

SUBJECT: AGM Motion – AGM Voting Process

Decision Required:

To approve the proposed change to the Constitution in relation to changes in the AGM Voting Process.

Background:

Provisions to the following effect, which mandate a voting process at the AGM, are currently missing from the Constitution. It is necessary to set out a voting process for administration of the AGM and due process moving forward.

10.8.4. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote in accordance with the procedures set out below governing the election of Directors

10.8.5. In the event that there is an insufficient number of candidates nominated for any position, nominations may be taken from the floor of the Annual General Meeting. If sufficient numbers of candidates are not then nominated, the Board may appoint persons to fill the remaining vacancy or vacancies.

10.8.6. On a contested election for Director the election process detailed under 10.8.7 below shall be used to decide the election of each Director. The Director elected first shall automatically be excluded from the remaining ballots and the Director elected second shall be excluded from the subsequent ballots.

If a contested ballot is held, the elected candidate must receive more than one half of the votes properly recorded. If there are more than two candidates participating in a ballot and no one candidate receives in excess of one half of all the votes properly recorded, then a further ballot or ballots shall be held. On each subsequent ballot the candidate who has received the least number of votes on the previous ballot shall be automatically removed from further ballots for that position (save that he/she shall be re-entered into the subsequent ballot for any remaining vacancy or vacancies). The process of subsequent ballots and the removal from the next ballot of the candidate securing the least number of votes at the previous ballot(s) shall continue until one candidate secures in excess of one half of all the votes properly recorded. That person shall then be declared elected. If in any ballot two or more candidates have an equal number of votes and one of them has to be excluded from further ballots, that candidate amongst them who had the least number of votes at the previous ballot at which they had not an equal number of votes shall be excluded.

Recommendation:

Approve the motion for the AGM and members consideration.