

GOLF NSW LIMITED

Minutes of the Meeting of the COUNCIL
held at St George Rowers Club, 1 Levey Street, Wollie Creek
on Wednesday 31st October, 2012 at 11:00 am

Council Members in Attendance: Please see list below

Others in Attendance:

Directors: Chris Allen (Chairman), Sue Fabian (Deputy Chair), John Waanders, Alan Harrison, Jean Moran, Lynne Ritchie, Darrell Watts and Frank Gal

Staff: Stuart Fraser, Graeme Phillipson and Wynter Hines

Apologies: Tony Briers, Trish Nance, Ellen Rae, Alan Simons, Les Browne, John Dunkin, Marilyn Wright, Julie Jones, Peter Mackay, Maureen Cole, Liz Smyth.

Alternates/Other:

Merilyn Fage (alternate for Tony Briers), Joan O'Connell (Central Coast Women's GA), Sandra Gillies (Women's Match)

1. Introduction, Welcome to Stuart Fraser

Chris Allen welcomed the Council Members and made an apology for the council papers only being made available on arrival. Papers will be made available at least one week in advance in future.

The Chairman also made an official welcome and introduced new CEO of Golf NSW, Stuart Fraser.

2. Confirmation of Minutes of Previous Meeting

- 2-1 The minutes of the Council meeting held on Wednesday 27th June, 2012 were adopted.
- Marcia Box gave thanks to Jean Moran and the Council Working Party for the work undertaken on the Final Report and its compilation.

2-2 Business Arising:

Action items were covered by the other items scheduled on the agenda.

3. Chairman's Update

Chris Allen gave a brief report to the Council which included information on the EPA launching an investigation into the use of unregistered or 'off label' chemicals by Golf Clubs in NSW. Anyone with questions relating to the EPA and related issues were requested to contact Golf NSW.

The EPA has —identified up to 200 clubs who may be affected by this. There was one particular NSW golf club that initiated the investigation – prosecution against the offending club may commence in November or December.

The EPA has created a task force to look into the use of such chemicals throughout golf courses in NSW.

Golf NSW has formed a working group in conjunction with the EPA, the [CSGAAGCSA](#) and GMA so that the Golf Industry can strive towards Environmental Best Practice. Superintendents, Managers and Club Boards could face prosecution. The Chairman advised all Council Members if they have any questions regarding the issue to contact Golf NSW for further information.

Questions;

- If a club has their course superintendent would the EPA be likely to go after the past superintendent?
“Under the pesticide act the EPA have 12 months from the time the alleged breach comes to notice before they have to take any action. Once that action is taken there is no statute to limitations, they can go back as far as they like”
- Have the chemical companies been approached to look at registering these chemicals for golf courses?
“They have, the registration of these products is a very expensive process, a lot of the products are registered for use on agriculture but they are not registered for use on turf. Some of the chemicals will be registered for use on only some types of grass but not all. The estimates we have been advised of so far is approximately \$300,000 to have a chemical registered. Some clubs may have fallen into the trap of knowing that the chemicals work and they know that they are not harmful and they have taken the risk of using the unregistered ones because of the price. The EPA is aware of that, but it is still a breach of the law to use them if they are not registered properly.”
- Do all superintendents or green keepers know the list of banned chemicals?
“It’s on the product label”

4. Administration and Sub Committee Reports

4-1 Finance (J. Waanders)

- John Waanders read through his power-point presentation to the Council;
- John advised that affiliation fee income had dropped by \$41,000 since the previous year;
- Grants and sponsorships combined have been \$1.8million, towards GNSW revenue;
- Total equity is \$9,708,708 which has increased slightly.
- John advised the Council that the Finance Committee has looked into ways of better spending the DGA Development Funds.

4-2 Handicapping & Course Rating (L. Ritchie)

Lynne Ritchie ~~raised the following points, spoke of:~~

- Clubs should be using their new ratings immediately once they are issued, if clubs are not happy with the rating they can complete an application for review, which is available on the GNSW website;
- Temporary Climatic (Seasonal) Rating Applications are also available, it was decided by the H&CR Committee that Temporary Climatic Ratings will be issued immediately to requesting clubs and will be relevant for 3 months, after such time it will then be reviewed. Lynne encouraged the Country representatives present to let their clubs know about the procedure
- The majority of clubs to be rated ~~are have Ss~~ and ~~G~~greens courses, the H&CR Committee have decided to rate all remaining sand greens courses, and to then issue ratings after a comparison can be done.
- Lynne thanked all ~~e~~Councilors for their help and support over the last few months.
- DSR will take all contributing factors into consideration; scores will then be used to reflect the condition of the course.

