

Perth Tango Club – Voting Sub Committee Report – August 2010

The following is a report of the activities of the Sub Committee convened to investigate the notion of postal voting and the difficulty of obtaining a quorum of Club members at the AGM.

Members of the Sub Committee were Patrick Spanoghe (Chair), Jilanne Gout, Mike Seboa, Cecil Pontre and Bruce Cannon.

Several meetings were held and these notes serve as an overall account of the discussions and conclusions. Not all sub committee members were present at all meetings but in each case a quorum of 4 was obtained.

The purpose of the sub committee was to discuss and resolve the following perceived problems.

- a. Difficulty in achieving a quorum at Annual General Meetings.
 - b. Postal voting.
 - c. Any changes to the Rules of Association that would be required to encompass any recommendations from a or b above.
1. We discussed the problem of quorum at annual general meetings.
 - 1.1. As it stands, it is specified under rule 9.5 that "a member whose subscription is not paid within 3 months after the relevant date.. etc....remains a potential voting member". In the past, this particular rule has indirectly created problems at the AGM, with the obligation (Rule 19.1) to reach a quorum of at least 30% of the members present in person. Clearly, members that had not renewed their subscriptions would adversely influence that quorum figure.

9 Subscriptions of members of Association

- (5) Subject to sub-rule (6) a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (1) or (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

19 Quorum and proceedings at general meetings

- (1) At a general meeting 30 per cent members of the association present in person constitute a quorum.

- 1.2. In our discussion, it was however confirmed that according to Rule 18.1.b, the Committee has the obligation to convene the AGM within 4 months after the end of the Association's financial year and on that particular ground, and bearing in mind what is discussed above (section 1.1), we all agreed that it would suffice to run the AGM after the 3 months period described in Rule 9.5 and within the 4

months period in Rule 18.1.b., to no longer have to deal with what we described as "dead wood", i.e., those members that have not renewed their memberships.

18 General meetings

(1) The Committee:

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation;

1.3. It was originally suggested that the AGM should be conducted on the third Wednesday of the 4th month after the end of the Association financial year; however subsequent meetings refined this to recommend that the AGM be slated for the last Wednesday of the 4th month. Such a particular Committee managerial decision doesn't require to be approved by the members at a General Meeting.

1.4. It was further noted that if the foregoing timetable had been applied for the last 3 AGM then a quorum would have been achieved at the first attempt each year.

1.5. **Conclusion 1** – *AGM to be convened for the last Wednesday of the 4th month of each Club year.*

2. We discussed the issue of nomination of members as potential Committee members to be elected at an AGM, the issue of campaigning and the issue of publicizing the list of candidates.

2.1. It was decided that the closing date for signifying to the Secretary "willingness to stand for election" as per Rule 12.4 need not be modified, with the 7 days period standing. Such period would allow the Secretary to receive the candidatures, to handle the relevant paperwork, and should also allow the publicizing of a list of candidates by appropriate means (website, mail etc..), provided that the decision regarding postal voting (see below) was accepted by full Committee.

12 Committee of Management

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by –

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

– to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

- 2.2. It was decided that the webmaster would organize special facilities on the website for members to communicate with nominated candidates and ask questions, should they wish to do so.
 - 2.3. It was also decided that, no further debate about candidates would be allowed at the very AGM (which was convened to vote for Committee Officers, not to debate them). Other matters could be debated however as part of the normal agenda.
3. We discussed the issue of postal voting.
 - 3.1. This issue has been brought forward by some members and needed to be addressed.
 - 3.2. Rule 21 establishes clearly the voting right of the members but also specifies (21.2) that a postal vote from a member is only valid for a pre-published proposal.

21 Voting rights of members of Association

- (1) Subject to these rules, each member present in person at a general meeting is entitled to a deliberative vote.
- (2) Subject to these rules, a postal vote from a member not present at a general meeting is only valid for a pre-published proposal.

- 3.3. It was decided that the definition of “a pre-published proposal” was not intended to embrace the election of Committee Officers.

2. Definitions

In these rules, unless the contrary intention appears –

"annual general meeting"	is the meeting convened under paragraph (b) of rule 18 (1);
"convene"	means to call together for a formal meeting;
"general meeting"	means a meeting to which all members are invited;
"member"	means member of the Association;
"ordinary resolution"	means resolution other than a special resolution;
"poll"	means voting conducted in written form (as opposed to a show of hands);
"postal vote"	is a hand written and signed vote by members and can be hand delivered or posted to the committee;
"special general meeting"	means a general meeting other than the annual general meeting;

"special resolution"

is a resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person or, where postal votes are allowed by the rules of the association by postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rule do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

- 3.4. It was further decided that the intention of the architects of the RoA was that members electing Committee Officers should be sufficiently interested in the business to attend the AGM in order to do so. Postal voting for anything other than a pre-published proposal was deliberately excluded under Rule 21, and should remain so.
- 3.5. **Conclusion 2** – *Nominations for Committee Officers should be received by the Secretary no later than 7 days before the AGM.*
- 3.6. **Conclusion 3** – *The right to cast votes at an Election of Committee Officers will remain limited to those financial members present in person at the AGM.*