



Murray Downs Golf & Country Club Limited

Licensed under the N.S.W. Liquor Act

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the Club will be held at the Club premises, Murray Downs Drive, Murray Downs, New South Wales on Tuesday, 24 May 2022 at 7:30pm.

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 2021.
4. Appointment of an Auditor for 2022-2023.
5. Declaration of names of Directors elected.
6. To deal with any other business of which proper notice has been given - Ordinary Resolution 1.
7. To deal with any other business of which proper notice has been given - Ordinary Resolution 2.
8. To deal with any other business of which proper notice has been given - Special Resolution 1.
9. 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 resolution which is proposed as an ordinary resolution pursuant to the Corporations Act.

ORDINARY RESOLUTION 1

That the parcel of land owned by the Murray Downs Golf and Country Club Limited located between the first hole and the third hole of the golf course, being the whole of the land delineated on the plan displayed below (which form part of this Resolution) be hereby declared not to be core property, i.e., that it hereby become "non core" property of the Club pursuant to section 41J of the Registered Clubs Act.



Notes to Members on Ordinary Resolution I

Disposal of Club land

1. Under section 41J of the Registered Clubs Act ("the Act") land owned or occupied by the Club is divided into "core" and "non-core" property.
2. "Core property" is defined in section 41J of the Act as any real property owned or occupied by the Club that comprises
 - (a) the licensed premises of the Club
 - (b) any facility provided by the Club for the use of Club members and their guests and
 - (c) any other property of the Club which is declared by the members to be core property.but does not include any land which is declared by the members not to be core property
- See paragraph 5 below.
3. Non-core property is any land which is not core property.
4. The difference between core property and non-core property include that:
 - (a) core property can only be disposed of by the Club with the authority of a resolution passed by the ordinary members of the Club and then only by way of public auction or open tender; and
 - (b) non-core property can be disposed of by the Board of the Club without the need for members' approval and by such methods as the Board considers appropriate such as private sale, lease, expressions of interest, etc.
5. The ordinary members of the Club can, by passing an appropriate ordinary resolution at a general meeting or Annual General Meeting, declare any core property to no longer be core property and, therefore by that declaration, that property:
 - (a) becomes non-core property for the purposes of section 41J of the Act; and
 - (b) can be disposed of by the Board without members' approval.
6. For the purposes of section 41J of the Act, "ordinary members" means all members of the Club apart from Honorary, Temporary and Provisional members. This means that all members, apart from Honorary, Temporary, Provisional and Junior members, can attend the meeting and vote on Ordinary Resolution I.
7. If Ordinary Resolution I is passed, part of the land owned by the Club as shown on the plan, will be non-core property of the Club.
8. Accordingly, if the First Ordinary Resolution is passed, the Board will be able to dispose of that land (hereafter referred to as the "Proposed Non-Core Property") by way of a lease or sale.

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

ORDINARY RESOLUTION 2:

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, and their partner, 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 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 and their partners 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 and their partners 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.

Notes to Members on Ordinary Resolution 2

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.
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At the meeting, the members will be asked to consider and if thought fit pass the following resolution which is proposed as a special resolution pursuant to the Corporations Act.

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.
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SPECIAL RESOLUTION I

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

- (a) **adding** to Rule 12.4 g) the words *“unless determined by the Board from time to time”*.
- (b) **deleting** Rule 15.4 d) and in lieu thereof **inserting** the following new Rule 15.4 d):
“15.4 d) Deleted”.
- (c) **deleting** from Rule 15.8 the words *“and address”*.
- (d) **deleting** from Rule 16.1 the words *“provided that the annual subscription shall not be less than \$2.00 (excluding Goods & Services Tax)”*.
- (e) **deleting** Rule 18.1 a) ii. and in lieu thereof **inserting** the following new Rule 18.1 a) ii.:
“18.1 a) ii. Deleted”.

Notes to members on Special Resolution 1

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. **Paragraph (a)** will allow the club to run certain promotions to attract new members and allow them to participate in certain approved promotions.
3. **Paragraph (b)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the occupation of an applicant to be collected on application for registered clubs.
4. **Paragraph (c)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the address of an applicant to be displayed on the notice board for registered clubs.
5. **Paragraph (d)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the annual subscription to be a minimum of \$2.00 for registered clubs.
6. **Paragraph (e)** deletes a provision which is no longer required. In this regard, the *Registered Clubs Act* no longer requires the occupation of an applicant to be kept on a register for registered clubs.

Dated: 29 March 2022

By direction of the Board



Gregory Roberts
Chief Executive Officer

DIRECTORS' NOMINATIONS

Any Country Club Sports – Golf & Bowls, Country Club Sports – Golf, Country Club Sports – Bowls or Country Club Life 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 2 May 2022.

Only Country Club Sports – Golf & Bowls, Country Club Sports – Golf, Country Club Sports – Bowls or Country Club Life Members shall be eligible to be appointed to the Board, subject to the condition that no more than two members of the Board are Country Club Sports -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 24 May 2022, 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 3 May 2022 on the Club's website at www.murraydownsgolf.com.au