



M.C.Y.S

Notice of Annual General Meeting 2024

Notice is hereby given of the **Annual General Meeting** ("AGM") of the Martha Cove Yacht Squadron Inc., at **6.00pm on Friday 19 July 2024 at Stella's Dromana Hotel 151 Point Nepean Hotel, Dromana Victoria 3936**

Agenda

1. Welcome by Commodore MCYS Inc.
2. Apologies
3. **SPECIAL RESOLUTION** to amend the Constitution - NOTICE is given of a proposed special Resolution to amend to the Constitution to give the "spouse or partner" of a senior member who is part of a Family Membership under 4.6.2. voting rights. - See attached Memorandum headed "Amendments to Constitution".
4. AGM Minutes dated 21 July 2023
5. 2023/2024 Financial Statements
6. Reports
7. Election of **Officers**: Pursuant to the Constitution, the positions of Vice Commodore and Secretary are open for election upon casual vacancies and for up to 6 General Committee members the current terms being due to end at this 2024 AGM. The constitution provides for up to 6 Members (x6) including up to two Intermediate Members (x2).
8. Nominations from the floor will be called for if there are vacancies following the elections.
9. The Commodore will then call for expressions of interest for sub-committees:
 - Social
 - Power Boat
 - Sailing
10. General Business
11. Meeting Close

Please note: Notice of any proposed **General Business** must be received by the **Commodore**, **no later than 5pm Thursday 11 July 2024**, via the contact details below.

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MEMORANDUM ATTACHED TO THE 2024 NOTICE OF AGM

SPECIAL RESOLUTION FOR ALTERATION of the CONSTITUTION

Currently, the only members entitled to vote at an AGM pursuant to clause 8.18.1 are "voting members" as defined in the constitution.

The General Committee has determined that "Spouse or Partner" members making up a Family Membership should also be entitled to vote.

NOTICE is given of a proposed special Resolution to amend to the Constitution to give the "spouse or partner" of a senior member who is part of a Family Membership under 4.6.2. voting rights.

To bring this about, the constitution needs to be altered. The Constitution provides:

21.3 Alteration

This constitution may only be altered by special resolution at a General Meeting.

Currently, a Family Membership is defined in the Constitution as:

4.6.2 Family Membership

(a) A Family Membership consists of one (1) Senior Member and one (1) Affiliate (Spouse or Partner) Member;

Voting Members (those members who have a vote at the AGM are defined as:

9.6.2 Voting Members

Only Members of the following classes of Membership have a voting right under 9.1(a) and (b) hereof:

- (a) Life Members;*
- (b) Senior Members;*
- (c) Intermediate Members.*

There is an error by way of a misdescription in the Constitution – where the reference to clauses 9.1(a) and (b) in clause 9.6.2 is incorrect. Those clauses do not exist, and the reference should be to clause 8.18.1 which effectively defines who may vote, namely "Voting Members".

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There is also an error by way of misdescription in Clause 8.18.1 where it refers to "...under clause 11 hereof". Clause 11 is all about the Treasurer. The reference should be to clause 9.6.2.

To clean up these errors by way of misdescriptions, and to amend the constitution so that a "spouse or partner" in a Family Membership has a vote, the following needs to be done:

1. Alter by way of amendment to clause 8.18.1 so that the reference to clause 11 therein is amended to be a reference to clause 9.6.2; and
2. Alter by way of amendment to clause 9.6.2 so that the reference to clause 9.1 (a) and (b) is amended to be a reference to clause 8.18.1; and
3. Alter by way of amendment to clause 9.6.2 by adding after sub-clause (c), the following:
 - d. The spouse or partner of a Senior member in a Family Membership as defined in this Constitution.

The end result is that the "spouse or partner" in a Family Membership will also have the right to vote.