

## Special Resolution for TSA Annual General Meeting – 11 October 2020

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It is proposed that the members adopt the amended TSA Constitution incorporating the following changes:

### 9. Members Liabilities

The liability of a member of the TSA to contribute towards the payment of the debts and liabilities of the TSA or the costs, charges and expenses of the winding up of the TSA is limited to the amount, if any, unpaid by the member in respect of the membership of the TSA as required by Rule 8.

### 11. Disciplining of members

(1) A complaint may be made to the TSA Committee by any person that is a member of the TSA:

(a) has persistently and willfully acted in a manner prejudicial to the interests of the TSA.

(2) If the TSA Committee expels or suspends a member, the delegated Committee Member must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the TSA Committee for having taken that action and of the member's right of appeal under Rule 12 Right of Appeal of Disciplined Member.

(5) (b) If within that period the member exercises the right of appeal, unless and until TSA confirms the resolution under Rule 12 Right of Appeal of Disciplined Member, whichever is the latter.

### 12. Right of appeal of disciplined member

(1) A member may appeal to the TSA in general meeting against a resolution of the TSA Committee under Rule 11 Disciplining of Members, within 7 days after notice of the resolution is served on the member, by lodging with the delegated Committee Member a notice to that effect.

### 14. Constitution and membership

(1) Subject in the case of the first members of the TSA Committee under Rule 15 Election of Members, the TSA Committee is to consist of:

(a) the office-bearers of TSA, and

(b) up to 10 ordinary members, each of whom is to be elected at the Annual General Meeting of TSA under Rule 15 Election of Members.

(4) Each member of the TSA Committee may, subject to these rules, hold office for a term of up to three years, following the date of the Committee Member's election. Committee Members are eligible for re-election, up to a period of 10 years in total. A Committee Member that meets specific eligibility criteria may have their term extended beyond 10 years, for a further period of up to three years. (The eligibility criteria are set out in the TSA Governance Policy). Election and re-election occur at the Annual General Meeting.

## 15. Election of members

(6) A member cannot be nominated to the position of President unless they have been a member of TSA for one (1) year.

## 16. Secretary

(3) Minutes of proceedings at a meeting are approved at the following meeting and put on file.

## 23. Annual General Meetings – holding of

(2) Clause (1) effect subject to any extension or permission granted by the Commissioner under section 37(2)(b) of the Act.

## 24. Annual General Meetings – calling of and business at

(2) (d) to receive and consider the financial statements which are required to be submitted to members under Section 48 of the Act.

(5) Regional Contacts will also be appointed, upon recommendation of the Annual General Meeting, and the consent of those appointed.

## 26. Notice

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 24 (3).

## 27. Procedure

(2) Five members present in person or by digital means (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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### **Notes:**

- Unshaded/yellow highlight – anything unshaded or highlighted in yellow is a more material change where we have proposed changed the wording of the Constitution e.g. the changes regarding extending Committee Member terms of service, the change from 3 years of TSA membership to 1 year for the TSA President etc.
- Green – anything shaded green is a correction to a previously incorrect Rule number within the previous version of the Constitution or in The Act.
- Blue – anything shaded blue is a small typo change.