

TURA BEACH COUNTRY CLUB LIMITED
ABN 77 151 071 564

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **TURA BEACH COUNTRY CLUB LTD** will be held in the Clubhouse The Fairway, Tura Beach, New South Wales on **Sunday May 28 2023** commencing at **9:30am**.

BUSINESS

1. To confirm the minutes of the last Annual General Meeting held on 29 May 2022.
 2. To receive and consider the financial reports for the financial year ended 31 December 2022.
 3. To receive and consider the Directors' Report for the financial year ended 31 December 2022.
 4. To receive and consider the Auditor's Report on the financial report for the financial year ended 31 December 2022.
 5. To receive and consider other reports included in the Annual Report.
 6. To consider and if thought fit pass the Special Resolution contained in this notice to amend the Club's Constitution.
 7. To consider and if thought fit pass the First Ordinary Resolution contained in this Notice in relation to the costs of Directors benefits.
 8. To consider and if thought fit pass the Second Ordinary Resolution contained in this Notice in relation to the costs of the education of Directors.
 9. To consider and if thought fit pass the Third Ordinary Resolution contained in this Notice in relation to the provision of car park spaces for Directors and office holders of sporting sections.
 10. To consider and if thought fit pass the Fourth Ordinary Resolution contained in this Notice approving honorariums for Directors and other members as set out in Schedule A to this Notice of Meeting.
 11. General business.
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Dated: 2 May 2023

By direction of the Board



Scott MacLean
General Manager

Important Notice regarding Questions for the Annual General Meeting

Members who have any questions regarding the reports or any other matter they wish raised at the Annual General Meeting should submit the question to the General Manager in writing seven days before the date of the Annual General Meeting. This is to allow the Club time to prepare any information which may be required to respond to the question. If you do not do this, it may not be possible to answer your question at the meeting.

Important Notice in relation to Annual Reports

Members can access the annual report on the Club's website www.turabeachcountryclub.com.au or by requesting a copy of the report from the office.

PROCEDURAL MATTERS FOR RESOLUTIONS

INFORMATION FOR MEMBERS

1. The Special Resolution proposes amendments to the Club's Constitution.
2. Life members and financial Sporting members can vote on the Special Resolutions.
3. The First to Fourth Ordinary Resolutions inclusive seek approval from members for directors' expenses and benefits.
4. Life members, financial Sporting members and financial Social members can vote on the First to Fourth Ordinary Resolutions in relation to directors' expenses.
5. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
6. 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.
7. The Board recommends all Resolutions to members.

SPECIAL RESOLUTION

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

That the Rules of Association of Tura Beach Country Club Limited be amended by:

- (a) **deleting** from Rule 3.2(b)(ii) the word "*and*" and **inserting** the word "*or*".

(b) **inserting** the following new Rule 3.2(b)(iii):

“if the Board does not charge a member a subscription, but the member has not renewed their membership by the date set by the Board for the renewal of that membership; and”

(c) **inserting** at the end of Rule 3.2(b) the words *“or until the membership is renewed, whichever is applicable.”*

(d) **inserting** the following new Rules 3.4 and 3.5:

“3.4 A reference to a person being present or participating in a meeting “in person” includes attendance by virtual or electronic means.

3.5 Notwithstanding any other Rule of this Constitution, a reference to a notice be given “in writing” includes writing in hard copy or in electronic form”

(e) **inserting** at the end of Rule 10.7(e) the words *“apart from any resolution under Rule 29.4(d)”*.

(f) **inserting** the following words at the end of Rule 12.1:

“provided that if the applicant has made an electronic/online application for membership, the applicant cannot be admitted to Provisional membership unless and until the person provides to the Club the forms of identification as required by Rule 36 to verify their identity.”

(g) **inserting** the following new Rules 14.7 and 14.8

“14.7 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members on the first day that they enter the Club’s premises during that period.

14.8 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.”

(h) **inserting** into Rule 15.4 after the words *“in writing”* the words *“either in hard copy or created electronically”*.

(i) **inserting** into Rule 15.5 after the words *“application for membership”* the words *“made in a hard copy application”*.

