



**BYRON BAY GOLF CLUB LIMITED
(ACN 001 043 205)**

NOTICE OF EXTRAORDINARY GENERAL MEETING

TUESDAY, 18 NOVEMBER 2025

Notice is hereby given that an Extraordinary General Meeting (**EGM**) of Byron Bay Golf Club Limited (**Club**) will be held at the Clubhouse of Club's premises, 62 Broken Head Road, Byron Bay NSW 2481, on **Tuesday, 18 November 2025 at 5pm.**

BUSINESS

To consider, and if thought fit, pass the Special Resolution to repeal and replace the Club's Constitution.

SPECIAL RESOLUTION

That:

- the Constitution of Byron Bay Golf Club Ltd ACN 001 043 205 (**Club**) be repealed; and
- the Constitution, in the form presented to this Extraordinary General Meeting and signed by the Club President for the purpose of identification, be adopted as the Club's new Constitution.

EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION

About the Special Resolution

- 1 The resolution to adopt the proposed new Constitution will be put to members for consideration as a special resolution in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).
- 2 If the Special Resolution is passed, then the Club's current Constitution will be entirely replaced by the proposed new Constitution.
- 3 A soft copy of both the current Constitution, and the proposed new Constitution which will be presented to the members at the Extraordinary General Meeting (**EGM**), is available to members on request. Members may request a copy by emailing manager@byronbaygolfclub.com.au.
- 4 The main purpose of the proposed new Constitution is to update the Club's rules to reflect current law and best practice applicable to registered clubs and the Club's operations.
- 5 The primary reason for proposing the changes as one new Constitution is to address the many different changes, both substantive and less substantive (such as formatting, typographical errors and more minor corrections) under the one special resolution, otherwise it would require an extensive number of special resolutions to be considered and passed at this EGM. The Club has not undertaken a substantial update of its Constitution for some years and therefore the Board determined it was more appropriate to undertake a comprehensive update and propose this as a new Constitution to replace the existing one.
- 6 The Board encourages members to read the proposed new Constitution carefully and attend the EGM to vote on this important resolution for our Club.

Summary of important matters in the new Constitution

- 7 These explanatory notes provide a non-exhaustive overview of the proposed changes to the current Constitution. Not all changes are set out in these explanatory notes, including those which are of a more administrative nature. Only the more significant matters for consideration by members in relation to the proposed new Constitution are addressed, including those matters set out below. Notwithstanding this summary, the Board encourages members to read through both the current and proposed new Constitution carefully to familiarise themselves with all proposed changes.

Administrative changes

- 8 The amendments include some updates with reference to current legislation and more modern language to make the Constitution more suitable for members. For example:
- (a) rules have been streamlined, and certain rules that reflect obligations under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**) or Corporations Act which do not legally need to be included in the Constitution have been omitted; and
 - (b) there has been improvement to formatting, so that rules are easier to read and understand.

Objects

- 9 The proposed new objects of the Club are relatively similar to the objects contained in existing rule 4 of the current Constitution, but have been simplified to shorten the length of the Constitution.
- 10 A company (including the Club) can do whatever it is lawfully able to do, subject to any express restrictions contained in its Constitution, and the objects of the Club do not limit what can be done by the Club. The absence of any particular object or activity in the Club's Constitution does not mean that the Club cannot undertake or promote that object or activity.

Income and property of the Club

- 11 The wording of the income and property rule has been updated; however, these rules retain the same restrictions on distributing the Club's property or money to members.

Limited liability and distribution of Club property on winding up

- 12 There is no change to the maximum members' guarantee of \$1 (which would only be payable if the Club is ever wound up). See rule 6.1 of the proposed new Constitution.
- 13 There is no material change to the rules relating to each member's limited liability and the mechanism for distributing the Club's property on winding up. See rule 6.2 of the proposed new Constitution.

