



# CATALINA

CLUB

## NOTICE OF ANNUAL GENERAL MEETING

CATALINA COUNTRY CLUB LTD • ACN 000 256 155

**NOTICE** is hereby given of the Annual General Meeting of the **Catalina Country Club Ltd** to be held on **Monday 28 October 2024** commencing at the hour of **7.00pm** at the premises of the Club, **154 Beach Road, Catalina, New South Wales**.

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### AGENDA

1. Welcome and apologies.
  2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 30 October 2023.
  3. Business arising from the 2023 AGM Minutes
  4. To receive and consider for the financial year ending 30 June 2024:
    - a. Executive Report – combined President and General Manager’s Report
    - b. Captain’s Report
    - c. Veteran Golfers President’s Report
    - d. Lady Golfers President’s Report
    - e. Junior Golf Report
    - f. Director’s Report, Financial Statements and Auditor’s Report
  5. To consider and if thought fit pass the Ordinary Resolutions set out below.
  6. To consider and if thought fit pass the Special Resolution set out below.
  7. Nomination for Life membership, Mr Peter Criss.
  8. To declare the results of the ballot for the election of directors.
  9. Any Other Business (to which due notice has been received)
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### 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 by 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 2024/2025 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 2024/2025 be set at \$10,000.
- iii. That monogrammed Club Board attire be provided to all Directors for the representing of the Club at any official functions.

## ORDINARY RESOLUTION 2

- i. That the maximum allowance for the Members representing the Club for the financial year 2024/2025 be set at \$20,000 which shall include:
  - Contribution towards the Annual Presentation 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.

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## 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.
2. These provisions are not contained in the Constitution and members must decide annually on the payment of an honorarium to Directors for each year.
3. The amounts of the honorariums proposed above are the same as those approved by members at the Annual General Meeting held in 2023.
4. The members acknowledge that the benefits in the Ordinary Resolutions are not available to members generally but are only for those members who are directors and those who are representing the Club (as described above).

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## SPECIAL RESOLUTION 1

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

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

- a. **inserting** into Rule 2 the following new definitions in alphabetical order:

*“**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the 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.*

*“**Gaming Machines Act**” means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.*

*“**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.”*

**b. inserting** the following new Rule 10A:

*"10A. Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the provisions of Rule 49 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power."*

**c. deleting** Rule 34(b)(i) and in its place **inserting** the following new Rule 34(b)(i):

*"(i) that person shall cease to be a provisional member of the Club; and"*

**d. inserting** the following new heading and Rules 34(e) and (f):

*"Applicants for Social membership*

*(e) If a person has applied for Social membership of the Club and has been granted Provisional membership, the Secretary or senior employee then on duty may:*

*(i) refuse a Provisional member admission to the Club's premises; or*

*(ii) terminate the membership of any Provisional member;*

*at any time without notice and without having to provide any reason.*

*(f) If the Provisional membership of a person who has applied for Social membership is terminated in accordance with Rule 34(e), the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."*

**e. deleting** Rule 39(b) and in its place inserting the following new Rule 39(b):

*"(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 and address of the applicant and a statement that the applicant, if admitted, will be bound by the Club's Constitution."*

**f. deleting** from Rule 48(a) the words "the occupation".

**g. deleting** Rule 49(c) and in its place **inserting** the following new Rule 49(c):

*"(c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(1) the Board or the Secretary independently of the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member."*

**h. deleting** Rule 51 and in its place inserting the following new Rule 51:

*"51. (a) A member may at any time resign from their membership of the Club by either:*

*(i) giving notice in writing to the Secretary; or*

*(ii) returning their membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership;*

*(b) A resignation pursuant to this Rule 51 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.*

*(c) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or suspension, or for any other reason) will upon and by reason of that cessation of membership forfeit all rights as a member of the Club. However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.*

*(d) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members."*

**i. deleting** Rule 55(d) and in its place **inserting** the following new Rule 55(d):

*"(d) 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;"*

**j. deleting** Rule 58(j) and in its place **inserting** the following new Rule 58(j):

*"(j) If the full number of candidates for the various positions on the Board is not nominated then those*

*candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 83.”*

- k. **inserting** into Rule 61(i) after the words “To create” the words “and/or dissolve”.
- l. **inserting** at the end of Rule 83 the words “in accordance with the Triennial Rule”.
- m. **deleting** Rule 97 and in its place **inserting** the following new Rule 97:
- “97. *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.”*
- n. **deleting** Rule 107(d) and in its place **inserting** the following new Rules 107(d) and (e):
- “(d) *by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.*
- (e) *by displaying the notice on the Club notice board and/or the Club’s website.”*
- o. **inserting** new Rules 108(d) and (e) as follows:
- “(d) *Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club’s website in accordance with Rule 107(e), the notice is taken to have been given on the day on which it was displayed.*
- (e) *If a member has not made a specific election on how to receive notices, they shall be deemed to have elected to receive notices by the Club publishing a copy of the notice on the noticeboard.”*
- p. **deleting** Rule 112(b).
- q. **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 Rules and paragraphs in the Constitution.

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#### **NOTES TO MEMBERS ON SPECIAL RESOLUTION**

1. 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).
2. Paragraph **(a)** inserts new definitions into the Constitution.
3. Paragraph **(b)** inserts a new Rule which provides the Club with the power to exclude persons from the premises of the Club in accordance with house policies on the responsible service of alcohol and the responsible conduct of gambling.
4. Paragraph **(c)** removes the 6 week time limit on a person’s application for Provisional membership.
5. Paragraph **(d)** provides a power for the Secretary to refuse an applicant for Social membership who has been granted Provisional membership admission to the Club and/or to terminate the person’s Provisional membership. For clarity, this Rule will only apply to persons who have applied for Social membership and will

not apply to any person who has made an application for Golfing membership.

6. Paragraphs **(e)** and **(f)** adopt recent amendments to the RCA which remove the requirement to obtain the details of a new members' occupation.
7. Paragraph **(g)** amends an existing provision relating to disciplinary matters to bring the Constitution into line with best practice.
8. Paragraph **(h)** amends existing provisions in the Constitution relating to resignation from membership to bring the Constitution into line with best practice.
9. Paragraph **(i)** amends an existing provision to clarify that a person who is disqualified from holding office under applicable legislation will not be eligible to be nominated for or be elected to the Board.
10. Paragraph **(j)** amends the existing Rule to provide that if there is an insufficient number of nominations for the available positions to be elected to the Board, those members who have nominated will be elected and any remaining unfilled positions will be casual vacancies. The Club will no longer be required to call for further nominations from the floor of the General Meeting as these unfilled positions will be declared casual vacancies.
11. Paragraph **(k)** amends an existing Rule to clarify that the Board has power to dissolve sections and committees.
12. Paragraph **(l)** clarifies a Rule to provide that any person who fills a casual vacancy will hold office in accordance with the triennial rule.
13. Paragraph **(m)** amends Rule 97 which updates the requirements of the Board to provide financial accounts and financial reporting to members to bring the Constitution into line with the Corporations Act and RCA.
14. Paragraphs **(n)** and **(o)** amends existing provisions regarding providing notices to members to bring the Constitution into line with the Corporations Act and RCA including by allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
15. Paragraph **(p)** deletes a redundant Rule to bring the Constitution into line with the Corporations Act.
16. Paragraph **(q)** permits any necessary amendments to be made to address any anomaly in rule numbering and cross referencing throughout the Constitution.

#### **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 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, financial Golfing members and any eligible financial Special 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.

## **SPECIAL RESOLUTION 2—LIFE MEMBERSHIP**

The Board of Directors recommend that member **Mr Peter Criss** (Badge No.232) be granted Life membership of the Club in consideration of his outstanding services to the Club and in accordance with the Club's Constitution.

### **Supporting Statement**

Peter Criss joined Catalina Club in 1993 and has maintained continuous full playing membership status over those 30 plus years. His membership is praiseworthy.