(j) **inserting** the following new Rules 15.8, 15.9 and 15.10 and renumbering the remaining clauses accordingly

“15.8 A person who has lodged an electronic application for membership and who wishes to be a Provisional member must present to an authorized officer of the Club:

(i) the entrance fee and the appropriate annual subscription if any; and

(ii) identification such as (without limitation a current driver’s licence or a current passport) held by that applicant”.

15.9 The authorised officer of the Club shall compare the particulars of the applicant as appearing in the online application with the particulars and identity of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the online application

and in the form of identification correspond, the authorised officer shall note the forms of identification and cause the application to be sent to the Secretary.

15.10 *A person whose online application has been referred to the Secretary in accordance with Rule 15.9 and who has paid the Club the entrance fee (if any) and the first annual subscription (if any) for the class of membership applied for shall become a Provisional member.”*

(k) **inserting** the following new Rule 15.14:

“If an applicant has made application for membership electronically, and has not become a Provisional member, the election by the Board for that person to be a member shall not have any effect unless and until the person provides to the Club the forms of identification as required by Rule 15.8 to verify their identity.”

(l) **deleting** from Rule 20.2 the words *“by a prepaid letter sent by post to the member’s last known address”* and in their place **inserting** *“sent to the member”*.

(m) **deleting** from Rule 20.5 the words *“sent by post to the member’s last know address”* and in their place inserting *“sent to the member”*.

(n) **inserting** in Rule 22 after the words *“or 21”* the words *“or 21A”*.

(o) **inserting** the following new Rules 27.4(d) to (g):

“(d) is disqualified from managing any company under the Act;

(e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

(f) is prohibited 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;

(g) who does not have a Director Identification Number, or who does not provide to the Club, as at the close of nominations or the proposed date of appointment.”

(p) **deleting** from Rule 28.1(h) the words *“additional nominations may with the consent of the nominee or nominees be made at the meeting for the position not so filled”* and in its place **inserting** the words *“all remaining positions will be casual vacancies.”*

(q) **inserting** in Rule 29.11(a) after the words *“to establish”* the words *“and dissolve”*.

(r) **deleting** Rules 31 to 33 and **inserting** the following new Rules:

“MATERIAL PERSONAL INTERESTS OF DIRECTORS

31.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Article 32.

31.2. *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 32.1. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 32 to 33. If there is any inconsistency between the Registered Clubs Accountability Code and those rules, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- 32.2. For the purposes of Rules 32 to 33, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

CONTRACTS WITH TOP EXECUTIVES

- 32.3. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive’s terms of employment; and
 - (b) the roles and responsibilities of the top executive;
 - (c) the remuneration (including fees for service) of the top executive;
 - (d) the termination of the top executive’s employment.
- 32.4. Contracts of employment with top executives:
- (a) will not have any effect until they approved by the Board; and
 - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

- 32.5. Subject to any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 32.6. A “pecuniary interest” in a company for the purposes of Rule 32.5 does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

- 32.7. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
 - (b) any close relative of the Secretary or a manager;
 - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest

LOANS TO DIRECTORS AND EMPLOYEES

32.8l. *The Club must not:*

- (a) *lend money to a director of the Club; and*
- (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

32.9. *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

32.10. *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

32.11. *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*

- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (d) *any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*

32.12. *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 32.11.*

TRAINING DISCLOSURES

32.11. *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*

32.12 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

33. *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."*

Notes to Members on Special Resolution

1. The Special resolution proposes a number of amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act. The Special Resolution also makes a number of other amendments to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.
2. **Paragraphs (a) to (c)** update the definition of Financial member to reflect the fact that the Registered Clubs Act no longer requires a minimum subscription.
3. **Paragraph (d)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology, and that a requirement for the Club to issue a notice in writing includes issuing a notice electronically
4. **Paragraph (e)** clarifies that only golfing members can vote on resolutions under Rule 29.4(d) in relation to the golf course.
5. **Paragraphs (f) and (h) to (k)** update the Constitution in relation to applications for membership, allow application for membership to be lodged electronically, confirm the identification necessary to become a Provisional member and amend the Club's Constitution to reflect the Club's current practice.
6. **Paragraph (g)** updates the Constitution in relation to temporary membership to reflect the Registered Clubs Act.
7. **Paragraphs (l) to (n)** update the rules in relation to notifications for disciplinary proceedings and updates a cross reference.
8. **Paragraph (o)** clarifies the eligibility criteria for members to be elected or appointed to the Board.
9. **Paragraph (p)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, those vacancies will be casual vacancies to be filled by the Board after the Annual General Meeting. The Constitution currently provides that additional nominations may be called from the floor of the meeting.
10. **Paragraph (q)** update the Constitution in relation to sections to confirm the Board's powers in relation to sections.
11. **Paragraph (r)** updates the corporate governance and accountability provisions of the Constitution so that they reflect the current provisions of the Registered Clubs Act.

