

MEMBER BRIEFING DOCUMENT

Understanding the Proposed Amendments

Date: October 29, 2025

Prepared by: Meaghan Densley, on behalf of the PCV Board

Audience: PCV Members and Member Clubs

Note

This briefing document is provided as supplementary material to help members understand the proposed changes outlined in the formal Notice of Meeting above. It does not form part of the official meeting notice.

Purpose

This briefing explains the proposed changes to PCV's Rules of Incorporation. It outlines the reasons, details, and expected effects of each proposal. The goal is to modernise governance, improve efficiency, and keep things clear while maintaining stability. These changes will be put forward as Special Resolutions for a vote at the AGM/SGM on **Wednesday 26 November 2025**. This document is here to help you understand the proposals so you can talk them over with your club representatives before the vote.

Introduction

The PCV Board recently reviewed our Rules of Incorporation to make sure they match current best practices for non-profits in Australia. We saw that some rules were outdated and did not fit our needs anymore, and that director qualifications did not always match our goals. The proposed changes update terms, focus on skills-based appointments, and remove old procedures. These steps will help us improve how we govern and better support PCV's goals.

Key Points Summary

What's Changing:

- Director terms standardised to **3 years** (currently mixed 2 and 4 year terms)
- Skills-based director appointments can be nominated from **both clubs and zones**, replacing zone nominations
- Document renamed from "Rules of Incorporation" to "**Constitution**"
- AGM notice period reduced from **42 to 28 days**
- State Council renamed to **State Advisory Panel**; Interim Board clause removed

What's Staying the Same:

- State Council/Advisory Panel core functions, composition, and 2-year terms
 - **9-year maximum** service limit for directors
 - Member voting rights and Special Resolution requirements
 - All advisory duties and responsibilities
 - The Board will still have **4 elected Directors, 2 appointed from the State Advisory Panel, and 2 appointed from the Club or Zone**, each bringing specific skills
-

Summary of Proposed Changes

Here is a high-level overview of the six proposed motions:

1. **Term Standardisation:** Standardise all director terms to 3 years for consistency
 2. **Zone Representation:** Shift to skills-based directors from clubs or zones
 3. **Document Naming:** Rename "Rules of Incorporation" to "Constitution" for modern accessibility
 4. **Notice Period:** Reduce AGM notice from 42 to 28 days to streamline operations
 5. **Name Update:** Rename "State Council" to "State Advisory Panel" throughout the rules
 6. **Remove Interim Board Clause:** Delete the obsolete Rule 23.1 on the Interim Board
-

Detailed Descriptions of Proposed Changes

Each change is outlined below, along with the relevant rules and rationale for transparency.

1. Term Standardisation - Change Director Terms to 3 Years Consistently

Relevant Rules:

- Rule 23.3 (Board Composition)
- Rule 23.4(4) (Elected Directors)
- Rule 23.5(4) (Appointed Zone Representative Directors)
- Rule 23.6(4) (Appointed Zone Nominated Directors)
- Rule 23.3(5) (adjustments)
- Rule 24 (Vacancies)

Rationale: This change makes all director terms the same length, which makes things simpler, helps avoid burnout, and brings in fresh ideas. The 9-year maximum term will still apply.

2. Zone Representation - Change Title of Appointed Zone Nominated Directors to Appointed Directors

Relevant Rules:

- Rule 23.3 (Board Composition)
- Rule 23.6 (Appointed Zone Nominated Directors)
- Potentially Rule 23.4(1)(f) and similar

Rationale: This change focuses on skills instead of location to make the board more effective and clear. Both clubs and zones can now nominate directors. We still value regional representation, so we will keep talking with regional clubs and zones and make sure people from different areas are included.

3. Document Naming - Change "Rules of Incorporation" to "Constitution"

Relevant Rules:

- Title/headers
- Rule 3.1 (Definitions)
- Throughout the document (over 50 references)
- Rule 33 (Alteration of Rules)

Rationale: This update uses more modern language to make the document easier for members to understand. The content itself does not change.

4. Notice Period - Reduce AGM Notice Period from 42 to 28 Days

Relevant Rules:

- Rule 18.1 (Notice of Meetings)
- Rule 3.1 (Special Resolution definition)

Rationale: This change makes our processes faster and matches the SGM notice period. It still meets the legal minimum of 21 days.

5. Update the Name "State Council" to "State Advisory Panel"

Relevant Rules:

- Rule 3.1 (Definitions)
- Rule 7.3 (Life Members)
- Rule 8 (Membership)

- Rule 13 (Grievance Procedure)
- Rules 23.4-23.6 (Eligibility)
- Rule 27.2 (Standing Committee)
- All references throughout

Rationale: Changing the name from "State Council" to "State Advisory Panel" makes it clearer that this group's main role is to give advice, not to make decisions or govern. The term "Council" can be confusing because it often suggests more authority, while "Advisory Panel" shows that the group is there to offer guidance and support. This update matches how the group already works, focusing on sharing expertise and giving non-binding input. It helps members understand everyone's roles, improves communication, and makes the rules fit how things actually run. This change also builds trust, reduces confusion, and makes the structure easier for everyone to understand.

6. Remove Interim Board Clause (Rule 23.1)

Relevant Rules:

- Rule 23.1 (Interim Board)

Rationale: This rule was only needed during the change from State Council to the new board. Since we have had a permanent board since 2020, we no longer need this rule, so removing it makes the document clearer.

Transitional Arrangements

The board will make sure the transition is clear and steady for everyone. Directors who were Zone Nominated Directors will continue as Appointed Directors until their terms finish. In the first month, we will reassign responsibilities and speak directly with affected directors to answer questions and set expectations.

Next Steps

1. **Review the Proposals:** Read this briefing and discuss with your club's representatives to inform their voting
2. **Member Consultation:** Attend the members' information session to gain further clarification prior to the AGM
3. **Voting:** To vote on the proposed changes, ensure your club's designated representative attends the meeting on **26th November 2025** and casts the club's vote. Remember, passing these changes requires a Special Resolution with at least **75% approval** from voting Member Clubs
4. **Implementation:** If passed, the updates take effect immediately

5. **Questions:** If you have any questions, please contact Meaghan Densley. You can also send your questions before the AGM so we can answer them early. This will help the meeting go smoothly and ensure everyone's concerns are heard

Contact Information

For questions or clarification, please contact:

Meaghan Densley, Executive Officer

Phone: 0425 720 372

Email: executiveofficer@ponyclubvic.org.au