

## APPENDIX B

### Proposed Changes To Friends Of Lorne Inc Constitution

Changes are shown in mark-up

#### 13 General rights of Meeting

(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 have passed since the member became a member of the Association;
- ~~(c) the member is up to date with subscriptions or in the case of an AGM has paid the subscription for the current financial year no later than one week prior to the AGM; and~~
- (d) the member's membership rights are not suspended for any reason.

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#### Division 3—Election of Committee members and tenure of office

##### 49. Who is eligible to be a Committee member?

A member (to be known as an Eligible Member) is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting. And
- ~~(c) has paid the subscription for the current financial year, no later than one week prior to the AGM.~~

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##### 50. Positions to be treated as vacant

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) ~~All positions on the Committee fall vacant at the start of the Annual General Meeting and elections shall be conducted in accordance with this Rule and Rules 51 to 54.~~
- ~~(3) Not less than three weeks prior to the Annual General Meeting the Secretary shall give notice calling for nominations for Office Bearers and Ordinary Members of the committee in accordance with these rules. Subject to Rules 52(4) and 52(5) nominations shall close not less than one week prior to the Annual General Meeting.~~

#### 51 Nominations

- (1) At the Annual General Meeting the Chairperson of the meeting must confirm the nominations for election received pursuant to this clause and clause 50.
- (2) A Eligible Member of the Association may—
  - (a) nominate themselves or
  - (b) with the member's consent, be nominated by another member.

(in either case a "Nominated Member").
- (3) A Nominated Member shall indicate whether, if they fail to be elected for the position nominated, they wish to be considered
  - (a) for an alternative Office Bearer position (and if so, which one); or
  - (b) for a position on the Committee as an Ordinary Committee Member.
- (4) A Member may nominate or accept a nomination for more than one Office to be occupied concurrently.

## 52 Election of Office Bearers.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (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.
- (4) If no Member is nominated for an Office, nominations for that Office may be taken from the floor, provided the nominee is an Eligible Member.
- (5) On their election, the new President may take over as Chairperson of the meeting.

## 53 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position and if there remain committee positions unfilled shall call for additional nominations from or for Eligible Members from the floor.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## 54 Ballot

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- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

**Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (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) 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.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—

- (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
- (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

#### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

#### **57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.