

BELMONT 16 FOOT SAILING CLUB LIMITED ABN 50 001 020 471
NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the Fiftieth Annual General Meeting of Belmont 16 Foot Sailing Club Limited will be held at the Club in the Spinnaker Room on Sunday 31 July 2022 at 10:30 am.

BUSINESS

1. To confirm the minutes of the Forty-Ninth Annual General Meeting of the Club held on 25 July 2021.
2. To receive and consider for adoption the Directors' Report and Directors' Declaration (which form part of the Club's Annual Report for the Year Ended 31 March 2022 that is now available at www.16s.com.au).
3. To receive and consider for adoption the Financial Reports, Income Statement, Balance Sheet, Cash Flow Statement, Reports of Officers and Auditors (which form part of the Club's Annual Report for the Year Ended 31 March 2022 that is now available at www.16s.com.au).
4. To consider and, if thought fit, pass the Ordinary Resolutions set out below.
5. To consider and, if thought fit, pass the Special Resolutions set out below.
6. To consider for election to Life Membership:
 - Alan BENSON (membership number 002 362)
 - Stephen GALLAGHER (membership number 001 342)
7. To present Veteran Membership badges to:
 - Donald ROWE (membership number 001 809)
8. To consider Members' recommendations to the Board.

SPECIAL NOTICE TO MEMBERS

Any member who has a query with regard to the Club's financial accounts should write to the Chief Executive Officer, Belmont 16 Foot Sailing Club Ltd, PO Box 484, Belmont, NSW 2280, to be received no later than 16 July 2022 so that the necessary research can be undertaken to accurately answer your query.

PLEASE NOTE:

- 1 Only Voting members of the Club are entitled to attend and vote at the Annual General Meeting. A Voting member is a person who:
 - (a) has been a full member of the Club for the three calendar years prior to the Annual General Meeting; and
 - (b) is not an employee of the Club.
 - (c) will not have been an employee of the Club at any stage during the two calendar years prior to the Annual General Meeting.
- 2 All members are invited to view the Club's Annual Report for the Year Ended 31 March 2022 which is now available at www.16s.com.au.

ORDINARY RESOLUTION 1

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve the payment of the following annual honorariums in respect of services to the Club until the next Annual General Meeting of the Club:
- | | | | |
|-------|-----------------------|---|------------|
| (i) | President | - | \$4,750.00 |
| (ii) | Commodore | - | \$4,250.00 |
| (iii) | Vice Commodore | - | \$3,000.00 |
| (iv) | Sailing Directors (3) | - | \$3,000.00 |
| (v) | General Directors (3) | - | \$3,000.00 |
- (b) The members hereby approve the honorariums referred to in paragraph (a) to be paid by monthly or such other instalments as the Club and the relevant Director may agree from time to time.
- (c) The members hereby approve the honorariums referred to in paragraph (a) to be paid on a pro rata basis so that if a relevant Director only holds office for part of the term, the honorarium shall only be paid in respect of that part.
- (d) The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those members who are noted above.

Notes to Members on Ordinary Resolution 1

- 1 Ordinary Resolution 1 seeks member approval for a number of honorariums being paid to Directors in respect of their services to the Club.
- 2 To be passed, Ordinary Resolution 1 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

ORDINARY RESOLUTION 2

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$30,000 (thirty thousand dollars) until the next Annual General Meeting of the Club for the following activities of Directors:
- (i) The reasonable cost of a meal and refreshments for each Director immediately before or after a Board or Committee meeting on the day of that meeting.
 - (ii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors including, where approved by the Board, the costs of spouses/partners of Directors attending such activities provided all such expenses are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
 - (iii) The provision of reserved parking spaces at the Club for Directors use when attending the Club.
 - (iv) The provision of blazers and associated apparel for use by Directors when representing the Club.
 - (v) The reasonable cost of an electronic device (for example a laptop computer, iPad, tablet or other similar device) and internet access being made available to Directors in respect of their duties as Directors of the Club.
 - (vi) The reasonable costs of a Christmas function for Directors (and their spouses/partners) and, in recognition of their support, a gift card to the value of \$250.00 for the spouse/partner of each Director.
- (b) The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those members who are noted above.

