



THE ORDER OF AUSTRALIA ASSOCIATION
ABN 40 008 612 664

**NOTICE OF NATIONAL BOARD RECOMMENDATION
RELATING TO SPECIAL RESOLUTIONS
FOR ANNUAL GENERAL MEETING**

To be held on Saturday 13 April 2019 in Hobart Tasmania

**The National Secretary
The Order of Australia Association Limited
Old Parliament House
18 King George Terrace
PARKES ACT 2600**

NATIONAL BOARD ADVICE - SPECIAL RESOLUTIONS

As National Secretary (and Company Secretary) I give formal notice that the following recommendations from the National Board relating to the Special Resolutions detailed below have been received.

The two 2019 AGM Special Resolutions have been considered by the National Board. The issues raised are agreed as worthy of further discussion and ongoing action irrespective of the outcome of the AGM vote.

SPECIAL RESOLUTION 1 - (Associate Professor John Harden AM)

That new arrangements be established, by mutual agreement between the OAA Branches and the OAA Board, for an equitable distribution of member subscription funds between the OAA Board and the OAA Branches.

The National Board has considered and is unable to support Resolution 1 for the following reasons:

- The Order of Australia Association is a single national company. The allocation of funds is a national obligation, managed by the National Board. Consultation with Branches is an integral part of this process.
- Arrangements are in place for the payment of Branch Administrative Grants (BAG) at fixed dates and to a formula based on Branch membership numbers. The quantum of the BAG is regularly reviewed and was increased in the second half of 2018.
- Branches may request additional funding for specific purposes. Requests were received and funded in 2018
- Our Life Members are approximately 65% of our total membership. Their fees must be preserved to ensure coverage for whole of life. The amount that is drawn down each year is determined by actuarial calculation.
- The capital of the Life Reserve is invested, and the income included in earnings that may be used to support both National and Branch activity.

Your National Board recommends that you vote AGAINST Special Resolution 1

Please turn over the page for Special Resolution 2.

SPECIAL RESOLUTION 2 - (Mr Tony Metcalf OAM)

That the Board, at the conclusion of this meeting, make arrangements for a complete external review of the Constitution and By-laws (rules) of the Order of Australia Association, including a consultation mechanism for taking into account the skills and experience of the current membership at large, and the commercial concessions now offered to Not-For-Profit organisations, with a first draft to be presented to the Futures/Strategy meeting being arranged in June 2019, and with the objective of presenting completed documents for decision by the general membership at the next AGM in Darwin in 2020.

The National Board has considered and is unable to support Resolution 2 for the following reasons:

- Resolution 2 does not take account of the considerable work already done and the further plans for constitutional review
- The National Board identified deficiencies in the ‘rules’ of the Association in 2017 and proposed initial amendments including the five changes to the Constitution agreed at the 2018 AGM in Adelaide.
- A complete review of the Association Constitution, Bylaws and Model Branch Rules was commenced in 2018. This review has a timed programme of progress and reporting.
- Members with relevant expertise have contributed to the work of the Constitution Working Group, obviating the need for external parties to be involved
- Branch Committees have been invited to contribute to the above review and have done so. Consultation will continue.
- The ‘Futures Day’ in June 2019 is expected to produce a broad ‘blueprint’ for the structure and operation of the Association into the future. From this the necessary constitutional and other requirements will be developed.
- There are no significant not-for-profit concessions that would appear to result from a change to organisation structure.
- The timetable for change proposed by the Special Resolution is optimistic in the extreme.

Your National Board recommends that you vote AGAINST Special Resolution 2

Note: Special Resolutions require the approval of not less than 75% of eligible voters.

**P L MORRALL AM, CSC
National Secretary
15 March 2019**