

CLUB CATALINA

GOLF & COUNTRY CLUB

NOTICE OF ANNUAL GENERAL MEETING

AGM

Notice is hereby given that the Annual General Meeting of Members will be held at the Clubhouse, Beach Road, Batemans Bay on **Monday 14 November 2022 at 7.00pm.**

BUSINESS

1. Apologies
2. Minutes of the previous Annual General Meeting held on 13 December 2021
3. Business arising from the Minutes of the AGM held on 13 December 2021
4. President's Report
5. General Manager's Report
6. Consideration of Accounts, Balance Sheet, Director's Statutory Report and Statement and Auditor's Report
7. Captain's Report
8. Veteran Golfers President's Report
9. Lady Golfers President's Report
10. Junior Golf Report
11. To Consider Ordinary Resolutions (as listed)
12. To Consider the Special Resolutions (as listed)
13. Declaration of Board Elections
President (1 position) Ordinary Director (1 position)
14. Any Other Business (to which due notice has been received)

Guy Chapman
General Manager

MEMBERS PLEASE NOTE:

Members are requested to advise the General Manager, in writing, seven days prior to the Annual General Meeting of any query relating to the financial accounts or reports on which further information may be required. Such information will be extracted from the records and be available at the Annual General Meeting.

The Corporation's Act was recently amended to allow the Club to send notice of this year's AGM to members (who have provided their email addresses to the Club) by email as an attachment or provide the link where it can be accessed to those members, or it can also send the link to the member's mobile phone as an SMS. In addition to this the Club can issue the notice of the AGM by post to those members who have not provided their email addresses to the Club. The club will be issuing notice of this year's AGM as above.

ORDINARY RESOLUTIONS FOR ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 1

- (i) That the Honorariums for the financial year 2022/2023 be set at **\$24,000** and distributed as follows-
- | | |
|---------|-----------|
| \$8,000 | President |
| \$6,000 | Captain |
| \$2,000 | Director |
- (ii) That the maximum allowance for Directors Expenses for the financial year 2022/2023 be set at **\$10,000**).
- (iii) That the monogrammed Club blazer be provided to all Directors for the representing of the Club at official functions.

ORDINARY RESOLUTION 2

- (i) That the maximum allowance for the Members representing the Club for the financial year 2022/2023 be set at **\$20,000** which shall include:
- Contribution towards the Pennant Team Dinner;
 - Contribution towards Purchase of Pennant Uniforms and Travelling Expenses;
 - Subsidies for the Development of Junior Golf.
- (ii) That Directors names be permitted on booking timesheets prior to opening for Club-run competitions, and similarly the names of elected Section Committee members for those competitions allocated to that Section.

Notes to Members

1. *To be passed Ordinary Resolutions 1 and 2 require votes from a simple majority of votes from those members who being eligible to do so vote in person at the meeting.*

SPECIAL RESOLUTIONS FOR THE ANNUAL GENERAL MEETING

PROCEDURAL MATTERS

- To be passed, each Special Resolution must receive votes in favour 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 meeting. At the time of the vote, the number of eligible members must satisfy the quorum for an AGM.
- Only Life members and financial Golfing members are eligible to vote on the Special Resolutions.
- Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
- Amendments to a 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.
- The Board of the Club recommends the Special Resolutions to members.
- The resolutions have explanatory notes to members after the text of the resolution – these notes are not part of the resolution.

The Special Resolutions propose 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).

SPECIAL RESOLUTION 1

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **inserting** into Rule 2 the following definition:

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

- (b) **deleting** from Rule 72 the word “month” and **inserting** the word “Quarter”.

Notes to members on First Special Resolution

1. Paragraph (a) inserts new a definition of “Quarter” in the Constitution and paragraph (b) amends existing Rule 72 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.

SPECIAL RESOLUTION 2

That the Constitution of Catalina Country Club Limited be amended by:

- (c) **deleting** Rule 18 and **inserting** the following new Rule 18:

“The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.”

Notes to members on Second Special Resolution

1. Paragraph (a) updates rule 18 to reflect the Registered Clubs Act.
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SPECIAL RESOLUTION 3

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **deleting** Rules 39(a) to 39(f) and inserting new Rules 39(a) to (f) inclusive and renumbering the remaining provisions:
 - “(a) Every application for ordinary membership shall be in writing, either in hard form or created electronically and must be on an application form approved by the Board.*
 - “(b) The application form will contain those particulars which the Board may determine from time to time. The application form will as a minimum include the full name, address and occupation of the applicant and a statement that the applicant, if admitted, will be bound by the Club’s Constitution.*
 - “(c) The application form must be signed by the applicant, which can be done electronically and, in the case of an applicant who has not attained the age of eighteen (18) years, the signature of a parent or guardian of the applicant.*
 - “(d) Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription and evidence of a current driver’s licence or a current passport held by that applicant, or such other form of identification as determined by the Board.*
 - “(e) Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By law from time to time.*
 - “(f) The authorised officer of the Club to whom the application for membership is presented in accordance with 39(d) above shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary”.*
 - (b) **deleting** new Rule 39(j) and inserting new Rule 39(j):
 - “(j) An interval of at least 14 days must elapse between the Club’s receipt of the nomination form (including an electronic nomination form in accordance with 39(e) above) of a person for election and the election of that person to membership of the Club.”*
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Notes to members on Third Special Resolution

