

Notice of Special General Meeting Deaf Australia Incorporated

ABN 65 174 780 885; Registration Number A11260
(Deaf Australia)

Dear Member

1 Notice of Special General Meeting

You are invited to a 'Special General Meeting' of Deaf Australia. This document is the formal notice of this meeting.

The meeting will be held online on Thursday 15 August 2024 at 7.00pm AEST (Melbourne time).

You can register and join the meeting by Zoom by using this link:

<https://aus01.safelinks.protection.outlook.com/?url=https%3A%2F%2Fus06web.zoom.us%2Fj%2F86498900790%3Fpwd%3D5Uqus8zwhaYtPBSbSNzBv4qHoNVOLV.1&data=05%7C02%7Cchairperson%40deafaustalia.org.au%7C9c61295621df4ac39b9108dc9c7a4d69%7C38b9d00553fe47db9ff7c8b4ca4b7186%7C0%7C0%7C638557296299268216%7CUnknown%7CTWFpbGZsb3d8eyJWlloiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikl1haWwiLCJXVCi6Mn0%3D%7C0%7C%7C%7C&sdata=UBd%2FE3kwPQzL%2BWUo5KcLZCbjxwSrwnSFB0r9iSZDfQ%3D&reserved=0>

Meeting ID: 864 9890 0790

Passcode: 113285

2 What will happen at this meeting?

The Board has called this meeting because it wants Members to vote on the following special resolutions and ordinary resolutions to become a new company named 'Deaf Australia Limited'.

The 4 special resolutions will mean that we:

- (a) have an agreed upon new constitution for the new company 'Deaf Australia Limited'; and
- (b) will change our name so we are able to have the name 'Deaf Australia' for the new company.

The 4 ordinary resolutions are to:

- (c) pass the 2 ordinary resolutions to amend the minutes of our 37th Annual General Meeting on 18 November 2023 to be a true and accurate record of the meeting; and
- (d) pass the 2 ordinary resolutions we proposed, but did not vote on, at the Annual General Meeting on 18 November 2023.

3 What are the resolutions to vote on?

You will be asked to vote on these resolutions:

Proposed special resolutions

- 1 **IT IS RESOLVED AS A SPECIAL RESOLUTION** that, the special resolution approving the proposed constitution of Deaf Australia Limited (**Company**) carried at the annual general meeting of Deaf Australia on 18 November 2023 be rescinded.
- 2 **IT IS RESOLVED AS A SPECIAL RESOLUTION** that Deaf Australia approves the proposed constitution of the Company in the form circulated with the notice and as tabled at this meeting.
- 3 **IT IS RESOLVED AS A SPECIAL RESOLUTION** to change the name of Deaf Australia Incorporated to 'Deaf Australia National Incorporated' effective from the date of registration of the new name by Consumer and Business Services in accordance with section 24(7) of the *Associations Incorporation Act 1985* (SA).
- 4 **IT IS RESOLVED AS A SPECIAL RESOLUTION** to amend the constitution of Deaf Australia Incorporated effective from the date of registration of the new name by Consumer and Business Services in accordance with section 24(7) of the *Associations Incorporation Act 1985* (SA) by removing the logo from the first page of that constitution and inserting the words "of Deaf Australia National Incorporated", and by replacing the name 'Deaf Australia Incorporated' with the name 'Deaf Australia National Incorporated' everywhere that it appears in that constitution being:
 - (a) the heading of page 2;
 - (b) the heading of page 4;
 - (c) clause 3.1 on page 5; and
 - (d) the footer of pages 1 to 20.

Proposed ordinary resolutions

- 5 **IT IS RESOLVED** that the minutes of the 37th Annual General Meeting held on 18 November 2023 are amended on page 6 to insert after the words "Motion: Change to Company Limited by Guarantee" the following words of the special resolution to change to a company limited by guarantee passed at that meeting:

It is resolved as a special resolution that, in accordance with section 42 of the Associations Incorporation Act 1985 (SA), the Association apply to Consumer and Business Services in South Australia to transfer its undertaking and operations to a new Australian public company limited by guarantee, to be called 'Deaf Australia Limited' (Company).
- 6 **IT IS RESOLVED** that the minutes of the 37th Annual General Meeting held on 18 November 2023 are amended on page 6 to insert after the words "Motion: Constitution Approval" the following words of the special resolution to approve the constitution of the Company passed at that meeting:

It is resolved as a special resolution that the Association approves the proposed constitution of the Company in the form circulated with the notice and as tabled at this meeting.
- 7 **IT IS RESOLVED** to instruct Prolegis Lawyers to oversee the process of applying, on behalf of Deaf Australia Incorporated, to Consumer and Business Services in South Australia to transfer Deaf Australia Incorporated's undertaking and operations to the Company.

8 **IT IS RESOLVED** to authorise Debra Swann, the CEO and Prolegis Lawyers to take all measures reasonably necessary to give effect to these resolutions and the special and ordinary resolutions passed at the 37th Annual General Meeting held on 18 November 2023.

4 How will voting work at this meeting?

You are a **voting member** if you are a member of Deaf Australia that is not an associate individual or associate corporate member of Deaf Australia. You must also have paid all fees or money owing to Deaf Australia.

A special resolution will be passed if at least 75 per cent of the votes of the voting members present at the meeting are in favour of the resolution.

A resolution that is not a special resolution will be passed if more than 50% of votes are cast by voting members present at the meeting in favour of the resolution.

5 How will this meeting be run?

The Chairperson of Deaf Australia will run this meeting.

The Chairperson will provide members of Deaf Australia (and their representatives) with reasonable opportunity to speak at this meeting. The Chairperson will provide voting members with the opportunity to vote on the proposed resolutions.

