

Voluntary Assisted Dying Australia and New Zealand Limited

ABN: 24 670 623 195

Proposal to amend the Constitution

Clause 9 of the Constitution provides that the Constitution may be amended by passing a **special resolution**. Clause 70.1 provides that a special resolution requires notice of the proposed resolution to be given 21 days before a general meeting and that a vote of 75% of the members present and entitled to vote must approve the amendments. The following resolutions are proposed by the board.

The Board puts forward for consideration by the members the following proposed amendments.

AMENDMENT ONE

1. To change the term of the President from 12 months to 24 months, to maintain the President Elect from 12 months and to have an additional position of Immediate Past President with a 12 month term.

Currently clause 38.2 (a) reads as follows:

Subject to rule 38.3, a person may become a director in four ways:

(a) election at an annual general meeting by members as a Member Elected Director, to serve as President Elect for approximately 12 months until the next annual general meeting, and then as President for approximately 12 months until the subsequent annual general meeting. When the President's term ends the person is eligible for election as a director, including for another term as President Elect and then President)

Reason for the change

The President Elect role is very light with few responsibilities and is largely a chance to understand the organisation and its structure. It is the President's role that has substantive impact and contributes to the organisation's relationships, ongoing issues, and the business of the board. It has been the experience that one year can pass very quickly. Extending the term to two years allows the President to more effectively build relationships and pursue the organisation's agenda. Creating the position of Past President enables that person to provide advice and support, if required, to their successor. It is noted that terms of two years for president are in place in the RACGP, RACP and ANZSCPM.

The proposal is to have the members elect a person who will be President Elect for one year (elected halfway through the President's term). then President for two years, and Past President for one year.

Note that if adopted there will be a transition period this year with no election for President Elect until next year and with the current President Elect holding the position of President for two years.

Proposed resolution

That clause 38.2 (a) of the VADANZ Constitution be amended to read as follows:

***38.2 Subject to rule 38.3, a person may become a director in four ways:
(a) election at an annual general meeting by members as a Member Elected Director, to serve as President Elect for approximately 12 months until the next annual general meeting and then as President for approximately 24 months until an annual general meeting in approximately 24 months' time and then as Past President for approximately 12 months until the subsequent annual general meeting. When the Past President's term ends the person is eligible for election as a director, including for another term as President Elect and then President.***

Clause 38.3(a) be amended to read:

"(a) up to seven of the director positions may be filled by Member Elected Directors, including the President, President Elect and Immediate Past President; and"

Clause 38.9 be deleted and replaced with:

"38.9 Notwithstanding rule 38.2, at each annual general meeting:

(a) any President, President Elect or Immediate Past President whose term under clause 38.2(a) expires at that annual general meeting will move to the next position in the presidential succession, or retire from the presidential succession, as applicable; and

(b) half the number of remaining Member Elected Director positions, excluding the President, President Elect and Immediate Past President, become vacant. If the relevant number is odd, the next whole number below half will become vacant. The directors whose positions become vacant shall be determined by the Board or, failing such determination, shall be the longest serving."

Clause 40.4 be amended to provide that the requirement for a director to retire at least once every two years does not apply to a person serving continuously through the President Elect, President and Immediate Past President succession established by clause 38.2(a).

Transitional arrangement

If Special Resolution 1 is passed, the intention is that the current President Elect will commence a two-year term as President at the conclusion of the 2026 Annual General Meeting.

No President Elect will be elected at the 2026 Annual General Meeting. The next President Elect election will occur at the appropriate Annual General Meeting during the serving President's term so that the normal succession cycle established by the amended Constitution can commence.

AMENDMENT TWO

2. Increase the number of director positions that may be filled by the Board from two to three.

Under clause 37.1 the maximum number of directors is nine. However, clause 37.2 provides that *"The directors may change the maximum number of Member Elected or Board Appointed Director positions."*

This has to be read with clause 38.3 which reads as follows:

38.3 Subject to rules 37.2 and 38.2(d):

(a) up to seven of the director positions may be filled by Member Elected Directors including the President and President Elect; and

(b) two of the director positions are reserved for, and may only be filled by Board Appointed Directors.

