

KIAMA GOLF CLUB LIMITED
ACN 000 994 589

NOTICE OF SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that at the Annual General Meeting of **KIAMA GOLF CLUB LIMITED** to be held on 4th May 2025 commencing at 9.00 am at the premises of the Club, 79-81 Oxley Avenue, Kiama Downs, New South Wales the members will be asked to consider and if thought fit pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

1. To be passed, the 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 Life members and financial Full members can vote on the Special Resolution.**
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 Resolution to members.

SPECIAL RESOLUTION

That the Constitution of Kiama Golf Club Limited be amended by:

- (a) **deleting** Rules 3(a)(viii) and (ix), **inserting** the following new Rule 3(a)(viii) and **renumbering** Rule 3(a) accordingly:
“(viii) To hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club”.
- (b) **inserting** into Rule 3(a)(x) the words *“subject to the requirements of the Liquor Act and Registered Clubs Act”* before the words *“to sell”*.
- (c) **inserting** the following new Rule 7A(f):
“(f) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power”.
- (d) **deleting** from Rule 8 the definitions *“Financial member”* and *“Member”* and **inserting** the following new definitions into Rule 8:
“Financial member” means a member who has renewed their membership and paid all joining fees, subscriptions and levies to the Club by the relevant dates.
“Liquor or Gaming Policy” means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation”.
“Member” means a person who is an Ordinary Member or Life member of the Club.
- (e) **deleting** Rule 15(b) and **inserting** the following new Rule 15(b):
“(b) Subject to any restrictions contained in this Constitution, Full members are entitled to:
 - (i) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
 - (ii) attend and vote at general meetings (including Annual General Meetings) of the Club;*
 - (iii) nominate for and be elected to hold office on the Board;*
 - (iv) vote in the election of the Board*
 - (v) vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (vi) propose, second, or nominate any eligible member for any office of the Club;*
 - (vii) propose, second or nominate any eligible member for Life membership;*
 - (viii) introduce guests to the Club”.*

- (f) **deleting** Rule 16(b), **inserting** the following new Rules 16(b) and (c) and **renumbering** the remaining provisions of Rule 16 accordingly:
- “(b) *Subject to any restrictions contained in this Constitution, Social members are entitled to:*
- (i) *such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
 - (ii) *attend and vote at general meetings (including Annual General Meetings) of the Club to vote in the election of the Board, on honorariums and on any other matter where otherwise permitted or required by law.*
 - (iii) *nominate for and be elected to hold office on the Board (noting that Social members may only hold a maximum of two non executive positions on the Board);*
 - (iv) *vote in the election of the Board;*
 - (v) *introduce guests to the Club*
- (c) *Social members are not entitled to:*
- (i) *subject to Rule 16(b)(ii), attend and vote at general meetings (including Annual General Meetings) of the Club;*
 - (ii) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (iii) *propose, second, or nominate any eligible member for any office of the Club;*
 - (iv) *propose, second or nominate any eligible member for Life membership”.*
- (g) **deleting** Rule 18(b) and (c), **inserting** the following new Rule 18(b) and **renumbering** the remaining provisions of Rule 18 accordingly:
- “(b) *Subject to any restrictions contained in this Constitution, Cadet members are entitled to:*
- (i) *such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and*
 - (ii) *attend and vote at general meetings (including Annual General Meetings) of the Club;*
 - (iii) *nominate for and be elected to hold office on the Board;*
 - (iv) *vote in the election of the Board*
 - (v) *vote on any Special Resolution (including a Special Resolution to amend this Constitution);*
 - (vii) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership;*
 - (viii) *introduce guests to the Club”.*
- (h) **deleting** from Rule 21(a) the words “*in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater*” and **inserting** the words “*is not less than such*”.
- (i) **inserting** the following new Rule 22(f):
- “(f) *The Secretary may refuse a Provisional member admission to the Club or remove a Provisional member from the Club’s premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club”.*
- (j) **deleting** Rule 25 and **inserting** the following new Rule 25:
- “25. (a) *A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.*
- (b) *Without limiting the powers of the Board, the Board will determine:*
- (i) *the form and particulars of the application form; and*
 - (ii) *how the application form is to be submitted (that is, in person, by post and/or electronically);*

- (iii) *if the initial joining fee and subscription must be paid when submitting their application form;*
 - (iv) *in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.*
- (c) *After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.*
- (d) *All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.*
- (e) *An applicant can only be admitted to membership if:*
 - (i) *they satisfy the eligibility requirements for the relevant category of membership; and*
 - (ii) *at least fourteen (14) days have passed since the applicant applied for membership; and*
 - (iii) *Rule 25(c) has been complied with;*
 - (iv) *the Board or election committee resolves to admit the applicant to membership.*
- (f) *If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.*
- (g) *Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club".*
- (k) **deleting** from Rule 28A(a)(iii) the words "*the Liquor Act*" and **inserting** the words "*the Liquor Act or any other applicable law*".
- (l) **inserting** into Rule 28A(a)(vii) the words "*by law*" after the words "*club licence*".
- (m) **deleting** Rule 38 and **inserting** the following new Rule 38:
"**38. Deleted**".
- (n) **deleting** Rule 45(f) and **inserting** the following new Rule 45(f):
"**(f)** *was an employee of the Club during the five years (5) immediately preceding the proposed date of election or appointment to the Board*".
- (o) **inserting** the following new Rule 49(p):
"**(p)** *does not hold a Director Identification Number*".
- (p) **deleting** Rule 104 and **inserting** the following new Rule 104:
"**104. (a)** *Without limiting the provisions of the Act, a notice (including a notice of general meeting or Annual General Meeting) may be given by the Club to any member either:*
 - (i) *personally; or*
 - (ii) *by sending it to the residential, postal or email address of the member;*
 - (iii) *by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*
- (b)** *Where a notice is:*
 - (i) *personally given to a member in accordance with Rule 104(a)(i), it is deemed to be received on the day the member is given the notice; and*

- (ii) *sent to a member in accordance with Rule 104(a)(ii), it is deemed to be received by the members on the day following that on which the notice was sent;*
- (iii) *sent to a member in accordance with Rule 104(a)(iii), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice”.*

Notes to Members on the Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraphs (a) and (b)** slightly amend the objects of the Club to bring them into line with the Gaming Machines Act, Liquor Act and Registered Clubs Act.
3. **Paragraph (c)** clarifies that the Club can implement and enforce liquor and gaming policies.
4. **Paragraph (d)** amends the definitions used in the Club's Constitution.
5. **Paragraphs (e) to (g)** amends existing provisions relating to Full members, Social members and Cadet members to better clarify the membership rights of those categories of membership. The membership rights of those categories of membership remain unchanged.
6. **Paragraph (h) and (i)** amend existing provisions relating to Temporary members and Provisional members to bring them into line with the Registered Clubs Act.
7. **Paragraph (j)** amends existing provisions relating to applications for membership to allow persons to apply for membership electronically and in person.
8. **Paragraphs (k) and (l)** amend existing provisions relating to the removal of persons from the Club's premises to bring them into line with the Liquor Act.
9. **Paragraph (m)** deletes a duplicated provision which is not required.
10. **Paragraph (n)** clarifies that a member will not be entitled to hold office on the Board if they were an employee of the Club during the five years (5) immediately preceding the proposed date of election or appointment to the Board.
11. **Paragraph (o)** clarifies that a director will vacate office as a director if they do not hold a Director Identification Number. This is consistent with the Corporations Act.
12. **Paragraph (p)** amends existing provisions relating to notices to members to bring them into line with the Corporations Act.

Dated:

By direction of the Board

David Rootham
Chief Executive Officer