



**EVERGLADES COUNTRY CLUB LIMITED
ACN 000 196 501**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Everglades Country Club Limited (the 'Club') will be held at the Club's premises at Dunban Road, Woy Woy, NSW 2256 on **Sunday 27 November 2022 commencing at 9.00am**. Members are required to have their current Membership Cards available.

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

1. Apologies (to be in writing)
2. To confirm the Minutes of the previous Annual General Meeting held on Monday 24 January 2022 at 5.30pm
3. To receive and consider the Annual Report of the Board of Directors
4. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022
5. To consider and if thought fit, pass the following Ordinary Resolution

'That PM Accounting Solutions (ABN 41 153 104 918) be removed from office as the Auditor of Everglades Country Club Limited.'

Note: In accordance with section 329(3) of the Corporations Act 2001 (see below), PM Accounting Solutions has provided the Club with a letter dated 29th September 2022 for sending to members. The PM Accounting Solutions letter and the Club's response accompany this Notice of Meeting.

(3) Within 7 days after receiving a copy of the notice, [of intention to move a resolution to remove the auditor from office] the auditor may make representations in writing, not exceeding a reasonable length, to the company and request that, before the meeting at which the resolution is to be considered, a copy of the representations be sent by the company at its expense to every member of the company to whom notice of the meeting is sent.

Note: If passed, this Ordinary Resolution will remove PM Accounting Solutions (the Club's current Auditor) from office. To be passed this Ordinary Resolution must be carried by a majority of members being entitled to vote and who are present and voting at the Meeting. This resolution is not to be considered if the current Auditor resigns from office.

6. To consider and if thought fit, pass the following Special Resolution (if business item 5 is passed):
'That Bishop Collins Audit Pty Ltd (ABN 98 159 109 305) of Unit 1, 1 Pioneer Avenue Tuggerah NSW 2259, having been duly nominated in accordance with section 328B of the Corporations Act 2001, be appointed as the Auditor of Everglades Country Club Limited.'

Note: This Special Resolution will be proposed if the Ordinary Resolution in business item 5 is passed. The Club has received a written nomination (a copy of the written nomination accompanies this Notice of Meeting) from a member for Bishop Collins Audit Pty Ltd to be appointed as Auditor. Bishop Collins Audit Pty Ltd has consented to act as Auditor if duly appointed. To be passed this Special Resolution must be carried by a three-quarters majority of members being entitled to vote and who are present and voting at the Meeting.

Note: In the situation of a new Auditor being appointed at the Meeting following the removal of an Auditor, section 327D (5) of the Corporations Act 2001 provides that the new Auditor will only hold office until the next Annual General Meeting.

7. To consider and if thought fit, to pass the Special Resolutions to amend the Club's Constitution (as these appear in the Notice of Resolution to be considered at the Annual General Meeting)
8. Resolutions (as these appear in the Notice of Resolution to be considered at the Annual General Meeting):
 - (a) Members to approve and agree to expenditure by the Club in a sum not exceeding an annual total of \$50,000 until the next AGM for Directors, Sub Committee members and voluntary workers expenses
 - (b) Members to approve and agree to expenditure by the Club in a sum not exceeding an annual total of \$16,000 until the next AGM for the professional development and education of all Directors
 - (c) Acknowledge the benefits as detailed
9. To announce the results and declare those persons elected to take office from the conclusion of the meeting
10. To appoint an Honorary Solicitor
11. To appoint a Patron(s)
12. To appoint a Welfare Officer
13. Special Presentation – Membership of 50 years or more
14. To consider and, if thought fit, pass Resolution regarding conferring of Life membership to Janette Montgomery

15. To transact any other business which may be brought forward before the Meeting in accordance with the Constitution of the Club

A copy of the Financial Statements and the President's Report follows.

Matt Anthony
President

The Annual Report will be published and available from the Club Website (www.everglades.net.au).

Members requiring a printed report must make a request in writing to membership@evergladesc.com.au for a copy to be provided.

