

FCANZ ANNUAL GENERAL MEETING 2026

SCHEDULE OF PROPOSED CONSTITUTIONAL AMENDMENT

6th August 2026

The Board is presenting a proposed amendment to section 6.4 of the FCANZ Constitution for consideration by Members at the 2026 Annual General Meeting.

This amendment has been brought forward by the Board following a proposal received from members. The Board has considered the proposal and supports presenting amended wording to Members for consideration.

The purpose of the proposed amendment is to introduce a clear maximum term of service for Board Officers, while retaining the existing two-year term structure. The amendment is intended to support good governance, Board renewal, succession planning, and opportunities for Members to contribute at Board level.

The proposed amendment also includes a limited co-option provision, allowing the Board to co-opt a person who has reached the maximum term limit only where this is considered necessary to fill a casual vacancy or address clearly identified skills needs.

Resolution 4A is a constitutional amendment resolution. Under section 12.1 of the FCANZ Constitution, constitutional amendments may be passed by a simple majority of eligible Members present and voting. If approved by Members, the constitutional amendment will be submitted for registration in accordance with the requirements for incorporated societies. The amendment will take effect only once registered.

Resolution 4A – Board Officer term limits

Proposed amendment to Section 6.4 – Term

Background

This amendment is a Board-sponsored version of a member-initiated proposal relating to Board Officer term limits.

The original member proposal sought to introduce a maximum of three consecutive two-year terms, followed by a one-term stand-down period before an Officer could be eligible for re-election.

The Board supports the intent of the proposal and recommends an amended version that sets a maximum of three full two-year terms, while allowing a limited Board co-option provision where required to fill a casual vacancy or address a specific skills need.

Current wording

Section 6.4 – Term

“The term of office for all Officers elected to the Board shall be 2 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer’s term of office.”

Proposed wording

That Section 6.4 be replaced with the following:

6.4 Term

- a) The term of office for all Officers elected to the Board shall be two (2) years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.
- b) An Officer elected to the Board may serve a maximum of three (3) full two-year elected terms in total.
- c) Despite clause 6.4(b), the Board may, by resolution, co-opt a person who has reached the maximum term limit only to fill a casual vacancy or address a clearly identified skills need. Any such co-option expires at the next Annual General Meeting and does not make the person eligible for election at that meeting unless they are otherwise eligible under this clause.
- d) Time served filling a casual vacancy or by co-option for less than twelve (12) months shall not be counted as a full term for the purposes of this rule.
- e) Terms served as an Officer elected to the Board before this clause takes effect are included when calculating that person's total elected terms of office.

Purpose of the amendment

The purpose of this amendment is to introduce a clear limit on Board Officer tenure, while retaining the existing two-year term structure.

The amendment is intended to support:

- regular Board renewal;
- succession planning;
- opportunities for new members to contribute at Board level;
- limited flexibility for casual vacancies or clearly identified skills needs;
- clarity around maximum Board service.

Practical effect

If approved by Members and registered, an Officer elected to the Board may serve a maximum of three full two-year terms in total.

Terms served before the clause takes effect will be counted when calculating an Officer's total terms of office.

An elected Board Officer who has reached the maximum term limit may only be co-opted by Board resolution in limited circumstances, such as to fill a casual vacancy or address a clearly identified skills need. Any such co-option will expire at the next Annual General Meeting.

Time served filling a casual vacancy or by co-option for less than twelve months will not count as a full term.

Timing of amendment

Any constitutional amendment approved under Resolution 4A will take effect only once it has been registered on the Incorporated Societies Register. Until registration, the existing Constitution continues to apply. Board elections at this AGM will be conducted under the Constitution in force at the time of the election.

Effect on current Officers

The proposed amendment is intended to apply to previous Board service. This means that terms served before the clause takes effect will be included when calculating an Officer's total terms of office.

Based on current Board service records, once this amendment takes effect:

- Debbie White will have reached the proposed maximum term limit and would not be eligible for future election to the Board.
- Phil Cornelius, who is currently part-way through his elected term, would be able to complete his current term but would not be eligible for re-election at the end of that term.

The amendment would not remove any Officer part-way through a current elected term.

Any future co-option of a person who has reached the maximum term limit would only be available by Board resolution where the Board considers it necessary to fill a casual vacancy or address a clearly identified skills need. Any such co-option would expire at the next Annual General Meeting.

Board recommendation

The Board supports this amendment.