

# LEBANESE MUSLIM ASSOCIATION

ABN 74 874 168 589

*A Company Limited by Guarantee*

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## SPECIAL RESOLUTION

### Proposed Amendment to Articles 11, 12 and 26 — Reduction of Council Size

#### Proposed Resolution

BE IT RESOLVED as a Special Resolution of the members of the Lebanese Muslim Association (the Association), pursuant to section 136 of the Corporations Act 2001 (Cth), that the Articles of Association of the Association be amended as follows:

#### 1. Amendment of Article 11 — Composition of Council

Article 11 be deleted in its entirety and replaced with the following:

*“The Council shall consist of a President, Vice-President, Honorary Secretary and Treasurer and five (5) other members of the Association. If however the Council shall at any time appoint a salaried Secretary as Secretary of the Association, then the Honorary Secretary shall become an ordinary member of the Council and so long as there is not an Honorary Secretary, the Council shall consist of a President, Vice-President, Treasurer, and six (6) other members of the Association.”*

#### 2. Amendment of Article 12 — Minimum Number to Act

Article 12 be amended by:

- (a) deleting the words "**below ten**" and substituting the words "**below six**"; and
- (b) deleting the words "**there are twelve**" and substituting the words "**there are eight**".

So that Article 12 shall read:

*“The Council may continue to act although its number is reduced by death, retirement or otherwise, provided that if at any time its number is reduced below six, the continuing members of the Council shall act only for the purpose of filling up vacancies, until there are eight members of the Council. A member of the Council appointed under this Article shall hold office until the next following annual general meeting at which an election of members of the Council shall take place and shall then be eligible for re-election.”*

#### 3. Amendment of Article 26 — Quorum at Council Meetings

Article 26 be amended by deleting the words "**Seven members of the Council shall form a quorum**" and substituting the words "**Five members of the Council shall form a quorum**".

So that the relevant sentence of Article 26 shall read:

*“Meetings of the Council shall be held monthly at such times and places as they may determine, and also at such other time as they may deem fit. Five members of the Council shall form a quorum.”*

#### **4. Transitional Provision — Deferred Operative Effect**

Notwithstanding clauses 1, 2 and 3 above:

- (c) the amendments to Articles 11, 12 and 26 effected by this resolution shall not take operative effect until the conclusion of the next Annual General Meeting of the Association at which an election of members of the Council takes place;
- (d) until the conclusion of the 2027 election AGM, the current Council continues to hold office and to act in all respects as if Articles 11, 12 and 26 had not been amended; and
- (e) with effect from the conclusion of the 2027 election AGM, the Council shall be constituted in accordance with amended Article 11 and the amended quorum and minimum-number provisions in Articles 12 and 26 shall apply to all subsequent Council meetings and proceedings.

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### **Voting Requirements**

In accordance with section 136 of the Corporations Act 2001 (Cth), an amendment to the Articles of Association requires passage as a special resolution. A special resolution is passed if at least 75% of the votes cast by members entitled to vote are in favour of the resolution.

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## EXPLANATORY NOTICE TO MEMBERS

### Proposed Amendment to Articles 11, 12 and 26 — Reduction of Council Size from 15 to 9

#### Purpose of this Notice

This explanatory notice accompanies the special resolution to be put to members at the Annual General Meeting of the Lebanese Muslim Association (the Association). Its purpose is to ensure members are fully informed of the nature, scope and effect of the proposed amendments to the Articles of Association before voting.

#### What is being proposed

The Council proposes three consequential amendments to the Articles of Association to reduce the size of the Council from 15 members to 9 members, and to adjust the related quorum and minimum-number provisions so that the constitution operates consistently after the reduction.

The three amendments are:

- **Article 11 (Composition of Council):** the Council will consist of a President, Vice-President, Honorary Secretary and Treasurer and five (5) other members of the Association — nine members in total, reduced from the current fifteen.
- **Article 12 (Minimum Number to Act):** the threshold below which the Council may only fill vacancies is reduced from ten to six, and the number required to resume full functions is reduced from twelve to eight.
- **Article 26 (Quorum at Council Meetings):** the quorum for monthly Council meetings is reduced from seven members to five members.

#### When the amendments take effect

If the resolution is passed at this Annual General Meeting, the amendments will not take immediate operative effect. The amendments are expressly deferred and will come into force only at the conclusion of the next Annual General Meeting of the Association at which an election of Council members takes place (the 2027 election AGM).

Until the conclusion of the 2027 election AGM, the current Council continues to hold office and to conduct all of its business in accordance with Articles 11, 12 and 26 in their existing form, as if no amendment had been made. Members of the current Council are not affected by this resolution during the remainder of their current term.

From the conclusion of the 2027 election AGM, the newly elected Council will be constituted in accordance with the amended Article 11 (nine members), and the amended quorum and

minimum-number provisions in Articles 12 and 26 will apply to all Council meetings and proceedings from that point forward.

## **Summary of changes and timing**

**Article 11 — Council size:** 15 members → **9 members** (*operative from Next Election AGM*)

**Article 12 — Minimum to act:** below 10 → **below 6** (*operative from Next Election AGM*)

**Article 26 — Meeting quorum:** 7 members → **5 members** (*operative from Next Election AGM*)

## **Why the Council recommends this change**

The Council considers that a body of nine members is better suited to the Association's current scale of operations, enables more efficient and timely decision-making, and reduces the administrative burden of maintaining a quorum and filling vacancies on a larger Council. The officer positions — President, Vice-President, Honorary Secretary and Treasurer — are retained in full. The reduction falls on the number of ordinary Council members, from eleven to five.

The amendments to Articles 12 and 26 are purely consequential. They ensure that the quorum and minimum-number provisions remain workable and proportionate to the reduced Council size. A quorum of five out of nine (56%) maintains a materially similar proportion of members required to be present for Council business as the current quorum of seven out of fifteen (47%).

The deferred commencement ensures that the current Council is not disrupted mid-term and that the transition to a smaller Council occurs in an orderly way through the normal election process.

## **Legal basis**

Amendments to the Articles of Association require a special resolution of members under section 136 of the Corporations Act 2001 (Cth). All other provisions of the constitution, including the membership eligibility criteria in Article 5, remain wholly unaffected by these amendments.

## **Recommendation of the Council**

The Council unanimously recommends that members vote IN FAVOUR of the special resolution.