Notes to Members on Ordinary Resolution 2

- 1 Ordinary Resolution 2 seeks member approval for a number of expenses being incurred and a number of benefits being provided to Directors (and their spouses/partners in certain circumstances) in respect of their duties as Directors of the Club.
- 2 To be passed, Ordinary Resolution 2 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

ORDINARY RESOLUTION 3

That pursuant to the Registered Clubs Act:

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$45,000 (forty-five thousand dollars) until the next Annual General Meeting of the Club for the professional development and education of Directors and being:
 - (i) The reasonable cost of Directors (and their spouses/partners) attending annual conferences or meetings of associations of which the Club is a member.
 - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time.
 - (iii) The reasonable cost of Directors attending other registered clubs or gaming venues for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) are not available to members generally but only for those members who are noted above.

Notes to Members on Ordinary Resolution 3

- 1 Ordinary Resolution 3 seeks member approval for a number of expenses being incurred in respect of the professional development and education of Directors of the Club.
- 2 To be passed, Ordinary Resolution 3 must receive a simple majority of votes in its favour from those members present at the meeting who are eligible to vote.

ORDINARY RESOLUTION 4

That pursuant to the Registered Clubs Act:

- 1. "That, subject to paragraph (2), PKF(NS) Audit & Assurance Limited Partnership to be appointed as the Auditor of Belmont 16 Foot Sailing Club Limited ("the Club") with effect from the end of the Annual General Meeting held in 2022.
- 2. Paragraph 1 shall not have any force or effect unless before it is passed the Australian Securities and Investments Commission has approved the resignation of Cutcher & Neale Assurance Pty Limited from the position of auditor of the Club and Cutcher & Neale Assurance Pty Limited has given written notice to the Club of its resignation as auditor."

Notes to Members on Ordinary Resolution 4

- 1. As members may be aware, Cutcher & Neale Assurance Pty Limited ("Cutcher & Neale") have been the auditor of the Club since 2008. The Board has been satisfied with the services of Cutcher & Neale as the Club's auditor and thanks them for the services provided. However, given the period of time that Cutcher & Neale has acted as the Club's auditor, the Board has reviewed the role of the auditor and consider that in accordance with good governance practice, it is appropriate that the Club's auditor change.
- 2. The Board have conducted a tender process and wish to appoint PKF(NS) Audit & Assurance Limited Partnership ("PKF") as the auditor of the Club
- 3. Accordingly, the ordinary resolution above has been included as part of the business of the Annual General Meeting to satisfy the requirements of the ASIC.
- 4. To change auditor:
 - (a) the existing auditor Cutcher & Neale must apply to the Australian Securities and Investments Commission ("ASIC") for consent to resign as auditor;
 - (b) the ASIC must give its consent to the proposed resignation;
 - (c) the current auditor must then give written notice to the Club of its resignation as auditor;
 - (d) The members in general meeting must vote on the appointment of a new auditor.
- 5. An application has been lodged with the ASIC to receive the consent of the ASIC for the resignation of Cutcher & Neale as the Club's auditor.

6. If the consent of the ASIC referred to above is refused or is not forthcoming before the meeting or if the Club does not receive written notice of the resignation before the meeting, the Ordinary Resolution above will not be voted on.
7. To be passed the Ordinary Resolution requires votes from a simple majority of votes (that is 50% plus one) from those members who being eligible to do so vote in person at the meeting.
8. Attached to this notice is a copy of the nomination of PKF to be the auditor of the Club as required by the Corporations Act.
9. The consent in writing of PKF to be the auditor of the Club if appointed has been received by the Club.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, the Special Resolutions must receive votes in its favour from not less than three quarters (75%) of those members who being eligible to do so in person vote on the Special Resolutions at the meeting.
2. Only Voting members can vote on the Special Resolutions.
3. Under the *Registered Clubs Act*, members who are also employees of the Club cannot vote on the Special Resolutions and proxy voting is prohibited.
4. Amendments to the Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
5. The Board recommends the Special Resolutions to members.

FIRST SPECIAL RESOLUTION

[The First Special Resolution is to be read in conjunction with the notes to members set out below]

That the Constitution of BELMONT 16 FOOT SAILING CLUB LIMITED be amended by:

- (a) **inserting** the following new Rule 2A:

“The Constitution and By-laws of the Club have effect as a contract between:

- (a) *the Club and each member; and*
- (b) *the Club and each director;*
- (c) *each member and each other member,*

Under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.”

