

## Appendix 'A' - Amendments to the Rules of the Association AGM 2017

Several changes to the Rules of the Association are provided in this attachment.

For each change, under the heading 'Rule Change', is the relevant text copied directly from the rules.

- Text in black is original text,
- text in red is new content,
- text in red that has a 'strikethrough', is deleted text.

A copy of the complete rules is available on the website at the following link

<http://www.seymourfm.com.au/agm2017/documents.htm>

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## Correction to Rule 8(2a)

### Intention

Correct an invalid reference in Rule 8(2a).

### Rule Change

- (2a) A person who is granted membership under section Rule ~~4A-(2)~~ 8(2) shall be recorded in the Membership Register as a Non Local Member

### Motion

Alter the Rules of the Association to correct an invalid reference in Rule 8(2a).

Moved: Ian McOwan          Seconded: Hank Kreemers

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## Delegation of Membership Administration

### Intention

To change the rules so that the Committee of Management can appoint a member to administer the membership register of the association.

### Rationale

At present, only the Secretary can administer the register of members. An active association like Seymour FM that might have many members, causes the member administration task to become significant and at times requiring specialised skills. This may overload the duties that can be reasonably expected of a Secretary.

### Rule Change

## **18 Register of members**

- (1) The ~~Secretary-Association~~ must keep and maintain a register of members that includes—
- (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (iv-a) the membership category, being either a Local Member or Non-Local Member
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (1A) The register of members is to be administered by -
- (a) the secretary, or
  - (b) under the supervision of the secretary, a member of no less than three months duration, appointed by the Committee of Management.
- (1B) The Secretary is ultimately responsible for the register of members.

## Motion

Alter the Rules of the Association to change the rules so that the Committee of Management can appoint a member to administer the membership register of the association.

Moved: Ian McOwan          Seconded: Hank Kreemers

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## Preservation of Voting Rights and Integrity

### Intention

To change the number of days that a new member must pass before becoming eligible to vote at a meeting of the association.

### Rationale

There are two reasons why this change is beneficial –

1. it is reasonable to assume that a new member will take some time to become familiar with the operational and regulatory aspects of the association, and therefore be able to participate in meaningful decision making and voting,
2. the change helps to prevent the possibility of “stacking” – a tactic employed by groups of people to enforce unwanted or undesirable change on the association, by joining immediately before a meeting of the association, and done in pursuit of their own objectives.

## Rule Change

### **13 General rights of members**

- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than ~~10 business days~~ **3 calendar months** have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

## Motion

Alter the Rules of the Association to change the number of days that a new member must pass before becoming eligible to vote at a meeting of the association.

Moved: Ian McOwan          Seconded: Hank Kreemers

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## Membership Administration

### Intention

To change the due date of the membership subscription from annually to the anniversary of joining.

### Rationale

Administration of the register of members is a significant task when large numbers of members are involved. Changing the due date for renewals to the anniversary of joining allows the work flow to be spread across the year, providing a regular and systematic work flow for a volunteer membership officer. It also helps the financial, documentation, and other aspects of the process.

## Rule Change

### 12 Annual subscription and fee on joining

- (2) The annual subscription is payable in advance on or before ~~1 July~~ **the anniversary date of joining** in each year. The annual subscription for each membership category shall be determined by the committee and adjusted from time to time. Any change or adjustment to the annual subscription fee must be recorded in the minutes of the Committee Meeting.

## Motion

Alter the Rules of the Association to change the due date of the membership subscription from annually to the anniversary of joining.

Moved: Ian McOwan                      Seconded: Hank Kreemers

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## Membership Categories

### Intention

To remove an anomaly and provide clarification of the membership categories.

### Rationale

Rule 8A defines three membership categories – Standard, Subscriber and Associate. Rule 18(1)(a)(iv-a) also define “Local Member” and “Non-Local Member” as categories.

Apart from the categories becoming confused, the definitions are limited in their application and fail to recognize the requirements and demographics accorded to Seymour FM.

The following rule changes will provide the clarity, and a better application of categories to suit our future needs.

## Rule Change

### 8A Membership Categories

- (1) A person who applies to become a member of the Association must chose the category of membership.
- (2) Categories are:
  - (d) **any other category as defined and published by the Committee of Management. Said categories must include a description and information relevant to the characteristics of the category.**

### 18 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (iv-a) the membership **category classification**, being either a Local Member or Non-Local Member **as defined in Rule 4 ‘Definitions’**.

## Motion

Alter the Rules of the Association to provide the clarity, and a better application of categories to suit our future needs.

