



Murray Downs Golf & Country Club Limited
Licensed under the N.S.W. Liquor Act
Postal Address: P.O. Box 496 SWAN HILL 3585
A.C.N. 003 382 947
E-mail: clubinfo@mdclubs.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Club will be held at the Club premises, Murray Downs Drive, Murray Downs, New South Wales on Tuesday, 21st May 2019 at 8.00pm.

AGENDA

1. To confirm the Minutes of the previous Annual General Meeting.
2. To receive the President's Report.
3. To lay the financial report, directors' report and auditor's report before the meeting for the year ended 31 December 2018.
4. Appointment of an Auditor for 2019-20.
5. Declaration of names of Directors elected.
6. To deal with any other business of which proper notice has been given - Ordinary Resolution I.
7. To receive, consider and vote on the two (2) special resolutions set out below which seek to amend the Constitution of the Club.
8. To deal with any other business that the meeting may approve, of which due notice has not been given.

At the meeting the members will be asked to consider and if thought fit pass the following resolutions which are proposed as an ordinary resolution pursuant to the Corporations Act.

Ordinary Resolution I:

That pursuant to the Registered Club Act;

- (a) The members hereby approve expenditure by the club over the following 12 months for the following activities of Directors in their service as members of the Club's Board of Directors.
 - (i) The reasonable cost of a meal and beverage for each Director before or immediately after Raffle Duty, a Board or Committee Meeting on the day of that meeting.
 - (ii) Reasonable expenses incurred by Directors in relation to other events including entertainment of special guests of the Club and promotional activities in relation to the club for which expenses are approved by the Board before payment is made, on production of invoices, receipts or other proper documentary evidence of such expenditure.
- (b) The provision and marking out of car parking spaces for the exclusive use of Directors, and such other persons as the Directors shall from time to time approve.
- (c) The provision of a Club jacket, shirts and tie as part of a Directors uniform.
- (d) The professional development and education of directors over the following twelve months including:
 - (i) The reasonable cost of directors and their partners attending at the Registered Clubs Association Annual General Meeting.
 - (ii) The reasonable cost of directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (iii) The reasonable costs of directors attending other Clubs or Casinos throughout the State or relevant interstate venues for the purpose of observing their facilities and methods of operation as organised by the club.
 - (iv) A director who represents the Club at venues described under (d) (i), (ii) or (iii) provide a written report within 14 days.
- (e) The members acknowledge that the benefits in paragraphs (a), (b), (c) and (d) above are not available to members generally but only for those who are Directors of the club.

Explanatory Note

Please note this resolution is required under the Registered Clubs Act 1976 and is procedural.

Procedural Matters

1. To be passed, the Ordinary Resolution must receive votes from 50% +1 of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Only Life Members and financial Full Members shall be eligible to vote on the Ordinary Resolution. (all categories of membership except Junior Members are eligible to vote)
3. Under the Registered Clubs Act 1976 members who are employees of the club are not entitled to vote on the Ordinary Resolution.
4. Proxy voting is prohibited by the Registered Clubs Act 1976.
5. Amendments (other than minor typographical corrections which do not alter the substance or effect of the Resolution) will not be permitted from the floor of the meeting.
6. If the Ordinary Resolution is passed it will take effect immediately.
7. The Board of the Club recommends this Resolution to the members.

By direction of the Board



Gregory Roberts
Chief Executive Officer

DIRECTORS' NOMINATIONS

Any Golf & Bowls, Life, or Bowls Members of the Club shall be at liberty to nominate an eligible member to serve as a member of the Board. The nomination, on the prescribed form, shall be signed by the member and his or her proposer and seconder, and lodged with the Chief Executive Officer no later than 6pm, Monday 29 April 2019.

Only Golf & Bowls, Life, or Bowls Members shall be eligible to be appointed to the Board, subject to the condition that no more than two members of the Board are Bowls only members.

In accordance with section 24 and 25 of the Constitution, this year three positions as a Director shall be elected. The three elected Directors shall hold office for a period of three (3) years.

Nomination forms will be available from the Club's Front Reception.

VOTING

If there is more than the required number of nominations a Ballot shall be conducted at the Club premises on the day of the Annual General Meeting, Tuesday 21st May 2019 from 10am and closing at 6pm. Membership cards and photo identification must be produced in order to vote.

FINANCIAL QUERIES

All questions relating to financial reporting should be submitted in writing to The Chief Executive Officer 7 days prior to the Annual General Meeting.

