



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 27 October 2025** commencing at the hour of **7.00pm** at the premises of the Club, **154 Beach Road, Catalina, New South Wales**.

AGENDA

1. Welcome and apologies.
2. To receive and consider the Minutes of the Annual General Meeting of the Club held on 28 October 2024.
3. Business arising from the 2024 AGM Minutes
4. To receive and consider for the financial year ending 30 June 2025:
 - (a) Executive Report
 - (b) Captain's Report
 - (c) Veteran's Report
 - (d) Lady Golfer's Report
 - (e) Junior Golf Report
 - (f) Consideration of 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 declare the results of the election of Directors.
7. To consider and if thought fit pass the Special Resolution set out below.
8. Any Other Business (to which due notice has been received)

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 2025/2026 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 2025/2026 be set at **\$10,000**.

(iii) That 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 2025/2026 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.

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).

SPECIAL RESOLUTION

[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:

“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.

(b) **deleting** from Rule 2 the definitions of “Core Property” and “Non-Core Property”.

(c) **inserting** after Rule 5 the following new Rule 5A:

"5A 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) **deleting** Rule 8(c) and inserting instead the following new Rule 8(c):

- (c) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

(e) **Inserting** after Rule 10A the following new Rules 10B, 10C and 10D:

10B. 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.

10C. In Rule 10B "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.

10D. 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 49 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

(f) **inserting** in Rule 12(c) the words "subject to the requirements of the Liquor Act and Registered Clubs Act," between the words "Club and" and "to sell,".

(g) **deleting** Rule 31(b) and inserting instead the following new Rule 31(b):

- (b) Honorary members who are full members of the Club will be entitled to the rights and privileges of the category of membership of which they are a full member. However, Honorary members who are not full members of the Club are entitled only to those facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club. Honorary members who are not full members of the Club are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

- (h) **deleting** Rule 32(a) and inserting instead the following new Rule 32(a):
- (a) *A person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club as the Board may determine by By-law;*
- (i) **deleting** Rule 33(b) and inserting instead the following new Rule 33(b):
- (b) *Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. and subject to this Constitution, introduce guests into the Club. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.*
- (j) **deleting** Rule 34(d) and inserting instead the following new Rule 34(d):
- (d) *Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. and subject to the approval of the Board, introduce guests into the Club. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.*
- (k) **deleting** the heading before Rule 34(e) and inserting the following new heading:
- Applicants for Social membership*
- (l) **deleting** Rule 35(b) and inserting instead the following new Rule 35(b):
- (b) *A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club, or suspended from the Club or refused admission to or turned out of the Club.*
- (m) **deleting** Rule 35(g) and inserting instead the following new Rule 35(g):
- (g) *The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises or require a guest of a member to leave the Club's premises (or any part thereof) at any time without notice and without being required to give reason.*
- (n) **deleting** Rule 45 and inserting instead the following new Rule 45:
- (a) *If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member. and the restrictions contained in Rule 45(d) shall apply to the member.*
- (b) *If the member pays the subscription or other money within one month after the due date of payment, that member will again be a financial member.*
- (c) *If the subscription or other money remains unpaid after one month from the due date for payment (or any further time which the Club in its absolute discretion may permit), the defaulting member will lose all privileges of membership and will cease to be a member of the Club.*
- (d) *Notwithstanding anything else contained in this Constitution, a member who is not a financial member of the Club shall not be entitled to:*
- (1) *attend at the premises or use any of the facilities of the Club (including the Course) for any purpose without the permission of the Board; or*
- (2) *participate in any of the recreational, social or sporting activities of the Club or any Section without the permission of the Board; or*
- (3) *attend or vote at any meeting of the Club or any Section; or*

