

# THE ORDER OF AUSTRALIA ASSOCIATION LTD

ABN 40 008 612 664

## Minutes of the Extraordinary General Meeting held electronically by Zoom

on

17 December 2020

### Meeting commenced at 1400hrs ESDT

#### Welcome and Process

Barry Nunn AO National Chairman welcomed all participants to the meeting and advised that the National President Heather Ridout AO was not able to attend and was recorded as an apology. In accord with the current Constitution clause 12(c) the National Chairman will chair the meeting.

The National Chairman advised that the meeting was being conducted electronically because of the COVID-19 restrictions and all members of the Association who registered for the EGM had been provided with the Zoom access code and instructions for participation.

The National Secretary as Returning Officer noted that

- 52 financial members had registered to attend and vote.
- 12 financial members had registered to attend and vote by Proxy.
- 166 financial members were not attending and were voting by Proxy

In accordance with the current Constitution there was a Quorum of the lesser of 10% or 50 members.

#### The Chairman declared the EGM open.

#### Attendance

45 financial members attended the meeting. (see Appendix A).

IT Support Staff-Gerry Murphy, Pam Richardson, Natika Hawes-Wright

#### Apologies

Apologies were received from 26 members and are listed in Appendix B attached to these minutes.

#### Meeting Procedure

The Chairman outlined the meeting procedure.

1 The EGM is to consider a single resolution – *'That the Order of Australia Association Limited Constitution be replaced by the new Constitution attached to this notice of meeting and identified by the letter 'A'.*

# THE ORDER OF AUSTRALIA ASSOCIATION LTD

ABN 40 008 612 664

2 There will be Presentations by: The National Chairman (significant matters in the new Constitution); Director WA Prof Robin Watts AM (describing the considerable consultation process); and Director VIC, William Lye OAM QC (covering legal aspects of the process).

3 During and at the conclusion of the three presentations there will be the opportunity to ask questions.

4 There will be two votes:

- a) A vote by all who registered and indicated that they would vote during the meeting – in favour or against the resolution.
- b) A second vote by those holding open proxies on behalf of those giving their proxy.

Votes will be collected and summarised by Being There, IT support for the on-line process.

Following the voting there will be a 15-minute adjournment whilst the votes are tallied by the Returning Officer. Members will be required to log in a second time using to review the voting results.

## Presentations

National Chairman-Barry Nunn AO- significant matters in the new Constitution:

- New requirements by the Australian Charities and Not-for-Profits Commission (ACNC) not in existing constitution
- More relevant Statement of Purpose.
- Simplification of membership types.
- Member election of Branch Nominated Directors.
- Nomination to the Executive Committee (Chairman, Deputy Chairman, Treasurer, Secretary and Membership Director) by any member with their election by the 8 Branch Nominated Directors.
- Term of Directors extended to 3 years in accordance with ACNC advice.
- Independent legal advice that the new Constitution does not disadvantage members.
- The Board has unanimously recommended that members approve the new Constitution.

Director WA Professor Robin Watts AM-Consultation processes:

- As noted by the Chairman, the drafting of the proposed Constitution involved considerable consultation throughout the Association with members, Branch and Regional Committees and the National Board. Expert opinion was sought as required.
- In August 2018 Branches were asked what changes were needed. There was almost unanimous agreement that there was a need to start afresh given the current situation of three conflicting documents (Constitution, By-Laws and Rules) all written by different people and in need of some major changes.

# THE ORDER OF AUSTRALIA ASSOCIATION LTD

ABN 40 008 612 664

- In the first half of 2019 Branches and the National Board were invited to respond to a number of identified issues.
- The first formal consultation with members involved updating the Association's purpose which most agreed needed to be more action oriented and measurable.
- In parallel, drafting of the Constitution continued and at each Board meeting proposed changes were approved or rejected.
- In May 2020 a consultation draft was sent to Branches and members for comment and again in September 2020, following consideration of input from the various groups of stakeholders.
- At its October 2020 meeting the Board made some final changes then unanimously voting to support the proposed Constitution.
- The By-laws to match the Constitution have been completed with the Branches having had several opportunities to provide feedback.
- Several respondents wanted to know what the Constitution Working Party did with their suggestions. Every effort was made to respond to each member who made a submission, indicating which of their suggestions were included in the draft. For those points that were not accepted, the rationale for not doing so was outlined in the response.

Director VIC, William Lye OAM QC- Chronological Legal aspects.

- The Order of Australia was established by her Majesty Queen Elizabeth II on 14 February 1975 as an Australia society of honour for the purpose of according recognition to Australian citizens and other persons for achievement or for meritorious service.
- The Order of Australia Association (Association) was initially established in 1980 as an Association in the Australian Capital Territory. 11 years later from the establishment of the Order and some 6-years functioning as an Association, on 3 January 1986 the Order of Australia Association Limited was registered as a company limited by guarantee in order '*to foster love of and pride in Australian citizenship and to uphold the high principles and prestige of the Order of Australia*'.
- The founding documents have since its incorporation evolved from having a Memorandum and Articles of Association to its current Constitution and By-laws. The Constitution is likened to that of a Statute or Act of Parliament and the By-laws to the Regulations under the Statute or Act of Parliament.
- The legal status of our Association comes under the coverage of the Australian Securities Investment Commission, which was established on 1 of July 1998, and under the *Corporations Act 2001 (Cth)*.
- The Association is now also governed by the Australian Charities and Not-for-profits Commission, referred to as the ACNC, which was established on 3 December 2012 as Australia's first independent and national regulator of charities.

# THE ORDER OF AUSTRALIA ASSOCIATION LTD

ABN 40 008 612 664

- While the structure of the proposed new governing documents by having a Constitution and By-laws remain, they are now refreshed and updated in line with the requirements under the ACNC as the Association's status is that of a registered Charity for compliance and governance purposes.
- The Charitable purpose of the Association is to celebrate and promote outstanding Australian citizenship.
- Rather than reinvent the wheel in drafting the proposed new governing documents, the Constitution Working Committee used the template resources provided by the ACNC to prepare the proposed new Constitution.
- The Association sought significant input from a distinguished author and barrister, and others in the Association with a legal background; and
- Independent review of the proposed governing documents by external law firm 'HBA Legal' Perth who have opined that the proposed Constitution does not adversely impact on the rights of members of the Association.

The Chairman thanked both Directors for their comprehensive presentations and the work they had both done in developing the new Constitution.

## Constitution anomaly

The National Chairman advised members that there was an anomaly in the number of Branch Committee members who may be elected to manage each Branch-. Clause 66.3 states there will be 12 members whereas clause 77 (e) states the number is 9 members. This anomaly will be corrected at the 2021 AGM.

## Voting

The Chairman re-iterated the voting process.

The first vote is a personal vote. The second vote is only for those who have been advised that they hold open proxies for other members.

## Provisional Results\*

Result	Proxy Votes	Live Poll	Live Proxy	Total
In Favour	130	32	46(9)	208
Against	3	1	0	4

\*Subject to Audit

## Closure

The Chairman advised that:

- Based on the above voting the Special Resolution was passed as the required 75% of those present in person or by proxy was well exceeded.
- The data will be audited and the results will be posted on the Association web-site.

**THE ORDER OF AUSTRALIA ASSOCIATION LTD**

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The Chairman thanked all participants, members who had voted (either in person or by proxy), the Board and Branch Committees who have provided valuable feedback and input on the draft Constitution.

The meeting closed at 1445hrs.

DRAFT