

St George Rowing Club / 1 Levey Street Wolli Creek NSW 2205
ACN 000 990 063 ABN 15318 390 356

Friday 2nd November 2018

Dear member,

You previously received Notices of General Meetings of the Club scheduled for 29 October 2018. A copy of the Notices are attached.

The business of those meetings was to consider and if thought fit pass special resolutions to amend the Constitution.

Those meetings were held on that date and Special Resolutions were passed to amend the Club's Constitution.

All full members were eligible to attend the first General Meeting.

The second General Meeting was a meeting only of those members who were not members of the Club's Rowing Sub-club.

The Club held 2 meetings as one of the special resolutions proposed to amend class rights of members who were not members of the Club's Rowing Sub-club.

The first of those special resolutions to amend rights, considered at the first General Meetings, was voted on by a ballot and was passed 416 votes for 23 votes against.

The second of those special resolutions to amend class rights, considered at the second meeting, was passed on a show of hands by an overwhelming majority, with only three votes against.

You are a member of the class whose rights have been varied by the special resolution.

Under the *Corporations Act*, the Club now must give notice to you of the variation and all other members in the same class. Under section 246D of the *Corporations Act*, members have certain rights and, if those rights are to be exercised, they must be exercised within one month of the meeting.

Yours faithfully



Lyndal Talarico
Chief Executive Officer

**ST GEORGE ROWING CLUB
ACN 000 990 063**

**NOTICE OF GENERAL MEETING
AND SPECIAL RESOLUTIONS**

NOTICE is hereby given of a General Meeting of **ST GEORGE ROWING CLUB** to be held on **Monday 29th October 2018** commencing at the hour of **7:00pm** at the premises of the Club, Cahill Park, Wolli Creek, New South Wales.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the Special Resolutions set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following each amendment. The notes in the Special Resolution do not form part of the amendments and are only for the information of members.
3. Only Life members or financial Ordinary members are entitled to vote on the Special Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. Amendments to a Special Resolution (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.
6. The Board of the Club recommends the Special Resolution to members.

FIRST SPECIAL RESOLUTION

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

1. That subject to paragraph 2 of this Special Resolution the Constitution of St George Rowing Club be amended by:
 - (a) renumbering Rule 51 as Rule 51(a).
 - (b) replace rule 51(b) with the following new Rule 51(b):

“As and from 29th October 2018 no more than two (2) members who are not members of the Club’s Rowing Sub Club may be directors of the Club at any one time.”
 - (c) **deleting** at the start of Rule 21(c) and in its place inserting the following new Rules 21(c) and (d)

- (c) *Ordinary members who are also members of the Club's Rowing Sub Club are entitled to:*
- (i) *all the social privileges and advantages of the Club; and*
 - (ii) *attend and vote at Annual General Meetings and general meetings of the Club;*
 - (iii) *nominate for and be elected to hold office on the Board;*
 - (iv) *vote in the election of the Board;*
 - (v) *vote on any special resolution to amend this Constitution;*
 - (vi) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vii) *propose, second or nominate any eligible member for Honorary Life membership;*
 - (viii) *introduce guests to the Club.*
- (d) *Ordinary members who are not members of the Club's Rowing Sub Club are entitled to:*
- (i) *all the social privileges and advantages of the Club; and*
 - (ii) *vote in the election of the Board;*
 - (iii) *introduce guests to the Club;*
 - (iv) *subject to Rule 51(b), be nominated and elected to hold office on the Board*

(d) **inserting** at the start of Rule 31(a) the words, "*Subject to Rule 21(d),*".

2. This Special Resolution is subject to the members of the Club who are not members of the Rowing Sub Club passing a special resolution approving these changes at a general meeting of those members.

