



6 May 2022

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 2022 Annual General Meeting (**AGM** or **Meeting**). Enclosed is the Notice of Meeting setting out the business of the AGM.

SOA's 2022 AGM will be held online on **Saturday, 28 May 2022** 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 2022 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 AGM will use technology available online through Microsoft Teams with voting using Teams functionality. 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.

To join the Meeting please use this Microsoft Teams Link [Click here to join the meeting](#). Instructions on how to vote will be provided at the Meeting. A Teams invitation will also be sent to Members by separate email.

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

- complete and return the enclosed Proxy Form no later than 11:00am (Sydney time) on Thursday, 26 May 2022 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](mailto:langan@companymatters.com.au) by 5.00pm, Monday 23 May 2022.

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 black ink, appearing to read 'Cameron Brownjohn', with a horizontal line extending to the right.

**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, 28 May 2022

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 2021.

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 2021 on the Company's website at [www.specialolympics.com.au](http://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\$26,000 plus GST for the year ending 31 December 2022.”*

#### **3. Election of Mr Keiran Corry as Director**

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

*“That Mr Keiran Corry, who was appointed a Director of the Company on 18 January 2022 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 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.”*

#### **5. Re-election of Ms Megan Lavender as Director**

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

*“That Ms Megan Lavender, 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.”*

#### **6. Re-election of Mr Ross Smith as Director**

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

*“That Mr Ross Smith, 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.”*



**ITEMS FOR DISCUSSION**

**OTHER BUSINESS**

Presentation on the CEOs Update

Presentation on the 2027 World Games Bid

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Mark Langan'.

**Mark Langan**  
**Company Secretary**  
**7 April 2022**



## **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, 6 May 2022 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, 26 May 2022. 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](mailto: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, 26 May 2022 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, 28 May 2022.

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 6 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.

## **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 2022 be fixed at AUD\$26,000 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 no other candidates have nominated for these positions. Further information about the qualifications and experience of these Directors is available on Company's website.



**3. Election of Mr Keiran Corry as Director.**

Mr Corry, who was appointed a Director of the Company on 18 January 2022 and in accordance with clause 31.1(5) of the Company's Constitution, is to be elected as a Director of the Company.

**Resolutions 4 to 6 Re-election of directors**

Resolution 4 to 6 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 Cameron Brownjohn as Director**

In accordance with clause 32.1 of the Company's Constitution, Mr Cameron Brownjohn having served as director for 8 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 the 2 May 2014 and elected at the 2015 Annual General Meeting and re-elected at the 2018 and 2021 Annual General Meetings.

**5. Re-election of Ms Megan Lavender as Director**

In accordance with clause 32.1 of the Company's Constitution, Ms Megan Lavender having served as director for 6 years, retires and being eligible, offers herself for re-election as a Director of the Company.

Ms Lavender was originally appointed as a Director of the Company on 29 April 2016, and was elected at the 2016 Annual General Meeting and re-elected at the 2019 Annual General Meeting.

**6. Re-election of Mr Ross Smith as Director**

In accordance with clause 32.1 of the Company's Constitution, Mr Ross Smith having served as director for 3 years, retires and being eligible, offers himself for re-election as a Director of the Company.

Mr Smith was originally appointed as a Director of the Company on 14 September 2018 and elected at the 2019 Annual General Meeting.



**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 28 May 2022 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\$26k. plus GST			
3. To elect Mr Keiran Corry as a Director of the Company.			
4. To re-elect Mr Cameron Brownjohn as a Director of the Company.			
5. To re-elect Ms Megan Lavender as a Director of the Company.			
6. To re-elect Mr Ross Smith as a Director 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, 26 May 2022. 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](mailto:langan@companymatters.com.au)