- It is thought that the new Handicapping System will be introduced in late September, 2013.
- NSW has a total of 6 clubs that are not on GolfLink, these clubs should be referred to the Golf Foundation if assistance is needed to assist in the purchase the computer hardware.

4-3 Women's Match (S. Gillies)

Sandra Gillies ~~raised the following points~~spoke about:

- The Women's Match Committee have made a few changes to the women's events for 2013. The 72 hole Championship and the NSW Championship is moving to December. The NSW Seniors has been moved to May. Sandra requested Council Members ensure their Clubs look at the Golf NSW Fixtures when planning their own events.
- Changes to the 3BBB will be introduced in 2013, it will change to a fourball best ball Stableford event. Information on the changes will be sent out to all eClubs shortly.
- Sandra informed the Council and Board of the difficulty in finding eClubs to host events, which creates great challenges.
- Sandra announced that she will be finishing up at the end of the year and gave her sincere thanks to Graeme Phillipson and his staff, especially Nicole Bessant for managing many of the women's events.

Men's Match (L. Browne absent)

Graeme Phillipson ~~raised the following points~~spoke about:

- 2013 Calendar has now been sent out to all eClubs and eDistricts and it is also available on the GNSW website;
- Junior Pennants; both girls and boys under 18 will be eligible to play;
- JNJG are looking at turning Junior Pennants into a State wide tournament;
- Both the Men's and Mixed fourball events will charge a \$5 per person entry fee as of 2013;

4-4 High Performance

Darrell Watts ~~raised the following points~~spoke about:

- Graeme Phillipson has been talking to NSW Universities to offer scholarships to try and provide an alternative to U.S. Colleges;
- Khan Pullen (JNJG) is talking to clubs and venues about training facilities.

4-5 Rules

Frank Gal ~~raised the following points~~spoke about:

- iPhones used as distance devices are not permitted, it is a disqualifiable act;
- National Rules Newsletter will be distributed shortly.
- Golf Australia have prohibited smoking during any of their events.
- Frank highly recommended everyone visit the website <http://www.usga-rules.com/>
- Forms and guideline are being developed for eClubs to assist with the administration of Funding Schemes for individuals. Clubs need to be aware of the basic elements so as not to jeopardize player's amateur status.

4-6 Audit & Risk

Alan Harrison ~~raised the following points~~spoke about:

- A review of GNSW Audit services is to be undertaken;
- A policies and procedures manual is being developed for GNSW adopting best practice governance.

4-7 Council Working Party

Chris Allen ~~made the following points on the Council Working Party Final reports~~spoke about:

- The Board discussed the Final Report at the most recent Board Meeting on October 18th 2012.

- It was agreed that a formal review was required and that it be undertaken by an external and independent body, to look at the whole organizational structure.

5. NSW Open's Update

Men's; The Men's NSW Open Championship was held at The Vintage in 2009 and 2010, it was then moved to Newcastle Golf Club for 2011. It was decided not to run the 2012 championship due to it not being financially viable.

Women's; The Women's NSW Open Championship will be held ~~in~~from January 25-27, 2013 at Oatlands Golf Club. GNSW ~~has~~ capped ~~its on~~expenses, and with some Government funding the tournament will ~~is able to~~ proceed.

6. Proposed Changes to the Constitution

Special Resolutions:

Proposed changes to the Constitution

Rule 23: PAYMENT DATES; UNFINANCIAL MEMBERS

Purpose

To recommend changes to Rule 23a (ii) and 23a (iii) to provide that all membership fees be due and payable within 60 days of the end of the preceding financial year of the Company.

Reasons for proposed changes

Under the existing Rule, membership fees for metropolitan clubs are due and payable within 60 days of the end of the preceding financial year of the Company, whereas membership fees for country clubs and "other Members" are due and payable within 90 days.

It is proposed that all membership fees be due and payable within 60 days.

The context for the existing Rule is that, previously, membership fees for country clubs were collected by DGAs and then remitted to the NSWGA. Extra time was allowed for this process. Since the adoption of the new Constitution of Golf NSW, all membership fees are both notified and collected by Golf NSW.

Arrangements are currently in place for clubs which have difficulty in meeting the due date for payment. The advantage of this change would be consistency for all Members and lower administrative costs for Golf NSW in a shorter collection and follow-up period.

Special Resolution 1: Proposed Change to Rule 23

To consider and, if thought fit, pass the following resolution as a Special Resolution:

THAT Rule 23a of the Company's constitution be amended by making the amendments highlighted in red in the extract of Rule 23 contained in this Notice of Annual General Meeting.

