



Notice of Annual General Meeting and Explanatory Memorandum

RQYS Marina Limited ABN 23 010 217 991

Notice is given that the Annual General Meeting of RQYS Marina Limited ('the Company') will be held on:

Date:	Thursday 15 July 2021
Time:	8.30pm (AEST) <i>(or immediately after the Annual General Meeting of Royal Queensland Yacht Squadron Limited (Squadron) is declared formally closed)</i>
Location:	Squadron Clubhouse – Flags Function Room 578 Royal Esplanade Manly Qld 4178
Attendance	Due to COVID restrictions, confirmation of your attendance is required by Monday 12 July. Attendance cannot be guaranteed if a booking has not been made by this date.
On-Line	An On-Line option may be available and if so, details will be provided closer to the date of the meeting.

Ordinary Business

Agenda item 1: Director's Reports and Financial statements

To receive and consider the Directors Report, the Financial Report (which includes the financial statements and directors' declaration) and the Auditors Report for the financial year ended 30 April 2021.

Agenda item 2: Nomination of officers

To receive the appointment of the three elected Flag Officers of the Squadron as directors of the Company for the 2021/2022 year pursuant to clause 25 of the Company's Constitution.

Agenda Item 3: Election of Directors

Note: The Flag Officer Directors intend to appoint Mr A Gibbs and Mr S D Henderson to fill the remaining two board positions required by clause 23 of the Company's Constitution. Unless the Members present at the Annual General Meeting and entitled to vote resolve that they wish to nominate and elect the two director positions.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

Resolution: *Whether the Members present at the Annual General Meeting wish to exercise their right to nominate and elect two Members as Directors of the Company for the 2021/2022 year in accordance with clause 25 of the Company's Constitution.*

Other business

To consider and decide on such matters as are brought forward by the Directors relating to the affairs of the Company, such matters being raised in accordance with the Constitution of the Company.

Voting entitlements

Pursuant to the Company's Constitution, in order to be able to vote in person or by proxy, a Member of the Company must not be in arrears with the Company or the Squadron at the date of the meeting in relation to annual subscriptions or any other account with the Company or Squadron. Votes of Members who do not meet these criteria or have registered after this time will be disregarded in determining entitlements to vote at the Meeting.

Jointly held interests

If an interest in the Company is held jointly, and more than one Member votes in respect of that interest, only the vote of the Member whose name appears first in the register of Members will be counted.

Explanatory Memorandum RQYS Marina Limited ABN 23 010 217 991

This Explanatory Memorandum is to be read with the Notice of Annual General Meeting issued by the Company. It deals with the following matters which will be put forward for the consideration of Members at the Annual General Meeting which will be held on 15 July 2021 at 8.30pm (AEST).

This Explanatory Memorandum should be read in its entirety. If Members are in any doubt as to how they should vote on the Resolution, they should seek advice from their professional advisers.

Ordinary Business

This Explanatory Memorandum has been prepared to assist Members with their consideration of the Resolution to be put to the Annual General Meeting.

Agenda item 1: Director's Report and Financial statements and reports

The Corporations Act requires that the Directors Report, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration) be laid before the Annual General Meeting.

Neither the *Corporations Act 2001* (Cth) nor the Company's Constitution requires a vote of Members at the Annual General Meeting on such reports or statements; however Members will be given ample opportunity to raise questions with respect to these reports and statements at the Annual General Meeting.

In addition to asking questions at the Annual General Meeting, Members may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions must be submitted to the Company Secretary on or before 5.00pm on Monday 12 July 2021 to:

By post:	By email:
The Company Secretary	The Company Secretary
RQYS Marina Limited	mail@rqys.com.au
578 Royal Esplanade	
MANLY QLD 4179	By fax: 3393 4100

Agenda item 2: Nomination of officers

The Directors will declare the appointment of the elected Flag Officers of the Squadron as directors of the Company for the 2021/2022 year pursuant to clause 25 of the Company's Constitution (**Flag Officer Directors**).

Neither the *Corporations Act 2001* (Cth) nor the Company's Constitution requires a vote of Members at the Annual General Meeting.

