



## **SPECIAL RESOLUTION FOR THE 2018 ANNUAL GENERAL MEETING**

1. To allow the number of directors appointed to be greater than eight
2. To change the duration of appointment of Directors to two years with the maximum term of service being six years (except for the roles of vice-president, president and past president)

It is proposed that the changes to the Constitution shall read as (changes are highlighted):

### **16.1 Number of Directors**

- (a) Subject to the Corporations Act and the remaining provisions of this clause 16, the number of members of the Board will not be less than eight, the relevant number of whom shall be elected by and from among the Ordinary Members in accordance with clause 17 and who shall hold one of the offices on the Board of Directors referred to in clause 16.1(b).
- (b) The Board shall comprise:
  - (i) a President;
  - (ii) a Vice President;
  - (iii) a Past President
  - (iv) a Secretary;
  - (v) a Treasurer; and
  - (vi) **at least** three General Board Members

## 16.2 Term of office

- (a) Subject to the remaining provisions of this clause 16.2, each member of the Board shall hold office for a period of **two years** from the date of appointment but is eligible for re-appointment by Members for a maximum of two further terms of **two years**.
- (b) The maximum term of service in the same position is **six** years.
- (c) At the conclusion of the annual general meeting at which the election of Directors is to occur in accordance with clause 17, the retiring Vice President will automatically assume the role of President.
- (d) At the conclusion of the annual general meeting at which the election of Directors is to occur in accordance with clause 17, the retiring President will automatically assume the role of Past President.

## 16.3 Casual vacancy or addition to Board

- (a) In the event of a casual vacancy in any office referred to in clause 16.1(b), the Directors may appoint one of the Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (b) The Directors may appoint a Member as an addition to the Board but so that the total number of Directors shall not, at any time, **fall below the minimum of eight** in accordance with this Constitution.
- (c) A Director appointed in accordance with clauses 16.3(a) or 16.3(b) shall hold office:
  - (i) in the case of an appointment to fill a casual vacancy – for the remainder of the term of office of the Director whose office has become vacant; and
  - (ii) in any other case – only until the next following annual general meeting, at which time he shall retire but shall be eligible for re-appointment by Members.