

# The Sabre Sailing Association of Western Australia Incorporated

## Changes to the Rules of Association – 2017



**Briefing Note (Revision 1.0 October 2017) – Final For Issue Prior to Special General Meeting**

### Background

In 2015-16 two issues came to bear on how relevant and useful the existing Rules of Association were:

1. The existing Rules limited the size of the committee to four persons (President, Vice President, Secretary and Treasurer). A desire to expand the committee to be more representative arose in 2015. A vote was taken at the February 2016 AGM on expanding the committee but the necessary majority to pass the change was not achieved and the motion was not passed. The new 2016/17 committee took on the role of progressing an update of the Rules of Association to achieve an expanded committee.
2. The Department of Commerce introduced new laws relating to Associations, with a new Associations Incorporation Act coming into effect on 1<sup>st</sup> July 2016. The new Act requires Associations to review and update their Rules to align to the Act (within a 3 year year grace period). The Department has also published a “model” set of Rules which captures all of the new requirements under the Act. Refer to <https://www.commerce.wa.gov.au/consumer-protection/associations-new-law> for more information.

The 2016/17 and 2017/18 committees have determined they will progress an update of the Rules of Association for consideration by Association members prior to a motion to accept the new rules at a Special General Meeting. The updated rules will:

- Use as a basis the Model Rules published by the Department of Commerce.
- Allow an expanded committee, with a minimum additional two general committee members, with a maximum number able to be set at each AGM.
- Update the Rules to allow electronic/email notifications and attendance at meetings via telephone and other changes introduced by changes in technology.

This briefing note is intended to explain the changes to the Rules and allow discussion and clarification on the changes before members are expected to attend the General Meeting to consider and vote on acceptance (or not).

### Introduction of the New Rules of Association

Until the New Rules of Association are accepted by a sufficient majority of members at a General Meeting, the existing Rules of Association shall be in force. The new Act does not disqualify the existing Rules of Association, it only requires a review and update of them before 30<sup>th</sup> June 2019.

Any change to the Rules of Association is considered by the Rules as requiring a Special Resolution to be passed and be in force.

The special resolution to accept the proposed new Rules of Association has to be passed by 75% of members who are entitled to vote and attend a General Meeting either in person or by proxy.

The General Meeting must have at least 50% of all members or a minimum of 15 members present in person to constitute a quorum to hold the meeting.

The notice of the General Meeting shall advise the time and place of the meeting, detail the resolution to change the Rules of the Association and the details of those new Rules. This notice will require to be provided to members either personally or by regular mail (email notification is unfortunately not permitted under the current Rules). This notification must give all members a minimum of 21 days notice of the meeting and the resolution (See existing Rule 17(7)).

At this stage it is proposed to hold the General Meeting to vote on the resolution accepting the introduction of the new Rules of Association at a State Heat during the 2017/18 season. This will bring together many members of the Association at the same location and help achieve a quorum and will save everyone time and effort in otherwise being asked to travel to meet at another time/place. More details will follow.

## Proposed Process To Introduce the New Rules and By-laws

The following is an outline of the proposed process to introduce the new Rules and By-laws and to expand the committee:

1. A briefing pack will be sent by email (or post if no email address held) during winter 2017 to all current Association members. The briefing pack will contain: (a) This Briefing Note, (b) The draft/proposed new Rules, (c) The draft/proposed new By-laws and (d) a copy of the current Rules for reference. The briefing pack email will request review and comment of the proposals by a defined date (nominally 31/08/2017).
2. The committee will consider all comments and make any further amendments as considered necessary (nominally by 30/09/2017).
3. A notice of a Special General Meeting will be issued by post (current rules do not permit electronic transmission) to all Association members, along with the motions to be put/considered at the meeting, with the final proposed new Rules and By-laws. The Special General Meeting is targeted to occur during the 2017/18 State Championships over 25 and 26/11/2017. This will help to ensure a quorum (minimum 15 members) to pass the changes. The target for this mail out is 25/10/2017, to achieve a 21 day notice period for the meeting as required under the current rules.
4. The Special General Meeting shall be held (on 25/11/2017 at 12:30pm at PDSC). The following is the proposed process for this meeting:
  - a. The Special General Meeting shall be opened by the President.
  - b. Confirmation that a quorum is achieved shall be made. A quorum is the lesser of 50% of financial members or 15 members ((current) Rule 18(1)). Currently, with approximately 38 financial members, the lesser is 15 members.
  - c. Proxies shall be declared and accepted by the Secretary.
  - d. A motion to accept the special resolution, the acceptance of the new Rules of Association as proposed shall be put and voted upon. A 75% majority of eligible Association members who are present in person or vote by proxy is required to pass the special resolution (according current Rule 3).
  - e. A motion to accept the By-laws as proposed shall be put and voted upon. A 50% majority of eligible Association members who are present in person or vote by proxy is required to pass the resolution.
  - f. The Special General Meeting shall then be officially closed.
5. The Rules and By-Laws shall be submitted for approval to the Department of Mines, Industry Regulation and Safety. Once approved by the department (or if not) then members will be advised by email. The New Rules shall not be considered to be in force until the Department responds to approve or acknowledge receipt of the New Rules.

