

## PROPOSED CHANGES TO THE CONSTITUTION OF GOLF NSW

### 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 136 of Golf NSW's current 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 to the AGM to consider and, if thought fit, approve the proposed changes to the Definitions and Rules as set out below. 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 resolutions set out below to the AGM for approval as Special Resolutions.

### Proposed changes to the Constitution

Each proposed Resolution is accompanied by a Rationale, a marked-up extract of the current Rule showing proposed deletions crossed through and proposed additions or revisions shown in red. The proposed revised Rule is shown in blue following the marked-up version. There are three separate Special Resolutions on which a vote will be taken.

#### Special Resolution 1: Proposed Simplification of Rule 23(a)

##### Rationale

Rule 23 (a) (i), (ii), and (iii) each contain the same requirement for payment of fees (within 60 days of the end of the preceding financial year) for Metropolitan, Country and other Members. It is proposed that the Rule be amended for conciseness, according to the marked up copy below.

##### Special Resolution 1:

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

*THAT Rule 23 (a) contained in the Company's Constitution be amended according to the marked-up copy of the extract of Rule 23 (a) contained in this Notice of Annual General Meeting and that the numbering of Rules in the Company's Constitution be consequentially amended to reflect this Special Resolution.*

#### **PAYMENT DATES; UNFINANCIAL MEMBERS**

23.

- “(a) Annual membership fees will be payable on a financial year basis. Subject to Rule 22(f), the annual membership fee of **all** 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;
- ~~(i) 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;”~~

##### Proposed revised Rule 23(a):

23. “(a) Annual membership fees will be payable on a financial year basis. Subject to Rule 22(f), the annual membership fee of **all** 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;”

## **Special Resolution 2: Proposed Change to Golf NSW Council and Election of the Board by Members**

### **Rationale**

#### **Proposed Change to Golf NSW Council:**

The current Golf NSW Council consists of 65 Members, including 30 Metropolitan Councillors (15 women and 15 men) and 35 Country Councillors representing men's and women's Country Districts throughout NSW. In recent years, Member Clubs, industry stakeholders in general and the Council Members themselves have questioned the size, effectiveness, and costs associated with the Golf NSW Council

In 2013, Golf NSW undertook an independent Governance and Structural Review (with Sport Business Partners) to determine the best structure for Golf NSW to administer amateur golf in NSW, and service its Member Clubs and Districts. Following an extensive interview and survey process, in both country and metropolitan areas, with current Councillors, Club Presidents, Captains, Treasurers, General Managers and key industry stakeholders, it was found that 75% of respondents supported a reduction in Council's size and a review of its role. Under the proposed changes the existing Golf NSW Council would be dissolved, and its current responsibilities under the Constitution would be transferred to the Members of the Company.

To maintain strong links with country Clubs and Districts, a Country Advisory Council would be formed, comprising 35 members, 20 appointed by each of the 20 Men's Country DGAs and 15 by the 13 Women's Country DGAs. Country Advisory Council members would be appointed annually, by each District from amongst its District Committee. The Country Advisory Council member would be the direct contact between Golf NSW and the District Committee, and someone who is actively involved in the District. There would be no gender restrictions on the District appointee. Each Country District would retain its right to a Country Advisory Council member if it merged with another District. The number of Sydney meetings for the Country Advisory Council would remain at the frequency in the current Constitution of at least two per year.

The proposed establishment of a Country Advisory Council will ensure that there will be no reduction in the opportunities for representation on behalf of country Clubs and Districts. In fact, the proposed requirement that Country Advisory Council members must be members of their District Committee, and be appointed by them, will strengthen the ties between Country Districts, Clubs, Council members and Golf NSW. In addition, Golf NSW intends to conduct meetings in country areas for Member Clubs and District Committees similar to the very successful Metropolitan Zone meetings which have been held for some years in Sydney and which will continue to occur.

Metropolitan Clubs will not lose their voice if there are no longer Metropolitan Council Members. Metropolitan clubs are in frequent direct contact with the CEO and staff of Golf NSW, and the Delegates of these clubs also attend a number of Zone meetings each year, at which information and advice are given and local issues discussed. These Zone meetings are attended by the Chairman and CEO, senior Staff and various Board Members of Golf NSW.

Currently, Golf NSW Council Members have limited membership of the Company, exercising certain responsibilities under the Constitution, but they do not have the same rights as Member Clubs and Districts. Under the proposed amendment, Country Advisory Council members would not be Members of Golf NSW. It is proposed that the existing responsibilities of the current Golf NSW Council for the election of Directors, changes to the Golf NSW Constitution and financial safeguards under Rule 94 would be transferred to the Member Clubs and Districts of Golf NSW.

#### **Election of the Board by Members (Member Clubs and Districts):**

It is important to ensure that the Board of Golf NSW is provided with a broad range of skills and experience to carry out its role in the best interests of Golf NSW and its Member Clubs and Districts. Voting for Directors by Members is widely considered best practice in most organisations. It could be argued that the Members of a Company are, in fact, entitled to have a say in the election of the Directors who represent their interests and who are accountable to them.

Election of Directors by Member Clubs and Districts will help to ensure that nominees for the Board are more likely to be considered on their merits and potential to contribute to the Board, rather than on their popularity. Providing Member Clubs with the vote would also increase their awareness of the Directors who are on the Board and would

advertise opportunities for new Board Members. Under the current Constitution, some Council Members feel that they have a better opportunity to get to know the Directors. However, a potential risk with this line of thought is that voting can be based on personalities. It raises the possibility that voters might favour candidates who are known, rather than by seriously evaluating the CVs of all prospective Directors.

## **Special Resolution 2:**

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

*That the current Golf NSW Council be dissolved and a Country Advisory Council be established, that the Member Clubs and Districts of Golf NSW will have the sole right to elect the Directors of the Company and to exercise the functions provided by Rule 94, and that the Constitution of Golf NSW be amended according to the marked-up copy of the extracts of Definitions and Rules contained in this Notice of Annual General Meeting, and that the numbering of Rules in the Company's Constitution be consequentially amended to reflect this Special Resolution.*

### **Definitions:**

~~"Council" means the Council of the Company having the powers set out in, and elected in accordance with, this Constitution.~~

**"Country Advisory Council"** means the Council consisting of members of the Golf NSW Country Advisory Council appointed by Country Affiliated District Golf Associations.

