

NOTICE OF CHANGE OF DATE FOR 2019 ANNUAL GENERAL MEETING



The 130th Annual General Meeting of the Sydney Flying Squadron Limited will now be held at **10:00am on Sunday 1st December 2019** at 76 McDougall Street Milsons Point NSW 2061.

AGENDA

1. Apologies
 2. To confirm the minutes of the 129th Annual General Meeting
 3. To receive and consider the reports of the Board
 4. To receive and consider the financial report as required by the Act and the Registered Clubs Act for the year ending 31st May 2019
 5. Special Resolution: Amendment to the Constitution of the Sydney Flying Squadron Ltd.
See proposed resolution and Explanatory notes attached
 6. To elect the Board in accordance with the Constitution
 7. Life Membership Nomination: William Loader
 8. To deal with any valid business of which due notice has been given
 9. To deal with general business as approved by the chairman of the meeting
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VOTING RIGHTS FOR ANNUAL GENERAL MEETING

Ordinary members who are financial members and LIFE MEMBERS are eligible to vote. Please refer to the Articles of Association (the Constitution) for exact definitions.

ORDINARY MEMBERS are deemed to be:

- Financial SAILING MEMBERS 18 years of age and over, actively involved in sailing at Sydney Flying Squadron, who have twelve (12) months continuous financial membership.
- Financial SOCIAL MEMBERS, 18 years of age and over who have three (3) years continuous financial membership.

In case of doubt as to the form of validity of any nomination or voting rights, the matter shall be referred to the Returning Officer, whose decision shall be final.

For more information visit the Club's website at www.sydneyflyingsquadron.com.au. Hard copies are available by contacting at the Club at info@sydneyflyingsquadron.com.au or (02) 9955-8350.



**SYDNEY FLYING
SQUADRON LTD**
ACN 000 487 230

17 October 2019

Sydney Flying Squadron Club Members
c/- 76 McDougall St.
Milsons Point NSW 2061

**RE: AMENDMENT TO THE CONSTITUTION OF THE SYDNEY FLYING
SQUADRON LTD ('the Club')**

Dear Club Member

The Club's current Constitution was revised some years ago to reflect current changes to the Registered Clubs Act 1976.

1. It has recently been brought to the Club's attention that there have been amendments to the Registered Clubs Act relating to the election of Board Members which shall require amendment of the Clubs Constitution in order to bring it in line with the requirements of the Act.
2. S 30 of the Registered Clubs Act provides for the election of the Board that must now be :
 - i) Annually
 - ii) Biennially or
 - iii) Triennially in accordance with Schedule 4 of the Act.

We enclose a copy of S 30 and Schedule 4 of the Act for your benefit.

3. We note that the Clubs current Constitution provides for election of Board members for a period of two years with half of the members to be elected annually (refer cl 37 of the Constitution). Clearly this is not in line with the current legislation and the Board has rightfully pointed out the need for amendment.
4. The Board has considered all of the options available under the Registered Clubs Act and has opted to recommend the third option (triennial) as being the best suited for the proper governance of the Club.
5. The proposed amendment provides for the election of the Board for three years. At the first AGM (i.e.; the upcoming AGM) the board shall be determined by dividing it into three separate groups (as nearly as possible into three equal groups), which shall be determined by drawing lots. Each group shall be known as Group 1, 2 or 3 which shall hold office for 1, 2 or 3

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years respectively. All subsequent meetings shall elect Directors for a period of three years, unless disqualified.

6. Any amendment of the Constitution will need to be by Special Resolution (i.e. 75%) of the members of the Club eligible to vote at a General Meeting.
7. The Club has engaged Gary Cassim and Assoc. Solicitors and Attorneys to review the Constitution and suggest appropriate amendments. The suggested amendments are to be made to clauses 37,39, 40 and 47 of the Constitution in accordance with the attached Special Resolution document.

The resolution will be made prior to the Board election at the AGM and will come into effect immediately.

Once the resolution has been made by the members in general meeting, Notice of the Amendment will need to be lodged with ASIC so it can form part of the public record.

Sincerely,

A handwritten signature in dark ink, appearing to be 'William Loader', with a long, sweeping flourish extending to the right.

