



MANLY 16FT SKIFF SAILING CLUB LTD  
A.B.N. 43 001 066 253

## NOTICE

The 100th Annual General Meeting of the Manly 16ft Skiff Sailing Club Ltd will be held at 9.30am on Saturday 23rd September 2023, in the Clubhouse, East Esplanade, Manly.

Those entitled to attend the 2022/23 Annual General Meeting are those members who are current financial members excluding junior membership. Admission to the meeting will be on presentation of their current membership card.

## AGENDA

1. Apologies
2. Confirmation of the minutes of the 99th Annual General Meeting held on 24<sup>th</sup> September 2022.
3. To receive and consider the reports of the President, Treasurer, Commodore & Board.
4. To receive and consider the Statement of Financial Position, Statement of Financial Performance and report of the Auditor.
5. To elect the Board of Directors for the ensuing year.
6. To appoint an Auditor.
7. Ordinary Resolutions by the Board of Directors

## ORDINARY RESOLUTIONS

That pursuant to the Registered Clubs' Act:

The members hereby approve the expenditure by the club over the ensuing twelve (12) months for the following expenses and provisions subject to approval by the Board of Directors:

- The reasonable cost of Directors & Secretary Manager attending meetings of the Clubs NSW Association.
  - The reasonable cost of Directors & Secretary Manager attending meetings of other Associations of which the Club is a member.
  - The reasonable cost of Directors & Secretary Manager's attendance at functions either within the Club or elsewhere with spouses where appropriate and required on behalf of the club.
  - The reasonable costs during the year for each Director & Secretary Manager and their spouses for the purposes of attending an annual dinner at a venue to be approved by the Directors in recognition of service rendered during their term in office. The amount expended per head is to be reported to the subsequent Annual General Meeting for the information of members.
  - Costs of meals and refreshments to be associated with any meeting of the directors of the club.
  - The reasonable cost of light meals and refreshments supplied to on water sailing officials to consume during the conduct of Club races for the 2023/2024 season in recognition of the voluntary services rendered.
  - The reasonable cost of beverages supplied to sailing officials at the conclusion of programmed Club races for the 2023/2024 season in recognition of the voluntary services rendered.
  - The member's further resolve that in passing the Ordinary Resolution they acknowledge that the benefits authorised in the resolutions above may not be available to members generally but only to those persons who are Directors, Secretary Manager or Sailing Officials of the Club, as the case may be.
8. Special resolution by the Board of Directors

## SPECIAL RESOLUTION

The special resolution is to be read in conjunction with the notes to the members set out below.

That the Constitution of Manly 16ft Skiff Sailing Club Ltd be amended by:

- (a) **inserting** the following new definitions into Rule 1(a):

***"Actively engaged"*** means participation in at least 50% of races scheduled by the Club".

**“Quarter”** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.”

- (b) **deleting** Rules 3 and in its place **inserting** the following new Rule 3:

*“3. Deleted.”*

- (c) **deleting** Rule 4(b)(iv) and in its place **inserting** the following new Rule 4(b)(iv):

*“(iv) An Ordinary Member Class D1, who shall be known as an St George Active Member.”*

- (d) **inserting** the following new Rule 4(b)(viii) as follows:

*“(viii) An Ordinary Member Class D5, who shall be a St George Board Approved Life Member.”*

- (e) **deleting** Rules 6(a)(i) and (ii) and in their place **inserting** the following new Rules 6(a)(i) and (ii) as follows:

*“(i) Those persons who have attained the age of eighteen (18) years, are actively engaged in and registered with the Club to sail 16ft skiffs in the Club at Manly or who are actively engaged (as determined by the Board by By Law) in the administration thereof at Manly and who shall have made application in accordance with the Constitution and have been duly admitted; or*

*(ii) Those persons who have attained the age of eighteen (18) years, who have previously been registered to sail and actively engaged in the sailing of 16ft skiffs in the Club at Manly or who were actively engaged (as determined by the Board by By Law) in the administration thereof at Manly for a period of at least five (5) years and who shall have made application in accordance with the Constitution and been duly admitted.*

*An Ordinary Member Class A who has been a financial Ordinary Member Class A for a combined period of 5 years either consecutively or over a number of broken periods shall, subject to this Constitution, remain an Ordinary Member Class A even if they cease to be actively engaged and registered to sail 16ft skiffs at the Club at Manly or they cease to be actively engaged in the administration thereof.”*

- (f) **deleting** from Rule 7(c) the words “fourteen (14)” and in their place **inserting** the words “seven (7)”.