**"Country Advisory Council Member"** means a Member person appointed as a member of the Country Advisory Council in accordance with this Constitution."

**"Metropolitan Affiliated Club"** means a club located within the Sydney Metropolitan Area.

**"Zone"** means a Metropolitan Zone referred to in Rule 21.

### **Proposed New and Revised Definitions:**

**"Country Advisory Council"** means the Council consisting of members of the Golf NSW Country Advisory Council appointed by Country Affiliated District Golf Associations.

**"Country Advisory Council Member"** means a person appointed as a member of the Country Advisory Council in accordance with this Constitution."

**"Metropolitan Affiliated Club"** means a club located within the Sydney Metropolitan Area.

**"Zone"** means a Metropolitan Zone referred to in Rule 21.

### **MEMBERSHIP**

7. The Company shall have the following classes of Members:
- (a) Affiliated Clubs;
  - (b) Country Affiliated District Golf Associations;
  - ~~(c) Council Members;~~
  - (c) Provisionally Affiliated Clubs;
  - (d) Provisionally Affiliated Associations;
  - (e) Associated Clubs;
  - (f) Associated Associations;
  - (g) Resort Clubs
  - (h) Resort Courses;
  - (i) Life Members; and
  - (j) such other classes as may be established by the Board from time to time pursuant to Rule 95(h).

### **Proposed Revised Rule 7:**

7. The Company shall have the following classes of Members:
  - (a) Affiliated Clubs;
  - (b) Country Affiliated District Golf Associations;
  - (c) Provisionally Affiliated Clubs;
  - (d) Provisionally Affiliated Associations;
  - (e) Associated Clubs;
  - (f) Associated Associations;
  - (g) Resort Clubs
  - (h) Resort Courses;
  - (i) Life Members; and
  - (j) such other classes as may be established by the Board from time to time pursuant to Rule 95(h).
8. The persons which at the date of adoption of this Constitution are entered in the Register **with the exception of those Council Members who held office between the adoption of this Constitution and the conclusion of the 2105 Annual General Meeting**, and such other persons which may be appointed as Members as hereafter provided, will be the only Members of the Company.

**Proposed Revised Rule 8:**

8. The persons which at the date of adoption of this Constitution are entered in the Register with the exception of those Council Members who held office between the adoption of this Constitution and the conclusion of the 2105 Annual General Meeting, and such other persons which may be appointed as Members as hereafter provided, will be the only Members of the Company.
9. Affiliated Clubs and Country Affiliated District Golf Associations shall have the rights and privileges set out in this Constitution including, without limitation, the right to:
  - (a) attend **and vote at** General Meetings; **and**
  - (b) **vote at General Meetings except in relation to the appointment in the election of Directors. and**
  - (c) ~~elect Council Members in accordance with this Constitution.~~

**Proposed Revised Rule 9:**

9. Affiliated Clubs and Country Affiliated District Golf Associations shall have the rights and privileges set out in this Constitution including, without limitation, the right to:
  - (a) attend and vote at General Meetings; and
  - (b) vote in the election of Directors.
13. The following provisions apply to the admission of Members other than Life Members ~~and Council Members...~~

**Proposed Revised Rule 13:**

13. The following provisions apply to the admission of Members other than Life Members...
14. Life Members shall be admitted in accordance with Rule 30. ~~and Council Members shall be admitted in accordance with the applicable provisions of Rules 32 to 48.~~

**Proposed Revised Rule 14:**

14. Life Members shall be admitted in accordance with Rule 30.

**ELECTORAL METROPOLITAN ZONES**

21. For the purposes of administration of golf ~~and for the election of Council Members~~, **Metropolitan** Affiliated Clubs ~~and Country Affiliated District Golf Associations~~ will be allocated to a Zone in accordance with the following provisions:

- (a) Zone A will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time;
- (b) Zone B will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time;
- (c) Zone C will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time.
- ~~(d) Zone D will comprise such Affiliated Clubs outside of the Sydney Metropolitan Area and such Country Affiliated District Golf Associations as the Board shall allocate to that Zone:
 
  - ~~(i) on or about the adoption of this Constitution; or~~
  - ~~(ii) in the case of clubs and associations which become Members following the adoption of this Constitution, on granting them Membership; and~~~~
- ~~(e) Zone E will comprise such Affiliated Clubs outside of the Sydney Metropolitan Area and such Country Affiliated District Golf Associations as the Board shall allocate to that Zone:
 
  - ~~(i) on or about the adoption of this Constitution; or~~
  - ~~(ii) in the case of clubs and associations which become Members following the adoption of this Constitution, on granting them Membership.~~~~

~~Without limitation to the generality of the foregoing: (i) an Affiliated Club outside of the Sydney Metropolitan Area may be allocated to both Zone D and Zone E where the Board considers it appropriate to do so for the purpose of the administration of golf and/or for the election of Council Members; and (ii) a Country Affiliated District Golf Association may be allocated to both Zone D and Zone E if it is formed as a result of the merger of one or more Country Affiliated District Golf Associations in Zone D and one or more Country Affiliated District Golf Associations in Zone E.~~

## Proposed Revised Rule 21:

### METROPOLITAN ZONES

- 21. For the purposes of administration of golf, Metropolitan Affiliated Clubs will be allocated to a Zone in accordance with the following provisions:
  - (a) Zone A will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time;
  - (b) Zone B will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time;
  - (c) Zone C will comprise Affiliated Clubs in the Sydney Metropolitan Area which fall within the boundaries of that Zone as determined by the Board from time to time.
- ~~32. The members of the Council shall be Members of the Company. Only natural persons may be Council Members. Subject to this Constitution, Council Members shall have the right to:
 
  - ~~(a) attend and vote at Council Meetings;~~
  - ~~(b) vote on the election of Directors; and~~
  - ~~(c) attend General Meetings (but may not vote at such Meetings except in respect of the election of Directors).~~~~

### GOLF NSW COUNTRY ADVISORY COUNCIL COUNCIL MEMBERS

- 32. The Golf NSW Country Advisory Council shall consist of members of the Country Advisory Council appointed by each of the Country Affiliated District Golf Associations. Members of the Country Advisory Council are not Members of the Company in accordance with Rule 7.
  - (a) Each Country Affiliated District Golf Association other the Western District Ladies' Golf Association and Hunter District Golf Association shall be entitled to appoint one Country Advisory Council member;

- (b) Western District Ladies' Golf Association and Hunter District Golf Association may appoint 2 members of the Country Advisory Council.

