



Rathkeale Old Boys' Association (ROBA)

Pride in Belonging

Proposal for change of the rules of ROBA at 2021 AGM

Introduction:

1. The proposal is that the rules of ROBA be amended to allow members:
 - (a) attending special and annual general meetings by electronic means, such as Zoom or MS Teams, to be counted towards the quorum and to vote on motions put to the meeting;
 - (b) to vote by means of proxy at meetings.

How we vote now:

2. Our current rules require:
 - (a) the quorum to be constituted from members "present personally" (r 8.4(a));
 - (b) voting to be "on the voices" unless a show of hands or a poll is called for; (r8.4(b)); and
 - (c) resolutions to be passed "by a majority of the members present" (r8.4(d)).
3. "Present" is not defined by our rules. There is no provision for proxies to be given to the Chair of a committee or general meeting.

The problem:

4. It is likely that members wishing to participate in a meeting without being in the place or room where the meeting is held are not "present", or "present personally" and cannot participate in a poll.

5. ROBA's members live and work across New Zealand and around the world. Increasingly, they expect to participate in important ROBA decision making at an AGM or SGM¹. ROBA benefits when more of its members participate in important ROBA decision-making. Further, ROBA wants our members to engage with us in whichever way suits them.

The solution:

6. Amend our rules to allow participation and voting at committees, special, and general meetings by:
- (a) those attending by electronic means, by which they can be seen and heard (such as Zoom and MS Teams);
 - (b) the giving of proxies to the chair of the meeting.

7. The proposed amendments to the rules are:

Motion #1: that the Rules of the Rathkeale Old Boys' Association be amended to include the following clause in clause 17:

“Present” shall mean members present personally, as in physically present at the meeting, but also include members attending by electronic means (such as Zoom or Teams) by which they can participate in the debate and vote at the meeting.

Motion#2: that the Rules of the Rathkeale Old Boys' Association be amended to:

- (a) include in clause 17 the following definition:

“Proxy (including proxies)” shall mean the granting of permission in writing (including email or other electronic means) to the President or Vice President (or any other chair of the meeting under clauses 7.1(c) and 8.4(b)) to cast the vote of that member granting the permission on a particular motion at the committee, special, or annual general meeting.”
- (b) alter clause 7.1(d) to read (insertions underlined):

“Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes, including any proxies. The chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.”
- (c) alter clause 8.4(c) to read (insertions underlined):

“Voting shall be on the voices unless a show of hands or a poll is called for, or one or more proxies have been received in which case the proxies shall be counted in the show of hands or the poll. The chairperson shall not have a second or casting vote in addition to his or her deliberative vote.”; and
- (d) alter clause 8.4(d) to read (insertions underlined):

¹ The Covid-19 relief measures temporarily allowed members of Incorporated Societies (such as ROBA) to participate at meetings electronically but ROBA could not bring itself within the terms of those regulations, and those regulations have expired.

“Resolutions passed at any general meeting shall be by a majority of the members present, plus any proxies, and shall be conclusive and binding on all members of the Society whether present at the meeting or not.”

Our rules can be changed

8. Clause 10 of our rules provide they can be altered, added to or rescinded at any general meeting or at a special general meeting.
9. To amend the rules the motions will have to be supported by two thirds of the votes of the members present (i.e. before the amendment, so physically present) and voting.
10. The alteration to the rules will not come into effect until registered by the Registrar of Incorporated Societies after the resolutions have been passed at the AGM.

Conclusion

11. Our rules are due to be completely rewritten once the Incorporated Societies Bill 2021 is enacted.
12. In the meantime, these changes are a temporary fix so that members can vote at meetings without having to physically attend the meeting.

Enquiries about these proposals and/or the AGM can be made to edward.cox@gibsonsheat.com or by telephone to 021 775 733.

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