



Georges River 16ft Sailing Club Co-Op Ltd
Sanoni Ave, SANDRINGHAM NSW 2219
PO Box 111, SANDRINGHAM NSW 2219
Ph: (02) 9529 3000
info@GRSC.com.au

19/10/18

Dear Member

Re NOTICE OF ANNUAL GENERAL MEETING and ELECTIONS

Notice is hereby given that the **Annual General Meeting** of Georges River 16 ft Sailing Club Co-operative Limited will be held on Sunday 4th November 2018 at 10.00 am.

Those entitled to attend the 2018 Annual General Meeting are those members who are financial and in the category of Full Membership, Veteran Membership and Life Membership.

The Annual Financial Report 30th June 2018 is available from our website.

VOTING FOR THE BOARD OF DIRECTORS FOR 2017-2018 will be held at the Club from Monday 29/10/18 to Saturday 3/11/18 inclusive. You will need your membership card/number **and the voting code** below

VOTING TIMES	Monday to Wednesday	11am – 7pm
	Thursday to Friday	10am – 7pm
	Saturday	10am – 5pm

Regards

Anton Dworzak B.Eng, MBA
Secretary
Georges River 16ft Sailing Club Co-Operative Ltd
Anton@GeorgesRiverSailingClub.com.au

ORDINARY RESOLUTIONS TO DETERMINED AT THE AGM.

ORDINARY RESOLUTION 1

To consider and if thought fit, pass the following resolutions as Ordinary Resolutions.

That pursuant to the Registered Club's Act:

1. The Members hereby approve the expenditure by the Club in a sum not exceeding \$10,000 over the ensuing twelve months for the following expenses and provision subject to approval by the Board of Directors.
 - i. The reasonable cost of Directors attending meetings of the Clubs NSW Association.
 - ii. The reasonable cost of Directors attending meetings of other associations of which the Club is a member.
 - iii. The reasonable cost of Directors attendance at functions either within the Club or elsewhere with spouses where appropriate and required on behalf of the Club.
 - iv. Costs of refreshments to be associated with each Board Meeting of the Club.
2. The Members hereby approve the provision of reserved and designated car parking spaces for the Directors.

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PLEASE SEE BELOW NOTICE OF GENERAL MEETING

NOTICE OF GENERAL MEETING

Notice is hereby given that a **General Meeting** of Georges River 16ft Sailing Club Co-operative Limited will be held on Saturday 17th of November 2018 at 10.00 am.

The purpose of the General Meeting is to ensure correct procedures are applied to notice period for Special Resolutions

Those entitled to attend and vote at the General Meeting are those members who are financial and in the category of Full Membership, Veteran Membership and Life Membership. Please note memberships were due and payable by 31st August, 2018.

Regards

Anton Dworzak B.Eng, MBA
Secretary
Georges River 16ft Sailing Club Co-Operative Ltd
Anton@GeorgesRiverSailingClub.com.au

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in its favour from not less than two thirds (66%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. Each Special Resolution should be read in conjunction with the Notes to Members which follow the Special Resolution.
3. Only financial Full Membership, Veteran Membership and Life Membership. are eligible to vote on the Special Resolutions.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote; and
 - (b) proxy voting is prohibited.
5. Amendments to Special Resolutions (other than minor typographical corrections which do not change the substance or effect of the Special Resolutions) will not be permitted from the floor of the meeting.
6. The Board of the Club recommends some of the Special Resolutions to members.

ORDINARY RESOLUTION Removal of Auditor

To consider and if thought fit, pass the following resolutions as Ordinary Resolutions.

That, subject to the passing of Special Resolution 1, Conroy Audit & Advisory, the current auditor of the Company, be removed as the auditor of the Company in accordance with the Co-Operatives Act, effective from the date of the Meeting.

SPECIAL RESOLUTION 1 Appointment of Auditor

To consider and if thought fit, with or without amendment, pass the following resolutions as a special resolution.

That, subject to the passing of Resolution 1, SDJ Audit Pty Ltd t/s SDJA Audit Specialists being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Co-Operatives Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration.

SPECIAL RESOLUTION 2

This Special Resolution is to be read in conjunction with the notes to members set out below.

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Georges River 16ft Sailing Club Co-Operative Club Limited be amended by substituting "Junior Sporting member" with Youth Sporting member"" so that the rules 13 a) and 14 d) read as follows:

13 (a) No person under the age of 18 years shall be admitted as a member of the Club except as a Youth Sporting member

14 (d) Youth Sporting Member
Any person who has not attained the age of 18 years and has satisfied the Board that he or she has interest in taking an active part in the sporting activities of the Club on a regular basis and from whose a parent or guardian, who must be a members, the Board has received written consent to that person becoming a Youth Sporting member of the Club and taking part in the sporting activities of the Club and whom, in the opinion of the Board, is suitable to be admitted to Youth Sporting membership of the Club.

i) Youth Sporting members shall be entitled to those privileges that the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce guests to the Club, nor shall they have any part in the management of the Club.

ii) Youth Sporting members are permitted to use only those licenced areas of the Club for which an authority under Section 22 of the Registered Clubs Act is in force as either a dining area or non-restricted area but shall not be served with or consume alcohol.

Explanatory Notes to Special Resolution 2

1. The Sailing Division approved changes to Part 2, Clause 3 of the Sailing Division by laws "Junior Classes" be amended to Read "Youth Classes" It is noted that the Sailing Division members present at their AGM were all in favour of this change.
2. This change will bring the club into line with other sailing clubs and represents the true nature of the varying age brackets.
3. The Board recommends that the change be adopted.

