

## **Notice of Motions AGM 2024**

### **Motion 1 New Board member appointment**

#### **To Appoint Ian Olan as an Appointed Member.**

Ian was appointed to the Board and is now seeking formal approval under clause 10.11 of the Constitution.

Ian adds strong financial oversight as a Fellow CPA. He holds an MBA and is a chartered member of the Institution of Directors. Please click here to view his [LinkedIn](#) profile.

### **Motion 2 Board member re-appointment**

#### **To Re-appoint Matthew Pickering as an Appointed Member.**

Matt has contributed significantly over the past three years, as a member of the MA's Finance, Risk and Audit committee, MA's Appointment's committee and as a Board members.

Matt brings to the Board vast experience in both the marketing professional and senior leadership roles. Please click here to view his [LinkedIn](#) profile.

### **Motion 3 - Constitutional amendments - SIG nominations**

#### **To update the Constitution for Special Interest Groups (SIGs)**

##### **Purpose of proposed changes**

This proposal is to make small constitutional changes to remove the requirement for formal annual elections for members of Special Interest Groups.

##### **Rationale**

Special Interest Groups within the membership of the Marketing Association are created to represent and influence both permanent and current trends in marketing, as such they can be transient and subject to rapid change.

Currently members of special interest group committees are elected at the Annual General meeting of the Association. The rationale for changing the need for elections is to enhance the flexibility and structure of these groups.

By removing the need for annual committee elections we will encourage a more flexible structure. This will allow for dynamic membership and enable the inclusion of individuals with relevant expertise as needed, ensuring the committee remains well-equipped to address current trends and challenges.

#### **Proposed rewording of Clause 13 and 14.1(c)**

##### **13 REGIONAL AND SPECIAL INTEREST GROUP (SIG) COMMITTEES AND OFFICERS**

**13.1 Regional and SIG Committees:** Each Region and SIG will be administered by a committee. Regional committee members will be elected or appointed. SIG committee members will be appointed by the Chief Executive as required.

**13.2 Eligibility for Election:** Each candidate for election or appointment to a Regional committee must be an Individual Member or employed by a member organisation and must be nominated in writing by two (2) Members. Such nomination must be received in the National Office at least twenty-one (21) days before the date of the Annual General Meeting and must be signed by the proposer, seconder and the candidate.

**13.3 Elections:** Members shall elect Regional committees at an Annual General Meeting of the Marketing Association.

**13.4 Composition of Regional Committees:** The Regional Committees shall be comprised of:

- (a) A chairperson
- (b) Up to eight (8) other Members
- (c) In the event that insufficient Members are nominated to form a Regional committee, additional nominations may be called for from the floor at the Annual General Meeting. Should there still be insufficient members to form the committee, the Regional Chairperson shall have the power to co-opt Members, whose term shall terminate at the date of the following Annual General Meeting.
- (d) No more than one representative of a Member company may serve on any one of the Regional and SIG Committees.
- (e) Tied Vote: In the event that there is a tie for the final vacancy on a Regional committee, an exception to the committee's composition specified in Clause 13.4(b) shall be made and both members shall be deemed to have been elected.

**13.5 Proceedings of the Regional and SIG Committees:** Proceedings of the Regional and SIG committees will be governed by the same requirements outlined in these Rules as governing meetings of the Board.

**13.6 Term of Appointment to a Regional Committee:** Once elected or appointed, the officers of the Regional Committee will continue in office for a two-year term, at which time each may offer himself or herself for reappointment.

**Proposed rewording of Clause 14.1(c)**

- (a) To elect Regional Chairpersons and members of each Regional Committee as

specified in Clauses 13.1 - 13.6.

#### **Motion 4 - Constitutional amendments – National Board Chair honorarium**

##### **To update the Constitution to allow for an honorarium for the National Board Chair**

It is proposed that the National Board Chair can receive an honorarium. This requires an amendment to the MA Constitution.

##### **Current wording**

**10.12 Board remuneration:** No Board position will be remunerated, apart from consideration of travel costs for the Appointed Officers located outside of Auckland.

##### **Proposed wording**

###### **10.12 Board remuneration:**

- a) In general no Board position will be remunerated, apart from consideration of travel costs for the Board members located outside of Auckland.
- b) The Chair may be eligible to receive an honorarium in recognition for their contribution and time required in their Chairperson role.
- c) Any honorarium will be submitted for approval at the AGM and will be reviewed every two years.

##### **Rationale:**

- a) The role of the Chair within the MA organization is a professional position that encompasses a broad mandate crucial to the success of the organization. The responsibilities include:
  - Foster a strong governance culture across the organisation.
  - Strategic leadership with the board and management.
  - Annual Board workplan, driving key governance objectives.
  - Effective board meetings, agendas and minutes.
  - Board workshops and Strategy day.
  - Support the CEO throughout the year.
  - AGM oversight.
  - Board member recruitment and induction.
- b) The role requires a commitment of at least 3-4 days per month.
- c) The current Chair, Jo Boerema-Barr, is concluding her third term on 31 March 2025. To secure a professional, dynamic and capable successor to guide the organization for the next term, a modest honorarium is proposed. The exact amount will be subject to approval by the members, refer to the following motion.

- d) The MA organization is in a strong financial position, affirming its ability to support such an honorarium

#### **Motion 5 - Chair honorarium**

**That the MA Chair receive a honorarium of \$12,000 p.a. for the period 1 April 2025 to 31 March 2027.**

#### **Motion 6 – Constitutional amendments - new Incorporated Society requirements.**

**To update the Constitution to allow for amendments for the Incorporated Societies Act 2022**

On 5 October 2023, the Incorporated Societies Act 2022 (the 2022 Act) came into force. The 2022 Act modernises the laws and the way societies need to operate. For a time, there will be 2 Acts in force. Existing incorporated societies (those incorporated under the Incorporated Societies Act 1908) need to reregister under the 2022 Act if they want to remain as an incorporated society. The Marketing Association is currently registered under the 1908 Act and therefore needs to re-register.

To comply with the requirements of the 2022 Act, the Marketing association must:

#### **Re-submit the MA constitution to be compliant with the 2022 Act.**

Principle changes require that Officers and Board members cannot be an undischarged bankrupt, prohibited from being a director, convicted of a crime or subject to a banning order. They must also agree in writing to:

1. Act in good faith and in the best interests of the society
2. Exercise powers for proper purposes only
3. Comply with the Act and the constitution
4. Exercise reasonable care and diligence
5. Not create a substantial risk of serious loss to creditors
6. Not incur an obligation the officer doesn't reasonably believe the society can perform.

In addition all societies must have procedures for managing internal disputes in a way that's consistent with natural justice. These must be documented in a society's constitution. A full complaints and disputes procedure is included in the proposed constitution, it meets the requirements of the Act and has been drafted using the companies office template/guide.

A full table of the required changes can be found on the website <https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/>