

Annual General Meeting: 28 November 2023
Item 7

Proposed changes to Fitzroy Learning Network's Rules of Incorporation

Proposed resolution

The proposed changes to FLN's Rules of Incorporation are accepted by FLN Members.

Summary and context

In 2018 updated Rules of Incorporation (Rules) were approved at Fitzroy Learning Network's annual general meeting. Since then, the Board has noted that some of the clauses were unclear in respect of matters relating to the election of Board members. The Board therefore proposes four changes to the Rules. The final proposed changes (5) provide additional minor corrections to the 2018 Rules.

In accordance with clause 77 of the Rules three-quarters of those voting at the annual general meeting (AGM), either in person or by proxy, must be in favour of the proposals for them to pass.

A full copy of FLN's rules is provided to support this paper.

Proposals

Each proposed change is explained below and the proposed amendments are identified in red or by strikethrough in the relevant clause(s).

1. Number of Board members: The Rules do not provide for a minimum number of Board members. It is proposed to amend clause 44.1(e) to include a minimum as well as a maximum number of Board members i.e. a minimum of six (including Board Officers listed in 44.1a-d). Currently only a maximum number (12, including Board Officers) is stated.

44. Composition of the Board

1. The Board consists of:

a) a Chairperson; and

b) a Deputy-Chairperson; and

c) a Secretary; and

d) a Treasurer; and

e) ~~a maximum of 8~~ **a minimum of two and up to eight** additional ordinary members elected under rule 53

53. Election of ordinary members

1. The annual general meeting must by resolution decide the number of ordinary members of the Board ~~(if any)~~ it wishes to hold office for the next year

2. Election of Board officers

Clause 44 allows for the election of the Board Officers by either the Board or by members at the AGM. Clause 52.1 refers only to election by the AGM. The Board proposes that the Board elects role holders after the AGM. This will allow for the Board to assess the relevant skills and suitability of Board members for the Officer roles (and sub-committee Chairs, who are already elected by the Board) after the Board membership has been finalised at the AGM. The proposed amendments below also address a minor typo.

Clause 44. Composition of the Board

~~2. The Board will consist of Officers-Bearers appointed by the Board or by the members by resolution as described in Division 3.~~

~~3~~ 2. The members may, by resolution appoint to or remove from the Board an Officer-Bearer or other member of the Board.

~~4~~ 3. The Board may appoint any person as an officer or a member of the Board, either to fill a vacancy or as an addition to the existing members of the Board.

~~5~~ 4. Subject to vacancy and to the terms of any agreement entered into with the Association, a member of the Board continues to be a member of the Board until he or she dies or leaves the Board under sub-rule (3) above or rule 55 Clause 52. Election of Chairperson etc

1. At **the first Board meeting after** the annual general meeting, ~~separate elections must be held for each~~ of the Board must elect the following Office Bearing positions:

- a) Chairperson;
- b) Deputy-Chairperson;
- c) Secretary;
- d) Treasurer

3. Re-election of Board members

The Board seeks an amendment to the Constitution to remove the requirement for four Board members to be put up for re-election each year. This clause is redundant as Board members must be re-elected after every three years.

Proposal: delete 55.2

55. Term of office

1. Subject to sub-rules 2-4 and rule 56, a Board member holds office for a period of up to three years.

~~2. At every annual general meeting, at least four Board positions shall be put to a vote.~~

4. Casual appointments

The process for appointing Board members when vacancies arise during the year does not provide a process for ratifying the appointments by Members. The Board therefore proposes an amendment to the Rules to ensure that casual Board appointments are formally notified to Members at the first AGM after their Board appointment and confirmed through election by members.

57. Filling casual vacancies

1. The Board may appoint an eligible member of the Association to fill a position on the Board that:

- a) has become vacant under rule 56; or
- b) was not filled by election at the last annual general meeting.

2. The co-opted Board member's appointment must be formally ratified, through election, by members at the annual general meeting following their appointment by the Board. Their three-year term of office commences at the annual general meeting.

~~3~~ 4. If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.

~~4~~ 5. Rule 55 applies to any Board member appointed by the Board under sub-rule (1), (2) or (3).

~~5~~ 6. The Board may continue to act despite any vacancy in its membership.

5. Additional corrections

Two additional amendments are proposed; the first to provide clarity, the second to address a typo.

Clause 4

Office bearer refers to members appointed to the Board under Division 2 and Division 3 **of Part 5**.

51.2

Insert missing word, highlighted in red.

Nominations close 5pm 5 business **days** prior to the Annual General Meeting.