

SURFERS PARADISE GOLF CLUB LIMITED

A.B.N. 70 010 077 246

EXPLANATORY MEMORANDUM – GENERAL MEETING 20 MAY 2019

Notice of a General Meeting, business item 2, calls for the Members to consider and resolve the following two special resolutions proposed by the Board to amend the Constitution.

Resolution 1 relates to membership categories and Resolution 2 is contingent on Resolution 1 being adopted.

Resolution 2 includes voting rights for the new 5 day class of membership but excludes their right to be a Director.

Resolution 1 – Summary of Proposal

To delete the Full member and Associate class of memberships to be replaced by the gender neutral categories of 7 day and 5 day member

Voting rights and eligibility to be a Director remain open to 7 day Members only.

Resolution 1 - To consider, and if thought fit, pass the following special resolution.

Reference throughout the Constitution to the words "his and her" "him and her" have been changed to the words "their" and "them" as appropriate.

Rule 2 (1) Definitions and Interpretations

Delete

"Member" shall mean Full Member and Full Member A, B or C.

Insert

"Member" shall mean 7 day Member A and 7 day Member B.

Rule 6 (2) Classes of Members

Delete

- (b) Full Members; and
- (c) Full Members A; and
- (d) Full Members B; and
- (e) Full Members C; and
- (f) Provisional members; and
- (g) Honorary members; and

- (h) Visiting members; and
- (i) Temporary members; and
- (j) Restricted Golf Playing members; and
- (k) Associate members classified similarly to (a), (d), (e), (f), (g), (h), (j); and
- (l) Junior members; and
- (m) Social members; and

Insert

- (b) 7 day Members A; and
- (c) 7 day Members B; and
- (d) 5 day Members A; and
- (e) 5 day Members B; and
- (f) Provisional members; and
- (g) Honorary members; and
- (h) Visiting members; and
- (i) Temporary members; and
- (j) Restricted Golf Playing members; and
- (k) Junior members; and
- (l) Social members; and

Delete (n)

Insert (m)

Rule 6 (3) Classes of Members

Delete

(3) Employees and full time contractors of the Club shall only be eligible for membership as a sub-class of Restricted Golf Playing member, see Rule 7(7)(j), with the rights and privileges as determined by the Board from time to time or as an Associate member.

Insert

(3) Employees and full time contractors of the Club shall only be eligible for membership as a sub-class of Restricted Golf Playing member, see Rule 7(7)(j), with the rights and privileges as determined by the Board from time to time.

Rule 7 Members Rights and Privileges

Delete

(1) Honorary Life Members, Full Members and Full Members A, B and C only shall be entitled to all privileges connected therewith.

Insert

(1) Honorary Life Members, 7 day Members A and 7 day Members B only shall be entitled to all privileges connected therewith.

Delete

(5) Subject to sub-rule (4) Full Members, Full Members B and Associate members who have attained the age of sixty-five (65) years and who have been financial members of the Club for twenty (20) consecutive years, or for twenty-five (25) years in aggregate, shall be entitled to a rebate of one third of the amount of the annual subscription applicable to their particular class of membership.

Insert

(5) (a) Subject to sub-rule (4) 7 day Members A and 5 day Members A who have attained the age of sixty-five (65) years and who have been financial members of the Club for twenty (20) consecutive years, or for twenty-five (25) years in aggregate as a 7 day Member A or a 5 day Member A respectively, shall be entitled to a rebate of one third of the amount of the annual subscription applicable to their particular class of membership; and

(b) a 7 Day Member A who applies to change their status to 5 Day member B then applies to change their status back to 7 Day Member A subject to the terms and conditions of Rule 13(2) and provided their financial membership has been continuous shall after a combined twenty (20) years as a 7 Day Member A be entitled to a rebate of one third of the amount of the annual subscription applicable to that particular class of membership.

Delete

(7) (a) following the words "in the same manner as" "Full Members A"

Insert

Following the words "in the same manner as" "7 day Members A"

Delete

(7) (b) **Full Members—**

(i) This class of membership closed for new applications at 8pm Monday October 17th 2011; and

(ii) financial Full Members at 8pm Monday October 17th 2011 shall be entitled to re-join this class of membership after resignation and shall pay such re-admission fee as the Board shall determine. See Rule 13(4); and

(iii) Full Members shall be liable to pay such annual subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a Full Member; and

Insert

(7) (b) 7 Day Members A—

- (i) This class of membership closed for new applications at 8pm Monday October 17th 2011; and
- (ii) former financial Full Members A, Full members B and Associate members at 8pm Monday October 17th 2011 shall be entitled to join this class of membership after resignation and shall pay such re-admission fee as the Board shall determine. See Rule 13(4); and
- (iii) financial 7 Day Members A shall be entitled to re-join this class of membership after resignation and shall pay such re-admission fee as the Board shall determine. See Rule 13(4); and
- (iv) 7 Day Members A shall be liable to pay such annual subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a 7 Day Members A; and