Members of the Country Advisory Council must be appointed annually by each Country District Committee and the appointment confirmed to Golf NSW by the end of January each year. A person appointed to the Country Advisory Council must be a member of the Committee of the Country District which he/she represents. If a Country District Committee fails to appoint a member of the Country Advisory Council, the President of the District shall be deemed to be the member of the Country Advisory Council representing that District. A member of the Country Advisory Council may appoint a substitute to attend any meeting of the Country Advisory Council.

### Proposed Revised Rule 32:

#### GOLF NSW COUNTRY ADVISORY COUNCIL

32. The Golf NSW Country Advisory Council shall consist of members of the Country Advisory Council appointed by each of the Country Affiliated District Golf Associations. Members of the Country Advisory Council are not Members of the Company in accordance with Rule 7.

- (a) Each Country Affiliated District Golf Association other the Western District Ladies' Golf Association and Hunter District Golf Association shall be entitled to appoint one Country Advisory Council member;
- (b) Western District Ladies' Golf Association and Hunter District Golf Association may appoint 2 members of the Country Advisory Council.

Members of the Country Advisory Council must be appointed annually by each Country District Committee and the appointment confirmed to Golf NSW by the end of January each year. A person appointed to the Country Advisory Council must be a member of the Committee of the Country District which he/she represents. If a Country District Committee fails to appoint a member of the Country Advisory Council, the President of the District shall be deemed to be the member of the Country Advisory Council representing that District. A member of the Country Advisory Council may appoint a substitute to attend any meeting of the Country Advisory Council.

- ~~33. A person may not serve more than six consecutive terms as a Council Member. For this purpose, a term means any period commencing on the appointment or re-appointment of a Council Member under this Constitution and ending at the time provided under any Rule of this Constitution including without limitation Rule 33, 37, 39, 41, 46 or 47 (as applicable). A Council Member who resigns as a Council Member cannot stand for election as a Council Member until the second Council Member elections under Rule 34 following his or her resignation.~~

- ~~34. At least 40 days 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:~~
- ~~(a) the Affiliated Clubs in Zone A must elect 5 male and 5 female Council Members;~~
- ~~(b) the Affiliated Clubs in Zone B must elect 5 male and 5 female Council Members;~~
- ~~(c) the Affiliated Clubs in Zone C must elect 5 male and 5 female Council Members;~~
- ~~(d) subject to Rule 35, each District in Zone D must elect one male Council Member; and~~
- ~~(e) subject to Rule 35:~~
- ~~(i) each District in Zone E other than the Newcastle Hunter and Western Districts must elect one female Council Member;~~
- ~~(ii) the Newcastle Hunter District must elect 2 female Council Members; and~~
- ~~(iii) the Western District must elect 2 female Council Members.~~

35. **Where:**

- (a) ~~If two or more Country Affiliated District Golf Associations in the same Zone merge, the District for which the merged organisation is responsible shall, for the purpose of Rule 32, be entitled to appoint such number of members of the Country Advisory Council Members as is equal to the aggregate number of members of the Country Advisory Council Members which the Districts represented by the merging Associations were entitled to appoint; and~~
- (b) ~~Where part of one Country Affiliated District merges with another Country Affiliated District or part thereof, the Board may vary the number and allocation of members of the Country Advisory Council in a manner consistent with the composition of the merged District and any other Districts involved.~~
- (b) ~~one or more Country Affiliated District Golf Associations in Zone D merge with one or more Country Affiliated District Golf Associations in Zone E, then, for the purpose of Rule 34, the District for which the merged association is responsible shall be entitled to appoint Council Members of the same number and gender which, in aggregate, the Districts of the merging associations were entitled to appoint under Rule 34.~~

**Proposed Revised Rule 35:**

- 35. (a) If two or more Country Affiliated District Golf Associations merge, the District for which the merged organisation is responsible shall, for the purpose of Rule 32, be entitled to appoint such number of members of the Country Advisory Council as is equal to the aggregate number of members of the Country Advisory Council which the Districts represented by the merging Associations were entitled to appoint; and
- (b) Where part of one Country Affiliated District merges with another Country Affiliated District or part thereof, the Board may vary the number and allocation of members of the Country Advisory Council in a manner consistent with the composition of the merged District and any other Districts involved.
- ~~(36) A reference in Rule 34 to a District electing Council Members is a reference to the Country Affiliated District Golf Association responsible for that District and the Country Affiliated Clubs which are members of that Country Affiliated District Golf Association electing a Council Member or Council Members (as the case may be) for that District.~~
- ~~37A. The elections referred to in Rule 34 shall take place at a meeting of the Affiliated Members who belong to the relevant Zone or District or by postal ballot or such other means as the Board may from time to time approve and must be conducted in accordance with such requirements (if any) as the Board may specify from time to time. The results of all of the elections referred to in Rule 34 must be confirmed in writing by the Secretary to the Board promptly following the date by which counting in each of those elections has closed.~~
- ~~37. A Council Member elected pursuant to Rule 34 will take office on the date on which the results of elections under Rule 34 are confirmed by the Secretary to the Board and will hold office subject to this Constitution until the date on which the Secretary confirms the results of the next elections under Rule 35 to the Board.~~
- ~~38. The Board shall have the power to grant an extension to the six term limitation in Rule 33 in relation to a Council Member on the request of a Country Affiliated District Golf Association which is responsible for the District which elected that Council Member, provided the extension does not exceed one additional term.~~
- ~~39. A Council Member's Membership will immediately end if that person:
 
