

Constitution Change Proposal for 2024

What is the Board proposing?

To meet the requirements of the Incorporated Association Act and Regulation 1991 (the Act), and the artsACT Deed of Grant we need to make some changes to our Constitution. Members have the opportunity to provide feedback on the proposed changes and will vote on them as part of a Special Resolution at the Annual General Meeting (AGM) in May 2024.

Why do we have a constitution?

Strathnairn Arts Association (SAA) has always had a Constitution as required by the Act. The Constitution guides how the organisation operates. The current Constitution was agreed to by members in 2016 and is always available in *The Board* section of our website or you can follow [this link](#).

Changes to the Constitution are made under the Special Resolution Clause of the Act (Clause 70) and require the support of 75% of members voting at the AGM. You can find a copy of the Act at [Access Canberra](#).

Why are the changes being proposed?

There are two reasons. The first is because there were some recent changes to the Act (changes were made to the Regulation in December 2023) that we need to comply with (the details are spelt out below)..

Secondly, as we discussed at the 2023 AGM, under the Deed of Grant from artsACT we need to update some of our governance arrangements to secure our second tranche of funding for 2025-7. We have worked closely with artsACT and we no longer need to move from an association to a company limited by guarantee. However, we do need to make some governance changes regarding Board membership, how we avoid and manage conflicts of interest and making sure our Constitution is current under the Act.

What changes are being proposed to the Constitution?

The changes fall into two sets:

1. Clearer descriptions of Board roles and membership and Board obligations.
2. A new dispute resolution process for disputes between members or member/s and the Board, and an updated disciplinary and appeal process.
3. A process to restriction of access to personal information and for member access to certain documents.

The full text of the proposed changes are in the APPENDIX at the end of this document. The changes have the full support of the Board.

The other artsACT requirements relating to management of conflicts of interest have been met through policy and procedure.

What options did the Board consider?

The Board considered two options. The first was replacing the current Constitution with the full Model Rules (some 50 pages of the Regulation). This was not supported as there are only minor changes required to the 2016 Constitution.

The second option, which is supported by the Board, is to update the current Constitution with the necessary changes we need to comply with the Act and artsACT requirements. Where possible the format from the Act has been used. The Board acknowledges a more comprehensive update may be needed at a later date to make language consistent..

What do the changes mean?

The changes will help how we operate as an organisation and we will be up to date with the requirements of the Act. Importantly, we will have complied with artsACT Deed of Grant requirements for funding for 2025-7.

What do I do if I have some questions/feedback on the proposal?

You can attend one of the information sessions or send an email to board@strathnairn.com.au

Information Session 1 1-2pm, Friday 12 April 2024 at Strathnairn (meet at the shop).

Information Session 2 7.30-8.30pm, Monday 22 April on Zoom

<https://us06web.zoom.us/j/83339285862?pwd=GqASQE3oxesMmb2e1TkXQb4LblwaWH.1>
Meeting ID: 833 3928 5862 Passcode: 745828

APPENDIX - Proposed changes to the SAA Constitution

New Clause - Role of the President and Vice-President (from the Regulation)

X.1 The role of the President include chairing board meetings, general meetings and the annual general meeting, and exercising any other functions given to the president under the Act, the associations rules, or by the Board or the members, to achieve the associations objectives.

X.2. The role of the Vice-President include exercising the functions of the president when the president is unavailable to exercise those functions for any reason, and exercising any other functions given to the Vice-president under the Act, the Associations rules, or by the Board or the members, to achieve the Associations objectives.

Updates to Clause 19 - Role of the Secretary (from the Regulation)

19.4 Exercising any other functions given to the secretary under the Act or the Associations's rules, or, by the Board or the members, to achieve the Associations objectives.

19.5. The secretary must lodge the Notice of Changes to Board under Section 62 of the Act within 30 days of the changes.

Replace 20.1 with a new clause - Role of the Treasurer (from the Regulation)

20.1 The functions of the Treasurer include:

- (a) keeping the accounting records
- (b) preparing the statement of accounts
- (c) presenting the statement to members at the Annual General Meeting
- (d) lodging with the registrar-general the required documents
- (e) exercising any other functions given to the secretary under the Act or the Associations's rules, or, by the Board or the members, to achieve the Associations objectives.

