

Proposed Special Resolution for AGM Consideration

The NSWCCCL Committee recommends that the AGM approves a resolution to amend the NSWCCCL constitution to modernize certain administrative rules to align with new technologies, to clarify definition of a committee quorum and to accommodate more realistic administrative timeframes. The proposed changes are:

- **Delete and replace Rule 19.3** to allow a more workable timetable for providing the agenda and relevant papers to the Committee. The notice of meeting requirement will continue to be 7 days (Rule 19.2) but the notice of the general business and any supporting papers requirement will be 2 days rather than the current implied 7 days.
- **Amend Rule 19.5** to include a more precise definition of the quorum required for a Committee meeting and clarify that members may attend by agreed forms of communications technology.

The current specification is ‘one quarter of Committee members.’ There are 26 possible members. The current formulation results in a quorum of 6.5 members. The reformulation is for the more sensible requirement of smallest integer greater than one quarter.

In addition it is proposed to formalise the current de facto acceptance of attendance for the purpose of a quorum to include members attending either in person or by agreed communication technology when personal attendance is difficult.

- **New Rule 19.11** to allow attendance at Committee meetings by means afforded by communication technology, without the need for physical presence.

This rule is to update the Constitution to align better with communication technology and allow members to attend Committee meetings utilising such technology when they are faced with difficulties in attending meetings in person. This has been accepted as de facto policy for several years with Committee members using either tele or video conferencing technology to participate in meetings.

The Committee is of the view that in-person attendance should remain the normal mode of attendance.

- **Amend Rule 22** to clarify that members may attend Executive meetings by agreed forms of communications technology for the purpose of a quorum. This will formalise the current de facto acceptance of attendance at Executive to include members attending either in person or by agreed communication technology when personal attendance is difficult.
- **Amend Rule 36** to allow notices to be given by email or other electronic address and to remove the reference to document exchange

Special Resolution to be Moved at The AGM

RESOLVED THAT The Constitution of the Council be and is hereby amended as follows:

1. By deleting Rule 19.3 and replacing it with the following:

“In addition, the Secretary will give notice of the general nature of the business to be transacted at the meeting at least two (2) days before the meeting, together with such supporting documents as may be relevant. No business other than that business shall be transacted unless the Committee agrees to treat such other business as urgent.”

2. In Rule 19.5 by inserting the following words before “one quarter”:

“The smallest integer number greater than” and by inserting at the end: ‘and will include members who are present either in person or by any communications technology approved by the Committee.’

3. By including an additional Rule 19.11 as follows:

(a) *“Meetings of the Committee will preferably be held in person but the Committee may allow Committee members to attend meetings by using any communication technology that is agreed to by the Committee provided that all members participating are able to hear all other participating members and are able to address all members.*

(b) *The Committee’s agreement may be a standing (ongoing) one.*

(c) *A Committee Member participating in a meeting by telephone or audio or audio visual communication will be taken to be present in person at that meeting.*

(d) *A meeting by telephone or audio or audio visual means is to be taken to be held at the place determined by the Chairperson.”*

4. Amend Rule 22.2 by adding *‘and will include members who are present either in person or by any communications technology approved by the Committee.’*

5. Delete Rule 36 and replace it with the following:

(1) Notice to the Council

Written notice or any communication under this Constitution may be given to the Council, the Committee members or the Secretary by:

(a) delivering it to the Council’s principal place of administration;

(b) posting it to the Council’s principal place of administration or to another address chosen by the Council for notice to be provided;

(c) sending it to an email address or other electronic address notified by the Council to the members as the Council’s email address or other electronic address;

(d) sending it to the fax number notified by the Council to the members as the Council’s fax number.

(2) Notice to members

Written notice or any communication under this Constitution may be given to a member:

(a) in person;

(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;

- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);*
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or*
- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).*

(3) When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;*
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;*
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and*
- (d) given under Rule 36(2)(e) is taken to be given on the business day after the notification that the notice is available is sent.*

FURTHER RESOLVED THAT the Secretary be and is hereby authorized to update the records of the Council and notify any regulatory authorities accordingly.