- (g) **deleting** Rule 12(a) and **renumbering** the remaining provisions accordingly.

- (h) **deleting** renumbered Rules 12(a) and (b) and in their place **inserting** the following new Rules 12(a) and (b) as follows:

*“(a) That at least seven (7) days before such meeting the member concerned is notified in writing of the charge and is requested to be present at the meeting.*

*(b) The member charged shall be entitled to:*

*(i) attend the meeting for the purpose of answering the charge; and*

*(ii) submit to the meeting written representations for the purpose of answering the charge;*

*(iii) call witnesses provided that:*

*(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*

*(2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting*

(and in particular and without limitation), the member must not act in an offensive or disruptive manner.”

- (i) **deleting** from renumbered Rules 12(c) and (f) the words “*in camera*”.
- (j) **inserting** the following new heading and Rules 12A to 12E inclusive:

**“REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

- 12A. *In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 12E, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:*
  - (a) *who is then intoxicated, violent, quarrelsome or disorderly;*
  - (b) *who, for the purposes of prostitution, engages or uses any part of the premises of the Club;*
  - (c) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;*
  - (d) *who hawks, peddles or sells any goods on the premises of the Club;*
  - (e) *who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;*
  - (f) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary (or in the absence of the Secretary from the premises of the Club, the senior employee then on duty) suspects of being a prohibited drug or prohibited plant; or*
  - (g) *whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.*
- 12B. *If pursuant to Rule 12A a person (including a member) has been refused admission to, or has been turned out of the premises of the Club, the Secretary of the Club or (subject to Rule 12E) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.*
- 12C. *Without limiting Rule 12B, if a person has been refused admission or turned out of the Club in accordance with Rule 12A(a), the person must not re-enter or attempt to re-enter the Club within twenty-four (24) hours of being refused admission or being turned out.*
- 12D. *Without limiting Rule 12B, if a person has been refused admission to or turned out of the Club in accordance with Rule 12A(a), the person must not:*
  - (a) *remain in the vicinity of the Club; or*
  - (b) *re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.*
- 12E. *Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:*
  - (a) *in the absence of the Secretary from the premises of the Club the senior employee then on duty; or*
  - (b) *any employee authorised by the Secretary to exercise such power.”*

- (k) **deleting** the Rule 15 and the heading “*Address of Members*” and in their place **inserting** the following new Rule 15 and heading:

**“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS**

15. *Every member must advise the Secretary of any change in their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.”*

(l) **deleting** from Rule 16 the words “*the occupation*”.

(m) **inserting** new Rule 19(f) as follows:

*“(f) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 16 on the first day that they enter the Club’s premises during that period.”*

(n) **deleting** the heading above Rule 22 and in its place **inserting** the following new heading:

**“JOINING FEES, SUBSCRIPTIONS AND LEVIES”**

(o) **deleting** Rule 22(a) and in its place **inserting** the following new Rule 22(a):

*“(a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) payable by members of the Club.”*

(p) **deleting** Rule 25 and in its place **inserting** the following new Rule 25:

*“(a) Life Members and Ordinary Members Class A only shall be entitled to take part in the management of the Club and to stand for or be elected to any office on the Board of Directors.*

*(b) No person other than a Life Member, will be eligible for appointment or election to the Board of Directors unless they have been an Ordinary Member Class A for a continuous period in excess of thirty-six months.”*

(q) **deleting** Rules 26 and 26A and in their place **inserting** the following new Rules 26 to 26C inclusive:

*“26. Any member:*

*(a) who is an employee; or*

*(b) who is not a Financial member;*

*(c) whose membership is currently under suspension;*

*(d) who is disqualified from managing any company under the Act;*

*(e) who is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;*

*(f) who is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act, or any other applicable legislation;*

*shall not be eligible to nominate for, be elected or appointed to the Board of the Club.*

*26A. No person who is an Ordinary Member Class D1, Ordinary Member Class D2, Ordinary Member Class D3, Ordinary Member Class D4 or Ordinary Member Class D5 shall be eligible to be a member of or be elected to the Board of the Club.*

*26B. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.*

26C. *A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.*

(r) **inserting** new Rules 28(a1) to a (4) inclusive as follows:

*“(a1) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.*

*“(a2) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.*

*“(a3) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.*

*“(a4) A nomination can be withdrawn:*

*“(i) by the nominee at any time prior to the commencement of voting; and*

*“(ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.”*

(s) **deleting** Rule 28(d).

