



2022 Annual General Meeting

University of Queensland Rugby Football Club Incorporated

Association Number IA03690

Dear Member,

This is to advise you of the upcoming 2022 Annual General Meeting (**AGM**) of the members of the University of Queensland Rugby Football Club Incorporated (**Club**).

The details of the AGM are as follows:

Date:	Monday 14 March 2022
Time:	6:30pm (Brisbane time)
Place:	<i>Join us in person at:</i> University of Queensland Rugby Football Club Clubhouse, Sir William MacGregor Drive, St Lucia Qld 4067 <i>Or vote via proxy form</i>

Attendance at the AGM and voting

If you are unable to attend the AGM but wish to vote on any of the resolutions, you are encouraged to complete and return the attached Proxy Form. Please complete the 'voting directions' section OR the 'appoint a proxy' section on the Proxy Form to ensure your vote is valid.

For members who attend the meeting in person, the Chair intends to call a poll on each of the resolutions proposed at the meeting.

Meeting materials and conduct

Included in the Notice of Meeting are the following:

- an Agenda;
- Explanatory Notes and Voting Notes;
- Attachment 1 - proposed amended Club constitution with the amendments marked up;
- Attachment 2 - a proxy appointment form; and
- Attachment 3 - declaration for election to a management committee.

At the meeting, the following documents will be tabled and received:

- the minutes of the 2021 annual general meeting;
- the 2021 Club Committee report;
- the auditor's report for the financial year ended 30 September 2021;
- the 2021 annual financial statements; and
- the proposed amended Club constitution, which is the subject of Resolution 3 to be put to members at the AGM.

At the meeting, members will have the opportunity to:

- learn and ask questions about the Club's operations and finances;
- speak about any items on the notice of meeting;
- elect members of the Club Committee; and
- vote on any resolution proposed.

All the Club Committee positions will be declared vacant at the AGM. The positions which will become vacant and to be filled are:

- Patron;
- President;
- Deputy President;
- Honorary Treasurer; and
- At least five (5) and up to ten (10) Committee members.

In relation to these Club Committee positions, nomination forms must be received either by emailing to Jason Greenhalgh at jason@uqrugbyclub.com or mailing to the Club's postal address by 6.30pm on Thursday 10 March 2022. More than 50% of the members of the Club Committee must be UQ Qualified Persons. Nominations for these elected positions shall be in writing and signed by two members of the Club and by the Nominee. In addition, you must fill in and sign the 'Declaration for Election to a Management Committee' form that is required under the *Associations Incorporation Act 1981 (Qld)*.

A notice of all the candidates will be circulated by email.

How to submit your vote in advance of the meeting

Please RSVP or send your completed proxy form to the General Manager, Jason Greenhalgh at jason@uqrugbyclub.com or the Club Secretary, Ian Grambower, by email at ig@metroll.com.au or by post to the Club's address. To be valid, your completed proxy form must be received by the Club by 6.30pm (Brisbane time) on Saturday, 12 March 2022.

Instructions on how to appoint a proxy are set out in the Voting Notes section of the Notice of Meeting.

Kind Regards



Mr Michael Zaicek
Chair, University of Queensland Rugby Football Club Incorporated



2022 Annual General Meeting
University of Queensland Rugby Football Club Incorporated
IA03690

NOTICE OF MEETING

That the AGM for the University of Queensland Rugby Football Club Incorporated will be held:

Date:	Monday 14 March 2022
Time:	6.30pm (Brisbane time)
Place:	<i>Join us in person at:</i> University of Queensland Rugby Football Club Incorporated, Sir William MacGregor Drive, St Lucia Qld 4067 <i>Or vote via proxy form</i>