- (4) *nominate or be elected or appointed to the Board or any committee of a Section; or*
 - (5) *vote in the election of the Board or any committee of a Section; or*
 - (6) *propose, second or nominate any eligible member for any office of the Club or any Section; or*
 - (7) *propose, second or nominate any eligible member for Life membership; or*
 - (8) *any other rights and privileges of membership as determined by the Board by way of By-law*
- (o) **deleting** Rule 47 and inserting instead the following new Rule 47:
 - 47. *Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details.*
- (p) **deleting** Rule 49 and inserting instead the following new Rule 49:
 - (a) *The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:*
 - (1) *Has refused or neglected to comply with any provision of this Constitution or by the By-laws; or*
 - (2) *Is guilty of any conduct which is prejudicial to the Club's interests; or*
 - (3) *Is guilty of any conduct which is unbecoming of a member; or*
 - (4) *Is guilty of any conduct which renders the member unfit for membership.*
 - (aa) *Any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.*
 - (b) *The Board must comply with the following procedure when exercising its powers under paragraph (a):*
 - (1) *The Club must give written notice to the member of any charge against that member under this Rule, at least 7 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out:*
 - (A) *charge against the member pursuant to Rule 49(a); and*
 - (B) *the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member; and*
 - (C) *the date, time and place of the meeting of the Board at which the charge is to be heard; and*
 - (D) *details of the range of potential penalties if the member is found guilty.*
 - (2) *The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.*
 - (3) *At the meeting at which the charge is heard, the member charged is entitled to call a witness or witnesses in his or her defence. The member charged is not entitled to cross-examine any witness or to obtain a copy of any evidence provided by a witness that is not called by the member charged.*

- (4) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner at the hearing, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (5) If the member charged does not comply with the warning given in accordance with paragraph (4) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (6) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless at least a two thirds majority of the Directors present vote in favour of that resolution.
- (7) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.
- (8) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
- (9) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
- (10) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (11) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
- (b1) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 49 is not strictly complied with provided that there was no substantive injustice for the member charged.
- (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.
- (d) The Board may appoint a disciplinary committee consisting of not less than 3 Directors to exercise the Board's powers in relation to disciplinary proceedings. A quorum for a meeting of the disciplinary committee is 3 Directors.
- (e) The disciplinary committee shall conduct its activities in accordance with the procedures referred to in Rule 49 save that all references to the Board except in Rule 49(b)(10) shall be read as being references to the Disciplinary Committee.
- (f) 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 49 on the member charged in substitution for that imposed by the disciplinary committee provided that:

- (1) the procedure set out in Rule 49 is followed; and
 - (2) the member is notified that the Board is exercising the power under this Rule 49(b1)(f) within forty-two (42) days of the date on which the disciplinary committee meeting was held.
- (g) The Board shall have power by resolution to revoke any delegation to the disciplinary committee pursuant to Rule 49(d) 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.
- (q) **deleting** Rule 49F and inserting instead the following new Rules 49F, 50, 50A, 50B, 50C, 50D, 50E and 50F:
 - 49F. Rules 49A to 49E inclusive apply 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.
 - 50. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 50D, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
 - (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act or any other applicable law; or
 - (d) who hawks, peddles or sells any goods on the premises of the Club; or
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free; or
 - (f) 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; or
 - (g) whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.
 - 50A. If pursuant to Rule 50 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 50D) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
 - 50B. Without limiting Rule 50A, if a person has been refused admission to or turned out of the Club in accordance with Rule 50(a), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.
 - 50C. Without limiting Rule 50A, if a person has been refused admission to or turned out of the Club in accordance with Rule 50(a), the person must not:
 - (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

- 50D. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.
- 50E. Any person whose membership has been suspended must not enter or remain on the Club's licensed premises.
- 50F. A Full member whose membership is suspended pursuant to this Constitution shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club (including the golf course) 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 Section without the permission of the Board; or
 - (c) attend or vote at any meeting of the Club or any Section; or
 - (d) nominate or be elected or appointed to the Board or any committee of a Section; or
 - (e) vote in the election of the Board or any committee of a Section; or
 - (f) propose, second or nominate any eligible member for any office of the Club or any Section; or
 - (g) propose, second or nominate any eligible member for Life membership; or
 - (h) any other rights and privileges of membership as determined by the Board by way of By-law.
- (r) **inserting** a new Rule 62(j) after Rule 62(i) and renumbering the remainder of Rule 62 accordingly:
- (j) The use by members and guests of members of social media and other forms of electronic communication about or relating to the Club, its facilities, amenities, services, strategies, employees, officers or members;
- (s) **inserting** Rule 82 and inserting instead the following new Rule 82:
82. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) Dies; or
 - (b) Becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act; or
 - (c) Fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club; or
 - (d) Becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (e) Is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board; or
 - (f) By notice in writing given to the Club, resigns from office; or
 - (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, Liquor Act or any other applicable law; or
 - (h) Becomes an employee of the Club; or