  - (a) dies;
  - (b) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (c) by notice in writing given to the Secretary, resigns his or her Membership;
  - (d) is in breach of Rule 48 and has not remedied that breach within 48 hours of written notice to do so from the Company; or
  - (e) is expelled pursuant to Rule 25.~~
- ~~40. The continuing Council Members may act notwithstanding any vacancy in the Council.~~

41. ~~In the event of a Council Member's Membership ceasing before the Secretary confirms the results of the next elections under Rule 34 to the Board, the Board may fill the resulting vacancy provided that the person appointed as a Council Member to fill the vacancy is:~~
- ~~(a) of the same gender as the person he or she is replacing; and~~
  - ~~(b) is a Registered Player in an Affiliated Club in the same Zone as the person he or she is replacing or (where the Council Member whose Membership has ceased was from Zone D or Zone E) is a Registered Player in a Country Affiliated Club in the same District as the person he or she is replacing.~~
- ~~A person so appointed will remain a Council Member until the date on which the Secretary confirms the results of the next elections under Rule 34 to the Board.~~

#### **NOMINATIONS FOR ELECTION TO COUNCIL**

42. ~~In order to be eligible to stand for election, a candidate for election as a Council Member under Rule 34(a), 34(b) or 34(c) must be a Registered Player of an Affiliated Club in the Zone in which he or she is seeking election and must be nominated in accordance with Rules 44 and 45.~~
43. ~~In order to be eligible to stand for election, a candidate for election as a Council Member under Rule 34(d) or 34(e) must be a Registered Player of a Country Affiliated Club in the District in which he or she is seeking election and must be nominated in accordance with Rules 44 and 45.~~
44. ~~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 42 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 43 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) 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.~~
45. ~~Nominations will close at 4:00 p.m. on the day being the 70th day prior to the next Annual General Meeting. After the close of nominations the Secretary will notify the names of all candidates to each of the Affiliated Clubs and Country Affiliated District Golf Associations which are entitled to vote on those candidates.~~
46. ~~If any of Zones A, B or C receives valid nominations for election to Council that are equal to or less than the available Council positions for that Zone, the candidate or candidates, if any, nominated for that Zone will be declared elected. The Board may fill any remaining vacancies in respect of that Zone provided that each person so appointed by the Board must be a Registered Player of an Affiliated Club in that Zone and must result in the total number of Council Members appointed in respect of that Zone being of the number and gender contemplated by Rule 34. A person so appointed will subject to this Constitution remain a Council Member until the date on which the Secretary confirms the results of the next elections under Rule 34 to the Board.~~



47. ~~If any of the Districts in Zones D or E receives valid nominations for election to Council that are equal to or less than the available Council positions for that District, the candidate or candidates, if any, nominated for that District will be declared elected. The Board may fill any remaining vacancies in respect of that District provided that each person so appointed by the Board must be a Registered Player of an Affiliated Club in that District and must result in the total number of Council Members appointed in respect of that District being of the number and gender contemplated by Rule 34. A person so appointed will subject to this Constitution remain a Council Member until the date on which the Secretary confirms the results of the next elections under Rule 34 to the Board.~~
48. ~~Any Council Member who, at his or her date of appointment as a Council hours of being appointed as a Council Member. Rule 39 shall apply in the event of a failure to comply with this requirement.~~

## **POWERS AND DUTIES OF THE COUNCIL**

### **ROLE OF THE COUNTRY ADVISORY COUNCIL**

49. The Council will have the following powers and duties:
- ~~(a) to elect Directors in accordance with this Constitution;~~
  - ~~(a) to act as a liaison between the Company and its Country Members;~~
  - ~~(b) to act in an advisory capacity and to make such recommendations and reports to the Board that it considers fit or as may be requested from time to time by the Board provided such recommendations and reports will not be binding on the Board; and~~
  - ~~(c) to meet at least twice in each year. ;and~~
  - ~~(e) to satisfy any other obligation imposed on the Council by this Constitution or the By Laws.~~

### **Proposed Revised Rule 49:**

#### **ROLE OF THE COUNTRY advisory COUNCIL**

49. The Council will have the following powers and duties:
- (a) to act as a liaison between the Company and its Country Members;
  - (b) to act in an advisory capacity and to make such recommendations and reports to the Board that it considers fit or as may be requested from time to time by the Board provided such recommendations and reports will not be binding on the Board; and
  - (c) to meet at least twice in each year

## **MEETINGS OF THE COUNCIL**

50. ~~The Secretary must if required to do so by a resolution of the Board call a meeting of the Council.~~
51. ~~The Secretary, upon receiving a request in writing signed by at least 22 Council Members, must call a meeting of the Council.~~
52. ~~Not less than 21 days written notice of a meeting of the Council must be given to all Council Members. Notice may be given to a Council Member by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Council Member or at any other address given to the Secretary by the Council Member from time to time. The non receipt of a notice convening a Council meeting, or the accidental omission to give notice to any Council Member, shall not invalidate the proceedings at or any resolution passed at the Council meeting.~~
53. ~~The quorum for a meeting of the Council is 42 Council Members. If within 15 minutes from the time appointed for any Council meeting, a quorum is not present, the meeting if called by or upon the request of Council Members will be dissolved. In any other case, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine, but such period must be less than one month. If at such adjourned meeting a quorum is not present, the Council~~

