Ocean Shores
Country Club
Est. 1972

NOTICE OF **ANNUAL GENERAL MEETING**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of Members will be held in the Pacific Room at the Clubhouse, Orana Road Ocean Shores NSW 2483 commencing at 9.30am on Sunday 22nd November 2026.

AGENDA

1. Welcome and Opening of the 57th Annual General Meeting.
2. Apologies.
3. To confirm the Minutes of the 56th Annual General Meeting held on Sunday 23rd November 2025.
4. To receive, consider and adopt the Financial Statements of the Company and the Directors' and Auditor's Reports for the year ended 30 June 2026.
5. To consider and if thought fit, to pass Ordinary Resolution One which appears under the heading ‘Notice of Ordinary Resolution One’.
6. To consider and if thought fit, to pass Special Resolution One which appears under the heading ‘Notice of Special Resolution One’.
7. To consider and if thought fit, to pass Special Resolution Two which appears under the heading ‘Notice of Special Resolution Two’.
8. To declare the result of the ballot for the election of Directors in accordance with the Club’s Constitution and the Triennial Rule, noting that in addition to three positions due for election, there is one additional position to be filled as a result of a resignation before the expiry of the term. All remaining Directors will continue in office in accordance with the Triennial Rule rotation.
9. To deal with any other business for which due notice has been given and may lawfully be brought forward.

Members please note: To enable a considered response, any questions relating to the contents of these reports must be submitted in writing to the General Manager no later than 5pm on Friday 13th November 2026.

By order of the Board of Directors,

Ian Wills
Secretary
19th October, 2026

NOTICE OF ORDINARY RESOLUTION ONE

That pursuant to Section 10(6A)(b) of the Registered Clubs Act 1976 the Members approve and agree to the following benefits and reasonable expenditure by the Club until the next Annual General Meeting:

Notice of Ordinary Resolution One
That pursuant to the Registered Clubs Act 1976, the Members approve and agree to the following benefits and reasonable expenditure by the Club until the next Annual General Meeting:

a. Directors' education and training to comply with registered club corporate governance legislation.
b. Directors' attendance at registered club specific trade and industry events.
c. Directors' attendance at industry meetings, seminars, training courses and conferences.
d. To repay out of pocket expenses reasonably incurred by any Member of the Board in the course of carrying out duties for the Club on production of a valid receipt and provided such expenses are approved by the Board.
e. The reasonable cost of a meal and beverage for each Director immediately before or after a Board or Committee meeting.
f. The reasonable cost of entertaining special guests of the Club.
g. Provision, to each Director, of an electronic device for the use of such Director to access Board meeting and Club documents, seminar presentations and other Club-related communications.
h. Provision of a Directors' uniform for each Director.
i. Provision of a limited number of reserved car spaces in the Club's carpark for the use of Directors and the General Manager.

The Members acknowledge that the above benefits are not available to Members generally but only for those who are Directors of the Club.

Explanatory Message to Members Regarding Ordinary Resolution One:

Section 10 (1) (i) and (j) of the Registered Clubs Act 1976 prohibits the Club from offering a benefit or advantage to any Member (including a Director) unless it is offered equally to all Members of the Club.

Section 10 (6A)(b) of the Registered Clubs Act 1976 allows a Member to receive a benefit if the benefit conferred is not in the form of money and those benefits are approved by an ordinary resolution of the Members of the Club in general meeting prior to the benefit being provided.

To reflect recent changes to the Registered Clubs Act 1976 and Registered Clubs Regulation, and to ensure that the Constitution remains capable of accommodating future legislative changes, the following amendments are proposed:

SPECIAL RESOLUTION ONE

That the Constitution of Ocean Shores Country Club Ltd be amended by:

A. deleting Rule 30 and **substituting** the following rule:

30 REGISTERED CLUBS ACCOUNTABILITY CODE

30.1 The Club, the Directors and the Secretary must comply with the Registered Clubs Accountability Code prescribed under the Registered Clubs Act 1976, as amended or replaced from time to time.

