



**MIDDLE HARBOUR YACHT CLUB (ABN 95 000 248 877)**

**2022 NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Middle Harbour Yacht Club (ABN 95 000 248 877) (Club) will be held at the Club's premises at 75 Parriwi Road, The Spit, Mosman, New South Wales on Wednesday 27 July 2022 at 7.00pm.

**BUSINESS**

1. To receive and confirm the minutes of the Annual General Meeting held on 28 July 2021.
2. To receive and consider the following:
  - (a) The Financial Statements for the financial year ending 30 April 2022;
  - (b) The Directors' Report for the financial year ending 30 April 2022; and
  - (c) The Auditor's Report on the Financial Statements for the financial year ending 30 April 2022.
3. Ordinary Resolutions regarding Directors' benefits.
4. Ordinary Resolutions for the election of Members to Life membership.
5. Special Resolutions for the purpose of amending the Club's Constitution.
6. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015, the Chairperson will give notice of expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months.
7. To declare the results of the 2022 election of the Flag Officers for the year 2022/2023.
8. To declare the results of the 2022 election of the Board.
9. To discuss any matters of general interest which may be admitted for discussion at the discretion of the Chairperson (Note: Members are requested to submit any matters to the Company Secretary, if possible, seven (7) days before the Annual General Meeting to allow for any necessary research, otherwise a detailed reply may not be able to be given at the Annual General Meeting.

*By order of the Board of Directors*

**Bruce Aitken**

COMPANY SECRETARY

MIDDLE HARBOUR YACHT CLUB ABN 95 000 248 877

PH: 02 / 9969 1244 FX: 02 / 9969 3326 LOWER PARRIWI ROAD THE SPIT MOSMAN 2088 P.O. BOX 106 SEAFORTH 2092

WWW.MHYC.COM.AU



Dated: 7 July 2022.

## **ORDINARY RESOLUTIONS**

### **GENERAL NOTES REGARDING THE ORDINARY RESOLUTIONS**

1. Under Rule 38.19 and 38.21 of the Club's Constitution, Full Members, Senior & Life Members (two votes), Sailing Members (one vote), and Sailing Under 30 Members (one vote) are entitled to vote on the Ordinary Resolutions. Honorary members, Social Members, Temporary members, Provisional members and Youth Members are not entitled to vote on the Ordinary Resolutions.
2. The Constitution of the Club is subject to the Corporations Act 2001 (Corporations Act) and the Registered Clubs Act 1976 (Registered Clubs Act). To the extent that any provision in the Constitution is inconsistent with mandatory provisions of these Acts or might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
3. At least 50% plus one (a simple majority) of those members present and voting in favour of an Ordinary Resolution is required for it to be passed.
4. Each Ordinary Resolution must be considered as a whole and cannot be amended in substance by motions from the floor of the meeting, such as where that amendment negates the effect of a resolution.
5. Under section 10 of the Registered Clubs Act, benefits can only be provided to directors and certain members that are not offered equally to all full members of the Club, if approved by the members. Ordinary Resolutions 1 and 2 are put to the members for approval under that section the Act.
6. The Ordinary Resolutions must be considered and voted on separately.
7. Directors Benefits are voted on by all members entitled to vote for the election of the Board.
8. Employees of the Club are prohibited from voting under the Registered Clubs Act and Rule 38.23 of the Constitution of the Club.
9. Proxy voting is prohibited under the Registered Clubs Act.
10. The Board recommends that the members vote in favour of the Ordinary Resolutions.

### **ITEM 3. ORDINARY RESOLUTIONS REGARDING DIRECTORS' BENEFITS**

#### **ORDINARY RESOLUTION 1**

That pursuant to the Registered Clubs Act 1976 (NSW):

That Members hereby approve the provision of refreshments to Directors and Members attending meetings of the Club's Board and Committees.



## **ORDINARY RESOLUTION 2**

That pursuant to the Registered Clubs Act 1976 (NSW):

That Members hereby approve Directors, Flag Officers, Commodore having designated car parking areas in the Club's car park.

The members acknowledge that the benefits in Item 3 above are not available to members generally, but only for those who are Directors of the Club and those persons directly involved in the above activities.

## **ITEM 4. ORDINARY RESOLUTIONS FOR THE ELECTION OF A MEMBER TO LIFE MEMBERSHIP**

### **ORDINARY RESOLUTION 3**

That pursuant to Rules 10.30 and 10.34 of the Constitution of the Club, Mr Jack Stening (Membership number 0468) be elected as a Life Member of the Club.

### **ORDINARY RESOLUTION 4**

That pursuant to Rules 10.30 and 10.34 of the Constitution of the Club, Mr Neil Padden (Membership number 2768) be elected as a Life Member of the Club.

