



10 November 2023

## Notice of Special Resolutions

To be proposed at the Annual General Meeting of Nairm Marr Djambana on Sunday 3<sup>rd</sup> December, 2023.

Notice is hereby given that at the Annual General Meeting at Nairm Marr Djambana the following resolutions are to be put as **Special Resolutions**:

1. That the current Rules of Nairm Marr Djambana be repealed and the Rules marked "A", (which can be obtained in hard copy in the office and are attached by hyperlink to this notice), be adopted as the Rules of the Association in total substitution for and to the exclusion of all other constitutional documents of the Association.
2. That, for the purpose of giving effect to resolution 1, the Committee of the Association be authorised to do all such things as may be incidental or necessary and notify all relevant regulators.
3. That the Members acknowledge that the Committee has not yet undertaken the Confirmation of Membership Category process outlined in the Rules which has not placed any Members at disadvantage and the Committee will begin that process as soon as possible after the AGM.

The proposed new Rules is attached by the following link:

[https://www.djambana.org.au/Frankston/wp-content/uploads/2023/11/final\\_Draft-model-rules-November-2023-43879062-1.pdf](https://www.djambana.org.au/Frankston/wp-content/uploads/2023/11/final_Draft-model-rules-November-2023-43879062-1.pdf)

Please come to the office if you would like a hard copy of the proposed new Rules

### **Background to the Special Resolutions**

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Nairm Marr Djambana replaced its Rules in October 2022. A number of changes were made, but in particular the changes clarified the classes of membership and added a role for a Circle of Elders to assist the Committee to determine Full Membership.

The Rules that were adopted at the meeting of 8 October 2022 included time frames for the Committee to send out Confirmation of Membership forms and included rules about the role of

the Circle of Elders.

Since the new Rules were passed the Committee has not been able to meet the time frames set in the constitution or to establish a Circle of Elders even though it has tried its best and been working very hard. This means that the process to confirm everyone's eligibility for either Full or Associate Membership, which was agreed by Members last year, has not yet started. It also means that there have been no Full Members added since the constitution changed in October 2022. This has not disadvantaged any current Members. It means Members will have longer, overall, to confirm their eligibility to be Full Members.

The Committee is now ready to establish the Circle of Elders and start the process of confirming membership category as soon as the AGM has occurred. Because of this the Committee would like the Members to pass special resolutions to:

- (a) acknowledge that the Committee has not yet undertaken the confirmation of membership category process; and
- (b) amend the Rules.

The changes that the Committee proposes to the Rules are shown in tracked changes in the attached Rules marked "A". The purposes of the changes are:

- (a) to remove the time frames so the Committee can start the approval process now, and to give the Committee some more flexibility to finalise the membership confirmation process;
- (b) to add a clause in case there is an absence of a Circle of Elders at any time, which allows the Committee to perform the role of the Circle of Elders. The Committee can only do this if they have used their best endeavors to establish and maintain a Circle of Elders and if they do perform the role, they have to disclose that the Members at the next AGM to ensure ongoing transparency and accountability;
- (c) to clarify the definition of Associate Member; and
- (d) to change the language used for the Board and Board positions to the terms used by Nairm Marr Djambana. For example, President has been changed to Chairperson and Committee has been changed to Board.