

GOLF AUSTRALIA LIMITED

Information Memorandum

To be read in conjunction with the Director Nomination Form

Annual General Meeting to be held in Melbourne on Friday 19 November, 2010

Subject: Nomination of Directors to the Board of Golf Australia

Golf Australia is seeking nominations for two 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. Stephen Pitt
CEO of Golf Australia
Golf Australia
Level 3
95 Coventry Street
SOUTH MELBOURNE VIC 3205
Email: stephenp@golfaustralia.org.au
Phone: 03 9626 5000

Or

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

Election of Directors

The accompanying Director Nomination Form should be completed and returned to Mr. Stephen Pitt, CEO of Golf Australia, by no later than **5pm AEST Wednesday 20 October, 2010**.

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:

23. ELECTION OF DIRECTORS

23.1 Election of Directors

Directors will be elected in accordance with **clauses 23.1 to 23.5**. The Chief Executive Officer will call for nominations 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.

23.2 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 the nominee's Club and be endorsed by an Authorised Representative of either the nominee's Club or of the nominee's Original Member or Associate Member (as the case may be). "Authorised Representative" in this paragraph means an office bearer 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 this Rule.

23.3 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 fourteen days before the date of the Annual General Meeting for the opening of the ballot which shall remain open until 5.00 p.m.(Eastern Standard Time) on the day 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 an Original Member, that Original Member may orally or in writing request the Returning Officer to issue 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 failing which the vote will not be counted;
- (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 of the meeting shall at the Annual General Meeting conduct a preferential secret ballot on papers prepared by the Chief Executive Officer at the Annual General Meeting. If there is still an equality of votes, the result shall be determined by lot.

23.4 Term of appointment

- (a) Each Director shall hold office for a term of a maximum of three years but is eligible for re-election. Appointed Directors may serve a maximum term of three consecutive years.
- (b) The terms of office of Directors shall rotate in accordance with the terms determined under **Rule 23.5**.

- (c) Directors, other than Appointed Directors, are eligible for re-election but shall not serve for more than two consecutive terms.

23.5 Rotational terms

- (a) Subject to the provisions in this Constitution and the Act relating to the earlier retirement or removal of a Director, Directors elected under this clause shall hold office for a term of three years from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the third Annual General Meeting thereafter.
- (b) To ensure rotational terms, two of the six Directors who took office on 1 February 2008 shall retire after one year. A further two of them will retire after two years. The remaining two of them will retire after three years. Those Directors to have one and two year terms will be decided by agreement or if no agreement by lot conducted by the Board.

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:

22. COMPOSITION OF THE BOARD

22.1 Board composition

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 23** and who must be Club Members; and
- (b) up to three Appointed Directors who may be appointed by the Board.

22.2 Chairman

- (a) The Board must appoint a Chairman from amongst the Directors annually.
- (b) Subject to **Rule 18.5**, the Chairman shall be entitled to:
 - (i) chair all meetings of the Board; and
 - (ii) attend and chair all meetings of the Company but shall have no voting rights at any General Meeting.

22.3 Eligibility of Directors

- (a) The Board will determine necessary experience and qualifications for eligibility of Appointed Directors from time to time.
- (b) A Director shall not continue to be a member of the Council or be an officer or an employee of an Original Member or an Associate Member. Any Director holding such position shall resign from that position within 48 hours of being elected or appointed as a Director.

Timing for nomination of Directors

In accordance with Golf Australia's Constitution, nominations must be received by the CEO of Golf Australia, Mr. Stephen Pitt, 30 days prior to the Annual General Meeting¹. Accordingly, as Golf Australia's Annual General Meeting will be held on **Friday 19 November, 2010**, nominations must be received by no later than **5pm AEST Wednesday 20 October, 2010**.

If Golf Australia receives more than two nominations for the position of Director of Golf Australia, a ballot will be required to be undertaken. The Golf Australia Board will appoint a Returning Officer, who will notify the Original members by **Thursday 21 October, 2010**.



GolfAustralia

¹ Refer to paragraph 23.1 of Golf Australia's Constitution.