



APLU SPECIAL GENERAL MEETING (SGM)

**Sunday 7 MARCH 2021 at 7.30PM AESDT
via MS Teams**

Minutes

1. Welcome & Introduction – Mike Slattery (Chairperson/President)

The meeting opened at 7.30pm with M. Slattery in the Chair.

This SGM was opened to discuss, debate and finalise the resolution of the updated APLU Constitution that was dealt with and previously adopted at the General Meeting held on 6 December 2020. APLU had provided communication (under email distribution) dated 15 January 2021 and 5 February 2021 the purpose of which was to inform APLU members of the summary, considerations, process and detailed submissions received by the APLU Executive Board. Submitted feedbacks were summarized underneath clauses relevant to the Constitution in the document published on 5 February 2021. This resulted in ten (10) Motions for member consideration and voting with full details provided. All Motions offered were addressed with summary details and APLU EB commentary provided. The Agenda for the SGM was also previously provided.

2. Present/Apologies/Proxies

A list of attendance was recorded ([Appendix A](#))

3. SGM Format

3.1. Quorum

At least half (50%) of the total number of Full Members, who shall be present either in person by proxy, plus the President or Vice President (Constitution Clause 8.6)

3.2. Present and Voting

- **Full Members:** One (1) voting delegate (Constitution Clause 4.1.1)
- **President:** The President is entitled to a deliberative vote, but is not entitled to a casting vote, at general meetings of the Union. (Constitution Clause 8.7)
- **Vice President and Directors:** The Vice President and each elected member of the Board is entitled to a deliberative vote at general meetings of the Union. (Constitution Clause 8.8)

3.3. Format / Standing Order

The Chair outlined the meeting procedure.

- Discussion upon Proposed Changes, Conclusion and Recommendation of the APLU EB, Original Clauses and SGM Discussion and Voting on the Motion(s)
- Any Amendment to any Motion needs to have a simple majority to be accepted and will be voted upon initially
- Any Motion requires a two-thirds majority to be accepted
- Only Full Members can vote and each has one vote
- Delegates to raise hands (via MS Teams)/message to speak
- Full Member Delegate to cast their vote
- Roll Call Voting with result announced by the Chair at conclusion

4. Discussion and voting upon each listed motion items documented and published on Friday 5 February 2021

4.1 Scope: Board Composition

MOTION: *“That Clause 5.1 be amended to the following:*

5.1 The Board shall consist of:

- the President from time to time;
- the Vice President from time to time; and
- not less than three (3) and not more than five (5) additional persons (the “elected member of the Board”), elected or appointed as hereafter provided, PROVIDED that each person must sign a consent to as a director of the Union before being elected or appointed (as the case may be).”

Moved: A.Lai (APLU) Seconded E. Sugai (APLU) (Amendment passed with simple majority). PASSED with 2/3 majority.

4.2 Scope: Term of Office

MOTION: *“That Clause 5.2, 5.3 and 8.1.1 be amended to following:*

5.2 At each annual general meeting, at least one of the elected members of the Board shall retire from office.

5.3 The members of the Board, including President and Vice President, each of whom must be nominated in writing by a Full Member, shall be elected by simple majority of those present and voting at an annual general meeting of the Union for a term of three (3) years commencing from the date of the relevant annual general meeting, subject to rotation policy and procedure determined by the Board by Clause 5.13 in accordance with Clause 5.2 and Clause 8.1.2.

8.1.1 The members of the Board, including President and Vice President, shall be nominated and elected in accordance with Clause 5.3, 5.9 and Clause 5.10.”

Moved: A.Lai (APLU) Seconded: E. Sugai (APLU). (Amendment passed with simple majority). PASSED with 2/3 majority.

4.3 Scope: Retroactive application of “successive three-yearly terms”

MOTION: *“That Clause 5.4 be amended to the following:*

5.4 A retiring elected member of the Board (if willing) is eligible for re-election but may not hold office for more than three (3) successive three-yearly terms. This clause will be implemented retroactively from 2013, when the APLU was formally registered.”

Moved: A.Lai (APLU) Seconded E. Sugai (APLU) (on behalf of China, Taiwan, and Hong Kong in accordance to Clause 14.1).

China, Taiwan, and Hong Kong initiated their opinion to withdraw the Motion. A.Lai (APLU) and E. Sugai (APLU) agreed to this withdrawal per their nominating/seconding on behalf of China, Taiwan, and Hong Kong.

4.4 Scope: Clarification of “successive three-yearly terms”

MOTION: *“That Clause 5.5 be amended to the following:*

5.5 In the case of the President and the Vice President (if willing) they shall be eligible to hold such office for three (3) successive three-yearly terms.

Moved: A. Lai (APLU) Seconded: E. Sugai (APLU). PASSED by 2/3 majority.

