

# Notice of Annual General Meeting and Explanatory Memorandum

Royal Queensland Yacht Squadron Limited ABN 25 053 989 272

Notice is given that the Annual General Meeting of Royal Queensland Yacht Squadron Limited ('the **Company**') will be held on:

<b>Date:</b>	Thursday 15 July 2021
<b>Time:</b>	7.00pm (AEST) <i>Please note – registration will occur from 6.15pm (AEST)</i>
<b>Location:</b>	<b>Squadron Clubhouse – Flags Function Room</b> 578 Royal Esplanade Manly Qld 4178
<b>Attendance</b>	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.
<b>On-Line</b>	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 Report and Financial statements and reports

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

### Agenda item 2: Nomination of officers

To receive and consider the results of the nomination and election of officers of the Company for the 2021/2022 year.

### Agenda Item 3: Committee Members

To receive and consider the results of the nomination and election of the Sailing, Powerboat, Membership, Finance, Marketing and Development, House and Entertainment and Works Committee Members for the 2021/2022 year.

## 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 of 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 at the date of the meeting in relation to annual subscriptions or any other account with the Company. Votes of Members who do not meet this requirement or do not have a valid proxy 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

## Royal Queensland Yacht Squadron Limited ABN 25 053 989 272

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 Thursday 15 July 2021 at 7.00pm (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 Resolutions, if any, are 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.

Clause 35.1.1 of the Constitution of the Company requires the presentation of the Annual Report and Annual Statement of Accounts for the preceding year, together with the Auditors Report at 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:  
The Company Secretary  
Royal Queensland Yacht Squadron Limited  
578 Royal Esplanade  
MANLY QLD 4179

By email:  
The Company Secretary  
mail@rqys.com.au

### Agenda item 2: Nomination of officers

Clause 35.1.2 of the Company's Constitution requires the declaration of the result of the election of Officers of the Squadron for the following year.

"Officers" for these purposes are referred to in clause 15.1 of the Constitution of the Company as;

- (a) a Patron;
- (b) a Commodore, Vice Commodore, and a Rear Commodore, all of which are collectively referred to as "Flag Officers",
- (c) an Honorary Treasurer, and
- (d) the Immediate Past Commodore.

Clause 22.1 of the Company's Constitution provides that the Officers (other than the Patron and the Immediate Past Commodore) are elected and retire annually. Clause 22.2 provides for nominations on a nomination sheet to be exhibited in a prominent place accessible to members for not less than 14 days.

Clause 22.6 provides that the result of the election of Officers shall be declared at the Annual General Meeting. The Directors will declare the results of the nomination and election of officers of the Company for the 2021/2022 year.

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

### **Agenda Item 3: Committee Members**

Clauses 22.1, 22.1 and 22.6 of the Company's Constitution also applies to the election of the Sailing, Power Boat, Membership, Finance Marketing and Development, House & Entertainment and Works committees.

The Directors will declare the results of the nomination and election of the Sailing, Powerboat, Membership, Finance Marketing and Development, House and Entertainment and Works Committee Members for the 2021/2022 year.

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

### **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 37.10 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 if a poll is called.

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 5.00pm 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

## Royal Queensland Yacht Squadron Limited

I, \_\_\_\_\_ of \_\_\_\_\_

being a current financial member of the Royal Queensland Yacht Squadron Limited ('the Squadron') 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 Squadron 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](mailto:lynne@rqys.com.au)

By Mail: PO Box 5021, MANLY QLD 4179

In person: Squadron Clubhouse, 578 Royal Esplanade, Manly, 4179