~~Members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.~~

- ~~54. A record of all Council Members present and of all resolutions and proceedings at Council meetings must be entered by the Secretary in a minute book provided for that purpose.~~
- ~~55. The Chairman is entitled to preside as the chairman at any meeting of the Council. If the Chairman is not present or being present is unwilling or unable to act, then the Deputy Chairman will preside as the chairman. If the Deputy Chairman is not present or being present is unwilling or unable to act, then the Council Members present may elect their own chairman of the meeting.~~
- ~~56. Council meetings may be attended only by Council Members, Directors, the Secretary, observers representing the Patron Members referred to in Rule 131(a) and such other persons as the chairman of the meeting may invite. Only Council Members and Directors, and other persons who are invited to speak by the chairman of the meeting, have the right to speak at Council meetings.~~
- ~~57. Only Council Members may vote at Council meetings. Each Council Member will be entitled to exercise one vote on any question arising at a Council Meeting.~~
- ~~58. Any question arising at any Council meeting will be decided by a majority of votes cast by Council Members present and entitled to vote on the question, and a determination by such a majority of Council Members will for all purposes be deemed to be a determination of the Council.~~
- 59.
- ~~(a) Subject to paragraph (b) below, a Council Member may appoint an alternate to attend, speak and vote at any one or more Council meetings in his or her place. An appointment must be in writing and a copy must be given to the Secretary. The appointing Council Member may terminate the alternate's appointment at any time. Any such termination must be in writing and a copy must be given to the Secretary.~~
  - ~~(b) A Council Member may only appoint as their alternate a Registered Player at an Affiliated Club in the same Zone as that Council Member or, where that Council Member was appointed in respect of a District in Zone D or E, a Registered Player in an Affiliated Club in the same District.~~
  - ~~(c) When an alternate exercises the appointing Council Member's rights at a Council meeting at which the Council Member is not present, the exercise of those rights is just as effective as if the rights were exercised by the appointing Council Member.~~
  - ~~(d) An alternate's powers are suspended if and for so long as the Council Member is present at the Council meeting.~~
  - ~~(e) Any reference in Rules 53 to 58 (inclusive) to a Council Member shall also include any alternate appointed under this Rule, unless the alternate's powers are suspended pursuant to paragraph (d).~~
65. Only Council Members are entitled to vote on the election of Directors **in accordance with Rule 9**. 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.

#### **Proposed Revised Rule 65:**

65. Only Members are entitled to vote on the election of Directors **in accordance with Rule 9**. Without prejudice to their ability to vote by proxy on the election of Directors, a 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.

70. Any Director who, at his or her date of appointment as a Director, is an employee of Golf NSW or of a Member, or who is a Director of the Golfing Association of another State or of Golf Australia or who is a Council Member, must resign from that employment or Council Membership Directorship (as the case may be) within 48 hours of being appointed as a Director. ~~(save that, for the avoidance of doubt, the Chairman may continue to act as chairman of meetings of the Council in accordance with this Constitution).~~ Rule 78 shall apply in the event of a failure to comply with this requirement.

#### **Proposed Revised Rule 70:**

70. Any Director who, at his or her date of appointment as a Director, is an employee of Golf NSW or of a Member, or who is a Director of the Golfing Association of another State or of Golf Australia must resign from that employment or Directorship (as the case may be) within 48 hours of being appointed as a Director. Rule 78 shall apply in the event of a failure to comply with this requirement.
73. Nominations will close at 4:00 p.m. on the day being the 40th day prior to the next Annual General Meeting. After the close of nominations the Secretary must notify the names of all candidates to Council Members.

#### **Proposed Revised Rule 73:**

73. Nominations will close at 4:00 p.m. on the day being the 40th day prior to the next Annual General Meeting. After the close of nominations the Secretary must notify the names of all candidates to Members.
117. The election of Council Members and Directors under this Constitution will be in accordance with the "First Past the Post" system under which the candidate or (where there is more than one position to be filled) candidates with the highest number of votes shall be elected. A voter will not be required to vote for a minimum number of candidates.

#### **Proposed Revised Rule 117:**

117. The election Directors under this Constitution will be in accordance with the "First Past the Post" system under which the candidate or (where there is more than one position to be filled) candidates with the highest number of votes shall be elected. A voter will not be required to vote for a minimum number of candidates.
118. In the event of an equality of votes in favour of two or more candidates, the Chairman ~~(in the case of election of Council Members) and the chairman of the relevant General Meeting (in the case of the election of Directors)~~ will draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the relevant vacancy or vacancies (as the case may be).

#### **Proposed Revised Rule 118:**

118. In the event of an equality of votes in favour of two or more candidates, the Chairman will draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the relevant vacancy or vacancies (as the case may be).
77. (b) If all of the Directors are removed as a result of the passing of a resolution referred to in Rule 77(a), the Council Members may elect at the same General Meeting at which that resolution is passed nine Elected Directors who satisfy the requirements set out in Rule 65 (whose number may include any person removed as a Director as a result of the passing of the resolution referred to in Rule 77(a)). The election shall be conducted on the same basis as elections referred to in Rule 65. Candidates for the election must be nominated in accordance with Rules 72, 73 and 74, except that the closing time for nominations shall be at 4.00pm on the 14th day before the General Meeting, and... etc

#### **Proposed Revised Rule 77 (b):**

77. (b) If all of the Directors are removed as a result of the passing of a resolution referred to in Rule 77(a), the Members may elect at the same General Meeting at which that resolution is passed nine Elected

Directors who satisfy the requirements set out in Rule 65 (whose number may include any person removed as a Director as a result of the passing of the resolution referred to in Rule 77(a)). The election shall be conducted on the same basis as elections referred to in Rule 65. Candidates for the election must be nominated in accordance with Rules 72, 73 and 74, except that the closing time for nominations shall be at 4.00pm on the 14th day before the General Meeting, and...etc

78. (j) following his or her appointment as a Director, becomes ~~a Council Member~~ or an employee of Golf NSW or of a Member, or a Director of the Golfing Association of another State or of Golf Australia.

**Proposed Revised Rule 78 (j):**

78. (j) following his or her appointment as a Director, becomes an employee of Golf NSW or of a Member, or a Director of the Golfing Association of another State or of Golf Australia.