Delete

(7) (c) Full Members A—

- (i) This class of membership opened for new applications at 8pm Monday October 17th 2011; and
- (ii) unless an intending member is qualified to apply for any other class of membership that person shall apply for Full Membership A and if elected shall be liable to pay such entrance fee subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a Full Member A; and

Insert

(7) (c) 7 Day Members B—

- (i) This class of membership opened for new applications at 8pm Monday October 17th 2011; and
- (ii) unless an intending member is qualified to apply for any other class of membership that person shall apply for 7 Day Member B and if elected shall be liable to pay such entrance fee subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a 7 Day Member B; and

Delete

(7) (d) Full Members B—

- (i) This class of membership opened for new applications from 8pm Monday October 12th 2015; and applies to Associate members who were financial members at 8pm Monday October 17th 2011; and
- (ii) financial Associate members at 8pm Monday October 17th 2011 shall be entitled to re-join this class of membership after resignation and shall pay such re-admission fee as the Board shall determine. See Rule 13(4); and
- (iii) Full Members B shall be liable to pay such annual subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a Full Member; and

(iv) provisions of sub-rule (k) (ii) and (iii) apply: and

Insert

(7) (d) 5 day Members A—

- (i) This class of membership opened at 9am Sunday July 1st 2018 and replaces the former Associate membership category for those Associates who were financial members at 8pm Monday October 17th 2011: and
- (ii) shall take no part in the management of the Club and shall not be entitled to hold office, vote at or attend meetings of the Club: and
- (iii) the use of the clubhouse and the course by members of this class shall be at the discretion of the Board at all times; and
- (iv) this class of membership shall be liable to pay such subscription, levy or other charges and green and competition fees as may be determined by the Board from time to time; and

Delete

(7) (e) Full Member C—

- (i) This class of membership opened for new applications from 8pm Monday October 12th 2015: and
- (ii) unless an intending member is qualified to apply for any other class of membership that person shall apply for Full Membership C and if elected shall be liable to pay such entrance fee subscription or other charge as may be determined by the Board from time to time and shall enjoy full rights, privileges and benefits and be subject to all disabilities and obligations as a Full Member C; and
- (iii) provisions of sub-rule (k) (ii) and (iii) apply: and

Insert

(7) (e) 5 day Members B —

- (i) This class of membership opened for new applications at 9am Sunday July 1st 2018; and
- (ii) shall take no part in the management of the Club and shall not be entitled to hold office, vote at or attend meetings of the Club: and
- (iii) the use of the clubhouse and the course by members of this class shall be at the discretion of the Board at all times; and
- (iv) this class of membership shall be liable to pay such entrance fee, subscription, levy or other charges and green and competition fees as may be determined by the Board from time to time; and

Delete

(7) (f) Provisional members— Persons desirous of membership of the Club as Full Members A where no vacancy exists in that class of membership may be admitted as Provisional members. Provisional members shall be entitled to such limited use of the Club's golf course, clubhouse and premises of the Club, and shall be subject to such other restrictions as the Board may from time to time determine. Subject to the approval of the Board Provisional members shall be transferred to full

membership in their respective classes as and when vacancies occur and in the order of priority in which they were elected as Provisional members. This class of membership shall be limited to persons eligible for the membership class of Full Member A and for no other persons who may be eligible for other classes of membership; and

Insert

(7) (f) **Provisional members**— Persons desirous of membership of the Club as 7 day Members B or 5 day Members B where no vacancy exists in that class of membership may be admitted as Provisional members. Provisional members shall be entitled to such limited use of the Club's golf course, clubhouse and premises of the Club, and shall be subject to such other restrictions as the Board may from time to time determine. Subject to the approval of the Board Provisional members shall be transferred to membership in their respective classes as and when vacancies occur and in the order of priority in which they were elected as Provisional members. This class of membership shall be limited to persons eligible for the membership classes of 7 day Members B and 5 day Members B and for no other persons who may be eligible for other classes of membership; and

Delete

(7) (k) **Associate members**—

(i) this class of membership shall take no part in the management of the Club and shall not be entitled to hold office, vote at or attend meetings of the Club: and

(ii) shall be entitled to exercise such powers as are delegated to them by the Board of the Club from time to time in connection with the conduct of their own exclusive affairs including the right to elect their own office bearers and committee annually and to attend and vote at their own meetings: and

(iii) the use of the clubhouse and the course by members of this class shall be at the discretion of the Board at all times: and

(iv) this class of membership shall be liable to pay such entrance fee, subscription, levy or other charges and green and competition fees as may be determined by the Board from time to time; and

Insert

(7) (k) **Junior members**—

(i) Young persons who have attained the age of eight (8) years up to the age of eighteen (18) years, desirous of membership of the Club, may only be admitted as Junior members on approval of the Board.

This class shall take no part in the management of the Club and who shall not be entitled to hold office or vote at or attend meetings of the Club.

