



AUSTRALIAN ALPINE CLUB FALLS CREEK

Proposed Changes to Rules of Association - Specific changes

An explanation and summary of the proposed changes can be found at aacfallscreek.com/news/165-notice-of-special-general-meeting.html.

The current Rules of Association can be found at aacfallscreek.com/xDocs/rules/rules2014.pdf.

Red bold text denotes proposed new or modified words. Blue text denotes words in these excerpts from the Rules that are to remain unchanged.

- A. Replace the term President with Chairperson (many occurrences throughout the Rules)
- a) Change all occurrences of President to Chairperson
 - b) This also necessitates first changing all occurrences of Chairperson to another term, i.e. Moderator. Rule 4 Definitions will then include
Moderator, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 52;
- B. Better support videoconference annual general meetings
- 1) To **Rule 35 Annual general meetings**, add new sub rule (5)
 - (5) At the discretion of the committee,**
 - (a) the election of the committee may take place prior to the actual annual general meeting;**
 - (b) votes for or against a resolution may be required to be cast prior to the actual annual general meeting providing that the resolution is published in the notice of general meeting or associated papers provided to members at the same time,**
 - (c) the counting of votes and announcement of results may be finalised after the close of the meeting but must not be delayed unnecessarily.**
 - 2) **Rule 39 Proxies**
 - a) Modify subrule (2) to clarify that proxies can be sent electronically but constrain it to email or other methods/destinations specified by the Committee (eg SMS to a specific number)
 - (2) The appointment of a proxy must be in writing and signed by the member making the appointment. In writing includes email or other direct electronic communication to a number or electronic address specified by the Committee. from a digital address registered with the club.**
 - c) Modify subrule 5 to allow ballot papers to be sent directly to members rather than use of proxies, for elections and/or for resolutions
 - (5) Notice of a general meeting given to a member under rule 38 must—**
 - (a) state that the member may appoint another member as a proxy for the meeting; and**
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy; and**

- (c) **state whether proxies may be used in a ballot for electing committee members or if ballot papers will be provided to all members entitled to vote; and**
 - (d) **state whether any resolutions will be voted on by ballot of all members entitled to vote, in which case a proxy could not be used to vote on such resolutions.**
- d) Modify subrule 6 to allow for a deadline for receipt of proxies prior the meeting and
- (6) **The Notice of a general meeting may also state the time by which a form appointing a proxy must be received by the Association and the person or address or electronic address that it must be delivered to. If not stated, it is presumed that the form appointing a proxy must be provided to the Moderator of the meeting before or at the commencement of the meeting.**
- e) Modify subrule 7 to cater for proxies to be sent by the deadline while still allowing the status quo if a traditional meeting is held.)
- (7) **A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than the time stated in accordance with rule 39(6) or 24 hours before the commencement of the meeting, whichever is earlier.**
- f) Add subrule 8 to recognise that proxies have to be validated, e.g. the person is financial, 18 or older, has signed the proxy. This has nothing to do with videoconference AGMs, just seemed to be an omission.
- (8) **The Moderator will appoint a suitable person to validate proxies, or undertake this task themselves.**
- 3) **To Rule 40 Use of technology**, add subrules (3) and (4) to allow for different procedures to be used and to cover technology failures
- (1) **A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.**
 - (2) **For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.**
 - (3) **Where a general meeting will be held partly or entirely by the use of technology the committee may put in place additional requirements, time constraints and procedures that allow the fair and efficient conduct of the meeting. These may include but not be limited to**
 - (a) **due times for receipt of nominations or forms appointing proxies;**
 - (b) **election procedures and time constraints, providing that the principle of secret ballot is preserved, and allowing that the election may take place prior to or soon after the close of the meeting;**
 - (c) **procedures and time constraints for questions and proposed motions or items of business;**
 - (d) **software and technology to be used; and**
 - (e) **the requirement to respond to the notice of meeting by a specified time to secure a place at the meeting**
 - (4) **Where technology failure causes a member to be unable to join the meeting or to continue to contribute this shall be treated as an absence due to unforeseen circumstance. It will not invalidate the meeting. The Moderator may adjourn the**

meeting if they deem that technological problems are preventing the meeting being conducted in a fair and productive manner.