94

- 94.1 Unless approved otherwise by a resolution of the ~~Council~~ Members entitled to vote in a General Meeting, the Company must not in any financial year of the Company, pursuant to any transaction or transactions, commit to a financial liability or liabilities, which would in total be in excess of 25% of the gross revenue received by the Company in annual membership fees in respect of the previous financial year. In calculating the total of financial liabilities to which this Rule applies the ordinary recurrent expenditure of the Company shall be disregarded.
- 94.2 The Company must not acquire or dispose of any real property unless such acquisition or disposal has been approved by a resolution of the ~~Council~~ Members.

**Proposed Revised Rule 94:**

94.

- 94.1 Unless approved otherwise by a resolution of the Members entitled to vote in a General Meeting, the Company must not in any financial year of the Company, pursuant to any transaction or transactions, commit to a financial liability or liabilities, which would in total be in excess of 25% of the gross revenue received by the Company in annual membership fees in respect of the previous financial year. In calculating the total of financial liabilities to which this Rule applies the ordinary recurrent expenditure of the Company shall be disregarded.
- 94.2 The Company must not acquire or dispose of any real property unless such acquisition or disposal has been approved by a resolution of the Members.

95. The Board may exercise its powers and do all such acts and things as the Company is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by the Act directed or required to be exercised or done by the Company in General Meeting ~~or by the Council~~ but subject nevertheless to the provisions of the Act and Rule 94... etc

- (h) make, amend and repeal by-laws not inconsistent with this Constitution for:
- (i) the administration of the sport of golf;
- (ii) the election of ~~Council Members and~~ Directors; ...etc

**Proposed Revised Rule 95 and 95(h):**

95. The Board may exercise its powers and do all such acts and things as the Company is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by the Act directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and Rule 94... etc

- (h) make, amend and repeal by-laws not inconsistent with this Constitution for:

- (i) the administration of the sport of golf;
- (ii) the election of Directors; ...etc

119A Without limitation to any Rule regarding the election of Directors ~~or Council Members~~, the Board may determine that, at any General Meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. The Board may make By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

**Proposed Revised Rule 119A:**

119A Without limitation to any Rule regarding the election of Directors, the Board may determine that, at any General Meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A "direct vote" includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. The Board may make By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

131.

- (a) The Royal Sydney Golf Club and The Australian Golf Club will be known as Patron Members of the Company and be entitled to have a non participating observer at all **General Meetings** ~~of the Council~~.

**Proposed Revised Rule 131 (a):**

131. (a) The Royal Sydney Golf Club and The Australian Golf Club will be known as Patron Members of the Company and be entitled to have a non participating observer at all General Meetings.

135. ~~Subject to Rule 136,~~ This Constitution may be modified or repealed by way of a Special Resolution passed at a General Meeting.

**Proposed Revised Rule 135:**

135. This Constitution may be modified or repealed by way of a Special Resolution passed at a General Meeting.

~~136. Notwithstanding any other provision of this Constitution, a Special Resolution approving any modification or the repeal of this Constitution shall not take effect unless the modification or repeal is also approved by a resolution passed at a meeting of the Council by at least three quarters of all votes cast by Council Members who were entitled to vote on the resolution.~~

**Special Resolution 3: Permitting up to Two Appointed Directors**

**Rationale:**

It is current common practice for Boards to have the ability to appoint one or more Appointed Directors, in addition to the Elected Directors. Such appointments enable a Board to add to a particular area of skill, experience or expertise, or to support a particular project or initiative. An appointed position may, therefore, need to be filled for a short time only. The Board may not necessarily appoint the total number of Appointed Directors permitted. It is proposed that the eligibility for Appointed Directors be as for Elected Directors, that the term of appointment be for up to one year, with a limit of 3 consecutive terms. Appointed Directors would not be able to hold the office of Chairman, Deputy Chairman or Chairman of Finance. They would be able to nominate for election to the Board as an Elected Director, with the period of time served as an Appointed Director not to count in the limit of 3 consecutive two year "terms" as an Elected

Director. Appointed Directors would have the same rights and responsibilities as Elected Directors in accordance with the Act and the NSW Board Code of Conduct. For clarity, relevant Rules have been revised to indicate a reference to either an Elected or an Appointed Director, as appropriate. Proposed amendments also seek to distinguish between Elected and Appointed Directors.

### Special Resolution 3:

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

*That the Board of Directors of Golf NSW be permitted to appoint up to two Appointed Directors and that the Constitution of Golf NSW be amended according to the marked-up copy of the extracts of Definitions and Rules contained in this Notice of Annual General Meeting, and that the numbering of Rules in the Company's Constitution be consequentially amended to reflect this Special Resolution.*

### **Proposed New Definitions:**

**"Appointed Director"** means a Director appointed by the Elected Directors in accordance with this Constitution.

**"Elected Director"** means a member of the Board elected in accordance with this Constitution.

60. Subject to this Constitution, the Company will be governed by ~~the~~ a Board, consisting of nine Elected Directors and up to two Directors appointed by the Board in accordance with Rule 54.

### **Proposed Revised Rule 60:**

60. Subject to this Constitution, the Company will be governed by a Board, consisting of nine Elected Directors and up to two Directors appointed by the Board in accordance with Rule 54.
62. ~~The Board shall consist of nine Elected Directors of the Board shall comprise~~ comprising three Directors who must be male, three Directors who must be female and three Directors of either gender. At least one female Elected Director and one male Elected Director must have his or her principal place of residence in the Sydney Metropolitan Area (Sydney Residence), and at least one female and one male Elected Director must have his or her principal place of residence outside the Sydney Metropolitan Area in New South Wales or the ACT (Country Residence).

### **Proposed Revised Rule 62:**

62. The nine Elected Directors of the Board shall comprise three Directors who must be male, three Directors who must be female and three Directors of either gender. At least one female Elected Director and one male Elected Director must have his or her principal place of residence in the Sydney Metropolitan Area (Sydney Residence), and at least one female and one male Elected Director must have his or her principal place of residence outside the Sydney Metropolitan Area in New South Wales or the ACT (Country Residence).
63. If an Elected Director's principal place of residence changes at any time during his or her term as Director from Sydney Residence to Country Residence or vice versa, he or she shall cease to hold office at the conclusion of the next Annual General Meeting.

