

Special Resolution 3

Special Resolution to Amend the Rules of Association 3

1. Amendment to Rule 44: Use of technology to be present at board meetings

Background: The Board of Directors of Variety WA proposes two amendments to the current wording of the Rules of Association regarding the attendance requirements at board meetings and the use of technology. The current Rules stipulate technology may be used, but members must attend 'in person' a minimum of 75% of meetings. This raises significant issues for potential representation from regional WA and does not reflect the advances in technology and the ability of individuals to participate fully in meetings regardless of location. In addition, there is ambiguity around minimum attendance levels and the proposed change clarifies this matter. Furthermore, the current Rules do not offer the opportunity for a leave of absence to be granted in exceptional circumstances and it proposed to add an additional clause to clarify this matter.

Existing Rule 44: Use of Technology to be Present at Board Meetings

(1) The presence of a board member at a board meeting need not be by attendance in person but may be by that board member and each other board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication provided that a board member must, absent exceptional circumstances, attend 75% of meetings in person.

(2) A member who participates in a board meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Proposed Amendments (Use of Technology)

Amended Rule 44 (1):

- Subject to Rule 44 (2), Board members must attend a minimum of **75% of scheduled Board meetings** within a 12-month period. Attendance may be in person or through remote participation using appropriate technology, such as video conferencing or telecommunication. Remote attendance will count towards the attendance requirement, provided the technology permits the member to fully participate in discussions and voting. Failure to comply with this rule will result in

compulsory resignation from the Board if a dispensation under Rule 44 (2) has not been granted.

2. Addition of New Rule: (Leave of Absence in Exceptional Circumstances)

New Rule 44 (2): Leave of Absence for Board Members

- In exceptional circumstances, a Board member may request a leave of absence. The Board may, by majority vote, grant the leave for a specified period. The Board may also impose conditions regarding the return of the member, and the member on leave will be temporarily excused from the attendance requirements.

Resolution Approval: These special resolutions are proposed for approval at the General Meeting in accordance with the requirements of the Associations Incorporations Act 2015 and the Association's Rules of Association. For their resolutions to pass, a three-fourths majority of the votes cast by members present and eligible to vote is required.

Special Resolution 3(a)

- (a) That the Proposed Amendment (Use of Technology) to Rule 44(1) of the Rules of the Association as identified in this Notice of Meeting be approved by the members of the Association and the Secretary of the Association to promptly lodge such documents as required by Section 30 of the Act.

Special Resolution 3(b)

- (b) That the Proposed Amendment (Leave of Absence in Exceptional Circumstances) to Rule 44(2) of the Rules of the Association as identified in this Notice of Meeting be approved by the members of the Association and the Secretary of the Association to promptly lodge such documents as required by Section 30 of the Act.