

29th March 2021

SPECIAL GENERAL MEETING

Meeting Opened: 6.30pm

7 Day Members in attendance confirmed: 72

Confirmation of proceedings by Alex Smith.

Confirmation of presence and role of Adam Jones by Adam Jones.

Apologies: Amanda Moore, Kathy Armstrong, Michael Ford, David Wright, Sue Wright, Gerry Walker and Steve Hughes.

VOTING

First Special Resolution

That the Constitution of Randwick Golf Club Limited be amended by deleting Rule 20(b) and inserting instead the following new Rule 20(b):

- (b) Financial members in the class of 6 Day membership are entitled:
- (i) until the commencement of the 2021 Annual General Meeting, to attend all General Meetings but vote only on those matters which under the Act or Registered Clubs Act those members must be entitled to vote, and on and from the commencement of the 2021 Annual General Meeting, to attend and vote on all matters at General Meetings including (without limitation) special resolutions to amend this Constitution; and
 - (ii) to vote at the election of the Board.

Explanatory Note to First Special Resolution

Rule 20(b) currently reads:

- (b) *Financial members in the class of 6 Day membership are entitled to:*
- (i) *attend all General Meetings but vote only on those matters which under the Act or Registered Clubs Act those members must be entitled to vote; and*
 - (ii) *vote at the election of the Board.*

The purpose of this special resolution is to give 6 Day Members the same voting entitlements under the Constitution as 7 Day Members, with effect from the commencement of the 2021 Annual General Meeting.

Full explanation of Special Resolution 1 by Adam Jones.

Member's Discussion around this resolution:

- *Pierre De Dassel. How many 7 Day Members vs 6 Day Members? to determine whether or not 7 Day Members will have their vote 'diluted'*
7 Day Members 292, 6 Day Members 189.
- *Marilyn Pacitti. Thanks to the Board for putting this on the agenda. Marilyn informs members at the meeting that there are many 6 day male members. Marilyn points out the playing differences and times for 6 and 7 day Members. Difference in fees is pointed out. Marilyn expresses her support for 6 Day Members to be afforded voting rights at the AGM.*
- *Another Member (no name provided) wants it clarified that the majority of 6 day Members are female. This is confirmed.*
- *Colin Flatters speaks in support of the motion. Col suggests that 6 day members quite possibly spend more time here than 7 days with a lot of them playing Tuesdays and Thursdays as they may not work.*
- *Raelyn Flatters speaks in favour of 6 day members getting a vote. Raelyn is a 7 day member but recognises that most ladies are not. Raelyn confirms that herself and most ladies believe that Saturday is a men's competition and should stay as such, however all Members should be involved in the making of important decisions affecting the club.*
- *Robert Robson speaks in opposition to the resolution. Robbo does not believe that anything needs to change, the constitution has worked for many years. Robbo also believes that the Saturday Competition will be in jeopardy if 6 Day Members get voting rights at AGM.*
- *Noelene Dresser speaks in favour of the resolution. This resolution has come up previously but was not carried - that was 25 years ago. 6 day members play a worthwhile part in the club and support the club. It's not about what you pay - 6 day members should have a say. Its time for change.*
- *Geoff Cook supports the resolution completely. Geoff believes that 43C needs to change – 6 day members should be able to run for the board. This is not an item on the agenda tonight but Geoff would like to revisit this in the future.*
- *Adam Poche explains that the Board is there to delegate on behalf of the Members and this is why this resolution has been brought to the SGM.*

Resolution 1 – Carried

Moved: Adam Poche

Seconded: Alex Smith

Second Special Resolution

That the Constitution of Randwick Golf Club Limited be amended as follows:

- delete Rule 45 and insert instead the following new Rule 45:
 45. (a) The Directors will (subject to this Constitution) hold office until their retirement at the conclusion of the second Annual General Meeting after which they were elected.
 - (b) Despite paragraph (a), the Directors holding office upon the passing of this special resolution will (subject to this Constitution) hold office until their retirement at the conclusion of the 2021 Annual General Meeting.
 - (c) A retiring Director will (subject to this Constitution) be eligible for re-election.
- in Rule 46, delete “The election of the Board will be conducted in the following manner:” and insert instead “The election of the Board, when required, will be conducted in the following manner:”
- in Rule 64, after “next Annual General Meeting” insert “at which an election of the Board is required”
- in Rule 66, after “next Annual General Meeting” insert “at which an election of the Board is required”.

Explanatory Note to Second Special Resolution

The purpose of this special resolution is to introduce the ‘biennial’ election system (as referred to in the Registered Clubs Act 1976) for future elections of the Board, commencing at the 2021 Annual General Meeting. The biennial election system is commonly referred to as a ‘two year’ term of office.