AGENDA

1. Declare proxies in favour of Chair
2. Declare whether a quorum (twice number of Club Committee members plus 1) is present
3. Apologies
4. Minutes of previous Annual General Meeting
5. Matters arising from the Minutes
6. Receiving Club Committee report for financial year ended 30 September 2021
7. Receiving Accounts
8. Auditors report
9. Election of the following:
 - a. Patron
 - b. President,
 - c. Deputy President,
 - d. Honorary Treasurer,
 - e. At least five (5) and up to ten (10) Committee members.
10. Resolution: Amendment of Club Constitution
11. Appointment of 2022 Auditor
12. General Business

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of the University of Queensland Rugby Football Club **Inc.** will be held:

Date:	Monday 14 March 2022
Time:	6:30pm (Brisbane time)
Place:	<i>Join us in person at:</i> University of Queensland Rugby Football Club Clubhouse, Sir William MacGregor Drive, St Lucia Qld 4067 <i>Or vote via proxy form</i>

BUSINESS OF THE MEETING

ORDINARY BUSINESS

1. Accounts

To receive and consider the Club Committee Report, Financial Statements and Auditor's Report for the Club for the financial year ended 30 September 2021.

Note: There is no requirement for members to approve the financial statements and reports.

2. Ordinary Resolutions - Election of Club Committee and Patron

To elect the following vacant Club Committee positions:

- Patron;
- President;
- Deputy President;
- Honorary Treasurer; and
- At least five (5) and up to ten (10) Committee members.

SPECIAL BUSINESS

3. Special Resolution – Amendment of Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That for the purposes of section 48 of the Associations Incorporation Act 1981 (Qld), and for all other purposes, with effect from the date of this resolution, the constitution of University of Queensland Rugby Football Club Incorporated be amended as per the marked up version of the constitution set out in Attachment 2 to this Notice of Meeting."

Additional Information

The Explanatory Notes and Voting Notes sections of this Notice of Meeting provide further information on each of the items of business and voting entitlements and methods.

The Club encourages Members to participate in the meeting and submit questions in relation to the business of the meeting. Votes will need to be cast by proxy if you are unable to attend the meeting.

BY ORDER OF THE CLUB COMMITTEE

DATED 28th February 2022



Mr Michael Zaicek

President, University of Queensland Rugby Football Club Incorporated

EXPLANATORY NOTES

The following Explanatory Notes have been prepared for the information of Members in relation to the business to be conducted at the Club's 2022 Annual General Meeting.

Item 1 – Accounts

The 2021 Club Committee Report, financial statements and Auditor's Report for the financial year ended 30 September 2021 will be tabled at the meeting.

There is no requirement for members to approve the Club Committee Report, financial statements or the Auditor's Report. The Chair of the meeting will, however, allow a reasonable opportunity at the meeting for Members to ask questions in relation to the reports and in relation to the finances and operations of the Club.

The Club's auditor will also attend the meeting to answer questions in relation to the conduct of the audit (including the independence of the auditor), the preparation and content of the auditor's report and the accounting policies adopted by the Club. Members may also submit questions in advance of the meeting in accordance with the instructions in the Voting Notes section of this notice.

Item 2 – Ordinary Resolutions - Election of Club Committee

All the Club Committee positions will be declared vacant at the AGM. The positions which will become vacant and to be filled are:

- Patron;
- President;
- Deputy President;
- Honorary Treasurer; and
- At least five (5) and up to ten (10) Committee members.

You are encouraged to consider standing for nomination for a position with the Club Committee. Nomination forms must be received either by emailing to Jason Greenhalgh at jason@uqrugbyclub.com or mailing to the Club's postal address by Thursday 10 March 2022. More than 50% of the members of the Club Committee must be UQ Qualified Persons. Nominations for these elected positions shall be in writing and signed by two Members of the Club and by the Nominee. In addition, you must fill in and sign the 'Declaration for Election to a Management Committee' form that is required under the *Associations Incorporation Act 1981* (Qld).

A notice of all the candidates will be circulated by email.

Item 3 - Special Resolution – Amendments to constitution

Section 48 of the *Associations Incorporation Act 1981* (Qld) states that an incorporated association may modify or repeal its constitution, or a provision of its constitution, by special resolution. A special resolution is passed if at least 75% of the members of the Company attending the general meeting and entitled to vote on the special resolution, vote in favour of the special resolution.

