

SUMMARY OF PROPOSED CHANGES TO CONSTITUTION OF OZ HPV INCORPORATED

Rule number	New or revised?	Comments
Objectives	Inserted	Insert the association's objectives at the start of the constitution. Not previously included as part of the constitution.
12(3)	Revised	Removed the restriction to act for max 2 years as President, Secretary, Treasurer. Allows for better continuity.
18(2)	New	Attendance at committee meetings using electronic media.
18(3-9)	Revised	Paragraph numbers updated after inclusion of new rule 18(2).
20(1)	Revised	Members attending committee meeting by electronic media have full voting rights.
22(2)	New	Attendance at annual general meetings using electronic media.
22(3-5)	Revised	Paragraph numbers updated after inclusion of new rule 22(2).
23(6)	New	Attendance at general meetings using electronic media.
25(1)	Revised	Members attending general meeting by electronic media have full voting rights.
28(4)	New	Inclusion of responses in 'show of hands' & poll results for people attending via electronic media.
29(2)	Revised	Method of proxy voting changed.
30	Revised	Proxy votes to be given to secretary, who will vote on behalf of the member in accordance with the instructions noted on the proxy form. No restriction on how many proxy votes the secretary can receive.
32(2)	Deleted	Replaced by 32(4)
32(3) EXISTING	Revised	Rule 32(3) changed to Rule 32(2) and additional wording added stating committee can change accounts if needed.
32(3) NEW	New	Payments from bank account can be made by cheque signed by signatories or by electronic transfer authorised by 2 signatories. Signatories must be committee members or employees appointed by the committee.
32(4)	New	The bank account cannot be linked to other accounts or payment solutions/mechanisms that allow only one signatory to withdraw funds. Designed to clarify situation on non-use of Paypal & credit/debit cards.
Appendix 2	Revised	Updated design of Proxy Form to allow secretary to vote on behalf of members in accordance with instructions written on the proxy form.

Objectives

< TO BE INSERTED AT BEGINNING OF CONSTITUTION >

< MUST OBTAIN COPY OF ASSOCIATION OBJECTIVES & PURPOSE FROM ACT GOVERNMENT SO THEY ARE THE SAME AS THOSE INCLUDED WITH APPLICATION FOR INCORPORATION >

Rule 12(3)

ORIGINAL

12 Constitution and membership of the committee

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, or appointment, but is eligible for re-election to a **second, but not a third**, consecutive year in the same office.

AMENDED

12 Constitution and membership of the committee

(3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, or appointment, but is eligible for re-election to a **subsequent** consecutive year in the same office.

Rule 18

ORIGINAL

18 Committee meetings and quorum

- (1) The committee shall meet at least three times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub rule (3) shall specify the general nature of the business to be transacted at the meeting and no other business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of the meeting.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a place and time decided upon by those members of the committee that are present but within 7 days.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee the president, or another member of the committee delegated by the president, or the absence of the president and his delegate, another member of the committee chosen by the members present, shall preside over the meeting.

AMENDED

18 Committee meetings and quorum

- (1) The committee shall meet at least three times in each calendar year at such place and time as the committee may determine.

- (2) Members may attend a committee meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Committee members attending a committee meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all committee members attend a committee meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.
- (3) Additional meetings of the committee may be convened by any member of the committee.
- (4) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under sub rule (3) shall specify the general nature of the business to be transacted at the meeting and no other business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of the meeting.
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- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (9) At meetings of the committee the president, or another member of the committee delegated by the president, or the absence of the president and his delegate, another member of the committee chosen by the members present, shall preside over the meeting.

Rule 20(1)

ORIGINAL

20 Voting and decisions

- (1) Questions arising at a meeting of the committee or any sub committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub committee present at the meeting.

AMENDED

20 Voting and decisions

- (1) Questions arising at a meeting of the committee or any sub committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub committee present at the meeting. Committee members attending a committee meeting via teleconferencing, videoconferencing or any other electronic media are considered present at the meeting and have full voting rights.

Rule 22

ORIGINAL

22 Annual general meetings, calling of and business at

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such a date and at such a place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be;

- (a) to confirm the minutes of the last annual general meeting and of any other general meeting for which the minutes are not yet confirmed;
 - (b) to receive from the committee reports on the activities of the association during the last financial year;
 - (c) to elect members and office bearers of the committee; and
 - (d) to receive and consider statement of accounts and the reports that are required to be submitted to the members pursuant to sub section 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (4) An annual general meeting shall be conducted in accordance with the provisions of the Part.

AMENDED

22 Annual general meetings, calling of and business at

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such a date and at such a place and time as the committee thinks fit.
- (2) Members may attend the annual general meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Members attending the annual general meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all members attend the annual general meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be;
- (a) to confirm the minutes of the last annual general meeting and of any other general meeting for which the minutes are not yet confirmed;
 - (b) to receive from the committee reports on the activities of the association during the last financial year;
 - (c) to elect members and office bearers of the committee; and
 - (d) to receive and consider statement of accounts and the reports that are required to be submitted to the members pursuant to sub section 73 (1) of the Act.
- (4) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (5) An annual general meeting shall be conducted in accordance with the provisions of the Part.