Notes to Members on First Special Resolution

1. The First Special Resolution proposes to amend rights of membership.
2. The changes will mean that a member will have to be a member of the Club's Rowing Sub Club, commonly referred to as the Como Boat Shed, to be able to:
 - (a) attend and vote at Annual General Meetings and general meetings of the Club;
 - (b) vote on any special resolution to amend this Constitution;
 - (c) propose, second, or nominate any eligible member for any office of the Club; and
 - (d) propose, second or nominate any eligible member for Honorary Life membership.
3. Furthermore, members who are not members of the Rowing Sub Club will only be able to fill 2 positions on the Board at any one time. These are not guaranteed positions, but rather positions that may be filled by members who are not Rowing Sub Club members.
4. The Board is proposing this change to current rights of membership to protect and ensure the Club remains dedicated to supporting the sport of Rowing for the future. This is so that the Club can

continue to fulfil its objectives of promoting and encouraging amateur rowing and sculling, to train rowers, hold races and competitive events and engage in other rowing activities.

5. The First Special Resolution involves a variation of class rights for the purposes of the Corporations Act.
6. This is because a class of members, ie those current Ordinary members who are not members of the Rowing Sub Club, will have their rights varied if the First Special Resolution is passed.
7. The Corporations Act sets out certain requirements for this process.
8. One of those requirements is that the changes will only take effect if they are approved at a general meeting of the class of members affected by the change.
9. Accordingly, if the First Special Resolution is passed, a general meeting of those affected members will be held immediately after the conclusion of this General Meeting, where those members will be asked to approve the changes. If the special resolution to be proposed at that meeting is not passed, the changes will not take effect.

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 St George Rowing Club be amended by:

- (a) **deleting** Rule 49(a) and in its place **inserting** the following new rule 49(a):

“Subject to Rule 49(b) and Rule 79, the Board shall consist of seven directors who shall comprise a Chairperson and 6 Ordinary Directors. A director holding office as the President, Vice President, Captain or Vice Captain on 29th October 2018 will as from the passing of the Special Resolution passed on that date will hold office as an Ordinary Director.

- (b) **deleting** from Rules 51A, 55(a)(iv), 62 the word *President* whenever occurring, and in its place **inserting** the word *Chairperson*.

- (c) **deleting** Rule 52(d) and 52(i) and **renumbering** the provisions of Rule 52 accordingly.

- (d) **deleting** Rule 60 and in its place **inserting** the following new Rule 60:

“The Chairperson shall preside as chairperson at every meeting of the Board. If the Chairperson is not present within ten (10) minutes of the time appointed for holding the meeting or is unwilling or unable to act then the directors present shall elect one of their number as chairperson for that meeting.”

- (e) **deleting** Rule 91 and in its place **inserting** the following new Rule 91:

“The Chairperson shall be entitled to take the Chair at every general meeting. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Directors of the Club present shall elect a member of the Board as chairperson of the meeting.”

Notes to Members on the Second Special Resolution

1. The Second Special Resolution proposes to replace the position of President with that of Chairperson and remove the positions of Vice President, Captain and Vice Captain.
2. The title of Chairperson is more appropriate for the Club as the current roles of President and Vice President have no additional power or obligations of work outside that of Ordinary Directors therefore the titles are redundant. Removing the Captain and Vice Captain's titles enables all members of the Rowing Sub Club to nominate for the Board as these roles will no longer be automatically appointed aligning the process with the Constitution and all Governing Acts.

3. As part of these proposed changes, the Rules in relation to chairing Board and general meetings will also be amended to provide that if the Chairperson is unable or unwilling to act in that position at a general meeting or annual general meeting, the directors present will elect a director to chair the meeting.

Dated: 25th September 2018

By direction of the Board



**Lyndal Talarico
General Manager**

**ST GEORGE ROWING CLUB
ACN 000 990 063**

**NOTICE OF GENERAL MEETING
AND SPECIAL RESOLUTIONS**

NOTICE is hereby given of a General Meeting of a class of members of **ST GEORGE ROWING CLUB** to be held on **Monday 29th October 2018** commencing at the conclusion of the General Meeting of the Club held on the same day, which commences at **7:00pm** at the premises of the Club, Cahill Park, Wolli Creek, New South Wales.

