

### Related meeting

---

These draft special resolutions will be proposed at the general meeting of **Saturday 9 February 2019**.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

**Resolution text**

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.

**Explanation**

This resolution is intended to prevent scope creep that would diffuse the Company's focus by ensuring that the Company's activities cannot be expanded without the approval of its members. The first point deals with this, while the remaining points are consequential amendments required for grammatical reasons.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

**Resolution text**

The members of RZZT CIC resolve to amend Article 14.1 of the Articles of Association by replacing 'Two' and 'two' with 'A' and 'a' respectively.

**Explanation**

As the Articles of Association restrict the number of Directors to a maximum of three, the requirement of Article 14.1 to have two Directors call, or request a meeting be called, is unnecessarily onerous. This amendment would allow a single Director to call a meeting of the Directors.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

### Resolution text

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

### Explanation

Currently seven clear days' notice is required for a Directors' meeting, unless the Directors unanimously agree on shorter notice or the circumstances are urgent. This is seven days, plus both the day on which notice was given and the day of the meeting itself. The total is therefore about nine days. Reducing this to five clear days' notice makes it easier to hold meetings once a week, while retaining adequate notice. It does not prevent longer notice being given, but merely allows shorter notice.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

### Resolution text

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)'.

### Explanation

It is current practice not to provide a physical place for the meeting in notices because there is no single location and IRC or Mumble is used. This amendment makes it clear that a place for the meeting does not need to be specified if the meeting will not occur in a designated physical location.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

### Resolution text

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.

**Explanation**

This codifies the current practice of giving notice of meetings according to UTC, and listing the day and time for each of the Directors, the Secretary and the registered office. This practice is useful because every time zone can be calculated easily by reference to UTC: time zones are expressed in UTC offsets.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

**Resolution text**

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.

**Explanation**

The Secretary does not have voting power, so having them chair the meeting allows them to guide the meeting, keep to the agenda, focus discussion, and act as a neutral mediator at Directors' meeting. This gives Directors freedom to discuss matters without one appearing to have more or authority than another, except where the Secretary is absent. This does not give the Secretary any voting power, as even though the Chair has a casting vote (Article 18.3), the Chair must be a Director (Article 10), and this refers to the Chair of the Directors, not the chair of the meeting.

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

---

**Proposed by:** Mozart Olbrycht-Palmer

**Resolution text**

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**

---

**Proposed by:** Mozart Olbrycht-Palmer

**Resolution text**

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:
- (i) 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
  - (ii) all other candidates shall be deemed to have been removed as a Director by ordinary resolution or shall not be appointed as a Director.

**Explanation**

The current version of this article does not reflect the intention when the Articles of Association were drafted. This Article was intended to work as a way to resolve a situation where the total number of nominated Directors would exceed the number of places, either because there were already three Directors or because there were more people being proposed as Directors than vacancies. It was intended that a vote would take place of all current and proposed Directors, so that members could rank current and proposed Directors, and the three most preferred would be the Directors. The current form of the Article could be interpreted as excluding current Directors, which would not resolve the problem of having more candidates than positions. This makes it clear that an election takes place of current and proposed Directors.