

## EXPLANATORY MEMORANDUM RE NEW RULES

These are the changes proposed to the ESCFAN Inc. existing Model Rules (2015) as presented in the amended Rules to the 2019 AGM.

### Membership Coordinator

- The model rules refer to the Secretary as the main person responsible for memberships. Given the financial implications of memberships we have found the role is better suited to the Treasurer. In order to give the organisation greater flexibility in the future we have created the role of "Membership Coordinator" so that any committee member can take on the role (regardless of their existing title)
- As a result, we have defined the role in definitions and replaced any references to Secretary to that of Membership Coordinator where relevant. **(Rule 4)**

### Committee Changes

A number of Changes have been made in relation to the Committee:

- (1) Fixing the number on Committee to 9 people.
  - The Model Rules allow the AGM to nominate the number of Ordinary members. We have decided to fix this to 5 people (giving a total of 9 positions). The last three AGM's have determined that the above number is adequate, and the past committees have operated well with this number. Fixing the number reduces the work required at the AGM and gives us certainty moving forward.
  - Should additional assistance be required from members this can still be undertaken via Sub Committees where there have been no changes in the rules.
  - As a result, only minor changes were needed in the rules by removing some paragraphs and adding 5 Ordinary to the positions list. **(Rule 44)**
- (2) Extending the Term of Office to 2 years.
  - Currently the Model Rules fix the committee term to one year. In order to ensure continuity, we have decided to increase the term of office to 2 years with 50% of the committee retiring at each AGM. Retiring members are still able to nominate again for election. This process will not commence until the Committee is elected at the 2020 AGM.
  - As a result, transitional provisions have been required following the 2020 AGM to all for the above and references to one year have been changed to two years. **(Rule 55)**
- (3) Qualifications to become a Committee Member
  - We have added two qualification requirements to become a committee member. Members must have joined 3 months prior to their election and only primary members can join the committee. It is felt that the 3 month period gives members sufficient time to become acquainted with the Club before they decide to nominate for election to Committee. As an OGAE Club we think its important that members that have nominated another OGAE Club as their primary club, should not be in a committee position in our Club.
  - As a result of the above changes we have had to add definitions in relation to OGAE and Primary members. In addition, the qualifications clause has been updated to include the changes above. **(Rule 49)**
- (4) Removal of Committee Member
  - We have added a clause to allow removal of a committee member should they act against the interests of the Club or fail to perform their duties. This removal will require a 2/3rds absolute majority of Committee to pass which means 6 of the 9 committee members would need to agree to pass this resolution. This change has been added to ensure the Committee is working in the best interests of the membership.
  - As a result, the relevant clause has had the above added. **(Rule 56)**

## Membership and Joining Fees

A number of changes here also

- All references to joining, subscription and membership fees have all been replaced by “membership fees only” so as to streamline and avoid confusion.
- Setting of membership fee
  - In the current rules some fees are set by Committee others by the AGM or both. Currently the annual membership fee is set by the AGM for the following year (ie set in August 2019 for the 2020-21 financial year). We believe this is too restrictive and have changed the rules to allow Committee to set all Fees before the commencement of each financial year.
  - As a result, paragraphs have been altered to allow this and where relevant paragraphs have been removed. **(Rule 12)**
- Other matters
  - We have set the due date for payment of fees as 31<sup>st</sup> July as we have done at past AGM’s and so AGM’s don’t need to cover this matter any further. **(Rule 12)**
  - We have also changed the period by which an unpaid membership is deemed to be cancelled down from 12 months to 3 months. This will make the maintenance of memberships for Committee much easier. **(Rule 17)**

## Chairperson

- Currently the Chairperson in the rules is set as the President or Vice President. This default remains however we have added a paragraph that allows for the Committee to select another Chairperson for that specific meeting. This gives all the committee members the ability to Chair a meeting.
- As a result of the above a paragraph no longer relevant has been removed and a new one inserted in its place. **(Rule 46)**

## Minutes

To ensure committee transparency to the members we have inserted a new clause requiring Committee to report to members within 14 days matters discussed at each meeting. **(Rule 66)**

## Disciplinary Actions

We have added a paragraph to strengthen the reasons for disciplinary action re members. This rule adds the following clause where a member “has unduly or unreasonably caused material harm or suffering to another member, the Committee, or to the Association in any form; and/or has engaged in conduct which brings the Association into disrepute”. **(Rule 19)**

## Other matters changed in the Rules

- **Membership Application** – we have removed the word written to allow for all forms of applications including electronic and added provision that current membership form to be used **(Rule 9)**
- **Associate Members** – we have increased the age from under 15 years old to under 18 years old so currently all under 18’s will receive free membership but no voting rights **(Rule 14)**
- **Proxy forms** – we have removed proxy forms from being presented at the AGM (paper copies were only accepted this way). All proxy forms must now be received by the Committee 24 hours before the AGM by all methods. This will make management of the AGM easier. **(Rule 34)**
- **Quorum at general meetings** – we changed the minimum number of members required for a quorum from the current 10% of members down to 5% of members. As we grow the 10% rule could result in AGM’s not proceeding and being deferred to another date. **(Rule 36)**
- **Proceedings at AGM** – we have removed the option for the newly elected President to Chair the remainder of the meeting. The reason for doing so is to ensure the smooth completion of the AGM

by the current Committee and the new Committee can commence duties at the completion of the AGM. **(Rule 52)**

- **Minor Corrections** – some words have been updated or corrected without changing the intentions of the relevant clauses

### **Matters not dealt with in 2019 Rule changes**

The following matters were addressed in a member survey, but we were unable to incorporate in this round of changes due to the complexities of the matters and not having sufficient time and resources to research the matters in more detail.

Election Process of Committee – we proposed to change the process to elect Committee before the AGM date. This can be addressed by future Committees and will require a detailed step by step process.

Electing Committee vs electing positions – we had proposed to elect the members of committee and then allow the committee to decide on positions. This was partly suggested to facilitate the election process above.

Remove access to view the membership register – advice received implies this is not possible under the Act and as such we have established a work around, on the membership form, for those wishing to keep their information private.