If this special resolution is passed, the Directors who are elected to office at the 2021 Annual General Meeting will hold office until the conclusion of the 2023 Annual General Meeting, the Directors who are elected to office at the 2023 Annual General Meeting will hold office until the conclusion of the 2025 Annual General Meeting, and so on. A two year term of office for Directors could enable the Board to implement longer term strategies between elections of the Board, and give new Directors more time to develop and use their capabilities before the next election of the Board.

Amended Rule 46 includes a minor wording change. Amended Rule 64 means that if a Director is removed from office by members at a General Meeting, any replacement of that person will hold office for the residue of the 'two year' term of office. Amended Rule 66 means if the Board fills a vacancy in the Board, the person who fills the vacancy will hold office for the residue of the 'two year' term of office.

Full explanation of Special Resolution 2 by Adam Jones

Member's Discussion around this resolution:

- *Pierre De Dassel. Requests confirmation that if we pass this today that the current board will stand for two years. NO*
- *Coralie Owen. Would it be better to have elections for half the board every 2 years? Would this ensure more continuity? Adam Jones confirms that this process in a registered club is not an option. The Law makes it clear that you have 3 choices – Annual, 2 year term for whole board OR to split the board 3 ways with each group having a 3 year term. The 3 year split is complicated but can work.*

Resolution 2 – Not Carried

Third Special Resolution

That the Constitution of Randwick Golf Club Limited be amended as follows:

- delete Rule 43(b) and insert instead the following new Rule 43(b):
 - (b) On and from the conclusion of the 2021 Annual General Meeting, the positions on the Board will be President, Captain, Vice-President, Honorary Treasurer and three Ordinary Directors.
- delete Rule 43(c) and insert instead the following new Rule 43(c):
 - (c) Until the conclusion of the 2021 Annual General Meeting, the positions on the Board will be President, Captain, Vice-President, Honorary Treasurer and five Ordinary Directors.
- delete Rule 58 and insert instead the following new Rule 58:

58. The quorum for a meeting of the Board is four Directors.
- delete Rule 67 and insert instead the following new Rule 67:

67. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below four Directors, the continuing Director or Directors must not act for any purpose except

to increase the number of Directors to four Directors or call a General Meeting.

Explanatory Note to Third Special Resolution

The purpose of this special resolution is to reduce the number of Directors on the Board from nine Directors to seven Directors, with the reduction to occur on and from the conclusion of the 2021 Annual General Meeting. The two positions to be omitted are Ordinary Directors (i.e. five positions will be reduced to three positions). Current Ordinary Directors will continue to hold office until the conclusion of the 2021 Annual General Meeting.

The Board believes a reduction to seven Directors will promote efficient governance of the Club.

Amended Rule 58 sets the quorum (i.e. minimum number) for a Board meeting at four Directors, which is a majority of the seven positions. Under amended Rule 67, there must be a minimum of four Directors currently in office for the Board to act (i.e. exercise its regular powers).

Full explanation of Special Resolution 3 by Adam Jones.

Member's discussion around this resolution:

- *Claire Schoots. Speaks against the proposal. 9 on the board is essential and can offer more diversity. Everyone has different skills and the more skills the better. Claire believes there will be less opportunity for women to run for the board if there were only 7 positions and there is a need for good representation for all members.*
- *Colin Flatters. Speaks against the motion. RGC is a community club and 9 on the board is not an unwieldy number. A board of 9 is more likely to represent the views of the majority of Members.*
- *Geoff Cook. Congratulates Colin on his statement. Geoff also recommends that there should be 3 sub committees on the Board as that works well. These 3 sub committees should be made up of 3 people each. Geoff is against going back to 7 people as you could not have those subcommittees.*
- *Madan Kandara. Speaks against the resolution. There are 4 executives on the board which would leave only 3 ordinary directors. Madan believes that more voices can be heard with 5 ordinary directors. Madan also mentions Friday duties (raffles and golf draw) there will be less directors to carry out these duties. It would be very cumbersome for 6 directors to have to carry out these duties.*

- *Ronnie Dupont-Louis. Speaks against this resolution. Ronnie is on the current Board and believes that with the amount of work involved in being on the board and the fact that it is a voluntary position, it is essential to have 9 people on the Board.*
- *Adam Poche. Adam can see reasons for and against this resolution. Adam reminds the Members of their voting rights and the power that comes with that. Adam shares an idea that when you have 9 people come together with 9 different opinions it can quickly become 9 negative opinions. It is tiresome and not a lot is achieved, having 7 newly elected (by the members) board members has its merits. However having 9 people is a greater representation too.*

Resolution 3 – Not carried

Fourth Special Resolution

That the Constitution of Randwick Golf Club Limited be amended by deleting Rule 17(c) and inserting instead the following new Rule 17(c):

- (c) A maximum of two Life Members may be elected in each calendar year, except a maximum of three Life Members may be elected in the 2021 calendar year.

