



23 April 2021

Dear Member,

On behalf of the Directors of Special Olympics Australia (**SOA** or the **Company**), I am pleased to invite you to attend SOA's 2021 Annual General Meeting (**AGM** or **Meeting**). Enclosed is the Notice of Meeting setting out the business of the AGM.

SOA's 2021 AGM will be held online on **Saturday, 29 May 2021** commencing at 11:00am (Sydney time).

With the status of the COVID-19 pandemic the Board has elected to use technology for the delivery of our 2021 AGM online. This technology facilitates online Member participation and is a way to improve engagement and encourage participation, regardless of the locations of Members.

The Company is pleased to use technology to enable all Members to participate at the AGM online through Microsoft Teams with voting using the online platform at www.specialolympics.com.au. If you participate in the meeting online, you will be able to:

- view the AGM live;
- vote at the meeting; and
- ask online questions of the Board, Senior Management and SOA's auditor during the meeting.

Further details on how to do so will be set out in the Online Voting Guide that will be circulated separately. The Online Voting Guide will also be available on the Company's website at www.specialolympics.com.au. The Online Voting Guide will provide details and a step by step guide to successfully log in and navigate the site.

If you are unable to participate in the AGM via the online platform, I encourage you to:

- complete and return the enclosed Proxy Form no later than 11:00am (Sydney time) on Thursday, 27 May 2021 in one of the ways specified in the Notice of Meeting and Proxy Form;
- read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the "For" box, the "Against" box or the "Abstain" box on the Proxy Form; and
- if you have a question that you would like addressed to the Board or to our external auditor, PwC, please email your question to our Company Secretary, Mark Langan, at langan@companymatters.com.au by 5.00pm, Monday 24 May 2021.

Thank you for your continued support of SOA and I look forward to your participation and the opportunity to engage with you.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Cameron Brownjohn', with a horizontal line drawn through it.

Cameron Brownjohn
Chair
Special Olympics Australia



SPECIAL OLYMPICS AUSTRALIA
ACN 050 738 728

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of the Members of Special Olympics Australia (**SOA** or **the Company**) will be held:

Date: Saturday, 29 May 2021

Time: 11:00am (Sydney time)

Venue: Online by Microsoft Teams (an email meeting request will be forwarded to your SOA email address)

The Explanatory Memorandum accompanying this Notice of Meeting (**Notice**) provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and Proxy Form are part of this Notice.

BUSINESS OF THE MEETING

A. Consideration of Reports

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 31 December 2020.

A copy of the Annual Financial Report was circulated to Members with the Notice of AGM. Members can also view the Annual Financial Report for the year ended 31 December 2020 on the Company's website at www.specialolympics.com.au.

B. Questions and Comments

Following consideration of the Reports, the Chair will give Members attending the Meeting a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give Members an opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by Members that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions, if any, submitted by Members will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.



ITEMS FOR APPROVAL

RESOLUTIONS

1. Appointment of PwC as Auditor

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That PwC, in accordance with clause 110.1 (3) of the Company’s Constitution, is appointed Auditor of the Company.”

2. Fixing the Auditor’s Remuneration

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, in accordance with clause 110.1 (4) the remuneration of the Auditor be fixed at AUD\$25,000 plus GST for the year ending 31 December 2021.”

3. Election of Mr Jehad Rasheed as Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mr Jehad Rasheed, who was appointed a Director of the Company on 31 July 2019 and in accordance with clause 36.1 of the Company’s Constitution, is elected as a Director of the Company.”

4. Re-election of Mr Michael Hogan as Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mr Michael Hogan, who retires in accordance with clause 32.1 of the Company’s Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.”

5. Re-election of Mr Cameron Brownjohn as Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mr Cameron Brownjohn, who retires in accordance with clause 32.1 of the Company’s Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.”

6. Re-election of Ms Anna-Louise Kassulke as Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Ms Anna-Louise Kassulke, who retires in accordance with clause 32.1 of the Company’s Constitution, offers herself for re-election and being eligible, is re-elected as a Director of the Company.”

7. Re-election of Mr Shaun Fraser as Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:



“That Mr Shaun Fraser, who retires in accordance with clause 32.1 of the Company’s Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.”

8. To approve the adoption of the Constitution of Special Olympics Australia

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

“That, pursuant to and in accordance with sections 136 and 137 of the Corporations Act 2001 (Cth), the existing Constitution of Special Olympics Australia is repealed and the Constitution of Special Olympics Australia in the form as attached to this Notice of Meeting, is approved to take effect immediately.”