BUSINESS

The business of the General Meeting will be for members to consider and, if thought fit, pass the Special Resolution set out below.

PROCEDURAL MATTERS FOR SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from at least three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolution is to be read in conjunction with the headings and notes following each amendment. The notes in the Special Resolution do not form part of the amendments and are only for the information of members.
3. Only Life members or financial Ordinary members who are not members of the Club's Rowing Sub Club are entitled to vote on the Special Resolution.
4. Under the Registered Clubs Act:
 - (a) members who are employees of the Club are not entitled to vote.
 - (b) proxy voting is prohibited.
5. Amendments to a Special Resolution (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.
6. The Board of the Club recommends the Special Resolution to members.

SPECIAL RESOLUTION

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

That the members present at the meeting as a proposed class of members, being Ordinary members of the Club who are not members of the Club's Rowing Sub Club, hereby approve by way of a special resolution the following changes to Constitution of St George Rowing Club Limited:

- (f) renumbering Rule 51 as Rule 51(a).
- (g) replace rule 51(b) with the following new Rule 51(b):

"As and from 29th October 2018, no more than two (2) members who are not members of the Club's Rowing Sub Club may be directors of the Club at any one time.."

- (h) **deleting** at the start of Rule 21(c) and in its place inserting the following new Rules 21(c) and (d)

- (c) *Ordinary members who are also members of the Club's Rowing Sub Club are entitled to:*
- (i) *all the social privileges and advantages of the Club; and*
 - (ii) *attend and vote at Annual General Meetings and general meetings of the Club;*
 - (iii) *nominate for and be elected to hold office on the Board;*
 - (iv) *vote in the election of the Board;*
 - (v) *vote on any special resolution to amend this Constitution;*
 - (vi) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vii) *propose, second or nominate any eligible member for Honorary Life membership;*
 - (viii) *introduce guests to the Club.*
- (d) *Ordinary members who are not members of the Club's Rowing Sub Club are entitled to:*
- (i) *all the social privileges and advantages of the Club; and*
 - (ii) *vote in the election of the Board;*
 - (iii) *introduce guests to the Club;*
 - (iv) *subject to Rule 51(b), be elected to hold office on the Board*

- (i) **inserting** at the start of Rule 31(a) the words, "*Subject to Rule 21(d),*".

Notes to Members on Special Resolution

1. The Special Resolution proposes to have a class of members of the Club approve a variation to their class rights.
2. The changes to the Club's Constitution set out in the Special Resolution are first to be considered at a general meeting of the Club, at which all eligible members are entitled to vote.
3. If the Special Resolution at that first meeting is passed, the Special Resolution set out in this notice will be considered.
4. The changes will mean that a member will have to be a member of the Club's Rowing Sub Club, commonly referred to as the Como Boat Shed, to be able to:
 - (a) attend and vote at Annual General Meetings and general meetings of the Club;
 - (b) vote on any special resolution to amend this Constitution;
 - (c) propose, second, or nominate any eligible member for any office of the Club; and
 - (d) propose, second or nominate any eligible member for Honorary Life membership.
5. Furthermore, members who are not members of the Rowing Sub Club will only be able to fill 2 positions on the Board at any one time. These are not guaranteed positions, but rather positions that may be filled by members who are no Rowing Sub Club members.

6. The Board is proposing this change to ensure that the Club can continue to fulfil its objectives of promoting and encouraging amateur rowing and sculling, to train rowers, hold races and competitive events and engage in other rowing activities.
7. The proposed changes to the Constitution will only take effect if the First Special Resolution is passed at the first meeting, and the Special Resolution set out in this Notice is passed.
8. Members should also refer to the Notes to Members on the First Special Resolution to be proposed at the first General Meeting.

Dated: 25th September 2018

By direction of the Board



Lyndal Talarico
General Manager