Membership classes

- 14 There is no change to the number or nature of the Club's membership classes, which have been carried across into the proposed new Constitution.
- 15 The Club's current Constitution incorrectly lists "Life members" as a category of Ordinary member. Under the Registered Clubs Act, "life members" are a separate class of membership to "ordinary members". The proposed new Constitution removes "Life members" as a category of Ordinary membership and instead lists a separate class of Life membership. The eligibility requirements for election to Life membership, and the rights of Life members, remain the same.
- 16 To improve the flow of the Constitution, the eligibility requirements for each category of Ordinary membership are now contained within new rule 7.4, and the rights of members are now set out in new rule 8 of the proposed new Constitution. The Club's current Constitution presently groups the eligibility requirements and rights of each class of Ordinary membership under its own sub-heading, which elongates the Constitution and makes it difficult to quickly determine the rights that are held by different classes of Ordinary members.
- 17 The restriction prohibiting persons from becoming a Temporary member of the Club where their permanent place of residence is within 5 kilometres of the Club has been removed, to align with

the NSW Government's 2024 'Vibrancy Reforms' legislative changes (see new rule 7.12(a)(i)).

- 18 New rule 7.12(a)(i) also provides flexibility for a minimum distance to be specified by By-Law if this is considered appropriate by the Board at a later point in time (without having to seek a further change to the Constitution).

Election of Members

- 19 New rule 7.6 is similar to existing rule 15, however is amended to be less prescriptive. For example, existing rule 15.5 lists certain particulars that must be included in a person's membership application, which do not necessarily need to be set out in the Constitution. Instead, new rule 7.6(b) simply enables the Board to determine the form of the membership application.
- 20 To better protect the privacy of candidates for Ordinary membership, new rule 7.6(c) only requires the Secretary to cause the name of the candidate to be displayed on the Club's Noticeboard. This is consistent with requirements under the Registered Clubs Act. Existing rule 15.9 currently requires that the full name and address of candidates be placed on the Club's Noticeboard.
- 21 New rule 7.6(e) provides that, where a candidate's application for Ordinary membership is rejected, that candidate is not eligible to re-apply for Ordinary membership for 12 months.

Cessation of membership

- 22 New rule 9(a) contains clearer circumstances around when a person's membership will cease, namely upon: resignation (in writing, or by returning their membership card to the Club), death, or failure to pay subscriptions or other money owed to the Club within one month (or such longer period as may be determined by the Board). Persons will otherwise cease to be a member if they are expelled by the Board as part of the Club's disciplinary proceedings.
- 23 New rule 9(b) specifies that the Board, Secretary and Senior Employee each individually have the ability to terminate the membership of an Honorary member or Temporary member at any time (noting these persons are not Full members).

Entrance Fees, Subscriptions and Levies

- 24 The Registered Clubs Act was amended in December 2021 to remove the minimum subscription amount of \$2 payable by members. New rule 10 therefore aligns with this legislative change by removing reference to the \$2 minimum subscription and provides the Board with flexibility as to whether it will charge or not charge an entrance fee or annual subscription for Ordinary membership (with the amount of the annual subscription subject to any minimum amount that may be prescribed by the Registered Clubs Act).
- 25 Existing rule 16.2 has not been carried across into the proposed new Constitution. Existing rule 16.2 provides that, where a candidate is elected to membership during the last six months of a financial year, the Board may determine from time to time that such person shall pay a proportion of the annual subscription. However, this rule is not required as the Board has the power to determine the subscriptions payable by Ordinary members under new rule 10(c).

Disciplining of members

- 26 New rule 13 with respect to member disciplinary proceedings remains substantially similar to existing rule 20, but with some recommended changes. For example:
- (a) the Club may distribute a notice of charge or a notice of suspension or expulsion to a member in writing (and removing the requirement that it must be sent by post);
 - (b) a member is entitled to call witnesses in their defence;
 - (c) the Secretary or the Senior Employee are now expressly permitted to assist the Board in conducting a disciplinary meeting (but must still not vote); and
 - (d) the power held by the Board and Secretary to, where a notice of charge has been issued to a member, immediately suspend that member from any or all rights and privileges of membership for up to 6 weeks or until the charge is determined (whichever is the sooner),

has also been extended to the Senior Employee.

