

AUSTRALASIAN SYSTEMATIC BOTANY SOCIETY SPECIAL GENERAL MEETING

Caley Room National Herbarium of New South Wales

Tuesday 3rd July 2012

Meeting commenced 12:15 pm

President Peter Weston in the chair.

Present: 21 members including 4 members of Council.

Elizabeth Brown, John Clarkson (Council member), Robert Coveny, Dale Dixon (Council member), Alison Downing, Marco Duretto, Abdul Ghafoor, Margaret Heslewood, Hannah McPherson, Yola Metti, Peter Michael, Pina Milne (Council member), Louisa Murray, Peter Olde, Matt Renner, Susan Rutherford, Leonie Stanberg, Peter Weston (Council member), Karen Wilson, Peter Wilson, Trevor Wilson

In the interests of brevity, it was agreed that the minutes of the previous meeting of the Society and matters arising there from be held over to the Annual General Meeting to be held in Perth in September.

1. Special Resolution

Peter Weston explained the procedure for altering the rules:

- letter signed by 4 financial members proposing changes was received by the Secretary,
- all members were notified of proposal by email (29/3) or Australia Post (1/3),
- at this first meeting proposals will be discussed and may be modified,
- if members agree, proposed changes will sent to all members,
- voting papers will be distributed by August 1. Voting will close between 4 and 6 weeks after their distribution,
- resolution will be determined at the AGM to be held in Perth on September 25.

The proposed wording of each of the 25 proposed changes, as sent to all members by email on 29th February or by or Australia Post on 1st March 2012, were then discussed sequentially. Members sought clarification of a number of points.

Modifications were made to the wording of two proposals on the recommendation of council:

Proposal 9

Wording sent to members:

it is approved by the vote of at least 75% of those members of the Society who, being entitled to vote, vote in person at the meeting or by **post or electronically** prior to the meeting.

New wording:

it is approved by the vote of at least 75% of those members of the Society who, being entitled to vote, vote in person at the meeting or by **post or electronically** prior to the meeting **in accordance with Rule 34(2)(e)(i) or on forms made available to all members and returned to the Secretary in accordance with Rule 34(2)(e)(ii).**

Proposal 10

Wording sent to members:

absent members who have voted by **post or electronically** on forms made available to all members

New wording:

absent members who have voted **on forms made available to all members and returned to the Secretary in accordance with Rule 34(2)(e)(i) and (ii)**

Karen Wilson pointed out the incorrect use of the singular verb “requires” in proposal 25 when the plural “require” was needed. The wording of this proposal was modified accordingly.

Proposal 25

Wording sent to members:

Neither the object of the Society nor these rules shall be altered except in accordance with sections **30 and 35** of the Act which requires determination by special resolution.

New wording:

Neither the object of the Society nor these rules shall be altered except in accordance with sections **30 and 35** of the Act which require determination by special resolution.

Peter then explained that Council had decided that the ballot paper to be sent to all members entitled to vote will allow members to vote for all proposed changes “above the line” (Council’s preferred option) or in 5 blocks - proposal 1 (non profit status), proposal 2 (allowing electronic Council meetings), proposals 3-5 (allowing Councilors attend general meetings by electronic means), proposals 6-13 (clarifying how members cast their votes), proposals 14-25 (correcting typographical errors). He explained how allowing voting for all 25 proposals individually could lead to problems because changing one rule in a group and not the other could lead to inconsistencies. Members present agreed that this was the best approach and no objections to this proposal were raised.

The final wording of each proposal to be put to the membership is attached.

There being general agreement and no further discussion, the following motion was put:

MOTION: That the proposals as amended at this meeting be put to the members.

Moved: Peter Weston **Seconded:** Dale Dixon

The motion was carried unanimously by a show of hands.

Meeting Closed 1:00 pm

**Attachment to the Minutes of the ASBS Special General Meeting held in the Caley Room
National Herbarium of New South Wales**

Tuesday 3rd July 2012

Final wording of the proposed changes to the Rules of the Australasian Systematic Botany Society Inc. approved by the Special General Meeting held on Tuesday 3rd July 2012.

Where appropriate, word insertions have been highlighted in red and words which have been changed or deleted highlighted in blue.

A. Proposal 1 relates to the Society's non-profit status

1. That additional words are added to Rule 32(1) changing it from:

Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the object of the Society in such a manner as Council determines.

to:

The Society is a non-profit organisation. Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used **solely** in pursuance of the object of the Society in such a manner as Council determines **and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.**

B. Proposal 2 enables ASBS Council to meet formally by electronic means.

Change applies to Council Meetings only.

