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Notice of Motion 2019_1

Item 1: Update to Clause 4.1c for Board of Directors

Current Wording

4.1.c A Proprietors Representative – to be ratified by the CEO and the TBNZ Board Members.

Proposed Change

4.1.c A Proprietors Representative. ~~–to be ratified by the CEO and the TBNZ Board Members.~~

Rationale for the Change

Consistency with the changes proposed in 4.2.b.

Item 2: Update to Clause 4.2.b Tenure of Directors

Current Wording

The Proprietors Representative member of the Board will be ratified by the CEO and the TBNZ Board Members for a nominal term of two (2) years but may stand for re-appointment if supported by a duly recognized Proprietors Association or, in the absence of such a body, then a nomination and support from three (3) additional Sponsor Centres. A newly appointed Proprietors Representative member will commence office upon appointment and will cease to hold office immediately after the closure of the second AGM subsequent to the date on which they were appointed.

Proposed Change

4.2.b The Proprietors Representative member of the Board will be voted by the members annually at the Annual General Meeting for a term of 1 year. A Proprietors Representative or another representative from the same centre or franchise cannot be re-appointed until the second AGM subsequent to the date on which they were appointed. A newly appointed Proprietors Representative member will commence office upon appointment and will cease to hold office immediately after the closure of the AGM subsequent to the date on which they were appointed. In the event the elected Proprietors Representative is no longer a Proprietor of a sponsor centre, the position cannot be filled or the representative ceases to hold the position then the position will remain vacant until the subsequent General Meeting.

Rationale for the Change

The current wording in the Constitution has a few issues:

- Ratification by the CEO/Board for a Board position.
- There are not enough Proprietors and no Proprietor's Association which could practically prevent a representative from going rogue.
- No consideration of what happens if the position becomes vacant.

The proposed changes align the election of the Proprietor's Representative with the process used for the other elected Board members, with the restriction that the nominees must be proprietors. It also uses a 1 year term and a 1 year stand-down period to encourage a diversity of views from the proprietors, while minimising the risk of a rogue representative.

Item 3: Update to Clause 5.5 for the Nominations for the Election of Directors

Current Wording

5.5 The Proprietors Representative must be an Owner or Manager of a Sponsor Centre of TBNZ and nominated by a duly recognized Proprietors Association or, in the absence of such a body, then a nomination and support from three (3) additional Sponsor Centres

Proposed Change

5.5 The Proprietors Representative must be an Owner or Manager of a Sponsor Centre of TBNZ. ~~and nominated by a duly recognized Proprietors Association or, in the absence of such a body, then a nomination and support from three (3) additional Sponsor Centres~~

Rationale for the Change

Consistency with the changes proposed in 4.2.b.

Moved by: Christopher Bell
(Print Name)



(Signature)

Date: 9 May 2019

Seconded: Leonard Reeves
(Print Name)



(Signature)

Date: 9 May 2019