(t) **deleting** Rule 30 and in its place **inserting** the following new Rule 30:

*“30. Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors provided that the Directors can only fill a casual vacancy in any of the positions of President Vice-President and Treasurer by choosing an existing Director from amongst themselves and any person or persons appointed or elected shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.”*

(u) **deleting** Rule 31(a) and in its place **inserting** the following new Rule 31(a):

*“(a) The office of a member of the Board shall automatically be vacated if the person holding that office:*

*“(i) dies;*

*“(ii) is disqualified for any reason referred to in Section 206B of the Act;*

*“(iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;*

*“(iv) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence;*

*“(v) by notice in writing resigns from office as a director;*

*“(vi) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act, or the Liquor Act;*

*“(vii) ceases to be a member of the Club;*

*“(viii) becomes an employee of the Club;*

*“(ix) fails to complete the mandatory training requirements for directors referred to in Rule 27 within the prescribed period (unless exempted);*

- (x) *was not eligible to stand for or be elected or appointed to the Board;*
- (xi) *ceases to hold the necessary qualifications to be elected or appointed to the Board;*
- (xii) *is convicted of an indictable offence (unless no conviction is recorded);*
- (xiii) *is not a Financial member of the Club;*
- (xiv) *is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;*
- (xv) *is removed from office as a director in accordance with the Act and this Constitution.*

*The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose."*

(v) **deleting** from Rule 31(b) the words "*be special*" and in their place **inserting** the words "*by ordinary*".

(w) **inserting** the following new heading and Rules 35A to 35B inclusive:

**35A. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

35A.1 *Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:*

- (a) *declare the nature of the interest at a meeting of the Board; and*
- (b) *comply with Rule 35A.2.*

35A.2 *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:*

- (a) *must not vote on the matter; and*
- (b) *must not be present while the matter is being considered at the meeting.*

**35B. REGISTERED CLUBS ACCOUNTABILITY CODE**

35B.1 *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 35B. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 35B, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*

35B.2 *For the purposes of this Rule 35B, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.*

**Contracts with top executives**

35B.3 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) *the top executive's terms of employment; and*
- (b) *the roles and responsibilities of the top executive;*

- (c) *the remuneration (including fees for service) of the top executive;*
- (d) *the termination of the top executive's employment.*

**35B.4 Contracts of employment with top executives:**

- (a) *will not have any effect until they are approved by the Board; and*
- (b) *must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

**Contracts with directors or top executives**

**35B.5** *Subject to any restrictions contained in the Registered Clubs Act and Rule 35B.7 the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest unless the proposed commercial arrangement or contract is first approved by the Board.*

**35B.6** *A "pecuniary interest" in a company for the purposes of Rule 35B.5 does not include any interest exempted by the Registered Clubs Act.*

**Contracts with Secretary and managers**

**35B.7** *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*

- (a) *the Secretary or a manager; or*
- (b) *any close relative of the Secretary or a manager;*
- (c) *any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.*

**Loans to directors and employees**

**35B.8** *The Club must not:*

- (a) *lend money to a director of the Club; and*
- (b) *unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

**Restrictions on the employment of close relatives of directors and top executives**

**35B.9** *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

**35B.10** *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

**Disclosures by directors and employees of the Club**

**35B.11** *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive, or employee:*

- (a) *any material personal interest that the director has in a matter relating to the affairs of the Club; and*
- (b) *any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*

- (c) *any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
- (d) *any gift (which includes money, hospitality, and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive, or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*

35B.12 *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 35B.*

#### **Training disclosures**

35B.13 *The Club must make available to members:*

- (a) *details of any training which has been completed by directors, the Secretary, and managers of the Club in accordance with the Registered Clubs Regulation; and*
- (b) *the reasons for any exemptions of directors, the Secretary, or managers from undertaking the training prescribed by the Registered Clubs Regulation.*

35B.14 *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

#### **Provision of information to members**

35B.15 *The Club must:*

- (a) *make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and*
- (b) *indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information."*

(x) **deleting** from Rule 36(a) the words "every month" and in their place **inserting** the words "each quarter".