ANNUAL REPORTS

As a result of changes to the Corporations Act 2001 the Club will no longer print 7,000 copies of the Annual Report and send one to each member. In complying with Section 314 of the Corporations Act 2001 the club informs every member that:

- (a) They may elect to receive, free of charge, a copy of the financial reports by contacting the Club. The reports can be sent by either hard copy (mail) or electronic copy (email); or
- (b) They may view the Annual Report from the 30th April 2019 on the Clubs website at www.murraydownsgolf.com.au

SPECIAL RESOLUTIONS PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in favour 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 meeting.
2. **Only Golf & Bowls members, Bowls members, Life members, Country members, Intermediate members, Swan Hill Club Gold members, Swan Hill Club Social members and Social members can vote on the Special Resolutions.**
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
4. The Board of the Club recommends the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

That the Constitution of Murray Downs Golf and Country Club Limited be amended by:

- (a) **deleting** from Rule 4.1(c) the words “Certificate of Registration under the Registered Clubs Act” and in lieu thereof **inserting** the words “club licence under the Liquor Act”.
- (b) **inserting** at the end of Rule 4.1(p) the words “subject to the requirements of the Liquor Act and Registered Clubs Act”.
- (c) **deleting** from Rule 8.3 the words “Part II of the Registered Clubs Act” and in lieu thereof **inserting** the words “the Club of, or the fact that the Club has a liquor licence under the Liquor Act”.
- (d) **deleting** from Rule 8.3 the words “such a certificate” and in lieu thereof **inserting** the words “such a licence”.
- (e) **deleting** Rule 10.1 and in lieu thereof **inserting** the following new Rule 10.1:
“10.1 Deleted”.
- (f) **inserting** at the end of Rule 12.3 the words “if the Provisional member is an applicant for a category of membership which is permitted to do so”.
- (g) **inserting** at the end of Rule 13.3 the words “and to introduce guests into the Club provided that if the Honorary member is also a Full member of the Club, the Honorary member shall be entitled to the playing and social privileges and advantages attributable to that category of membership”.
- (h) **inserting** at the end of Rule 13.4 the word “unless the Honorary member is also a Full member of the Club and entitled to do so”.
- (i) **inserting** into Rule 15.1 the words “Life member, Swan Hill Club Gold member, Swan Hill Club Social member” after the words “other than as a”.
- (j) **deleting** from Rule 21.1 the words “Section 67A of the Registered Clubs Act” and in lieu thereof **inserting** the words “Section 77 of the Liquor Act”.
- (k) **inserting** at the end of Rule 21.1(c) the words “or the Registered Clubs Act”.
- (l) **deleting** from Rule 21.1(g) the words “certificate of registration” and in lieu thereof **inserting** the words “club licence”.
- (m) **inserting** the following new Rules 21.4 and 21.5:
“21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(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.
21.5 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(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.”
- (n) **deleting** Rule 23.12 and in lieu thereof **inserting** the following new Rule 23.12:
“23.12 For the purposes of Rule 23.11(c), “responsible adult” means an adult who is:
(a) a parent, step-parent or guardian of the minor; or

- (b) *the minor's spouse or de facto partner;*
- (c) *for the time being, standing in as the parent of the minor."*
- (o) **deleting** from Rule 26.3(i) the words "Section 41J of the Registered Clubs Act" and in lieu thereof **inserting** the words "Section 41E of the Registered Clubs Act and the Liquor Act".
- (p) **deleting** Rules 28 to 30 inclusive and in lieu thereof **inserting** the following new Rules 28 to 30 inclusive:

"28. MATERIAL PERSONAL INTERESTS OF DIRECTORS

28.1 *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 Rule 28.2.*

28.2 *Subject to Section 195 of 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.*

29. REGISTERED CLUBS ACCOUNTABILITY CODE

29.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 29.*

29.2 *For the purposes of this Rule 29, the following terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

CONTRACTS WITH TOP EXECUTIVES

29.3 *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.*

29.4 *Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

29.5 *Subject to Rule 29.7 and 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.*

29.6 *A "pecuniary interest" in a company for the purposes of Rule 29.5 does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

29.7 *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

29.8 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

29.9 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.

29.10 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

29.11 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.

29.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 29.11.

PROVISION OF INFORMATION TO MEMBERS

29.13 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.

30. INTENTIONALLY DELETED".

(q) **deleting** Rule 32.1(b) and in lieu thereof **inserting** the following new Rule 32.1(b):

"(b) is disqualified for any reason referred to in Section 206B of the Act".

