MINUTES OF THE 95th AGM HELD ON SUNDAY 17th AUG 2025 NAROOMA GOLF CLUB LTD BLUEWATER FUNCTION ROOM 10:00am

Present:

Board of Directors:

G. Lanham	Chair	(President)
J. Murray		(Vice President)
P. Kearney		(Captain)
P. Haynes		(Honorary Treasurer)
M. Bartrop		(Director)

General Manager:
D. Connaughton

Auditor:
Simon Byrne (Kothes)

The Chairman asked for both past presidents, current life members and current club patron in attendance today to stand and be recognised by the members. Ralph Imberger (Life Member & Club Patron), Bob Bennett (Life Member) and Niel Towers (Life Member) stood and were recognised by acclamation.

The Chairman also introduced the Committee, Simon Byrne the Club's Auditor, and the General Manager.

Members: 36 Full Golf and Life Members plus 3 social members
Total 39

Apologies: Clive Williamson, Tanya Desmond, Leone Whelan, Deirdre Landells, Frank & Maria Clarke & Laurie Holmes.

Moved: N. Harris	Seconded: D. Smith	Carried

PROCEEDINGS:
The chairman opened the meeting at 10.00am.

The Chairman read out a brief opening statement as follows:

It is my duty to present the Annual Report for the Narooma Golf Club for the fiscal year 2024/2025. Once again, the Club has returned a healthy profit with increases in all departments. Our EBITDA for this year is up on the previous year by 2% and this bodes well for our future trading.

This year our major project was the completion of the irrigation of the remaining back nine holes of the course that included the replacement of two pumps in the main dam and a filtration system. This recent work was more expensive than the previous work due to increased product costs, however, we now have a modern remote operated irrigation system that should last for years.

To complement the irrigation system, we were given permission to remove the build-up of silt in our dams, and I take this opportunity to thank one of our members, Rod Streeter, who utilised his heavy machinery to remove approximately 400 tonnes of silt from the small dam at the back of the 13th tee box. We intended to continue with the de-silting process in all our dams, but unfortunately the heavens opened and filled the dams. (Don't you just love our sunburnt country with drought and flooding rains?!) Nothing went to waste as the silt was used in part for the construction of the new tee boxes on the 2nd and 15th holes. A further project undertaken was the extension of our practice putting green, and although it is not currently in use, it is not far off. This was no small project by any means, as approximately 140 tonnes of sand and soil mix was used in its construction. I would like to thank our Course Superintendent, Scott Harris, and his team for their efforts and hard work in these projects and the ongoing maintenance and improvements to our course. We are still the number 1 rated public access course voted by the public in NSW/ACT and that rating continues to attract a vast number of players.

Although the Club returned a healthy profit for the year, we still carry a debt from the installation of the irrigation system, however, we continued to pay money off the principal; a practice that the Board has agreed to continue. Machinery that needed replacing throughout the year was purchased through cash flow. We have an ongoing replacement program for our course machinery, and although costs continue to rise, we replace items from cash-flow when they reach their use-by date. Our fleet of golf carts are due for replacement in September 2025 at a cost almost double what we paid 4 years ago. Demand meant that the fleet will be increased from 40 to 46 carts.
A big thank you must go to our caterers, Porterhouse Catering Group, for their professionalism, excellent food and service. This has no doubt been a driving force in the increase of diners and visitors to the Club, and the increase in revenue in other departments.

Another big thank you to our dedicated and tireless volunteers who assist around the course and in the clubhouse.

Thank you to our CEO, Dominic Connaughton, his staff, and contractors who make the Narooma Golf Club a memorable place to visit, relax, dine, and play a golf on a course that I believe is second to none.

I would like to thank our Board of Directors for their time, effort and assistance throughout the year. We are truly fortunate to have a Board that is united, hardworking and who hold a common vision for the future of the Club in general. I also wish to take this opportunity to also thank our Treasurer, Phil Haynes, who is stepping down after 11 years on the Board. Phil came onto the Board in 2014 as the then Junior Vice President, however, because of his banking and economic background, soon took on the role as Treasurer. He has performed a wonderful and professional job as a dedicated and hardworking member of the Board, and his presence and expertise will be greatly missed.

Finally, I would like to thank the membership of the Club for their continued patronage of the Course and Club.

ITEM 1

1. To confirm the minutes of the previous Annual General Meeting held on Sunday 18th August 2024.
   (Minutes were available on the club website, front office and at today's meeting for members to read)

Moved: R. McDonald	Seconded: A. Thompson	Carried

ITEM 2

2. To receive and consider the Directors' Reports and Directors' Statements.
President mentioned that the reports have been circularised to members in the Clubs Annual report.