### **Proposed Revised Rule 63:**

63. If an Elected Director's principal place of residence changes at any time during his or her term as Director from Sydney Residence to Country Residence or vice versa, he or she shall cease to hold office at the conclusion of the next Annual General Meeting.

64. The Board may make By-Laws which specify a procedure for counting votes in the election of Elected Directors to ensure an orderly process for the election of such candidates as will ensure that the composition of the Board reflects the requirements of Rule 62.

#### Proposed Revised Rule 64:

64. The Board may make By-Laws which specify a procedure for counting votes in the election of Elected Directors to ensure an orderly process for the election of such candidates as will ensure that the composition of the Board reflects the requirements of Rule 62.
66. The results of the election of Elected Directors must be announced at the Annual General Meeting.

#### Proposed Revised Rule 66:

66. The results of the election of Elected Directors must be announced at the Annual General Meeting.
67. The Elected Directors elected at each Annual General Meeting shall take office at the conclusion of that meeting and shall hold office until the conclusion of the second Annual General Meeting following their election.

#### Proposed Revised Rule 67:

67. The Elected Directors elected at each Annual General Meeting shall take office at the conclusion of that meeting and shall hold office until the conclusion of the second Annual General Meeting following their election.
68. Subject to this Constitution, an Elected Director whose term of office will end at an Annual General Meeting is eligible for re-election.

#### Proposed Revised Rule 68:

68. Subject to this Constitution, an Elected Director whose term of office will end at an Annual General Meeting is eligible for re-election.
69. A person may not serve ~~any~~ more than three consecutive terms as an Elected Director. For this purpose, a term means any period of office commencing on the ~~appointment or re-appointment~~ election or re-election of an Elected Director under this Constitution and ending at the time provided under any Rule of this Constitution including without limitation Rules 63, 67, 77 or 78 (as applicable). The period of time following the appointment of a Director to fill a casual vacancy in accordance with Rule 80 or to serve as an Appointed Director in accordance with Rule 54 does not constitute a "term" under Rule 69. A Director who resigns his or her office as a Director cannot stand for election as an Elected Director until the Director elections in connection with the second Annual General Meeting following his or her resignation.

#### Proposed Revised Rule 69:

69. A person may not serve more than three consecutive terms as an Elected Director. For this purpose, a term means any period of office commencing on the election or re-election of an Elected Director under this Constitution and ending at the time provided under any Rule of this Constitution including without limitation Rules 63, 67, 77 or 78 (as applicable). The period of time following the appointment of a Director to fill a casual vacancy in accordance with Rule 80 or to serve as an Appointed Director in accordance with Rule 54 does not constitute a "term" under Rule 69. A Director who resigns his or her office as a Director cannot stand for election as an Elected Director until the Director elections in connection with the second Annual General Meeting following his or her resignation.
70. Any Elected or Appointed Director who, at his or her date of election or appointment as a Director, is an employee of Golf NSW or of a Member, or who is a Director of the Golfing Association of another State or of

~~Golf Australia~~ or who is a Council Member, must resign from that employment, ~~or Council Membership or Directorship~~ (as the case may be) within 48 hours of being **elected or** appointed as a Director. ~~(save that, for the avoidance of doubt, the Chairman may continue to act as chairman of meetings of the Council in accordance with this Constitution).~~ Rule 78 shall apply in the event of a failure to comply with this requirement.

#### **Proposed Revised Rule 70:**

70. Any Elected or Appointed Director who, at his or her date of election or appointment as a Director, is an employee of Golf NSW or of a Member, or who is a Director of the Golfing Association of another State or of Golf Australia or who is a Council Member, must resign from that employment, Directorship or Council Membership (as the case may be) within 48 hours of being elected or appointed as a Director. Rule 78 shall apply in the event of a failure to comply with this requirement.
71. In order to be eligible to stand for election as **an Elected** Director, a candidate must be nominated in accordance with Rules 72, 73 and 74.

#### **Proposed Revised Rule 71:**

71. In order to be eligible to stand for election as an Elected Director, a candidate must be nominated in accordance with Rules 72, 73 and 74.
72. A nomination of a candidate for election as **an Elected** Director must comply with the following requirements:..

#### **Proposed Revised Rule 72:**

72. A nomination of a candidate for election as an Elected Director must comply with the following requirements:..
75. Promptly following the election of the **Elected** Directors at an Annual General Meeting, the Board shall elect, from amongst its number and in the following order of seniority:
- (a) the Chairman of the Board;
  - (b) the Deputy Chairman of the Board; and
  - (c) the Chairman of Finance.

#### **Proposed Revised Rule 75:**

75. Promptly following the election of the Elected Directors at an Annual General Meeting, the Board shall elect, from amongst its number and in the following order of seniority:
- (a) the Chairman of the Board;
  - (b) the Deputy Chairman of the Board; and
  - (c) the Chairman of Finance.

#### **54. APPOINTED DIRECTORS**

Subject to this Constitution, the Elected Directors of the Board, by majority decision, may appoint up to two Appointed Directors.

- (a) Appointed Directors must have their principal place of residence in New South Wales or the ACT;
- (b) Before taking up a position on the Board, an Appointed Director must provide:
  - (i) a signed consent to act as a Director which complies with the Act; and
  - (ii) a written acknowledgement that he or she has read and understands the Company's Code of Conduct for Directors (as in force from time to time) and agrees to comply with the Code;
- (c) An Appointed Director may be appointed for a term of up to one year;
- (d) An Appointed Director may not serve more than three consecutive terms as an Appointed Director;
- (e) Appointed Directors cannot hold the office of Chairman, Deputy Chairman or Chairman of Finance;
- (f) After having served as an Appointed Director, a person may nominate for election as an Elected Director in accordance with this Constitution;



- (g) An Elected Director is not permitted to serve as an Appointed Director until two years have elapsed since the date on which that Director concludes his/her term of office or resigns as an Elected Director.

