



THE ORDER OF AUSTRALIA ASSOCIATION
ABN 40 008 612 664

**NOTICE OF SPECIAL RESOLUTION
FOR ANNUAL GENERAL MEETING**
To be held on Saturday 13 April 2019 in Hobart Tasmania

SPECIAL RESOLUTIONS

As National Secretary (and Company Secretary) I give formal notice that the Special Resolutions detailed below have been listed on the Agenda for the Annual General Meeting. I present the supporting arguments provided.

Special Resolution 1.

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.

Background to the Special Resolution

OAA Branches are widely diverse in regard to both their geographical spread and distances between members and Regional group locations. All branches have costs in communicating with and servicing members at the branch level. The current arrangements with the Branch Administrations Grant (BAG) are ineffective and inappropriate to facilitate reliable and regular funding of member-focussed financial planning at Branch and Regional level.

On establishment of OAA the initial intent with membership subscription revenue-sharing was **50% to the Board and 50% to the Branches**. Over time the percentage of Branch revenue has been systematically decreased to a point where the BAG has become an inequitable and uncertain amount of irregular frequency. This does not enable Branch budgeting to make a realistic and practical provision for the use of a reasonable share of member subscription revenue. It is acknowledged that the Board does provide particular services that attract national advantage through economies of scale such as insurance, web and publishing support for the whole association. It is not these services that create the issues for a fair distribution of the BAG. It is actuarial strategy of retention of funds for the future servicing of "life" members that appears to be a problem. Services to all members must be expanded and secured by an equitable distribution of member subscription funds between the Board and the Branches. It is the Branches and Regional Groups that provide the individual services attractive to and enjoyed by members.

Proposed by Associate Professor John Harden AM, 53 Jacaranda Drive, Bongaree, Q 4507

Special Resolution 2 – Mr Anthony Metcalf OAM – on behalf of SA Branch

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.

Background to the Special Resolution

The Constitution and By-Laws of the Association (OoAA) were developed at the time the association was founded on Australia Day 1980, and since that time only minor superficial changes have been made, with no recognition of the changes to the commercial and not-for-profit (NFP) environment that now exists.

The Constitution no longer reflects the expectation that an association of members, who have already demonstrated their capacity to make extraordinary contributions to Australian society, are able to contribute, through the OoAA, to the vision and objectives of the Association, and wish to respond to the global changes that impact on the concepts of citizenship, service and altruism.

Social media has profoundly altered the ability of the public to institute change, and associations whose governance and policies remain rooted in a past era are struggling to remain credible and viable.

Members are asking to be involved, consulted and engaged, and old-style hierarchical structures are being rejected in favour of those which see that the strength of any association lies in the diversity, connection and collaboration of members to achieve mutually agreed goals.

In the current structure, the people who should be setting the strategy and managing the culture and direction of the association are spending an inordinate amount of time on operational issues. There is little respect demonstrated towards the grass roots membership, a tops-down approach to administration, and a low level of interest in consultation with members. In the current NFP environment this situation is not sustainable, nor is it conducive to future viability.

This also poses the question of understanding the difference between being a Manager or a Director. Reference to the responsibilities and accountabilities for the positions of Branch Director and Non-branch Director indicate that these are both more managerial positions than directorial.

The OoAA is dependent on the support of individual volunteers at Branch level for a majority of its operational functions. These include membership management, national conference management, corporate governance, financial management, branch supervision management, and other volunteer management at Branch level.

Basic Premises

- 1 The Association management and operational group (the Board) attracts high-value awardees with vast experience in various portfolio areas. Re-focusing the strategic role of the board members, while decreasing their operational responsibilities, would assist the Association's longer termsustainability.
- 2 The Branch management and operational group (the branch committees) attract awardees with similar experiences, generally accumulated over a long period and generally involving management within not-for- profit organisations, as responsible leaders within the sector.
- 3 The association should make full use of the skills and attributes of its members and the commercial concessions offered to Not-For-Profit organisations.

The proposed special resolution does not request any immediate changes. It merely seeks an independent assessment and report of what needs to be done to modernise and streamline the Association

P L MORRALL AM, CSC
NATIONAL SECRETARY
15 March 2019