Western Districts Rugby Football Club Limited

Take Notice that the forty fifth Annual General Meeting of
Western Districts Rugby Football Club Limited (WDRFCL)
will be held at the Clubhouse, Sylvan Road Toowong
on Sunday the 2nd day of December 2018 commencing at 4.00 pm.

The business of the meeting will be:

(a) To approve the Minutes of the Annual General Meeting held on 16 December 2017
(b) To consider any business arising from the Minutes
(c) To receive the President's Annual Report
(d) To consider any matters arising from the President's Annual Report
(e) To receive the Treasurer's Report and Financial Statements
(f) To consider any matters arising from the Treasurer's Report and Financial Statements
(g) To consider a recommendation for the appointment of a Life Member
(h) To consider a Notice of Motion in the names of Tony Hawkins and Lyn Crowley to amend the Memorandum and Articles of Association (see Note 1)
(i) To consider a Notice of Motion in the names of Tony Hawkins and Lyn Crowley to incorporate an Association and to adopt proposed rules in accordance with the provisions of the Associations Incorporation Act 1981 (see Note 2)
(j) To consider a Notice of Motion in the names of Tony Hawkins and Lyn Crowley to appoint Gregory Anthony Shaw to prepare and make application for the incorporation of an association to be known as Wests Bulldogs Rugby Club Inc under the provisions of the Associations Incorporation Act 1981 (see Note 3)
(k) To appoint an Auditor for the year ending 30 September 2019
(l) To elect the office bearers of WDRFCL (see Note 4)
(m) To elect the interim office bearers for the Incorporated Association (see Note 5)

Note 1

The Notice of Motion to be moved by Tony Hawkins and Lyn Crowley (Item (h) of the Agenda) reads as follows:

> "That the Memorandum and Articles of Association be amended by deleting all the Clauses and Articles thereof in their entirety and in lieu thereof adopting Clauses 1- 109 of the document, a copy of which is delivered herewith, as the Constitution of the club".

NB Copies of the existing Memorandum and Articles of Association and the proposed Constitution appear on the Club website at www.westsbulldogsrugby.com.au/aboutus/memorandumandarticles and www.westsbulldogsrugby.com.au/aboutus/proposedconstitution respectively and are available for perusal and copying, if required, at the Clubhouse office. The Explanatory Memorandum herewith provides background and explanation for the proposed change.

Note 2

The Notice of Motion to be moved by Tony Hawkins and Lyn Crowley (Item (i) of the Agenda) is in two parts to be moved and considered separately and reads as follows:

Part (a) *"That an Association to be known as Wests Bulldogs Rugby Club Inc be incorporated under the provisions of the Associations Incorporation Act 1981."*

Part (b) *"That the rules numbered 1 -96, a copy of which is delivered herewith, be adopted as the proposed rules of Wests Bulldogs Rugby Club Inc".*

NB A copy of the proposed rules appears on the club website at www.westsbulldogsrugby.com.au/aboutus/proposedconstitution(WBRC) and is available for perusal and copying, if required, at the Clubhouse office. The Explanatory Memorandum herewith provides background and explanation for the proposed change.

Note 3

Section 7(1) of the Associations Incorporation Act 1981 provides that, after passing a resolution to incorporate under the Act, the Association must appoint an individual ("the appointed person") to prepare and make application for the Association to be incorporated. The following Motion is intended to comply with that requirement and reads as follows:

"That Gregory Anthony Shaw be appointed under Section 7(1) of the Associations Incorporation Act 1981 to prepare and make application for the incorporation of an association to be known as Wests Bulldogs Rugby Club Inc under the provisions of that Act ".

Note 4

Article 15 of the existing Articles of Association stipulates that there will be nine (9) Directors of the club, one (1) of whom shall be the President and at least four (4) of whom shall be playing members as defined in that Article. The proposed Constitution, which will be adopted if the resolution is passed, provides in Clause 25 that there will be not less than five (5) and not more than nine (9) Directors two (2) of whom shall be appointed by the *"Playing Club"* (Wests Bulldogs Rugby Club Inc). If the Motion to amend the existing Constitution is rejected, the following election of office bearers will be in accordance with the provisions of Article 15 thereof. If the Motion is passed, the election of office bearers will be in accordance with Clause 25 of the proposed Constitution. The notice calling for nominations for Directors therefore makes provision for the two (2) alternative Boards and consequent elections.

Note 5

Section 8 of the Associations Incorporation Act 1981 provides that after passing incorporation resolutions (Agenda item (i) and Note 2) the association must also elect a President and Treasurer for the association and may also elect a secretary and other officers. Section 13 of the proposed Constitution of the Association provides that there shall be not less than five (5) and not more than nine (9) Directors at least two (2) of whom shall be appointed by the *"Holding Club"* ie Western Districts Rugby Football Club Limited. If the Motion to incorporate the Association is passed, it will be necessary to elect the President and Treasurer and the meeting may also choose to elect other office bearers. The Notice calling for nominations for all those provisions is worded accordingly.