B. deleting Rule 25.1 to and including Rule 25.8 and inserting the following:

25. BOARD OF DIRECTORS

25.1 Composition of the Board
The Board shall comprise eight (8) directors, with a minimum of six (6) and a maximum of nine (9) directors as permitted by and subject to The Corporations Act 2001, Registered Clubs Act 1976 (NSW), the Registered Clubs Regulation and this Constitution.

25.2 Eligibility for Election
Subject to the Registered Clubs Act, the Registered Clubs Regulation and this Constitution, only Life Members and Ordinary Voting Members are entitled to stand for election to the Board.

25.3 Triennial Rule
The directors shall be elected by the members in accordance with the triennial rule contained in Schedule 4 of the Registered Clubs Act 1976 (NSW).
A director elected under the triennial rule shall, unless otherwise disqualified or removed from office, hold office for three (3) years.

25.4 Election at Annual General Meeting
At each Annual General Meeting held while the triennial rule is in force, the number of directors required to fill vacancies arising from the expiry of existing terms shall be elected.
Where a vacancy arises because a director has resigned, died, been removed or otherwise ceased to hold office before the expiry of that director's term, the vacancy shall be dealt with in accordance with the Registered Clubs Act, the triennial rule and this Constitution.

SPECIAL RESOLUTION ONE (CONT.)

25.4 A person elected to fill such a vacancy shall hold office for the remainder of the original term of the director being replaced.

25.5 Re-election

A director whose term of office has expired shall be eligible to stand for re-election, subject to the Registered Clubs Act, the Registered Clubs Regulation and this Constitution.

25.6 Casual Vacancies

Subject to the Registered Clubs Act, the Registered Clubs Regulation, Schedule 4 of the Registered Clubs Act and this Constitution, where a casual vacancy occurs in the office of an elected director, the continuing directors may appoint an eligible member to fill the vacancy.

A person appointed to fill a casual vacancy shall hold office until the next succeeding general meeting, at which time the vacancy shall be filled by election for the residue of the original term, in accordance with Schedule 4 and this Constitution.

25.7 Revocation of Triennial Rule

If the triennial rule is revoked in accordance with Schedule 4 of the Registered Clubs Act, the Board and the Club shall thereafter conduct elections in accordance with the requirements of the Registered Clubs Act, the Registered Clubs Regulation and any constitutional provisions lawfully adopted by the members to replace the triennial rule.

25.8 Appointment of Office-Bearers

At the first meeting of the Board following each Annual General Meeting, the directors shall by resolution of the Board and subject to this Constitution, designate the following office-bearers and portfolio directors from among the directors:

(a) Chairperson;

(b) Deputy Chairperson;

(c) Finance Director;

(d) Golf Director; and

(e) Bowls Director.

The remaining directors shall be Ordinary Directors.

SPECIAL RESOLUTION ONE (CONT.)

C. adding to the end of Rule 25.12 the following:

25.12 Eligibility and Disqualification

A person appointed to the Board under a provision of the Registered Clubs Regulation shall be subject to the requirements applicable to that appointment under the Regulation. Nothing in this Rule is intended to impose upon such an appointee an eligibility requirement from which that person is exempt under the Registered Clubs Regulation.

D. deleting Rule 25.13 and substituting the following:

25.13 Mandatory Director Training

Every person elected or appointed to the Board must comply with the mandatory training requirements applicable to directors under the Registered Clubs Act, the Registered Clubs Regulation and any other applicable law.

Where the law provides a period within which training must be completed, the director must complete the required training within that period unless an exemption applies.

Failure to satisfy a mandatory training requirement shall have the consequences prescribed by the Registered Clubs Act or Registered Clubs Regulation.

E. deleting Rule 32 and substituting the following rule:

32. REMOVAL FROM OFFICE OF DIRECTORS

32.1 Subject to the Corporations Act 2001, the Registered Clubs Act 1976, the Registered Clubs Regulation and this Constitution, the members in general meeting may by ordinary resolution remove any director, directors or the whole of the Board from office before the expiration of their term.