(y) **inserting** new Rules 36(c) and (d) as follows:

"(c) *A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. In addition to this, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to that resolution.*

(d) *A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting."*

(z) **deleting** Rule 37A and in its place **inserting** the following new Rule 37A:

"37A. *There shall be a St George Sailing Committee which shall consist of not less than five (5) Ordinary Members Class D1 and shall include a St George Vice Commodore, St George Race Secretary, St George Youth Representative (Youth Sub-Committee Chair), St George Starter, St George Judge, St George Boat and Sail Measurer, St George Boat Captain, a Representative from each approved class, a representative of each 16ft Skiff on the Club's*



*St George fleet register, all of whom shall be elected or appointed at a General Meeting to be held as soon as possible after the completion of the sailing season (refer Rule 71). A member of the St George Sailing Committee shall hold office until the Annual General Sailing Meeting following his election or appointment or until, for any other reason, his seat shall have been declared vacant.”*

(aa) **deleting** Rule 39 and in its place **inserting** the following new Rule 39:

*“39. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.”*

(bb) **inserting** the following new heading and Rules 51A to 51F inclusive:

**“ADDITIONAL MATTERS**

*51A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.*

*51B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

*51C. If permitted by the Act, the Club may hold virtual only meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.*

*51D. The Club may record general meetings (including Annual General Meetings) using audio and/or visual technology but members are not permitted to do so.*

*51E. The Chairperson:*

*(a) is responsible for the conduct of the general meeting; and*

*(b) shall determine the procedures to be adopted and followed at the meeting;*

*(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.*

*51F. The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.”*

(cc) **deleting** Rule 56 and in its place **inserting** the following new Rule 56:

*“56 (a) The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.*

*(b) The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of*

*the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act."*

- (dd) **deleting** Rule 59 and the heading "Visitors" and in their place **inserting** the following new Rule 59 and heading:

**"GUESTS**

59. (a) *Subject to Rule 59(b), all members shall have the privilege of introducing guests to the Club.*
- (b) *A Temporary member may introduce a guest only in accordance with Rule 59 (l)*
- (c) *Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule16.*
- (d) *No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.*
- (e) *No member shall introduce any person as a guest:*
- (i) *who has been expelled from the Club pursuant to Rules 12 or 12 A;*
- (ii) *whose membership is then suspended pursuant to Rules 12 or 12A; or*
- (iii) *who is then refused admission to or being turned out of the Club pursuant to Rule12A.*
- (f) *Members shall be responsible for the conduct of any guests they may introduce to the Club.*
- (g) *The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.*
- (h) *No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.*
- (i) *A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.*
- (j) *A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.*
- (k) *The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.*
- (l) *A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:*
- (i) *who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;*
- (ii) *who does not remain on the Club premises any longer than that Temporary member; and*
- (iii) *in relation to whom the member is a responsible adult.*

- (m) For the purposes of Rule 59(l)(c), “responsible adult” means an adult who is:
  - (i) a parent, step-parent or guardian of the minor;
  - (ii) the minor’s spouse or de facto partner; or
  - (iii) for the time being, standing in as the parent of the minor.”

(ee) **deleting** Rule 61 and **inserting** the following new Rules 61 to 61C inclusive:

- “61. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:
  - (a) personally; or
  - (b) by sending it by post to the address of the member;
  - (c) by sending it to the electronic address of the member;
  - (d) by sending the member sufficient information (either electronically or in a physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member’s address containing instructions on how to access the notice.
- 61A. Where a notice is sent by post to a member in accordance with Rule 61(a) the notice is deemed to be received on the day it is given to the member.
- 61B. Where a notice is sent to a member in accordance with Rules 61(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 61C. Where a notice is provided to a member in accordance with Rule 61(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.”

(ff) **inserting** the following new Rules 72 and 72A and heading as follows:

**“MEETINGS AND VOTING**

- 72. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):
  - (a) Distribute a notice of, or information about, a meeting or election of the Club, the board, or a committee of the Club by electronic means; and/or
  - (b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
  - (c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.
- 72A. If there is any inconsistency between Rule 72 and any other provision of this Constitution, Rule 72 shall prevail to the extent of that inconsistency.”

