

## EXPLANATORY MEMORANDUM

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The following modifications have been made to the Model Constitution to make it fit for purpose with the Association:

### **Table of Contents**

A table of contents has been added to the document to make it easier for members and stakeholders to navigate around the constitution.

#### **1. Clause 2 Objects and purposes**

- a. The objects and purposes of the Association have been refreshed and updated.

#### **2. Clause 3 Minimum number of member**

- a. This has been brought in from the Schedule.

#### **3. Clause 4 definition**

- a. A change has been made to the definition of days. In this new constitution day means working day. This change eliminates the counting of weekends and public holidays for the purposes of set timeframes.

#### **4. Clause 9 Register of members**

- a. This new section has been added to the Constitution to specify that the Association must establish and maintain a register of members.

#### **5. Clause 10 Categories of Membership**

- a. This section has been revised to bring constancy and clarity across the existing membership categories. There are now two categories of members: Full and Associate. This change has been made to clarify the different status of the membership categories. All categories have undergone a general refresh.
- b. Full members are: Individual member, Industry Participant member, Corporate member and Life members.
- c. Associate members are: Junior members.
- d. The category of Junior member has been modified to clarify that such a member is exempt from the payment of the annual membership fee.

#### **6. Clause 11 Application for membership**

- a. Clarification has been added that with an electronic application system, there is no requirement to lodge a written application to become a member of the Association.



- 7. Clause 12 Approval of Committee**
  - a. Flexibility has been added to enable the Committee to consider membership applications between meeting by electronic means – refer 12(1)(a).
- 8. Clause 13 Joining Fee**
  - a. This has been brought in from the existing Constitution.
- 9. Clause 14 Annual membership fees**
  - a. A member who is admitted part way through the year pays a pro-rata rate; this has been brought in from the existing Constitution – refer 14(3)
  - b. Clarification has been added as to who constitutes a financial member – refer 14(4)
  - c. Clarification has been added as to when a member ceases to be a financial member by virtue of non-payment of the membership fee – refer 14(5)
- 10. Clause 16 Rights and Privileges of Categories of Membership**
  - a. A new clause has been added that sets of the rights and privileges across the categories of membership.
- 11. Clause 26 Composition of Committee**
  - a. The Management Committee titles have been changed to reflect the titles used at the Association. These changes have been reflected throughout the constitution.
- 12. Clause 29 Nominations for election to the Committee**
  - a. Clarification has been added as to the timing for the receipt of nominations for election to the Management Committee – refer 29(1)
  - b. The requirement to have a seconder for a nomination has been removed – refer 29(2)(a)
  - c. A nominee for election to the Management Committee can propose themselves – refer 29(3)(a)
- 13. Clause 30 Retirement of Committee members**
  - a. This section has been amended to allow for Committee members to be elected and hold office for a period of three years.
- 14. Clause 32 Election by ballot**
  - a. Clarity has been added that if a ballot is required to be conducted it must be held at that general meeting – refer 32(2)
- 15. Clause 34 Removal of Committee member**
  - a. Clarity has been added around the suspension of a committee member should the Committee seek to suspend or expel the Committee member. The proposed constitution enables the automatic suspension of a committee member provided a valid notice is issued – refer 34(2).
- 16. Clause 39 Treasurer**
  - a. This section has been updated to reflect modern methods of conducting financial transactions – refer 39(1)(d)
- 17. Clause 42 Voting, decision making and using technology to conduct a meeting**
  - a. Flexibility has been added to allow the Committee to meet in ways other than solely face to face.



**18. Clause 43 Quorum**

- a. This clause has been amended to establish the exact number of members needed for a quorum.

**19. Clause 46 Convening general meetings**

- a. This clause has been updated to reflect that the Association has been in existence for many years.

**20. Clause 51 Quorum at general meetings**

- a. This clause has been amended to establish the exact number of members needed for a quorum.

**21. Clause 55 Financial year**

- a. The financial year has been added into the body of the constitution.

**22. Clause 56 Funds and accounts**

- a. This section has been updated to reflect modern financial transaction practices.

**23. Part 1 Mandatory Details**

- a. This schedule has been removed as the information has been included in the body of the constitution.

**24. Part 3 Additional Details**

- a. The expected standards of behaviour have been added into this section of the constitution. Further clarification has been added in around the vacating of office.