

Explanatory Memorandum to Constitutional amendments

These Explanatory Notes describe in more detail those matters to be considered at the AGM including amendments to the Outdoors WA Constitution. In particular, members will be asked to consider, and if thought fit, to pass, the following resolution as a **special resolution**:

"It is resolved that, for the purposes of section 51 of the Associations Incorporation Act 2015, the Association's constitution be amended as shown in mark-up in Annexure A of this Notice of Meeting."

This document provides information regarding the proposed resolutions to allow members to make informed decisions when casting their vote.

The Process for Amending the Constitution

As per Rule 17 of the Outdoors WA's constitution, changes to the constitution can only be made under the following circumstances:

This Constitution may be altered, amended or added to from time to time by resolution of not less than 75% of the Representatives present at a general meeting of the Association provided that the notice convening the meeting shall specify the proposed amendment or amendments, and shall be circulated not less than twenty one (21) days before the date of the meeting to all members.

Details of Proposed Amendments

Annexure A of this Notice of Meeting consist of a marked-up version of the constitution, showing the proposed amendments. The reasons for these amendments are provided below.

MINOR CHANGES

Terminology

- All reference to the term "Chairman" has been changed to "Chairperson"
- – In order to avoid confusion, the term "Member" will no longer be used to refer to Board Directors. The term "Director" shall replace the use of the term "member" for this purpose.

MAJOR CHANGES

Integrating clauses from the model rules

The Constitution has been updated to be consistent with the Model Rules for Incorporated Associations (developed by the Dept of Commerce). These sections are in BLUE text. Where the existing Constitution is inconsistent with the Model Rules, those sections have been replaced.

Classes of Membership

The classes of membership have been reduced to clarify voting rights and responsibilities. The types of members are now: Ordinary, Life and Associate. Those removed are: Honorary (not deemed relevant), Student (now included in Associate), and Organisational (now included in Ordinary). Subscription classes will be determined by the Board.

Composition of the Board

The most significant change proposed in this amendment is the structure of the Board of Directors. Under the current Constitution, the Board is composed of between 6 and 14 Directors:

- Chairperson
- Vice Chairperson
- Treasurer
- three to seven elected members
- up to 4 members appointed by the Board

It was felt that there should be clarification of the precise numbers to avoid any ambiguities. Currently, there is no clear direction regarding whether the elected positions should all be filled; and whether appointed Directors are required.

a) Number of Board Directors

The proposal is that there be 9 Board Directors, consisting 4 elected representatives, 4 appointed Directors, and an Independent Chairperson. An odd number avoids problems where voting is tied.

b) Appointment of an Independent Chairperson

The current Constitution stipulates appointment of Office Bearers (including the Chairperson) at the AGM. It is felt that an Independent Chair will enhance the monitoring and strategic direction of the Board by providing specialist skills, corporate experience and leadership, and an independent appraisal of the Board's functions.

c) Appointment of other Directors

New clauses have been included to clarify the way in which elected and appointed Directors are chosen.

d) Appointment of Office Bearers

New clauses have been inserted to clarify the process of appointing the Deputy Chairperson and Treasurer. It is felt that these positions should be chosen from within the Board, rather than at the AGM.

TRANSITION PROCESS

4 elected representative positions will expire in October 2019; and 4 elected positions in October 2020. The following transition arrangements will apply if the Constitutional amendments are passed at the 2019 AGM. This process will be repeated in 2020.

- Nominations for 2 elected positions will be called for
- If more than two nominations are received, elections will occur at the AGM
- The new process for appointing skills-based Directors will apply for two positions in 2019

In the lead up to the AGM, nominations for the vacant positions will be called from the membership base. Members should be advised that if the Constitutional amendments are passed, then the total number of vacancies will be reduced to two.