19 October 2022


The Secretary
Everglades Country Club Limited
Dunban Road, Woy Woy NSW 2256

Dear Secretary

Re: Nomination of Auditor

In accordance with section 328B of the Corporations Act 2001 I, Michael James Quilkey, being a member of Everglades Country Club Limited (ACN 000 196 501), hereby nominate Bishop Collins Audit Pty Ltd (ABN 98 159 109 305) of Unit 1, 1 Pioneer Avenue Tuggerah NSW 2259 for appointment as the Auditor of Everglades Country Club Limited, subject to resignation or removal of PM Accounting Solutions from office as the Auditor of Everglades Country Club Limited.

Yours sincerely



Michael James Quilkey, Director/Treasurer/Member No. 1218

**EVERGLADES COUNTRY CLUB LIMITED
ACN 000 196 501**

**NOTICE OF RESOLUTION
To Be Considered At The
ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Everglades Country Club Limited to be held on Sunday 27 November 2022 commencing at 9.00am at the premises of the Club at Dunban Road Woy Woy New South Wales the members will be asked to consider and if thought fit pass the following resolutions.

Special Resolutions

Motion 1

**TO AUTHORISE AMENDMENT OF CLAUSE 9 “MEMBERSHIP” OF THE EVERGLADES
COUNTRY CLUB LTD CONSTITUTION**

The members – Everglades Country Club Limited SPECIALLY RESOLVE pursuant to section 136(2) of the *Corporations Act 2001* (CTH) to:

1. Insert a definition of “Provisional Member” as follows:

“Provisional Member shall mean a person who has applied for admission as a member and has paid the appropriate entrance fee (if any) and annual subscription and is awaiting a decision on the application and has not had the application refused. Provisional members are:

- a. Not entitled to notice of any meeting of members;
- b. Not entitled to stand for election to the Board;
- c. Not entitled to attend or speak at and vote at any meeting of members;
- d. Not entitled to notice of any election of Board members;
- e. Not entitled to stand for election to club sub committees;
- f. Subject to the provisions of this Constitution; and
- g. Not a member for life.

On admission as a member, a Provisional Member ceases to be a Provisional Member on and from that date.

The Club may terminate the membership of a Provisional Member at any time without notice and without being required to give a reason. A Provisional Member whose membership is terminated by the Club and who has paid an entrance fee or annual subscription when nominating for membership shall be entitled to a refund of the entrance fee or annual subscription paid.”

2. Delete the definition of Cadet Member and any reference to Cadet Member.
3. Delete Clause 9(h).

Motion required by the Directors Everglades Country Club Limited.

Explanatory Note: This is a motion to better align the Club's membership categories with the Registered Clubs Act. This change does not confer any new rights on any existing member category or change the definition of any existing member category.

Motion 2

TO AUTHORISE AMENDMENT OF CLAUSE 16 "ANNUAL GENERAL MEETING" OF THE EVERGLADES COUNTRY CLUB LTD CONSTITUTION

The members – Everglades Country Club Limited SPECIALLY RESOLVE pursuant to section 136(2) of the *Corporations Act 2001* (CTH) to:

1. In Clause 16 (a) insert the words "or within any further time as may be allowed by the Registrar or prescribed, and" before the words "at a time and place determined by the Board".
2. Delete Clause 9 (b) and insert in its place:
 - "(b) The ordinary business of the Annual General Meeting will be:
 - (i) To confirm the minutes of the last preceding general meeting, whether the Annual General Meeting or Special General Meeting;
 - (ii) To consider the annual financial report, directors' report and auditor's report;
 - (iii) To confirm the election of the President, Vice Presidents, and Directors to hold office in accordance with this Constitution;
 - (iv) To elect an auditor in the event of a vacancy in that office in accordance with the Corporations Act; and
 - (v) To elect a Patron."
3. Insert a new Clause 9 (c) as follows:
 - "(c) The Annual General Meeting may also transact such special business of which notice has been given to members in accordance with this Constitution."
4. Insert a new Clause 9 (d) as follows:
 - "(d) All business of an Annual General Meeting other than the ordinary business as deemed by this Clause will be deemed special business."