The Treasurer, P. Haynes presented a brief financial report which covered:

a. Year by year trading comparison 2025 has been solid with increases in all departments)
b. Debt profile ($1.3 Million)
c. Major capital expenditure over the last 10yrs ($4.7 Million)
d. Planned capital expenditure ($3.1 Million in 10yrs)
e. Administration expenses
f. EBITDA comparisons (18.4% 2025)

The Treasurer then thanked the members for the Honor of serving them and the club as your treasurer and wish the board and management future success. Thank you very much.

The chairman thanked Phil for his report.

Moved: D. Wilkes	Seconded: J. Willett	Carried

ITEM 3

3. To receive and consider the Financial Statements and the Independent Audit Report to the members.

Simon Byrne, the club's auditor presented his report and was available to answer any questions raised.

- All departments operated better than last year with solid management cost control.
- EBITDA is again very strong and is the best result from a golf course on the south coast being 18.56%. Management have carried out an excellent job on maintain costs during the year.

- Depreciation continues to be a major expenditure item for the club.
- The club has performed in the top 5% of clubs in the southern region.
- Pleased to report that our audit did not identify any weaknesses in the Clubs accounting internal controls and procedures. I'm required by law (under accounting & audit standards) to communicate to your board of any audit issues we identify. Our findings were reported to your Board in our "audit completion letter/audit management letter". Minor matters were identified and attended to.
- Finally, I would like to acknowledge and congratulate the voluntary work undertaken by your board and members on another solid performance for the financial year. Congratulations!!!!

The chairman thanked Simon Byrne for his report.

Moved: M. Commins	Seconded: Wuttke-Hayes	Carried

ITEM 4

4. To decide the following resolutions by the Board of Directors:

That pursuant to the Registered Clubs Act 1976.

(a) Members approve expenditure by the Club not to exceed $7,000 for professional development and education of Directors during the 2025/26 financial year of the Club, details of any such expenditure to be made available to the members at the next Annual General Meeting of the Club.
(Expenditure for 2024/25 was $4,845).

Moved: M Wuttke-Hayes	Seconded: L. McCarthy	Carried

(b) Members approve expenditure by the Club not to exceed $5,000 for meals and refreshments by Directors when carrying out their duties or when entertaining guests of interest to the Club during the 2025/26 financial year of the Club, details of any such expenditure to be made available to the members at the next Annual General Meeting of the Club.
(Expenditure for 2024/25 was $3,323).

Moved: A. Thompson	Seconded: R. Imberger	Carried

(c) Members to approve out of pocket expenses to the value of $2,000 for the President and Captain and $1,500 for each other Director for the 2025/26 financial year of the club.

Moved: R. Imberger	Seconded: R. McDonald	Carried

(d) Members acknowledge that the benefits in paragraphs 4(a), 4(b) and 4(c) are not available to members generally but to Directors only.

ITEM 5

5. Fifth order of business-To consider and if thought fit pass the special resolution to amend the club constitution as set out in this notice.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTION

- 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.
- Only Life Members and Financial Full Playing Members can vote on the Special Resolution.
- Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
- The Board of the Club recommends the Special Resolution to members.

That the Constitution of Narooma Golf Limited be amended by:

(a) **deleting** Rule 3.2 and **inserting** the following:

"Financial Member means a member who has paid the subscription by the due date within 30 days of the due date in accordance with Rule 51, and does not owe any other money to the Club after the due date of payment for that money or, in the case of a member where a subscription has not been charged, the member has renewed and validated their membership in accordance with any requirement of the Club."

(b) **inserting** the following new Rule 3(d) and 3(e):

"(d) A reference to a person being present or participating in a meeting "in person" includes attendance by virtual or electronic means.

(e) A reference to a notice or document being in writing includes a reference to writing in soft copy or electronic form.

(c) **inserting** the following new Rule 14C:

Notwithstanding any other provision of this Constitution, and having regard to the of the Liquor Act and the Gaming Machines Act, the Anti Money Laundering Counter Terrorism Funding Act, Board has power to

(a) implement polices in connection with those laws.

(b) include in those polices measures to assist in the objects and enforcement of those laws.

(c) take steps to enforce those policies; and

(d) without limiting the generality of Rule 14C(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies and the provisions of Rule 55 shall not apply to any such decision."

(i) **deleting** Rule 35.1(a) and renumbering the remaining provisions of that Rule accordingly.

(d) **inserting** the following Rule 35.1(d)

"Any other person or classes of persons as determined by the Board who shall be eligible for Temporary membership of the Club;"

(e) **deleting** the first sentence of Rule 47.

(f) **deleting** Rule 57 and in its place **inserting** the following:

A member may resign from membership of the Club by written notice delivered to the Club or by returning their membership card to the Club or by verbally resigning their membership and such resignation will take effect from the date the written resignation or membership card is received by the Club, or the verbal resignation is given".