(r) **deleting** from Rule 32.1(e) the words "made under the Act or the Registered Clubs Act" and in lieu thereof **inserting** the words "or declaration made under the Act, Liquor Act or the Registered Clubs Act"

(s) **deleting** from Rule 33.4 the words "one hundred (100) members eligible to vote at the General Meeting or".

Notes to members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Constitution to bring it into line with the Corporations Act, Liquor Act and Registered Clubs Act.

2. **Paragraphs (a), (c) and (d)** delete references to the certificate of registration which was previously held by the Club and insert references to the club licence which replaced the certificate of registration and is now held by the Club,
3. **Paragraph (b)** inserts appropriate references to the *Liquor Act* and the *Registered Clubs Act*.
4. **Paragraph (e)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer limits the maximum number of members for registered clubs.
5. **Paragraph (f)** clarifies that a Provisional member can only introduce guests into the Club if the Provisional member is an applicant for a category of membership which is permitted to introduce guests.
6. **Paragraph (g) and (h)** clarify that Honorary members who are also Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
7. **Paragraph (i)** inserts appropriate references to Life members, Swan Hill Club Gold members and Swan Hill Club Social members.
8. **Paragraphs (j) to (m) inclusive** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the *Liquor Act*.
9. **Paragraph (n)** amends the definition of "responsible adult" to reflect the definition contained in the *Liquor Act*.
10. **Paragraph (o)** amends a cross reference to the *Registered Clubs Act* and inserts an appropriate reference to the *Liquor Act*.
11. **Paragraph (p)** amends existing provisions relating to corporate governance and accountability to bring the Constitution into line with the *Registered Clubs Act* and *Registered Clubs Regulation*.
12. **Paragraphs (q) and (r)** amend existing provisions relating to the circumstances in which directors automatically vacate office to bring the Constitution into line with the *Corporations Act*, *Liquor Act* and *Registered Clubs Act*.
13. **Paragraph (s)** amends an existing provision relating to the calling of general meetings on the request of members to bring the Constitution into line with the *Corporations Act* which now provides that a requisition by members for a general meeting must be supported by five percent (5%) of the voting membership and does away with the alternative of one hundred (100) members supporting the requisition.

SECOND SPECIAL RESOLUTION

That the Constitution of Murray Downs Golf and Country Club be amended by:

- (a) **deleting** from Rule 3.1(l) the figure "10.3" and in lieu thereof **inserting** the figure "10.2".
- (b) **deleting** Rule 10 and in lieu thereof **inserting** the new Rule 10:

"10. MEMBERSHIP

10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Sporting member in accordance with this Constitution.

10.2 Unless otherwise determined by the Board and subject to Rule 10.4, the Full membership of the Club shall be divided into the following categories:

- (a) Country Club Life membership; and
- (b) Country Club Sports – Golf & Bowls membership;
- (c) Country Club Sports – Golf membership;
- (d) Country Club Sports – Bowls membership;
- (e) Sports membership;
- (f) Junior Sports membership;
- (g) Social membership;
- (h) Swan Hill Club Gold members;
- (i) Swan Hill Club Social members.

10.3 Persons who are not Full members may, in accordance with this constitution, be admitted to the Club as;

- (a) Provisional members;

(b) Honorary members; and

(c) Temporary members.

10.4 The Board shall have the power by way of by-law to:

(a) create sub categories of each category of Full membership referred to in Rule 10.2; and

(b) determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership,

provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.

10.5 The number of Full members that have the right to vote in the election of the board shall be not less than sixty (60) percent of all Full members of the Club.

COUNTRY CLUB SPORTS – GOLF & BOWLS MEMBERS

10.6 Country Club Sports – Golf & Bowls members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Golf & Bowls membership.

10.7 Country Club Sports members - Golf & Bowls are entitled to:

(a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and

(b) use of the Club's bowling and golfing facilities as determined by the Board from time to time;

(c) attend and vote at Annual General Meetings and General Meetings of the Club;

(d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;

(e) vote in the election of the Board;

(f) vote on any special resolution to amend this Constitution;

(g) propose, second or nominate any eligible member for any office of the Club;

(h) propose, second or nominate any eligible member for Country Club Life membership;

(i) introduce guests to the Club.