Moved: Ian McOwan                      Seconded: Hank Kreemers

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## Notification of General Meetings by Email

### Intention

To clarify and improve the methods by which the notifications of general meetings is done when electronic mail (*email*) is used.

### Rationale

Traditionally, the notification of meetings has been sent by post. In recent years, cost increases and the new delays incurred while postal mail is in transit, make it difficult to meet the timing requirements for notices under Rule 33(1).

As electronic mail (*email*) has become the preferred option for communication by many people due to its low cost and speed, it makes sense to make use of the medium for notices sent to the membership.

However, it must be noted that email is not defined as a guaranteed delivery medium, and similarly, there is no formally established protocol for confirmation of delivery.

### Rule Change

#### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
    - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
    - (b) at least 14 days' notice of a general meeting in any other case.
- (2A) The notice must be sent in accordance with Rule 74 'Notice requirements'.

#### **74 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
    - (c) by email or facsimile transmission.
- (1A) A notice given in accordance with Subrule (1)(c) must use an email bulk distribution service that provides a guaranteed 'Delivery Service Notification' (DSN).
- (1B) If the number of successfully delivered notices is less than 45% of those sent, then the committee is required to re-issue the undelivered notices by any other means as defined in Subrule (1). Such notifications must remain compliant with Rule 33(1).
- Note: This rule considers the possibility that an email may have been successfully delivered, but the receiver may employ software or a configuration that prevents a 'Delivery Service Notification'.

## Motion

Alter the Rules of the Association to clarify and improve the methods by which the notifications of general meetings is done when electronic mail (*email*) is used.

Moved: Ian McOwan            Seconded: Hank Kreemers

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## Resigning as a Member

### Intention

To clarify who in the association can accept the notification from a member of their resignation.

### Rationale

Rule 17 says that a member intending to resign must give written notice to the Secretary. A Note in Subrule (1) refers to Rule 74(3) which defines other ways in which the notice can be delivered.

### Rule Change

#### **17 Resigning as a member**

- (1) A member may resign by giving one month's notice ~~in writing to the Secretary~~ of his or her intention to resign ~~in the manner prescribed in Rule 74(3) 'Notice requirements'~~.

#### **Note**

~~Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.~~

## Motion

Alter the Rules of the Association to clarify who in the association can accept the notification from a member of their resignation.

Moved: Ian McOwan            Seconded: Hank Kreemers

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## Filling Casual Vacancies on the Committee of Management

### Intention

1. To introduce a probationary period for the filling of a casual vacancy that occurs in an Office of the Committee of Management.
2. To ensure an elected member of the committee fulfils their full term irrespective of any change of position or office while serving on the Committee of Management.

### Rationale

1. The rules make provision for finding a replacement for a vacancy on the Committee of Management. When the vacancy occurs in an office of the committee (*President, Vice President, Secretary, Treasurer*), there is no provision to remove the incumbent if they are deemed unsuitable or unable to fulfil the requirements of the office.

This rule change makes it possible for the committee to fill a vacancy in an office of the committee and apply a probationary term during which the incumbent must prove themselves suitable to the office.

2. The resignation from the office of President in 2016 caused a 'reshuffling' of the roles of the committee members at that time.

Although the rules attempt – usually successfully – to distribute the election of members to the committee in an evenly distributed manner over two consecutive years, the extraordinary reallocation of tasks and offices done in accordance with the strict interpretation of the rules, has caused a 'snowball' effect and subsequently causes every position on the committee to be deemed vacant.

This rule change will enforce the elected term of a members appointment to the committee irrespective of the role they may fulfil.

## Rule Change

### **57 Filling casual vacancies**

(1C) A member appointed to the committee by sub-rule (1A) or (1B) may continue in office ~~up to the next Annual General Meeting~~ until the date on which the term of the elected member vacating the office is reached.

~~(1D) If the casual vacancy occurs within the first twelve months of a positions two year term, a mid term election at the next AGM to fill the vacancy for the remaining twelve month period must be conducted.~~

## Motion

Alter the Rules of the Association to –

1. introduce a probationary period for the filling of a casual vacancy that occurs in an Office on the Committee of Management, and
2. ensure that an elected member of the committee fulfils their full term irrespective of any change of position or office while serving on the Committee of Management.

Moved: Ian McOwan

Seconded: Hank Kreemers

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## Succession Planning

### Intention

To introduce the preliminary stages of succession planning into the Committee of Management, particularly the office of President.

