



## NOTICE OF SPECIAL RESOLUTION

Sustainable Upper Ovens Inc advises members that the following special resolution will be put to the AGM on Sunday February 2, 2025:

### **Special Resolution: That the following alterations are made to the SUO Rules:**

1. *Insert the following new clause at the end of subrule 30(4)—*

*(e) to set the time, date and location of the first meeting of the Committee following the annual general meeting, which must be no more than one month thereafter.*

2. *Replace rule 44 with the following—*

#### **44 Composition of Committee**

*The Committee consists of—*

- (a) a President and a Vice-President, or 2 Co-Presidents; and*
- (b) a Secretary or 2 Co-Secretaries; and*
- (c) a Treasurer or 2 Co-Treasurers; and*
- (d) ordinary members (if any) elected under rule 53.*

3. *Insert after rule 44 the following—*

#### **44A Election of President etc.**

- (1) At the first meeting of the Committee after an annual general meeting, separate elections must be held for each of the following positions—*

- (a) either a President or two Co-Presidents, as the Committee may choose; and*
- (b) if the Committee chooses to elect a President instead of two Co-Presidents, a Vice-President; and*
- (c) a Secretary or two Co-Secretaries, as the Committee may choose; and*
- (d) a Treasurer or two Co-Treasurers as the Committee may choose.*

- (2) *If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.*
- (3) *If more than one member is nominated, an election must be held in a manner agreed to by a majority of the Committee.*
- (4) *On his or her election, the new President or a new Co-President may take over as Chairperson of the meeting.*
- (5) *Except in this rule:*
  - (a) *a reference to President includes a Co-President;*
  - (b) *a reference to Secretary includes a Co-Secretary;*
  - (c) *a reference to Treasurer includes a Co-Treasurer.*

4. *In subrule 51(1) replace “each position” with “Committee members”.*

5. *Delete rule 52.*

A copy of the SUO Rules with the alterations marked up (so you can see the effect of the alterations) can be found here: [SUO rules with marked-up alterations](#).

The proposed alterations would provide for election of office bearer positions (President, Vice-President, Secretary, and Treasurer) by the Committee that is elected each year by the AGM, instead of directly by the AGM. This is to provide greater flexibility around appointment to the office bearer positions, including changes to the appointments between AGMs or even rotation of Committee members through office bearer positions.

The alterations would also allow the Committee to decide whether to have 2 Committee members sharing an office bearer position. This is to give the Committee the option of sharing any of the office bearer positions among 2 Committee members. For example, the Committee might decide that, in place of a President and Vice-President, it will elect 2 Co-Presidents, or that it will share the position of Secretary between 2 Co-Secretaries. This is intended to reduce the burden associated with the office bearer positions, recognising that they may be performed by SUO members who have multiple demands on their time. This practice is also followed by various other not-for-profit associations.

The SUO Rules can only be altered via a special resolution of an AGM or other general meeting. A special resolution is passed if at least three quarters of the members voting at a general meeting vote in favour of the resolution.