



Women's Electoral Lobby, NSW Incorporated Annual General Meeting – 2nd December, 2017

Explanatory Notes – Special Resolution relating to New Constitution

The present WEL NSW Constitution was developed in 1989. It was incorporated under its current name on 1st November, 1989. There have been no amendments to this Constitution from records of the AGM since that time.

The Act incorporating the association was passed in 1984. A new Associations Incorporation Act and Regulation replaced the 1984 Act in 2009. Any major amendments to constitutions under the old Act require a complete revision to accord with the provisions of the new Act.

The new Constitution proposed for endorsement at the December, 2017 AGM was drafted using the Model Constitution supplied on the Office of Fair Trading website. It should be noted that where the Constitution is silent the Act and Regulation prevail.

The present Constitution is very brief and omits many provisions and protections which are included as provisions under the current Act and Regulation, 2016.

PART 1 PRELIMINARIES

2. DEFINITIONS

The present Constitution contains no definitions. These have been included so that membership, individual and organizational, is defined and the membership financial year is delineated. Other definitions included are standard for most organisations.

Objects have replaced **Objectives** and these have been substantially amended though keeping in the spirit of the present Constitution.

PART 2 MEMBERSHIP

There are twelve (12) clauses under this section. These are adapted from the Model Constitution and are standard for incorporated associations. Please note Clauses 10, 11 and 12 relating to resolution of disputes, disciplining of members and right of appeal.

PART 3 WEL NSW EXECUTIVE COMMITTEE

Clause 13 explains the powers of the Executive Committee and replaces Clause 6 in the present Constitution. The new clause is more general and allows for the Executive Committee to exercise all the present powers.

Clause 14 replaces **Office Bearers**: Clauses 14, 15 and 16 in the present Constitution. It adds new Office Bearers, a Deputy Convenor and Secretary. It places a limit on the number of Executive Members, that is, twelve (12). It allows for a committees member to hold more than one office with the exception of the Convenor and Deputy Convenor.

Clause 15 explains the process for election of committee members. This is not included in the present constitution.

Clauses 16 and 17 define the duties of the Secretary and Treasurer. These are not included in the present Constitution except under Clauses 17 to 19 under Accounts and Audit referring to the duties of the Treasurer.

Clause 18 deals with **Casual Vacancies**. This replaces Clause 16 in the present Constitution.

Clause 19 explains by what process an Executive Committee member may be removed from the committee. There is no provision in the present Constitution for removal of committee members.

Clause 20 deals with how meetings should be conducted and the quorum required for the conduct of executive Committee meetings. It replaces Clauses 11 and 13 in the present Constitution. The quorum for a meeting of the Executive Committee has been reduced from five to four.

Clause 22 allows for the use of technology for the conduct of meetings, that is, phone or other means. There is no provision in the present Constitution.

Clause 23 allows the Executive Committee to delegate functions to a sub-committee. There is no provision in the present Constitution for this to occur although it has been common practice.

Clause 24 on **Voting and Decisions** replaces Clause 12, but does not change its meaning, except that it allows for the presiding officer to exercise a second or casting vote in the case of an equality of votes when deciding on a resolution.

PART 4 GENERAL MEETINGS

Clauses 25 and 26 deal with **Annual General Meetings – holding of, calling of and business at**. These are additional provisions not included in the present Constitution except as passing references in other clauses.

Clause 27 Special General Meetings – calling of replaces Clause 13a of the present Constitution. It makes clear the process for the calling of a Special General Meeting.

Clauses 28 and 29 are standard processes for the giving of notice of a general meeting and the quorum required for the meeting.

Clause 32 deals with **Making of Decisions** at a general meeting. This is not to be confused with making of decisions at an Executive Committee meeting in Clause 24 or Clause 34 when a vote is moved or required. There is no provision in the present Constitution for processes relating to general meetings.

Clause 35 forbids proxy votes. No mention is made in the present Constitution.

Clause 36 allows for postal or electronic ballots.

Clause 37 allows for the **Use of Technology at general meetings**.

PART 5 MISCELLANEOUS

Clauses 38 to 47 deal with the general management of the association, its sourcing of funds, its management of these funds, its non-profit status, its distribution of property, in the event of WEL NSW dissolution. These are general provisions and protections.

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