- 27 Furthermore, new rule 13(i) clarifies that where a former member has been expelled at a disciplinary proceeding, that former member is not entitled to enter the Club's premises as a guest of a member, an Honorary member or a Temporary member.

Removal of persons from the Club

- 28 New rule 14.1(a) addresses the powers already held by the Secretary, the Senior Employee and any other employee authorised by the Secretary to exercise such power (**Authorised Employees**) to refuse persons entry to (or remove them from) the Club. These powers have been expanded, and the Authorised Employees may now also remove members from the Club whose conduct, in the opinion of the Authorised Employee, may be prejudicial to the interests of the Club, unbecoming of a member, or may render the member unfit for membership.
- 29 Where a member has been removed from the Club in accordance with new rule 14.1(a), under new rule 14.1(b) the Secretary or the Senior Employee may immediately suspend a member from any or all privileges of membership for up to six weeks or until any notice of charge issued under new rule 13 (if any) is heard and determined by the Board (whichever is earlier).

Guests

- 30 New rule 16 centralises the rules on guests. This includes which classes of membership may introduce guests to the Club – which is unchanged except that under the new Constitution, Honorary members are now permitted to introduce guests to the Club.
- 31 New rule 16(b) increases the restrictions on persons that may be introduced as guests of the Club to also extend to persons: whose application for membership of the Club has been rejected, or who are a former employee of the Club that was dismissed for misconduct. However, these restrictions are subject to the member *knowingly* introducing such a person as a guest (because a member may not be aware for example that a person's membership application has been rejected).

Number of Directors on the Board

- 32 New rule 17.1 reduces the number of Board members from nine to seven, which shall consist of the President, Treasurer, Captain (together, the **Executive**) and 4 other Directors. As the Club is a small club, the pool of members able and willing to serve on the Board is smaller than other clubs with larger membership. By reducing the number of Directors on the Board, it will be easier to fill each Board position. It will also increase operational and governance efficiency and cost.

Criteria for election to the Board

- 33 The eligibility criteria to stand for election or to be appointed/elected to the Board largely remain the same.
- 34 However, new rule 17.2 proposes an additional criterion which would make a person ineligible for election. In addition to what is currently specified in existing rule 25.4, new rule 17.2 proposes that a person is also ineligible for election to the Board if they:
- (a) are a former employee of the Club whose services were terminated by the Club for misconduct, at any time within the last 6 years;
 - (b) have at any time within the last 6 years been convicted of an indictable offence;
 - (c) have at any time within the last 6 years been bankrupt, and their period of bankruptcy has not yet come to an end by either discharge or annulment;
 - (d) have at any time been disqualified from managing a corporation or been found liable for, or admitted to, an offence involving corporate or financial misconduct (which has not been the subject of a successful appeal), with confirmation of that fact through a search of the public databases of the Australian Securities and Investments Commission (**ASIC**), except where that member has:

- (i) served any period of disqualification; or
 - (ii) obtained specific permission enabling them to manage the Club (or companies limited by guarantee) from either the ASIC or the Court (as applicable in the circumstances),
- in accordance with the Corporations Act;
- (e) fail to disclose in accordance with the Corporations Act the nature of any Material Personal Interest (as defined in the Corporations Act) in a matter that relates to the affairs of the Club, at any time within the last 6 years;
 - (f) are or were a director of any other registered club at the time the NSW Independent Liquor & Gaming Authority (**Authority**) appointed an administrator to that registered club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
 - (g) have been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
 - (h) have been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years;
 - (i) have been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years; or
 - (j) have at any time within the last 6 years (including prior to the adoption of this subparagraph) been convicted of an offence under any of the Registered Clubs Act, the *Liquor Act 2007* (NSW), the *Gaming Machines Act 2001* (NSW) or the *Gaming and Liquor Administration Act 2007* (NSW), and which has not been the subject of a successful appeal.