The Chairperson will take steps to make sure this meeting runs smoothly and without trouble.

6 Can I attend and vote at this meeting?

If you are a voting member of Deaf Australia on or before Thursday 11 July 2024 at 7.00pm AEST (Melbourne time), you can attend and vote at this meeting.

If desired, you can appoint a proxy to attend and vote on your behalf. You can either let that person vote how they wish, or you can tell them how to vote on each resolution. A proxy must be a member of Deaf Australia.

We have included a proxy form with this notice to help you appoint a proxy. If you want to appoint a proxy, you must make sure the proxy form is given or with the Secretary of Deaf Australia at ceo@deafaustalia.org.au by Thursday 8 August 2024 at 7.00pm AEST (Melbourne time).

7 Relevant documents

Please look carefully at the documents included with this notice:

- (a) the agenda for this meeting;
- (b) the appointment of proxy form;
- (c) the amended constitution of 'Deaf Australia Incorporated' showing the new name 'Deaf Australia National Incorporated'; and
- (d) the proposed constitution of 'Deaf Australia Limited'.

8 Concluding comments

The Board looks forward to this meeting. If you have any questions, please contact Debra Swann (Chairperson of Deaf Australia) at chairperson@deafaustalia.org.au.

Agenda

1 Welcome – Chairperson

2 Resolutions

The resolutions, and information about the resolutions are set out in the Notice of Special General Meeting.

The Board recommends you vote in favour of the resolutions.

Appointment of Proxy

Deaf Australia Incorporated

ABN 65 174 780 885; Registration Number A11260
(Deaf Australia)

I/We,(name)

of(address)

being a member/members of Deaf Australia hereby appoint

.....(name)

of(address)

or in their absence.....(name)

of(address)

as my/our proxy to vote for me/us on my/our behalf at the meeting of the members of the Deaf Australia to be held on Thursday 15 August 2024 and at any adjournment of that meeting.

Choose

My proxy can vote on my behalf for all resolutions at the above meeting of the members of the Deaf Australia.

OR

My proxy can vote for the resolutions listed below as indicated (tick the appropriate boxes):

Resolution	For	Against
Proposed special resolutions		
1 IT IS RESOLVED AS A SPECIAL RESOLUTION that, the special resolution approving the proposed constitution of Deaf Australia Limited (Company) carried at the annual general meeting of Deaf Australia on 18 November 2023 be rescinded.	<input type="checkbox"/>	<input type="checkbox"/>
2 IT IS RESOLVED AS A SPECIAL RESOLUTION that Deaf Australia approves the proposed constitution of the Company in the form circulated with the notice and as tabled at this meeting.	<input type="checkbox"/>	<input type="checkbox"/>
3 IT IS RESOLVED AS A SPECIAL RESOLUTION to change the name of Deaf Australia Incorporated to 'Deaf Australia National Incorporated' effective from the date of registration of the new name by Consumer and Business Services in accordance with section 24(7) of the <i>Associations Incorporation Act 1985</i> (SA).	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against
<p>4 IT IS RESOLVED AS A SPECIAL RESOLUTION to amend the constitution of Deaf Australia Incorporated effective from the date of registration of the new name by Consumer and Business Services in accordance with section 24(7) of the <i>Associations Incorporation Act 1985</i> (SA) by removing the logo from the first page of that constitution and inserting the words “of Deaf Australia National Incorporated”, and by replacing the name ‘Deaf Australia Incorporated’ with the name ‘Deaf Australia National Incorporated’ everywhere that it appears in that constitution being:</p> <ul style="list-style-type: none"> (i) the heading of page 2; (ii) the heading of page 4; (iii) clause 3.1 on page 5; and (iv) the footer of pages 1 to 20. 	<input type="checkbox"/>	<input type="checkbox"/>
Proposed ordinary resolutions		
<p>5 IT IS RESOLVED that the minutes of the 37th Annual General Meeting held on 18 November 2023 are amended on page 6 to insert after the words “Motion: Change to Company Limited by Guarantee” the following words of the special resolution to change to a company limited by guarantee passed at that meeting:</p> <p style="padding-left: 40px;"><i>It is resolved as a special resolution that, in accordance with section 42 of the Associations Incorporation Act 1985 (SA), the Association apply to Consumer and Business Services in South Australia to transfer its undertaking and operations to a new Australian public company limited by guarantee, to be called ‘Deaf Australia Limited’ (Company).</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>6 IT IS RESOLVED that the minutes of the 37th Annual General Meeting held on 18 November 2023 are amended on page 6 to insert after the words “Motion: Constitution Approval” the following words of the special resolution to approve the constitution of the Company passed at that meeting:</p> <p style="padding-left: 40px;"><i>It is resolved as a special resolution that the Association approves the proposed constitution of the Company in the form circulated with the notice and as tabled at this meeting.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>7 IT IS RESOLVED to instruct Prolegis Lawyers to oversee the process of applying, on behalf of Deaf Australia Incorporated, to Consumer and Business Services in South Australia to transfer Deaf Australia Incorporated’s undertaking and operations to the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution	For	Against
<p>8 IT IS RESOLVED to authorise Debra Swann, the CEO and Prolegis Lawyers to take all measures reasonably necessary to give effect to these resolutions and the special and ordinary resolutions passed at the 37th Annual General Meeting held on 18 November 2023.</p>	<input type="checkbox"/>	<input type="checkbox"/>

Signed:

Name:

Dated:

NOTE: Return this notice to Deaf Australia Incorporated (ABN 65 174 780 885; Registration Number A11260) to the Secretary of Deaf Australia at ceo@deafaustalia.org.au by Thursday 8 August 2024 at 7.00pm AEST (Melbourne time)