

26 October 2020

Dear Member

Restructure of NULCA into a Public Company Limited by Guarantee

Previously, NULCA has operated as an incorporated association registered in Victoria.

However, as you are aware, NULCA has a national presence and would like to enhance that national presence. It is easier to do that by changing the legal structure of NULCA from an incorporated association registered in Victoria to a public company limited by guarantee (“CLG”) which is registered nationally with ASIC.

The Association’s Incorporation Reform Act 2012 permits NULCA to “transfer” its registration to become a CLG under the *Corporations Act*. Transferring from an incorporated association to a CLG does not affect the identity of NULCA however, upon transfer NULCA will cease to be an incorporated association. Any contracts or agreements (including employment contracts) will continue to have effect after the transfer.

The steps for NULCA to transfer to a CLG include proposing a new constitution and deciding on the directors for the proposed CLG. The CLG will need at least three directors and a company secretary who will each need to consent to become officers of the new company. The CLG will require a constitution, a registered office and at least one member. The CLG will also require an auditor who will be appointed within one month of the registration of the CLG.

Eventually, NULCA must hold a general meeting where you, the member, will be asked to pass a special resolution agreeing that NULCA will become a CLG and agreeing on the new name.

A special resolution will also need to be passed to approve the proposed transfer and adopt a new constitution and the membership will be asked to resolve that the new constitution will be effective from the date of the transfer to the CLG structure. You will also be asked to pass a special resolution that any reference to the old name is a reference to the new name.



 NULCA AUSTRALIA
PO BOX 370
NARRE WARREN
NORTH 3804

A special resolution is one which requires at least 75% of the votes cast by members in favour of the resolution in order to pass it.

At the general meeting on the 24th November you will be asked whether if the incorporation is transferred, you agree to become members of CLG in accordance with the provisions of the company's constitution .

We will keep you informed on the progress of this restructure.

Yours faithfully,

A handwritten signature in dark ink, appearing to be "Ian Lambert", written over a light blue horizontal line.

Ian Lambert
President