The Board could decide to have three Board Appointed Directors by reducing the number of Member Elected Directors to six given that 38.3 only requires **up to** seven. However, that is undesirable and therefore the solution is to increase the maximum number of directors to 10.

Reason for the change

Allows for the Board to appoint a chair and to ensure that a jurisdiction that is underrepresented is represented and to enable the filling of skills required by the Board.

Proposed resolution

That the second sentence of clause 37.1 of the VADANZ Constitution be amended to read as follows:

Subject to rule 37.2, the maximum number of directors is ten.

Clause 38.3(b) be deleted and replaced with:

"(b) three of the director positions are reserved for, and may only be filled by, Board Appointed Directors."

AMENDMENT THREE

3. To remove a typographical error in clause 40.2

The reference in clause 40.2 to clause 41.6 should read clause 40.6.

Reason for change

To remove a typographical error.

Proposed resolution

That clause 40.2 of the VADANZ Constitution be amended by deleting the number 41.6 and replacing it with 40.6.

AMENDMENT FOUR

4. To streamline the process by which a person ceases to be a member as a consequence of failure to pay an outstanding membership fee by removing the need for the secretary to send a written request.

The current provision is:

15.1 A person immediately stops being a member if they:

...

(d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member, to confirm they continue to satisfy the membership requirements determined by the directors, or requesting payment of any outstanding membership fees.

Reason for change

Membership fees are renewed by way of auto-payment. That is, they are paid unless a member changes their banking details or gives a notice of resignation. Therefore, it becomes unnecessary (and therefore incurs an administrative burden and cost) for the secretary to have to send out a notice.

Proposed resolution

That clauses 15.1 (c) and (d) of the VADANZ Constitution be deleted and replaced by the following:

***(c) are expelled under clause 17,
(d) have not paid their membership fees after three months from the time at which payment was due.***

AMENDMENT FIVE

5. To give the directors the power to determine the voting rights of categories of members.

Clause 11.1 provides that: *The directors may determine requirements, categories and fees for membership.*

The directors have previously determined that the categories of members shall be Practising members; Retired members; Associates and Students. While all members may attend and speak at meetings, only Practising members, that is those who are "practising, multidisciplinary health professionals working in voluntary assisted dying" may vote. It is not clear that the directors' power to determine "requirements" covers the power to determine voting rights.

Reason for change

To put beyond doubt that the directors have the power to determine the voting rights of categories of members.

Proposed resolution

That the second sentence of clause 11.1 of the VADANZ Constitution be amended to read: The directors may determine requirements, categories, fees and voting rights for membership.

Clause 31.1 be deleted and replaced with:

31.1 Subject to any voting rights determined by the directors under clause 11.1, each member entitled to vote has one vote.

AMENDMENT SIX

6. To make it clear that applicants for membership can access a reduced VADCON registration fee and other benefits of membership, other than the right to vote, before formally being registered as a member.

The Constitution requires that after a person applies to be a member "*the directors must consider an application for membership within a reasonable time*". (Cl 13.1). *The approval purpose is required to ensure that only those persons who support the purposes of VADANZ can become members. (Cl 11.1). An applicant does not become a member until their name is entered on the register of members. (Cl 14.1).*

Reasons for change

Members are entitled to a reduced VADCON registration fee. Those who apply for membership at the time of registering for VADCON also have a reduced fee even though they are technically not members. It is desired that such applicants can access a reduced fee and enjoy other benefits of membership. However, in order to ensure that they can and that persons hostile to the purposes of VADANZ do not have the right to vote before their application has been considered by directors and entered on the register of members, it is necessary to amend the Constitution.

Proposed resolution

***That clause 14.1 of the VADANZ Constitution be amended to read:
Other than initial members, an applicant will become a member when they are entered on the register of members.***

Until such time as their name is entered on the register of members or their application is rejected, a person who has applied for membership is entitled to access the rights, benefits and obligations of membership, except the right to vote.