Rule 23

ORIGINAL

23 General meetings calling of

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on requisition in writing of not less than 5 percent of the total number of financial members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting;
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which the requisition of members for a meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.

- (5) A general meeting convened by a member or members referred to in sub rule (4) shall be convened as nearly as possible in the same manner as general meetings are convened by the committee.

AMENDED

23 General meetings calling of

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on requisition in writing of not less than 5 percent of the total number of financial members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting;
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 1 month after the date on which the requisition of members for a meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in sub rule (4) shall be convened as nearly as possible in the same manner as general meetings are convened by the committee.
- (6) Members may attend a general meeting in person or by using teleconferencing, videoconferencing or any other electronic media. Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media have full voting rights. Where all members attend a general meeting via teleconferencing, videoconferencing or any other electronic media the location of the meeting shall be recorded as that of the person convening the meeting.

Rule 25(1)

ORIGINAL

25 General meetings, procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

AMENDED

25 General meetings, procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item. Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media are considered present at the meeting and have full voting rights.

Rule 28

ORIGINAL

28 Making of decisions

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or lost, or an entry to that effect in the

minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken,
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

AMENDED

28 Making of decisions

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken,
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (4) Members attending a general meeting via teleconferencing, videoconferencing or any other electronic media shall communicate their response to the person presiding at the meeting and those results shall be included with the results of the show of hands or poll, as the case may be.

Rule 29

ORIGINAL

29 Voting

- (1) Subject to sub rule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more proxies than 10 percent of the total number of financial members of the association.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to make a casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

AMENDED

29 Voting

- (1) Subject to sub rule (3), upon any question arising at a general meeting of the association a member has 1 vote only.

- (2) All votes shall be given personally or by proxy in accordance with Rule 30.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to make a casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

Rule 30

ORIGINAL

30 Appointment of proxies

Each member shall be entitled to appoint another member as proxy by notice, in the form set out in Appendix 2 of these rules, given to the secretary no later than the commencement of the meeting in respect of which the proxy is appointed.

AMENDED

30 Appointment of proxies

Each member shall be entitled to appoint the secretary, or another member of the committee delegated by the committee, to vote by proxy on their behalf in accordance with their instructions written on the proxy form set out in Appendix 2 of these rules. Proxy forms are to be provided to the secretary or the other member of the committee delegated by the committee no later than the commencement of the meeting in respect of which the proxy is appointed.

Rule 32

ORIGINAL

32 Funds, management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used pursuant to the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association authorised to do so by the committee.
- (3) All funds of the association, other than funds awaiting banking or funds set aside as petty cash, shall be invested in a bank account or other guaranteed deposit fund.

AMENDED

32 Funds, management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used pursuant to the objects of the association in such manner as the committee determines.
- (2) All funds of the association, other than funds awaiting banking or funds set aside as petty cash, shall be invested in a bank account or other guaranteed deposit fund as the committee shall from time to time determine. Such accounts must require 2 signatories to withdraw funds from the account.
- (3) All payments from such accounts shall be made either by cheque signed by any two signatories, or by electronic funds transfer authorised by any two signatories. Signatories of the account shall be any members of the committee or employees of the association authorised to do so by the committee.
- (4) The association's bank accounts shall not be linked to any other account or payment solution/mechanism that effectively allows funds to be withdrawn from the account by only 1 signatory.

APPENDIX 2

ORIGINAL

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(full address)

being a member of OZ HPV

hereby appoint

(full name of proxy)

being a member of the association as my proxy to vote for me on my behalf at,

() the general meeting to be held on

(select) the day of20...

() all general meetings held after the date noted here on and until the date I withdraw in writing this power of proxy.

signature of member appointing proxy.....

dated.....

Note a proxy may not be given to a person who is not a member entitled to vote at the meeting(s).

AMENDED

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of.....
(full address)

being a member of OZ HPV Incorporated hereby appoint the Secretary of OZ HPV Incorporated or other person delegated by the committee (see note 1) as my proxy to vote on my behalf in accordance with my instructions written on this form at the general meeting to be held on

the day of20....

In respect of the matter being considered, my response is

- () FOR
- () AGAINST
- () ABSTAIN

Additional instructions:.....
.....
.....

Signature of member appointing proxy.....

Dated.....

Note 1 – In the absence of any delegation by the committee, the Secretary of OZ HPV Incorporated shall be appointed as proxy and vote in accordance with the instructions written on this form. Where the committee has delegated a member of the committee other than the Secretary to act as proxy, then the person delegated shall be appointed as proxy and shall vote in accordance with the instructions written on this form.