(gg) **BY** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

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## Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act ("CA"), Liquor Act and Registered Clubs Act (RCA).
2. Paragraph **(a)** inserts a new definitions used in the Constitution including one for "actively engaged" to assist in establishing whether a person is an Ordinary Member Class A.
3. Paragraph **(b)** deletes reference to the maximum number of members that the Club can have as this provision was removed from the RCA some years ago.
4. Paragraph **(c)** corrects the reference to the category of St George Active members
5. Paragraph **(d)** includes the category of Ordinary Member Class D5, who are St George Board Approved Life Members
6. **Paragraph (e) makes an important change to eligibility to become an Ordinary Member Class A which currently a member has to demonstrate that they are actively engaged in the sailing of 16 Foot skiffs or actively engaged in the administration or previously actively engaged etc. The term actively engaged is not defined in the Constitution. This has led to confusion and uncertainty in the past in determining whether someone was or was previously actively engaged. A new definition of "actively engaged will be added to the definitions which provides that for a person to be actively engaged they must participate in at least 50% of the races scheduled by the Club. In addition to this the member must be registered with the Club to sail 16-foot skiffs in order to be an ordinary Member Class A.**
7. **In addition to this paragraph (e) will also clarify the current position which is that an Ordinary Member Class A who has been a financial Ordinary Member Class A for a combined period of 5 years either consecutively or over a number of broken periods shall, subject to this Constitution, remain an Ordinary Class A Member even if they cease to be actively engaged in and registered to sail 16ft skiffs at the Club at Manly or they cease to be actively engaged in the administration thereof. The current wording in the Constitution does not clearly represent this position. Basically if a member has a total of 5 years membership of the Club as an Ordinary Member Class A they will remain as an Ordinary Member Class A for as long as they are a member of the Club (provided of course they remain a financial member and are not removed from membership of the Club) even if they have ceased to be registered to sail 16 foot skiffs or ceased to be involved in the administration thereof.**
8. **Paragraph (f)** changes the period from 14 to 7 days as the period for placing the required details of a new applicant for membership on the Notice Board which is in line with the RCA.
9. **Paragraph (g)** deletes existing rule 12 (a) which currently provides that any disciplinary hearing must be held within 2 months of the date on which the alleged offence occurred which is an unreasonable restriction on the Club from pursuing these matters.
10. **Paragraphs (h) and (i)** amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
11. Paragraph **(j)** inserts new provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
12. Paragraph **(k)** clarifies that every member must advise the Club of any change to their personal details (including their address, email address and telephone number).
13. Paragraph **(l)** deletes the requirement for the Club to record the occupation of an applicant for membership as the Registered Clubs Act no longer requires the Club to do so.
14. Paragraph **(m)** inserts a new rule relating to changes to Temporary membership to bring the Constitution into line with the RCA.
15. Paragraphs **(n) and (o)** amend this provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.

