# Explanatory Statement - Consolidation of Blind Citizens NSW and BCA into one organisation.

## Background:

The Board of Blind Citizens Australia and the Management Committee of the Association of Blind Citizens of NSW Inc. (known as Blind Citizens NSW) have been working together for some months on a proposal to consolidate the two organisations into one.

Details of this plan were confirmed by both organisations in February 2017 when a Memorandum of Understanding between the organisations was put in place.

This MOU reads in part:

## "1 Introduction

1.1 Following ongoing discussions between Blind Citizens New South Wales (BCNSW) and Blind Citizens Australia (BCA) the two organisations have agreed to work towards a merger. This reflects the general view of membership for merger of the two organisations based on a shared vision for the members of both organisations.

1.2 A merger would facilitate a united and more effective approach to the representation of people who are blind or vision-impaired throughout Australia, through the provision of advocacy, support and information to members.

## 2 Rationale

2.1 BCNSW and BCA have enjoyed a close relationship as a result of shared vision and membership.

2.2 BCNSW and BCA consider that merger would have a range of benefits including:

* enabling cooperative leadership and management of strategic growth issues in NSW and ACT;
* encouraging productive, effective and collaborative approaches to developing services for the members of the blind and vision impaired community; and,
* recognising the mutual interdependencies in service delivery, capacity development and resource management."

## Consolidation of the Organisations:

While the final decision to consolidate the organisations will be considered by the members of Blind Citizens NSW at their Annual General Meeting in December, BCA needs to indicate its agreement to the arrangement by passing a resolution at our Annual General Meeting on 13 October 2017. Full Members of BCA, present in person or by Proxy at the AGM, will be able to vote on this resolution.

Approval of this resolution will require a simple majority vote.

## Resolution;

1. That, on request from the members of the Association of Blind Citizens of NSW Inc, (Blind Citizens NSW) expressed through a Special Resolution of its members, BCA accept responsibility for the assets and liabilities of the said Association.
2. that BCA establish a State Division, as provided for in Clause 10 of the BCA Constitution, to be known as "Blind Citizens NSW", as the semi-autonomous structure responsible for promoting and furthering BCA's purpose, and supporting, engaging and growing the BCA membership across NSW.
3. and, that the BCA Board work to implement the "Conditions of Merger" as set out in Section Five of the Memorandum of Understanding between the organisations, which took effect on Saturday 11 February 2017, as summarised below:
* **Organisational history:** BCNSW (formerly the Association of Blind Citizens of NSW) has a proud history of advocacy for people who are blind or vision impaired since 1910. BCA has a similar history since 1975. A merger of these two organisations must take these histories into account, and celebrate them into the future.
* **Organisational structure:** Both organisations recognise the benefits of combining resources whilst retaining a degree of autonomy at a State level. Whilst not weakening the BCA ethos of direct control of the national organisation by its members, BCA will develop constitutional amendments to allow for State divisions. These State divisions will remain in the effective control of the national board, but may provide a degree of autonomy for members in that State.
* **Membership:** Any member of BCNSW who is not a member of BCA will become a member of BCA at no cost to them, unless they advise that they do not wish this to occur.
* **Board of the merged organisation:** The first board of the merged organisation will consist of a minimum of one-third of its members being resident in NSW or the ACT. This condition is not required to be contained in the constitution, but must gain the agreement of BCA members and be maintained for three years from the date of the merger.
* **NSW office:** BCA will retain an office in Sydney for at least ten years after the merger, with similar capacity to, and delivering similar services for members to that of the BCNSW office immediately prior to the merger.
* **BCNSW employees:** The employees of BCNSW at the time of merger will be employed by BCA on existing terms and with existing entitlements for the term of their current contracts.
* **BCA co-ordination across NSW/ACT:** BCA will continue to support the work of the NSW/ACT co-ordinating committee following the merger.
* **Jeffrey Blyth Foundation:** BCNSW will, prior to the merger, contribute the funds it received for the sale of Shirley House to a sub-fund of the Jeffrey Blyth Foundation to be known as the Shirley sub-fund. The objectives of this sub-fund will be similar to those of the Foundation, with the exception that grants from that sub-fund will be primarily to provide significant and continuing benefit to BCA in NSW and the ACT, its members in NSW and the ACT, and people who are blind or vision impaired in NSW and the ACT.
* **BCNSW funds and assets:** Funds and assets held by BCNSW at the time of merger will be paid to BCA which has similar tax exempt and charitable status, and similar objects in its constitution. These funds will continue to be separately accounted for, and spent primarily on activities which provide continuing and significant benefits to BCA members in NSW and the ACT, and people who are blind or vision-impaired in NSW and the ACT.