- (i) *Ceases to hold the necessary qualifications to be elected or appointed to the Board;*
 - or*
 - (j) *Ceases to be a financial member; or*
 - (k) *Ceases to be a full member; or*
 - (l) *Is removed at a general meeting by the members of the Club in accordance with Rule 81 and the members do not appoint a replacement Director at the meeting;*
or
 - (m) *Does not hold a Director Identification Number (unless exempted from doing so); or*
 - (n) *Was not eligible to stand for or be elected or appointed to the Board.*
- (t) **deleting** Rule 99 and inserting instead the following new Rules 99 and 99A:
- 99. *The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.*
 - 99A. *In accordance with Section 317 of the Act, the Board shall present at the Annual General Meeting, in respect of the financial year ending on the last day of June, immediately prior to the Annual General Meeting:*
 - (a) *the directors' report; and*
 - (b) *the financial report of the Club;*
 - (c) *the auditors' report on the financial report.*
- (u) **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.

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). These Notes to Members are intended to provide members with a basis for each proposed amendment.
2. Paragraph **(a)** inserts a new definition of "AML/CTF Act" into the Constitution.
3. Paragraph **(b)** removes the definitions of "Core Property" and "Non-Core Property". Those terms are not used anywhere in the Constitution.
4. Paragraph **(c)** confirm that the Constitution is statutory contract and reflects the requirements of the Corporations Act.
5. Paragraph **(d)** update the Constitution to properly reflect section 10(7) of the Registered Clubs Act.
6. Paragraphs **(e)** implements new provisions to reflect the AML/CTF Act.
7. Paragraph **(f)** clarifies that any use of the power in the Rule must be in accordance with the Liquor Act and Registered Clubs Act.
8. Paragraph **(g)** clarifies the rights of Honorary members.
9. Paragraph **(h)** amends the Temporary member requirements to reflect recent amendments to the Registered Clubs Act.
10. Paragraph **(i)** confirms the rights and privileges of Temporary members.
11. Paragraph **(j)** confirms the rights and privileges of Provisional members.
12. Paragraph **(k)** amends the heading of Rule 34(e).
13. Paragraph **(l)** clarifies the right of members to introduce guests to the Club.
14. Paragraph **(m)** is amended to properly reflect the powers under the Registered Clubs Act.

15. Paragraphs **(n)** confirms the rights and privileges of Non-Financial members.
 16. Paragraph **(o)** requires members to inform the Club of a change in their contact details within seven (7) days.
 17. Paragraphs **(p)** updates the disciplinary proceedings and includes the use of social media to be negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, which will be conduct prejudicial to the interests of the Club. The amendment also updates other aspects of the member disciplinary process.
 18. Paragraphs **(q)** updates the grounds on which members can be refused entry or turned out of the Club to reflect industry best practice.
 19. Paragraph **(r)** inserts a power for the board to make By-laws about the use of social media about or relating to the Club.
 20. Paragraphs **(s)** updates the grounds on which the office of a director is vacated and reflects amendments to the Corporations Act, Registered Clubs Act and industry best practice.
 21. Paragraphs **(t)** updates the financial reporting requirements to the reflect the Corporations Act.
 22. Paragraph **(u)** allows such consequential amendments necessary to give effect to the Special Resolution.
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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.
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DATED 21st August 2025 By direction of the Board


Guy Chapman
GENERAL MANAGER