

SPECIAL RESOLUTIONS FOR THE WIKIMEDIA AUSTRALIA SGM ON 20 OCTOBER 2013

Following is a list of special resolutions that will be put at the 2013 SGM. As per section 64(4)(a) of the *Associations Incorporation Reform Act 2012*, special resolutions require 75% or more of those voting to vote in favour of the resolution in order to be passed.

1. CHANGES FOR ACT COMPLIANCE

Rationale: These changes are intended to bring the rules into compliance with the new *Associations Incorporation Reform Act 2012*. These changes have been specifically requested by the regulator, and it is unlikely that any other rule changes will be accepted by them until these changes are made.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

- The text of Rule 2(1) is amended to replace the words "Associations Incorporation Act 1981" with the words "Associations Incorporation Reform Act 2012".
- The text of rule 9(3) is amended to replace the words "to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act" with "to receive and consider the statement submitted by the Association in accordance with part 7 of the Act".
- The text of Rule 20(3) is amended to replace the words "Subject to section 23 of the Act, the committee shall consist of" with "The committee shall consist of".
- The text of Rule 30(1) is amended to replace the words "by resolution" with the words "by special resolution".

2. REMOVAL OF POWER TO FINE

Rationale: This change removes the power of the management committee to levy a fine of up to \$500 on members.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

- The text of Rule 7(1)(a), allowing the committee to fine members amounts up to \$500, be removed from the rules of association, and subsequent sections to be re-numbered accordingly.

3. EMAIL ADDRESS IN MEMBERSHIP REGISTER

Rationale: Explicitly require prospective new members to provide an email address when applying for membership, and have that email address be a part of their entry on the members register.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

- Replace rule 4(3)(a) with the following text:

"include the name, address, and email address of the applicant;"
- Replace rule 5(1)(a) with the following text:

"the name, address, and email address of each member; and"

4. PROVISION OF COPIES OF THE MEMBERSHIP REGISTER

Rationale: This change makes it explicit that the committee can and must provide copies of the membership register upon request to anyone who is already entitled to inspect them in person.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

- Rule 5(2) is replaced with the following:

(2) The register is available for inspection, in person, upon request by any person that has been a member of the organisation for the two consecutive years prior to the request. The Association may not charge a fee to a member to inspect the register in this way.
- That the following text is appended to rule 5:

(4) A digital copy of the members register will be provided upon a request from any person that has been a member of the organisation for the two consecutive years prior to that request. This copy will be provided in an electronic format and delivered to the member via email. The Association may not charge a fee for a copy of the members register provided in this way.

5. DEFINITION OF THE WORD 'SECRETARY'

Rationale: Simplification of the definition of the word 'Secretary' in the definitions section of the rules.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

- In rule 2, replace the current definition of "the Secretary" with the following text:

"the Secretary" means "the Secretary of the Association".

6.1. INDIRECT ELECTION OF OFFICERS, AND TWO YEAR TERMS (OPTION ONE)

Rationale: Amends the method of electing the committee so that four members are elected every year to a two year term. In the first year of operation, eight members are elected, with the top four vote-getters getting a two year term and the bottom four getting a one year term. The committee thus elected then elects a President, Vice-President, Secretary and Treasurer from amongst themselves.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

Replace rule 9(3)(c) with the following text:

"(c) to elect the members of the committee; and"

Replace rules 20(3) and 20(4) with the following text:

"(3) Subject to section 23 of the Act, the committee shall consist of eight members,--

(a) the officers of the Association; and

(b) four ordinary members--

four of whom shall be elected at the annual general meeting of the Association in each year.

As an interim measure at the first annual general meeting following approval of the change in this rule, the top four candidates in the election will be elected for a two-year term and the next four candidates for a one-year term.

(4) The term of office for committee members will last until the end of the second annual general meeting of the Association after they are elected, except for the four candidates elected for a one-year term in subsection 3(b)."

Replace rule 20(4) with the following text:

"Only members over the age of 18 may serve as committee members."

Replace rules 21 through 24 inclusive with the following text, renumbering subsequent sections accordingly:

21. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(5) The ballot for the election must be conducted in such manner as the committee directs, either—

- (a) at the annual general meeting, or
- (b) via electronic voting prior to the annual general meeting, with the software source code available to the public 28 days before the ballot opens.

22. Vacancies of committee members

- (1) The office of a member of the committee becomes vacant if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from the committee by notice in writing given to the Secretary; or
 - (d) fails to attend three consecutive scheduled committee meetings without leave.
- (2) In the event of a casual vacancy on the committee, the committee must appoint a member of the organisation Association to the committee within 14 days, who will normally remain in office up to the end of the term of the committee member they are replacing.

23. Office holders

- (1) The first order of business at its first meeting after an election for committee members at an annual general meeting will be to elect by majority vote each of the four officers of the Association:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) Officers will normally have tenure until the next election for the committee; but the committee may at any time make changes to office holders by majority vote.
- (3) In the event of a vacancy in any office referred to in sub-rule (1), the committee must elect a replacement within 14 days"

6.2. INDIRECT ELECTION OF OFFICERS, AND TWO YEAR TERMS (OPTION Two)

Rationale: Amends the method of electing the committee so that eight members are elected every two years to a two year term. The committee thus elected then elects a President, Vice-President, Secretary and Treasurer from amongst themselves.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

Replace rule 9(3)(c) with the following text:

"(c) to elect the members of the committee; and"

Replace rule 20(3) with the following text:

"Subject to section 23 of the Act, the committee shall consist of eight members, each of whom shall be elected at the annual general meeting of the Association in every second year, starting at the 2013 annual general meeting."

Replace rule 20(4) with the following text:

"Only members over the age of 18 may serve as committee members."

Replace rules 21 through 24 inclusive with the following text, renumbering subsequent sections accordingly:

21. Election of officers and ordinary committee members

(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(5) The ballot for the election must be conducted in such manner as the committee directs, either—

(a) at the annual general meeting, or

(b) via electronic voting prior to the annual general meeting, with the software source code available to the public 28 days before the ballot opens.

22. Vacancies of committee members

(1) The office of a member of the committee becomes vacant if he or she—

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from the committee by notice in writing given to the Secretary; or

(d) fails to attend three consecutive scheduled committee meetings without leave.

(2) In the event of a casual vacancy on the committee, the committee must appoint a member of the organisation Association to the committee within 14 days, who will normally remain in office up to the next election of committee members.

23. Office holders

(1) The first order of business at its first meeting after an election for committee members at an annual general meeting will be to elect by majority vote each of the four officers of the Association:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

(2) Officers will normally have tenure until the next election for the committee; but the committee may at any time make changes to office holders by majority vote.

(3) In the event of a vacancy in any office referred to in sub-rule (1), the committee must elect a replacement within 14 days"

7. EMAIL NOTICE OF GENERAL MEETINGS

Rationale: Amends the rules to make email the default method of advising members of general meetings. Members who wish to receive a letter in the post can still receive one if they make a request to the Secretary.

Text of Resolution:

That the rules of the Association are amended by special resolution as follows:

Replace rule 12(2) with the following text:

(2) Notice may be sent--

(a) by email

(b) if the member requests, by post to the address appearing in the register of members.