

9 February 2019

## Special resolutions

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These special resolutions were adopted at RZZT CIC's general meeting of **Saturday 9 February 2019**.

### Special Resolution 2019-1: Restriction of objects

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The members of RZZT CIC resolve to amend Article 5 of the Articles of Association to read:

The objects of the Company are to carry on activities which benefit the community by:

- (a) financing the development of free and open-source software that respects, protects or fulfills human rights and civil liberties, in particular economic rights, and the rights to privacy and freedom of expression;
- (b) promoting and providing free education about free and open-source software; and
- (c) giving out awards recognising excellence in the areas of free and open-source software and open culture.

### Special Resolution 2019-2: Number of Directors required to call a meeting

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The members of RZZT CIC resolve to amend Article 14.1 of the Articles of Association by replacing 'Two Directors' and 'two Directors' with 'Any Director' and 'any Director' respectively.

### Special Resolution 2019-3: Length of notice for Directors' meetings

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The members of RZZT CIC resolve to amend Article 14.2 of the Articles of Association by replacing 'seven' with 'five'.

### Special Resolution 2019-4: No place for telecommunications meetings

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The members of RZZT CIC resolve to amend Article 14.4(a) of the Articles of Association by inserting after 'place' the words '(unless the meeting will be conducted solely using a telecommunications system)'.

### Special Resolution 2019-5: Details for notice of Directors' meetings

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The members of RZZT CIC resolve to amend Article 14.4 of the Articles of Association by:

- inserting after 'day and time of the meeting' the words "(in UTC)";
- removing the last 'and' in Article 14.4(a);

- replacing '.' in Article 14.4(b) with '; and'; and
- inserting a new item after Article 14.4(b) which reads:

- (c) the day and time of the meeting converted into the local times where:
- (i) each Director and the Secretary is resident;
  - (ii) the Company's registered office is located; and
  - (iii) any Director or the Secretary has advised they will be located at the time of the meeting.

## **Special Resolution 2019-6: Secretary to chair Directors' meetings**

The members of RZZT CIC resolve to replace Article 17 of the Articles of Association with:

- 17.1 The Secretary, if any, shall preside as chair of each Directors' meeting, unless the Directors determine otherwise.
- 17.2 In the absence of the Secretary, the Chair, if any, shall preside as chair of each Directors' meeting.
- 17.3 In the absence of the Secretary and the Chair, another Director nominated by the Directors present shall preside as chair of that meeting.

## **Special Resolution 2019-7: Notice of decisions without a meeting**

The members of RZZT CIC resolve to amend Article 19.2 of the Articles of Association by:

- inserting at the end of Article 19.2(b) the words 'unless each Director has sent approval electronically to all Directors and the Secretary at the same time and in the same form;'; and
- replacing Article 19.2(c) with:

- (c) the date of the decision shall be:
- (i) the date of the communication from the Recipient confirming formal approval; or
  - (ii) the date on which the final Director gave approval, if each Director has sent approval electronically to all Directors and the Secretary at the same time and in the same form; and'.

## **Special Resolution 2019-8: Clarifying election of Directors**

The members of RZZT CIC resolve to replace Article 23.4 of the Articles of Association with:

- 23.4 In the event that ordinary resolutions are proposed that would, if all were passed, result in the total number of Directors exceeding three, the Directors shall be determined by an election in which all current and proposed Directors shall be candidates, using a written and open full-preferential ballot counted using the instant run-off method according to which:
- (a) each of the three most preferred candidates shall be deemed to have been appointed as a Director by ordinary resolution or shall remain as a Director; and
  - (b) all other candidates shall be deemed to have been removed as a Director by ordinary resolution or shall not be appointed as a Director.