- (b) **inserting** the following new definitions into Rule 3 in alphabetical order:

“Quarter” means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

“Registered Clubs Accountability Code” means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.”

- (c) **inserting** into the start of Rule 8 the words *“Unless altered by this Constitution,”*.

- (d) **deleting** from Rules 21, 24C, 24K, 24R, 28C and 28I the words *“and address”* wherever they appear.

- (e) **inserting** the following new Rule 29A:

“29A For the purposes of section 246B of the company law, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with rule 103 and without the need for a separate resolution to be passed by members of that class of membership.”

- (f) **deleting** Rule 31 and **inserting** the following new Rule 31:

“For the purposes of section 30(2B) of the Club Law, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.”

- (g) **deleting** Rule 32 and **inserting** the following new Rule 32:
“Deleted.”
- (h) **deleting** Rule 33 and **inserting** the following new Rule 33:
“In accordance with the Club Law, the Board may from time to time determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.”
- (i) **deleting** Rule 33A and **inserting** the following new Rule 33A:
“Deleted.”
- (j) **deleting** from Rule 33C the words *“A general meeting of the Club”* and **inserting** the words *“The Board”*.
- (k) **inserting** the following new sub-heading and Rule 34A:
“NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER’S DETAILS
 34A. *Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change of their details.”*
- (l) **deleting** from Rule 37 the words *“pre paid”*.
- (m) **inserting** the following new sub-heading and Rules 41A to 41E inclusive:
“ADDITIONAL DISCIPLINARY POWERS OF SECRETARY
 41A. *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.*
 41B. *In respect of any suspension pursuant to clause 41A, the requirements of Rules 36 to 41 shall not apply.*
 41C. *If the Secretary (or his or her delegate) exercises the power pursuant to Rule 41A, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:*
 (a) *the member has been suspended as a member of the Club; and*
 (b) *the period of suspension;*
 (c) *the privileges of membership which have been suspended; and*
 (d) *if the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rules 36 to 41.*
 41D. *If a member submits a request under Rule 41C(d):*
 (a) *the member shall remain suspended until such time as the charge is heard and determined by the Board; and*
 (b) *the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rules 36 and 37.*
 41E. *The Determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).”*
- (n) **inserting** the following new Rules 55A to 55D inclusive:
“55A. 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 company law. 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.
55B. 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 company law.

55C. *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*

55D. *If permitted by the company law, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the company law shall apply to such meetings and to the extent of any inconsistencies between the company law and the Constitution, the provisions of the company law shall prevail.*

(o) **inserting** into Rule 65 the words “*Subject to Rule 72,*”.

(p) **deleting** Rule 65(d) and **inserting** the following new Rule 65(d):

“(d) set at least 3 days in a row as the election period for the election.”

(q) **deleting** Rule 66 and inserting the following new Rule 66:

“66. At least 28 days before the first day of the election period, the Returning Officer must publish:

(a) on the Club’s website;

(b) in a conspicuous place in any clubhouse operated by the Club:

the following information:

(a) the positions to be elected during the election; and

(b) when nominations close; and

(c) when and where voting will take place.”

(r) **inserting** into Rule 69 the following new sub-rule 69(d) and renumbering the remaining sub-rules of Rule 69 accordingly:

“If the full number of candidates for the various positions on the Board is not nominated, then those candidates who are nominated shall be declared elected to the relevant positions and any remaining positions shall be deemed to be casual vacancies and can be dealt with in accordance with Rule 94.”

(s) **deleting** Rule 72 and **inserting** the following new Rule 72:

“Where an election for an office is necessary, the ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time.”

(t) **deleting** Rule 76 and **inserting** the following new Rule 76:

“76. At least five (5) days before the commencement of voting, the Club must display a notice on the Club’s website and on the Club noticeboard which confirms:

(a) the approved methods of voting – which may include voting by electronic means;

(b) the procedures to be followed for voting;

(c) the dates and times when members can vote;

(d) any other details which may be required for voting.”

(u) **deleting** Rule 77 and **inserting** the following new Rule 77:

“Members shall record their vote in such manner as may be prescribed by the Board from time to time by by-law. Failure to comply with the requirements of such by-laws shall render the vote invalid.”