1. Paragraphs (a) and (b) amend the rule relating to the election of new members to allow members to make application for membership of the club using electronic means.
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SPECIAL RESOLUTION 4

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **deleting** from new Rule 39(i) the words “*and address*”.
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Notes to members on Fourth Special Resolution

1. Paragraph (a) removes the requirement to put up on the Notice board a proposed new members address as this has been removed from the Registered Clubs Act.
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SPECIAL RESOLUTION 5

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **deleting** Rule 43(a) and **inserting** new Rule 43(a):

“(a) 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.”

Notes to members on Fifth Special Resolution

1. Paragraph (a) amends the provision 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.
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SPECIAL RESOLUTION 6

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **inserting** the following new heading and new Rules 49A to 49F inclusive:

“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

49A. *If, in the opinion of the Secretary (or their delegate), a member (other than a Life Member or Golfing member) has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or their 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.*

49B. *In respect of any suspension pursuant to Rule 49A, the requirements of Rule 49 shall not apply.*

49C. *If the Secretary (or their delegate) exercises the power pursuant to Rule 49A, the Secretary (or their 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, the matter be dealt with by the Board pursuant to Rule 49.*

49D. *If a member submits a request under Rule 49C(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 49.*

49E. *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 their delegate).*

49F. *This Rule 49A applies to Full members only (other than Life members and Golfing members) and it does not limit or restrict the Club from exercising the powers contained in Rule 50 of this Constitution and the powers contained in Section 77 of the Liquor Act."*

Notes to members on Sixth Special Resolution

1. Paragraph (a) inserts new Rules 49A to 49F which gives the Secretary the power to issue a suspension of membership (other than Life members and Golfing members) 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 at a disciplinary hearing.

SPECIAL RESOLUTION 7

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **inserting** new Rule 55(i) and **renumbering** the remaining provisions accordingly:

"(i) is a former employee of the Club whose services were terminated by the Club for misconduct;"

- (b) **inserting** new Rule 57B:

"A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board."

- (c) **inserting** new Rule 61(e) and **renumbering** the remaining provisions accordingly:

"(e) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club."

Notes to members on Seventh Special Resolution

1. Paragraph (a) sets out an additional ground upon which a member will be ineligible to be elected to the board, to bring the Constitution into line with best practice.
1. Paragraph (b) inserts a new Rule 57B which requires all directors to have a Director Identification Number as required under the Corporations Act.
2. Paragraph (c) inserts new a provision relating to the powers of the Board to bring the Constitution into line with best practice.

SPECIAL RESOLUTION 8

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **deleting** Rule 82(g) and **inserting** new Rule 82(g):

“(g) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act;”

- (b) **inserting** new Rule 82(m):

“(m) does not hold a Director Identification Number (unless exempted from doing so).”

Notes to members on Eighth Special Resolution

1. Paragraphs (a) and (b) set out some further grounds upon which a casual vacancy in the Board of Directors will arise including if the member becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act; and if he or she does not hold a Director Identification Number (unless exempted from doing so).
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SPECIAL RESOLUTION 9

That the Constitution of Catalina Country Club Limited be amended by:

- (a) **deleting** Rules 107, 107A and 108 and **inserting** new Rules 107 and 108:

“107 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; or

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

(d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member’s address containing instructions on how to access the notice.

108 (a) Where a notice is sent by post to a member in accordance with Rule 107(a), the notice is deemed to be received on the day it is given to the member.

(b) Where a notice is sent to a member in accordance with Rules 107(b) and 107(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

(c) Where a notice is sent to a member in accordance with Rule 107(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.”

- (b) **deleting** Rule 109 and **inserting** new Rule 109 *“Deleted”*.

- (c) **inserting** new Rule 113:

“MEETINGS AND VOTING

113 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/or*
- (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.*

114 If there is any inconsistency between Rule 113, and any other provision of this Constitution, Rule 113 shall prevail to the extent of that inconsistency."

Notes to Members on Ninth Special Resolution

2. Paragraphs (a) (b) and (c) amend existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act and adds new Rules 113 and 114 which reflect recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.

Dated: 18 October 2022

By direction of the Board

G V Chapman

Guy Chapman
General Manager

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