

This is annexure "A" of **13 pages** referred to in the Notice of Alteration of Objects or Rules signed by me and dated **4 June 2005**.

(Signed)

Helen E. M. Borrie

Public Officer

The FirebirdSQL Foundation Inc.

RESULTS OF BALLOTS OF SPECIAL RESOLUTIONS, 3 June 2005

The following are the Special Resolutions that were put to the vote during the period from midnight GMT on 11 May 2005 and midnight GMT on 2 June 2005, according to instructions contained in a [special directive](#) issued by D. B. O'Connor, Commissioner of Fair Trading for the State of New South Wales, dated 18 March, 2005. The scrutineers for the ballots were Rita Lavoie (Canada), Simon Carter (U.K.) and Luis Feliz (U.S.A.).

P = Proposer, S = Seconder

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-01	That the name of the association be changed from "The FirebirdSQL Foundation" to "Firebird Foundation". <i>P: G. Worboys, S: M. O'Donohue</i>	37	0	Carried
SR2005-02	Change Rule 1 "Name: The name of the Association shall be The FirebirdSQL Foundation Inc. (referred to in these rules as "the Association")." to Name: "The name of the Association shall be Firebird Foundation Inc. (referred to in these rules as "the Association")." <i>P: G. Worboys, S: M. O'Donohue</i>	37	0	Carried
SR2005-03	Change Rule 2 "Objectives: The objectives of the FirebirdSQL Foundation shall be: a. To support and advance the development of the open source Firebird SQL relational database management system." to "Objectives: The objectives of the Firebird Foundation shall be: a. To support and advance the development of the open source Firebird relational database management system." <i>P: G. Worboys, S: M. O'Donohue</i>	37	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-04	<p>Rule 3.l.ii states:</p> <p>"An Associate Member may be coopted into a sub-committee and shall at the discretion of fellow members of that sub-committee become eligible to vote on matters of process within that sub-committee excepting any financial matter."</p> <p>Change this rule as follows:</p> <p>"An Associate Member may be elected, appointed or coopted to a committee and shall at the discretion of fellow members of that committee become eligible to vote on matters of process within that committee excepting any financial matter."</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	37	0	Carried
SR2005-05	<p>Rule 10.b.ii states that [the Committee shall consist of the Office Bearers of the Association; and] "at least three but no more than eleven other Members, each of whom shall be a Principal Member according to Rule 3.k hereto described at the time of calling for nominations and shall be elected at the Annual General Meeting of the Association."</p> <p>Change Rule 10.b.ii to the following:</p> <p>"[...] at least three but no more than eleven other Members, each of whom shall be a current member according to the rules for membership described in Part 2 herein and not in default of any membership dues; and shall be elected at the Annual General Meeting of the Association or subsequently coopted or appointed as the rules permit."</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	36	1	Carried
SR2005-06	<p>Change Rule 10.f, which currently states: "Where leave of absence is granted under rule 10.e(i) the duties of the absent Member may be performed by another Principal Member appointed by the Committee for a period determined by the Committee or until the next Annual General Meeting."</p> <p>to</p> <p>"Where leave of absence is granted under rule 10.e(i) the duties of the absent Member may be performed by another Member appointed by the Committee for a period determined by the Committee or until the next Annual General Meeting."</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	36	1	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-07	<p>Rule 10.g currently states: "Any casual vacancy occurring in the Committee (including Office Bearer) may be filled by a Principal Member appointed by the Committee until the conclusion of the Annual General Meeting next following the date of such appointment."</p> <p>Change Rule 10.g to the following:</p> <p>"Any casual vacancy occurring in the Committee may be filled by an eligible member appointed by the Committee until the conclusion of the Annual General Meeting next following the date of such appointment, except that an Office Bearer vacancy must be filled by a Principal member."</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	36	1	Carried
SR2005-08	<p>The opening clause of Rule 10.j says "The Committee of the Association shall have the right to convene and appoint sub-committees comprising Principal Members of the Association and shall require a sub-committee so appointed to..."</p> <p>Remove the word "Principal" from this clause.</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	37	0	Carried
SR2005-09	<p>Rule 10.l states: "The quorum for meetings of the Committee or any sub-committee elected or appointed by the Committee shall consist of three bona fide Members of that Committee."</p> <p>Change this rule to:</p> <p>"The quorum for meetings of the Committee or any sub-committee elected or appointed by the Committee shall consist of three bona fide Members of that Committee including at least one Office Bearer."</p> <p><i>P: M. O'Donohue, S: P. Vinkenoog</i></p>	34	3	Carried
SR2005-10	<p>Change Rule 3.c from "Individuals and organisations wishing to become Members of the Association shall apply to the Committee for membership by completing and submitting a standard application form, a copy of which shall be available from the FirebirdSQL.org website."</p> <p>to</p> <p>"Individuals and organisations wishing to become Members of the Association shall apply to the Committee for membership by completing and submitting a standard application form, a copy of which shall be available from the website of the Association."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	37	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-11	<p>To Rule 3.k, "A Principal or Voting Member shall be a Member who holds a current Voting membership as defined hereunder and shall have normal voting rights at general meetings.", add the following sub-clause:</p> <p>"iii. Only a principal member may be elected or appointed to an office of the Association."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	35	1	Carried