(g) **deleting** Rule 75(h) the **inserting** the following:

"If the full number of candidates for the positions to be elected is not nominated, those candidates who have nominated shall be declared elected and all remaining positions will be casual vacancies which may be filled by the Board after the Annual General Meeting."

(h) **inserting** the following new Rule 76A:

"Notwithstanding any other provision of this Constitution, the election of the Board may be conducted wholly or partly through electronic means and references to ballot papers in Rules 75 and 76 shall include electronic voting methods and records. If the election of the Board is to be conducted wholly or partially through electronic means, members will be able to vote by either using their own personal electronic device without having to attend the Club's premises, or by using a designated computer or other electronic device at the Club's premises."

(i) **inserting** the following at the end of Rule 92(a):

"Subject to Rule 92(e), the Board shall determine when, where and how all general meetings of the Club will be held provided the time of the meeting is reasonable and such meetings may be held:

(i) at one or more physical venues;

(ii) at one or more physical venues using virtual meeting technology; or

(iii) using virtual meeting technology."

(j) **inserting** at the end of Rule 93(b)(iii) the word *"and"*.

(k) **inserting** the following new Rule 93(b)(iv):

"if the general meeting is to be held with technology, information on how members can participate in the meeting by technology;"

(i) **inserting** at the end of Rule 101 the words "All members participating in such a meeting whether in person or virtually are taken for all purposes to be present in person at the meeting while so participating".

(l) **inserting** the following new Rule 119A:

"A director or the secretary may sign a document pursuant to this Rule 40 either by signing a physical form of the document or signing an electronic form of the document using electronic means and the two officers signing a document on behalf the Club can sign different copies of the document, and all use different methods to sign the document."

(i) **deleting** Rules 120 to 123 and in its place **inserting** the following new Rules:

"120 A notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution.

(c) by sending it by any electronic means.

(d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice; or

(e) by any other method permitted by the Corporations Act.

121 Where a notice is given personally, it is taken to have been received on the date of service.

122 Where a notice is sent by post the notice shall be deemed to have been received by the member on the day following that on which the notice was posted.

123 Where a notice is sent by electronic means, the notice is taken to have been received on the day following that on which it was sent.

123A. Where a member is notified of a notice in accordance with Rule 120(d), the notice is taken to have been received on the day following that on which the notification was sent.

123B A member who does not provide an email address or mobile phone number to allow for notices to be sent electronically is deemed to have consented to receiving notices of general meetings by the Club publishing a copy of the notice on the website"

Notes to Members on Special Resolution

The Special resolution proposes several amendments to the Club's Constitution to update the document and ensure that it reflects current provisions of the Corporations Act and Registered Clubs Act, to improve the drafting throughout the document, and ensure it is in good order, up to date, and reflects best practice.

2. **Paragraph 1.1(a)** updates the definition of financial members.

3. **Paragraph 1.1(b)** clarifies that all persons participating at a meeting are attending the meeting in person, whether physically present or participating by technology, and that, a reference to notification in writing to members includes electronic notification.

4. **Paragraph 1.1(c)** includes a new rule to reflect the fact that the Club has to have policies for key legislative requirements and include in those policies rules to enforce them, including exclusion from the premises outside of the Club's disciplinary rules.

5. .**Paragraphs (c)(i) and 1.1(d)** update the Constitution in relation to temporary membership to reflect the Registered Clubs Act including removing reference to the "5km" rule in relation to temporary members. The ability to determine the minimum requirements of Temporary Membership is now not set in the Registered Clubs Act but will be determined by the Board from time to time.

6. **Paragraph 1.1(e)** deletes the requirement that the Club notify each application in writing that they have been elected to membership.

7. **Paragraph 1.1(f)** updates the rules in relation to resignations of membership.

8. **Paragraph 1.1(g)** will amend the Constitution to provide that if there are any vacancies as at the close of nominations, these will be casual vacancies to be filled by the Board after the triennial General Meeting. Currently, if there are insufficient nominations to fill all positions, additional nominations may be made at the meeting.

9. **Paragraph 1.1(h)** clarifies that that the election of the board can be conducted wholly or partially through electronic means.

10. **Paragraphs 1.1(i) to (k)(i)** will update the Constitution in relation to general meetings and Annual General Meetings to reflect current provisions of the Corporations Act and allow for the use of technology.

11. **Paragraph 1.1(l)** will update the Constitution to allow the Club to execute documents electronically.

12. **Paragraph (i)** amends the Constitution in relation to sending notices of meetings and other notices to members to make greater use of technology and reflect current provisions of the Corporations Act.

The General Manager gave a summary of the intended changes to the club's constitution.