COUNTRY CLUB SPORTS – GOLF MEMBERS

10.8 Country Club Sports - Golf members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Golf membership.

10.9 Country Club Sports – Golf members are entitled to:

(a) subject to Rule 10.10, such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and

(b) use of the golfing facilities at the Club as determined by the Board from time to time;

(c) attend and vote at Annual General Meetings and General Meetings of the Club;

(d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;

(e) vote in the election of the Board;

(f) vote on any special resolution to amend this Constitution;

(g) propose, second or nominate any eligible member for any office of the Club;

(h) propose, second or nominate any eligible member for Country Club Life membership;

(i) introduce guests to the Club.

10.10 Unless otherwise determined by the Board, Country Club Sports – Golf members shall not be entitled to use the bowling facilities of the Club unless they have paid the appropriate green fees as determined by the Board from time to time.

COUNTRY CLUB SPORTS – BOWLS MEMBERS

- 10.11 Country Club Sports - Bowls members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Country Club Sports – Bowls membership.
- 10.12 Country Club Sports- Bowls members are entitled to:
- (a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
 - (b) subject to Rule 10.13, use of the bowling facilities at the Club as determined by the Board from time to time;
 - (c) attend and vote at Annual General Meetings and General Meetings of the Club;
 - (d) subject to any restrictions contained in this Constitution, nominate for and be elected or appointed to hold office on the Board;
 - (e) vote in the election of the Board;
 - (f) vote on any special resolution to amend this Constitution;
 - (g) propose, second or nominate any eligible member for any office of the Club;
 - (h) propose, second or nominate any eligible member for Country Club Life membership;
 - (i) introduce guests to the Club.
- 10.13 Unless otherwise determined by the Board, Country Club Sports – Bowls members shall not be entitled to use the golfing facilities of the Club unless they have paid the appropriate green fees as determined by the Board from time to time.

COUNTRY CLUB LIFE MEMBERS

- 10.14 A Country Club Life member shall be any member of the Club who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Country Club Life membership of the Club in accordance with this Constitution.
- 10.15 Country Club Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.16 Candidates for Country Club Life membership shall be proposed by one and seconded by another Country Club Sports – Golf & Bowls member, Country Club Sports – Golf member, Country Club Sports – Bowls member or Country Club Life member.
- 10.17 Provided a nomination for Country Club Life membership is first approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of nomination shall be given to all members eligible to vote at that meeting.
- 10.18 If a nomination for Country Club Life membership is not approved by the Board the nomination shall not be submitted to a general meeting.
- 10.19 If a nomination for Country Club Life membership is approved by a resolution passed by not less than a two-thirds (2/3) majority of the members present and voting at the general meeting the person nominated shall thereby be a Country Club Life member of the Club.
- 10.20 Every Country Club Life member shall be entitled to all rights and privileges of a Country Club Sports member – Golf & Bowls provided that:
- (a) any person admitted to Country Club Life membership pursuant to the Amalgamation will have the rights and privileges set out in the Deed of Amalgamation entered into by the Club for the purposes of the Amalgamation; and
 - (b) any member admitted to Country Club Life membership after 16 October 2011, shall continue to be entitled to the rights and privileges of the category of membership from which they were elected to Country Club Life membership.
- 10.21 A Country Club Life member is relieved from the payment of any annual subscriptions, provided however, any member admitted to Country Life membership after 16 October 2011, shall only be relieved from the

payment of the annual subscription in respect of the category of membership from which they were elected to Life membership.

10.22 For the purposes of the Amalgamation, any person who was a Life member of the Swan Hill Club shall be admitted as a Country Club Life member of the Club and the provisions of Rules 10.14 to 10.19 inclusive shall not apply in respect of the admittance of that person to Country Club Life membership of the Club.

10.23 For the purposes of Rule 10.14, membership of and service to the Swan Hill Club shall be deemed to be membership of and service to the Club.

SPORTS MEMBERS

10.24 Sports members shall be persons who have attained the age of eighteen (18) years and who have been elected or transferred to Sports membership.

10.25 Sports members shall be entitled to:

- (a) such playing and social privileges and advantages of the Club as determined by the Board from time to time;
- (b) attend and vote at Annual General Meetings and General Meetings of the Club;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) introduce guests to the Club.

10.26 Sports members shall not be entitled to:

- (a) nominate for or be elected to hold office on the board;
- (b) propose, second or nominate any eligible member for any office of the Club;
- (c) propose, second or nominate any eligible member for Country Club Life membership;

JUNIOR SPORTS MEMBERS

10.27 Junior Sports members shall be persons who have not attained the age of eighteen (18) years and have been elected to Junior Sports membership of the Club.