16. Paragraph **(p)** clarifies that Life members as well as financial Ordinary Members Class A are the only members eligible to be elected to the Board. Paragraph (p) also makes another important change which is that no person other than a Life Member, will be eligible for appointment or election to the Board of Directors **unless they have been an Ordinary Member Class A for a continuous period in excess of thirty-six months. Currently the minimum period is 60 months or five years. Therefore, the period has been reduced from 60 months or 5 years to 36 months or 3 years.**”
17. Paragraph **(q)** extends the circumstances whereby a member will not be eligible to nominate for or be elected to the Board. It also clarifies that a person cannot be elected or appointed to the Board if they do not hold a Director Identification Number (unless exempted from doing so).
18. Paragraph **(r)** clarifies that it is the responsibility of every nominee for election to the Board to ensure that their nomination is correct and also that a failure to strictly follow all the procedures in the Constitution in relation to the election of the board does not invalidate the election process.
19. Paragraph **(s)** deletes an existing provision which has been re located to rule 26.
20. Paragraph **(t)** will make an important change to existing rule 30 in relation to how the Board fills casual vacancies in the Board of Directors. Rule 30 provides that the Board can fill any casual vacancy in the Board except in the positions of President, Vice President and Treasurer which if a vacancy occurs can only be filled by the members voting at a General Meeting of the Club. The board feels that the requirement to call a general meeting of the Club to fill vacancies in these positions is cumbersome and potentially expensive. The proposed change will allow the directors to fill a vacancy in any of the offices of President, Vice President or Treasurer by appointing a current director from amongst themselves to fill the vacancy.
21. Paragraph **(u)** extends the circumstances upon which a casual vacancy on the Board of the Club will arise, to accord with the requirements of the CA and best practice. For example, the new Rule 31(a)(iv) provides that a director will vacate the Board if that director is absent from meetings of the Board for a continuous period of 90 days (unless the Board resolves the office not be vacated due to the absence).
22. Paragraph **(v)** replaces the word, special with ordinary in rule 31 (d) to reflect the CA which gives members the right to remove directors from office at a properly convened General Meeting of the Club by way of an ordinary resolution (50% plus one) as opposed to a special resolution which requires a 75% majority.
23. Paragraph **(w)** insert new provisions relating to corporate governance and accountability to bring the Constitution into line with the RCA and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
24. Paragraph **(x)** amends existing Rule 36(a) to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
25. Paragraph **(y)** adopts the Corporations Law provision which allows the Board to pass resolutions by circulating the resolution to directors for approval. It also clarifies that the Board can pass board resolutions by way of email. This is permitted by the CA.
26. Paragraph **(z)** amends existing rule 37A to provide that there shall be a St George Sailing Committee which shall consist of not less than five (5) Ordinary Members Class D1 and shall include a St George Vice Commodore, St George Race Secretary, St George Youth Representative (Youth Sub-Committee Chair), St George Starter, St George Judge, St George Boat and Sail Measurer, St George Boat Captain, a Representative from each approved class, a representative of each 16ft Skiff on the Club’s St George fleet register, all of whom shall be elected or appointed at a General Meeting to be held as soon as possible after the completion of the sailing season (refer Rule 71). A member of the St George Sailing Committee shall hold office until the Annual General Sailing Meeting following his election or appointment or until, for any other reason, his seat shall have been declared vacant.
27. Paragraph **(aa)** updates rule 39 which deals with the holding of the Annual General meeting each year. Currently the AGM is to be held in August each year whereas the Club is able to

hold its AGM under the CA any time up until 30 September in each year as its financial years ends on 30 April and an AGM can be held at any time within 5 months of the end of the financial year.

28. Paragraph **(bb)** adds new Rules 51A to 51F inclusive relating to general meetings (including annual general meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the CA. It also sets out the powers of the chairperson of a general meeting in more detail which reflects the general law.
  29. Paragraph **(cc)** amends the rule dealing with the keeping of the records and books and accounts of the Club and the timing around reporting to members to reflect the CA.
  30. Paragraph **(dd)** updates the existing provision dealing with Guests of members to reflect the provisions of the RCA.
  31. Paragraph **(ee)** amends existing provisions relating to notices to members to bring the Constitution into line with the CA.
  32. Paragraph **(ff)** inserts new Rules 72 and 72A which reflect recent changes to the RCA including allowing the Club to send notice of a general meeting and documents relating to a meeting electronically.
  33. Paragraph **(gg)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
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#### **Procedural matters**

- I. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.
  - II. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
  - III. Under the Club's Constitution only Life members and financial Ordinary Members Class A are eligible to vote on the Special Resolution.
  - IV. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
  - V. The Board of the Club recommends that members vote in favour of the Special Resolution.
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9. To deal with any business of which due written notice has been given, being at least (7) seven days prior to the meeting.
10. To deal with any other business that the meeting may approve of which due notice has not been given.

NOTES:

\* A copy of the minutes of the previous annual general meeting is displayed on the club's notice board

Questions regarding the above business or resolutions should be submitted to the Secretary Manager not less than 7 days prior to the meeting to enable an informed response at the meeting.

Nominations for the Board of Directors close at 9.30am on Saturday, 9th September 2023 at the registered office of the Club. Only Active members (Ordinary Members Class A) are eligible to stand for the Board. Nomination forms are available from the Secretary Manager of the Club.

Dated 1 September 2023

By order of the Board of Directors



Matt Hazell  
Secretary Manager