Moved: R. Imberger	Seconded: D. Smith	Carried

6. **ITEM 6**

Sixth order of business- To consider and vote on an ordinary resolution of life membership for Richard Goodridge, member number 219. (50% + 1 required)

The Chairman read out the nomination as recommended to the members by the board.

Richard was employed at the Narooma Golf Club for some 35 years, the majority of which as the Course Superintendent. He retired some 1O years ago, however, remains a full playing member of the Club.

Richard grew up in Bermagui and was first introduced to golf at a very young age when he was presented with a set of hickory shaft golf sticks. He loved the sport and became a very competent golfer; so much so that at the age of 15, he was approached and offered an opportunity to travel to Sydney to be exposed to competition and trained with an opportunity to become a professional golfer. At that time, he believed that he was too young to travel away but decided that the only way he could be continually connected with golf was work at a Golf Course. He subsequently was engaged at Bermagui Country Club as an apprentice Green Keeper where he worked on converting their sand greens to grass. On completing his apprenticeship, he applied for a vacant position at Narooma Golf Club where he was taken on board by the then Course Superintendent John Spencer, as his 2IC. Richard was heavily involved with John Spencer in the development of the back nine holes of our Course.

Richard also continued playing golf and assisted the then golf Pro, Ken Gaffney, with the development of junior golfers. Being a few years older than these junior golfers, Richard would drive them to different golfing events both locally and in Sydney to enable them to develop their games. Those young golfers included Blair Kirby, Chris and Ben Ritchie, and Michael and Matt Gaffney; all of whom are low handicap and competitive golfers today.

Richard also played Pennant Golf for Narooma winning 2. Division,1 pennant flag for the Club. He captained the Pennant Team for approximately 10 years. Some of his other personal golfing achievements include winning the Catalina Open, The Moruya Open, the Narooma Open, the Bermagui Open and the Eden Open. He is also a past winner of the Narooma Seahorse Classic and in 1989 won The Far South Coast District Championships. He has also won many Club Competitions including The Club Championship. His name appears prolifically on our Honour Boards.

Between 1984 and 1989 Richard was employed as the 2IC at Huntingdale Golf Club (Vic) where he was heavily involved in preparation of the course for the then Australian Masters. Experience that you just can't buy. In 1989 he was contacted by the then Captain of the Narooma Golf Club and offered the position of Course Superintendent as the Club had engaged and lost 3 Superintendents in the 5 years that he has been a Huntingdale. Richard accepted the job and returned to Narooma. The rest is history, and the Club still has the best greens.

Richard plays competitive golf three days a week and his handicap is still in the single figures. He remains a great supporter of our Club and Course.

The chairman congratulated Richard on his life membership and presented him with a life members badge and certificate.

Richard was invited to say a few words. He thanked the board and members for awarding him life membership. The course superintendent position is a hard one and thank less job most of the time, but he was very pleased to accept this special award today.

Moved: M. Commins	Seconded: A. Thompson	Carried

7. **ITEM 7**
   Seventh order of business- To deal with Notices of Motion for which due notice has been given. (The club has not received any notices of motion in the required time)

Moved: N. Towers	Seconded: B. Bennett	Carried

8. **ITEM 8**
   Eighth order of business- To elect the Board of Directors for the ensuing year in accordance with the club’s constitution.

   The Chairman asked for the returning officer, Ralph Imberger to read out the results for the 2025 board elections.

   Thanks, Mr. Chairman.

   We did not require an election this year for the Honorary Treasurer or Director (3) positions.

   Therefore, I declare David Rae elected unopposed as the Honorary Treasurer for a 3-year term and Kevin Murphy elected unopposed as Director (3) for a 3- year term.

   Congratulations gentlemen!!

   Could you please stand and be recognised by the members!!

(Thanks Mr Chairman).

The Chairman thanked the returning officer and congratulated David Rae and Kevin Murphy on being elected to the board. He said he looks forward to working with the new board members. The chairman also thanked the outgoing Honorary Treasurer for his commitment and contribution over the past 11 years.

Moved: T. Reid	Seconded: A. Thompson	Carried

GENERAL BUSINESS (Recommendations to the incoming Board only).

a. M. Commins said that it is a great pleasure to thank the board & management for their efforts over the past year and especially the past 10 years or so. It is not artificial intelligence but human intelligence with hard work and vision. We have reached a new pinnacle in this club and probably the best the club has ever been financially, including the course. On behalf of all the members we thank you.

   The chairman thanked Michael for his comments and said the success is a team effort, there is no one outstanding person in this club, it's the course superintendent, the golf pro, the caterers, management and staff who have all contributed to our success.

   I now close the meeting and invite those attending today for some light refreshments and something to eat downstairs.

Meeting was closed at 10.40am