The Club Committee is seeking to update and amend the constitution of the Club, in order to modernise it for present day matters. The relevant amendments are marked up in the document set out in Attachment 1.

The members of the Club Committee unanimously recommend that you vote in favour of the resolution amending the constitution.

VOTING NOTES:

No online voting	Online voting is not available for the 2022 AGM. Members must either: (a) vote in person at the AGM; or (b) return a completed proxy form as per the 'Proxies - Lodgement' guidelines below.
Who may vote	Persons whose names are set out in the register of members of the Club (Members) as at the time of the meeting are entitled to attend and vote at the meeting convened by this notice.
Voting by poll	For those Members who attend the meeting in person, the Chair intends to call a poll on each of the resolutions proposed at the meeting.
Proxies - Appointment	A Member of the Club who is entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the Member at the meeting.
Proxies - Lodgement	To be valid, a completed proxy form must be received by the Club by 6.30pm (Brisbane time) on Saturday, 12 March 2022. Proxies may be submitted: (a) by post addressed to, or delivery to, the Club at University of Queensland Rugby Football Club Clubhouse, Sir William MacGregor Drive, St Lucia Qld 4067; or (b) by email to the General Manager at jason@uqrugbyclub.com ; or (c) by email to the Company Secretary at ig@metroll.com.au A proxy appointment must be signed by the appointing Member. The proxy appointment form is attached to this notice of meeting. The Chair intends to vote all undirected proxies in favour of all resolutions.
Body corporate representative	A Member of the Club who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Member of the Club entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with: (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.
Technical difficulties	Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising discretion, the Chair will have regard to the number of Members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

Attachment 1 - Amended Constitution

See attached

Attachment 2 - Proxy Form

**University of Queensland Rugby Football Club
Incorporated
2022 Annual General Meeting**

The Club Secretary
University of Queensland Rugby Football Club Incorporated
Sir William Macgregor Dr, St Lucia, Qld 4067
Email: jason@uqrugbyclub.com

STEP ONE: APPOINT A PROXY

University of Queensland Rugby Football Club Inc.

I, _____ of _____ being a Member of the above named Club, hereby appoint

_____ of _____

or failing him/her, the Chairman

_____ of _____

as my proxy to vote for me on my behalf at the next/every general meeting of the Club, and at any adjournment thereof.

STEP TWO: VOTING DIRECTIONS

Voting directions to your proxy - please mark to indicate your directions

Item 3 - Special Resolution – Amendments to constitution

For	Against	Abstain

Notes:

If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your vote will not be counted in computing the required majority.

The Chair of the Meeting intends to vote undirected proxies in favour of the above resolution.

STEP THREE: SIGNATURE OF MEMBER - THIS MUST BE COMPLETED

Signature: _____

Date: _____ 2022

Attachment 3 - Declaration for Election to a Management Committee

***Declaration for Election to a Management Committee
as per Section 61A of the Associations Incorporation Act 1981***

I, (please print full name),
who currently resides at
(please print full home address)

declare that I meet all requirements for eligibility for election to a Management Committee as per Section 61A of the *Association Incorporations Act 1981* as set out below:

Eligibility for election to a management committee

61A.(1) A person is not eligible to be elected as a member of an incorporated association's management committee if:

- (a) the person has been convicted-
 - (i) on indictment; or
 - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; and
- (b) the rehabilitation period in relation to the conviction has not expired.

(1A) Also, a person is not eligible to be elected as a member of an incorporated association's management committee if-

- (a) under the *Bankruptcy Act 1966* (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
- (b) the person has executed a deed of arrangement under the *Bankruptcy Act 1966* (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
- (c) the person's creditors have accepted a composition under the *Bankruptcy Act 1966* (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.

(2) In this section-
"rehabilitation period" has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.

Signed:..... Dated:.....