



THE ROYAL YACHT CLUB OF TASMANIA (ACN 009 585 059)

EXPLANATORY MEMORANDUM

1. PURPOSE OF THIS MEMORANDUM

- 1.1 The Directors of The Royal Yacht Club of Tasmania (ACN 009 585 059) (“**the Company**”) propose that the Constitution of the Company be amended to enable the Company to move towards contemporary standards of recommended good governance relating to the rights of Members, including the composition of the Board of Directors (“**the Amendments**”).
- 1.2 The purpose of this memorandum is to inform and explain to Members the proposed Amendments.
- 1.3 It is important that this Explanatory Memorandum is read in conjunction with:
- (a) Background Notes regarding proposed changes
 - (b) The Replacement Constitution (both a “track-changed” version showing the amendments made to the current Constitution dated 23rd July 2015 and a “clean version” dated 26th July 2024 showing all amendments as accepted),
- which are held and available on the Company’s website (<https://ryct.org.au>) and available in hard copy form at the Club House located at 15 Marieville Esplanade, Sandy Bay in Tasmania 7005.
- 1.4 In relation to the Replacement Constitution, the Amendments are limited to Section 2.4.

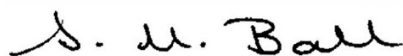
2. DIRECTORS’ RECOMMENDATION

- 2.1 For the following reasons, the Directors recommend that the Members vote in favour of adopting the Replacement Constitution:
- (a) To meet contemporary standards of good governance
 - (b) To provide the greatest opportunity for diversity of skills, experience, views, and thought on the Board, contributing to better decision-making by the Board on behalf of Club Members and
 - (c) To enable the Board to better reflect the membership demographics of the Club, while continuing to meet the Objectives of the Company as defined in the constitution

3. PROCEDURE TO ADOPT THE REPLACEMENT CONSTITUTION

- 3.1 The amendments to the Constitution have the effect of varying the rights of Members within the following Membership Classes (including associated “Family Members”):
- (a) Associate;
 - (b) Associated;
 - (c) Crew; or
 - (d) Social.
- 3.2 The *Corporations Act 2001* (Cth) sets out the specific legal requirements to approve such a variation (“**the Legal Requirements**”).
- 3.3 To comply with the Legal Requirements, special resolutions approving the amendments to the Constitution must be passed by:
- (a) the Members in each relevant Membership Class at a meeting of that class; and
 - (b) all Members of the Company at the Annual General Meeting.
- 3.4 For this reason, the Meeting Notices provide for a meeting of each relevant Membership Class of the Company and the Annual General Meeting of the Company.

Dated this 2nd day of July 2024



SUE BALL ACCM

Company Secretary

By order of the Board of Directors