2. That additional words are added to Rule 19(5) changing it from:

Any four (4) members of Council present at the Council meeting constitute a quorum for the transaction of the business of a meeting of Council.

to:

Any four (4) members of Council, present at the meeting **either** in person or **in electronic voice communication with the other Councillors at the meeting place**, constitute a quorum for the transaction of the business of a meeting of Council.

**C. Proposals 3 – 5 enable ASBS Councillors to participate in General Meetings electronically.
Changes do not apply to the Annual General Meeting.**

3. That additional words are added to Rule 26(2) changing it from:

Thirteen (13) members including a minimum of four (4) incumbent Council members or Council members elect present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

to:

Thirteen (13) members (being members entitled under these rules to vote at a general meeting) including a minimum of four (4) incumbent Council members constitute a quorum for the transaction of the business of a general meeting. **At a general meeting, other than an annual general meeting where subrule 23(5) applies, members must be present in person with the exception of incumbent Council members who may be either present in person or in electronic voice communication with the other members at the meeting place.**

4. That the heading of Rule 23 be changed from:

23. Annual general meetings – calling and business

to:

23. Annual general meetings – calling, business **and quorum**

5. That a new rule numbered 23(5) be inserted:

Thirteen (13) members (being members entitled under these rules to vote at a general meeting) present in person, including a minimum of four (4) incumbent Council members or Council members elect present in person, constitute a quorum for the transaction of the business of an annual general meeting.

D. Proposals 6 – 13 clarify the Rules governing the way members cast their votes at meetings (proxy vs postal voting)

6. That additional words are added to Subrule 30(2) changing it from:

All votes shall be given personally.

to

All votes shall be given personally. **Members cannot delegate a proxy to vote on their behalf at any meeting of the Society.**

7. That additional words are added to Rule 11. Powers of Council changing it from:

The Council, subject to the Act, the Regulations, these rules, and any resolution passed by the Society in general meeting or by postal vote –

to

The Council, subject to the Act, the Regulations, these rules, and any resolution passed by the Society in general meeting or by postal **or electronic** vote –

8. That the wording of Rule 25(2)(c) be changed from:

a procedure for **proxy** voting (as set out under subrule 30(5)).

to

a procedure for **postal or electronic** voting as set out under subrule 30(5).

9. That the wording of Rule 30(5)(b) be changed from:

it is approved by the vote of at least 75% of those members of the Society who, being entitled to vote, vote in person or by **proxy** at the meeting.

to

it is approved by the vote of at least 75% of those members of the Society who, being entitled to vote, vote in person at the meeting or by **post or electronically prior to the meeting in accordance with Rule 34(2)(e)(i) or on forms made available to all members and returned to the Secretary in accordance with Rule 34(2)(e)(ii).**

10. That the wording of Rule 30(5)(c)(ii) be changed from:

absent members who have voted by **proxy** on forms made available to all members

to

absent members who have voted on forms made available to all members **and returned to the Secretary in accordance with Rule 34(2)(e)(i) and (ii)**

11. That the wording of Rule 30(5)(e) be changed from:

proxy voting details shall-

to

postal or electronic voting details shall-

12. That the wording of Rule 34(2)(c)(ii) be changed from:

a venue and time of a second general meeting at which the special resolution will be determined to take place after the return of the **proxy** voting **slips** under **subrule 34(e).**

to

a venue and time of a second general meeting at which the special resolution will be determined to take place after the return of the **postal or electronic** voting **papers** under **subrule 34(2)(e).**

13. That the wording of Rule 34(2)(e) be changed from:

Proxy voting papers shall be returned for inclusion in the ballot at the second general meeting either –

to

Postal or electronic voting papers shall be returned for inclusion in the ballot at the second general meeting either –

E. Proposals 14 – 25 correct minor typographical errors which have accumulated over time

14. That the wording in the interpretation of “vote” in Rule 1(1) be changed from:

a “vote” shall be taken to mean a vote, as defined in **subrule 30(4)** of these rules, of an individual who is a financial member of the Society or who is a member accorded this right under subrule 2(4);

to

a “vote” shall be taken to mean a vote, as defined in **rule 30** of these rules, of an individual who is a financial member of the Society or who is a member accorded this right under subrule 2(4);

