



GOLF AUSTRALIA LIMITED
INFORMATION MEMORANDUM
TO BE READ IN CONJUNCTION WITH THE DIRECTOR
NOMINATION FORM

Annual General Meeting to be held in Melbourne on 16 November 2007

Subject: Nomination of Directors to the Board of Golf Australia

Golf Australia is seeking nominations for the 6 vacant positions of Director to the Board of Golf Australia. This memorandum explains the nomination process, and sets out the timing for nominations. In addition to this memorandum, all nominees should read Golf Australia's Constitution which is contained on Golf Australia's website: www.golfaustralia.org.au, as well as the Corporations Act 2001.

Any queries in relation to the nomination process should be directed to:

Mr Tony Hallam
Chief Executive Officer
Golf Australia
Level 3
95 Coventry Street
SOUTH MELBOURNE VIC 3205
Email: tonyh@golfaustralia.org.au
Phone: 03 9626 5054

Or

Mrs Anna McCallum
Company Secretary
Golf Australia
Level 3
95 Coventry Street
SOUTH MELBOURNE VIC 3205
Email: annam@golfaustralia.org.au
Phone: 03 9626 5058

Election of Directors

The accompanying Director Nomination Form should be completed and returned to Mr Tony Hallam, CEO of Golf Australia, by no later than 5pm AEST Wednesday 17 October 2007.

As previously stated, all nominees should read Golf Australia's Constitution as well as the Corporations Act 2001 prior to nominating for the position of Director. Notwithstanding that, the following excerpt from Golf Australia's Constitution explains the process for the election of Directors to the Board:

24. ELECTION OF DIRECTORS

24.1 Election of first Board after Interim Period

The first Board to hold office after the Interim Board will be elected by the Council in accordance with this Constitution prior to or at the first Annual General Meeting held after registration of the Company. This Board will assume office at the conclusion of the Interim Period (1st Feb 2008). The Chief Executive Officer will call for nominations from Members for persons to be considered for election as Directors 45 days prior to that Annual General Meeting. Nominations must be received by the Chief Executive Officer 30 days before that Annual General Meeting.

24.2 Election of Subsequent Boards

Subsequent Boards will then be elected in accordance with **clauses 24.2 to 24.6**. The Chief Executive Officer will call for nominations from Members for persons to be considered for election as Directors 45 days prior to that Annual General Meeting. Nominations must be received by the Chief Executive Officer 30 days before that Annual General Meeting.

24.3 Nominations

- (a) Nominations must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by a nominator who must be a Club Member and must state the name of their Club and be endorsed by an Authorised Representative of their Club or of their Original Member or Associate Member (as the case may be). "Authorised Representative" in this paragraph means an office bearer of the Club, Original or Associate Member who is expressly authorised by the relevant entity to so endorse; and
 - (iv) certified by the nominee expressing a willingness to accept the position as a Director.
- (b) If insufficient nominations are received, the Board must nominate a sufficient number of candidates.
- (c) If the number of candidates nominated for election as Directors does not exceed the number of vacancies, the candidates nominated must at the Annual General Meeting be declared elected.

- (d) If the number of candidates nominated exceeds the number required to be elected a ballot must be taken under **Rule 24.3**.

24.4 Election procedure

If a ballot for the election of Directors is necessary, it shall be taken as follows:

- (a) the Board must fix a time not less than seven days before the date of the Annual General Meeting for the opening of the ballot which must close at 5.00 p.m. two days before the date of the Annual General Meeting;
- (b) the Board must appoint a returning officer ("Returning Officer") (who may be the Chief Executive Officer or another person) to be responsible for placing a secure locked ballot box in the Company's premises to receive ballot papers on the opening of the ballot;
- (c) a ballot paper showing the names in alphabetical order of the candidates nominated for each vacancy in respect of which an election is necessary must be prepared by the Returning Officer together with notices setting out the qualifications and experience of each candidate and the time and date when voting closes;
- (d) each Original Member is entitled to vote by its Member Delegate and to receive a ballot paper from the Company;
- (e) the ballot paper and notices must be dispatched by the Company in accordance with this Constitution;
- (f) if a ballot paper is lost or not received by a Member Delegate, that Member Delegate may orally or in writing request the Returning Officer to issue a replacement ballot paper and the Returning Officer may, if satisfied with the circumstances outlined in the request, provide to that Member Delegate a replacement ballot paper;
- (g) each Member Delegate voting must vote on the ballot paper by placing a mark against the name of each candidate for whom the Member Delegate wishes to vote. The Member Delegate must vote for the full number of candidates required to be elected, otherwise the vote must not be counted;
- (h) the ballot paper must be placed in an envelope marked "Ballot Paper" and sealed and then placed in another envelope addressed to the Returning Officer, the inside flap of which must bear the signature and printed name of the Member Delegate before sealing. The envelope must then be deposited in the ballot box on the Company's premises or posted to the Returning Officer. Envelopes received by the Returning Officer must be placed immediately in the ballot box;
- (i) votes must be received before the time and date when voting closes;
- (j) immediately after the closing time of the ballot, the Returning Officer must remove the ballot box to a safe place. The ballot box must be opened in the presence of at least two independent scrutineers appointed by the Board and the votes counted;
- (k) the Returning Officer must report in writing the result of the ballot to the Chairman of the Annual General Meeting who must announce the result and declare elected those candidates obtaining the most votes; and
- (l) in the case of an equality of votes for any position the Chairman shall at the Annual General Meeting conduct a preferential secret ballot on papers prepared by the Chief Executive Officer at the Annual General Meeting.

24.5 Term of appointment

- (a) Each Director shall hold office for a term of three years but is eligible for re-election. Independent Directors may serve a maximum term of three consecutive years.
- (b) Subject to **Rule 23.1**, the terms of office of Directors shall rotate in accordance with the initial terms determined under **Rule 24.5**.
- (c) Directors, other than Independent Directors, are eligible for re-election but shall not serve for more than two consecutive terms.
- (d) Subsequent elections and appointments to the Board shall then proceed in accordance with the procedures in this Constitution.

In addition to the clauses referred to above, the Constitution states the following with regards to the composition of the Board and to the independence of the Board Members:

23. COMPOSITION OF THE BOARD

23.2 Board composition

Subject to **Rule 22**, the Board shall comprise the following Directors:

- (a) six Directors (at least two of whom must be female and two of whom must be male) who shall be elected in accordance with **Rule 24** and who must be Club Members; and
- (b) up to three Independent Directors who may be appointed by the Board.

23.4 Eligibility of Directors

- (b) A person who serves on the Council or Board, or is an employee, of a Member is not eligible to be a Director whilst holding that position.

Timing for nomination of Directors

In accordance with Golf Australia's Constitution, nominations must be received by the CEO of Golf Australia, Mr Tony Hallam, 30 days prior to the Annual General Meeting¹. Accordingly, as Golf Australia's Annual General Meeting will be held on Friday 16 November 2007, nominations must be received by no later than 5pm AEST Wednesday 17 October 2007.

If Golf Australia receives more than 6 nominations for the position of Director of Golf Australia, a ballot will be required to be undertaken. The Interim Golf Australia Board will appoint a Returning Officer who will notify the Original members by the 29th October 2007 outlining the ballot procedure.

¹ Refer to paragraph 24.1 of Golf Australia's Constitution.