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## NOTICE of ANNUAL GENERAL MEETING

of

**Golf NSW Limited**  
ACN 001 642 628

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Notice is hereby given that the Annual General Meeting of Golf NSW Limited will be held at:-

Venue: Bonnie Doon Golf Club, Banks Avenue, Pagewood, NSW  
Date: Thursday, 6 October 2011  
Time: 6.00pm

### AGENDA

- 1 The election of four (4) Directors** from the candidates identified on the ballot papers sent to Council Members prior to the AGM.

In accordance with Golf NSW's Constitution:

- only Council Members are entitled to vote on the election of Directors; and
- voting on the election of Directors will be by way of postal vote submitted prior to the AGM in accordance with procedures as determined by the Board or by way of casting a vote in person or by proxy at the AGM.

Accordingly, if any Council Member does not cast a vote for the election of Directors by submitting a postal vote before the postal vote deadline of 4:00pm AEST on Tuesday 4 October 2011, they may attend the AGM in person or by proxy and cast a vote on the election of Directors.

- 2 Confirmation of the Minutes** of the previous AGM held on 11 November 2010.
- 3 To receive and consider the Financial Report, Directors' Report and Auditors' Report of Golf NSW Limited** for the financial year ended 30 June 2011 and to receive the reports of the Directors and others related to the Company's activities for the same period.
- 4 Proposed changes to the Constitution**

Reasons for the proposed changes:

Under the current Rule 45 of the Constitution of Golf NSW, the nomination processes for a "Metropolitan Council Member" and "Country Council Member" are different.

Ideally the same nomination process should apply for all Zones, while still accommodating the option of support from the DGA where applicable. The proposed changes will make consistent the requirements for nominations in Metropolitan Zones and Country Districts.

Council Members represent the interests, not solely of their own clubs, but of all their respective constituents, being all Clubs in Zones A, B and C, and all Clubs and the DGA in Zones D and E. A more appropriate, equitable and far less confusing option in the nomination process would be that nominees be entitled to be proposed and seconded by an office holder of any club (or the DGA if relevant) in the Zone or District in which they are seeking election.

It is therefore proposed to amend Golf NSW's Constitution to reflect this approach.

#### Requirements in relation to changing the Golf NSW Constitution:

Under the Corporations Act, a company may only change its constitution if:

- the change is approved by a special resolution (being a resolution passed by at least 75% of all votes cast by members entitled to vote on the resolution); and
- any additional requirement specified in its constitution is satisfied.

Rule 140 of Golf NSW's Constitution specifies an additional requirement, namely, that a proposed change to the Constitution must also be approved by a resolution passed at a meeting of the Council by at least three quarters of all votes cast by Council Members. Council Members will meet prior the AGM to consider and, if thought fit, approve the proposed changes to Rule 45. The Chairman will inform the AGM of the outcome of the Council's vote and, provided the Council has approved the proposed changes by the required majority, will put the resolution set out below to the AGM for approval as a special resolution.

#### Resolution regarding Proposed Change:

To consider and, if thought fit, pass the following resolution as a special resolution:  
*THAT Rule 45 of the Company's constitution be amended by making the amendments highlighted in red in the extract of Rule 45 contained in the Notice of Annual General Meeting.*

#### Extract of Rule 45 showing Proposed Changes

**45.** A nomination of a candidate for election as a Council Member must comply with the following requirements:

(a) in the case of a candidate referred to in Rule 43 – the candidate must be proposed by **a person who is** an office holder of an Affiliated Club **of which he or she is a member** which is in the Zone in which he or she is seeking election and seconded by **another** person who is an office holder of an **other** Affiliated Club from the same Zone;

(b) in the case of a candidate referred to in Rule 44 – the candidate must be proposed by:

(i) **a person who is** an office holder of a Country Affiliated Club **of which the candidate is a member and** which is located in the District in which the candidate is seeking election; or

(ii) **a person who is** an office holder of a Country Affiliated District Golf Association in the District in which the candidate is seeking election,

and must be seconded by **another** person who is also an office holder of the type referred to in sub-paragraph (i) or sub-paragraph (ii); and

(c) the candidate's nomination must:

- (i) be made in writing;
- (ii) include confirmation from either the proposer or seconder that the candidate is a Registered Player of an Affiliated Club in the Zone in which he or she is seeking election or a Registered Player of a Country Affiliated Club in the District in which he or she is seeking election (as applicable);
- (iii) be signed by the proposer, seconder and candidate; and
- (iv) be received by the Secretary before the close of nominations.

5           **Announcement of Elected Directors**

6           **General Business**

**Members eligible to attend:**

Affiliated Clubs, Country Affiliated District Golf Associations and Council Members are entitled to attend the AGM. Subject to the Company's Constitution and the Corporations Act, other persons will be allowed to attend at the Chairperson's discretion on the day.

Affiliated Clubs and Country Affiliated District Golf Associations are entitled to be represented at the AGM by their duly appointed delegate or alternate delegate or by proxy.

**Voting:**

Resolutions will be put to the AGM in relation to Items 1 and 4 in the Agenda set out above.

A proxy form accompanies this Notice of Meeting for use by Members who are entitled to cast a vote on either of those resolutions but cannot attend in person. A proxy does not need to be a Member.

In order to be valid, proxies must be submitted as follows to Golf NSW no less than 48 hours before the start of the AGM i.e. by 6.00pm on Tuesday 4 October:

**By post:**           Golf NSW Limited  
                  PO Box 195  
                  ARNCLIFFE NSW 2205

**By fax:**           (02) 9505 9199

**In person:**       Golf NSW Limited  
                  1A Duncan Street  
                  ARNCLIFFE NSW 2205

There is no legal requirement to vote on any of the other Items to be considered at this AGM. However, in recognition of the organisation's previous practices, the meeting will be invited to recognise the Reports referred to in Item 3 of the Agenda with a show of hands.

**By authority of the Board  
Golf NSW Limited**

**1 September 2011**



GOLF NSW LIMITED ACN 001 642 628

**MEMBERS  
PROXY FORM  
FOR USE AT AGM ON 6 OCTOBER 2011**

I ..... of .....  
(please print name) (please print address)

being a member of Golf NSW Limited, or a duly appointed representative of

.....  
(please print full name of member for whom you are a representative)

hereby appoint .....  
(please print name of proxy)

as my proxy to act generally at the Annual General Meeting of Golf NSW Limited to be held on Thursday, 6 October 2011, commencing at 6.00pm at Bonnie Doon Golf Club, Banks Avenue, Pagewood, NSW and to vote on my behalf in accordance with the directions set out below (or if no directions have been given, as the proxy sees fit), and at any adjournment of that meeting.

Please place a mark in the appropriate boxes below if you wish to direct your proxy how to vote:

Item 4	For	Against
<b>Proposed change to Rule 45 of the Golf NSW Constitution</b>		

Signed this ..... day of ..... 2011.

.....  
Signature of member or representative of member

**Note:** In order to be valid, proxy forms must be received by GOLF NSW Limited no later than 48 hours before the start of the Annual General Meeting i.e. by **6.00pm on Tuesday, 4 October 2011** by post, facsimile or in person to the respective addresses stipulated in the Notice of Annual General Meeting.