

16 July 2024

Board of Deaf Australia  
PO Box 31  
Northcote, VIC 3070  
Deaf Australia Incorporated

**By email**

**Confidential**

Dear Member

I am writing to update you on our progress towards becoming a new company named 'Deaf Australia Limited'.

To become a company there is a special procedure set out in the law for incorporated associations in South Australia. This special procedure is called a 'transfer of undertaking'.

At our annual general meeting (**AGM**) on 18 November 2023 we voted 'yes' to transferring the undertaking and operations of Deaf Australia to a new company.

There are now some more steps we need to take to complete this process.

**1 Meeting of members**

We need to hold another meeting of the members of Deaf Australia to vote on some more resolutions. The board have decided to hold this meeting on 15 August 2024. The notice of meeting is enclosed with this letter.

**2 Amend the AGM minutes**

At the meeting, we will ask you to vote to amend the minutes of our AGM.

The minutes do not say the actual words of the 2 special resolutions we passed at that meeting. We need to change the minutes to say those words. I am not allowed to change the minutes after they have been signed. The minutes of our AGM have been signed so we need the members to vote to amend them.

**3 Change the name of Deaf Australia**

At the meeting, we will ask you to vote to change the name of Deaf Australia.

This is because the new company can not be called 'Deaf Australia' when that name is already being used by us. We want the new company to have the name 'Deaf Australia' so we must make that name available to the new company. This means we need to vote to change our name.

To change our name, we must also change our constitution to show the new name. We have prepared a draft constitution with the new name 'Deaf Australia National Incorporated'. If we change our name to 'Deaf Australia National Incorporated' now, our new company will be able to be called 'Deaf Australia'. At the meeting, we will ask you to vote to accept the constitution showing the new name.



#### **4 Adopt a new constitution for the new company**

At our AGM, we decided that the proposed constitution of the new company should say that no more than 25% of the directors of the company should be Associate members.

We have changed the proposed constitution to say that at least 75% of the directors of the company must be deaf or hard of hearing. This is the only change we have made to the proposed constitution of the company.

At the meeting we will ask you to vote to 'rescind' meaning to 'take back' the resolution to accept the proposed constitution of the new company that we passed at our AGM. This is because we have now changed the proposed constitution of the company and we want to vote to accept the changed one.

After we have voted to 'rescind' the resolution from our AGM, we will ask you to vote to accept the new proposed constitution, that says at least 75% of the directors must be deaf or hard of hearing, to be the constitution of the new company.

#### **5 Vote on 2 more resolutions**

At the meeting, we will ask you to vote on 2 more resolutions. These resolutions were included in our notice of AGM, but we did not vote on them at that meeting. We need to vote on them at this meeting.

The 2 resolutions will mean that Prolegis Lawyers, the CEO and I will be able to do what needs to be done to make the 'transfer of undertaking' happen.

Please do not hesitate to contact me if you have any questions.

Yours faithfully

**Debra Swann**  
Chairperson  
Deaf Australia