SR2005-12	<p>Rule 9.a.v names The Public Officer as an Office Bearer of the Association. This is inconsistent with Rule 9.g.vi (which will become Rule 28.f) which states "The Public Officer may be an Office Bearer, Committee Member or any other person regarded as suitable for the position by the Committee."</p> <p>Remove Rule 9.a.v.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-13	<p>Rule 10.c states: "The Committee shall designate and appoint one of its number to be the Public Officer of the Association for the purpose of communicating with the relevant bodies of the state of New South Wales, Australia."</p> <p>This is inconsistent with Rule 9.g.vi (which will become Rule 28.f) which states "The Public Officer may be an Office Bearer, Committee Member or any other person regarded as suitable for the position by the Committee."</p> <p>Remove Rule 10.c.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-14	<p>Rule 10.j.iii states that [a sub-committee shall] "follow the rules of the Association herewith describe [sic] with respect to meeting procedure". This is inconsistent with directions elsewhere in the rules to "Appendix A, Protocol for Conducting Meetings".</p> <p>Change Rule 10.j.iii to read "follow the protocol of the Association described in Appendix A, Protocol for Conducting Meetings."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-15	<p>Rule 3.e states: "A register of Members ("the Register") shall be kept by the Association showing the name, email address, residential address and date of commencement of membership for each Member. Provision for noting the date of cessation of membership shall also be contained in the Register."</p> <p>Rule 3.f states: "The Register shall be kept at the Principal Place and shall be accessible for viewing by Members on the Worldwide Web at all practicable times."</p> <p>Change Rule 3.f to state:</p> <p>"The Register shall be kept at the Principal Place and a version of the Register shall be accessible for viewing by Members on the Worldwide Web at all practicable times."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-16	<p>Rule 7.b states:</p> <p>"The Committee shall maintain one or more bank accounts in the name of the incorporated Association and shall openly publish on the FirebirdSQL.org web site a ledger showing all transactions and shall publish annually a statement of income and expenditure."</p> <p>Change Rule 7.b as follows:</p> <p>"The Committee shall maintain one or more bank accounts in the name of the incorporated Association and shall make publicly available to members any ledger report reasonably requested and shall publish annually a statement of income and expenditure."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-17	<p>Rule 10.r states: "If, within ten hours of the time appointed for a Committee meeting, a quorum is not established, the meeting shall be dissolved."</p> <p>Change Rule 10.r to: "If, within twenty-four hours of the time appointed for a Committee meeting, a quorum is not established, the meeting shall be dissolved."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-18	<p>Rule 10.v states: [Conduct of Meetings of Committees] "All meetings shall be conducted by electronic mail according to the Rules and Conventions described hereunder in Part 6, Conduct of Meetings and in any Appendices as shall be annexed to these Rules regarding the conduct of meetings and ballots."</p> <p>Change this rule as follows, to make it valid for the Committee to convene face-to-face meetings at venues where it may be practicable to do so:</p> <p>[Conduct of Meetings of Committees]</p> <p>i. All meetings shall normally be conducted by electronic mail according to the Rules and Conventions described hereunder in Part 6, Conduct of Meetings and in any Appendices as shall be annexed to these Rules regarding the conduct of meetings and ballots.</p> <p>ii. An exceptional meeting of the committee may be convened within the proceedings of any physical gathering that is organised for a primary purpose that is in keeping with the Objectives of this Association provided that the number of committee members in attendance is equal to or greater than half the total number of current committee members plus one and provided that all committee members are notified of the meeting date at least fourteen days before the meeting is due to start.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	37	0	Carried
SR2005-19	<p>Part V, General Meetings, some rationalisation of the sequence and grouping of rules is needed to reduce the current confusion and duplication.</p> <p>Add the following preamble to the rules in Part V:</p> <p>"A general meeting is a meeting that is open to all members of the Association and takes place normally by email in a private forum to which all members are subscribed. For the purposes of these Rules and the associate protocols for conducting meetings and ballots, general meetings are categorised as either:</p> <p>i. Annual General Meeting</p> <p>ii. Special General Meeting</p> <p>iii. ordinary general meeting"</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38 (Corrected)	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-20	<p>Rule 11.b, add a new sub-rule:</p> <p>"v. Any special resolution may be included in the Agenda of the Annual General Meeting and may be put to the vote provided the requisite notice has been given and the proposed method of conducting the ballot is known to have been approved by the Commissioner of Fair Trading of the NSW State Government."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-21	<p>Rule 12 is currently introduced as follows:</p> <p>"The Committee may at its discretion convene ordinary or special general meetings of the Association."</p> <p>This is inconsistent with the definition of a Special General Meeting. Change this introduction to read:</p> <p>"The Committee may at its discretion convene special general meetings of the Association to resolve a matter for which a Special Resolution may be required."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-22	<p>Rule 12.d currently reads:</p> <p>"At least fourteen (14) days' notice of all general meetings and notices of resolution shall be given to Members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to Members at least twenty-one (21) days before the meeting."</p> <p>Since the subject of Rule 12 is Special General Meetings, this wording is inconsistent and confusing. Change it to read:</p> <p>"Notice of the Special General meeting shall be given to members at least twenty-one (21) days before the meeting."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-23	<p>Rule 12.e currently reads:</p> <p>"Voting at general meetings shall be by an exposed ballot as described in Part 6, Conduct of Meetings."</p> <p>This rule out of place here and is duplicated in 14.e.</p> <p>Expunge Rule 12.e.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-24	<p>Replace the expunged rule 12.e by the following rule, which was otherwise missing:</p> <p>"12.e. The quorum for a special general meeting shall be:</p> <p>i. twenty (20) Principal Members if the total of currently registered Principal Members exceeds thirty (30) in number; or</p> <p>ii. two-thirds of the total of currently registered Principal Members otherwise."