**Proposed New Rule 54:**

54. Subject to this Constitution, the Elected Directors of the Board, by majority decision, may appoint up to two Appointed Directors.
- (a) Appointed Directors must have their principal place of residence in New South Wales or the ACT;
  - (b) Before taking up a position on the Board, an Appointed Director must provide:
    - (i) a signed consent to act as a Director which complies with the Act; and
    - (ii) a written acknowledgement that the he or she has read and understands the Company's Code of Conduct for Directors (as in force from time to time) and agrees to comply with the Code;
  - (c) An Appointed Director may be appointed for a term of up to one year;
  - (d) An Appointed Director may not serve more than three consecutive terms as an Appointed Director;
  - (e) Appointed Directors cannot hold the office of Chairman, Deputy Chairman or Chairman of Finance;
  - (f) After having served as an Appointed Director, a person may nominate for election as an Elected Director in accordance with this Constitution;
  - (g) An Elected Director is not permitted to serve as an Appointed Director until two years have elapsed since the date on which that Director concludes his/her term of office or resigns as an Elected Director.

**VACANCIES ON THE BOARD**

- 77.
- (a) Subject to compliance with the Act, the **Members of the Company entitled to vote in accordance with Rule 9** ~~Company~~ may by resolution remove any **Elected or Appointed** Director or Directors whomsoever or the whole of the Board before the expiration of that person's or those persons' period of office.
  - (b) If all of the Directors are removed as a result of the passing of a resolution referred to in Rule 77(a), the ~~Council~~ Members may elect at the same General Meeting at which that resolution is passed nine **Elected** Directors who satisfy the requirements set out in Rule 62 (whose number may include any person removed as a Director as a result of the passing of the resolution referred to in Rule 77(a)). The election shall be conducted on the same basis as elections referred to in Rule 65. Candidates for the election must be nominated in accordance with Rules 72, 73 and 74, except that the closing time for nominations shall be at 4.00pm on the ~~28<sup>th</sup>~~ **14<sup>th</sup>** day before the General Meeting, and provided however that a person shall not be required to be so nominated if they are a serving Director at the closing time for nominations. The term of office for Directors appointed pursuant to any such election shall be as follows:
    - (i) the five of those **Elected** Directors who received the highest number of votes in their election will hold office until the end of the second Annual General Meeting after their election; and
    - (ii) the remaining four of those **Elected** Directors will hold office until the end of the first Annual General Meeting following their election.
  - (c) **Appointed Directors removed from office under Rule 77 (a) shall have no automatic right to nominate for re-appointment, but may be re-appointed by the Elected Directors elected in accordance with Rule 77 (b).**

**Proposed Revised Rule 77:**

**VACANCIES ON THE BOARD**

77.

- (a) Subject to compliance with the Act, the Members of the Company entitled to vote in accordance with Rule 9 may by resolution remove any Elected or Appointed Director or Directors whomsoever or the whole of the Board before the expiration of that person's or those persons' period of office.
- (b) If all of the Directors are removed as a result of the passing of a resolution referred to in Rule 77(a), the Members may elect at the same General Meeting at which that resolution is passed nine Elected Directors who satisfy the requirements set out in Rule 62 (whose number may include any person removed as a Director as a result of the passing of the resolution referred to in Rule 77(a)). The election shall be conducted on the same basis as elections referred to in Rule 65. Candidates for the election must be nominated in accordance with Rules 72, 73 and 74, except that the closing time for nominations shall be at 4.00pm on the 14<sup>th</sup> day before the General Meeting, and provided however that a person shall not be required to be so nominated if they are a serving Director at the closing time for nominations. The term of office for Directors appointed pursuant to any such election shall be as follows:
  - (i) the five of those Elected Directors who received the highest number of votes in their election will hold office until the end of the second Annual General Meeting after their election; and
  - (ii) the remaining four of those Elected Directors will hold office until the end of the first Annual General Meeting following their election.
- (c) Appointed Directors removed from office under Rule 77 (a) shall have no automatic right to nominate for re-appointment, but may be re-appointed by the Elected Directors elected in accordance with Rule 77 (b).

78. The office of an Elected or an Appointed Director will be immediately vacated, and a casual vacancy thereby created, if that person:...etc

- (j) following his or her appointment as a Director, becomes a Council Member or an employee of Golf NSW or of a Member, or a Director of the Golfing Association of another State or of Golf Australia.

**Proposed Revised Rule 78:**

78. The office of an Elected or an Appointed Director will be immediately vacated, and a casual vacancy thereby created, if that person:...etc

- (j) following his or her appointment as a Director, becomes a Council Member or an employee of Golf NSW or of a Member, or a Director of the Golfing Association of another State or of Golf Australia.

80.

- (a) Subject to paragraph (b), in the event of an Elected Director being removed from office or the office of an Elected Director otherwise becoming vacant, the Board will have the power to fill such vacancy and a Director so appointed will hold office until the conclusion of the next Annual General Meeting. The period of time following the appointment of an Elected Director to fill a casual vacancy until the conclusion of the next Annual General Meeting in accordance with Rule 80 does not constitute a "term" as defined in Rule 69.... etc
- (c) Where the Elected Director who was removed from office or whose office has otherwise become vacant was the Chairman, Deputy Chairman or Chairman of Finance ... etc

**Proposed Revised Rule 80:**

80.

- (a) Subject to paragraph (b), in the event of an Elected Director being removed from office or the office of an Elected Director otherwise becoming vacant, the Board will have the power to fill such vacancy and a

Director so appointed will hold office until the conclusion of the next Annual General Meeting. The period of time following the appointment of an Elected Director to fill a casual vacancy until the conclusion of the next Annual General Meeting in accordance with Rule 80 does not constitute a “term” as defined in Rule 69. ...etc

- (c) Where the Elected Director who was removed from office or whose office has otherwise become vacant was the Chairman, Deputy Chairman or Chairman of Finance ... etc