

Everglades Country Club

Proposed Amendments to the Constitution

The Board of Everglades Country Club proposes the following amendments to the Constitution of the Club.

Each proposed amendment is to be put to members for approval by way of a special resolution.

For ease of reference, the existing wording and the proposed wording of each relevant provision are set out below, followed by an explanation of the proposed amendments in plain English.

Members are encouraged to read the proposed amendments and explanatory notes carefully before voting.

Amendment 1 — Clause 9(c) (Definition of “Social member”)

Current wording:

- (c) **Social member:** *A Social member shall not be entitled to play golf or outdoors bowls, except as a visitor. They shall be entitled to use the Club for its social advantages, and participate in social functions, games and other forms of recreation on such conditions as the Board may from time to time determine, and they shall pay subscriptions in accordance with the Constitution. Non-Sporting members shall be entitled to vote in any election for the Board and attend general meetings including the Annual General Meeting of the Club but:-*
 - (i) *Social members shall not have the right to propose or second a member for election to the Board;*
 - (ii) *Social members shall not have the right to stand for election to the Board;*
 - (iii) *Social members shall not have the right to vote on any special resolution to amend the Constitution of the Club.*

Proposed (new) wording:

- (c) **Social member:** *A Social member shall not be entitled to play golf or outdoors bowls, except as a visitor. They shall be entitled to use the Club for its social advantages, and participate in social functions, games and other forms of recreation on such conditions as the Board may from time to time determine, and they shall pay subscriptions in accordance with the Constitution. Social members shall be entitled to attend general meetings including the Annual General Meeting of the Club but:-*
 - (i) *Social members shall not have the right to propose or second a member for election to the Board;*
 - (ii) *Social members shall not have the right to stand for election to the Board;*
 - (iii) *Social members shall not have the right to vote in any election for the Board or on any special resolution to amend the Constitution of the Club.*

Effect: the words “vote in any election for the Board and” are deleted from the operative sentence, and the reference to “Non-Sporting members” is amended to “Social members” so that the class is referred to consistently as “Social member(s)” throughout the sub-clause.

Amendment 2 — Clause 17(l)

Current wording:

- (l) *Subject to Clause 9(c) Social members, Sporting Members and/or Life Members shall until otherwise determined by the club in General Meeting be the only members entitled to attend and vote at General Meetings of the Club and to receive notices of such meetings Provided that no member shall be entitled to be present or to vote on any question at any General Meeting unless they shall have paid all entrance fees annual subscriptions and all other monies which are due and payable by them to the Club at the time of such meeting.*

Proposed (new) wording:

- (l) *Subject to Clause 9(c), Social members, Sporting Members and/or Life Members shall until otherwise determined by the club in General Meeting be the only members entitled to attend and vote at General Meetings of the Club and to receive notices of such meetings, provided that a Social member shall not be entitled to vote in any election for the Board, and provided further that no member shall be entitled to be present or to vote on any question at any General Meeting unless they shall have paid all entrance fees annual subscriptions and all other monies which are due and payable by them to the Club at the time of such meeting.*

Effect: This is a consequential amendment to clause 17(l). It makes clear that Social members may attend and vote at general meetings of the Club, subject to the existing restrictions in clause 9(c), but may not vote in an election for the Board. The amendment is intended to ensure that clauses 9(c) and 17(l) operate consistently.

Amendment 3 — Second sentence of Clause 9(h)

Current wording:

In accordance with Section 30(1)(a) of the Registered Clubs Act, the number of full members (as defined in the Registered Clubs Act) with the right to vote in any election for the Board shall at all times exceed the number of full members who do not have the right.

Proposed (new) wording:

The number of full members (as defined in the Registered Clubs Act) with the right to vote in any election for the Board shall at all times exceed the number of full members who do not have the right.

Effect: the substantive voting-ratio requirement is retained, and the phrase “as defined in the Registered Clubs Act” is retained. The reference to section 30 of the

Registered Clubs Act is removed, as that provision no longer imposes this requirement.

Amendment 4 — Clause 13(n) (Filling casual Board vacancies)

Current wording:

- (n) *Should a vacancy or vacancies occur in the office of President, Vice-President or that of an ordinary Director through any cause whatsoever, the vacancy may be filled at a meeting of the Board. Such meeting shall be held as soon as practicable after the occurrence of the vacancy and notice of intention to fill such vacancy shall be given to all Directors. Any person appointed in pursuance of this Clause shall hold office during such time only as the same would have been held by the person vacating office if the vacancy has not occurred.*

Proposed (new) wording:

- (n) *Notwithstanding clause 15(g), should a vacancy or vacancies occur in the office of President, Vice-President or in the office of an ordinary Director through any cause whatsoever, the Board may, at its sole discretion, resolve to fill the vacancy or vacancies either:
 - (i) *by appointment at a meeting of the Board held as soon as practicable after such vacancy occurs and after notice of the intention to fill such vacancy or vacancies has been given to all Directors; or*
 - (ii) *by election by way of a stand-alone ballot of those members entitled to vote in an election for the Board, conducted by the Returning Officer under clause 22, which clause shall apply to such a ballot with the modifications set out below.**

The nomination requirements in clause 15(i) shall apply, including the requirement for the nomination to be in writing, signed by two Full Sporting Members and/or Life Members, together with the nominee's written consent endorsed thereon. Only members entitled to vote in an election for the Board shall be permitted to vote. The ballot shall be conducted at the Club's premises during a polling period of seven (7) days as determined by the Board.

For the purposes of a stand-alone ballot conducted under clause 13(n)(ii), clause 22 applies with the following modifications:

- (A) *the reference in clause 22(g) to reporting the result to the Chairperson at the Annual General Meeting who will then declare the successful candidate or candidates does not apply, and instead, at the closing of the poll, the Returning Officer or Deputy Returning Officer shall examine the voting papers and shall declare elected the candidate or candidates who receive the greatest number of votes in accordance with the number of vacancies to be filled; and*

- (B) *the reference in clause 22(i) to reporting an equality of votes to the Chairperson of the Meeting who shall exercise a casting vote does not apply, and instead, should two or more candidates receive an equal number of votes and not all candidates receiving that number of votes can be elected, the Returning Officer shall determine which of those candidates is or are elected by lot, or may instruct that a new ballot be taken.*

The eligibility requirements for election to the Board contained in clauses 13(b) and 13(c) of the Constitution, and any applicable requirements of the Registered Clubs Act 1976, the Registered Clubs Regulation 2025 and any other applicable law, shall continue to apply.

Consequential amendment to Clause 15(g)

Current wording:

(g) Casual vacancies

- (i) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Clause 15 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (ii) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (i) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Proposed (new) wording:

(g) Casual vacancies

- (i) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Clause 15 shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (ii) *This subclause does not apply to a person elected to fill a casual vacancy by a stand-alone ballot under clause 13(n). A person so elected shall hold office for the residue of the unexpired term of office of the person whose office became vacant.*
- (iii) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (i) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Effect:

The existing Constitution permits the Board to fill a casual vacancy on the Board by appointment. The proposed amendment retains that power but gives the Board an additional option. Where a casual vacancy arises, the Board may decide either:

1. to appoint an eligible person to fill the vacancy; or
2. to conduct a stand-alone ballot of members who are entitled to vote in an election for the Board.

The decision as to which method is used will rest with the Board. Where the vacancy is filled by appointment, the appointee holds office until the next general meeting in accordance with clause 15(g)(i). Where the vacancy is filled by a stand-alone ballot under clause 13(n)(ii), the successful candidate holds office for the residue of the unexpired term of the vacating Director. The proposed consequential amendment to clause 15(g) is necessary to ensure that a person elected through a stand-alone ballot is not required to vacate office at the next succeeding general meeting merely because of the existing wording of clause 15(g). The proposed amendment does not alter the existing eligibility requirements for Directors. In particular, a person elected or appointed to fill a casual vacancy must continue to satisfy the applicable requirements of the Club's Constitution and the Registered Clubs Act and Regulations.

Explanation of Proposed Amendments

The Board proposes the following amendments to the Club's Constitution, in plain English:

- (a) The first amendment removes the right of Social members to vote in any election for the Board. Its purpose is to align voting rights in Board elections with the class of member entitled to hold a position on the Board. Social members will continue to be entitled to attend general meetings, including the Annual General Meeting of the Club.
- (b) A consequential amendment is made to clause 17(l) to make clear that Social members may attend and vote at general meetings, but not in any election for the Board. This aligns clause 17(l) with the amended clause 9(c).
- (c) A further amendment is made to clause 9 to remove the outdated reference to section 30 of the Registered Clubs Act, while retaining the voting-ratio requirement itself.
- (d) The fourth amendment gives the Board greater flexibility when a vacancy arises on the Board. At present, the Constitution permits the Board to fill a casual vacancy by appointment. The proposed amendment retains this mechanism but gives the Board the option of conducting a stand-alone ballot of members entitled to vote in Board elections. This may allow members to elect a replacement where the Board considers that a member election is appropriate in the circumstances. Importantly, the proposed amendment does not create a new full term of office for the replacement Director. Where the replacement is elected by members, they will hold office only for the remaining portion of the vacating Director's term. The proposed consequential amendment to clause 15(g) ensures that this position is clear.

Each of these amendments will be put to members as a special resolution. In accordance with clause 9(c)(iii), Social members are not entitled to vote on a special resolution to amend the Constitution of the Club.