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-25	<p>Rule 12.f currently reads (markers added):</p> <p>"Decisions proceeding from ballots polling /* ordinary resolutions shall be determined by a simple majority vote and decisions proceeding from ballots polling */ special resolutions shall be determined by a majority of seventy-five percent (75%) of Principal Members polled."</p> <p>The passage commented out by /* */ markers is out of place here and should be moved to Rule 15 (see amendment to Rule 15.e).</p> <p>Change rule 12.f to read as follows:</p> <p>"Decisions proceeding from ballots polling special resolutions shall be determined by a majority consisting of at least seventy-five percent (75%) of the number of Principal members determined to be a quorum as described in rule 12.e."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-26	<p>Resolve Rules currently presented as 12.g to 12.m. into a separate group of clauses relating to ordinary general meeting (as Rules 13 a., et seq.) or moved to more appropriate positions within the existing Rules 13 and 14. Consequentl on the insertion of Rule 13, the existing Rules 13 and 14 should become Rules 14 and 15, respectively, and succeeding rule numbers in Parts 6 to 8 incremented accordingly.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-27	<p>Rule 12.n. shall become Rule 12.g.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-28	<p>Rule 12.o shall become Rule 12.h.</p> <p>The current sub-clause 12.o.iv reads:</p> <p>"resolution of Motions pertaining to the Matter of the proposed resolution shall be carried by a majority of three-quarters of the number of Principal Members who vote in any pertinent ballot." This sub-clause is redundant because it duplicates rule 12.f.</p> <p>Remove Rule 12.o.iv.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-30	<p>Insert new Rule 13 as follows:</p> <p>"13. Ordinary general meetings: all general meetings except Annual General Meetings and Special General meetings are ordinary general meetings.</p> <p>a. The email forum for members shall be considered to be a "committee of the whole" according to the Protocol for Conduct of Meetings at all times except when the meeting has been called to order under the standing orders for an ordinary, Special or Annual general meeting.</p> <p>b. At least seven (7) days' notice shall normally be given to all Members of the intention to call the meeting to order to discuss a specified matter. However, a quorum of Members may agree by consensus to reduce or waive the notice period.</p> <p>c. Matters for discussion under the standing orders for ordinary meetings shall be published on the website of the Associate in advance of the meeting's being called to order.</p> <p>d. In the event that a matter discussed in an ordinary general meeting should evolve into a matter for which a Special Resolution would be required, the matter shall be left on the table for resolution by a subsequent Special General Meeting.</p> <p>e. The quorum for an ordinary general meeting shall be determined by the same rules that apply to quora for annual and special general meetings."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	37	1	Carried
SR2005-31	<p>Rule 13.d (in the existing sequence) states:</p> <p>"The Committee shall develop and publish a Protocol for participating in meetings conducted by Email Forum which shall be appended to these Rules as Appendix A, Protocol for Conduct of Meetings by Email Forum and which shall be made available as a downloadable document from the FirebirdSQL.org website."</p> <p>Change Rule 13.d, which shall become Rule 14.d., to read:</p> <p>"The Committee shall develop and publish a Protocol for participating in meetings conducted by Email Forum which shall be appended to these Rules as Appendix A, Protocol for Conduct of Meetings by Email Forum and which shall be made available as a downloadable document from the Association's website."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-32	<p>Rule 12.l (in the existing sequence) states:</p> <p>"Written notice of all general meetings shall be given to Members by electronic mail and by announcement at the FirebirdSQL.org website."</p> <p>Change this rule (which becomes Rule 14.h in the proposed new sequence) to:</p> <p>"Written notice of all general meetings shall be given to Members by electronic mail and by announcement at the Association's website."</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-33	<p>Other rules shall be accommodated in the new sequence as follows:</p> <p>Rule 12.m. shall become Rule 14.i.</p> <p>Rule 14 shall become Rule 15 and shall be introduced as follows:</p> <p>"15. Voting"</p> <p>Rule 12.g shall become Rule 15.a.</p> <p>Rule 12.h shall become Rule 15.b.</p> <p>Rule 12.i. shall become Rule 15.c.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-34	<p>Rule 12.j currently reads:</p> <p>"No Member shall be entitled to vote at any general meeting of the Association unless all monies due and payable by the Member are paid up, excepting the amount of the Fee payable in respect of the current year."</p> <p>To clarify this rule and make it consistent with the rules relating to membership, change this rule to read:</p> <p>"No Member shall be entitled to vote at any general meeting of the Association unless all monies due and payable by the Member are paid up, or are within the grace period of two months following the date when a renewal fee became payable."</p> <p>Rule 12.j. shall become Rule 15.d.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-35	<p>The pertinent part of Rule 11.f, viz. "Decisions proceeding from ballots polling ordinary resolutions shall be determined by a simple majority vote of Principal Members polled." shall become Rule 15.e.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-36	<p>Rule 13.e in the existing sequence states:</p> <p>"The Committee shall develop and publish procedures for conducting and counting ballots which shall be appended to these Rules as Appendix B, Procedures for Counting and Conducting Ballots and which shall be made available as a downloadable document from the FirebirdSQL.org website."</p> <p>Alter the wording of this rule as follows, to make it consistent with the actual title of the document referred to, and to remove the explicit reference to the URL of the Association's website:</p> <p>"The Committee shall develop and publish procedures for conducting and counting ballots which shall be appended to these Rules as Appendix B, Procedures for Conducting Ballots and Voting and which shall be made available as a downloadable document from the website of the Association."</p> <p>Rule 13.e shall become Rule 15.f.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried

S.R. ID	Wording of Resolution	For	Against	Result
SR2005-37	<p>Rule 18 currently reads:</p> <p>"18. A Fully-subscribing Member who intends to withdraw from his or her commitment shall</p> <p>i. notify the Treasurer in writing of said intention not less than one month in advance of the date upon which the final instalment of the Member's commitment is due to be honoured; and</p> <p>ii. shall be entitled to continue as a Principal Member until the anniversary of his or her intitial contribution provided the total of his or her contributions is deemed to be not less than the annual fee due to a Voting Member; or</p> <p>iii. shall be entitled to continue as a Supporting Member until the anniversary of his or her intitial contribution provided the total of his or her contributions is deemed to be not less than the annual fee due to a Supporting Member."</p> <p>Correct Rule 18.ii and 18.iii by removing the word "shall" from the start of each clause.</p> <p>Correct Rule 18.iii by replacing the two occurrences of the term "Supporting Member" with "Associate Member".</p> <p>Rule 18 shall become Rule 20.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried
SR2005-38	<p>Rule 19.iv states:</p> <p>"Associate Membership shall be deemed to have lapsed if not renewed within one month following the anniversary of the first subscription."</p> <p>This is inconsistent with the membership rules stated elsewhere and should be amended to:</p> <p>"Associate Membership shall be deemed to have lapsed if not renewed within two months following the anniversary of the first subscription."</p> <p>Rule 19.iv shall become Rule 21.iv.</p> <p><i>P: P. Beach, S: H. Borrie</i></p>	38	0	Carried