- 4) To **Rule 43 Adjournment of general meeting**, add link to the Use Technology rule to cover adjourning for technology failure
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business; **or**
 - (c) **in accordance with Rule 40(4).**
- 5) Modify **Rule 46 Determining whether resolution carried** to allow for a poll (ie vote that is neither show of hands nor secret ballot) to be done electronically. This is a rare occurrence but it should be allowed for. Eg . we could require people to SMS Yes or No to a set number, or use voting built into the conference software, but should not be too prescriptive in the Rules
- (1) Subject to subrule (2), the Moderator of a general meeting may, on the basis of a show of hands, **or electronic equivalent**, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
 - (2) If a poll (where votes are cast in writing, **or electronic equivalent**,) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Moderator of the meeting; and
 - (b) the Moderator must declare the result of the resolution on the basis of the poll.

In **Rule 57 Nominations**, modify subrule (1) to allow for a deadline for receipt of nominations prior the meeting

- (1) Prior to the election of each position, the Moderator of the meeting must call for nominations to fill that position. **The committee may determine that nominations must be received by date and time prior to the meeting**
- 6) Modify **Rule 59 Ballot** to allow for remote voting and to provide for ballot papers that are not just blank sheets of paper
- a) Modify subrule (1) to allow for the Committee to advise members of ballot procedures to be used other than the in person paper method adopted from the Model Rules
 - (1) If a ballot is required for the election for a position, the Moderator of the meeting must
 - (a) appoint a member to act as returning officer to conduct the ballot;
 - (b) **advise members of the timing and procedures to be used in the ballot, including but not limited to**
 - (i) **whether it will be conducted during the meeting or prior to the meeting, and**

- (ii) **whether ballots will be provided to all members or if proxies may be used in the ballot, and**
 - (iii) **the voting system and procedure to be followed, and**
 - (iv) **time constraints within the ballot process.**
- a) Modify subrule (3) to allow for written statements by candidates instead of short speeches
 - (3) Before the ballot is taken, each candidate may make a short **statement** in support of his or her election. **The Committee will determine whether this shall be a written statement or a speech at the meeting.**
- b) Modify subrule (4) to allow for a ballot process that is not based on physical paper votes. It will be broad enough to allow for a ballot to be held prior to the AGM, and to permit preferential voting in future.
 - (4) The election must be by secret ballot.
 - (a) **if no members are attending the meeting through the use of technology, then the Committee may determine the ballot will follow subrules (5) to (9); or**
 - (b) **to allow members to better participate in accordance with Rule 40, the Committee may determine a different ballot process that replaces those subrules providing it**
 - (i) **preserves anonymity of ballots; and**
 - (ii) **provides a ballot paper for every member entitled to vote or permits proxy votes to be cast; and**
 - (iv) **facilitates each voter to cast votes for multiple candidates for multiple positions; and**
 - (v) **does not permit a voter to vote for more candidates than the number to be elected unless a preferential voting or multiple preferential voting procedure is used; and**
 - (vi) **counts each vote for a candidate equally**
- c) Modify subrule (5) to allow for a ballot paper other than a blank sheet of paper to be used. This is unrelated to videoconferences but addresses a deficiency in the current rules where a blank sheet of paper provides no means of preventing someone from submitting more ballots than they are entitled to. Providing a paper that has been printed, or even just stamped, provides some protection.
 - (5) The returning officer must give a blank **ballot** paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Modify subrule (11) to provide for the same process to be used if a runoff election is required

- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10), **or the alternative process nominated in accordance with subrule (4)(b),** to decide which of those candidates is to be elected; or

- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

C. Update the means of giving notice

Modify **Rule 12 Debentures** to change the example age when additional joining fee/debenture payments are due to 18 to reflect current practice

- (3) A member may apply for associate membership for a child of the member. The committee may, in its discretion, offer a payment plan whereby an initial discounted joining fee is required for a child and further payments towards the full joining fee and debenture purchase may be delayed until specified conditions or milestones are met (for example, the total joining fee may not be payable until a child turns **18** or **25**).

D. Change the example age for a progressive debenture/joining fee payment

Modify **Rule 80 Notice Requirements** to remove fax as a means of giving notice and to add electronic messaging services

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email **or direct electronic messaging service**.
- (2) Subrule (1) does not apply to notice given under rule 66.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the **Secretary, or in specified contexts, another Committee member**; or
 - (ii) by **direct electronic messaging to a published number or address of the Association or the Secretary, or in specified contexts, another Committee member**.