15. That the wording of Rule 2(4) be changed from:

The right to cast votes on any Society matter and stand for election and be elected to Council is accorded only to individuals who are financial members and any other class of personal membership given this right under these rules, as accorded under [subrules 2\(7\)\(c\) and 7\(3\)\(a\)](#);

to

The right to cast votes on any Society matter and stand for election and be elected to Council is accorded only to individuals who are financial members and any other class of personal membership given this right under these rules, as accorded under [subrules 2\(7\)\(c\) and 7\(3\)](#);

16. That the wording of Subrule 3(1)(c) be changed from:

shall be accompanied by monies due for the current year as determined by [subrules 7\(3\) and 7\(4\)](#) and any further monies due prior to cessation of a previous term of membership under subrule 5(2).

to

shall be accompanied by monies due for the current year as determined by [subrules 7\(2\), 7\(3\) and 7\(4\)](#) and any further monies due prior to cessation of a previous term of membership under subrule 5(2).

17. That the wording of Subrule 3(2) be changed from:

As soon as is practicable after receiving a nomination for membership in accordance with [subrule 7\(1\)](#), the Treasurer shall refer the nomination to Council which shall determine whether to approve or to reject the nomination.

to

As soon as is practicable after receiving a nomination for membership in accordance with [subrule 3\(1\)](#), the Treasurer shall refer the nomination to Council which shall determine whether to approve or to reject the nomination.

18. That the wording of Subrule 3(4) be changed from:

The Treasurer shall, on payment by the nominee of the monies referred to in subrule 3(1)(c) and on Council approval according to [subrule 3\(3\)](#), enter the nominee's name in the register of members.

to

The Treasurer shall, on payment by the nominee of the monies referred to in subrule 3(1)(c) and on Council approval according to [subrule 3\(2\)](#), enter the nominee's name in the register of members.

19. That the wording of Subrule 13(5) be changed from:

If a vacancy for any position remains, nominations shall be called for at the annual general meeting following the requirement in subrule 13(1)(a) and, where there are more nominations than the number required to fill a position, decided by ballot at the meeting following [subrule 30\(3\)](#) –

to

If a vacancy for any position remains, nominations shall be called for at the annual general meeting following the requirement in subrule 13(1)(a) and, where there are more nominations than the number required to fill a position, decided by ballot at the meeting following [subrules 30\(1\)-\(4\)](#).

20. That the wording of Subrule 15(1)(f) be changed from:

ensure that the Public Officer has an up-to-date copy of the register of members annually or at more frequent times resolved by the Council, pursuant to section 67 of the Act and [subrule 40\(d\)](#) of these rules.

to

ensure that the Public Officer has an up-to-date copy of the register of members annually or at more frequent times resolved by the Council, pursuant to section 67 of the Act and **subrule 40(1)(d)** of these rules.

21. That the wording of Subrule 16(1) be changed from:

Members of Council shall notify the Secretary of a change in address within one (1) month of the occurrence of the change, pursuant to **section 63** of the Act.

to

Members of Council shall notify the Secretary of a change in address within one (1) month of the occurrence of the change, pursuant to **section 62(2)** of the Act.

22. That additional words are added to Subrule 24(2) changing it from:

Council shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a general meeting of the Society.

to

Council shall, on the requisition in writing of not less than five (5) per cent of the total number of members **entitled to cast votes as defined in subrule 2(4) on any Society matter**, convene a general meeting of the Society.

23. That the wording of Subrule 29(5) be changed from:

Where the ballot is demanded at a general meeting or required under **subrule 28(3)**, the ballot shall, subject to rules on voting in rule 30, be taken –

to

Where the ballot is demanded at a general meeting or required under **subrule 28(1)**, the ballot shall, subject to rules on voting in rule 30, be taken –

24. That the wording of Subrule 30(4) be changed from:

Only members of the Society who are financial under **subrule 2(3)** and those accorded the status of a financial member under **subrules 2(6)(b)** and 7(4)(a) are entitled to vote at any general meeting of the Society.

to

Only members of the Society who are financial under **subrule 2(2)** and those accorded the status of a financial member under **subrules 2(7)(c)** and 7(4)(a) are entitled to vote at any general meeting of the Society.

25. That the wording of Subrule 34(1) be changed from:

Neither the object of the Society nor these rules shall be altered except in accordance with sections 30 to 35 of the Act which requires **determination** by special resolution.

to

Neither the object of the Society nor these rules shall be altered except in accordance with sections 30 **and** 35 of the Act which require determination by special resolution.