ITEMS FOR DISCUSSION

OTHER BUSINESS

Presentation by the Law Enforcement Torch Relay.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Mark Langan', written over a horizontal line.

Mark Langan
Company Secretary
23 April 2021



ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that persons who are Members of the Company as at 5:00pm (Sydney time) on Friday, 7 May 2021 will be entitled to attend and vote at the AGM as a Member. Each Member has one vote in accordance with the Constitution.

Voting by Proxy

If you are a Member entitled to attend and vote, you may appoint an individual as a proxy.

A proxy need not be a Member of the Company.

To be effective, the proxy must be in the form provided with this Notice of AGM and received by the Company Secretary no later than 11:00am (Sydney time) on Thursday, 27 May 2021. Proxies must be received before that time by one of the following methods:

By post: Special Olympics Australia
C/o Company Matters Pty Ltd
PO Box 20547
World Square NSW 2002
Australia

By facsimile: (02) 9287 0350

By delivery in person: Level 12
680 George Street
Sydney NSW 2000

Email to Company Secretary: langan@companymatters.com.au

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company in the manner stipulated above, no later than 11:00am (Sydney time) on Thursday, 27 May 2021 being 48 hours before the AGM.



EXPLANTORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Members of the Company in relation to the business to be conducted at the Company's AGM to be held at 11.00am on Saturday, 29 May 2021.

The purpose of this Explanatory Memorandum is to provide Members with information that is reasonably required to decide how to vote upon the resolutions.

Resolutions 1 to 7 to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Members entitled to vote on the resolution. Resolution 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Members present and entitled to vote on the resolution must be in favour of the resolution.

RESOLUTIONS

1. Appointment of PwC as Auditor

In accordance with clause 110.1 (3) of the Company's Constitution the Auditor can be appointed at every Annual General Meeting. The Corporations Act 2001, the Australian Charities and Not-for-profits Act 2012 and clause 114.1 of the Company's Constitution require the Company to appoint an Auditor.

2. Auditor's Remuneration

In accordance with clause 110.1 (4) of the Company's Constitution, the remuneration of the Auditor will be fixed at every Annual General Meeting. The Directors recommend that the remuneration of the auditor for the year ending 31 December 2021 be fixed at AUD\$25,000 plus GST which is consistent with the Auditors remuneration for the previous year.

Resolution 3 – Election of Director

Resolution 3 deals with the appointment of a Director. The Constitution allows for between 6 and 20 Directors. Currently 15 of those positions are filled. The composition of the Board is specifically set out in clause 31.1 of the Company's Constitution, which is as follows:

Composition of the Board

31.1 *The Board shall be constituted by:*

- (1) 1 Expert in Intellectual Disabilities nominated by the Nominations Committee;*
- (2) 1 Sports Expert nominated by the Nominations Committee;*
- (3) 1 current or former Special Olympics Athlete nominated by the Nominations Committee;*
- (4) 1 close family relation of a past or current Special Olympics Athlete nominated by the Nominations Committee; and*
- (5) up to 16 other directors nominated by the Nominations Committee.*

The positions described in 31.1(1) to (4) are currently filled. 5 of the current Directors are required to resign in accordance with the Constitution and are eligible for re-election. All of these Directors wish to stand for re-election and there are no other candidates nominated for these positions. Further information about the qualifications and experience of these Directors is available on Company's website.



3. Election of Mr Jihad Rasheed as Director.

Mr Rasheed was initially appointed a Director on 31 July 2019 and was due to stand for election at the 2020 AGM. Due to an error in the preparation of the 2020 Notice of AGM the election of Mr Rasheed's election was omitted. This created a defect in the appointment of Mr Rasheed following the 2020 AGM. Clause 38.1 of the Constitution states that "*The acts of a director or secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.*"

After seeking advice, it is recommended that the election of Mr Rasheed as Director be put to the 2021 AGM to correct the defect in his appointment as Director. This election at the 2021 AGM will not extend the 3-year term for a Director from the date of the 2020 AGM.

Accordingly, the resolution is as follows:

Mr Rasheed, who was appointed a Director of the Company on 31 July 2019 and in accordance with clause 36.1 of the Company's Constitution, is to be elected as a Director of the Company.

Resolutions 4 to 7 Re-election of directors

Resolution 4 to 7 deal with the re-election of Directors. The re-election of Directors is specifically set out in clauses 32.1 and 32.2 of the Company's Constitution, which is as follows:

"32.1 At each annual general meeting of the Company 1/3 of the directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3, retire from office but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the directors retiring from office."