Extract of Rule 23(a), showing proposed changes

(a) Annual membership fees will be payable on a financial year basis. Subject to Rule 22(f):

- (i) the annual membership fee of Members in Zones A, B and C in respect of a financial year will be due and payable within 60 days of the end of the preceding financial year of the Company;
- (ii) the annual membership fee of Members in Zones D and E in respect of a financial year will be due and payable within ~~90~~ 60 days of the end of the preceding financial year of the Company;
- (iii) the annual membership fee payable by other Members in respect of a financial year will be due and payable within ~~90~~ 60 days of the end of the preceding financial year of the Company; and

- (iv) levies and other charges determined by the Board pursuant to Rule 22(d) will be due and payable at such time as may be specified by the Board.

Proposed new Rule 23(a)

(a) Annual membership fees will be payable on a financial year basis. Subject to Rule 22(f):

- (i) the annual membership fee of Members in Zones A, B and C in respect of a financial year will be due and payable within 60 days of the end of the preceding financial year of the Company;
- (ii) the annual membership fee of Members in Zones D and E in respect of a financial year will be due and payable within 60 days of the end of the preceding financial year of the Company;
- (iii) the annual membership fee payable by other Members in respect of a financial year will be due and payable within 60 days of the end of the preceding financial year of the Company; and
- (iv) levies and other charges determined by the Board pursuant to Rule 22(d) will be due and payable at such time as may be specified by the Board.

Special Resolution 1: Proposed Change to Rule 23

Proposed by: Denis Spillane

Seconded by: Ian Fraser

Carried ~~– by a show of hands–~~

The above resolution was unanimously approved on a show of hands.

RULE 45: NOMINATIONS FOR ELECTION TO COUNCIL

Purpose

To recommend a change to Rule 45(b) of the Constitution **in respect of nominations of Country Council Members by club office holders**, to provide greater consistency with the nomination process for metropolitan candidates.

No change is proposed in the ability of an office holder of the DGA in the Country District in which the candidate is seeking election to propose or second a nomination.

Reasons for the proposed change

Under the existing Rule 45(a) a nominee for Zone A, B or C (i.e. a Metropolitan Zone) must be: proposed by 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** an office holder of another Affiliated Club from the same Zone.

Under the existing Rule 45(b) a nominee for Zone D and E (i.e. a Country District) must be proposed by (i) an office holder of a Country Affiliated Club of which he or she is a member which is in the District in which he or she is seeking election, **or, (ii) by an office holder of the DGA in the District in which he or she is seeking election**, and “seconded by a person who is also an office holder of the type referred to in sub-paragraph (i) or sub-paragraph (ii)”.

The effect of the existing Rule 45 b is that if a country nominee is seconded by an office holder of a club, it must also be a club of which the nominee is a member. **Unless the nominee is a member of more than one club in the District, the seconder would also be** an office holder of the same club as the person who nominated the candidate.

The requirement for a Metropolitan candidate to be firstly nominated by an office holder of his or her own Club and seconded another Club in the same Zone is based on the belief that it is important that a candidate is known to, and supported by, the Board of his or her own club. The nominee is also required to seek the support of a second club from within his or her Zone.

It is proposed that the same requirements be applied to nominations of Country Council Members, with the exception that office holders of the relevant DGA can also propose or second a nomination. There is no intention to change the ability of the DGA to propose and second a country nominee, something which

currently occurs in the majority of country nominations. **Support from the DGA also indicates that the nominee has broad support from the District.**

The benefit of adopting the same nomination process for all Zones is that it will assist in a more orderly electoral process, far less confusion on the part of all concerned and fewer invalid nominations.

No changes are proposed to Rule 45 (a) or (c).

Special Resolution 2: Proposed Change to Rule 45

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 this 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 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 a person who is an office holder of another 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) *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) 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 a person who is also an office holder of the type referred to in sub-paragraph (i) or sub-paragraph (ii); and~~

and must be seconded by:

(iii) a person who is an office holder of another Country Affiliated Club which is located in the District in which the candidate is seeking election; or

(iv) a person who is an office holder of the Country Affiliated District Golf Association in the District in which the candidate is seeking election; and

(c) (No change proposed)

Proposed new Rule 45

Continued....

