



Bermagui Country Club Limited

ABN 69 001 027 916

Tuross Street Bermagui NSW 2546

Phone (02) 6493 4340 Email: info@bermaguicountryclub.com.au

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that a General Meeting of **BERMAGUI COUNTRY CLUB LIMITED ACN 001 027 916** will be held at Bermagui Country Club, Tuross Street, Bermagui NSW 2546 on 11 March 2026 at 6pm.

BUSINESS:

The business of the Annual General Meeting will be as follows:

Amalgamation

1. Apologies
2. To confirm if the minutes of the previous Annual General Meeting
3. To receive and consider the Directors Report, Financial Report and Auditors Report for the financial year ended 31 March 2025, and any other reports required under the Corporations Act or the Club's Constitution. Copies of these reports will be available at the Club and on the Club's website.
Note: members who wish to ask questions about the financial reports are requested to submit their questions in writing to the Venue Manager by 5pm Wednesday 4th March to allow sufficient time for research and preparation
4. To receive an update on the amalgamation with Queanbeyan Sport & Community Club Limited (QSCC)
5. To consider and if thought fit pass the Special Resolutions set out in this Notice
6. To declare the results of the election for the Board of Directors
Director nominations are open, these nominations will close at 5pm on Wednesday 18th February 2026
The following positions are open for nomination:
 - Director
 - Director
 - Director
7. To deal with any other business of which due notice has been given to members
8. General Business

UPDATE ON AMALGAMATION

1. The amalgamation between the Club and Queanbeyan Sports & Community Club Limited (QSCC) has been approved by Liquor & Gaming NSW.
2. The Clubs are currently finalising some matters to "complete" the amalgamation and it is anticipated that the amalgamation will be formally completed within the next few months.

PROCEDURAL MATTERS

1. To be passed, a Special Resolution must receive votes in favour from not less than three-quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. Only Life Members, Financial Playing Members and Financial Social Members can vote on the Special Resolutions.
3. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.

FIRST SPECIAL RESOLUTION

That the Constitution of Bermagui Country Club Limited be amended by deleting Rule 7 and inserting the following new Rule 7:
"7. Intentionally Deleted".

NOTES TO MEMBERS ON THE FIRST SPECIAL RESOLUTION

1. In accordance with the Memorandum of Understanding for the amalgamation (MOU) and the ordinary resolution passed by members approving the amalgamation (members approval), the Club must transfer its cash reserves to QSCC on the completion date of the amalgamation.
2. However, Rule 7 of the Club's Constitution currently provides that:

- a. The Club must maintain a separate bank account known as the Sale Proceeds Fund; and
 - b. All funds received by the Club from the sale of core assets and all net proceeds from the Sale Proceeds Fund (such as interest and dividends) must be held in the Sale Proceeds Fund;
 - c. The funds in the Sale Proceeds Fund can only be used for:
 - i. The purchase of real estate; and
 - ii. Investment in an approved investment fund;
 - iii. Building and construction of core assets for the Club or improvements to the Club's facilities
3. Relevantly, Rule 7 of the Club's Constitution does not allow the Club to transfer the funds from the Sale Proceeds Fund to QSCC as part of the amalgamation.
 4. Accordingly, the First Special Resolution proposes to delete Rule 7 from the Club's Constitution so that the Club can transfer the funds from the Sale Proceeds Fund to QSCC in accordance with the MOU and members approval.

SECOND SPECIAL RESOLUTION

That the Constitution of Bermagui Country Club be amended by deleting from Rule 36.38 the words "sixty (60)" and inserting the words "ten (10)".

NOTES TO MEMBERS ON THE SECOND SPECIAL RESOLUTION

1. The Second Special Resolution proposes to reduce quorum required for general meetings of the Club from sixty (60) members to ten (10).
2. The Board proposes this amendment for the following reasons:
 - a. After the completion of the amalgamation, the Club must hold a final General Meeting for members to pass the necessary resolutions to wind up the corporate entity of the Club
 - b. Given the procedural nature of the General Meeting, the Board holds concerns that a quorum of sixty (60) members may be difficult to achieve
 - c. If the quorum is not achieved, the general meeting will need to be adjourned until the following week.
 - d. Accordingly, to reduce the possibility of the general meeting having to be adjourned, the Board proposes for the quorum to be reduced to ten (10) members.

By direction of the Board

Signature:



Name: Anthony Corbitt

Title: President

Date: 12 February 2026