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 9 November 2026** commencing at the hour of **6.00pm** 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 27 October 2025.
3. Business arising from the 2025 AGM Minutes.
4. To receive and consider for the financial year ending 30 June 2026:
    (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 be set at $24,000, effective from the 2026 Annual General Meeting to the 2027 Annual General Meeting, and be distributed as follows -

$8,000	President
$6,000	Captain
$2,000	Director

(ii) That the maximum allowance for Directors Expenses for the financial year 2026/2027 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 2026/2027 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 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** in Rule 2 the following new definitions in alphabetical order:

> ***Under 35 Golfing Member*** *has the same meaning as defined in the Club's By-laws from time to time.*
>
> ***Weekday Golfing Member*** *has the same meaning as defined in the Club's By-laws from time to time.*
>
> ***7 Day Golfing Member*** *has the same meaning as defined in the Club's By-laws from time to time.*

(b) **deleting** Rule 27 and inserting the following new Rule 27 and renumbering the remainder of the Rule accordingly:

27. *(a)* *Golfing Members with the exception of Cadet and Junior members, and Special Members who are financial members, will be entitled:*

(1) *to attend and to vote on all matters at general meetings;*
(2) *to vote at the election of the Board; and*
(3) *to speak for or against or vote on any special resolution to amend this Constitution.*

(b) *7 Day Golfing Members, Weekday Golfing Members and Under 35 Golfing Members will be entitled:*

(1) *to stand for election to the Board once they are of two years continuous membership standing in an eligible class of membership; and*
(2) *to propose or second a member for election to the Board.*

(c) *Social Members will be entitled:*

(1) *to attend all general meetings;*
(2) *to vote on ordinary motions at any general meeting; and*
(3) *to vote at the election of the Board,*

but they are not entitled to:

(4) *propose or second a member for election to the Board;*
(5) *stand for election to the Board; and*
(6) *speak for or against or vote on any special resolution to amend this Constitution.*

(c) **deleting** Rule 73 and inserting the following new Rule 73:

73. *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.*

(d) **inserting** the following new Rule 80(e) and renumbering the remainder of the Rule accordingly:

(e) *If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 80:*

(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.*

(e) **deleting** from Rule 88(b) the number "50" and inserting instead the number "25".

(f) **inserting** the following new Rule 91A and renumbering the remainder of the Rule accordingly:

91A. *(a)* *Despite Rules 91, 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 91A(a) who is not a member of the Club is not entitled to vote at the general meeting.*

(g) **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

1. The Special Resolution proposes a small number of amendments to the Club's Constitution to keep it up to date with industry best practice and the requirements of the Corporations Act. These Notes to Members are intended to provide members with a basic outline of each proposed amendment.
2. **Paragraph (a)** inserts new definitions of 7 Day Golfing Members, Weekday Golfing Members and Under 35 Golfing Members.
3. **Paragraph (b)** amends the Rule 27 to reflect that only 7 Day Golfing Members, Weekday Golfing Members and Under 35 Golfing Members will be entitled:

    (1) to stand for election to the Board once they are of two years continuous membership standing in an eligible class of membership; and

    (2) to propose or second a member for election to the Board

4. **Paragraph (c)** reflects amendments to the Corporations Act and confirms that directors can participate in Board meetings using any technology that allows 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.
5. **Paragraph (d)** confers power on the Board to require a director to leave a Board meeting if the Board determines that the director has a material personal interest in a matter being decided and that director has failed or refused to disclose that interest to the Board or failed to recuse themselves from the meeting. This amendment reflects industry practice and supports the requirements of the Corporations Act.
6. **Paragraph (e)** amends the number of members required for a quorum for a general meeting from 50 to 25.
7. **Paragraph (f)** allows the Board to select any person to chair a general meeting of the Club. This reflects provisions in the Corporations Act. However, if that person is not a member of the Club, they cannot vote at the meeting.
8. **Paragraph (g)** allows such consequential amendments necessary to give effect to the Special Resolution.

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, 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.

DATED 6 October 2026 By direction of the Board

Guy Chapman

Guy Chapman
GENERAL MANAGER