(v) **deleting** Rule 78 and **inserting** the following new Rule 78:

“If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club’s premises or by using a designated computer or other electronic device at the Club’s premises.”

(w) **deleting** Rule 80 and **inserting** the following new Rule 80:

“Deleted”.

(x) **deleting** Rule 81 and **inserting** the following new Rule 81:

“Deleted”.

(y) **inserting** the following new Rule 91A:

“The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with the provisions of clauses 72 to 91.”

(z) **inserting** the following new Rule 91B:

“The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in clauses 72 to 91 are not strictly complied with provided there is no substantive injustice for any candidates.”

- (aa) **inserting** the following new sub-heading and Rule 92A and renumbering existing Rule 92A to become Rule 92B:

“Board Meetings

92A *The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each Quarter for the transaction of business.”*

- (bb) **inserting** into Rule 93 the following new sub-rules (j) to (n) inclusive:

“(j) was not eligible to stand for or be elected or appointed to the Board;

(k) ceases to hold the necessary qualifications to be elected or appointed to the Board;

(l) is convicted of an indictable offence (unless no conviction is recorded);

(m) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;

(n) is removed from office as a director in accordance with the company law and this Constitution.”

- (cc) **inserting** into Rule 94(1) the following new sub-rule 94(1)(b) and renumbering the remaining sub-rules of Rule 94(1) accordingly:

“(b) appoint any eligible person (which may include a person who is or who is not an existing Director) to the Board to fill the casual vacancy: or”

- (dd) **deleting** from renumbered sub-Rule 94(1)(d) the word “require” and **inserting** the word “direct”.

- (ee) **deleting** renumbered sub-Rule 94(1)(e) and inserting the following new sub-Rule 94(1)(e):

“(e) from the nominations received by the CEO within the time set out in the notice published by the CEO in accordance with (d) above, elect one of the nominees to fill the vacancy.”

- (ff) **inserting** the following new sub-heading and Rules 98A to 98D inclusive:

“Use of Technology for Board Meetings

98A *All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.*

98B. *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.*

98C. *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.*

98D. *In addition to Rule 98C, 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 the resolution.”*

- (gg) **inserting** the following new sub-heading and Rule 100A:

“100A FINANCIAL YEAR

The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of April in each year and end on the last day of March in the following year or such other period as having regard to the company law, the Board may determine.”

- (hh) **inserting** the following new sub-heading and Rules 101A to 101C inclusive:

“NOTICES

101A *Without limiting the provisions of the Company Law, 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 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.*

101B *Where a notice is sent to a member in accordance with Rule 101A(a), the notice is deemed to be received on the day it is given to the member.*

101C *Where a notice is sent to a member in accordance with Rules 101A(b) and 101A(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.*

101D *Where a notice is sent to a member in accordance with Rule 101A(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."*

(ii) **inserting** the following new sub-heading and Rule 105:

"MEETINGS AND VOTING

105.

- (a) *If 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):*
 - (i) *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*
 - (ii) *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;*
 - (iii) *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.*
- (b) *If there is any inconsistency between Rule 105(a) and any other provision of this Constitution, Rule 105(a) shall prevail to the extent of that inconsistency."*

(jj) **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.

Notes to Members on the First Special Resolution

1. The First Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the Corporations Act, Liquor Act and Registered Clubs Act.
2. **Paragraph (a)** provides that the Constitution has the effect of a contract between the Club and each member; and between the Club and each Director; and each member and each other member.
3. **Paragraph (b)** inserts new definitions used in the Club's Constitution.
4. **Paragraphs (c)** clarifies that any statutory rules that are deemed to be rules of a registered club are to be taken as part of the Constitution, unless otherwise altered under the Constitution.
5. **Paragraph (d)** clarifies that the Club will not display the addresses of applicants for membership on the Club's noticeboard, as this is no longer required by the Registered Clubs Act.
6. **Paragraph (e)** provides that the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution (without the need for a separate special resolution to be passed by members of that class of membership).
7. **Paragraphs (f), (g), (h), (i) and (j)** amend the Rules relating to the payment of membership subscriptions to bring the Constitution into line with best practice and the requirements of the

Registered Clubs Act. The Board will have the power to set all subscriptions for all membership classes.