FIRST ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act the members hereby:

- (s) approve and agree to reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following expenses of the Board of Directors, subject to specific amounts being authorised by the Board of Directors of the Club:
 - (i) Reasonable expenses incurred by Directors either within the Club or elsewhere in relation to their duties, including entertainment of special guests of the Club and other promotional activities approved by the Board, on production of documentary evidence of such expenditure.
 - (ii) Reasonable expenditure on food and beverages incurred by Directors in entertaining members and guests of the Club in the course of their duties as Directors.
 - (iii) Reasonable costs of a meal and beverage for directors attending a Board or Committee meeting where the meeting corresponds to a normal meal time.
 - (t) acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of the Club.
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SECOND ORDINARY RESOLUTION

That pursuant to the Registered Clubs Act the members hereby:

- (a) approve and agree to reasonable expenditure by the Club for the professional development and education of the Board of Directors until the next Annual General Meeting of the Club, subject to specific amounts being authorised by the Board of Directors of the Club.
 - (b) acknowledge that the benefits in paragraph (a) above are not available to members generally, but only for those who are Directors of the Club.
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THIRD ORDINARY RESOLUTION

That pursuant to the Registered Club's Act the members hereby:

- (u) approve the setting aside of designated parking spaces in the Club's premises for the use of the following members:
 - (i) The Directors of the Club;
 - (ii) Elected Office Bearers.
 - (b) acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those members who hold the offices listed in paragraph (a) above.
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FOURTH ORDINARY RESOLUTION

That the members hereby approve the payment of honorariums to Directors and other committee members of the Club for the amounts set out in the column entitled "Proposed" in Schedule A attached to this Notice of Meeting.

NOTES TO MEMBERS IN RELATION TO ORDINARY RESOLUTIONS RELATING TO BENEFITS TO DIRECTORS AND OTHER COMMITTEE MEMBERS (including those in Schedule A)

12. Members of Tura Beach Country Club Limited who are elected to the Board of Directors are asked to give freely their time and receive no formal payment for the onerous responsibilities associated with their positions. In the past, the expenditure described above has been deemed custom and practice. Subject to specific expenses being approved by the Board, these Ordinary Resolutions will, if passed, have the members approve expenditure for the benefit of Directors and Committee Members in the performance of their duties.
 13. The First Ordinary Resolution seeks member approval for expenses incurred by directors in carrying out their duties.
 14. The Second Ordinary Resolution seeks member approval for the Club paying expenses for directors to attend educational seminars and events to assist directors in performing their duties.
 15. The Third Ordinary Resolution seeks member approval to provide directors of the Club and office bearers of sporting sections designated car parking spaces in the Club's car park.
 16. The Fourth Ordinary Resolution seeks member approval for the payment of honorariums to directors and other members as set out in the table being Annexure A to this Notice.
 17. Each of the Ordinary Resolutions has been proposed by the Board and each honorarium in-Schedule A (unless otherwise indicated in that Schedule) is for the same amount as submitted and approved last year.
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SCHEDULE A

PROPOSED 2023 DIRECTORS AND COMMITTEE MEMBERS HONORARIUM PAYMENTS

POSITION	Proposed Amount
Directors	Nil
Bowling Club	Nil
Men's Golf Club	Nil
Ladies Golf Club	
President	\$100
Captain	\$100
Vice-Captain	\$100
Secretary	\$100
Treasurer	\$100
General Committee Member	\$100
General Committee Member	\$100
General Committee Member	\$100