Triennial Rule and Board election process

- 35 The Club proposes to change its election frequency so that the Board is elected in accordance with the 'triennial rule' under Schedule 4 to the Registered Clubs Act, instead of the current annual election system. Under new rule 17.3:
- (a) the Club will hold a Board election prior to each AGM, but only a certain number of positions will be elected in each year;
 - (b) for the 2025 Board election only, all current directors will vacate their positions and the members will elect 7 Directors to the Board, with the elected Directors then drawing lots to determine whether their first term will be for 1, 2 or 3 years; and
 - (c) from the 2026 Board election onward, the Director positions up for election will be for three year terms.
- 36 Adopting the 'triennial rule' will provide the Board with greater continuity and stability, and allow for the implementation and execution of long-term strategic projects. Many clubs have adopted the triennial rule.
- 37 New rule 17.4 specifies a number of changes to the process for nomination to a position on the Board. For example:
- (a) in addition to the existing requirements specified for the form of nominations for election to the Board (see existing rule 26.1(d)), new rule 17.4(a) also specifies that the nominee must state the office or offices for which they are being nominated;
 - (b) a candidate for election to the Board must obtain a Director Identification Number prior to delivering their nomination form to the Secretary;
 - (c) the Board has the power to determine the date which completed nominations must be

delivered to the Secretary or Returning Officer (provided that this date is not less than 7 days before the day fixed for the Annual General Meeting); and

- (d) a mechanism has been introduced to address what occurs when a Director holding a particular office on the Board nominates for a more senior office on the Board.

38 New rule 17.5(b) clarifies the election procedure if the number of candidates nominated exceeds the number required to be elected and a ballot must be held, with the process remaining substantially similar to what currently occurs in practice.

39 New rule 17.5(c) provides general clarification on the election procedure. For example:

- (a) Directors are elected using the 'first past the post system'. This means that the candidate with the most votes for a particular office (for e.g., the role of President) will be elected to that position; and
- (b) where there are multiple positions available for the same office (i.e., a non-Executive position of Director), the available positions will be filled in the order based on the term length of the position. This means that if two offices of non-Executive Director are available, one with a term length of 3 years and the other of 2 years (which may occur due to a casual vacancy), the 3 year term position is filled by the candidate with the most votes, and the 2 year term position is filled by the candidate with the second most votes.

Appointment to, and vacancies on, the Board

40 New rule 17.7 sets out the power of the Board to (at any time) appoint a Director pursuant to section 30(1)(b1) of the Registered Clubs Act.

41 New rule 17.8(b) proposes some changes to the circumstances by which the office of a Director becomes vacant. In addition to what is presently specified in existing rule 33.1, the office of a Director becomes vacant if that Director:

- (a) dies;
- (b) is absent from three successive meetings of the Board (which is in addition to the existing circumstance of being absent for a continuous period of three months), without leave of absence from the Board;
- (c) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
- (d) ceases to be a financial member of the Club;
- (e) ceases to be a member eligible to hold office on the Board (including in accordance with new rule 17.2); and
- (f) has served 2 consecutive terms on the Board, with such period of service taking place after the 2025 Annual General Meeting (subject to new rules 17.8(c)-(e)) (i.e., this rule imposes a limit on the number of consecutive terms that a Director can serve on the Board).

42 New rules 17.8(c)-(e) clarify that, where the office of a Director becomes vacant due to that Director meeting the term or year limit specified in new rule 17.8(b)(x), that person can be re-elected or re-appointed to the Board after 1 full Board term has passed since that person was last on the Board.

Powers of the Board

43 New rule 18 recasts the wording of existing rule 27 (powers of the Board) to clarify that the Board has the power to manage the business and affairs of the Club, and may exercise every right, power or capacity of the Club not by law or the Club's Constitution required to be exercised by the Club in General Meeting. There is no material change to the powers that may be exercised by the Board; however, the corresponding rules have been streamlined to significantly reduce the length

of the Constitution.