Motion required by the Directors Everglades Country Club Limited.

Explanatory Note: This is a motion to allow the calling of the Annual General Meeting in accordance with the Registered Clubs Act and the Corporations Act and to amend the business of the Annual General Meeting to remove the election of the Board.

Motion 3

TO AUTHORISE MINOR TEXT AMENDMENTS TO THE EVERGLADES COUNTRY CLUB LTD CONSTITUTION

The members – Everglades Country Club Limited SPECIALLY RESOLVE pursuant to section 136(2) of the *Corporations Act 2001* (CTH) to allow:

1. all necessary typographical amendments to the Constitution required to carry out any of the preceding resolutions made at the Annual General Meeting without change to the substantive content of the Constitution.

Motion required by the Directors Everglades Country Club Limited.

Explanatory Note: This is a motion to ensure the amendments to the Constitution made by these resolutions are adopted seamlessly.

Ordinary Resolutions

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding an annual total of \$50,000 until the next Annual General Meeting of the Club for the following activities of Directors, Sub Committee members and voluntary workers;
 - (i) The reasonable cost of a meal and beverage where appropriate for each Director, Sub Committee member and voluntary workers,
 - (ii) The cost of uniforms for new Directors and other elected Sub Committee Officers appointed following elections and the cost of replacement uniforms as approved by the Board,
 - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses therefore are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
- (b) The members hereby approve and agree to expenditure by the Club in a sum not exceeding an annual total of \$16,000 for the professional development and education of all Directors until the next Annual General Meeting and being;
 - (i) The reasonable cost of Directors attending at the ClubsNSW Annual General Meeting,
 - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other events as may be determined by the Board from time to time,
 - (iii) The reasonable cost of Directors attending other registered Clubs for the purpose of viewing and assessing their facilities and methods of operation for the betterment of the Club. Provided such attendances are approved by the Board as necessary.
- (c) The members acknowledge the benefits as detailed in parts (a) to (b) above are not available to members generally but only for those who are Directors, Sub Committee members and/or voluntary workers of the Club.

By direction of the Board

M Anthony

President

The Annual Report will be published and available from the Club Website (www.everglades.net.au).

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PM ACCOUNTING SOLUTIONS

Chartered Accountant, Business & Financial Advisors



CHARTERED ACCOUNTANTS™
AUSTRALIA - NEW ZEALAND

29th September 2022

The Members of

Everglades Country Club Limited

Dunban Road,

Woy Woy NSW 2256

Dear Members,

Re: Notice of Motion to remove me as Auditor at the Annual General Meeting dated the 27th November, 2022

The Board of Directors have seen it fit to move a motion to be put forward to you at the forthcoming Annual General Meeting to remove my firm PM Accounting Solutions as the Auditor of the Club.

We have had this dealt with at a past annual general meeting in 2020 where you the members overwhelmingly voted to retain my services as the auditor. It would seem that past Boards and the current Board are determined to change auditors and yet there is no clear justification as to why this should necessarily occur. We along with 4 other firms were allegedly asked to provide quotations for the audit services and it was specifically stated in the information memorandum that the firm that the Board wished to put forward to the members would not necessarily be the cheapest so the question needs to be asked, will the club be paying significantly more under a new appointment?

Previously the Board attempted to remove me as the auditor at a time that they had engaged another accounting firm to take over the management accounting role and unfortunately this ended badly with the firm costing the club considerable money in excessive fees and our increased costs to fix everything up when we did the audit. That firm was dismissed which was no doubt embarrassing for the Board. I consider that our costs were excessive for both the 2020 and 2021 audit years as we worked with the General Manager and his newly employed inhouse financial accountant to get all of the records right up to date and in an appropriate order such that the audit process has become much easier now in the 2022 financial year. To that end our audit fees are quite similar to the levels in 2019 partly due to the excellent work that the inhouse financial accountant has done in sorting out the clubs financial records and partially as a result of our guidance and recommendations for improvements in certain areas.

