

Accompanying notes for proposed changes to the constitution of Technorama Incorporated - Special General Meeting 19 May 2018

References in this document are to the proposed replacement Constitution, circulated with the notice of the 19May2018 Special General Meeting of Technorama Incorporated. That document **highlights in colour** everything that has changed from the version of the constitution that is currently registered.

The model constitution is focused on catering to the needs of small associations and clubs with minimal governance or workload requirements, and where participants have minimal governance skills. The proposed changes build on the model constitution, and extend it to meet the specific needs of Technorama.

Discussion of changes

Preamble: About the model constitution.

Updated to reflect that this version is based on the model constitution, but is modified. This has the effect that changes to the model constitution no longer flow automatically into force for Technorama. The Technorama constitution continues to be compliant with Schedule 1 of the Act: "Matters to be addressed in association's constitution".

Aims of Technorama

No change in this constitution.

S14 Composition and membership of Committee

Technorama has already outgrown two important constructs of the model constitution:

1. without a secretariat, we need a larger committee to handle some of the workload.
2. the provisions of the model constitution that require the whole committee to be elected every year fly in the face of strategic planning and succession planning.

To address these concerns, the following changes are proposed to S14 to increase the number of committee members from seven to nine and manage the change to a two-year 50% election cycle.

- Since the number of office-bearers may be four, three, or two per 14(4), the delta is addressed through 14(1)(b), so that 14(2) is always correct.
- S14(5) addresses the way in which two-year cycles will be managed.
- S14(7) is new, and reduces the maximum uninterrupted tenure of a committee member as an officebearer. The model constitution complies with the Act by stating that there is no limit to the number of terms that may be served.
- The new constitution does not specify a limit to the number of terms for a committee member, but limits a committee member to 10 years (five terms) uninterrupted as an officebearer.
- Ten years is the maximum amount of time a committee member might spend as an office-bearer if the member moves through a typical office-bearer progression (secretary, treasurer, vice-president and then president for one or two terms).

- At the end of ten years, the committee member is ineligible to hold any officebearer position for one year. This is to discourage the officebearer-for-life situation and improve the likelihood of succession planning.
- S14(6) is modified to not conflict with S14(7).

S15 Election of Committee members

Under the model constitution, nominations are presumed to be made on paper forms with physical transmittal. It is possible to use email, but the process is cumbersome in practice. 15(1)(a) changes the rules to allow nominations also to be made electronically, without defining the nature of that process.

S20 Committee meetings and quorum

20(4) increases a committee quorum to 4 of 9, up from 3 of 7: slightly less than half the committee.

S29 Quorum for general meetings

29(2) increases a general meeting quorum from five to ten, which is felt to be more in keeping with an organisation that has 200+ members and a telepresence meeting protocol.

29(4) increases the recall quorum from three to five. If quorum is not met, the meeting would be postponed and rescheduled weekly until such time as a quorum was achieved.

S32 Making of decisions

32(1)(b) and 32(4) expand the voting process to permit use of an electronic voting system (such as Sparklevote) to mediate the process of voting at a General Meeting where telepresence is being used to achieve a quorum.

There are also some matters we declined to deal with in this revision, since the matters may be dealt with on the fly and are not common occurrences.

- Loss of quorum. The rules and Act are both silent about what happens if a quorum is lost during a meeting. The pro tem Technorama strategy is to leave that matter in the hands of the meeting chair.
- Process for combining and splitting roles of office-bearers. The rules are felt to have enough coverage without specific definition. The Act is silent.
- When a new constitution takes effect. Is being taken to be the date on which the revised constitution is approved by Fair Trading.

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