Agenda Item 3: Election of Directors

The Company's Constitution gives Members the right to elect whether they wish to appoint 2 Members to be Directors of the Company. If Members resolve to not appoint 2 Members as Directors of the Company, the Flag Officer Directors may appoint two Members to be Directors of the Company.

The relevant clauses of the Company's Constitution are summarised as follows:

Clause 23 of the Company's Constitution requires the Company to have five Directors appointed.

Clause 24 of the Company's Constitution provides that all Directors retire from Office at each Annual General Meeting and will be eligible for reappointment.

Clause 25 of the Company's Constitution provides that at each Annual General Meeting:

- (a) The three Flag Officers appointed at the most recent Annual General Meeting of the Squadron take office as the Directors of the Company for the following year; and

- (b) Unless the Members present at the Annual General Meeting and entitled to vote resolve that they wish to nominate and elect the remaining two director positions, the Flag Officer Directors may appoint two Members to fill the remaining two board positions required by clause 23 of the Company's Constitution.
- (c) Where the Members have resolved by ordinary resolution that they wish to elect the non-Flag Officer Directors:
- (i) the Members present at the Annual General Meeting may nominate and second one or more Members to be appointed as a Director of the Company for the 2020/2021 year;
 - (ii) where there are more than two such nominees, the nominated Members names will be entered on ballot sheets in alphabetical order and Members present and entitled to vote will each indicate their preferred nominees by completing a ballot sheet and marking with an "X" against the names of no more than two nominees. Two Members appointed by the Annual General Meeting will review the ballots sheets and tally the votes. The two nominees with the most "X" marks against their names will be selected as the Members two nominated and appointed Directors.

Each nominee will be given the opportunity to speak to the Members putting forward their credentials before the ballot is conducted.

As at the date of this Notice of Meeting, the two Directors who are not Flag Officers are Mr A Gibbs and Mr S D Henderson, both of whom will retire from Office pursuant to clause 24 of the Company's Constitution.

The resolution to be put to the members at the Annual General Meeting to consider and, if thought fit, to pass, with or without amendment as an **ordinary resolution** is as follows:

Resolution: Whether the Members present at the Annual General Meeting wish to exercise their right to nominate and elect two Members as Directors of the Company for the 2021/2022 year in accordance with clause 25 of the Company's Constitution.

Unless the Members present at the Annual General Meeting and entitled to vote resolve that they wish to nominate and elect the remaining two director positions, the Flag Officer Directors intend to appoint Mr A Gibbs and Mr S D Henderson to fill the remaining two board positions required by clause 23 of the Company's Constitution.

Appointment of proxy

If you are entitled to vote at the Meeting, you have the right to appoint a proxy in the form set out in clause 20 of the Constitution of the Company. A Proxy Form is enclosed with this Notice of Annual General Meeting and Explanatory Memorandum. The proxy does not need to be a Member of the Company. A proxy is only entitled to vote at the meeting in respect of a poll.

Further details regarding proxy voting are set out in the Proxy Form accompanying this Notice of Annual General Meeting.

Instructions regarding completion of the Proxy Form are set out on the form.

To be treated as a valid proxy, proxy forms (and any certificated copy of a relevant power of attorney or other authority) must be deposited at the Squadron Clubhouse, 578 Royal Esplanade, Manly, no later than 5.00 pm Monday 12 July 2021.

Restrictions on voting

No restrictions on voting apply to the items of business in this Notice of Annual General Meeting.

Issued by authority of the Board:



**Shawn Ket, Company Secretary
Royal Queensland Yacht Squadron Limited**

Dated: 23 June 2021



Proxy Form

RQYS Marina Limited

Berth No: _____ Name Sub Lease held in: _____

I, _____ of _____

being a member of the above named company hereby appoint

_____ of _____

or failing him/her _____ of _____

as my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on 15 July 2021 and at any adjournment thereof.

Signature: _____ Date: _____

* Note: In the event of the member desiring to vote for or against a resolution (if any) the member shall instruct his proxy accordingly or set out clear details in the space above. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

Please refer to Notice of Meeting

PROXY FORM TO BE RETURNED NO LATER THAN 5.00 PM MONDAY 12 JULY 2021

By Email: lynne@rqys.com.au

By Mail: PO Box 5021, MANLY QLD 4179

or in person: Squadron Clubhouse, 578 Royal Esplanade, Manly, 4179