

Memo on Key Changes

Rule 2 Objects

Minor change to networking in (a). Note that the deleted word “social” was introduced in 2018. Our networking opportunities are broader than social and include educational and business networking.

Object (c) emphasises educating the general public on the activities of the petroleum industry. Our ITPS and Next Gen activities are examples of this educational programme.

Rule 3(j) Incidental Powers

(j) modernisation of language as indicated

Rule 8(a) Officers

Explicitly states that the Club General Manager is an Officer. This is the case anyway under the *Associations Incorporation Act 2015*.

Rule 9.1(c) Board of Governors

Minor edit to accept all Officers are Board Members.

Rule 9.1A(2)(iii) and New Rules 9.1A (3) to (5) Becoming a Member of the Board

Requires a candidate member for a Board election to first submit to the nomination process prescribed by the Constitution. The aim is to carefully align Board membership with the skills and commitment needed for efficient operation of the Club as governed by the Board and in a transparent and procedurally fair manner.

A nomination must be written and in form approved by Board which is the case now. Under the proposed rule, the nomination must be filed no later than 21 days prior to an annual general meeting (rule 9.1A(3)). Delegated members of the Board will then consider the nominations and put the most qualified candidates forward for election.

The proposed timing allows for a reasonable pre-nomination process to be completed prior to election to enable alignment of skills and efficient Club operation. The *Model Rules* allow for a statement in support.

Rule 9.1A(4) explicitly specifies that a member nomination not complying with rule 9.1A is not eligible for election to the board. This is also taken from the *Model Rules*.

A typo is corrected in rule 9.1A(1)(a).

New Rules 9.1B (aa) and (ab) Term of Office – Board Members

This rule is a transitional provision to accommodate change in AGM date to March (see amended rule 10.1) and providing:

- a term expiring at the March 2021 annual general meeting for those elected in September 2017; and
- a term expiring at the March 2023 annual general meeting for those elected in September 2019.

No term extension for Board members elected in 2016.

New Rule 9.1B(d) – Board member term – General Manager

Specifies that the General Manager remains a member of the Board during the term of their employment.

Rule 9.2 Quorum

Quorum increased to 3 officers of the Club given the General Manager is an Officer.

New Rule 9.3(aa) Sub-Committee

Provides for the Board to determine a nomination and election procedure for members of a sub-committee, again with a view to aligning skills and effective sub-Committee operation. As an example, this formalises arrangements already in place for the Young Professionals sub-committee.

Rule 10.1 Date of AGM

Provides that AGM will be held in March from 2020 onwards. A revision is also proposed to confirm validity of the September AGMs up to 2019.

New Rule 11.4 Voting

Amended to align with Rule 10.4 but reference to election of Board members is deleted as this would typically be unlikely at an EGM.

Rule 14 Change of Constitution

New sub-clause (b) aligns the manner of voting with Rules 10.4 and 11.4.

Rule 15 Dissolution

Replaces notification of members by mail with electronic notification.

Rule 17.3(d) Dispute Resolution Process

“.” Inserted at the end of (d).