

TURA BEACH COUNTRY CLUB LIMITED
ACN 151 071 564

NOTICE OF SPECIAL RESOLUTIONS
FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that during the Annual General Meeting of the **TURA BEACH COUNTRY CLUB LIMITED** to be held on Sunday, May 23, 2021 commencing at the hour of 9.00am at the premises of the Club, 5 The Fairway, Tura Beach, New South Wales, the members will be asked to consider and if thought fit pass the resolutions set out below which are proposed as special resolutions.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. Only Life members and financial Sporting members are entitled to vote on the Special Resolutions.
2. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
3. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
4. 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.

FIRST SPECIAL RESOLUTION

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

That the Constitution of Tura Beach Country Club Limited by amended by:

- (a) **deleting** Rule 27.1 and its place inserting the following new rule 27.1:
 - “(a) Subject to Rule 35, and Rule 27.1(b), the Board shall consist of seven (7) directors.*
 - “(b) In addition to the seven (7) directors referred to in Rule 27.1(a) the Board may appoint up to two directors in accordance with clause 31 of the Registered Clubs Regulation. Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution in relation to eligibility to be a director of the Club.”*
- (b) **deleting** from Rule 35.1(f) the words ‘in the case of an elected director’
- (c) **deleting** Rules 28.1(k) and (l) and renumbering the remaining paragraph of rule 28.1 accordingly.
- (d) **inserting** the following new Rule 28.1A immediately after Rule 28.1:
 - “(a) As soon as practicable after the conclusion of each Annual General Meeting the Board shall meet and shall elect from among their number a Chairperson.*
 - “(b) A director elected as the Chairperson shall hold office as the Chairperson until*

- (i) they by resolution of the Board are removed from that position,
 - (ii) resign from that position and remain on the Board,
 - (iii) they cease to be a director, or
 - (iii) the next meeting of the Board held pursuant to Rule 28.1A held after the next annual general meeting,
- whichever occurs first.”
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Notes to Members on First Special Resolution

1. The First Special Resolution proposes to make a number of amendments to the rules in relation to Board of Directors.
 2. Paragraphs (a) and (b) of the First Special Resolution clarifies rules and amendments made in 2018 in relation to “nominated directors”.
 3. Under the *Registered Clubs Act and Regulation*, the Board can appoint up to two directors who are not subject to election. However, those persons must be members of the club. Paragraph (a) clarifies the limits on this power.
 4. Paragraph (c) of the First Special Resolution proposes to eliminate term limits for directors.
 5. The Constitution currently provides that, effectively, a director can only serve a maximum term of approximately six years, being three consecutive two-year terms as the board is elected biennially (every two years). There is capacity then for a fourth consecutive term if certain conditions in the Constitution are satisfied.
 6. There has been a trend in the clubs’ industry, for a reasonable period, that it is becoming more and more difficult to find members who wish to serve on board. Furthermore, a term limit can result in the Club not having the services of a good director. Accordingly, the Board recommend deletion of this rule.
 7. Paragraph (d) of the First Special Resolution proposes to introduce a position of Chairperson.
 8. At a special general meeting on April 8, 2018, special resolutions were passed, one of the effects of which was to remove elected positions on the board.
 9. However, the club still needs a Chairperson as that position has certain roles in the Constitution and under company law generally, the Chairperson will hold the title of Tura Beach Country Club Chairperson not only in board meeting but in the club as general.
 10. If the First Special Resolution is passed, the members will continue to elect the directors, and the directors will elect the Chairperson after each Annual General Meeting.
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SECOND SPECIAL RESOLUTION

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

That the Constitution of Tura Beach Country Club Limited by amended by:

- (a) **inserting** at the end of rule 1.1 the word “*Limited*”.
- (b) **inserting** in Rule 3.1(d) after word “*club*” the word “*Limited*”.
- (c) **deleting** Rule 10.1 and its place inserting the word “*deleted*”.

- (d) **deleting** from rule 11.5 “11.1” and in its place inserting “11”.
- (e) **inserting** the new definition in Rule 3.1 in alphabetical order:
- “Biennial General Meeting” means the annual general meeting of the club held in 2018, and every second annual general meeting thereafter where the board of directors is to be elected.”*
- (f) **deleting** from Rules 28.1(b), (c) and (dd) (which will be rule 28.1(bb) if the First Special Resolution is passed) the word “annual” and in its place inserting the word “Biennial”.
- (g) **deleting** from Rule 35.3 the word “Annual” and in its place inserting the word “Biennial”.
- (h) **inserting** at the start of Rule 36.8(c) the words “in the case of a Biennial General Meeting.”
- (i) **deleting** from Rule 20.2 the words “present in person” and in their place inserting the words “attending the meeting.”
- (j) **inserting** the following new Rule 30.8A:
- “In addition to Rule 30.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends his or her reply email agreeing to the proposed resolution.”*
- (k) **inserting** the following new headings Rules 35.40 and 35.41:

“CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

35.40 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 35.40 will not operate in relation to a meeting called pursuant to a request or requisition of members.”

USE OF TECHNOLOGY FOR GENERAL MEETINGS

35.41 The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting.”

- (l) **deleting** the full stop from Rule 44.1(c) and in its place inserting a semi colon;
- (m) **inserting** the following new Rule 44.1(d):
- by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice;
- (n) **inserting** the following new Rule 44.4
- Where a member is notified of a notice in accordance with Rule 44.1(d), the notice is taken to have been received on the day following that on which the notification was sent.

Notes to Members on Second Special Resolution

1. The Second Special Resolution makes a number of minor drafting amendments to the Constitution.
2. Paragraphs (a) and (b) insert the word “Limited” after the Club’s name in two rules.

3. Paragraph (c) deletes a Rule which refers to maximum numbers of members of a Club set out in the Registered Clubs Act. That Act no longer contains such limits.
4. Paragraph (d) corrects a typographical reference.
5. Paragraphs (e) to (h) update rules to reflect the fact that members now elect the Board biennially – i.e., every 2 years.
6. Paragraph (i) clarifies that a board resolution can be passed by way of email. This is permitted by the Corporations Act.
7. Paragraph (j) amends existing provisions relating to holding and postponing general meetings to bring the Constitution into line with the Corporations Act.
8. Paragraphs (k) to (l) amend the rules in relation to giving notices, including notices of meetings, to members to allow for greater use of technology, for example use of email and text messages to notify members that a notice of meeting is now published on the Club's website. These amendments are proposed to ensure the Constitution reflects the Corporations Act and proposed changes to the Act. However, the Club will still be required to send notices by post to any member who requests this.

Dated: 30/04/2021

By direction of the Board



A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.