



Notice of Special General Meeting
Royal Queensland Yacht Squadron Limited ACN 053 989 272

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

Date:	Thursday 28 May 2026
Time:	7:00PM
Location:	Squadron Clubhouse 578 Royal Esplanade Manly Qld 4179
Online	Please contact the office (membership@rqys.com.au) to obtain link information, if required.

AGENDA

1. Special Resolution: Approval for amending the Company Constitution

To confirm whether the Special Resolution to amend the Company Constitution (full detail of which is contained in this Notice of Special General Meeting) has passed.

Note: Members are being asked to consider and, if thought fit, pass the following Resolution as a Special Resolution of the Company. Voting on the passing of the Special Resolution will be as outlined in the attached Explanatory Memorandum.

It is proposed that the following Special Resolution be passed by the Company:

That, pursuant to section 136(2) of the Corporations Act 2001 (Cth) the following rules of the Company Constitution are amended, as specifically outlined, with effect from 28 May 2026:

A. *Rule 12.2 of the Company Constitution be amended to read as follows:*

"12.2 Board Composition

(d) the Ordinary Board Members, one of whom will be appointed as Treasurer."

Note: Rules 12.2 (a), (b) and (c) remain unchanged;

12.2 (d) in its current form is deleted; and

12.2 (e) becomes (d) and reads as outlined above.

B. *Rule 12.4 of the Company Constitution removes any reference to the Treasurer role and be amended to read as follows:*

"12.4 Appointment of Directors

(a) Apart from the Directors appointed under rule 14.7, the Members may elect the Flag Officers and Ordinary Board Members (collectively, the Directors of the Squadron):

(i) by ballot in accordance with rule 13; or

(ii) by resolution passed at a general meeting.



(b) If at any time a person elected or appointed to the role of Flag Officer or Ordinary Board Member ceases to be eligible for election or appointment as a Director under this Constitution or is removed from office under rule 14.4 of this Constitution, that person will cease to be a Director of the Squadron and will also be deemed to have resigned from their role as Flag Officer or Ordinary Board Member."

C. *Rule 12.9(b) of the Company Constitution be amended to read as follows:*

"In addition to the requirements of rule 13.1, to be eligible for election to the role of Treasurer, the person appointed to the position of Treasurer must be a Director at the time of appointment."

Note: 12.9(a) and 12.9(c) remain unchanged.

D. *Rule 12.10(a) of the Company Constitution removes any reference to the Treasurer role and be amended to read as follows:*

"(a) In addition to the Flag Officers, the Members must elect a minimum of two (2) and a maximum of six (6) Ordinary Board Members."

Note: Rules 12.10 (b) and (c) remain unchanged

E. *Rule 14.3(a) of the Company Constitution be amended to read as follows:*

"14.3(a) A Director may hold office for a maximum of three (3) consecutive two (2) year terms for a total maximum tenure of six (6) years."

F. *Rule 14.3(c) be deleted and the corresponding numbering throughout the rest of rule 14.3 is updated so that rules 14.3(c), (d) and (e) now read as follows and the cross reference in the new (d) is updated as follows. Further at the newly renumbered rule 14.3(e), the reference to 'Treasurer' has been removed:*

"14.3(c) At each AGM:

- (i) any Director appointed by the Board to fill a casual vacancy must retire from office (unless their appointment is confirmed in accordance with rule 14.7); and*
- (ii) any Director who has served a term of two (2) years following that Director's last election or appointment, must retire from office.*

14.3(d) A Director who retires at the AGM pursuant to rule (c) holds office as a Director until the end of the AGM at which the Director retires and is eligible for re-election.

14.3(e) The date that a person was first elected to the Board (whether as a Flag Officer or Ordinary Board Member) will be considered the date for determining the length of time that a Director has held office for the purpose of this rule.

Note: Rule 14.3 (b) remains unchanged.

Rule 14.3(c) is deleted on the basis it is no longer required given that its says the same as in 14.3(a).