10.28 A person shall not be admitted as a Junior Sports member of the Club unless the Board:

- (a) is satisfied that the person is joining the Club for the purposes of participating in regular sporting activities organised by the Club; and
- (b) has received from that person's parent or guardian written consent to that person becoming a Junior Sports member of the Club and taking part in the sporting activities organised by the Club;
- (c) is satisfied that the person will take part in regular sporting activities organised by the Club.

10.29 Subject to the provisions of the Registered Clubs Act, a Junior Sports member shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time but shall not be entitled to:

- (a) attend or vote at any meeting of the Club; or
- (b) nominate for or be elected to hold office on the Board;
- (c) vote on any special resolution to amend this Constitution;
- (d) propose, second or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible member for Country Club Life membership;
- (f) introduce guests to the Club.

10.30 Upon attaining the age of eighteen (18) years a Junior Sports member shall be transferred to another category of membership for which the Junior Sporting member has the necessary qualifications pursuant to Rule 11.2.

SOCIAL MEMBERS

10.31 Social members shall be persons who have attained the age of eighteen (18) years and who have been elected or transferred to Social membership of the Club.

10.32 Social members are entitled to:

- (a) such playing rights and social privileges and advantages of the Club as determined by the Board from time to time; and
- (b) attend and vote at Annual General meetings and General Meetings of the Club;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) introduce guests to the Club.

10.33 Social members are not entitled to;

- (a) unless otherwise determined by the Board, use any sporting facilities of the Club without payment of the appropriate green fees as determined by the Board from time to time;
- (b) nominate for or be elected to hold office on the Board;
- (c) propose, second or nominate any eligible member for any office of the Club;
- (d) propose, second or nominate any eligible member for Country Life membership.

SWAN HILL CLUB GOLD MEMBERS

10.34 Swan Hill Club Gold members shall be those persons who are admitted as Swan Hill Club Gold members in accordance with Rule 15A(b).

10.35 Swan Hill Club Gold members shall be entitled to:

- (a) the rights and privileges of Social members referred to in Rule 10.32; and
- (b) stand for and be elected or appointed to the Advisory Committee;
- (c) vote in the election of the Advisory Committee.

SWAN HILL CLUB SOCIAL MEMBERS

10.36 Swan Hill Club Social members shall be those persons who are admitted as Swan Hill Club Social members in accordance with Rule 15A(c).

10.37 Swan Hill Club Social members shall be entitled to the rights and privileges of Social members under this Constitution.

- (c) **deleting** from Rules 11.1,12.4, 17.1(g),18.1(a)(v) and 20.4(g) the words “Life membership” and in lieu thereof **inserting** the words *Country Club Life membership*”.
- (d) **deleting** from Rules 11.2, 15.4(f) and 23.1 the words “Junior member” and in lieu thereof **inserting** the words “Junior Sports member”.
- (e) **deleting** from Rule 16.3 the words “to the class of Club or Bowls membership shall pay” and in lieu thereof **inserting** the words “to any class of membership shall pay such”.
- (f) **deleting** from Rule 24.1 the words “provided however that no more than two (2) members of the Board shall be Bowls members and that the President of the Board must be a Golf & Bowls member or Life member” and in lieu thereof **inserting** the words “provided however that no more than two (2) members of the Board shall be Country Club Sports - Bowls members and that the President of the Board must be a Country Club Sports - Golf & Bowls member or Country Club Life member.”
- (g) **deleting** Rule 24.2 and in lieu thereof **inserting** the following new Rule 24.2:
 - “24.2 Subject to Rule 24.3, the following members, provided they have been financial members of the Club for a consecutive period of at least twelve (12) months, shall be entitled to stand for and be elected or appointed to the Board:

- (a) Country Club Sports – Golf & Bowls members; and
 - (b) Country Club Sports – Golf members; and
 - (c) Country Club Sports –Bowls members; and
 - (d) Country Club Life members;
- (h) **deleting** from Rule 25.2(d) the words “Golf & Bowls members, Bowls members or Life members” and in lieu thereof **inserting** the words “Country Club Sports – Golf & Bowls members, Country Club Sports - Golf members, Country Club Sports – Bowls members or Country Club Life members”.
- (i) **inserting** the following new Rules 26.3(p) and (q):
- “(p) To create sub categories of each category of Full membership in accordance with Rule 10.4; and
 - (q) To determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership in accordance with Rule 10.4.
- (j) **inserting** the following new Rules 26.11(e) and (f) and **renumbering** the remaining provisions of Rule 26.11 accordingly:
- “(e) the sub categories of each category of Full membership in accordance with Rule 10.4; and
 - (f) the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership in accordance with Rule 10.4.”
- (k) **deleting** Rule 44.1 and in lieu thereof inserting the following new Rule 44.1:
- “44.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Only Country Club Sports – Golf & Bowls members, Country Club Sports – Golf members, Country Club Sports – Bowls members, Country Club Life members, Sports members, Social members, Swan Hill Club Gold members and Swan Hill Club Social member can vote on any Special Resolution to amend this Constitution.”

