



Wanderers Rugby Football Club Incorporated

Established 1924

ABN 66 110 753 900

P.O. Box 519, NEWCASTLE 2300

www.wanderersrugby.com.au

Notice of Special General Meeting & Annual General Meeting 2010

Date: 8 November 2010

Dear Member

Special General Meeting & Annual General Meeting – 12 December 2010

In accordance with Clause 9.3.1 of the Club's Constitution, Members should note that there is a Special General Meeting to be held at 3pm on Sunday 12 December 2010 at Wanderers Club House, No 2 Sports Ground, Parry St, Newcastle. Registration will commence at 2:30pm.

I also have pleasure in inviting you to the Annual General Meeting of Wanderers RFC Incorporated ("Wanderers RFC") to be held immediately after the Special General Meeting on Sunday 12 December 2010.

The business to be considered at the Special General Meeting and Annual General Meeting is set out below. The Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum which contains information relating to the following special resolutions.

By order of the Committee

Samantha Brooks
Secretary

NOTICE OF SPECIAL GENERAL MEETING & ANNUAL GENERAL MEETING

The Special General Meeting of Wanderers RFC Incorporated ("the Club") will be held at Wanderers Club House, No 2 Sports Ground, Parry St, Newcastle on Sunday, 12 December 2010 at 3pm. Registration will commence at 2:30pm. The Annual General Meeting will commence immediately after the Special General Meeting.

Annual General Meeting Ordinary Business

- Attendance / Apologies
- Confirmation of last preceding Annual General Meeting Minutes 6 December 2009.
- Receive and consider from the Committee the Annual Report and Balance Sheet duly audited of the activities of the Club during the last preceding financial year.
- Election of Committee
To elect Office Bearers and Board Members of the Committee in accordance with Article 8.3 of the Club's Constitution.
- Election of Club Patron
To elect a Club Patron in accordance with Clause 7.2.1 of the Club's Constitution. Resolution to be proposed:
That Morgan Jones, being eligible, offers himself for re-election to the position of Club Patron.
- Appointment of Honorary Officers of the Club.
To appoint the Medical Officer and Solicitor as Honorary Officers of the Club in accordance with Clause 9.2.1.3 of the Club's Constitution. Members should note that a separate resolution will be put to the meeting in relation to each of the candidates. Resolution to be proposed:
 - That Dr Jon Kochanski, being eligible, offers himself for re-election to the position of Honorary Medical Officer.
 - That Mr Greg Guest, being eligible, offers himself for re-election to the position of Honorary Solicitor.

Special Business

- Election of Glenn Turner as a Life Member
To consider and if thought fit pass the following as a special resolution:
"To confer the title of Life Member on Glenn Turner"

By order of the Committee

Voting

For the purposes of voting at the meeting, the Committee have determined for individuals nominated on the Club's register of members as listed on RugbyNet that in accordance with Clause 7.8.2 of the Club's Articles of Association have failed to pay the annual subscription on or before the 1st May (the "due date") in each year shall not be entitled to vote. The entitlement of members to vote at the meeting will be determined by reference to that list.

Questions and Comments

In accordance with the Club's past practice a reasonable opportunity will be given to members at the meeting to ask questions or to comment on tabled reports and the management and operations of the Wanderers RFC.

Explanatory Notes

Item 3 – Confirmation of last preceding Annual General Meeting Minutes 6 December 2009.

A copy of the 2009 Annual General Meeting Minutes is available from the resource page of the Club web site at www.wanderersrugby.com.au.

Item 4 – Annual Report and Balance Sheet

Clause 9.2.1.3 of the Club's Constitution requires that the Annual Report and audited Balance sheet be laid before the annual general meeting.

A copy of the 2010 Annual Report is available from the resource page of the Club web site at www.wanderersrugby.com.au.

There is no requirement within the Club's Constitution that these reports be voted on, approved or adopted. However, in accordance with the Club's past practice a reasonable opportunity will be provided to raise questions on these reports at the meeting.

Special General Meeting

Item 1 – Proposed Amendments to Club Constitution

Following confirmation of the Special General Meeting Minutes discussion will take place regarding proposed amendment of the Club's Constitution to better reflect the prevailing nature of Club operations.

Explanatory Memorandum- Why are Members being asked to approve a new constitution?

The Constitution is a living document and the Committee believes that it should continue to evolve to meet the membership needs and a governance structure that is contemporary and relevant.

Key Proposed Changes

The key proposed changes in the new constitution:

- Change of Name to Newcastle Wanderers Rugby Club: The Club aims to better identify its links to Newcastle to better utilize current technology to market itself locally, statewide and globally. The change of name will better enable interested parties who wish to take up membership or correspond with the Club to locate us using existing technology.
- Club Brand: The Club is wishing to include its branding in its Constitution to provide greater protection for its products.
- Member Classes: The Club wishes to simplify the classes of membership by reducing the number of classes of memberships. The Club also wishes to reduce the time period for eligibility for Life Membership to recognize that outstanding contribution to the Club should be the primary focus of the award, rather than lengthy membership. Additionally the Club wishes to provide greater protection of its brand in respect of affiliated members.
- Discipline of Members: The Club wishes to confirm that a breach of the Rules may be subject to disciplinary action and that there is no requirement for the breach to be persistent.
- Constitution of Committee: Should include Immediate Past President
- Election of Committee: Primarily should be in writing and supported by 2 members.
- Duties of Committee: The Club wishes to incorporate some limited performance criteria for Committee members in the Constitution which previously resided in the By Laws.

NOTICE OF SPECIAL GENERAL MEETING & ANNUAL GENERAL MEETING

Why is there only one resolution?

This is an entirely new constitution. When looking to introduce a new constitution, it is not practical or consistent with good corporate practice to vote on each difference between the old and new constitutions on a clause by clause basis as it would require numerous resolutions. Therefore, Members are being asked to vote on one resolution to approve the proposed constitution as a whole.

What other changes have been made?

We have only set out in this Notice what we consider to be the most significant changes in the Constitution.

The entire Constitution has been rewritten, with a focus on making it easier to read by re-arranging the clauses and altering the formatting.

Where can I get a copy of the Constitution?

You can download a copy of the new Constitution at the Wanderers Rugby Website at www.wanderersrugby.com.au. A copy of the new Constitution will also be available for inspection at the meeting.

What voting majority is required for the resolution to adopt the new constitution?

The resolution to adopt the new Constitution is a special resolution and must be passed by 75% of the votes cast by Members entitled to vote on it.

When will the new Constitution take effect?

If the special resolution to adopt the Constitution is passed by Members, it will take effect on 1 January 2011.

Samantha Brooks
Secretary
Date: 8 November 2010