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 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 a person who is an office holder of another 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) 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) 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:

- (iii) *a person who is an office holder of another Country Affiliated Club which is located in the District in which the candidate is seeking election; or*
- (iv) *a person who is an office holder of the Country Affiliated District Golf Association in the District in which the candidate is seeking election; and*

(c) *(no change proposed)*

Special Resolution 2: Proposed Change to Rule 45

Proposed by: Marcia Box

Seconded by: Di Boulton

Carried ~~– by a show of hands-~~

The above resolution was unanimously approved on a show of hands

RULES 65 AND 66: BOARD OF DIRECTORS

Purpose

To allow the process for the election of Directors to be completed before the date of the Annual General Meeting, by deleting the requirement for the election of Directors to be conducted at the Annual General Meeting (as in Rule 65) and removing the entrenched right of Council Members to vote in person at the Annual General Meeting (as in Rule 66). These changes will result in a more orderly, efficient and considered process for the election of Directors.

Reasons for the proposed changes

Under the existing Rule 65 “At each Annual General Meeting...an election will be conducted for the Board positions that will be vacated at the conclusion of the Annual General Meeting”. Rule 66 states that Council Members have the right to vote “in person or by proxy on the election of Directors”, ie by submitting their vote in person at the Annual General Meeting.

The ability of Council Members to vote “in person” at an Annual General Meeting causes difficulty in the organization of the AGM and inconvenience for Members attending the meeting, since the ballot must be left open until after the opening of the AGM to comply with Rule 65. The counting of votes, which is generally quite a long process, cannot commence until after the AGM has begun and the ballot closed, and therefore an adjournment of the meeting is required, possibly for more than an hour. There is also a concern that, if Member Delegates delay their attendance at the Annual General Meeting until after the adjournment and re-opening of the meeting, there may not be a quorum to enable the business of the AGM to commence.

The last sentence of Rule 65, which refers to the need to ensure the required number of male and female Directors, and Country and Metropolitan representation on the Board, is already separately covered in Rule 62, and it is therefore proposed that this redundant part of Rule 65 be deleted. Part of the first sentence refers to the first year of operation of the Company, and is therefore obsolete.

Special Resolution 3: Proposed Changes to Rules 65 & 66

To consider and, if thought fit, pass the following resolution as a Special Resolution:

THAT Rules 65 and 66 of the Company's constitution be amended by making the amendments highlighted in red in the extracts of Rules 65 and 66 contained in this Notice of Annual General Meeting.

Extract of Rule 65, showing proposed changes

65. ~~At Prior to~~ each Annual General Meeting ~~commencing with the Annual General Meeting following the first full financial year of the Company after the adoption of this Constitution~~ an election will be conducted for the Board positions that will be vacated at the conclusion of the Annual General Meeting. ~~If, as a result of vacancies arising at the conclusion of the Annual General Meeting, the number of male or female Directors or the number of Directors who are members of Affiliated Clubs in the Sydney Metropolitan Area or Country Affiliated Clubs would fall below the requirements in Rule 62, the Council must elect sufficient Directors to satisfy those requirements.~~

Proposed new Rule 65

65. Prior to each Annual General Meeting, an election will be conducted for the Board positions that will be vacated at the conclusion of the Annual General Meeting.

Extract of Rule 66, showing proposed changes

66. Only Council Members are entitled to vote on the election of Directors. Without prejudice to their ability to vote ~~in person or~~ by proxy on the election of Directors, a Council Member may only submit a vote on the election of Directors by post or by electronic ~~means~~ or ~~by such~~ other means as ~~may be~~ determined by the Board from time to time. The submission of votes by post or electronic or ~~such~~ those other means shall be governed by such requirements ~~including requirements as to the closing time for receipt of votes~~ as may be specified by the Board from time to time.

Proposed new Rule 66

66. Only Council Members are entitled to vote on the election of Directors. Without prejudice to their ability to vote by proxy on the election of Directors, a Council Member may only submit a vote on the election of Directors by post or by electronic means or by such other means as may be determined by the Board from time to time. The submission of votes by post or electronic or those other means shall be governed by such requirements including requirements as to the closing time for receipt of votes as may be specified by the Board from time to time.

Special Resolution 3: Proposed Change to Rule 65 & 66

Proposed by: Robert Scott

Seconded by: Ian Armour

Carried ~~– by a show of hands.~~

8. General Business & Open Session

8-1 GA Club Support Initiative

Stuart Fraser gave a brief summary on an initiative that GNSW is currently involved with (with GA) which is called the Club Support and Development Program. The program is for struggling clubs, Australia currently has 1590 golf clubs, the peak was in 2001 since then 170 clubs have closed – evidence that clubs are struggling, 900 of those eClubs have 250 members or less. The program involves all industry stake holders including GNSW, GMA, PGA, AGCSA, ~~all stake holders~~, ASC, ~~GMA and~~ and all state golf associations, to come together to help make a coordinated approach. It is hoped that the program will be launched in April or May 2013.

