

# 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 2 – Summary of Proposal

This resolution will only be considered if Resolution 1 has been passed by the meeting.

This proposal is to allow 5 day members the right to attend and vote at any AGM or general meeting of the club and nominate 7 day members for election to the Board of directors.

Only 7 day members can be nominated for and elected to the Board of directors.

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**Resolution 2** - To consider, and if thought fit, pass the following special resolution;

#### Rule 2 (1) - Definitions and Interpretations

Delete

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

Insert

**"Member"** shall mean (a) 7 day Member A and 7 day Member B and  
(b) 5 day Member A and 5 Day Member B.

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#### Rule 7 (7) (d) & (e) – Members Rights and Privileges;

Delete

##### (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

**(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

Insert

**(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) this class of membership shall be liable to pay such entrance fee subscription or other charge and shall enjoy the rights, privileges and benefits and be subject to all disabilities and obligations as a 5 Day Member A as determined by the Board from time to time including;

- the right to attend and vote at General Meetings
- the right to nominate 7 Day members for elected office
- but not themselves be eligible for nomination for elected office or be appointed a Director as prescribed in Rule 20; and

**(e) 5 day Members B**

(i) This class of membership opened for new applications at 9am Sunday July 1st 2018; and

(ii) this class of membership shall be liable to pay such entrance fee subscription or other charge and shall enjoy the rights, privileges and benefits and be subject to all disabilities and obligations as a 5 Day Member A as determined by the Board from time to time including;

- the right to attend and vote at General Meetings
- the right to nominate 7 Day members for elected office
- but not themselves be eligible for nomination for elected office or be appointed a Director as prescribed in Rule 20; and

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**Rule 18 (3) Appointment of the Returning Officer and Scrutineers**

Delete

(a) Members entitled to vote shall be invited to nominate other Members also entitled to vote but excluding any Member holding or nominating for an office on the Board to form a group to elect from within its number a Returning Officer and two (2) Scrutineers to conduct and control the ballot should one be required; and

Insert

(a) 7 day Members entitled to vote shall be invited to nominate other 7 day Members also entitled to vote but excluding any Member holding or nominating for an office on the Board to form a group to elect from within its number a Returning Officer and two (2) Scrutineers to conduct and control the ballot should one be required; and

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#### **Rule 18 (12) Insufficient Nominations—**

Delete

(a) In the event of insufficient nominations being received for any office on the Board the Members present at the general meeting, at which the officers of the Board are to be elected, may elect a Member or Members to fill the vacant offices; and

Insert

(a) In the event of insufficient nominations being received for any office on the Board the Members present at the general meeting, at which the officers of the Board are to be elected, may elect a 7 day Member or 7 day Members to fill the vacant offices; and

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#### **Rule 20 Vacancies on the Board of Directors**

Delete

(1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another Member of the Club to fill the vacancy until the next annual general meeting.

Insert

(1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another 7 day Member of the Club to fill the vacancy until the next annual general meeting.

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#### **Rule 39 Voting at General Meeting;**

Delete

(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—

Insert

(1) Only Honorary Life members, 7 day Members A, 7 day Members B, 5 day Members A and 5 day Members B shall be entitled to attend and vote at a general meeting—

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**Rule 40 (1) Proxies;**

Delete the words "Honorary Life Member / 7 day Member"

Insert the words "Honorary Life member / 7 Day Member / 5 day Member".

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**END OF RESOLUTION 2**