Addition to Clause 17 - Duties of office-bearers

17.12 Office-bearers must exercise their functions and discharge their duties:

- (a) with a degree of care and diligence that a reasonable person would exercise,
- (b) in good faith in the best interests of the association and a proper purpose,
- (c) not improperly use their position to gain advantage for themselves or another person or cause detriment to the organisation

17.13 If a person obtains information because the person is, or has been, an office-bearer, the person must not improperly use the information to gain advantage for the person or another person or cause detriment to the association.

Addition to 16.1 - Board nominations (from artsACT)

16.1.4 Employees or contractors of the Association, and studio holders may not be members of the Board.

New Clause - Documents for members (from the Regulation/Act)

X On the request of a member the association must give the member—

- (a) a copy of a current statement of the objects of the association; or
- (b) a copy of the rules of the association currently in force; or
- (c) a copy of the deeds of any trust relevant to the association; or
- (d) a summary of the minutes of a meeting of the committee.

The Board may refuse to give a member access if satisfied that allowing access to the document would be prejudicial to the interests of the association.

New Clause - Restriction of access to personal information

4.2 A member may apply to the Board to restrict access to their personal information recorded in the register of members so that the information is only available to the Public Officer and members of the Board other than a stated member/s of the Board. The Board must if satisfied that there are special circumstances which justify doing so, agree to the request or refuse the request. If the request is refused the applicant must be notified and

advised of the reasons and must not release the information for 28 after the decision is notified to the member.

New Clause - Dispute Resolution (from the Regulation)

X This section sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's rules between a member and another member; or a member and the Board.

X.1. The parties to the dispute must attempt to resolve the dispute by agreement between themselves.

X.2 A party to the dispute may ask the Board to help the parties resolve the dispute by agreement if the Board is not a party to the dispute and the parties are unable to resolve the dispute between themselves.

X.3. If the parties to a dispute do not resolve the dispute by agreement under section X.1 and X.2 any party to the dispute may start the dispute resolution procedure by giving written notice to the Board. The notice must -

- (A) include the name and contact details of the parties to the dispute, and
- (B) give a brief summary of the matters in dispute including the relevant provisions of the Act and the Association's rules, and
- (C) briefly state the steps the parties have taken to resolve the dispute.

X.4 As soon as practicable after receiving the notice under X.3, the Board must appoint a decision-maker to decide the outcome of the dispute. The Board must ensure the decision maker is unbiased, has, or can quickly acquire, knowledge of the Act, the Association's rules, objects, the management and operation of the Association and does not have a conflict of interest. The board must give the decision-maker a copy of the notice.

x.5. As soon as practicable after a decision-maker is appointed the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started. However if the Board is a party to the dispute the secretary is not required to give the Board notice. The notice must include a copy of the dispute summary, the name and contact details of the decision maker and information about the dispute resolution procedure.

X.6 Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute. The invitation must provide not less than 14 days for a written and/or oral submission and in the case of an oral submission set the day and time for the oral submission.

X.7 As soon as practicable after the submission period has ended, the decision maker must consider any submissions received by the decision maker during the submission period and decide the outcome of the dispute and give the parties to the dispute a written notice stating the dispute decision, the reason for the decision and that a party to the dispute may appeal the decision. If the Board is not a party to the dispute, a copy of the decision must be given to the Board.

x.8 The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute. Written notice must be given to the Board if it is not a party to the dispute and to the decision-maker. The notice must state that the parties have agreed to end the dispute and the terms of the agreement.

Replace Clause 13 - Appealing decisions (from the Regulation)

13.1 A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

13.2 A party to a dispute may appeal the dispute decision. A disciplinary action decision may be appealed by the member who is the subject of the disciplinary action decision or the Board.

13.3 A person appealing a decision must, within 7 business days after being given the notice of the decision, give the secretary written notice of the appeal stating the grounds for the appeal.

13.4. A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.

13.5.

(a) As soon as practicable after the secretary receives an appeal notice the secretary must give the parties to the appeal a copy of the appeal notice and the board must call a general meeting to consider a special resolution about the appeal.

(b) The chair of the general meeting must ensure that the special resolution is the only item of business to be heard at the general meeting and the parties to the appeal are given the opportunity to be heard about the special resolution and the members vote on the special resolution by a secret ballot.

(c) The parties to the appeal must not vote on the special resolution.
