

2DRY FM Annual General Meeting

AGENDA

Saturday, 26th November 2022

Commencing 4:00pm

1 Present

2 Apologies

3 Minutes of 2021 Annual General Meeting

Moved: Seconded: Carried?

4 Presentation of Annual Report

Moved: Seconded: Carried?

5 Presentation of Treasurer's Report

Moved: Seconded: Carried?

6 Proposed Resolution

That the proposed changes to the Constitution described in Attachment 1 of this notice be adopted.

Moved: Seconded: Carried?

7 Election of Board

8 General Business

9 Next Meeting

10 Meeting Close

Meeting ended:

Attachment 1

Proposed Changes to the Constitution

Dear Member,

New South Wales Fair Trading updated the Model constitution for incorporated associations in September 2022. Details of the changes can be found at <https://www.fairtrading.nsw.gov.au/associations-and-co-operatives/associations/starting-an-association/model-constitution>

To better align our Association's constitution with the Model constitution a number of changes are recommended by your Board. The proposed changes are outlined on the following pages.

Note that a fully copy of the Constitution can be found at <https://www.2dryfm.com/about/policies-procedures/>

Current Constitution	Proposed Change	Change Description
<p>16 Election of board members</p> <p>(1) Nominations of candidates for election as office-bearers of the association or as ordinary board members:</p> <p>(a) Must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and</p>	<p>16 Election of board members</p> <p>(1) Nominations of candidates for election as office-bearers of the association or as ordinary board members:</p> <p>(a) Must be made in writing, signed by at least 2 members of the association, not including the candidate and accompanied by the written consent of the candidate to the nomination, and</p>	<p>Changes the reference of 2 members to at least 2 members other than the candidate nominated for the election. This amendment also removes reference to the phrase “which may be endorsed on the form of the nomination”.</p>
<p>19 Casual vacancies</p> <p>(1) In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.</p> <p>(2) A casual vacancy in the office of a member of the board occurs if the member:-</p> <p>(a) Dies, or</p> <p>(b) Ceases to be a members of the association, or</p> <p>(c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or</p>	<p>17 Vacancies in office</p> <p>(1) A casual vacancy in the office of a Board member arises if the member:</p> <p>(a) dies, or</p> <p>(b) ceases to be a member of the association, or</p> <p>(c) resigns from office by written notice given to the secretary, or</p> <p>(d) is removed from office by the association under this clause, or</p> <p>(e) is absent from 3 consecutive meetings of the Board without the consent of the Board, or</p> <p>(f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or</p> <p>(g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or</p> <p>(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment</p>	<p>Merges 19 and 20 to align language with the model constitution.</p> <p>Allows a committee member who has been removed to request that the committee send a copy of the statement at least 7 days before the general meeting at which the proposed resolution will be considered.</p>