4.5 Scope: Extension of Term of Office

MOTION AMENDMENT proposed by the JLA at SGM: *“That Clause 5.6 be amended to the following:*

5.6 Notwithstanding Clauses 5.4 and 5.5, the Full Members in general meeting may agree by a two-third majority vote to an extension of office of any member of the Board (including an Officer) for a further one, two or three years term.”

Moved: T. Endo (JLA) Seconded: T. Kwan (TWLA) Amendment passed by simple majority. PASSED with 2/3 majority.

4.6 Scope: Nomination Notice Period

MOTION: *“That Clause 5.8 be amended to the following:*

5.8 At least 120 days prior to each annual general meeting, the Executive Officer shall give notice to all Members of the person(s) to retire at that meeting (including, if applicable, the President or Vice President) and seeking nominations for election to the Board to fill such place(s).”

Moved: A. Lai (APLU) Seconded: E. Sugai (on behalf of China, Taiwan and Hong). bypassed with 2.3 majority.

4.7 Scope: Nomination for Election

MOTION Amendment: *“That Clause 4.1.2, 5.9, 8.1.1 and 8.4 be included and the Motion be amended to the following:*

5.10 Candidates may be nominated by any Members (Full / Associate) of APLU, providing their country of residency, passport issuance, citizenship or activity is within an APLU Member (Full / Associate).

8.1.1 The President and Vice President shall be nominated and elected in accordance with Clause 5.3, 5.9 and 5.10.

[Delete 8.4 and renumbering subsequent clause in “8. OFFICERS”.](#)

4.1.2 Associate Member: Each Associate Member is entitled to appoint one (1) delegate to each general meeting of the Union but such delegate shall have no voting entitlement.

5.9 Nominations of candidates for election as Board members shall be in writing signed by a representative of a Full or Associate Member as proposer and by the candidate signifying consent to such nomination.”

Moved: A. Lai (APLU) Seconded: E. Sugai (APLU). Amendment passed by simple majority. PASSED with 2/3 majority.

4.8 Scope: Nominee ‘be declared as Elected’

MOTION Amendment: *“That the Motion be amended to the following:*

5.14 If at any annual general meeting the number of nominations received does not exceed the number of positions to be filled, the persons nominated shall be declared elected by simple majority of those present and voting. If the simple majority vote is not achieved by any candidates, a special general meeting will be called in a maximum three (3) months' time from the annual general meeting to vet candidate(s) and fill the position(s)."

Moved: A. Lai (APLU) Seconded: E. Sugai (APLU). Amendment passed by simple majority. PASSED with 2/3 majority.

4.9 Scope: Officer to be elected by "elected members of the Board"

MOTION: *"That Clause 8.1.1 be amended to the following:*

- *8.1.1 The President and Vice President, each of whom must be nominated in writing by a Full Member, shall be elected by the "elected members of the Board" at an annual general meeting of the Union for a term determined by 'the elected members of the Board'."*

Moved: A. Lai (APLU) Seconded: E. Sugai (on behalf of Japan in accordance to Clause 14.1). Motion withdrawn by A. Lai and E. Sugai in agreement with Japan initiative.

4.10 Scope: Operation – Establish formal written feedback channel

Non-constitutional proposal was received as per Member submission and was discussed in the meeting.

Key discussion points were:

- Fully supported by the APLU EB – ongoing engagement and improved communication desired
- Twice pa minimum occurrence desired, perhaps minimum becomes thrice pa, schedule well in advance.
- Member responsibility as well as APLU EB for occurrence and values achieved
- Member to Member support and encouragement desired

MOTION: *"That the EB shall investigate the frequency and medium by which feedback channel (for NGBs and APLU EBs) is implemented for 2021 and beyond."*

Moved: A. Lai (APLU) Seconded: E. Sugai (APLU). Motion PASSED with unanimous majority.

5. Close of Meeting

Delegates and Observers were thanked for their attendance and the meeting closed at 9.14pm.

Signed as a true and correct record



President

Date 19 April 2021

ATTACHMENTS

- **APPENDIX A** – Attendance Record
- **APPENDIX B (under separate cover)** – APLU EB Setup for the SGM 7Mar21 re Constitution (Updated during SGM)

End of Minutes

APPENDIX A – Attendance Record

In Attendance:

Australia – Glenn Morley (late arrival at 7.50PM)

China – Brendan Mullin, Raymond Fong

Chinese Taipei – Tim Kwan, Kinson Wan

Hong Kong – Edwin Leung, Chad Fairfoull

Japan – Taro Endo, Yuki Indiana Nakagwa

Korea – Hyunjoon Ryan Park

New Zealand – Roger Snow, Nicole Goode

Thailand – Thomas Wong, Payu Nerngchamnong

APLU – Bill Hollins, Eri Sugai, Won Jae Park, Ji Seung Kang, Albert Lai, Mike Slattery

Apology:

Australia – Caroline McLuckey