8. **Paragraph (k)** clarifies that members must notify the Club of any changes to their contact details.
9. **Paragraph (l)** clarifies that a letter sent to a member who is the subject of a disciplinary charge can be sent in the usual course of post, as opposed to being sent exclusively via a pre-paid letter.
10. **Paragraph (m)** inserts new rules relating to disciplinary matters to bring the Constitution into line with best practice. Paragraph (m) provides a new power for the Secretary to issue a suspension of membership for a period up to 12 months if Secretary is of the view that a member has engaged in conduct unbecoming of a member or has engaged in conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
11. **Paragraphs (n) and (ii)** insert new provisions relating to Board meetings, general meetings and the use of technology for voting and for meetings to bring the Constitution into line with the Corporations Act and the Registered Clubs Act.
12. **Paragraphs (o) to (z)** inclusive update the Rules that set out the Board election process to provide the Board with greater flexibility for conducting any election that is required. The Rules provide that the results of the election of the Board shall not be invalidated or voided if the election procedure is not strictly complied with provided there is no substantive injustice for any candidates, and also provide that the Board can set the days and times for voting in the ballot and the method of voting (i.e. either via electronic means or by using physical ballot papers). Paragraph (r) provides that if the full number of candidates for the various positions on the Board is not nominated, then those candidates who are nominated shall be declared elected to the relevant positions and any remaining positions shall be deemed to be casual vacancies (rather than calling for further nominations from the floor of the general meeting).
13. **Paragraph (aa)** provides that the Board are required to meet at least once per quarter, rather than once per month in accordance with the Registered Clubs Act.
14. **Paragraph (bb)** provides additional Rules relating to the eligibility of members to nominate for or be appointed to the Board to align with best practice. For example, if a member is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months, that member will not be eligible to nominate for or be elected to the Board of the Club.
15. **Paragraphs (cc), (dd) and (ee)** clarify that the Board has the power to fill casual vacancies that may arise in the positions on the Board from time to time.
16. **Paragraph (ff)** inserts new provisions relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur. This is permitted by the Registered Clubs Act and the Corporations Act.
17. **Paragraph (gg)** inserts a new Rule to clarify that the Club's financial year commences on the first day of April in each year and ends on the last day of March in the following year.
18. **Paragraph (hh)** inserts new Rules relating to the sending of notices to members electronically to bring the Constitution into line with the Corporations Act and Registered Clubs Act.
19. **Paragraph (jj)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.
20. This Explanatory Notes to Members is not to be taken in any way as affecting the wording of the proposed amendments to the Constitution but is provided to inform members of what is proposed and to draw attention to the reasons behind the proposed amendments.

SECOND SPECIAL RESOLUTION

[The Second Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of BELMONT 16 FOOT SAILING CLUB LIMITED be amended by:

- (a) **deleting** Rule 58 and **inserting** the following new Rule 58:
- “58. The office bearers of the club are, in order of seniority:
- (a) the President; and
 - (b) the Commodore; and
 - (c) the Vice Commodore; and
 - (d) sailing directors (2 in number); and
 - (e) associate sailing director (1 in number);
 - (f) general directors (3 in number).”
- (b) **deleting** from Rule 60 the words “the 3 sailing directors” and **inserting** the words “the 2 sailing directors”.
- (c) **deleting** Rule 60(c) and **inserting** the following new Rule 60(c):
- “(c) served as a volunteer at the Club for any of the classes of boats competitively sailed at the Club for at least 75% of weekends for a period, in aggregate, of three (3) full racing seasons.”
- (d) **inserting** the following new Rule 60A:
- “60A Candidates for the office of associate sailing director must have, during the fifteen (15) years preceding election or appointment, at a minimum:
- (a) been the sole owner of a 16ft Skiff for three (3) full racing seasons, that started in at least 75% of races in each of the three (3) full racing seasons; or
 - (b) sailed in at least 75% of races in each of three (3) full racing seasons in a 16ft Skiff; or
 - (c) served as a volunteer at the Club for any of the classes of boats competitively sailed at the Club for at least 75% of weekends for a period, in aggregate, of three (3) full racing seasons; or
 - (d) is a close relative (which includes a parent, child, brother, sister, spouse or de facto partner) of a member (including a junior or a junior perpetual member) who has sailed in at least 75% of races in each of three (3) full racing seasons in any of the classes of boats competitively sailed at the Club.”
- (e) **deleting** Rule 68 and **inserting** the following new Rule 68:
- “68. A member wishing to nominate as:
- (a) Commodore;
 - (b) Vice Commodore; or
 - (c) a sailing director; or
 - (d) associate sailing director;
- must provide with their nomination evidence that he satisfies the eligibility rule set out in rule 60 or rule 60A (as applies to the office of associate sailing director).”
- (f) **deleting** Rule 87 and **inserting** the following new Rule 87:
- “87. In the case of elections for the positions of:
- (a) general director, the 3 candidates with the most votes are elected; and
 - (b) sailing director, 2 candidates with the most votes are elected; and
 - (c) associate sailing director, the candidate with the most votes will be elected.”

