

## Illuminating Engineering Society of Australia and New Zealand

### Proposal for an additional sub-clause in the Constitution to deal with the filling of a Casual vacancy for an elected Board Director position.

#### Justification for proposal made:

The clause in the **Constitution** that deals with the filling of Casual vacancies on the IESANZ Ltd Board and is **Clause 20**, that reads as follows:

#### 20. Casual Vacancies

20.1. The Board shall have the power to appoint any eligible voting member to be a Director to fill a casual vacancy providing a majority of technical members is maintained.

20.2. The term of the member filling a casual vacancy shall begin upon their being informed of the appointment and end at the close of the Annual General Meeting at which the replaced Director's term would have ended.

There are two kinds of Directors that form the IESANZ Ltd Board, those elected to represent each of the six Chapters and three co-opted Board members appointed annually by the elected Board members<sup>1</sup> to fill any special needs that the out-going Board may perceive that the incoming Board may have.

**Bylaw 2b** defines the term "The Board" as: "The *representatives* from each of the Chapters *elected by the members* of the Chapters plus those co-opted to the Board."  
[C & B Committee's italics and underlining.]

During the sixteen years since the establishment of this Society there have been several casual vacancies created in both the elected and appointed co-opted Director positions and **Constitution sub-clause 20.1** has then been applied.

All Board Directors have equal standing but the processes for becoming a Board Director are quite different for appointed co-opted Board members compared with that for elected Board members.

Historically **in the case of co-opted Board Director positions** the Board has chosen someone whom they knew could fill the needed requirements of the Board and then, quite correctly, invited that member to fill the appointed position. More recently a Board Director's job specification document with quite defined Board needs has been used in advertising for members to offer themselves to be appointed to a co-opted position to be filled. In the case of filling a casual co-opted Board Director vacancy a similar process has been followed.

**In the case of filling a Chapter elected Director's casual vacancy** a practice developed a few years ago of the Board approaching the relevant Chapter and its CMC and requesting them to recommend someone and the Board has then appointed that named person to fill this elected casual vacancy. This practice is not covered by any Constitution or Bylaws clauses. More recently, with such an elected Board Director

---

<sup>1</sup> Refer to Constitution Clause 13.1.3 (Constitution dated as 31 October 2014) and Bylaws Clause 23 (Bylaws dated As Amended 5 April 2018.)

casual vacancy, the Board has distributed its Board Director’s job specification for co-opted Board Director vacancies, and made statements to the effect that “the Board ... will select the replacement Director” for an elected casual Board Director vacancy.

The Board can not be directly engaged in or involved in choosing a representative of a Chapter that should be elected by the members of a Chapter according to the definition of the Board’s constituent members in **Bylaw 2b**, except perhaps in the very exceptional circumstances where no-one comes forward.

[C & B Committee’s italics and underlining.]

It is contended that these processes should also remain appropriately different if the two types of Director positions ever become casual vacancies.

In practice the normal process for **election** to become the representative of a Chapter as Board Director involves the appointment of a Returning Officer who then conducts the election on behalf of the Board.<sup>2</sup> It is therefore contended that this stated practice should continue to be followed for an election to fill an elected Director’s casual vacancy rather than the current (not legal) practice that is similar to that for appointing a co-opted Board Director or a co-opted casual vacancy replacement.

To achieve the necessary changes to put these proposed actions regarding casual elected Director vacancies into practice then **Constitution Clause 20: Casual vacancies** will need to be amended to specifically deal with:

- (i) co-opted casual Board Director vacancies,
- (ii) provide a new sub-clause 20.2 that is created to deal with elected casual Board Director vacancies and
- (iii) for the current sub-clause 20.2 to then become 20.3 with a minor amendment.

As explained previously, the following amendments to the Constitution are now proposed and in accordance with **Constitution Clause 35** they must now be dealt with as a **Special Resolution** as follows:

<b>Special Resolution</b>
To amend the Constitution dated as “Amended 31 October 2014” as outlined tabled document “Proposed to Change Constitution 2018”

New text to be added is shown in **bolded text** and other proposed amendments are shown as described.

**Proposed amendments:**

Existing Clause No.	Proposed Change
<b>20.</b>	<b>20. Casual Vacancies</b>
	<b>20.1</b> The Board shall have the power to appoint any eligible voting member to be a Director to fill a <b>Co-opted position on the Board that has become</b> a casual vacancy providing a majority of technical members <b>on the Board</b> is maintained.
<b>New Sub-clause</b>	<b>Additional sub-clause</b>
<b>20.</b>	<b>20. Casual vacancies</b>

<sup>2</sup> Refer to **Bylaws 20** and **21** in Bylaws (dated As Amended 5 April 2018).

Existing Clause No.	Proposed Change
	<p><b>20.2 The Board shall appoint a Returning Officer to call for nominations and to conduct an election within a Chapter to fill an elected position on the Board that has become a casual vacancy. The Board shall determine the appropriate dates and times for this election in relation to the particular timing of the creation of a casual elected position vacancy but generally in accordance with the sequence of procedures described in the Bylaws for election of Directors by Chapters.</b></p>
<p><b>20.</b></p>	<p><b>20. Casual Vacancies</b></p> <p><b>Re-number existing sub-Clause 20.2 as 20.3 and amend as shown below:</b></p> <p><b>20.3</b> The term of the member filling a casual vacancy shall begin upon their being informed of their appointment <b>or election</b> and ends at the close of the Annual General Meeting at which the replaced Director's term would have ended.</p>

End of Special Resolution

Proposed by:-



Trent Dutton, President, on behalf of the  
Board of IESANZ Ltd

Note: Extract from Constitution on Proxy voting

Clause:

41	Voting at General Meetings
41.1	At any General Meeting, each member has one vote.
41.2	A resolution put to the vote at a meeting of members shall be decided by a show of hands unless a poll is demanded. Before a vote is taken the Chairperson shall inform the meeting whether any proxy votes have been received and how the proxy votes shall be cast.
41.3	On a show of hands, a declaration by the Chairperson is conclusive evidence of the results provided that the declaration reflects the show of hands and the votes of proxies received.
42	Proxies at General Meetings
42.1	A member of the Society who is entitled to attend and cast a vote at a meeting of members may appoint another member as the member's proxy to attend and vote for the member at the meeting.
42.2	Where it is decided to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall set out the options.
42.3	An instrument appointing a proxy shall be deposited at such a place as specified in the notice, by the start of the meeting, or, in the case of a poll, immediately prior to the time appointed for the taking of the poll.
42.4	<p>Unless the Society has received written notice of the matter before the start or resumption of the meeting at which proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:</p> <ul style="list-style-type: none"> <li>The appointing member dies; or</li> <li>The member is mentally incapacitated; or</li> <li>The member revokes the proxy's appointment; or</li> <li>The member revokes the authority under which the proxy was appointed by a third party.</li> </ul>