

APPENDIX ONE

ITEM 6 – PROPOSED CHANGES TO THE EXISTING CONSTITUTION OF THE CAIRNS GOLF CLUB	
Page 14	Clause 25.5 - Notice of a General Meeting must include
<i>[insert]</i>	<p>(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:</p> <ol style="list-style-type: none"> I. the proxy does not need to be a member of the Company II. the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and III. the proxy form must be delivered to the Company at least 48 hours before the meeting.
Reason:	<i>to allow proxy votes to be used at Annual General Meetings.</i>
Page 19	Clause 40.4 - Appointment of Proxy
<i>[delete]</i>	An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
<i>[insert]</i>	An appointment of proxy (example in Schedule 1) must comply with the provisions of the Corporations Act 2001, be signed by the member appointing the proxy and must contain:
Reason:	<i>to ensure proxy forms contain information that complies with existing legislation.</i>
Page 20	Clause 43 - Election and appointment of directors
<i>[insert]</i>	<p>43.3 <u>Calling of Nominations</u></p> <ol style="list-style-type: none"> (a) “Nominations for the election of a member.....” (b) To enable nominations to be lodged in accordance with clause 43.3(a), the Board must advise Members of its intention to issue a Notice of a General Meeting under clause 25 at least 14 days prior to that Notice of a General Meeting.
Reason:	<i>to allow sufficient time to receive nominations for vacant Board positions prior to Annual General Meeting and, if required, make necessary preparations for voting rights.</i>
Page 21	Clause 43.5
<i>[insert]</i>	“..... and the election of the unfilled position must be completed in accordance with clause 43.6.”
Reason:	<i>reference to appropriate clause if voting is required.</i>

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Page 21	Clauses 43.6, 43.7, 43.8
[insert]	<p>43.6 The election and nomination of directors at the Annual General Meeting, must be completed in accordance with the following sub-clauses:</p> <ul style="list-style-type: none"> (a) If more than the required number of members is nominated at the Annual General Meeting then an election shall be conducted at the Annual General Meeting. The election will be conducted by ballot using the ‘first past the post’ system. (b) The Board shall appoint a Returning Officer and two (2) Assisting Returning Officers to act as scrutineers of the ballot or ballots. Neither the Returning Officer nor Assistant Returning Officer can be a nominated member. (c) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting. The Retiring Office shall also forward postal ballot paper to a member if requested by the member and in accordance with the By-Laws.
Reason:	<i>Combines existing clauses under one heading.</i>

Page 21	Clauses 43.9 to 43.31 inclusive
	Re-number clauses from 43.7 to 43.29 inclusive.
Reason:	<i>Formatting changes after amendments</i>

Page 23	Clause 43.25 - Term of Office
[delete]	“.... under clause 43.24(b)”
[insert]	“.... under clause 43.22(b)”
Reason:	<i>to update reference to relevant clauses</i>

Page 23	Clause 43.28 - Term of Office
[delete]	“.... under clause 43.24(b)..... subject to clause 44.4”
[insert]	“.... under clause 43.22(b)..... subject to clause 43.25”
Reason:	<i>to update reference to relevant clauses</i>