The use of the clubhouse and the course by members of this class shall at all times be at the discretion of the Board who shall set By Laws for this class of member from time to time. Junior members shall be liable to pay such entrance fees, subscriptions, or other charges or green and competition fees as may be determined by the Board from time to time.

Junior membership has the following sub-groups, conditions and privileges—

(a) Junior members – Cadets: Young person's admitted as Junior members who have attained the age of eight (8) years but not more than thirteen (13) years shall be classified as Junior member - Cadets of the Club as a traineeship for further advancement within the Junior member class; and

(b) on turning fourteen (14) years of age, the Junior member – Cadets of the Club must prove to the Board that they have reached a golf standard sufficient to enable them to play

golf with other members of the full Junior member class Any and other members, to then enable them to advance to full Junior membership; and

(c) Junior member – Cadets may also, at the discretion of the Board, advance to full Junior membership prior to turning fourteen (14) years of age after having shown outstanding golfing ability and exhibiting maturity sufficient to enable them to play golf with other members of the Club.

(ii) A Junior member who has attained the age of eighteen (18) years may, on approval of the Board, transfer to 7 Day Member B or 5 Day member B membership as appropriate. The entrance fee on transfer of the Junior member to 7 Day Member B or 5 Day Member B membership shall be reduced by—

(a) the amount of the initial entrance fee paid by the Junior member at the time of joining the Club; plus

(b) in the case of consecutive and continuous Junior membership in the years preceding transfer an amount of twenty (20) % of the current entrance fee for membership as a 7 Day Member B or 5 Day Member B (as the case may be) for each full year of consecutive and continuous membership.

Rename the title only of

(7) (m) **Social members**—

where the content of the sub-rule remain unchanged but the title is now

(7) (l) **Social members**—

Delete

(8) (a) The following classes of members shall be limited in number to—

- (i) Full Members and Full Members A 625 in combined total; and
- (ii) Provisional members 150; and
- (iii) Restricted Golf Playing members 500; and
- (iv) Full Members B, C and Associate members 400 in combined total; and
- (v) Junior members 170; and
- (vi) Social members - a number to be determined by the Board from time to time.

Insert

(8) (a) The following classes of members shall be limited in number to—

- (i) 7 Day Members A and 7 Day Members B 725 in combined total; and
- (ii) 5 Day members A and 5 Day members B 300 in combined total; and
- (iii) Provisional members 150; and
- (iv) Restricted Golf Playing members 500; and
- (v) Junior members 170; and
- (vi) Social members - a number to be determined by the Board from time to time.

Delete

(9) Any Full member A, Full Member C or Associate member aged between 18 to 24

Insert

(9) Any 7 day Member B or 5 day Member B aged between 18 to 24

Insert new rule

(10) The golf playing rights, both competition and social play, for all classes of membership is subject to By-law (see Rule 42) as may be determined by the Board from time to time.

Rule 10 (2) and (3) Nominations for Membership

Delete

(2) All candidates for membership of the Club, other than Honorary, Visiting or Temporary members, shall be proposed and seconded by an Honorary Life or financial Member of the Club of not less than twelve (12) months' standing to whom they are personally known.

(3) Candidates for Associate membership may be nominated and seconded by Honorary Life or financial Associate members.

Insert

(2) Candidates for 7 day membership shall be proposed and seconded by Honorary Life or financial 7 day members of not less than twelve (12) months' standing to whom they are personally known.

(3) Candidates for 5 day membership shall be proposed and seconded by Honorary Life, financial 7 day or financial 5 day members of not less than twelve (12) months' standing to whom they are personally known.

Rule 13 (4) Rejoining After resignation

Delete the words "Full Membership"

Insert the words "7 day membership or 5 day membership"

Rule 16 Associate Membership

Delete in total

Insert

16 This Rule is deliberately blank.

Rule 17 Membership of the Board of Directors

Delete

(5) A person shall not be eligible to nominate for or hold office as a Board member of the Club unless such person has been a financial Full Member or financial Full Member A, B or C of the Club for a period of not less than two (2) consecutive years immediately prior to the date of nomination for such office.

Insert

(5) (i) A person shall not be eligible to nominate for or hold office as a Board member of the Club unless such person has been a financial 7 day Member A or financial 7 day Member B of the Club for a period of not less than two (2) consecutive years immediately prior to the date of nomination for such office; and

(ii) any financial 7 day Member A or financial 7 day Member B who transfers to another membership category and then wishes to nominate for or hold office as a Board member will have to firstly rejoin as a financial 7 day Member and remain in that category for a period of not less than two (2) years immediately prior to the date of nomination for such office.

Rule 39 Voting at General Meeting

Delete

(1) Only Honorary Life members, Full Members, Full Members A, B and C shall be entitled to attend and vote at a general meeting—

Insert

(1) Only Honorary Life members, 7 day Members A and 7 day Members B shall be entitled to attend and vote at a general meeting—

Rule 40 (1) Proxies

Delete the words "/ Full Member"

Insert the words "/ 7 day Member"

END OF RESOLUTION 1