"32.2 The director or directors to retire at an annual general meeting are those who have been longest in office since their election."

4. Re-election of Mr Michael Hogan as Director

In accordance with clause 32.1 and 32.2 of the Company's Constitution, Mr Michael Hogan having been longest in office since his election, retires and being eligible, offers himself for re-election as a Director of the Company.

Mr Hogan was originally appointed as a Director of the Company on 9 July 2012, and was elected at the 2013 Annual General Meeting and re-elected at the 2016 and 2019 Annual General Meetings.

5. Re-election of Mr Cameron Brownjohn as Director

In accordance with clause 32.1 of the Company's Constitution, Mr Cameron Brownjohn having served as director for 6 years, retires and being eligible, offers himself for re-election as a Director of the Company.

Mr Brownjohn was originally appointed as a Director of the Company on 2 May 2014, and was elected at the 2015 Annual General Meeting and re-elected at the 2018 Annual General Meeting.

6. Re-election of Ms Anna-Louise Kassulke as Director

In accordance with clause 32.1 and 32.2 of the Company's Constitution, Ms Anna-Louise Kassulke having been longest in office since her election, retires and being eligible, offers herself for re-election as a Director of the Company.

Ms Kassulke was originally appointed as a Director of the Company on 30 October 2015 and elected at the 2016 Annual General Meeting and re-elected at the 2019 Annual General Meeting.



7. Re-election of Mr Shaun Fraser as Director

In accordance with clause 32.1 of the Company's Constitution, Mr Shaun Fraser having served as director for 6 years, retires and being eligible, offers himself for re-election as a Director of the Company.

Mr Fraser was originally appointed as a Director of the Company at the 2015 Annual General Meeting and re-elected at the 2018 Annual General Meeting.

8. To approve the adoption of the Constitution of Special Olympics Australia

Resolution 8 deals with the amendment to the Constitution to facilitate State Committees to become Members of the Company; clarify the maximum terms for Directors; clarify that Directors cannot be insured for misuse of their position or information they gain as officers of the Company; clarify that the Constitution may be changed by special resolution in accordance with the Corporations Act 2001; and provide for other minor grammatical changes.

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

“That, pursuant to and in accordance with sections 136 and 137 of the Corporations Act 2001 (Cth), the existing Constitution of Special Olympics Australia is repealed and the Constitution of Special Olympics Australia in the form as attached to this Notice of Meeting, is approved to take effect immediately.”



**Special Olympics Australia (ACN 050 738 728)
(SOA or Company)
PROXY FORM**

STEP 1: APPOINT A PROXY

I (full name of member)	
of (Address)	
appoint (proxy's full name)	

or failing the person named, or if no person is named, the Chair of the Meeting, as my proxy to act on my behalf including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by law, as the proxy sees fit at the Annual General Meeting of the Company to be held at 11.00am on 29 May 2021 and at any postponement or adjournment of that Meeting.

STEP 2: VOTING DIRECTIONS

I direct my proxy to vote in respect of each resolution to be considered as indicated with an [x] below.

	FOR	AGAINST	ABSTAIN
1. To appoint PwC as Auditor of the Company.			
2. To fix the Auditor's remuneration at AUD\$25k. plus GST			
3. To elect Mr Jehad Rasheed as a Director of the Company.			
4. To re-elect Mr Michael Hogan as a Director of the Company.			
5. To re-elect Mr Cameron Brownjohn as a Director of the Company.			
6. To re-elect Ms Anna-Louise Kassulke as a Director of the Company.			
7. To re-elect Mr Shaun Fraser as a Director of the Company.			
8. To approve the special resolution to amend the Constitution of the Company.			

The Chair of the Meeting intends to vote undirected proxies in favour of all resolutions.

Signature of member

Print Name: _____ Date: _____

Signing instructions: This form should be signed by the member. If signed by the member's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form.

To be effective, the proxy must be received by the Secretary of the Company no later than 11:00am (Sydney time) on Thursday, 27 May 2021. Proxies must be received before that time by one of the following methods: By post: Special Olympics Australia, C/o Company Matters Pty Ltd, PO Box 20547 World Square NSW 2002 Australia. By facsimile: (02) 9287 0350, by delivery in person: Level 12, 680 George Street Sydney NSW 2000, by email to Company Secretary: langan@companymatters.com.au