When rule 14.3(d) becomes Rule 14.3(c) there is a need to update the reference in the new 14.3(d) (what was previously rule 14.3(e) from "rule (d)" to correctly cross reference "rule (c)".

There is no longer a rule 14.3(f)



G. Rule 14.7 of the Company Constitution be amended to read as follows and the reference to Treasurer is removed:

14.7

Casual Vacancies

The Board may appoint any Voting Category Member to be a Director (as well as a Flag Officer or Ordinary Board Member) to fill a casual vacancy, provided that the person gives the Squadron their signed consent to act as a Director. In accordance with Rule 13 of the Constitution, the casual appointment will be subject to nomination and election at the next AGM. If the vote from Members does not confirm the appointment, that person ceases to be a Director at the end of the AGM.

Voting

To vote on the passing of the Special Resolution to amend the Company Constitution, as outlined in the Explanatory Memorandum attached to this Notice of Special General Meeting, the Board invites eligible Members to vote online between **8:00AM on Friday 8 May 2026** and **5:00PM on Thursday 28 May 2026** to confirm whether they are for, or against, the passing of the Special Resolution.

It remains possible for a Member to submit a postal vote though in this case, that Member should contact the Membership Manager Alicia Soszynski on 3396 8666 or email membership@rqys.com.au to obtain the relevant form to do so.

The results of the online (and postal if requested) votes and confirmation of whether the Special Resolution has been passed will be declared at the Special General Meeting.

Eligibility to vote

For the purpose of determining a person's entitlement to participate in the electronic or postal voting process, a person will be recognised as a Voting Category Member of the Squadron if that person is registered as a financial voting member of the Squadron at **8:00AM on Wednesday 6 May 2026** being the date that is 48 hours prior to the date that the online vote on the passing of the Special Resolution will open for votes.

By order of the Board,

**Karen Baldwin, Company Secretary & Chief Executive Officer
Royal Queensland Yacht Squadron Limited**

Dated: Monday 4 May 2026



**Explanatory Memorandum
Notice of Special General Meeting
Royal Queensland Yacht Squadron Limited ACN 053 989 272**

This Explanatory Memorandum is to be read with the **Notice of Special General Meeting**, issued by the Company. It deals with the matters put forward for the consideration of Members in connection with the Special General Meeting which will be held on **Thursday 28 May 2026 at 7:00PM**.

Agenda item: Pass a Special Resolution to approve amending the Company Constitution

The Directors of the Company have been notified that the Company's current Treasurer, Ben Barnes, is resigning from his role as the Company's Treasurer, for personal and professional reasons.

When considering a replacement Treasurer and who at the Squadron could step into the role, the Directors considered the current Constitution. Specifically, rule 12.9(b) of the Company Constitution which outlines the requirements needed for an individual to be eligible for election to the role of Treasurer.

The Directors consider that rule 12.9(b) of the Company Constitution is very prescriptive about the qualifications an individual must have to be eligible and as it stands, there is no eligible person on the finance committee in a position to satisfy such strict requirements. Having regard to this and the best interests of the Squadron, the Directors consider that if the Constitution were amended it could allow greater flexibility around eligibility and a less constrained appointment process.

Having due and proper consideration of all relevant matters, the Directors considered and settled on the necessary amendments to the Constitution. These amendments will, if approved by Members passing a Special Resolution to amend the Constitution, allow the Company sufficient flexibility to appoint a Treasurer who is appropriate and competent to serve in the office of the Treasurer for the Company. The Notice of Special General Meeting contain the full proposed changes to the Constitution.

The main amendments to the Constitution relate to rule 12.9(b) given that this rule outlines the requirements of an individual to be eligible for appointment to the role of Treasurer once elected as an Ordinary Board Member.

The Directors also considered other more minor changes to rules 12.2, 12.4, 12.10(a), 14.3(a), 14.3(c) and 14.7. With regard to Rules 14.3(a) and (c) they concern the length of office for Directors and the Treasurer and particularly the maximum tenure for holding any office. The Directors consider it appropriate that the Treasurer is bound by the same maximum tenure as all other directors of the Company. Accordingly rules 14.3(a) and (c) need to be amended to reflect this.

