



**2017**

### **ABGC's Rules Now Changed**

The Australian Banana Growers' Council Inc. (ABGC) Rules have now been modified. ABGC's Annual General Meeting of 29 November 2017 resolved to make the changes and they have now been approved and registered by the Office of Fair Trading, as required under Queensland's Associations Incorporations Act.

There are two minor changes to the Rules. The first change is to lower the Board quorum.

The ABGC's previous Rules noted the Board's quorum was set at five Directors. This meant five Directors needed to be present for a Board meeting to be valid.

Filling of the vacant NSW Director position has not been possible as yet, and it is difficult for the WA/NT Director to attend every meeting. Hence, in 2017 it was common for the Board meeting to comprise of 6 of the 7 Directors and sometimes it was possible for only 5 Directors to be present.

Consequently, the new Rules have the Board quorum as half the number of filled Board positions. The Rule change at 9.5(a) Quorum is:

#### 9.5 Quorum

The number of Directors present at a meeting of the Board necessary for the transaction of business at the meeting is:

- (a) Half the number of filled Board positions, rounded up. (e.g. where there are 7 Directors, the quorum would be 4.)

The second minor change to the Rules is a change to the timing of submitting Proxy Votes for General Meetings.

The previous Rules required members who wish to provide a proxy vote at a General Meeting to provide it to the Secretary (who is also the CEO) at least 4 business days prior to the General Meeting. This does not allow sufficient time if there is an urgent issue suddenly preventing the member from attending the meeting. Also, with emails being the usual communication mode, the four days may not be as necessary as earlier thought.

The new Rules change the timing of submitting Proxy Votes for General Meetings from four to two days and this change at 10.3.18(b) Appointment of Proxy is:

#### 10.3.18 Appointment of Proxy

- (b) Completed proxy forms are to be received by the Secretary at least two business days prior to the General Meeting

These details were listed in the ABGC's Rules and in the Explanatory Notes, provided to Members prior to the AGM. Both are on our web site [www.abgc.org.au](http://www.abgc.org.au)

Please contact Jim Pekin, ABGC's CEO if further information is required: [jim.pekin@abgc.org.au](mailto:jim.pekin@abgc.org.au)