



Royal Queensland Yacht Squadron Limited
ACN 053 989 272
(Squadron)

Addendum to the Notice of Special General Meeting, Explanatory Statement and Proxy Form

The Squadron hereby gives notice to members that, in relation to the Notice of Special General Meeting dated 26 May 2022 (**Notice of Meeting**) in respect of the general meeting to be held at the RQYS Clubhouse at 578 Royal Esplanade, Manly QLD 4179, on Tuesday, 21 June 2022 at 7.00pm (**Meeting**), the General Committee have determined to amend the wording of the Proposed Constitution and supplement the information contained in the Explanatory Statement provided to members in relation to the matters set out in this addendum to the Notice of Meeting (**Addendum**).

This Addendum is supplemental to and does not affect the validity of the original Notice of Meeting. This Addendum should be read in conjunction with the Notice of Meeting. Save for the amendments set out below, the Notice of Meeting remains unchanged.

Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice of Meeting.

This Addendum should be read in its entirety. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Squadron on futureclub@rqys.com.au.

Addendum to Notice of Special General Meeting

The Squadron wishes, by this Addendum, to amend the Proposed Constitution that will be tabled at the Meeting for the purposes of **Resolution 1 - Replacement of Existing Constitution**.

The key amendments to the Proposed Constitution are summarised in the table below with additional wording added in blue text. It is further noted that minor grammatical changes have been made to correct drafting errors in the Proposed Constitution. Members can review the above proposed amendments in the entire Proposed Constitution, which is available in mark-up format on the Squadron's website <https://www.rqys.com.au/policiesanddocuments/>. A copy of the Proposed Constitution can also be sent to members on request to the Squadron Secretary at futureclub@rqys.com.au.

Rule	Heading	Amendment
1.5	Transitional Provision	The following paragraph has been inserted into rule 1.5: (a) <i>"any person acting as Flag Officer or Treasurer immediately before this Constitution is adopted:</i> (i) <i>continues in that capacity subject to, and is taken to have been appointed under this Constitution; and</i> (ii) <i>may continue, subject to the Corporations Act, to act in that capacity until the Squadron's AGM for the 2023/24 calendar year or their earlier cessation;"</i>

Rule	Heading	Amendment
1.6	Board Transition	Rule 1.6 has been deleted. The reason for this deletion has been set out in the section titled " Explanatory Statement " below.
5.1	Non-Voting Category Member Restrictions	<p>Rule 5.1 has been amended as follows:</p> <p><i>"Non-Voting Category Members hold restricted rights as a Member of the Squadron. In addition to any other restrictions imposed by this Constitution, a Non-Voting Category Member is not permitted to:</i></p> <p>(a) attend or vote at any general meeting of the Squadron or otherwise participate in the management, business and affairs of the Squadron in any way;</p> <p>(b) <i>propose, second or nominate for, or be elected as a Director, Committee Member or to any office of the Squadron; or</i></p> <p>(c) propose, second or nominate for, or be elected as a Director, Committee Member or to any office of the Squadron;</p> <p>(d) <i>have a Yacht registered on the Yacht Register, hold a sublease or otherwise rent a berth at a marina located on any Squadron Premises."</i></p> <p>A further explanation for this amendment is set out in the section titled "Explanatory Statement" below.</p>
5.3(b) 5.4(b)	Crew Members Social Members	<p>The following sentence has been inserted into rules 5.3(b) and 5.4(b) permitting Crew Members and Social Members to propose or second Applicants for Membership, consistent with the current rights of Crew and Social Members :</p> <p><i>"(iv) may propose or second an Applicant for Membership; and"</i></p>
5.5(b) 5.6(b) 5.7(b)	Absentee Members Honorary Members Provisional Members	<p>The following sentence is inserted into rules 5.5(b), 5.6(b) and 5.7(b) restricting Absentee Members, Honorary Members and Provisional Members from proposing or seconding an Applicant for Membership, consistent with the current rights of those categories of Membership:</p> <p><i>"(ii) is not permitted to propose or second any Applicant for Membership;"</i></p>
6.1	Nomination for Membership	<p>Rule 6.1(a)(i) is amended as follows:</p> <p>(a) <i>"A person may apply to be a Member by completing an Application Form, which must be:</i></p> <p>(i) <i>signed as a proposer and seconder by two (2) persons who are current Voting Category Members of the Squadron who:</i></p> <p>(A) <i>hold Membership in a Category of Membership that is entitled to propose or second Applicants for Membership;</i></p> <p>(B) <i>do not have any Squadron Fees in arrears at the date of the Application Form;</i></p> <p>(C) <i>have been Members for at least twelve (12) months prior to the date of the Application Form; and</i></p> <p>(D) <i>subject to rule 6.1(c), have personally known the Applicant for a period of at least twelve (12) months; and"</i></p>

