

NOTICE OF MEETING

The Onemda Association, Inc.

Reg. No. A0025065T

123 Andersons Creek Road

Doncaster East

Vic 3109

Notice is hereby given that the Annual General Meeting of the Onemda Association, Inc. will be held virtually at 6:00pm (AEST) on Wednesday 13 October 2021.

BUSINESS OF THE MEETING:

- **To confirm the Minutes of the last Annual General Meeting**
- **To receive the Annual Report and Financial Statements for the year ended 30th June 2021**
- **Special Resolution:** *To accept the changes to the Rules of the Association as set out in the attached copy of the Rules to take effect from the date of the passing of this resolution*
- **To elect four Board Members**

The following Board Members are due to retire in accordance with the Rules of the Association: -

- Praveen Reddy
- Grace Roy - retiring
- Greg Schinck
- Luong Ta - retiring

Praveen Reddy and Greg Schinck have offered themselves for re-election.

To nominate for the board election, your [Board Nomination](#) needs to be lodged with the [Company Secretary](#) at Onemda, 123 Andersons Creek Road, Doncaster East, **by 4:00 PM on Wednesday 6th October 2021.**

Only financial members of the Onemda Association, Inc. can nominate for the Board or participate in the Business aspect of the AGM.

Proxies - A member may appoint another member as their proxy to vote if they are unable to attend the Annual General Meeting. The appointment of a proxy must be in writing, signed by the member making the appointment and given to the [Chair](#) before or at the commencement of the meeting.

Rachel Collins

Company Secretary

20/09/2021

Note to Members of The Onemda Association, Inc.

Dear Members,

The Onemda Board sought legal advice around current best practices as a result of the COVID-19 pandemic.

The Board wishes to provide provision for the use of technology and other amendments to ensure best practices are followed with Board member eligibility and nominations.

Please refer to the explanatory notes outlined below and refer to the attachments (links in this document) for further information.

Explanatory Notes – proposed changes to The Onemda Association, Inc. Rules

Special resolution – proposed changes to clause 35 and deletion of clause 62 regarding online meetings

Purpose: To facilitate online meetings of members and directors.

Background: COVID-19 has led to changes in the way association meetings and voting procedures are facilitated. In May 2020, temporary measures were introduced via the *Corporations (Coronavirus Economic Response) Determination (No 1)* and extended in *No 3*, to allow organisations to facilitate an online AGM during 2020.

Proposal: In future, Onemda wishes to have the option of holding online meetings and electronic ballots, when the need arises. This would require an amendment to the Onemda Rules, which can only be passed by a special resolution of the members.

The proposed changes to clause 35 of the Rules (and consequential deletion of clause 62) provide greater flexibility in the conduct of voting procedures and meetings. These changes will make it easier for Onemda members to participate in a variety of ways, depending on their personal circumstances and the ability for members to travel or congregate in person.

Special resolution – proposed changes to clause 49, 51 and 56 (and the inclusion of a new definition of Board Member Recruitment Policy) regarding eligibility of directors

Purpose: To ensure nominated or appointed directors meet the standards expected by Onemda and its members.

Background: The current Rules (Rule 49) provide that a member is eligible to be appointed or elected as a director, if they are at least 18 years old and eligible to vote at a general meeting. There is no requirement that the member have any relevant experience, be of good standing or hold any qualifications.

The Onemda Board has recently developed a Board Member Recruitment Policy (**the Policy**). The Policy has been applied by the Board in circumstances where the Board has been tasked with filling a casual vacancy pursuant to clause 57 of the Rules.

The Policy provides that a person seeking office as an Onemda director must:

1. have a current and valid National police check which does not disclose any offences which, in the reasonable opinion of the Board, would disqualify them from holding office;
2. hold (where applicable) a current and valid Working with Children check which does not disclose any offence which, in the reasonable opinion of the board, would disqualify them from holding office;
3. agree to comply with Onemda's Code of Conduct, and sign a declaration to that effect;
4. agree to comply with all NDIS and NDIA obligations and sign a declaration to that effect;
5. agree to comply with Onemda's conflict-of-interest policy;
6. agrees to undertake, and successfully complete, the NDIS Worker Orientation Module;

Holding office as an Onemda director carries significant responsibility. It is reasonable that persons holding such office meet a minimum criteria, such as that above. The criteria is not onerous but reflects the basic threshold that should be met as a director. It is also reasonable for the criteria to be flexible and open to improvement moving forward, under the stewardship of the Board.

Proposal:

The current Rules be amended so that a member will only be eligible for appointment or election as a director if they meet the Board Member Recruitment Policy in force at the time.

The proposed resolution is:

To accept the changes to the Rules of the Association as set out in the attached copy of the Rules to take effect from the date of the passing of this resolution.

Attachments:

1. A copy of the proposed amended Rules are attached with additions, deletions and changes evident in mark -up. Please access the attachment [here](#)
2. a copy of the Board Member Recruitment Policy currently adopted by the board is also annexed hereto. Please access the attachment [here](#)

Signed:



Secretary: Rachel Collins

Dated: 20/09/2021