8-2 Update from JNJG

Peter Van Wegan gave the Council a brief report on the Jack Newton Junior Golf Foundation covering the development of the game of golf in primary schools and activities for kids and their parents at golf courses.

In the last 12 months the JNJG have employed Territory Managers to help guide teachers and programs and creating links between clubs and schools.

8-3 NSW Golf Foundation

A special thanks was given to the Golf Foundation for their support of Maree Evans from Sugar Valley. Maree represented Australia in the Deaf Championships and came 4th overall (in the world). Jake McLeod, a junior from Bayview Golf Club, won the World Deaf Championship.

8-4 District Reports

The District Reports were received.

There were no items of general business.

Meeting concluded at 2.53pm

Council Member Listing:

- * DGA = District Golf Association
- * GA = Golf Association
- * GC = Golf Club

Absentees/Apologies - Red italic text

1	Michele Adair (Zone B - Hurstville)	34	<i>Julie Jones (Zone A - Northbridge)</i>
2	Ian Armour (Northern Rivers DGA)	35	Margaret Koeninger (Zone A - Cammeray)
3	Annette Baggie (Zone A - Killara)	36	Brian Lanz (New England DGA)
4	John Barbour (Zone B - The Australian)	37	Diana Lindsay (Zone B - New South Wales) GC)
5	Trevor Bartley (Zone C - Windsor)	38	<i>Peter Mackay (Mid North Coast DGA)</i>
6	Ray Bellamy (Lower North Coast DGA)	39	Ken Martin (Western Riverina DGA)
7	John Benn (Zone A - Chatswood)	40	Harold McKerrow (Central North DGA)
8	Colleen Bennett (Far South Coast & Tablelands GA)	41	John Miller (Central Western DGA)
9	Diane Boulton (North & North West District LGA)	42	Verelle Miller (Central North Coast)
10	Marcia Box (Western District Ladies GA)	43	Bruce Nairn (Zone B - Bexley)
11	Peter Brien (Western DGA)	44	<i>Trish Nance (Zone C - Cabramatta)</i>
12	<i>Tony Briers (Murray DGA)*</i>	45	Robyn Newey (Western Districts Ladies GA)
13	<i>Les Browne (Zone A - Long Reef)</i>	46	Carol O'Brien (Zone C - Ashlar)
14	Tony Busch (Blue Mountains DGA)	47	Margaret O'Donnell (Newcastle Hunter DLGA)
15	Gerard Bush (Zone A - Ryde-Parramatta)	48	Jann Pearson (Zone A - Mona Vale)
16	David Byfield (Riverina DGA)	49	Margaret Playford (Riverina Ladies GA)
17	<i>Maureen Cole (Blue Mountains DGA)</i>	50	<i>Ellen Rae (Central Coast Women's GA)*</i>
18	Paul Cortaville (Newcastle DGA)	51	Jill Roach (Zone B - Woollooware)
19	David Coulton (North West DGA)	52	Lynne Robson (Zone A - Wakehurst)
20	Patricia Crocker (South West DGA)	53	Barry Rowley (Zone C - RAE)
21	Kate Crone (Zone B - The Australian)	54	Robert Scarr (Hunter River DGA)
22	Julie Preskett (Zone C - Penrith Golf & Rec)	55	Robert Scott (Zone B - Bankstown)
23	Deanne Deitz (Newcastle Hunter District Ladies GA)	56	<i>Alan Simons (Zone A - Avondale)</i>
24	<i>John Dunkin (Zone C - Cabramatta)</i>	57	Joy Slater (Women's Golf Northern Rivers)
25	Ian Elliott (Central Coast)	58	Colin Smith (Zone B - Botany)
26	Ian Fraser (Zone B - The Coast)	59	<i>Liz Smyth (Central Southern GA)</i>
27	Jan Frater (New England DGA)	60	Robert Soper (Far South Coast DGA)
28	Lance Fredericks (Illawarra DGA)	61	Denis Spillane (Zone C - Fox Hills)
29	Jim Glenday (Zone C - Georges River)	62	Mark Stamopoulos (Zone A - Warringah)
30	Grant Harding (South West DGA)	63	Paul Thomas (Lachlan Valley DGA)
31	Judy Harris (Zone C - Richmond)	64	Jo-Ellen Thorpe (Zone C - Wallacia Panthers)
32	Jim Jackson (ACT Monaro)	65	<i>Marilyn Wright (Illawarra DGA)</i>
33	Carol Jones (Zone B - Kareela)		
		*	Meralyn Fage (Murray DGA)
		*	Joan O'Connell (Central Coast Women's GA)