



# The Rugby Club Foundation

Dear fellow Member.

**THE RUGBY CLUB FOUNDATION LIMITED  
2018 ANNUAL GENERAL MEETING – FRIDAY 16 NOVEMBER 2018**

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We enclose **Notice of the 2018 Annual General Meeting of The Rugby Club Foundation Limited (Foundation)**.

The Annual General Meeting will take place at **10:30 am on Friday 16 November 2018 on the 5<sup>th</sup> Floor [Boardroom 5] of Sheraton on the Park, 161 Elizabeth Street, Sydney.**

The Annual General Meeting is being held at this time and venue so that it will immediately precede the Foundation's annual luncheon commencing at 12:00 noon for 12:30 pm at Tattersalls Club, 181 Elizabeth Street, Sydney.

### **'Sharing the Spirit of the Game'**

The Board of the Foundation continues to pursue both the Foundation's new strategic vision of **'Sharing the Spirit of the Game'** and its primary object, namely *"to encourage the sport of Rugby in the State of New South Wales and elsewhere and especially at grade, suburban, country, women's, junior and school levels"*.

The rationale for formulating and implementing the new strategic vision and primary object, the actions associated with the transition of The Rugby Club from being a licensed club to a foundation and the factors taken into consideration in establishing the Foundation have been comprehensively explained in Information Memoranda previously circulated to the Members.

The Board recognises that the Members of the Foundation remain first and foremost amongst the key Rugby stakeholders with whom it must engage in relation to the future strategies and programs being implemented by the Foundation. However, the Board also recognises that it must continue to engage on a proactive basis with the Rugby community in general and with the administrators of the game.

Knowing that the Foundation's key Rugby stakeholders are genuinely interested in the objectives and activities being pursued by the Foundation, the Board believes that by connecting and communicating with them those stakeholders can play an integral role in, and

have a positive impact upon, the successful outcome of the strategies and programs which the Board and its Committees are striving to implement for the benefit of grassroots Rugby.

The Board looks forward to sharing more stories of the Foundation's grassroots Rugby partnerships with its Members and the wider Rugby community. Members of the Foundation should recognise that they fulfil an integral role in supporting grassroots Rugby by actively participating in Foundation events. Furthermore, in promoting good fellowship amongst players of, and persons interested in, the game the Foundation is better equipped to achieve its objectives in a sustainable and measurable manner.

### **Minutes of 2017 Annual General Meeting**

Item 2 of the Agenda for the 2018 Annual General Meeting relates to the adoption of the Minutes of the 2017 Annual General Meeting held on 27 November 2017.

Should any member require those Minutes, copies will be available from the Foundation's office.

### **2018 Financial Report**

Item 3 of the Agenda for the 2018 Annual General Meeting relates to the adoption of the 2018 Financial Report of The Rugby Club Foundation Limited for the period 1 July 2017 to 30 June 2018. The Financial Report will contain the Financial Statements, the Directors' Report and the Auditor's Report for that period.

The Board is currently finalising the 2018 Financial Report in consultation with the Foundation's Auditor and professional advisers.

Once it has been finalised, the 2018 Financial Report will be lodged with ASIC and disseminated to the Members.

Section 316A of the *Corporations Act 2001* allows a company in the nature of the Foundation to only send its financial reports to those Members who elect to receive a printed copy of the financial reports.

The 2018 Financial Report will therefore be published on the Foundation's website so that all Members may then download a copy at:

[www.rugbyclub.com.au/annual-reports](http://www.rugbyclub.com.au/annual-reports)

Any Member who wishes to receive a printed copy of the 2018 Financial Report must lodge a written request for same with The Rugby Club Foundation Limited via mail to Level 8, 65 York Street, Sydney NSW 2000 or email to [admin@rugbyclub.com.au](mailto:admin@rugbyclub.com.au). Alternatively, hard copies will be available from the Foundation's office [Level 8, 65 York Street, Sydney] upon request.

## Information Memorandum to Members

It is presently proposed that an Information Memorandum regarding, inter alia, the implementation of the Foundation's strategic vision of 'Sharing the Spirit of the Game', the Foundation's investment and financial planning strategy and the Foundation's grants protocols will be distributed to the Members prior to the 2018 Annual General Meeting.

## Election of Board of Directors

In accordance with the Constitution of The Rugby Club Foundation Limited the Board of Directors will be elected at the 2018 Annual General Meeting for a term commencing at the conclusion of that meeting and ending at the close of the 2019 Annual General Meeting.

Please note that Rule 9(e) of the Constitution (which Rule was introduced pursuant to a Special Resolution passed at the General Meeting held on 14 June 2017) provides that any members who have joined the Foundation after 14 June 2017:

- (a) will have to be members for one (1) year before they are eligible to attend and vote at meetings or vote in the election of the Board; and
- (b) will have to be members for two (2) years before they can propose a member as a candidate for election to the Board or be nominated as a candidate for election to the Board.

Rule 59 of the Constitution provides that there must be a minimum of five (5) "Rugby Qualified" directors (as defined in Rule 1) elected to the Board of Directors.

A casual vacancy on the Board arose from the resignation of Tim Kelaher during 2018. Pursuant to its powers under the Constitution the Board has appointed Robert Bradley AM to fill that casual vacancy.

The current Board therefore comprises the following persons:

<i>President:</i>	Angus Bruxner
<i>Vice President:</i>	Peter Whittington
<i>Treasurer:</i>	Stirling Mortlock AM
<i>General Directors:</i>	Robert Bradley AM
	Stuart Dickinson
	Owen Finegan
	Adam Freier
	James Maxwell
	Paula Ward

I express my personal gratitude to our Vice President Peter Whittington, our Treasurer Stirling Mortlock and all other Directors for the diligent and professional manner in which they have continued to discharge their duties as members of the Board of the Foundation. I also wish to acknowledge that the Board and its various committees could not function

successfully without the support of the recommendations and advice which are so assiduously formulated by the Foundation's professional advisers.

Any Member who wishes to raise questions prior to the Annual General Meeting is requested to submit those questions in writing to the Secretary of the Foundation prior to **5:00 pm on Monday 12 November 2018**. Such questions must be submitted to the Foundation's office at Level 8, 65 York Street, Sydney or by email to [admin@rugbyclub.com.au](mailto:admin@rugbyclub.com.au).

The Board will welcome your attendance at the 2018 Annual General Meeting and, hopefully, also at the Annual Luncheon.

Yours in Rugby.

With kindest regards,

A handwritten signature in black ink, appearing to read 'Angus J Bruxner', with a long horizontal flourish extending to the right.

ANGUS J BRUXNER  
President

22 October 2018