

2020 Annual General Meeting

Proposed Motions

Put forward by: Reece Clothier, on behalf of the AAUS Governance Working Group.

Motion 1

MOTION 1: That the members of the Association, pursuant to Section 13 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS, change by way of special resolution the particulars contained in Section 6.2 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS in order to:

- Increase the term of a committee member appointment from two to three years with five of the longest standing committee members to retire at each annual general meeting, and
- Resolve the current ambiguity in relation to the number of committee members that must retire each year by having 8 of the longest serving Board/committee members retire every odd year and 7 of the longest serving Board/committee members retire on every even year.

NOTE: The changes to Section 6.2 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS required to implement each of Alternative are detailed in the explanatory notes.

Notes on voting process:

An eligible Member may vote either:

- *for* the motion, by voting for the motion and for one of the alternatives listed under the motion or
- *against* the motion.

If the motion is passed, the alternative that has the most votes is accepted.

Motion 2

MOTION 2: That the members of the Association, pursuant to Section 13 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS, change by way of special resolution the particulars contained in Section 6.2 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS to change the term of a committee member filling a casual vacancy to be the same as the term of the vacating committee member.

NOTE: The changes to Section 6.2 of the RULES OF AUSTRALIAN ASSOCIATION FOR UNMANNED SYSTEMS required to implement this motion are detailed in the explanatory notes.

Explanatory Notes – MOTION ONE

Background

The current rules of Association stipulate that the longest serving one half of the governing committee/board are to retire each year. In effect, this means that AAUS Board members and in turn, Executives, are elected for a period of two years.

Over the years a number of Board members have retired early and consequently, the election cycle has become unbalanced with only five of the 15 currently serving Board members up for election at the upcoming Annual General Meeting. This means that 10 Board members must retire every second year. Having such a large change in Board representation can result in significant disruption and instability in the strategic direction of the Association, particularly when the Board members retiring include the majority of the elected Executive. With that said, it is beneficial and desirable to have turnover in the Board, with new members bringing new expertise, direction and leadership. The challenge lies in finding the right balance between stability and the natural evolution of the leadership of the Association.

Purpose of Motion One

The purpose of the proposed change to the Rules of the Association is to ensure an unambiguous and balanced Board election process that provides strategic stability but also provides ample opportunity for the election of new leadership and expertise.

The proposal is to balance Board member turn-over by limiting the number of Board member retirements each year to five of the longstanding members. This, in effect, also increases the duration of a Board and Executive appointments from two to three years.

The following changes to the Rules of the Association are required to implement the above proposal. Changes are shown in **bold green or red coloured** text.

Section 6.2 Appointment

~~c. The first committee of the association shall be appointed from the promoters of the association. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire. A committee member is appointed for a term of three years, with the five longest serving committee members retiring at each annual general meeting.~~

...

g. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office ~~until the next annual general meeting of the association for the remainder of the original term of the vacating committee member,~~ and shall be eligible for election to the committee without nomination.

A transition period is required in order to implement this proposed change. By 2022 a “five, five, five” cycle would be achieved as shown below:

2020 AGM: 5 up for election (for three year term) and 10 standing;

2021: 5 (of 10 elected in 2019) up for election for 3 year term, 10 standing. (The 5 are determined by random ballot, the other 5 get an additional year and retire in 2022)*

2022: 5 (remaining from 2019 election) up for election for 3 year term, 10 standing.

*if any of the original 10 do not wish to be extended for another year, they can retire and are removed from the ballot.

Explanatory Notes – MOTION TWO

A casual vacancy is created when a Board/committee member retires before the end of their appointed term. Over time, such retirements can cause an imbalance in the number of Board/committee members up for election in a given AGM. To ensure a balanced election cycle is maintained, in those situations where a Board Member fills a casual vacancy, their appointment is for the remainder of the appointment of the vacating Board member.

The following changes to the Rules of the Association are required to implement the above proposal. Changes are shown in **bold green or red coloured** text.

Section 6.2 Appointment

...

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