

BICYCLE QUEENSLAND

NOTICE OF SPECIAL GENERAL MEETING

Bicycle Queensland Incorporated (**Association**) gives notice that a special general meeting of the Association will be held at 5:30pm, at Bicycle Queensland Office, 16/43 Lang Parade Milton Queensland and on-line on 24 February 2022.

BUSINESS

1. APPLICATION TO INCORPORATE

The Association is an association that is incorporated under the *Associations Incorporation Act 1981* (Qld) (**Act**).

In accordance with sections 106A and 106B of the Act, the Association apply to become incorporated under the *Corporations Act 2001* (Cth) (**Corporations Act**) as a public company limited by guarantee.

In accordance with sections 106A and 106B of the Act, before an application for incorporation can be made, the Association must by special resolution:

- (a) approve the proposed application;
- (b) authorise the management committee to sign the application form;
- (c) determine under what name the Association is to apply to be incorporated; and
- (d) adopt a constitution that may be necessary or considered desirable.

The Association is proposing to apply to become incorporated under the Corporations Act under the name "*Bicycle Queensland*".

The members of the Association will consider and if thought fit pass the following resolutions as a special resolution:

Resolution 1: *The members approve the proposed application for the Association to be incorporated under the Corporations Act as a public company limited by guarantee.*

Resolution 2: *The members have determined that upon incorporation under the Corporations Act, the public company limited by guarantee is to be registered under the name Bicycle Queensland.*

Resolution 3: *The members of the Association authorise the Management Committee of the Association to sign the application form to apply for the change of the Association from an incorporated association to a company limited by guarantee.*

2. ADOPTION OF CONSTITUTION

In accordance with the Act, it is a condition to incorporation under the Corporations Act that the Association resolve by special resolution to adopt a constitution that may be necessary or considered desirable.

A copy of the proposed constitution to be adopted by the Association upon its incorporation as a public company limited by guarantee under the Corporations Act (**Replacement Constitution**) was made available to members in September for a consultation period – this consultation period has now closed with no changes to the Replacement Constitution.

In accordance with the Act, the Replacement Constitution must not impose on the members of the newly incorporated company who were members of the Association at the time of incorporation any greater or different liability to contribute to the assets of the newly incorporated company than the liability to which they were subject as members of the Association.

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The members of the Association will consider and if thought fit pass the following resolutions as a special resolution:

Resolution 4: *The members have reviewed the terms of the Replacement Constitution and acknowledge that the Replacement Constitution will not impose any greater or different liability on the members as of the public company limited by guarantee than the liability to which the members are subject as members of the Association.*

The members approve the adoption of the Replacement Constitution with effect from the date that the Association is incorporated under the Corporations Act.

3. MEMBERSHIP OF NEW ENTITY

Pursuant to the Act, it is a condition to the incorporation of the Association under the Corporations Act that all persons who were members of the Association at the date of incorporation become members of the new body.

The members of the Association will consider and if thought fit pass the following resolution as a special resolution:

The members agree to be members of the public company limited by guarantee with effect from the date that the Association is incorporated under the Corporations Act.

4. OTHER BUSINESS

To consider any other business brought forward in accordance with the Association's constitution or the law.

Dated: 25/11/2021



Signed Chair

ROBERT VAN MANEN
Name (BLOCK LETTERS)

BICYCLE QUEENSLAND

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NOTES

These notes form part of the Notice of Special General Meeting.

RIGHT TO VOTE

All members other than associate members of the Association have the right to vote at this special general meeting of the Association.

PROXIES

A member who is entitled to vote at the meeting has a right under the Constitution to appoint a proxy and should use the proxy form with this Notice. The proxy need not be a member of the Association.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes (ignoring fractions).

A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.

The proxy form must be signed and dated by the member or the member's attorney.

Proxy forms and the original or certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received at Unit 16, 43 Lang Parade, Milton, Queensland not later than 5:00pm on the day before the Meeting Date.

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PROXY

NAME AND ADDRESS OF MEMBER

APPOINTS

Please print

DESCRIPTION OF GENERAL MEETING

A meeting of members to be held at Unit 16, 43 Lang Parade, Milton, Queensland, at 5:30pm on 24 February 2022.

BUSINESS

1. Special resolution approving the proposed application for the Association to be incorporated under the Corporations Act as a public company limited by guarantee.
2. Special resolution approving the public company limited by guarantee is to be registered under the name Bicycle Queensland.
3. Special resolution authorising the Management Committee of the Association to sign the application form to apply for the change of the Association from an incorporated association to a company limited by guarantee.
4. Special resolution to adopt the replacement constitution with effect from the date that the Association is incorporated under the *Corporation Act 2001* (Cth).
5. Special Resolution to acknowledge that the members of the Association will be members of the public company limited by guarantee with effect from the date that the Association is incorporated under the *Corporation Act 2001* (Cth).

For	Against	Abstain

(mark with an "X")

If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

APPOINTMENT OF SECOND PROXY

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

 %

OR

number of votes

Dated: _____

Signatures of member or attorney

Signed

Signed

Name (BLOCK LETTERS)
Member or Attorney

Name (BLOCK LETTERS)
Member or Attorney