## Major Changes to Current Rules

The following are considered the major changes, these deserve special attention by members. These changes are all at the stage of being proposed and are open for discussion and debate.

1. The Objects of the Association have been reworded. Note: This change is not related to the Model Rules, it just represents an improved wording of what was stated in the existing Rules.
2. The quorum for committee meetings remains at four (unchanged from the existing Rules).
3. There is now provision for a required minimum of two ordinary committee members to be on the committee for management of the Association, with full voting rights. *New rule.*
4. There is provision for the maximum number of ordinary committee members to be determined and ratified at the AGM (before voting on the election of the ordinary committee) (34(1)). *New rule.*
5. At the AGM a resolution passed by majority must be taken to determine the number of ordinary committee members to hold office for the next year (34(1)). *New rule.*
6. At the AGM, members shall vote on a resolution to confirm or vary the entrance and/or annual fees for membership (not determined by committee alone) (50(3)(e)). *Previously not specified as a required AGM matter.*
7. The new rules include the provision for the creation of By-laws for the Association, with a lesser degree of formality than the Rules of Association. This is in accordance with the Associations Incorporation Act. *Not addressed in current rules.*
8. Under the current Rules (11(10)), the Measurer is appointed by the committee – and is not (necessarily) elected at a General Meeting. There is nothing in either current or new Rules prohibiting the committee making the Measurer position as being an elected one. Under the proposed new By-laws the Measurer shall be nominated, elected and appointed by a vote at the AGM in a similar manner to the office bearers of the Association.

Note: The current and new Rules do not currently foresee the Measurer being a committee position (with a deliberative vote on matters before the committee). Note: A person appointed or elected to the role of Measurer could also seek election to the committee if they so wished.

## Other Changes

The following are considered the lower level changes, mainly in the procedural details of the Rules. They are advised for the information of members (for discussion and debate as necessary):

1. A member can be proxy for no more than 5 other members (53(2)). *Previously no limit.*
2. Proxy forms to be received by secretary before 24 hours prior to meeting (53(9)). *Previously no such rule.*
3. Person can be present at a committee meeting by telephone or other instantaneous communication (44(1)) *New rule.*
4. Person can be present at a general meeting by telephone or other instantaneous communication (54(1)) *New rule.*
5. A special resolution passed at a general meeting must be announced as such when the results are announced (59(3)) *New rule.*
6. Notices to members can be sent by electronic transmission to an address recorded for the member (66(2)) *New Rule.*

## Additional Changes Made to the Model Rules

The following are a summary of the more substantive changes made to the Model Rules to suit the requirements of the Association:

1. The role of chairperson was separated from the positions. The term chairperson is defined in the Terms Used section. Only reflects the role in a committee meeting or general meeting. The retained term chairperson are shown in the draft Rules as highlighted yellow text.
2. Introduced the roles of President and Vice President. Substituted term "President" for "chairperson" where this related to the role we identify as President.
3. Modified Rule 27(2) which states the committee must determine the maximum number of ordinary committee members. Since this is normally managed by Rule 34(1) which says that the Association at the AGM shall decide by resolution at the AGM the number of ordinary committee members for the next year, a change to Rule 27(2) is proposed. The committee shall only determine the maximum number of committee members in the event that the prior AGM did not decide the number of ordinary committee members for the next year.

## New By-laws Proposed

The new Rules (and the Act) permit associations to agree passing of By-laws, by a resolution at a General Meeting. By-laws are usually reserved for more administrative matters related to how the Association should conduct its business. The benefit of having some aspects included in By-laws (rather than as Rules of the Association) is that By-laws can be changed by a simple majority vote at a General Meeting, as opposed to changing a Rule, which requires a vote by a 75% majority upon a Special Resolution (with longer notice period) and a need to resubmit the revised Rules to the Department of Commerce.

The following topics have been placed in the proposed By-laws:

1. The Measurer for the Association; including roles and responsibilities, nomination, election, and term of office.
2. Delegates to the Sabre Sailing Association of Australia (the National Association); including roles and responsibilities, appointment and revocation.
3. Trophies and prizes.