William Loader – Commodore SFS



**SYDNEY FLYING
SQUADRON LTD**
ACN 000 487 230

SPECIAL RESOLUTION AS TO AMENDMENTS TO THE
CONSTITUTION OF THE SYDNEY FLYING SQUADRON LTD A.C.N
000 487 230 DATED THE DAY OF 2019.
IT IS HEREBY RESOLVED BY SPECIAL RESOLUTION AT A
MEETING OF THE SYDNEY FLYING SQUADRON LTD ACN 000 487
230 THAT THE FOLLOWING AMENDMENTS BE MADE TO THE
CLUBS CONSTITUTION:

- 1) That Clause 37 be deleted;
- 2) That Clause 40 be deleted and in lieu thereof the following words be substituted;
“Members of the Board shall be elected at the Annual General Meeting using the triennial rule as prescribed in Schedule 4 of s 30 (1) (a) (a1) of the Registered Clubs Act 1976. (as Amended).”
- 3) Clause 39. Delete the word and numeral where therein appearing being “two (2)” and in lieu thereof substitute the word and numeral “three (3)”.
- 3) Clause 47. Delete the words wherein appearing;
“during such time only as the Director vacating office would have held office if such person had not vacated office.” and substitute with the words “until the next Annual General Meeting.”



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REGISTERED CLUBS ACT 1976 - SECT 30

Rules of registered clubs

30 Rules of [registered clubs](#)

(1) The rules of a [registered club](#) shall be deemed to include the following rules:

(a) Except as provided by paragraphs (a1) and (a2), the governing body of the club responsible for the management of the business and affairs of the club is to be elected:

(i) annually, or

(ii) if a rule of the club so provides--biennially, or

(iii) if a rule of the club so provides--in accordance with Schedule 4,

at an election in respect of which the [full members](#) only of the club (or a subclass of [full members](#) determined by a rule of the kind referred to in subsection (9)) are entitled to vote.

(a1) If the regulations so provide, any election under paragraph (a) is to be in accordance with Schedule 4.

(a2) If the regulations so provide, the [members](#) of the club who are entitled to vote at an election of the governing body of the club are such [members](#) (or class of [members](#)) of the club as may be specified in the regulations for the purposes of this paragraph.

(b) Except as provided by paragraph (b1), a person shall not hold office as a [member](#) of the governing body of the club unless the person is a [full member](#) of the club.

(b1) The governing body of the club may include, at any one time, no more than such number of persons (whether or not [full members](#) of the club) as may be prescribed by the regulations who are appointed, in accordance with the regulations, by the elected [members](#) of the governing body of the club.

(c) The governing body of the club shall hold a meeting at least once in each month of the year and minutes of all proceedings and resolutions of the governing body shall be kept and entered in a book provided for the purpose.

(d) A person shall not:



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REGISTERED CLUBS ACT 1976 - SCHEDULE 4

SCHEDULE 4 – Rules for election to governing body for term of 3 years

[\(Section 30\)](#)

1 Definitions

In this Schedule:

"**general meeting**" means a meeting of the [members](#) of the club at which [members](#) of the governing body are to be elected.

"**triennial rule**" means the rule of the club that provides for the election of [members](#) of the governing body in accordance with this Schedule.

"**year**" means the period between successive general meetings.

3 First general meeting under triennial rule

(1) The [members](#) elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups:

- (a) shall be determined by drawing lots, and
- (b) shall be as nearly as practicable equal in number, and
- (c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the [members](#) of the governing body:

- (a) in group 1 shall hold office for 1 year, and
- (b) in group 2 shall hold office for 2 years, and
- (c) in group 3 shall hold office for 3 years.

4 Subsequent general meetings

At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the [members](#) required to fill vacancies on the governing body shall be elected and shall, unless

otherwise disqualified, hold office for 3 years.

5 Casual vacancies

(1) A person who fills a casual vacancy in the office of a [member](#) of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

6 Re-election

A person whose term of office as a [member](#) of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

7 Revocation of triennial rule

(1) If the triennial rule is revoked:

(a) at a general meeting--all the [members](#) of the governing body cease to hold office, or

(b) at a meeting other than a general meeting--all the [members](#) of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the [members](#) of the governing body.

(2) The triennial rule cannot be revoked by a club if the rule is taken to apply to the club pursuant to a regulation made for the purposes of [section 30](#) (1) (a1).