

The Ballarat & Queen's Old Grammarians' Association Inc.

Proposed Amendment to the Rules of Association Explanatory Documentation – February 2021

The Ballarat & Queen's Old Grammarians' Association Inc. (B&QOGA) Rules were last updated in 2018 to bring them in line with the Association Reform Regulations 2012 set of "Model Rules for an Incorporated Association".

The Committee continually reviews the Rules to ensure that they reflect contemporary views. During the recent pandemic it became apparent that the rules required some changes to enable greater flexibility in an era of electronic communications and virtual meetings. The Committee has also considered amendments to the definition of "Honorary Member" to expand it beyond just former staff and reviewed the number of Members that constitute a quorum at meetings as well as the process for a meeting where a quorum is not present by the appointed time.

The attached document set out the proposed changes to the Rules.

The revised Rules will be put to members to adopt (or reject) at the Annual General Meeting to be held in February 2021.

By Order of the Committee.

Attachment – Comparison between existing Rules, where changed, and the proposed new Rules

B&QOGA Rules (February 2018)	Proposed B&QOGA Rules (February 2021)
<p>3. Definitions “Honorary Member” means a person who has served the School as a permanent staff member for 10 or more years and who has been invited by the Committee to become a non voting honorary member of the Association</p>	<p>3. Definitions Honorary Member” means a person who has given a minimum of 10 years’ service to the School and meets any other criteria set by the Committee from time to time and who has been invited by the Committee to become a non voting honorary member of the Association</p> <p><i>Updated to expand the eligibility to become an Honorary member from only “permanent staff” of the School to include any other person who may have also given at least 10 years service to the School, thus enabling a greater recognition of contributions</i></p>
<p>17. Notice of general meetings (2) Notice may be sent: (a) by prepaid post to the address appearing in the register of members; or (b) if the member requests, by facsimile transmission or electronic transmission</p>	<p>17. Notice of general meetings (2) Notice may be sent: (a) by prepaid post to the address appearing in the register of members; (b) by electronic communication, where the register of members holds such information; or (c) if the member requests, by facsimile transmission</p> <p><i>Updated to enable use of electronic communications, such as email, without the need for a member to have to request such means and to streamline and speed up communications between the Association and members</i></p>
<p>17. Notice of general meetings (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting</p>	<p>17. Notice of general meetings (4) A member intending to bring any business before a meeting may notify in writing, or by electronic communication, the Secretary of that business, who must include that business in the notice calling the next general meeting</p> <p><i>Administrative word change from “transmission” to “communication”</i></p>
	<p>17. Notice of general meetings (5) A general meeting of the Association may be held via an electronic forum at the discretion of the committee.</p> <p><i>Updated to facilitate the conduct of meetings using electronic means such as “zoom” or any other virtual meeting platform</i></p>
<p>18. Quorum at general meetings (2) Thirty members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the</p>	<p>18. Quorum at general meetings (2) Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the</p>

<p>conduct of the business of a general meeting.</p>	<p>conduct of the business of a general meeting.</p> <p><i>Updated to ensure meetings may proceed as the number of members present at recent meetings has rarely exceeded 15. By reducing the number for a quorum ensures meetings are more likely to be able to proceed without the administrative burden of an adjournment. 15 is 3 more than the number of committee positions, which ensures that the committee itself cannot pass resolutions without the presence of other members of the Association</i></p>
<p>18. Quorum at general meetings (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –</p> <ul style="list-style-type: none"> (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place 	<p>18. Quorum at general meetings (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –</p> <ul style="list-style-type: none"> (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; (b) in the case of the Annual General Meeting – the meeting shall proceed and all business transacted will be confirmed at the first Committee meeting after the Annual General Meeting; and (c) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place <p><i>Updated to insert sub-rule (b) to ensure that an Annual General Meeting may still proceed without the specified quorum, with any business to be confirmed at the first subsequent committee meeting rather than an adjournment of the AGM. All other meetings would be subject to the process for adjournment</i></p>
<p>24. Proxies (3) Members are entitled to appoint a proxy and lodge it via facsimile, email attachment or email transmission, provided that a legally recognised electronic signature is attached to the proxy</p>	<p>24. Proxies (3) Members are entitled to appoint a proxy and lodge it via facsimile, email attachment or email communication, provided that a legally recognised electronic signature is attached to the proxy</p> <p><i>Administrative word change from “transmission” to “communication”</i></p>
<p>34. Quorum for committee meetings (2) No business may be conducted unless a quorum is present.</p>	<p>34. Quorum for committee meetings (2) No business may be conducted unless a quorum is present, or otherwise in accordance with sub-rule (3).</p>

<p>(3) If within half an hour of the time appointed for the meeting a quorum is not present</p> <p>(a) in the case of a special meeting the meeting lapses;</p> <p>(b) in any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.</p>	<p>(3) If within ten minutes of the time appointed for the meeting, except for an urgent meeting in accordance with rule 35, a quorum is not present, the meeting may proceed and all business transacted shall be confirmed at the next meeting of the committee.</p> <p>(4) in the case of an urgent meeting, the meeting shall stand adjourned to the same place and the same time and day in the following week. If a quorum is not present at the adjourned meeting, the meeting lapses.</p> <p><i>Updated to reduce the "waiting time" from 30 mins to 10 mins before allowing the committee meeting to proceed or invoking an adjournment if the meeting is an "urgent meeting". Sub rule (4) causes such adjourned meeting to "lapse" should a quorum not be present at the adjourned meeting time</i></p>
<p>46. Notice to members</p> <p>Except for the requirement in rule 17, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-</p> <p>(a) delivering the notice to the member personally; or</p> <p>(b) sending it to the member at that member's address shown in the register of members by pre-paid post, facsimile transmission or mail.</p>	<p>46. Notice to members</p> <p>Except for the requirement in rule 17, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-</p> <p>(a) delivering the notice to the member personally; or</p> <p>(b) sending it to the member at that member's address shown in the register of members by pre-paid post, facsimile transmission or any form of electronic communication</p> <p><i>Updated to include any and all electronic means of communicating with members of the Association</i></p>