### Rationale

In an active organisation like Seymour FM, and because of the complex operational and regulatory requirements that need to be embraced by an incumbent of the office of President, it makes sense that succession planning can be used to ease the transition into the role, and provide a measure of backup and support for the President.

This change will reduce the term of office for the President to a period of one to two years, and using succession planning, automatically elevate the incumbent in the office of Vice President to President at a specified time.

## Rule Change

### **51A Succession Planning**

- (1) Succession planning is implemented for the following offices of the Committee of Management –
  - (a) President;
  - (b) Vice President.
- (2) The President shall advise the committee of management of their intention to continue in office up to the maximum term allowed at a meeting of the committee held on or after the 31<sup>st</sup> of July each year.
- (3) The Vice President shall be promoted to and occupy the office of President at the completion of the President's term of office at the next Annual General Meeting.
- (4) The change to the term of office for the positions of President and Vice President shall take effect retrospectively at the Annual General Meeting at which this Rule is adopted.
- (5) The position of Vice President shall be declared vacant at the Annual General Meeting at which this Rule is adopted and an election in accordance with Rule 52 conducted.

## **52 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President; **subject to Subrule 3B;**
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (3A) If there is no nomination for a position, nominations may be received at the annual general meeting.
- (3B) **An election for the position of President is only held if the office of the Vice President has been declared vacant, and the previous incumbent is not automatically, or chooses not to be, elevated to the position of President.**
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **55 Term of office**

- (6) Each member of the Committee **other than those defined in Rule 51A** shall serve a term of two years, after which the position becomes vacant.
- (6A) **Members of the Committee as defined in Rule 51A shall serve a minimum term of one year and a maximum term of two years.**
- (7) On alternate years, **five-four** or **four-three** positions on the Committee shall become vacant.

- (i) On odd numbered years, the positions of ~~President~~, Treasurer and three ordinary members shall become vacant.
- (ii) On even numbered years the positions of ~~Vice President~~ and Secretary and two ordinary members shall become vacant.

### Motion

Alter the Rules of the Association to introduce the preliminary stages of succession planning into the Committee of Management, particularly the office of President.

Moved: Ian McOwan          Seconded: Hank Kreemers

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## Quorums of the Committee of Management

### Intention

To change the quorum requirements for meetings of the committee.

### Rationale

When multiple casual vacancies occur and they are unable to be filled at that time, it is difficult to hold a meeting of the committee as it may require most, if not all, of the members to attend and satisfy quorum requirements.

This rule change considers the number and duration of the casual vacancies. The limited duration of a casual vacancy encourages the committee to fill the vacancies that occur.

### Rule Change

#### **63 Quorum**

- (2) Any six members of the committee (in person or as allowed under rule 62) **minus the number of casual vacancies of less than three calendar months**, constitute a quorum for the conduct of the business of a meeting of the committee.

### Motion

Alter the Rules of the Association to change the quorum requirements for meetings of the committee.

Moved: Ian McOwan          Seconded: Hank Kreemers

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## Provision for a member to Temporarily Suspend Their Membership

### Intention

To allow a member to suspend their membership of the association in temporary circumstances that question the value of the membership.

### Rationale

Seymour FM recognises that some members experience a variety of situations which effect the value of their membership. These may include temporarily moving away from the region, financial difficulties and hardship, or health issues.

We also know that for most of the time, these situations resolve themselves and the member is likely to resume their membership. So rather than go through the process of resignation, and re-joining, an option of suspending their membership is offered. This allows the member to maintain a continuous membership duration, and temporarily suspend their rights and payment of the annual renewal fee.

## Rule Change

### **12A Financial Member May Suspend Membership**

- (1) A financial member may suspend their membership of the association subject to the following conditions.
  - (a) the membership to be suspended must belong to a membership category that applies to an individual,
  - (b) a member must declare in advance the period of the suspension in accordance with the notice requirements of Rule 74(3),
  - (c) a membership is not eligible for suspension unless the membership has been continuously active in the preceding 36 months,
  - (d) a suspended membership also suspends all of the rights bestowed by Rule 13(2)(c),
  - (e) a suspended membership must be either 12 months or 24 months duration,
  - (f) the annual subscription fee shall not accrue during the period of the membership suspension,
  - (g) payment of the annual subscription fee shall be suspended until the membership is re-activated and shall become due as determined by Rule 12(2).

## Motion

Alter the Rules of the Association to allow a member to suspend their membership of the association in temporary circumstances that question the value of the membership.

Moved: Cynthia Lim

Seconded: Ian McOwan