In proposing Peter Criss for Life Membership, the Board of Directors have nothing but admiration for Peter's ongoing loyalty, dedication and exceptional generosity to the Club and our members. Peter has demonstrated on many, many occasions that he has not only contributed to the Club at the highest levels, i.e. as a President, Vice President and Director on the Board, but also, he has shown that he is not afraid of the hard manual work out on the golf course or in the waterways undertaking various tasks.

Peter has actively supported Junior golf at the club throughout his membership, he has volunteered as a cadet master, was Junior Golf Promotions Officer during the period of 2004-2008, served many years on the Junior Golf committee and has remained an active advocate and participant of Junior golf operations and events.

Peter was a foundation member of the Catalina Assistance Team (CATS) since its establishment in 2006. Peter is always assessing the golf course and looking at what he can personally undertake to help make our course the best destination golf course on the South coast. Even when he is not working as part of the CATS team, Peter can be found working on his own undertaking small jobs that he has noticed to make a difference on the course.

Peter has also enthusiastically participated in the MSCVGA inter-club challenge competitions, travelling all through the mid-south coast representing the club with honor in many veteran competitions. He has also been a keen member of the Seniors Pennant Team and Captained the side to victory in 2023.

Peter has taken on many major activities on the course, including measuring our 27 holes so that the new distance markers could be correctly positioned. He utilised his attention to detail and woodwork skills by single handedly cutting, crafting and installing our 27 hole course signs. He more recently designed and crafted our unique new course direction signage.

In addition to the above, Peter's key legacy to the Club is his leadership. Peter was a director in 2004/05, Vice President 2006-2008, and Vice President again in 2013/14. More recently, Peter was elected as President of the Club in 2016 during what many of you will remember was a very difficult time of excessive debt, governance issues and member communication issues. He inherited a very new Board and a club facing many challenges. He immediately worked hard to put appropriate governance processes in place to address the Club's shortcomings, ensuring that the Club complied with all legislation and authorities. He set up a structure within the Board and the Club's Subsections that ensures our subsections have a strong voice within the Board, and that structure is still in place today. Peter also instituted financial practices and procedures that by the end of his tenure as President, the Club had zero bank debt and the Board, subsections and management were all working as a united team.

A particular challenge that Peter took up on behalf of our members, and in fact golfing members all over NSW which is relatively unknown to our golfing community, was during the very stressful time of the initial stages of COVID when we had all been told that Golf was a prohibited sport, he contacted the CEO of Golf NSW and our Patron Andrew Constance, convincing them that golf could in fact be played safely. The very next day it was confirmed that Golf would be able to be played in NSW during the pandemic. Whilst I am sure many people had the same view as Peter, it was Peter who had the conviction and courage to have these conversations on behalf of our members.

Peter is always ready to put his hand up to be a volunteer for tournaments whenever the Club needs him whether it be as a spotter on the course or a starter on the 1st.

Our Club is a far better place because of the untiring efforts of this very worthy nominee for the award of Life Membership.

Our Constitution defines Life Members as those who have rendered outstanding service to the club and in the opinion of your Board, Peter Criss is worthy of such recognition through the granting of Life Membership, and we urge all members to support this Special Resolution.

**NOTES TO MEMBERS ON SPECIAL RESOLUTION 2—LIFE MEMBERSHIP**

1. Life Members are members who have rendered outstanding service to the Club and have been elected as such by a Special Resolution.
2. The Life Membership Resolution proposes for members to grant Life membership on Mr Peter Criss.
3. The Board recommend to members that Life membership is conferred on Mr Peter Criss in consideration of Mr Peter Criss' outstanding services to the Club.
4. If a three-quarters majority (75%) of the members who vote approve the Life membership resolution, Mr Peter Criss will be admitted as a Life member of the Club. A person elected as a Life Member is relieved from any requirement to pay annual subscriptions to the Club.

Dated: **13th September 2024**

By direction of the Board.

A handwritten signature in black ink, appearing to read "G Chapman", written over a horizontal line.

Guy Chapman  
**GENERAL MANAGER**