Explanatory Note to Fourth Special Resolution

The purpose of this special resolution is to enable the Board to recommend a third person for Life membership at the 2021 Annual General Meeting.

Full explanation of Special Resolution 4 by Alex Smith and Adam Jones.

Member's discussion around this resolution:

- *Pierre De Dassel. Requests confirmation that this is for 2021 AGM only. YES*
- *Jennie Langridge. Comments in general around Life Membership: Life membership should be earned. The Board shouldn't nominate life members every year just because they can. Life Members should give their heart and love to the club. Allowing 2 or 3 life members every year seems excessive and we risk cheapening the 'Life Memberships' of those before us.*
- *Ian Martin. As the nominator of one of the nominees, for life membership, for this year's AGM - Ian asks the question 'with no life membership passed at last year's AGM why wouldn't we go ahead and consider 3 for this year's AGM?'*

- *Adam Poche. As a Member of nearly 40 years Adam has seen many people come and go from RGC. The only reason those life memberships weren't considered last year was because of an oversight where the Members hadn't been properly informed of the Boards intention to nominate 2 people for Life Membership. Since that meeting another person has been nominated. It is for one year only – congratulations to those who have earned that nomination.*
- *Noelene Dresser. Points out that the constitution states only 7 day Members can be nominated for Life Membership. Noelene feels that this is discriminatory.*
- *Pierre De Dassel. Confirming that this is only a resolution that for the 2021 AGM the members vote on 3 life memberships. This is not the actual vote on the 3 candidates for life membership.*
- *Adam Jones. Confirms that if this special resolution is passed then for this year only the Board can nominate 3 members for life membership. The Members then vote at the 2021 AGM whether or not to give each and every one of them life membership. After this year it reverts back to 2. The only way it can increase again is if the Members agree by another special resolution to increase them again. This increase is only for this year and after this year it reverts back to 2. For the Member's information, under the current constitution, the Board could nominate as many people as they would like for life membership but only 2 can be elected by the members each year. Once again Adam Jones confirms that the election of 3 life members is for this year only.*
- *Member didn't offer name. Question – are the 3 Members going to be in the room when the vote is taken. NO: Members up for election for life membership step out of the room when the vote is taken.*

Resolution 4 – Carried

Moved: Adam Poche

Seconded: Alex Smith

Fifth Special Resolution

That the Constitution of Randwick Golf Club Limited be amended by deleting Rule 46(g)(ii) and inserting instead the following new Rule 46(g)(ii):

- (ii) The ballot will be conducted in the premises of the Club between the hours of 9.30am and 5.00pm on the Saturday immediately preceding the day of the Annual General Meeting and between 9.30am and 3.00pm on the Sunday immediately preceding the day of the Annual General Meeting. The Board may determine by By-law, additional days and/or times for the conduct of

the ballot in the premises of the Club during the week preceding the day of the Annual General Meeting.

Explanatory Note to Fifth Special Resolution

Rule 46(g)(ii) currently reads: *The ballot will be conducted in the premises of the Club between the hours of 9.30am and 5.00pm on the Saturday immediately preceding the Annual General Meeting and between 9.30am and 3.00pm on the Sunday immediately preceding the Annual General Meeting.*

The purpose of this special resolution is to give the Board power (in the By-laws of the Club) to add days and/or times for the conduct of the ballot in an election of the Board. For example, a By-law could extend the ballot days and times to weekdays in the week preceding the day of the Annual General Meeting and/or extend ballot times on the Saturday or Sunday.

A By-law (when compared with specifying days and times in the Constitution) provides flexibility for adding ballot days and/or times, which may differ from election to election. For example, the Board could have regard to upcoming availability of the General Manager (if the General Manager is the Returning Officer) or an external Returning Officer when making or amending a By-law in the period leading up to an election.

The wording of Rule 46(g)(ii) is revised to clarify that the current days of voting precede 'the day of' the Annual General Meeting. For example, if the day of the Annual General Meeting is Sunday, the ballot would be conducted on the previous Saturday and Sunday.

Full explanation of Special Resolution 5 by Alex Smith and Adam Jones.

Member discussion around this resolution:

- *Claire Schoots. Would the Board consider having an absentee vote?*

This is not what the resolution is about but members should feel free to bring any or all questions to the Board in writing.

