

CONTINENCE FOUNDATION OF AUSTRALIA VICTORIAN BRANCH INC

(the VIC State Branch)

Proposed Special Resolutions of Members

Preamble:

By a Heads of Agreement dated 18 August 2020, the Continenence Foundation of Australia Limited (**National Body**) and the Continenence Foundation of Australia State Branches, including the VIC State Branch, agreed to unify as a single entity, subject to approval by the members.

The National Body is a company limited by guarantee under the *Corporations Act 2001 (Cth)* and registered under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*, and has objects that are consistent with the objects of the VIC State Branch. The National Body is not a member or former member of the VIC State Branch.

The agreement to unify is the result of over 8 months work by representatives from the National Body and each of the State Branches (Unification Project Working Group) to explore and consider the proposal of coming together as one organisation with one vision. A detailed Unification Plan was developed outlining the business case for unification, including the why, the value and benefits of unifying. The Unification Plan provides guidance and the overall framework for unification. Further information about the proposal for unification can be found at www.continenence.org.au/unification.

To give effect to the unification, the VIC State Branch will:

- remain a separate legal entity for a period of time, so that Government funding can continue until the funding agreement transfers to the National Body or expires;
- come under the governance and control of the National Body by causing the directors of the National Body (from time to time) to be the sole voting members of the VIC State Branch and the sole members of the committee of management;
- transfer its assets, liabilities (if any) and undertakings to the National Body at a time(s) to be determined by the directors of the National Body acting as the sole voting members and committee of management of the VIC State Branch; and
- cancel its incorporation or voluntarily wind-up by resolution of the directors of the National Body acting as the sole voting members and committee of management of the VIC State Branch.

The surplus funds of the VIC State Branch (being the Legacy Funds as defined in the Heads of Agreement) will be allocated for Victoria for use at the direction of the State Activities & Education Committee of Victoria in accordance with the terms of the Heads of Agreement.

The State Activities & Education Committee will be established by the National Body as part of unification and its initial members will be the current committee of management of the VIC State Branch. Among other things, the State Activities & Education Committee will be involved in planning and delivering State based activities and programs.

Proposed Resolutions

The committee of management of the VIC State Branch has considered and supports the unification and recommends that the members vote in favour of unification.

A general meeting of the VIC State Branch has been called for the purpose of considering and, if thought fit, passing the following resolutions as **special resolutions**, subject to the members of the National Body approving the unification at their meeting to be held on or about 23 October 2020:

1. **THAT** the VIC State Branch merge with the National Body by a change of control to the National Body with the directors of the National Body (from time to time) being the sole voting members of the VIC State Branch and the sole members of the committee of management of the VIC State Branch.
2. **THAT** the Constitution of the VIC State Branch be amended in the manner set out in the attached document and signed by the Chair for the purposes of identification.
3. **THAT** the members of the VIC State Branch agree and consent to any variation of rights resulting from the amendments to the Constitution of the VIC State Branch.
4. **THAT** the committee of management of the VIC State Branch be approved and authorised to do all things necessary to give effect to each of the above resolutions, including making an application to the Registrar under section 50(3) of the *Associations Incorporation Reform Act* for approval of the alteration to the Constitution.