It must be remembered that the previous Board through its poor decision making cost the members considerable money with the appointment of an external accountant to take over the management



Tax agent
25701911

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accounting role and this was an absolute failure and now this Board seeks to replace me as the auditor now that we have done an excellent job working with the inhouse accountant such that the records are in good shape and the audit process is running smoothly.

Below is a summary of our audit fees for the last 5 years. These fees are excluding GST and are only in relation to audit services.

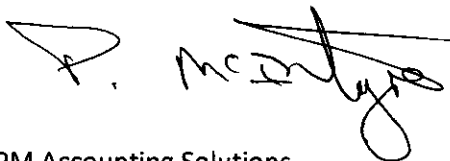
2018	2019	2020	2021	2022
\$14,110	\$35,130	\$28,658	\$14,660	\$14,830

As can be seen our fees for these audit services have only increased at around 1.5% compounded from the 2018 figures to where we are in 2022 which is less than inflation given our efficiencies on the job after doing all the hard work in the 2019 and 2020 years to sort out the mess created by the previous Board after employing the other accountants and then having to terminate their services.

Our firm offers a totally professional audit service on the basis of only experienced senior accountants working on the audit. This is because we have a horizontal structure where it is only myself, a Chartered Accountant with some 44 years experience in audit and my senior employee Donna White who is a qualified Certified Practicing Accountant with 26 years professional experience who are the only ones working on this job. We know these systems and records meticulously given our historical involvement. Many other firms have a vertical structure with partners, managers, seniors, intermediates and Junior staff working on audit jobs which can be a problem. For such firms to remain cost competitive they often send less experienced Junior staff out on audit jobs admittedly under a degree of supervision but this often results in cost increases and also the risk that important audit issues may not be picked up.

Ultimately the decision of auditor choice is one for the members and I encourage you to come to the annual general meeting and vote on this important issue. I consider that Donna White and myself as senior accountants with some 70 years combined audit experience are the best placed people under PM Accounting Solutions to get to the bottom of all audit matters in the most professional and cost effective manner for the benefit of the members of Everglades Country Club.

Yours sincerely



PM Accounting Solutions

Peter McIntyre

Principal

ASIC Audit Registration 15440



14 October 2022

Re: Motion to change auditor to Bishop Collins

In pursuit of best practice corporate governance, the Board of Everglades Country Club Limited (the Club) decided to review its long-standing audit arrangements by testing the market for independent financial audit (and related) services through a Request for Tender (RFT).

A select panel of five firms were invited to tender for external audit services: National Audits Group, Fortunity, PKF, Bishop Collins, and our current auditor, PM Accounting Solutions (PMAS). The process was managed by an independent Probitry Advisor to ensure we had a structured, transparent, unbiased, RFT process. As part of this process, each firm was evaluated against the Club's requirements and scored according to how well they met the requirements.

Will your club be paying more in fees with a change in Auditors?

While its proposed fees were reasonable, PMAS was not the lowest bid. With respect to value for money – a measure of cost against proposed services – Bishop Collins consistently scored the highest ranking for how well they could meet the Club's requirements. They could also do it for the lowest cost. The quality of their proposal was exceptional and the Board strongly believes they are the right strategic fit for our Club.

PMAS has written raising concerns about past decisions of previous Boards and related services like accounting. While we appreciate his candour, accounting services were not considered as part of the RFT for audit services, nor were decisions of past Boards.

This recommendation to change to Bishop Collins is done without malice and with much gratitude to Peter McIntyre and PMAS for their service to the Club.

As Board members, you elect us and trust us to make sound commercial decisions that will benefit you as members, and provide the best outcomes for the Club and members' facilities, whether recreational, golf or bowls. As difficult as it may be for PMAS to accept our decision, they simply were not the best proposal from the market. We feel that not making a change is a disservice to you as members, as we need to make the right decision for what we deem to be a better financial and strategic direction.

The Board unanimously endorse engaging Bishop Collins to be the Club's auditor for this financial year. Your support for the change in auditor will be in the Club's best interest going forward and we encourage you to vote in favour of the Resolution.

Regards,

Everglades Board of Directors