



Notice of Special General Meeting

Notice is hereby given to members of the The Royal Geographical Society of Queensland Inc that a Special General Meeting of the Society will be held on **Tuesday 7th May 2019** at **'Gregory Place', Level 1, 28 Fortescue St, Spring Hill, QLD 4000, commencing at 7:15 pm.**

The purpose of the meeting is to consider resolutions dealing with changing the basis of incorporation of the Society from Letters Patent to a company limited by guarantee, including adoption of a new constitution.

An Explanatory Note supporting the meeting is distributed with this Notice. The Note provides background to the proposal and identifies the main differences between the current and the proposed new constitution. The proposed new constitution and accompanying By-laws can be accessed on the RGSQ website (www.rgsq.org.au) in the Members Only section under "Updating the Society's Basis of Incorporation" (please log-in with your credentials, i.e. log-in and password). Copies will be provided on request (please contact RGSQ: info@rgsq.org.au or phone 07 3368 2066).

Business of the meeting:

To consider, and if thought fit, pass the following Special Resolutions*:

1. Conversion of the Society to a company limited by guarantee.

"That the Society transfer from Letters Patent to a public company limited by guarantee registered under the *Corporations Act 2001* (Cth) (**Corporations Act**) in accordance with the provisions of Part 11A of the *Associations Incorporation Act 1981* (Qld) (**Associations Act**)."

2. Approval of name of company.

"That the name under which the Society is to be registered under the Corporations Act is '*The Royal Geographical Society of Queensland Ltd*' and that upon registration of the company limited by guarantee, all references to the Society will be taken to be references to 'The Royal Geographical Society of Queensland Ltd.'"

This resolution is conditional upon Special Resolution 1 being passed.

3. Approval of Constitution.

"That the Constitution and By-laws circulated to members with this Notice of Meeting and as tabled at the meeting, be adopted as the constitution of The Royal Geographical Society of Queensland Ltd on registration with the Australian Securities and Investments Commission, in substitution of the existing constitution of the Society from that date."

This resolution is conditional upon Special Resolution 1 being passed.

4. Initial Directors.

"That, upon registration as a public company limited by guarantee registered under the Corporations Act, the following members of the Council (Councillors) be the initial directors of the company (Society) and hold office as elected directors until required to retire and seek re-election under the terms of the company's (Society's) constitution."

Iraphne Childs (President)
Peter Griggs (Vice President)
Margaret McIvor (Secretary)
Christopher Spriggs (Treasurer)

Paul Broad
Jennifer Carter
Duncan Cook

Ian Francis
Neal O'Connor
Leo Scanlan
John Tasker

This resolution is conditional upon Special Resolution 1 being passed.

5. Authorisation to make application.

"That each of Iraphne Childs (President), Margaret McIvor (Secretary) and Christopher Spriggs (Treasurer) are authorised to do all things necessary and execute all documents necessary to give effect to implementation of the Special resolutions set out at (1), (2), (3) and (4) in this Notice of Meeting, including, but not limited to, execution of:

- (i) Associations Incorporation Form 29 - Application for authority to transfer a corporation's incorporation from RECI Act (Attorney-General and Minister for Justice Qld)
- (ii) Application for registration of a body corporate as an Australian company Form 202 (ASIC. Cwth)

If Special Resolution 1 is not passed, Special Resolutions 2, 3, 4 and 5 will not be put to the meeting.

The Council recommends that members vote in favour of each Special Resolution.

Issued by order of the Council of The Royal Geographical Society of Queensland Inc.

Date 8/04/2019

*A Special Resolution requires support by not less than 75% of members voting.