## **SPECIAL RESOLUTIONS**

### **GENERAL NOTES REGARDING THE SPECIAL RESOLUTIONS**

1. Any member may obtain a copy of the Constitution of the Club from the Club office on request.
2. The Constitution can only be amended by a Special Resolution as set out under section 9 of the Corporations Act. Under Rule 50 of the Constitution of the Club, only Full Members, Senior & Life Members (two votes), Sailing Members (one vote), and Sailing Under 30 Members (one vote) are entitled to vote on a special resolution to amend the Constitution. At least 75% of those members present and entitled to vote in favour of a Special Resolution is required for it to be passed.
3. The Special Resolution must be considered as a whole and cannot be amended in substance by motions from the floor of the meeting.
4. Employees of the Club are prohibited from voting under the Registered Clubs Act and Rule 38.23 of the Constitution of the Club.
5. Proxy voting is prohibited under the Registered Clubs Act.



6. The Board recommends that the members vote in favour of the Special Resolutions.

#### **EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 1**

##### Rules 15.9 of the Club's Constitution

1. The Registered Clubs Act was recently amended including as follows:  
  
Section 30(2)(a) of the Registered Clubs Act no longer requires the address of a new applicant for membership of a registered club to be displayed on the registered club's notice board. Only the person's name has to be displayed.
2. The proposed changes to rules 15.9 are to make those rules consistent with the recent changes made to the Registered Clubs Act.
3. Rule 15.9 currently requires an applicant for Full membership to have their address exhibited on the Club's notice board. The proposed change to this rule will no longer require an applicant for Full membership to have their address place on the Club's notice board.

#### **SPECIAL RESOLUTION 1**

That the Constitution of Middle Harbour Yacht Club (Club) is amended by:

In rule 15.9 deleting the words "and address" before the words "of each applicant for membership" so that rule 15.9 will read as follows: "The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.

#### **EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 2**

##### Rule 27.1 of the Club's Constitution:

1. Under Rule 27.1 "Subject to Rule 37, the Board shall consist of up to nine (9) directors who shall comprise a Commodore and up to eight (8) ordinary directors. For avoidance of doubt, a member shall be entitled to nominate only as an Ordinary director and as a Commodore."
2. The proposed changes to rules 27.1 are to make the formation of the Clubs Board.

#### **SPECIAL RESOLUTION 2**

That the Constitution of Middle Harbour Yacht Club (Club) is amended by:



Amendment to Rule 27.1 to read "Subject to Rule 37, the Board shall consist of up to seven (7) directors who shall comprise a Commodore and up to six (6) ordinary directors. For avoidance of doubt, a member shall be entitled to nominate only as an Ordinary director and as a Commodore."

### **EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 3**

Rule 32.1 of the Club's Constitution:

1. The Registered Clubs Act was recently amended including as follows:  
  
The clubs board can meet as often as they require (provided they meet at least once per quarter).
2. The proposed changes to rules 32.1 are to make those rules consistent with the recent changes made to the Registered Clubs Act and allow the transaction of Board business to cater for the availability of Board members.
3. Rule 32.1 currently requires the Board to meet each calendar month for the transaction of business. The proposed change to this rule will allow the Board to opportunity to determine from time to time the frequency of Board meetings as long as they meet all requirements as set out under the Registered Clubs Act.

### **SPECIAL RESOLUTION 3**

That the Constitution of Middle Harbour Yacht Club (Club) is amended by:

In rule 32.1 deleting the words "the Board shall meet at least once in each calendar month..." so that rule 32.1 will read as follows: "The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet in accordance with the requirements as set out under the Registered Clubs Act."

### **EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 4**

Rule 32.4 of the Club's Constitution:

1. Under Rule 32.4, "The quorum for a meeting of the Board shall be five (5) members of the Board or such greater numbers..."
2. The proposed change to rules 32.4 is to reduce the number required for a quorum of a Board meeting from five (5) to four (4) members of the Board.
3. With the proposed changes to Rule 27.1 to reduce the number of Board Directors of the Club, the amendment to the numbers of directors required to be present to form a quorum is reflective in this adjustment in the Board structure.

### **SPECIAL RESOLUTION 4**



That the Constitution of Middle Harbour Yacht Club (Club) is amended by:

Amendment to Rule 32.4 to read "The quorum of the Board shall be four (4) members of the Board, or such other greater number determined by the Board from time to time."

#### **EXPLANATORY NOTES REGARDING THE SPECIAL RESOLUTION 5**

Rule 27 of the Club's Constitution:

1. Addition of new Rule 27.11, "Immediately following that appointment, not less than one half of the Directors or, if their number is not a multiple of two, the number nearest to but not less than one half, are full members with registered yacht ownership listed on the Clubs Yacht register."
2. The proposed change to rules 27 with the addition of Rule 27.11 is to ensure a majority interest of yacht ownership is maintained on the Board.

#### **SPECIAL RESOLUTION 5**

That the Constitution of Middle Harbour Yacht Club (Club) is amended by:

Addition of Rule 27.11, "Immediately following that appointment, not less than one half of the Directors or, if their number is not a multiple of two, the number nearest to but not less than one half, are full members with registered yacht ownership listed on the Clubs Yacht register."

By Order of the Board

**Bruce Aitken**

Company Secretary

07 July 2022