<p>(d) Resigns office by notice in writing given to the secretary, or</p> <p>(e) Is removed from office under rule 20, or</p> <p>(f) Becomes a mentally incapacitated person, or</p> <p>(g) Is absent without the consent of the board from 3 consecutive meetings of the board, or</p> <p>(h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or</p> <p>(i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.</p> <p>20 Removal of board member(s)</p> <p>1) The association may by resolution at any regular and special board meeting remove any member of the board from the office of board member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.</p> <p>(2) If a member of the board to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the secretary or president (not</p>	<p>for at least 3 months, or</p> <p>(i) becomes a mentally incapacitated person.</p> <p>(2) The association in general meeting may, by resolution:</p> <p>(a) remove a Board member from office at any time, and</p> <p>(b) appoint another member of the association to hold office for the balance of the Board member's term of office.</p> <p>(3) A Board member to whom a proposed resolution referred to in subclause (2) relates may:</p> <p>(a) give a written statement, of a reasonable length, to the president or secretary, and</p> <p>(b) request that the Board send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.</p> <p>(4) If the Board fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.</p> <p>(5) The Board may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a Board member.</p> <p>(6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.</p>	
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<p>exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.</p>		
<p>22 Delegation by board to sub-committee</p> <p>(1) The board may, by written submission, delegate to one or more sub committees (consisting of such member or members of the association as the board thinks fit) the exercise of the functions of the board as are specified in the written submission, other than:</p> <p>(a) This power of delegation, and</p> <p>(b) A function which is a duty imposed on the board by the Act or by any other law.</p>	<p>21 Delegation by board to sub-committee</p> <p>(1) The board may, by written submission, delegate to one or more sub committees (consisting of such member or members of the association as the board thinks fit) the exercise of the functions of the board as are specified in the written submission, other than:</p> <p>(a) This power of delegation, and</p> <p>(b) A function which is a duty imposed on the board by the Act or by any other law</p> <p>Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations.</p>	<p>Refers to Section 49 of the Interpretation Act 1987 for consistency in language.</p>
<p>21 Board Meetings and quorum</p> <p>(8) A board meeting may be held at two or more venues using any technology approved by the board that gives each of the board members a reasonable opportunity to participate.</p> <p>(9) A board member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p>	<p>27 Transaction of business outside meetings or by telephone or other means</p> <p>(1) The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.</p> <p>(2) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the committee.</p> <p>(3) The Board may transact its business at a meeting at which 1 or more committee members participate by</p>	<p>Allows for conducting Board meetings and transaction of business outside meetings by telephone or other electronic means.</p> <p>21 (8) and 21 (9) are removed for redundancy.</p>

	<p>telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.</p> <p>(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:</p> <p>(a) the approval of a resolution under subclause (2), or</p> <p>(b) a meeting held in accordance with subclause (3).</p> <p>(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.</p> <p>Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.</p>	
<p>30 Adjournment</p> <p>(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.</p> <p>(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.</p> <p>(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.</p>	<p>32 Adjourned meetings</p> <p>(1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.</p> <p>(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.</p> <p>(3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:</p> <p>(a) the time and place at which the adjourned meeting will be held, and</p> <p>(b) the nature of the business to be transacted at the adjourned meeting.</p>	<p>Requires the secretary to give oral or written notice, to each member of the association, at least 1 day before the adjourned meeting.</p> <p>Aligns language with the model constitution</p>

	<p>36 Transaction of business outside meetings or by telephone or other means</p> <p>(1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.</p> <p>(2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.</p> <p>(3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.</p> <p>(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:</p> <p>(a) the approval of a resolution under subclause (2), or</p> <p>(b) a meeting held in accordance with subclause (3).</p> <p>(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.</p> <p>Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.</p>	<p>Allows for conducting general meetings and transaction of business outside meetings by telephone or other electronic means.</p>
<p>35 Insurance</p> <p>The association may effect and maintain insurance.</p>	<p>39 Insurance</p> <p>The association may take out and maintain insurance as appropriate for the association’s assets and liabilities</p>	<p>Clarifies that the insurance may be appropriate to the association’s assets and liabilities</p>
<p>40 Inspection of Records</p> <p>(1) The following documents must be open to inspection, free of charge, by a member of the association at</p>	<p>43 Inspection of records and books</p> <p>(1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:</p>	<p>Align with the model constitution</p>

<p>any reasonable hour:</p> <p>(a) Records, books and other financial documents of the association,</p> <p>(b) This constitution,</p> <p>(c) Minutes of all board meetings and general meetings of the association.</p> <p>(2) A member of the association may obtain a copy of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.</p>	<p>(a) this constitution,</p> <p>(b) minutes of Board meetings and general meetings of the association,</p> <p>(c) records, books and other documents relating to the association.</p> <p>(2) A member may inspect a document referred to in subclause (1):</p> <p>(a) in hard copy, or</p> <p>(b) in electronic form, if available.</p> <p>(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.</p> <p>(4) The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:</p> <p>(a) that relates to confidential, personal, commercial, employment or legal matters, or</p> <p>(b) if the Board considers it would be prejudicial to the interests of the association for the member to do so.</p>	
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