



Notice of Extraordinary General Meeting

Caloundra Power Boat Club Ltd ACN 010 018 934

Notice is given that the Extraordinary General Meeting of Caloundra Power Boat Club Ltd (**Company**) will be held at:

Location	2 Lamerough Parade, Golden Beach, Queensland 4551
Date	Sunday, 11 June 2023
Time	10.00am

Special Business

1 Adoption of Constitution

To consider and if in favour pass the following resolution as a special resolution:

*'That, subject to members approving by way of special resolution, resolution 2 in this notice of meeting, the current Constitution be repealed and replaced with the proposed Constitution made available to members on the Company's website (**Proposed Constitution**).'*

The Directors unanimously recommend that you vote in favour of this resolution.

2 Variation of class rights

To consider and if in favour pass the following resolutions as a special resolution:

'That, subject to members approving by way of special resolution, resolution 1 in this notice of meeting, the current rights attaching to membership are varied so that all ordinary members of the Company have a right to vote.'

The Directors unanimously recommend that you vote in favour of this resolution.

Notes for Members

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in, and comprises part of, this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

2. Who may vote

Resolution 1 – Adoption of new constitution

In accordance with rule 5.5 of the constitution, the Company (as convenor of the Extraordinary General Meeting) has determined that a person's entitlement to attend and vote on Resolution 1 at the Extraordinary General Meeting will be only those persons set out in the register of members as at 7.00pm (AEST) on 10 June 2023 who have an address recorded in the Company's register of members which:

- (a) is within the postcode area of 4551 as designated by Australia Post or its successor, and who does not owe money to the Company (rule 5.5(a)); and
- (b) is outside the postcode area of 4551 as designated by Australia Post or its successor and who have elected to be a voting member of the Company, and who does not owe money to the Company (rule 5.5(b)).

Resolution 2 – Variation of class rights

In accordance with rule 6.4 of the constitution, the Company (as convenor of the Extraordinary General Meeting) has determined that a person's entitlement to attend and vote on Resolution 2 at the Extraordinary General Meeting will be all those persons set out in the register of members as at 7.00pm (AEST) on 10 June 2023.

For the avoidance of doubt, a member precluded from voting on Resolution 1 by virtue of rule 5.5(b) of the constitution may vote on Resolution 2.

3. Proxy voting

The proxy must be a member of the Company entitled to vote under rule 5.5 of the constitution. If you wish to appoint a proxy and are entitled to do so, you may apply personally or by power of attorney only to the Secretary, Caloundra Power Boat Club Ltd by telephone 07 5492 1444 or by email: board.secretary@caloundrapowerboat.com.au and complete and return the form by Friday 9 June 2023 before 11.00am.

If you have any queries on how to cast your votes then call Bernadette J. Roberts on 07 5492 1444 during business hours.

Dated 2 May 2023

By order of the board

Bernadette J. Roberts
Company secretary

Explanatory memorandum

Caloundra Power Boat Club Ltd ACN 010 018 934

This explanatory memorandum accompanies the notice of Extraordinary General Meeting of the Company to be held in person at 2 Lamerough Parade, Golden Beach, Queensland 4551 on Sunday, 11 June 2023 at 10.00am.

The explanatory memorandum has been prepared to assist members in determining how to vote on the resolutions set out in the notice of Extraordinary General Meeting and is intended to be read in conjunction with the notice of Extraordinary General Meeting.

Resolution #1: Adoption of Constitution

- 1 In the interest of minimising the costs of printing and postage, and reducing our carbon footprint, members can access on the Company's website a copy of the:
 - (a) Proposed Constitution.
 - (b) summary of all changes in the Proposed Constitution from the current Constitution.
 - (c) current Constitution.
 - (d) Proxy voting form.
- 2 Any Member who has received this notice by post may request a printed copy of the Proposed Constitution and the summary of all changes in the Proposed Constitution from the current Constitution be posted to their registered address. However, in the interest of minimising the costs of printing and postage, and to reduce our carbon footprint, the Company urges you to access these documents through the website.
- 3 Should you require a printed copy of the Proposed Constitution it's recommended that you contact Bernadette J. Roberts via calling 07 5492 1444 or email board.secretary@caloundrapowerboat.com.au by Friday 2 June 2023 to allow sufficient time for you to receive the Proposed Constitution and summary of all changes in the Proposed Constitution from the current Constitution, and to submit your proxy vote.
- 4 The Proposed Constitution modernises the Company's governance document and ensures that the Company complies with the *Corporations Act 2001* (Cth) (**Corporations Act**).
- 5 Under section 136 of the Corporations Act:
 - (1) *'A company adopts a constitution:*
 - (b) *after registration—if the company passes a special resolution adopting a constitution.*
 - (2) *'The company may modify or repeal its constitution, or a provision of its constitution, by special resolution.'*
- 6 What this means is that not less than 75% of the members present at the Extraordinary General Meeting and entitled to vote under rule 5.5 of the constitution must vote in favour of Resolution 1 for the resolution to be adopted.

7 We note that the adoption of the Proposed Constitution (as currently drafted) is a two-step process, as it is subject to members approving by way of special resolution both Resolution 1 and Resolution 2.

Resolution #2: Variation of class rights

8 If Resolution 1 is not adopted then Resolution 2 is withdrawn as it becomes redundant.

9 The Board wishes to tidy up the membership structure of the Company by removing the postcode concept in rule 5.5 of the current constitution that either automatically entitles an ordinary member the right to vote or requires the ordinary member to elect each year whether to have the right to vote.

10 To achieve this, the Proposed Constitution entitles all ordinary members the right to one vote at a general meeting of members.

11 In addition, a new class of membership, being social membership, has been created. Social members are not afforded the right to vote at general meetings of the members, however, it is all ordinary members, regardless of the postcode within which they reside, have the right to vote.

12 Under section 246C(4) of the Corporations Act:

'If the rights of some members in a class of membership in a company without a share capital are varied:

(a) *the variation is taken to vary the rights of every other member who was in the class existing before the variation; and*

(b) *members who have the same rights after the variation form a separate class.'*

13 Therefore, the rights of the class of ordinary membership are varied.

14 Further, under section 246B(1) of the Corporations Act:

'If a company has a constitution that sets out the procedure for varying or cancelling, for a company without a share capital—rights of members in a class of members, those rights may be varied or cancelled only in accordance with the procedure.'

15 Rule 6.4 of the current constitution of the Company provides that:

'Whilst the Membership is divided into different classes, the rights attached to any class of Members may, whether or not the Company is being wound up, be varied by special resolution of Members.'

16 What this means is that:

(a) all members, including any members who have not elected to vote, must be permitted to vote on the variation; and

(b) not less than 75% of the members present at the Extraordinary General Meeting must vote in favour of Resolution 2 for the resolution to be adopted.

17 To that end, any member may attend the Extraordinary General Meeting and vote on Resolution 2, either in person or by proxy.

18 Importantly, if Resolution 2 is not adopted, the Proposed Constitution as drafted cannot be adopted as the variation in class rights of ordinary members cannot be made.