



University of Technology Sydney Australian Football Club

Established 2000



NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL RESOLUTIONS

20 September 2021

1. Notice of Annual General Meeting

Notice is hereby given that the 2021 Annual General Meeting (**AGM**) of the members of University of Technology Sydney Australian Football Club (**UTSAFC**) will be held on Monday 25th October 2021 at 6:30pm (Sydney time) via Zoom.

Date: Monday, 25 October 2021

Time: 6:30pm (Sydney time)

Venue: Given current uncertainty regarding venue capacity limits – the AGM will be held virtually via Zoom. We encourage all members to join. Please register your interest via zoom [here: https://ords-au.zoom.us/meeting/register/tJ0vdOupqTwiHNVT4pkyVzZNJDhGtidyXnmT](https://ords-au.zoom.us/meeting/register/tJ0vdOupqTwiHNVT4pkyVzZNJDhGtidyXnmT)

The AGM will conduct the following business:

- a) Receiving and considering the financial statements of the company for the financial year ended 2021.
- b) Receiving and considering the President's report.
- c) Receiving and considering the audit report.
- d) Election of the Executive Committee for 2022.
- e) Propose two motions as Special Resolutions.

Relevant supporting documentation including the meeting agenda and portfolio reports will be distributed no later than 72 hours prior to the Meeting.

Please forward any items for discussion to the Club Secretary, Damien Menzies (info@utsafc.com.au) by Monday, 18 October 2021 for inclusion in the agenda.

2. Notice of Special Resolutions

Notice is hereby given pursuant to the UTSAFC Constitution and the *Associations Incorporation Act 2009* (NSW), that at the upcoming AGM, it is intended that the following motions be proposed as a **special resolution**:

2.1 Special Resolution 1

THAT the members of UTS Australian Football Club (**UTSAFC**) resolve to:

- a) repeal the current Constitution (**Current Constitution**) of the University of Technology Sydney Australian Football Club (**UTSAFC**); and
- b) adopt the proposed new Constitution (**New Constitution**) attached to the notice of the meeting of the members of the UTSAFC, as the Constitution of the UTSAFC.

[Attached is the proposed New Constitution \(click here and the PDF attachment will open in a new window\) http://utsafc.com.au/wp-content/uploads/2021/09/UTS-AFC-Constitution-FINAL-15092021.pdf](http://utsafc.com.au/wp-content/uploads/2021/09/UTS-AFC-Constitution-FINAL-15092021.pdf)

Explanatory Notes:

By way of summary, the UTSAFC Executive Committee is proposing to adopt the New Constitution in order to, amongst other things:

- Ensure compliance with the University of Technology Sydney's governance requirements for affiliated sports clubs;
- Refresh the contents to more accurately reflect a constitution suitable for an AFL Sydney Premier Division Football club, the current size of UTSAFC and proposed incorporation;
- Provide a more relevant constitution reflecting the amalgamation of the UTS Bats and UTS Shamrocks AFL clubs, including the club objects with respect to both male and female AFL;
- Vary the Financial Year of UTSAFC to align to historical and current practice (i.e. 1 October to 30 September);
- Clarify the composition and election of the Executive Committee;
- Outline that there must be one (1) female and one (1) male elected as either president or vice president as per current practice;
- Allow the UTSAFC to apply to become an incorporate entity and therefore eligible for certain grants and funding; and
- Correct previous minor drafting issues or anomalies.

2.2 Special Resolution 2

THAT, pursuant to the Constitution and clause 6 of the Associations Incorporation Act 2009 (NSW), the members of UTS Australian Football Club (**UTSAFC**) resolve to:

- a) incorporate the 'UTS Australian Football Club' under the Associations Incorporation Act 2009 (NSW); and
- b) that the Executive Committee, be authorised to take the necessary steps to process the application with NSW Fair Trading with the New Constitution.

Explanatory Notes:

By way of summary, UTSAFC is proposing to become an incorporated association to provide the Club with a legal identity distinct from its members, therefore relieving the members of the Executive Committee and the club from liability for authorised acts of the club.

Incorporation will provide legal protection for UTSAFC and its members; however, it does not prevent actions for negligence against individuals. There are a number of risks if the club is not incorporated. Additionally, the benefits of being incorporated are significant. For example, UTSAFC will be provided access to apply for significant grants to assist with funding the clubs operation above what it is currently entitled to.

A reminder that only full and life members can vote at the AGM but we warmly invite everyone to attend.

Further information about Special Resolutions:

Under the *Associations Incorporation Act 2009 (NSW)*, a special resolution is required to change the constitution of an association and for an unincorporated association seeking to become registered as an incorporated association. For a special resolution to be valid, the special resolution must be passed by at least 75% of the votes cast by members of the association who are entitled to vote (whether by members present at the AGM or by proxy).

3. Proxy Voting Form

We warmly invite you to attend the AGM but understand that current public health orders and restrictions regarding COVID-19 will prevent a physical AGM from taking place this year. As such, the AGM will be held via Zoom and you are invited to register your interest here <https://ords-au.zoom.us/meeting/register/tJ0vdOupgTwjHNVT4pkyVzZNJDhGtidyXnmT>. If you cannot attend, you may cast your vote on the above special resolution by appointing a proxy to vote on your behalf in writing to the UTS AFC Secretary. A proxy must be a Member who is entitled in their own right to vote at a general meeting of the UTS AFC.

If a member is entitled to cast 2 or more votes, the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Kind regards,

Damien Menzies
UTS AFC Secretary