Any amendments to the Constitution require Members to pass a Special Resolution to incorporate the requisite changes.

A Special Resolution may only be passed with not less than 75% Member approval.

Voting

Eligibility to vote

For the purpose of determining a person's entitlement to participate in the electronic or postal voting process, a person will be recognised as a Voting Category Member of the Squadron if that person is registered as a financial voting member of the Squadron at **8:00AM on Wednesday 6 May 2026**, being the date that is 48 hours prior to the date that the electronic vote on the passing of the Special Resolution will commence.



Voting Process

The Board has determined that voting will take place by electronic ballot, using the TrueVote system, prior to the commencement of the Special General Meeting, unless a Member requests a postal vote.

To facilitate the voting process, Members will be sent an email from TrueVote on **Thursday 8 May 2026** inviting them to vote online. Please contact Membership Manager Alicia Soszynski on 3396 8666 or email membership@rqys.com.au if you have not received an email with voting information or if you would prefer to complete a postal vote.

Attached to this Notice of Special General Meeting is an FAQ document on the security and management of the TrueVote system.

Votes for, or against, the passing of the Special Resolution, whether postal or electronic, must be received by **5:00PM** on **Thursday 28 May 2026**. Any votes received after this time and date, will be invalid and not be counted.

Voting rights are the same as if by poll, namely, each financial Voting Category Member has one vote.

Security, Protection and Privacy

TrueVote uses an Australian based global cloud services provider with MTCS Tier 3 Certification. This provides TrueVote clients a secure platform to conduct their internet voting.

TrueVote develops the voting software using highly secure facilities and infrastructure including a network and security monitoring system.

These systems provide fundamental and important security measures such as distributed denial of service (DDoS) protection and password brute-force detection on all of our Administrator Accounts.

Additional security measures include

- **Secure access** – TrueVote provides secure HTTPS access to establish secure communication sessions when casting a ballot using SSL. This is the same technology used in the banking industry
- **Built-in firewalls** – TrueVote ensures data is protected by strict firewall rules to prevent data breaches
- **Enterprise Platform** - TrueVote uses the Microsoft Platform with AWS infrastructure

Client Oversight

TrueVote provides a management portal where the client can observe the progress of the ballot in real time (but not the voter preferences). Audit logs of voting dates and times are recorded and available during the ballot process.

Backup and Data Protection

TrueVote understands the importance of your ballots. Our system uses technology that provides resilience and availability. Furthermore, we take the additional precautions of backing up all ballot information during a ballot to an AWS service.

TrueVote stores all customer information on the Amazon Web Services cloud infrastructure in Sydney.

- We use encrypted 'S3' storage
- We use high availability databases in two separate zones across Sydney
- Backed up data is stored in S3 that provides 99.9999% durability of objects over a given year
- TrueVote restricts access to approved people with two-factor authentication.

Protection

TrueVote provides a safe and secure ballot environment for voters.

- Ballots are cast via a unique encrypted key supplied to each voter
- Ballots cast are anonymised and secure
- Ballots cannot be cast more than once
- When a ballot is cast, the voter receives a unique numbered receipt for their personal record

Privacy

The Australian Privacy Act 1988 and the European 'General Data Protection Regulation' govern our use of information.

TrueVote manages privacy issues that involve data of a personal nature. This may include information associated with your location, your personal preferences and your communications with others. TrueVote complies with The National Privacy Act and carefully manages your personal information before, during and after the ballot.

TrueVote is committed to ensuring that any and all personal information is managed in compliance with our controlled internal policies, any statutory requirements and relevant government legislation including:

- How your personal information is collected
- How it is then used and disclosed and its accuracy
- How securely it is kept and your rights to access that information

Archive

Secured data is locally stored for 60 business days before deletion and or archiving. (If you have specific needs, please contact us).

Data archiving beyond 60 days will incorporate the following:

- PID data is deleted
- Transactional information is secured and stored
- Transactional information over seven (7) years archive storage is destroyed unless other arrangements have been requested