

## Proposed changes to the Articles of Association of the Shortland Wetlands Centre

Existing Clause	Proposed change
Nil	<p>9(c) On matters arising at a general meeting, ordinary members have one vote only.</p> <p><i>(note: this clarifies that members have one vote per item)</i></p>
Nil	<p>9 (d) Ordinary members shall have a minimum of 28 days standing as a member in order to be eligible to vote at a general meeting.</p> <p><i>(note: this aims to assist sound governance of the organisation, and clarity in the status of very recent members to vote at the general meetings)</i></p>
Nil	<p>9(e) Ordinary members shall have a minimum of 28 days standing as a member in order to be eligible nominate for election as a director.</p> <p><i>(note: this aims assist sound governance of the organisation, and clarity in the status of very recent members to stand as directors at the general meetings)</i></p>
<p>21B. (a) Each annual general meeting following that held in the year 1993 shall have the power to fill any vacancy of a director elected pursuant to Article 21 (a) (i) which would otherwise exist at the conclusion of the meeting by electing some person to the vacancy.</p>	<p>21B (a) Each Annual General Meeting shall have the power to fill any vacancy of an elected director which would otherwise exist at the conclusion of the meeting by electing a nominated ordinary member to the vacancy, pursuant to Article 21C.</p> <p><i>(note: this clarifies that the existing reference to "some person" means an "ordinary member")</i></p>
<p>21C. A nomination for election as a director pursuant to Article 21A (a) or 21B (a) shall be in writing to the secretary prior to the day of the annual general meeting.</p>	<p>21C Nominations of candidates for election to the Board:</p> <p>(a) shall be made in writing, signed by two ordinary members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and who shall be a ordinary member; and</p> <p>(b) shall be delivered to the secretary not less than <u>5 working days</u> before the date fixed for the holding of the annual general</p>

	<p>meeting at which the election is to take place.</p> <p><i>(note: this aims to ensure that the administration of the AGM proceeds smoothly and that nominations are received in good time)</i></p>
<p>21E. (a) Where nominations received for directors to be elected at an annual 4 Feb 1993 general meeting pursuant to Article 21A or 21B are in excess of the vacancies, election of the directors at that annual general meeting shall be by secret written ballot.</p> <p>(b) Such written ballot shall be by proportional representation:</p> <p>(i) Each member eligible to vote in person or by proxy at the annual general meeting shall indicate his or her preference for each nominee by placing consecutive numbers alongside the name of each nominee in order of preference.</p> <p>(ii) The nominee receiving the highest number of first preferences shall be the first elected, the nominee receiving the second highest number of first preferences shall be the second elected, and etc.</p> <p>(iii) Where insufficient directors are elected on first preferences the remaining positions shall be determined on second or third preferences, and etc., as required.</p> <p>(iv) In any case where it is not possible to separate nominees for a vacancy on the tallied votes, the vacancy shall be determined by a draw from a hat.</p>	<p>21E (a) If insufficient nominations are received to fill all elected positions, the candidates nominated shall be deemed to be elected.</p> <p>(b) If insufficient nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.</p> <p>(c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.</p> <p>(d) If the number of nominations received exceeds the number of vacancies to be filled a secret written ballot shall be held.</p> <p>(e) Each member eligible to vote at the annual general meeting shall indicate his or her preferred nominees by placing a vote against the name of each preferred nominee up to the number of vacancies.</p> <p>(f) The nominee receiving the highest number of votes shall be the first elected, the nominee receiving the second highest number of votes shall be the second elected, and so on.</p> <p>(g) Where it is not possible to separate nominees for a vacancy on the tallied votes, the vacancy shall be determined by a draw from a hat.</p> <p>(h) The secretary shall act as returning officer for any such ballot.</p> <p>(i) If the secretary is a current director standing for re election the chairman shall appoint an alternative returning officer.</p> <p><i>(note: this clarifies the voting procedure, clarifies and simplifies the tallying of votes, and makes provision for an alternative returning officer if the secretary is standing for re election.)</i></p>