

Constitutional Amendments

Overview, Rationale and Motions

September 2020



Overview

- Amendments to purpose and objects to bring constitution up-to-date
- Change to election and appointment of Board members to future-proof the Association
- Addition of a role for the immediate former President for one year
- Related consequential amendments
- Proposed Terms of Reference for the Appointments Committee

Rationale

- Updating and future-proofing to meet the challenges ahead
- Feedback in membership surveys is that appointment process is not fit for purpose
- Advice received from NFP governance expert (IOD) and legal
- Election process needs supplementing – only average of 10% of members vote
- Providing a more enduring and modern Board selection process:
 - future-proof for changes to the industry
 - allows for greater selection based on skills
 - still keeps the important election process intact
 - President (and by definition President-Elect) must be elected
- Providing for a transition from one President to the next – one year extra term for immediate former President

Feedback

- Positive feedback supporting the changes
- Other feedback:
 - There is no need to change, status quo is good for now
 - Appointment Committee not independent enough
 - Too many appointed members – balance is wrong there needs to be more elected members
 - Same outcome could be achieved by increasing the tenure and function of co-opted members
 - Use general membership to fill the gaps

Motions (first motion)

Motion:

Board member Helen Atkins will move and Board member Lorraine Kendrick will second:

“That amendments to the following clauses of the Constitution are made:

- Clause 3 – Objects – updated to include the new purpose
- Clauses 5.3, 6.1, 12.2, 12.9 14.3, 17.2 – typographical amendments and to address legal advice in relation to charity registration
- Clause 7 (except clause 7.1 in relation to the immediate former President which is dealt with in (b) below)
- Clause 8 Elected Board members
- Clause 9 Appointment of President
- Clause 10 Appointed Board members
- Clause 11 Term”

Motions (second motion)

Motion:

Board member Helen Atkins will move, and Board member Lorraine Kendrick will second:

“That amendment to clause 7.1 of the Constitution is made to provide a role on the Board for the immediate former President.”

Terms of Reference for Appointments Committee

- Must include the President, Immediate former President + 2 other Board members
- Cannot include an appointed member who is re-standing for appointment
- Not finalised, up to Board to confirm final form
- Could include an independent chair – some similar committees do this

Options to amend Notice of Motion

- Members at the AGM could pass, refuse to pass or propose amendments to the Motions but would need a proposer and seconder
- Amendments within scope include:
 - Changing the balance of elected versus appointed members – e.g. 5 to 3 or 6 to 2
- Amendments outside of scope would be to amend the current co-opt arrangement as this is significantly different from the Motions in the agenda

Discussion of the Motions

- Questions
- Any proposed amendment to the Motions
- Vote