



Special General Meeting, 11 June 2016

20 May 2016

Dear members of Wikimedia Australia,

The SGM has been called for the purpose of changing Wikimedia Australia's rules to bring them into better compliance with the Model Rules in Victoria.

When the Chapter was founded in 2008, we adopted a form of rules based on the Model Rules then in force under the old Associations Incorporation Act 1981. The Victorian Government enacted the Associations Incorporation Reform Act 2012, which necessitated changes to the rules. However, some changes were incorrectly or incompletely executed, and one of these directly impacted on us after the last AGM due to the vacant Treasurer position. As Secretary, I sought advice from the CAV in October 2015 and they advised us to conduct a rules review immediately to prevent this happening again. It is not appropriate to adopt the Model Rules wholesale as they are more complex than our needs, but our rules should in a broad sense comply with them.

In the interests of efficiency these changes have been broken up into a number of Special Resolutions to be put to the SGM, listed below. The current Rules can be viewed at <http://www.wikimedia.org.au/wiki/Rules> and the Model Rules can be found [here](#).

Resolution One resolves the situation we encountered after the 2015 AGM, has been worded for us by a CAV representative and is based on Model Rule 57.

Resolution Two contains a variety of minor fixes, amendments and adjustments to reflect current practice and to bring Wikimedia Australia's rules into line with the Model Rules.

Resolution Three adds two new rules directly from the Model Rules. If adopted, the Conflict of Interest policy will have to be reviewed by the committee to ensure compliance with the new rule.

We look forward to seeing you at the SGM.

Kindest regards

Andrew Owens
Secretary and Treasurer
Wikimedia Australia

RESOLUTION ONE

Replace Rule 21(4) with the following:

21(4) The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant under Rule 24, or was not filled by election at the last Annual General Meeting.

21(5) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

21(6) The term of a Committee member appointed under sub-rules (4) and (5) expires at the conclusion of the annual general meeting next following the date of the appointment.

Rationale:

Wording as per recommendation from CAV 28/10/15, and brings Wikimedia Australia into line with Rule 57 of the Model Rules.

RESOLUTION TWO

Alter the following rules to reflect the Model Rules:

Rule 2 – Definitions

~~"Act" means the Associations Incorporation Reform Act 2012 (Vic);~~

~~"Regulations" means regulations under the Act;~~

"the Act" means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act;

(From Model Rules (henceforth MR), part of 4)

Rule 9 – Annual general meetings

Add (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year. (from 30(1) MR)

Rule 10 – Special general meetings

(5) – change "not less than 5 per cent" to "not less than 10 per cent" in accordance with 32(1) MR

(6) – change "objects of the meeting" to "business to be considered at the meeting and any resolutions to be proposed" (per 32(2) MR)

NEW (9) A special general meeting convened by members under subrule (7) may only consider the business stated in the original request. (per 32(4) MR)

Rule 16 – Voting at general meetings

NEW (5) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution. (per 39 MR)

(we already do this, but it's inexplicably not in our rules)

Rule 20 – Committee of Management

Replace "~~the Act and the Regulations~~" in two places with "and the Act" to accord with new definition above

Rule 24 – Vacancies

Add "; or" to (d), then new subrule:

(e) otherwise ceases to be a committee member by operation of Section 78 of the Act.

(per Rule 56(2) MR)

Rule 28 – Presiding at committee meetings

Add text "The Committee may from time to time nominate a member of the Committee to preside over a committee meeting, with the concurrence of the President."

(reflects current practice)

Rule 29 – Voting at committee meetings

Remove 29(3) (verification of identity) – not in Model Rules, not in Act, never likely to be an issue.

Rule 37 – Association to be not for profit

~~The assets and income of the Association shall be applied solely in furtherance of its aims and objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.~~

Replace with

- (1) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes as outlined in Appendix 5.
- (2) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (3) Subrule (1) does not prevent the Association from paying a member—
 - a. reimbursement for expenses properly incurred by the member; or
 - b. for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

(From Model Rules 5(3) and 6)

Rationale

As indicated under specific points as needed.

RESOLUTION THREE

Add the following rules from the Model Rules:

NEW Rule 20A – Duties of committee members

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

(Verbatim from Rule 45 of Model Rules).

NEW Rule 29A – Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

(Copied verbatim from Rule 65 Model Rules)

Numbering “xxA” allows the rules to be added without disrupting the existing numbering system.