responsible conduct and compliance with national and state laws.

5. Paragraph (e) updates the rules applying to Temporary membership to reflect amendments to the Registered Clubs Act.
6. Paragraph (f) the Constitution in relation to Provisional membership.
7. Paragraph (g) allows the Secretary or senior employee to refuse admission or terminate the membership of a Provisional member. This Rule reflects standard industry practice.
8. Paragraph (h) updates the information which must be provided by persons when applying for membership of the Club.
9. Paragraph (i) amends Rule 32 to reflect changes in the Registered Clubs Act.
10. Paragraphs (j), (r) and (x) delete existing Rules.
11. Paragraph (k) clarifies that Non Financial members are not entitled to the privileges of membership whilst they remain Non Financial.
12. Paragraph (l) insert a provisions allowing the Board to transfer Junior Members to another category of membership once they attain the age of 18.
13. Paragraph (m) clarifies that members must notify the Club of changes to their contact details.
14. Paragraph (n) removes a requirement to record a member's occupation which is no longer required by the RCA.
15. Paragraph (o) permits the Board to create a Disciplinary Committee comprising not less than 3 directors.
16. Paragraph (p) inserts a new heading in the Constitution.
17. Paragraph (q) inserts a further provision allowing a person to be removed from the premises of the Club where they have in their possession, any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
18. Paragraph (s) provides that the Board shall comprise of 9 directors being 7 Elected Directors being a President, Captain and 5 other Elected Directors and up to 2 Appointed Directors.
19. Paragraph (t) updates the rules in relation to eligibility to stand for or be elected or appointed to the Board.
20. Paragraph (u) amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the RCA and the provisions of the Accountability Code which applies to all registered clubs.
21. Paragraph (v) and (w) updates the grounds on which the office of a director becomes vacant and reflects the Corporations Act 2001, Registered Clubs Act 1976 and industry best practice.

22. Paragraph (y) clarifies that the Board can pass a resolution by way of email and inserts a new Rule 81 in respect of use of technology to hold a board meeting and ensure all directors can actively participate.
23. Paragraph (z) allows the Board to nominate any person to chair a meeting of the Club and confirm that powers of the chair.
24. Paragraph (aa) is amended to allow the Board to cancel or postpone general meetings, withdraw resolutions proposed by the Board and to hold general meetings in 2 or more venues using technology.
25. Paragraph (bb) inserts a new Rule confirming that under section 246B of the Corporations Act 2001, the Club can only membership rights at a general meeting of members provided that:
 - (a) the change is approved by members at a general meeting by special resolution (at least 75% of votes cast in favour); and
 - (b) the change is made by amending the Club's Constitution.
26. Paragraph (cc) updates the notice requirements to reflect the Corporations Act.
27. Paragraph (dd) permits any necessary amendments to be made to address any anomaly in article numbering and cross referencing throughout the Articles.
28. The Board of the Club recommends to members the changes to the Articles.

Procedural matters

1. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
2. To be passed, the Special Resolution requires votes from not less than three quarters (75%) of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
3. Under the Club's Constitution only Life Members, Gold Members, Individual Members, Platinum Members, Veteran Members, Senior Members, Intermediate Members, Non-Playing Members, Country Members are eligible to vote on the Special Resolution.
4. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
5. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

Dated: _____

By direction of the Board

Jeff Tomlinson
Secretary Manager