

## CEE Articles of Association – key proposed amendments - September 2024

Article	Amendment
1	Introduced definition of annual general meeting to correspond to amendments at Article 29.
1	Introduced definition of organisation as this term is used throughout the Articles.
1	Introduced definition of virtually to allow for virtual meetings of the directors and members.
4(2)	Amended to give more flexibility on wind up or dissolution.
10(2)	Added a 75% threshold for director decisions outside of meetings.
12(1)(a)	Introduced wording to permit virtual meetings of the directors.
14(1)	Amended so that chair no longer has to be a representative of the community members.
20(3)	Introduced wording to deal with a situation where the majority of directors are not representatives of community members.
21(2)	Introduced wording to reflect that the CEO is an ex officio director.
22(h), (i) and (j)	Introduced additional mechanisms for the removal of a director.
23(1)	Introduced requirement for each new director to serve a probationary period following appointment.
23(2), (3) and (4)	Introduced wording detailing the appointment of directors, including that they are appointed for terms of three years, that they can serve a maximum of three consecutive terms and that they may serve additional consecutive terms subject to the approval of at least 75% of the other directors.
28(1)	Amended so any member can terminate membership no less than one month before the end of every membership year, rather than three months before.

29(1)	Introduced notice provisions for general meetings.
29(2)	Introduced the requirement to hold an AGM in every twelve month period.
29(3) and 29(8)	Introduced wording and requirements for hybrid/virtual general meetings.
30(1)	Updating quorum level for AGMs. Under company law we can't currently restrict attendance/quorum requirements to include a majority of community members.
41	Removed as no longer relevant.

**CEE Bye-Laws - key amendments adopted by the CEE board on 05 September 2024**

<b>Bye-Law</b>	<b>Amendment</b>
5.1	Amended so any member can terminate membership no less than one month before the end of every membership year, rather than three months before.
6.2	Amended so maximum number of directors is twelve rather than 11.
6.5	Amended to increase possible number of Co-opted Directors from two to three.
6.10	Removed clause stating we will share board meeting agendas with members and let them add items.
Annex A	<p>Removed both corporate and public member caps and added a requirement for the majority of the membership to always be of community members.</p> <p>Added clarity to say that all membership classes are one-member-one-vote except individual members, which are non-voting.</p>