- *Coralie Owen. Could you please explain the process by which a by law is passed? Is it the majority of the Board? What is the time frame for a By Law?*

Adam Jones explains that a By Law is something that can be made by the Board. The simple Majority (eg 5 out of 9) can pass a By Law. Once a By Law is created it is posted on the notice board. A By Law in this instance would read something like 'pursuant to the constitution the Board approves the following days and times in addition to those specified in the constitution' – that would be the language of the By Law. The By Law would then specify the dates and times and be advertised to the

Membership. A By Law can have a fixed life or it can be an ongoing By Law until the next Board changes it. A By Law is a regulation that can be made and un-made by the Board of the day.

- *Judith Flitcroft. Would the Board consider a facility for the Wednesday ladies to have a voting timeslot?*
- *Megan Jennings. Are the current By Laws posted on the notice board? Adam Jones and Kristy Strong confirm that they are both unaware of any current By Laws. Megan mentions that there are current By laws and Marilyn states that she has emailed them to Kristy. Kristy suggests that they may have had an end date because as far as Kristy is aware there are no current By Laws. Marilyn says that under the act By Laws should be posted to the notice board. If there are any current By Laws they will be posted to the notice board as per the registered clubs act. Kristy and Adam Jones confirm again that they are unaware of any current By Laws.*
- *Megan Jennings. Agrees that if we extend the voting dates they should include a Wednesday.*
- *Alex Smith. Feels strongly that extending the voting will allow more opportunity for Members to vote. Last year there were approximately 550 Members eligible to vote and only 220 voted.*
- *Adam Poche. Extending voting will give many members the opportunity to vote, both Men and Women. We should consider absentee votes further down the track. We can also address the benefits that 6 Day Members should and shouldn't have – but all this will be done over time and not tonight.*
- *Pierre De Dassel. Has concerns that the resolution has way too much discretion in terms of the Board. Why can't we lock down certain days and times now. Pierre urges Members to vote against it.*
- *Adam Poche. The reasoning behind not setting down particular dates and times at this moment, in the constitution, is simply that the Board does not know if extending the voting is infact going to increase the volume of voters. While the Board assume that it will – this can not be confirmed until it is tried. We can not “drag” people to the club to vote, we can only provide incentives.*
- *Bob Goodsell. The proposal is “wishy washy” at this stage. Bob suggests that the Members should be able to vote at election when they play on their competition days. There are concerns that changing the constitution and leaving it up to the Board at the time may be ok with the current board, but what would happen if a Board got elected that didn't have the best interest of the club at heart? They might reduce voting to one day.*

- *Megan Jennings. Could there be an amendment put forward at the directors discretion that they can review the days people vote so that this can actually go forward.*
- *Adam Poche and Adam Jones come up with an alternative for the Members to ease their concerns but still extend voting times.*
- *Member does not give name. Can't we just get it all on computer so we can click a button and then vote. This will not be addressed tonight.*
- *Pierre De Dassel. Expresses his concerns around Directors comments of conflict on the Board and how conflict might affect a resolution as Broad as resolution 5.*
- *Adam Poche and Adam Jones have confirmed that the Board can go to their Board meeting the very next day (30/3/21) and create a By Law confirming the dates and times that the voting will be held over. This means the constitution stays unchanged for now and voting times are extended to allow more opportunities for more members to vote.*
- *Joanne Walsh. There should be a fair and equal returning officer that looks over the votes.*
- *Alex Smith confirms that we will be having an outside returning officer as we did in 2020. We must first determine our dates and times for voting before we can contact Elections Australia.*
- *Colin Flatters. This motion has been prepared in the right spirits and we should be giving credit to the integrity of this board and Colin moves that the motion be carried.*
- *Pierre De Dassel. What happens if another Board comes in and doesn't act in the best interest of the club and it's members?*
- *Adam Poche. Agrees with all members concerns about leaving things to the discretion of any board. The integrity of this Board is clear – The Board wants more people to vote and perhaps it is poorly written in this special resolution. Passing a By Law at the Board Meeting held 30.03.21 would be the best way to move forward.*
- *Noelene Dresser. Suggests wording for the constitution could be that voting is held over maximum 7 days but not less than 5 days.*
- *Alex Smith confirms that if carried at the SGM then the matter will definitely be discussed at the Board Meeting held 30.03.21*

A count begins of the people with hands up. There are 51 hands 'for' and 8 hands 'against' – Alan Sulway expresses his concern that the counting has not been done correctly. It is then explained by Kristy Strong and Adam Jones to

the room that the 75% is taken on the people who vote. That is why we count for and against because not everyone votes all the time. In this case we only had 59 voters out of the original 72 who were eligible to vote. We needed 75% of 59 voters (45) to pass this resolution. We had 51. The same applied for the other resolutions.

Resolution 5 – Carried

Moved – Adam Poche

Seconded – Alex Smith

MEETING CLOSED

8.15PM