SPECIAL RESOLUTION 3

This Special Resolution is to be read in conjunction with the notes to members set out below.

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Georges River 16ft Sailing Club Co-Operative Club Limited be amended by amending the 10km radius rules for Temporary Members to 5km so that the rules 18 a) i) read as follows

18 a) The following persons may in accordance with procedures established by the Board be made Temporary Members of the Club.

i) Persons whose permanent place of residence is at least five (5) kilometres from the Club.

Explanatory Notes to Special Resolution 2

1. The Club's Constitution currently provides that a Club may only admit a person into temporary membership if their permanent place of residence is at least 10km from the Club's premises or a greater distance.
2. The distance requirement was increased in 2015 from 5km (which is the minimum distance prescribed by the Registered Clubs Act) to 10km. This has become an onerous restriction on the Clubs' operations.
3. The Board recommends reducing the distance specified in the Constitution to 5km to ensure that more persons can attend the Club and to minimise any inconvenience attendees who live within 10km from the Club's premises to apply for a class of ordinary membership.

4. The vast majority of clubs situated in the greater Sydney metropolitan area only have a 5km distance requirement.
5. If the Club wants to increase the distance again for operational reasons or to encourage more attendees to become ordinary members, it does not have to update the Constitution. Instead, the Board is still empowered to make By-laws to increase the distance.

SPECIAL RESOLUTION 4

This Special Resolution is to be read in conjunction with the notes to members set out below.

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Georges River 16ft Sailing Club Co-Operative Club Limited be amended by amending the term of membership from 31st of August to coincide with the end of the financial year so that rule 20 d) reads as follows

20 d) Annual subscriptions due 30th June each year

Explanatory Notes to Special Resolution 4

1. The current date of Annual Subscription of August 31 is not in line with either the end of the Financial Year, or the end of the Calendar Year.
2. As a consequence of the current renewal date, Members are frequently confused as to when renewals are due.
3. There are accounting allocation issues with part membership period during the year.
4. Allowing for the membership period to the end of the financial year rather the end of the calendar year will tie in with Sailing membership renewal period with Australian sailing membership.
5. The Board recommends amending the renewal period to the end of the financial year.
6. To compensate Members for the one month lost the Club will offer points to the equivalent amount of the membership lost.

SPECIAL RESOLUTION 5

This Special Resolution is to be read in conjunction with the notes to members set out below.

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Georges River 16ft Sailing Club Co-Operative Club Limited be amended by deleting Rule 53 and replacing it so that Rule 53 reads as follows:

53 a) deleted

53 b) A notice may be given by the Club to any member either:

- i) personally;
- ii) by sending the notice by post to the address of the member recorded for that member in the register of members;
- iii) by sending the notice to the facsimile number or electronic address (if any) nominated by the member;
- iv) by sending the notice to the member by other electronic means (if nominated) by the member; or
- v) by notifying the member that the notice is available and how it may be accessed, if the member nominates electronic means by which the member may be notified that a notice is available and an electronic means by which the member may access the notice.

53 c) Where a notice is sent by post, it is taken to have been given:

- i) in the case of a notice convening a meeting on the next Business Day following the day on which the notice was posted; and
- ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

54 d) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

- 53 e) Where a notice is given under Rule 100(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
- 53 f) For the purpose of this Rule, "Registered Address" means the address of the member as appearing in the Register of members

Explanatory Notes to Special Resolution 5

1. The current method of communicating notices to members is only by post and is and does not take advantage of opportunities allowed by technology advances.
2. Current postage costs mean that communication of notices to members is an onerous burden on the Clubs' finances and labour and not timely.
3. The Board recommends making the changes in the Constitution to ensure that postage and printing costs are reduced as well as labour costs and is in keeping with environmental standings. In addition, notices can be sent in a timely fashion and on a more regular basis.
4. Any notices will be separate from regular marketing material and members can elect to opt out of notices and/or marketing material
5. The vast majority of clubs have already adopted similar changes and can communicate with their members on a more regular basis
6. If the member wants to receive notices by mail they can elect to do so.

SPECIAL RESOLUTION 6 (Proposed by a member)

This Special Resolution is to be read in conjunction with the notes to members set out below.

That, with effect from and for the purposes of the Annual General Meeting to be held in 2018, the Constitution of Georges River 16ft Sailing Club Co-Operative Club Limited be amended by adding to Rule 24c

"A person shall not be elected to a position on the board if that person has held the same position on the Board for the previous eight (8) years consecutively.

that Rule 24c reads as follows:

24 c) A person shall not be elected to or hold office as a member of the Board unless the person is a Voting member, Veteran member or Life member of the Club of at least two (2) years standing at the time the person is elected to the Board or take office as a member of the Board. The Chairman and Vice Chairman must also have been members of the Board for a period of not less than one full elected term of office. The Commodore and Vice Commodore must also be Officials of the Sailing Division of at least twelve (12) months standing at the time of being elected to or taking office on the Board. No member who is unfinancial or who is under suspension shall be elected to office as a Director or as member of any committee. A member shall not perform duties as holder of any office or member of any committee or as a Director of the Club while they remain unfinancial or during a period of suspension. No member while under suspension shall be eligible to attend at or vote at any General Meeting of the Club. A person shall not be elected to a position on the board if that person has held the same position on the Board for the previous eight (8) years consecutively.