Proceedings of the Board

- 44 New rule 19.1(a) provides that the Board must now meet at least once each quarter instead of once per month. This is consistent with recent changes to the Registered Clubs Act, and provides the Board with greater flexibility as to how and when it will meet.
- 45 New rule 19.1(c) further clarifies the quorum for meetings of the Board. A quorum of four Directors applies where there are seven or less Directors on the Board, and a quorum of five Directors applies where there are eight or nine Directors on the Board.
- 46 Under new rule 19.1(e), the President is entitled to be the chairperson of Board meetings, but if the President is absent or unwilling to act, then the Directors present must elect one of their number to chair the Board meeting. This differs from existing rule 28.3, which provided that if the President is absent or unwilling to act, then the Vice President (or failing them, the Captain) would be a step-in chair, prior to the role of chair being elected by the Directors present at the Board meeting.

Disclosures

- 47 New rule 20.1 clarifies that "Material Personal Interest" has the same meaning as in the Corporations Act, and clearly outlines the circumstances under which a Director must disclose a Material Personal Interest to the Board.

General Meetings and Proceedings at General Meetings

- 48 Existing rule 34.4 has been deleted so that the Constitution is more consistent with sections 249D, 249E and 249F of the Corporations Act. These matters are addressed in new rules 22.2(b)-(c).
- 49 New rules 22.2(d)-(f) further clarify how a General Meeting may be postponed or cancelled.
- 50 New rule 22.4(a)(ii) provides that the quorum for a General Meeting called by the Board (save for those called by, or upon the request of, members in accordance with sections 249D, 249E and 249F of the Corporations Act) is 20 members who are present and entitled to vote. This quorum is reduced from 25 in existing rule 34.22.
- 51 For a General Meeting called by, or upon the request of, members (in accordance with sections 249D, 249E and 249F of the Corporations Act), new rule 22.4(a)(i) proposes a higher quorum of 50 members who are present and entitled to vote. A higher quorum is proposed for General Meetings called by, or upon the request of, members due to the costs incurred by the Club in convening such a meeting. It is also a means of ensuring that a sufficient number of members who request such a General Meeting actually attend that General Meeting.
- 52 The time to achieve a quorum has also been increased from 15 minutes in existing rule 34.23 to 30 minutes in new rule 22.4(b).
- 53 Under new rule 22.5(b), the President is entitled to be the chairperson of General Meetings, but if the President is absent or unwilling to act, then the members present must elect one of the Directors to chair the General Meeting. This differs from existing rule 34.14, which provided that if the President is absent or unwilling to act, then the Vice President (or failing them, the Captain) would be a step-in chair, prior to the role of chair being elected by the members present at the Board meeting.
- 54 New rule 22.7 enables the Club to hold a General Meeting by electronic means, which is consistent with recent changes to the Corporations Act. This will make it easier for members to attend General Meetings of the Club.
- 55 Existing rule 35 has been deleted so that the Constitution is more consistent with sections 249N, 249O and 249P of the Corporations Act.

Indemnity to officers

- 56 New rule 26 sets out the indemnities offered to the officers of the Club (including the Directors and

Secretary) permissible under the Corporations Act. This new rule places greater restrictions on the Club's obligation to indemnify an officer or former officer of the Club so that the Club is no longer obliged to indemnify an officer or former officer that has not acted in good faith, or where they are liable for a pecuniary penalty under the Corporations Act (including for failing to comply with their director's duties under the Corporations Act). This aligns with wording in the Corporations Act.

General Notes for this Special Resolution

- 57 In accordance with rules 17.1 and 45.1 of the current Constitution, only financial Playing members and Life members shall be entitled to vote on the Special Resolution. Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.
- 58 The Special Resolution and proposed new Constitution must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.
- 59 The Special Resolution will be passed only if at least a 75% majority of the members present and voting (being eligible to do so) vote in its favour.

For and on behalf of the Board of Directors



Bernard Wilson
General Manager

24 October 2025