



PROPOSED CONSTITUTION REVIEW

REVISION DATE: 31/7/2023

FREQUENTLY ASKED QUESTIONS	RESPONSE
Why do we need to review the Constitution of the Club?	The main reason is that the Constitution does not fully comply with the laws governing Incorporated Associations (i.e. the Club).
What laws apply to the Club?	The Incorporations Act 1964 (the Act) and the Associations Incorporation (model Rules) Regulations 2017 (the Regulations). The Act & Regulations form the legal framework (the Law) for the Club to operate within.
Why is that important?	Compliance with the Act and Regulations (the Law) is required for the Club to operate, hold a liquor licence, employ staff and to affiliate with Bowls Tasmania/NorthWest/Australia.
What does that mean for Board members?	The Board is obligated under the Law to ensure compliance with the Act and Regulations.
Why is the CEO proposing the Review	The CEO is a graduate of the Australian Institute of Company Directors (AICD) and understands his obligation to act, for that ongoing role to be tenable.
Are there other reasons to review the Constitution?	YES. The current Constitution is not clearly written and contains a significant number of inconsistencies and issues.
What is the biggest change required?	That the Board should be elected at the Club AGM by the voting members present. This is a requirement of the Regulations ¹ .
Isn't that what happens now?	No. The sub-committees are nominated and elected, with the Board nominated by the sub-committees. No call for Board nominations or open vote is held at the Club AGM.

¹ Associations Incorporation (model Rules) Regulations 2017 – Paragraph (Rule 26(6)).



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<p>Why should the board be elected at an AGM open to all voting members?</p>	<p>Because the Regulations governing Incorporated Associations (the Club) require this to happen.</p>
<p>Why is the Constitution as it is ?</p>	<p>The Constitution seems to reflect the past when the Ladies and Mens clubs acted separately and in their own right. The current Constitution confuses the roles of the Board with the Mens and Ladies sub-committees.</p>
<p>Why should members care?</p>	<p>The power of the sub-committees to nominate the Board, rather than by direct election at a Club AGM is not democratic and is more akin to a political faction than an open election processes.</p>
<p>What do you mean by undemocratic?</p>	<p>The principle of the equal voting right of each eligible voting member present at the Club AGM is not met, in regard to the Board election.</p>
<p>What does the Law say about the election processes of the sub-committees?</p>	<p>The Law focuses primarily on the practices of electing and setting controls of the Board, not the sub-committees. (Refer to Attachment 1)</p>
<p>Can we retain the sub-committees?</p>	<p>YES. The Law allows for sub-committees to be established and managed as the Board sees fit. It is proposed that the Mens and Ladies committees are recognised as "standing committees" within the revised Constitution.</p>
<p>Is there help available to undertake the review?</p>	<p>YES. Bowls Tasmania (BT) has recently produced an updated Template (BT Template) for club constitutions which complies with the Law and aligns with Bowls Tasmania and Bowls Australia constitutions.</p>
<p>Have we received Legal advice</p>	<p>The Template was prepared in consultation with Department of Communities Tasmania and a legal firm which specialises in sports law (Lex Sportiva). At this point no specific (paid) legal advice, but the material provided by Justice Connect has been reviewed.</p>



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<p>Can the Bowls Tasmania Template be modified?</p>	<p>YES. We can insert and change elements that reflect the existing processes, membership rights, etc. that reflect the current operation of the Club, where they do not conflict with the Regulations.</p>
<p>Have other clubs adopted the BT Template?</p>	<p>YES. Bowls Tasmania confirmed that Howrah, Sheffield, South Burnie, Westbury and Bowls North have implemented the template.</p>
<p>Will the Board still represent the Mens and Ladies sub-committees and members?</p>	<p>YES. The composition of the Board can be specified to ensure ongoing representation by the Presidents of the sub-committees.</p>
<p>Will the sub-committees still have their own AGM and elections?</p>	<p>YES, if they and the Board choose to. The Law does not concern itself with sub-committee practices. That is a matter for the Board to agree on. No change is envisaged or proposed.</p>
<p>Do the sub-committee operations need to be covered by the Constitution?</p>	<p>NO. The sections which currently cover sub-committee functions, elections, membership, roles etc. could be covered by Club regulations or by-laws.</p>
<p>Why would you move the sub-committee sections to the regulations/by-laws?</p>	<p>This would allow minor changes to sub-committee functions, process, role descriptions and elections to be altered without having to update the Constitution through a Special Resolution and Special General Meeting.</p>
<p>If the Mens or Ladies President changes will they automatically go on the Board?</p>	<p>It would be expected that an elected sub-committee President would be nominated for a Board vacancy at the nearest Club AGM.</p>
<p>What do you mean by Board vacancy?</p>	<p>Prior to each AGM, a number of the Board members would vacate their positions and either stand for re-election at the AGM or step down and create a vacancy to be nominated and voted for at the Club AGM.</p>
<p>Does this mean that the Mens and Ladies AGM would be held earlier?</p>	<p>Most likely, YES. The Mens and Ladies Presidents would need to be known if the current practice is to be maintained. The sub-committees can still</p>



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	<p>nominate for Board membership in addition to the Presidents.</p> <p>While the Constitution should mainly focus on the Board election, existing sub-committee processes can also be proscribed in the Constitution where appropriate.</p>
<p>Would the Board members still have to come from the sub-committee?</p>	<p>Not necessarily. The nomination and election of Board members at the AGM could see an independent Board member elected if nominated in line with the rules of the revised Constitution.</p>
<p>Why would members want an independent candidate nominated?</p>	<p>An independent Board member could bring a skillset or view to the Board without necessarily being involved in the administrative aspects of the sub-committees. Independence generally provides improved governance practices and accountability.</p>
<p>Is there a maximum term that Board members can serve?</p>	<p>The BT Template allows for a maximum term to be set, as well as the period between subsequent nominations.</p> <p>The clause is OPTIONAL.</p>
<p>Do all Board members have to be elected?</p>	<p>The BT Template does allow for up to two "Appointed" Board members where the Board identifies that it lacks specific skill sets.</p> <p>Appointed Directors would bring some specific skillset to the Board such as Financial, Legal or other specialist knowledge. They would be used as external advisers for the duration that the Board would determine.</p>
<p>Are we required to have the ability to have appointed Directors?</p>	<p>NO. The Law does not require it. However BA and BT have adopted the practice to allow its use at the Board's discretion, should the need be identified.</p>
<p>Is there an example of where an appointed Director could be required?</p>	<p>YES. If the Club did not have an accountant amongst its members, one could be appointed by the Board</p>



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How and when is the change proposed?

A special General Meeting is required to be held and it is proposed to do that before commencement of the Pennant bowling season.

ATTACHMENT 1: PROPOSED RELATIONSHIPS BETWEEN BOARD, SUB COMMITTEES, CONSTITUTION AND BY-LAWS