32.2 A resolution under Rule 32.1 to remove a director shall take effect in accordance with the terms of the resolution and the applicable law.

32.3 Where the removal of a director creates a vacancy, the vacancy shall be dealt with in accordance with Rule 25 and, where applicable, Schedule 4 of the Registered Clubs Act 1976.

32.4 A person elected to fill a vacancy arising from the removal of a Director shall hold office for the residue of the term of the Director whose office became vacant, subject to the Registered Clubs Act, the Registered Clubs Regulation and Schedule 4.

SPECIAL RESOLUTION ONE (CONT.)

32.5 Notice of an intention to move a resolution to remove a director from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The requirements of section 203D of the Corporations Act 2001 must be complied with in relation to that meeting.

32.6 Nothing in this Rule limits any right or power of the members, the Board or any statutory authority under the Corporations Act 2001, the Registered Clubs Act 1976, the Registered Clubs Regulation or any other applicable law.

F. deleting Rule 33 and substituting the following rule:

33. VACATION OF OFFICE

33.1 A director's office becomes vacant if the director:

(a) ceases to be a member of the Club in circumstances in which the Registered Clubs Act or Registered Clubs Regulation requires the person to vacate office;

(b) resigns from office by notice in writing to the Club;

(c) becomes ineligible to hold office as a member of the governing body under the Registered Clubs Act 1976, the Registered Clubs Regulation or any other applicable law;

(d) is removed from office in accordance with these Rules or applicable law;

(e) becomes an employee of the Club;

(f) ceases to satisfy any other eligibility requirement for holding office under these Rules, except where the applicable law permits the director to hold office notwithstanding that requirement; or

(g) fails to comply with any mandatory training requirement within the period prescribed by law, where that failure results in the director becoming ineligible to hold office.

33.2 Where a director's office becomes vacant, the vacancy shall be dealt with in accordance with Rule 25.6 and, where applicable, Schedule 4 of the Registered Clubs Act 1976.

33.3 Nothing in this Rule limits any provision of the Registered Clubs Act 1976, the Registered Clubs Regulation or any other applicable law under which a person's office as a director becomes vacant or the person becomes ineligible to hold office.

SPECIAL RESOLUTION ONE (CONT.)

Notes to Members

The proposed amendments to Rules 30, 25, 32 and 33 update and simplify the provisions dealing with the Club's Board and bring them into line with current requirements under the Registered Clubs Act 1976 and Registered Clubs Regulation.
The proposed amendments:

- confirm a Board of eight directors, subject to a minimum of six and maximum of nine;
- retain the Triennial Rule;
- clarify the election, re-election and filling of vacancies of directors;
- change the title of Treasurer to Finance Director to better reflect the role;
- clarify the different eligibility requirements applying to elected directors and to appointed directors;
- update the mandatory training provisions; and
- simplify the provisions dealing with removal of directors and vacation of office.

The proposed amendments are intended to provide a clearer and more flexible framework for the Board while ensuring that the Constitution remains consistent with current legislation. The amendments do not change the fundamental principle that directors are elected by members. They clarify the composition, roles and appointment arrangements of the Board and provide a more straightforward framework for dealing with vacancies and changes in Board composition.

SPECIAL RESOLUTION TWO

That the Constitution of Ocean Shores Country Club Ltd be amended by:

deleting Rules 27.22 and 27.23 and substituting the following rule:

27.22 A By-law comes into effect when approved by the Board and communicated to members in a manner determined by the Board, provided that, at a minimum, an up-to-date version of the By-laws, including the Board Election By-law, is made available on the Club's website.

Notes to Members

The current Constitution provides that a By-law becomes effective upon being posted on the Club's noticeboard.
The proposed amendment recognises that the Club now communicates with members through a range of electronic and other channels.
The proposed Rule will allow the Board to determine how a By-law is communicated to members, while requiring that an up-to-date version of the By-laws is always available on the Club's website.
The purpose of the amendment is to provide a more practical and transparent process for communicating By-laws to members.