

SPECIAL RESOLUTION

That the Constitution of Golf NSW Ltd ACN 001 642 628 (**Constitution**) be amended by:

- A. Deleting current Rule 52(a) of the Constitution in its entirety and replacing it with the following new Rule 52(a):

52.

(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 for such period as the Board determines but for no longer than such time as the person in whose place he or she was appointed would have held office.

- B. Deleting current Rule 40 of the Constitution in its entirety and replacing it with the following new Rule 40:

40.

(a) A person may not serve more than three consecutive terms as an Elected Director.

(b) For the purposes of this Rule 40, a "term" means:

(i) 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 Rule 34, 38, 49 or 50 (as applicable); or

(ii) the period of time following the appointment of a Director to fill a casual vacancy in accordance with Rule 52.

(c) The period of time following the appointment of a Director to serve as an Appointed Director in accordance with Rule 48 does not constitute a term under this Rule 40.

(d) 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.

EXPLANATORY NOTES FOR MEMBERS

1. The Board of Golf NSW has generally followed a loose election cycle so that approximately half the Board is elected in each year for a two-year term.
2. Over the last few years, as a result of some Elected Directors vacating their office mid-year, there has been some disruption to this cycle. Currently, Rule 52(a) provides that a person appointed to fill a casual vacancy created by an Elected Director only holds that position until the next Annual General Meeting. This has caused an imbalance in the number of Directors being elected at that year's Annual General Meeting.
3. For example, if there was a Board of 9 Directors of which 4 Directors' positions would be up for election at the 2017 Annual General Meeting, if 2 of the remaining 5 Directors resigned in the middle of 2017, then any persons appointed to fill those casual vacancies would only remain until the 2017 Annual General Meeting as well. This would mean that there would be 6 positions up for election in 2017.

4. To avoid this situation, the Golf NSW Board proposes that any person appointed to fill a casual vacancy would hold such position for the period of time determined by the Board but for no longer than the same period of time as the person he or she is replacing. Therefore, if the Special Resolution is passed, Rule 52(a) will be amended to have this effect. This will give the Board the flexibility to preserve the election split regardless of casual vacancies that arise during the year.
5. As a casual vacancy appointee may now hold the position for a more substantial period of time, the Special Resolution will also amend Rule 40 so that such period will count as a 'term' when calculating the maximum number of consecutive terms as a Director that a person may have. This will better adhere to the general governance principle of Golf NSW that a person should not serve more than 3 terms consecutively.
6. The Special Resolution will only be passed if at least 75% of Affiliated Members who are voting and entitled to do so, vote in favour of the resolution.
7. The Special Resolution must be considered as a whole and the substance cannot be amended by motions from the floor.
8. Members can access a copy of the existing Constitution on Golf NSW's website.

VOTING INFORMATION

Eligibility to Vote

Only Affiliated Clubs and Country Affiliated District Golf Associations may vote at the AGM, either present in person (through the President or Member Delegate as per Rule 20 of the Constitution) or by proxy at the time when the meeting proceeds to business.

Attending the Meeting – in person

The Resolution will be put to the AGM as outlined above and votes may be lodged in person by the President or Member Delegate of the Affiliated Member.

Not Attending the Meeting – by proxy

For those unable to attend in person, votes may be lodged in accordance with Rule 88 of the Constitution. The ability to submit proxies will cease at **10am on Monday 27 November 2017**.

There are three ways to submit a proxy:

- 1) By mail or email using the proxy form attached to this Notice of AGM

Postal Address:

Attention: Graeme Phillipson
Golf NSW Limited
PO Box 195
ARNCLIFFE NSW 2205

Email address: graeme.phillipson@golfnsw.org

- 2) By delivery in person, using the proxy form attached to this Notice of AGM, to:

Street address:

Golf NSW Limited
1A Duncan Street
ARNCLIFFE NSW 2205

- 3) Online - you can submit your proxy online by going to the web site:

<https://www.surveymonkey.com/r/2017golfnswproxy>

BY ORDER OF THE BOARD



STUART FRASER
Chief Executive Officer
26 October 2017

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