Rule	Heading	Amendment
13.2(f)	Nomination Procedure	<p>Rule 13.2(f) has been amended as follows to be consistent with the following manner in which nominated candidates are notified to Members:</p> <p>Notice of each person standing for election as a Director or Committee Member <i>will be made available in a manner prescribed by the Board</i> must be given to all persons entitled to receive notice of meetings of the Squadron at least twenty-one (21) days prior to the general meeting.</p>

Resolution 1 - Replacement of Existing Constitution

The wording of the **Resolution 1 - Replacement of Existing Constitution** will not change. It is a **special resolution** and reads as follows:

*"That, pursuant to section 136(2) of the Corporations Act 2001 (Cth) and rule 44 of the constitution of the Squadron (**Existing Constitution**), the Squadron's Existing Constitution is repealed and replaced in its entirety by adopting the new constitution tabled at the meeting and signed by the Chairman for the purposes of identification (**Proposed Constitution**) with effect from the later of:*

- (a) *26 July 2022 provided that, the Proposed Constitution is not disallowed by the Commissioner of Liquor and Gaming pursuant to section 79 of the Liquor Act 1992 (Qld); and*
- (b) *the day immediately following the date a private ruling is obtained from the Commissioner of Taxation confirming that the adoption of the Proposed Constitution will not impact the tax exempt status of the Squadron."*

Addendum to Explanatory Statement

The Squadron wishes to add the following to the Explanatory Statement to its Notice of Meeting, pertaining to **Resolution 1 - Replacement of Existing Constitution** the subject of this Addendum:

Transition Process Update

Due to delays associated with obtaining a private ruling there is a high likelihood that, if the Proposed Constitution is adopted by Members at the Meeting, it will not come into effect until after the date of the proposed annual general meeting on 26 July 2022. To facilitate the elections of the Flag Officers and the Treasurer, the election process under the existing Constitution will be followed for the 2022/23 annual general meeting. Any person appointed to the role of Flag Officer, Treasurer or Committee Member at the 2022/23 annual general meeting will be elected for a period of one year.

Rules 1.5 and 1.6 have been amended to address the possibility that the Proposed Constitution will not come into effect before the 2022/23 AGM.

To ease the transition process, a call has been made for nominations for the Ordinary Board Member positions. This call is made subject to Members adopting the Proposed Constitution and such appointments will not take effect until the date that the Proposed Constitution comes into effect.

Changes to Membership Categories

After further feedback and review of the rights of Members, the drafting of the Proposed Constitution has been amended to clarify the rights of certain Non-Voting Category Members. These changes are made to ensure that the current rights of those categories of Membership are unaffected by the Proposed Constitution and consistent with the rights currently afforded to those Non-Voting Category Members. Rules 5 and 6 have been amended to:

- (a) give all Non-Voting Category Members the right to attend general meetings; and
- (b) reinstate the right of Crew and Social Members to propose or second Applicants for Membership.

For completeness, Absentee Members, Provisional Members and Honorary Members will continue to not be permitted to propose or second Applicants for Membership.

Proxy Forms

The Squadron confirms that there have been no changes to the Proxy Form previously dispatched to members. Members are advised that:

- If you have already completed and returned the Proxy Form which was provided with the original Notice of Meeting and you wish to change your vote, you must complete and return a new Proxy Form. Please contact the Squadron if you require a new Proxy Form.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and you do not wish to change your vote, you do not need to take any action as the earlier submitted Proxy Form will be accepted by the Squadron unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form.

To vote in person, please attend the Meeting at the time, date and place set out above.

Dated: 17th June 2022

BY ORDER OF THE GENERAL COMMITTEE:



Karen Baldwin
Chief Executive Officer and Secretary