# Part Three: Meetings of the Members

## General Meetings

1. **What our Constitution says right now**

Member meetings are covered under Part 5 of the current constitution, and in Schedule A. This covers Annual and Special General Meetings, with Schedule A covering the procedures of the meetings.

1. **Why this is important and our proposed approach**

The proposal is to insert a new section into the Constitution that would include all the rules that apply to General Meetings. These rules would apply to all types of meetings of the members held by the Assembly. The Rules will include other sections that will cover any specific rules that apply to Annual and Special General Meetings.

The Act requires that the Assembly have procedures for calling a General meeting.

There are several areas to strengthen what is in the current Constitution, that includes the following:

1. How meetings can take place
2. The procedure for calling a General Meeting
3. Bringing General Business to a General Meeting
4. Proxy Voting
5. Quorum
6. **What the proposed Constitution will say**
   1. **How meetings can take place**: any general meeting can be conducted online, or in person. In person meetings must include options for participating online. The NEC will determine how and when the meeting will take place.
   2. **What notice is required to call a meeting:** to make this consistent, we want to ensure that all types of meetings have at least 20 working days’ notice. This notice period is aligned with the current Constitution and practice.
   3. **General Business**: any member can bring general business to a General Meeting, provided notice of the general business item is received no later than 10 working days before a General Meeting.  
        
      The constitution will outline what the correct way to bring a motion or general business to a General Meeting, this includes the information that should accompany the business and a motion to bring to the members.
   4. **Proxy Voting in General Meetings**: Proxy voting is only allowable for those who require it for accessibility - including Power of Attorneys.  No other forms of Proxy are allowable as per Members section Part Two.
   5. **Quorum of the meetings:** The quorum of General Meetings is 20 members, or the total number of members if the membership is less than 20. If quorum of a meeting is not achieved within 30 minutes of the start time, no business can be conducted except to postpone the meeting within 14 days of the original meeting date. This condition does not apply if it is a meeting called by members under Special General Meetings.
   6. **Voting**
      1. **Methods of voting:** Can be done by a show of hands, voice, or using an electronic polling system or other system as identified by the Chair
      2. **One vote:** All members eligible to vote can exercise one vote
      3. **Representatives:** An organisation or family member must nominate a representative to cast their vote, subject to rules pertaining to members rights (Organisational Representative).
   7. **Minutes:** minutes of the meeting will be maintained by the NEC and available to the members on request.
   8. **Chairing the Meeting:** the chair of any meeting of the members will be the President. In their absence, the Immediate Past President or President-elect will chair the meeting. If none are available within 15 minutes of the start time of the meeting, then the members in attendance at the meeting may choose one of the members present to chair the meeting.
   9. **Special Resolutions:** A special resolution is one that requires a motion to be passed by a 75% majority of members present who are entitled to vote. A Special Resolution will be required to amend the rules of the Assembly, dissolution of the Assembly, and Removal of Officers or Members under special or extreme circumstances. All other resolutions would be passed by a ordinary resolution passed by a majority of those present at that meeting.

## Annual General Meetings

1. **What our Constitution says right now**

The Constitution outlines the business for an Annual General Meeting,

1. **Why this is important and our proposed approach**

The Act requires that we outline the procedures for Annual General Meetings, and any specific business that should be considered at an AGM. The current constitution does not currently meet these requirements, and the AGM details are split over two sections. These two sections will be combined.

In this section, we will cover:

When the annual general meeting will be held

The business considered at the AGM

Bringing a members motion or general business

Notice of the AGM

1. **What the proposed Constitution will say**
   1. **When the Annual General Meeting will be held.** To comply with the Act, the Assembly must run its AGM no later than 6 months following the Balance Date.
   2. **Business of the AGM**: The business of the AGM is to
      1. receive and consider an annual report of the National Executive Committee and any other duly constituted committee
      2. receive and consider the annual financial statements of the Assembly;
      3. undertake the election of officers;
      4. the appointment of the Auditor; and
      5. the consideration of any other business brought properly to the meeting
   3. **Who Chairs the meeting:** The President shall chair the meeting, and if they are not available then the Immediate Past President or President-Elect shall chair the meeting. Where none of these Officers are present, then any Officer can chair the meeting with a vote of the members present at the meeting.
   4. **Bringing a members’ motion or general business (new):** Members who bring a members’ motion to the Annual General Meeting. This motion or business should be provided to the Chairperson at least 10 working days prior to the meeting or at the discretion of the Chairperson.
   5. **Information on the motion or business:** Members bring business to the AGM should provide appropriate information for the members to consider the business.
   6. **A motion brought properly to the Assembly:** if the conditions of the above are met, the motions is considered to be properly brought before the membership.

## Special General Meetings

1. **What our Constitution says right now**

Our current constitution outlines when the Assembly is required to hold an SGM. A Special General Meeting can only cover the purposes for which the SGM was called, and no other general business can be considered. For a Special General Meeting, all the relevant information should be provided by those who are calling the SGM. A group of members or the NEC can call an SGM as long as it meets the requirements of the rules.

1. **Why this is important and our proposed approach**

Special General Meetings are an opportunity to consider important business of the Assembly to a meeting and consider if it is of significance and that it would be better to address that business sooner rather than wait for the next AGM. These meetings are also a way that a group of members can raise business to be considered outside of the cycle of the AGM.

The proposed approach will be to clearly outline how you can call an SGM, it will clarify when an SGM should be held in different circumstances i.e. if a group of members or the NEC calls the SGM.

1. **What the proposed Constitution will say**
   1. **Calling a Special General Meeting:** A special general meeting can be called by the NEC at any time or at the request of a minimum of 20 members (Option) OR 5% of the total membership, but no less than 5 members where the membership is less than 20 members.
   2. **When a Special General Meeting should be held:** in the case of a SGM being called by the membership, the NEC must call the SGM providing it has the full and correct information to do so (see bringing a members motion), within 30 working days of receiving the request of the members, but not within 30 working days of another Special General Meeting being held.
   3. **Business of a Special General Meeting:** The purpose of the Special General Meeting is to consider the business specified in the NEC’s resolution or in a members’ request.
   4. **Special General Meeting Procedure:** the procedure of an SGM will run align with the process for General meetings.

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