Notes to Members on the Second Special Resolution

2. The Second Special Resolution proposes to:
- (a) amend the categories of Full membership of the Club; and
 - (b) provide the Board with the power to create the sub categories of each category of Full membership and determine the eligibility requirements and the playing rights and social privileges and advantages for each of those sub-categories of Full membership.
- Categories of Full membership**
3. The Constitution provides that categories of Full membership of the Club are Golf & Bowls Members, Bowls Members, Foundation Members, Life Members, Country Members, Intermediate Members, Junior Sporting Members, Social Members, Swan Hill Club Gold Members and Swan Hill Club Social Members.
4. The Second Special Resolution proposes to amend the categories of Full membership so that the categories of Full membership of the Club are Country Club Sports - Golf & Bowls Members, Country Club Sports – Golf members, Country Club Sports - Bowls Members, Country Club Life Members, Sports Members, Junior Sporting Members, Social Members, Swan Hill Club Gold Members and Swan Hill Club Social Members.
5. In effect, the changes to the categories of Full membership are as follows:
- (a) Golf & Bowls membership, Bowls membership, Life membership have been renamed as Country Club Sports – Golf & Bowls membership, Country Club Sports – Bowls membership and Country Club Sports Life membership respectively.
 - (b) Country Club Sports – Golf membership has been introduced into the Constitution for Country Club Sports members who wish to use the golfing facilities of the Club only (and not the bowling facilities of the Club).
 - (c) Intermediate membership and Country Club membership will cease to be categories of membership of the Club and instead they will become sub-categories of Sports membership. Intermediate members and Country members will be transferred to Sports membership as and from the date of the Annual General Meeting.

- (d) Foundation membership has been removed from the Club's Constitution. In this regard, Foundation members will be continue to be recognised by the Club as the first members of the Club but this category is no longer required in the Constitution because all of the Foundation members have voluntarily transferred to other categories of Full membership of the Club (namely Country Club Life membership and Country Club Sports – Golf & Bowls membership).

Rights and Entitlements of Full Members

6. The rights and entitlements of the existing categories of Full membership (including the renamed and consolidated categories of Full membership) remain unchanged.
7. Country Club Sports – Golf members will have “full membership rights” excluding use of the Club's bowling facilities.
8. The rights and entitlements for the categories of Full membership are set out in the proposed new Rule 10 (see paragraph (a) of the Second Special Resolution).

Composition of the Board

9. The Constitution currently provides that:
- (a) no more than two (2) directors on the Board can be Bowls members; and
 - (b) the President must be either a Life member or a Golf & Bowls member.
10. The Second Special Resolution retains those qualifications by providing that:
- (a) no more two (2) members of the Board shall be Country Club Sports - Bowls members; and
 - (b) the President of the Board must be a Country Club Sports - Golf & Bowls member or Country Club Life member.

Creation of Sub Categories of Full membership

11. The Second Special Resolution also proposes to provide the Board with the power by way of by law to:
- (a) create sub categories of each category of Full membership; and
 - (b) determine the eligibility requirements and the playing rights and social privileges and advantages for each sub-category of Full membership,
- provided that any by-law dealing with the above matters must not be inconsistent with this Constitution and the rights of each category of Full membership.*
12. For example, this power would allow the Board to create Seven Day Golf membership and Six Day Golf membership as sub categories of Country Club Sports – Golf membership.
13. However, the Board's power to create sub-categories of membership is subject to the provisions of the Constitution.
14. For example, the Club could not:
- (a) change the rights and entitlements of the categories of Full membership listed in the Constitution; and
 - (b) create a new sub-category of Sports membership where the members of that sub-category are permitted to stand for and be elected or appointed to the Board because such a by-law would be inconsistent with the Club's Constitution which restricts Sports members from holding office as directors of the Club.
15. The Board recommends this amendment because it will enable the Board to create and introduce new sub-categories of membership which reflect the requirements of the Club's membership and the “market trends” for golf clubs without having to amend the Constitution

Dated: 26th March 2019

By direction of the Board



Gregory Roberts
Chief Executive Officer