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to amend the Club's Constitution by changing the composition of the Board and also clarifying the eligibility requirements for the positions of Commodore, Vice Commodore, and the offices of the sailing directors.

Eligibility for the offices of Commodore, Vice Commodore and sailing director

2. If the Second Special Resolution is passed, candidates for the offices of Commodore, Vice Commodore and the two sailing directors must have, during the fifteen (15) years preceding election or appointment, at a minimum:
 - (a) been the sole owner of a 16ft Skiff for three (3) full racing seasons, that started in at least 75% of races in each of the three (3) full racing seasons; or
 - (b) sailed in at least 75% of races in each of three (3) full racing seasons in a 16ft Skiff; or
 - (c) served as a volunteer at the Club for any of the classes of boats competitively sailed at the Club for at least 75% of weekends for a period, in aggregate, of three (3) full racing seasons.
3. The eligibility criteria of Rule 60 remains identical at points (a) and (b) above. The only change comes at point (c) which previously provided that a candidate must have, during the fifteen (15) years preceding election or appointment, at a minimum:
 - (a) served as a volunteer at the Club in one (1) or more of the following positions for the 16ft Skiff class for a period, in aggregate of three (3) full racing seasons:
 - (i) Sailing Secretary; or
 - (ii) Starter; or
 - (iii) Assistant Starter; or
 - (iv) Timekeeper; or
 - (v) Assistant Timekeeper.
4. The eligibility requirements for the offices of Commodore, Vice Commodore and the two sailing director positions have been amended slightly to provide a broader recognition of the work that volunteers undertake to support sailing at the Club.
5. Those members who volunteer their time in accordance with new Rule 60(c) will be eligible to nominate for the positions of Commodore, Vice Commodore and the two sailing director positions.

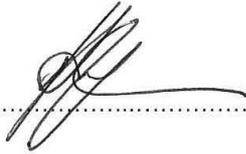
New office of associate sailing director

6. The Second Special Resolution also changes the composition of the Board by providing the additional new position of associate sailing director, and reducing the number of sailing director positions by one (from three sailing directors to two sailing directors).
7. The eligibility criteria for the position of associate sailing director are the same as applies to the position of sailing director, except for the additional criteria which enables a person who:
 - (a) is a close relative (which includes a parent, child, brother, sister, spouse or de facto partner) of a member (including a junior or a junior perpetual member) who has sailed in at least 75% of races in each of three (3) full racing seasons in any of the classes of boats competitively sailed at the Club, to nominate for the position of associate sailing director.
8. That is, members who would meet the criteria for the office of sailing director would be eligible to nominate for the position of associate sailing director. In addition, those members who are a close relative of a member who would meet the criteria of sailing director will be eligible to nominate for the position of associate sailing director.
9. For example, a member who is the parent of a Junior member who, during the fifteen (15) years preceding the proposed election or appointment, has sailed in at least 75% of races in each of three (3) full racing seasons in a 16ft Skiff, would be eligible to nominate for the position of associate sailing director.

Notice of Nomination of Auditor
Belmont 16Ft Sailing Club Limited
ABN 50 001 020 471

Appointment of auditors

Following the resignation of Cutcher & Neale, subject to ASIC consent, I wish to nominate PKF as auditor of Belmont 16Ft Sailing Club Limited at the forthcoming annual general meeting. I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and PKF

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right. The signature is positioned above a horizontal dotted line.

David Berryman
President
26 April 2022