

ANNUAL GENERAL MEETING



The Sofitel, Melbourne
4:30pm, Wednesday 4 September 2019

AGENDA

Meeting Open	David Hooton	Introduction and welcome to members
Chair's Report	David Hooton	
Secretary's Report	Nathan Brookfield	Including presentation of the Audited Financials
Technical Report	Terry Sweetser	
Special Resolutions	Nathan Brookfield	

1. *A special resolution to delete "and" in Rule 21(4)(a);*
2. *A special resolution to insert ";and" at the end of Rule 21(4)(b);*
3. *A special resolution to add a new Rule 21(4)(c) "the individual is not in the direct employment of, or directly contracted to, the Association."*
4. *A special resolution to insert "in accordance with rule 27(6)." at the end of Rule 25(2);*
5. *A special resolution to delete "rule 26(2) or 27(2)(b) and replace with "rule 26 or 27(3)(b)" in Rule 25(4);*
6. *A special resolution to replace Rules 27 (1) and (2) with the following:*
"(1) Prior to each annual general meeting, the Association must elect the ordinary board members for a three year period commencing on the date of the annual general meeting, by way of vote in accordance with rule 27(6). The Secretary shall issue a call for nominations to the Association prior to each annual general meeting in accordance with rule 25(1).
(2) Board members are to be elected in rotational terms with three positions (two corporates, one professional) in year one, three positions (two corporates, one professional) in year two, and two positions (two corporates) in year three.";
7. *A special resolution to delete "at the meeting" in Rule 27(4);*
8. *A special resolution to add a new Rule 27(6) "Board members are to be elected by postal voting only, by sending votes to any email address or postal address referred to in rule 45(2)(e). The results of the voting will be announced at the annual general meeting.";*
9. *A special resolution to replace Rule 28(3) with "The term of office of a board member expires at the annual general meeting three years after the board member is elected or appointed in accordance with these rules. The term of office filled by a casual vacancy expires at the next annual general meeting, prior to which, the board member may be renominated for the board.";*

PROPOSED ASSOCIATION RULE CHANGES – AGM 2019

MEMBER BRIEFING

In 2018, the Internet Association of Australia Inc. (**Association**) Board (**IAA Board**) began working with the Associations Forum, who assist associations with governance and other matters. The IAA Rules were most recently updated in August 2018 when members of the Association passed a number of changes following an independent review by the Associations Forum. The outgoing IAA Board recommended that the incoming Board should review and address the remaining recommendations.

The 2019 Annual General Meeting (**AGM**) of the Association will take place at 4:30pm on 4 September 2019 at the Stamford Plaza Hotel, 111 Little Collins Street, Melbourne. At the AGM, the IAA Board proposes a number of additional updates to the IAA Rules to conclude that the IAA Rules review that has been undertaken.

PROPOSED CHANGES

The IAA Board proposes three issues raised within the review to be addressed. Each change will be voted on individually. A full copy of the IAA Rules including the proposed changes are available [here](#).

Following is an outline of the main proposed changes to the IAA Rules:

1. Staff to be ineligible to serve on the Board

Following the recommendation of the review, the IAA Board proposes that staff members should not be permitted to serve on the IAA Board, to ensure that there is a clear distinction between the governance and management of the Association.

2. Amending the length and rotation of Board terms

The IAA Board proposes that the length of any incoming IAA Board terms be increased from two years to three years for any IAA Board member elected on or after the AGM on 4 September 2019. The rotation of the IAA Board positions is also updated to reflect IAA Board rotations across three years. Extending IAA Board terms provides greater continuity to the IAA Board, resulting in greater stability to the Association by reducing the frequency of IAA Board changes. This increase also allows IAA Board members to offer more value to their position by having a longer term before facing reelection.

3. Board elections to be conducted by postal voting only

Following the recommendation of the review, the IAA Board recommends that Board elections be conducted solely by postal vote (which includes email voting) prior to the AGM, with results announced at the AGM. The Secretary will issue a call for nominations six weeks prior to the AGM. This then provides each member of the Association with an equal opportunity to participate in the vote, and each nominee an equal standing within the Board election process.

WHICH RULES HAVE CHANGED?

Below is a summary of the more substantial proposed changes to the IAA Rules:

Rule	Nature of Changes
21 (4) (c)	Rule added to confirm that an individual may not be a board member who is in the direct employment or directly contracted to the Association.
27 (1) and (2)	Rule to provide for the election of board members prior to each AGM, rather than at the AGM. In addition, board terms are increased from two to three years, and new rotational terms of elected board members are outlined.
27 (4) (b)	“at the meeting” reference removed in line with board members being elected via postal voting
27 (6)	Rule added to enable postal voting (including via email) for board elections.
28 (3)	Two years changed to three years.

VOTING TO ADOPT THE NEW RULES

The Secretary will propose the following special resolutions at the AGM:

1. *A special resolution to delete “and” in Rule 21(4)(a);*
2. *A special resolution to insert “;and” at the end of Rule 21(4)(b);*
3. *A special resolution to add a new Rule 21(4)(c) “the individual is not in the direct employment of, or directly contracted to, the Association.”*
4. *A special resolution to insert “in accordance with rule 27(6).” at the end of Rule 25(2);*
5. *A special resolution to delete “rule 26(2) or 27(2)(b) and replace with “rule 26 or 27(3)(b)” in Rule 25(4);*
6. *A special resolution to replace Rules 27 (1) and (2) with the following:*
 “(1) Prior to each annual general meeting, the Association must elect the ordinary board members for a three year period commencing on the date of the annual general meeting, by way of vote in accordance with rule 27(6). The Secretary shall issue a call for nominations to the Association prior to each annual general meeting in accordance with rule 25(1).
 (2) Board members are to be elected in rotational terms with three positions (two corporates, one professional) in year one, three positions (two corporates, one professional) in year two, and two positions (two corporates) in year three.”;
7. *A special resolution to delete “at the meeting” in Rule 27(4);*

8. *A special resolution to add a new Rule 27(6) “Board members are to be elected by postal voting only, by sending votes to any email address or postal address referred to in rule 45(2)(e). The results of the voting will be announced at the annual general meeting.”;*
9. *A special resolution to replace Rule 28(3) with “The term of office of a board member expires at the annual general meeting three years after the board member is elected or appointed in accordance with these rules. The term of office filled by a casual vacancy expires at the next annual general meeting, prior to which, the board member may be renominated for the board.”;*
10. *A special resolution to replace Rule 45(1) with “For any general meeting of the members called by the secretary or, in the case of a special general meeting convened under rule 44(5), the members convening the general meeting, must give to each member — (a) at least 30 days’ notice of a general meeting if a special resolution is to be proposed at the meeting; or (b) at least 14 days’ notice of a general meeting in any other case.”;*
11. *A special resolution to insert “and on any question arising with respect to a vote referred to in rule 27(6)—” after “On any question arising at a general meeting” in Rule 50(1); and*
12. *A special resolution to replace the word “information” with “inform” in Rule 50(10).*

In accordance with the current IAA Rules, each motion must be accepted by a majority of members. If the resolution is passed, the Secretary will lodge the changes with the Commissioner for Consumer Protection.

GIVING FEEDBACK

Members of the Association can contact the Association via email at secretary@internet.asn.au to discuss the changes with a member of the IAA Board. We will endeavor to address common questions during the member session at our AGM. We welcome each member of the Association to get in touch with the IAA Board to resolve any questions that each member might have.



Nathan Brookfield
Secretary, Internet Association of Australia