

## APPENDIX 3 – CONSTITUTIONAL MOTIONS

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The following table is set out quoting the clauses of the current constitution (adopted in 2007) in column one. Column 2 contains the proposed amendments placed alongside the similar clauses or clauses to be replaced in the 2007 constitution. The final column provides further information about the rationale or meaning associated with the changes.

Please note that the numbering of the Proposed Constitution may not flow sequentially. This is not an error. Some of the proposed clauses will be shown out of order so that they can be placed next to the equivalent clause from the 2007 Constitution.

Each motion is made in anticipation that it can be considered in its entirety. Any amendments to these motions will need to be provided in writing at least seven days before the AGM via email to [FSP@iterconsulting.com.au](mailto:FSP@iterconsulting.com.au).

### *Motion 1: Definitions*

The Management Committee recommends to the members the adoption of the following changes, deletions and additions to definitions (as relevant) of the Constitution as identified in the notes below. Specifically:

- replacing 'board' with 'committee of management'
- adding 'subcommittee'
- adding 'membership subcommittee'
- adding 'AGM'
- replacing 'convenor' with 'chairperson'

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
2. INTERPRETATION	2. INTERPRETATION	
2.1.1 'Board' means the Board of Management of the Association;	2.1.1. 'Committee' or 'Committee of Management' or 'Management Committee' means the Board of Management of the Association;	The Management Committee believes that the term 'Board' implies a sense of bureaucracy and hierarchy which does not align with the culture of FSP and the proposed values.
	2.1.2. 'Subcommittee' means a subcommittee of the Committee of Management	For clarity
	2.1.7. 'Membership Subcommittee' means the subcommittee charged with the responsibility of managing the activities of the association as they relate to members	For clarity
	2.1.8. 'AGM' means an annual general meeting of the members.	For clarity
14. CONVENER OF THE BOARD OF MANAGEMENT	7.3. Appointment of Officers	The changes are made to make the processes associated with the appointment of officers clearer and aligned with the <i>Model Constitution</i> .  The Committee of Management recommends to the membership that the title "Convenor" be replaced with
14.1. The Board of Management shall elect a convener from among themselves.	7.3.1. The Committee of Management shall elect the following officers from amongst themselves provided that no one individual may hold two offices;	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	7.3.1.1. Chairperson; and	the more widely understood term, ‘Chairperson.’
	7.3.1.2. Treasurer; and	The Committee believed that whilst the use of the term ‘Converor’ was probably adopted to imply a non-
	7.3.1.3. Secretary.	hierarchical structure its adoption appears to have
15. TREASURER AND PUBLIC OFFICER	7.4 Public Officer	resulted in a view that all activities and authority rests in this role (similar to a coordinator).
15.1. The Board of Management shall elect a Treasurer and Public Officer from among themselves.	7.4.1. The Secretary will serve as the Public Officer.	As the term Chairperson is more commonly accepted in incorporated associations and understood not to imply authority of anything more than the Management
16. SECRETARY		Committee it has been selected as the preferred term.
16.1. The Board of Management shall elect a Secretary from among themselves.		The Management Committee recommends that the Secretary is automatically appointed as the Public Officer as the duties of this role as defined by the Act are similar to those of the Committee’s Secretary

*Motion 2: Numbering, titles and formatting*

Management Committee recommends to the members the adoption of the following changes, deletions and additions to the numbering, clause titles and formatting of the constitution to the degree necessary to incorporate all of the alterations made to the Constitution associated with these motions.

*Motion 3: Objects and values*

Management Committee recommends to the members the adoption of:

- the alteration of the Objects of the constitution by replacing Clause 3. (2007) version with Clause 3. (Proposed); and
- the inclusion of the new Clause 4. Values (Proposed) as identified below.

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
3. OBJECTS	3. OBJECTS	
3.1. In general, to foster, promote and encourage the reading, writing, reciting and publication of poetry; and in particular	3.1 To foster, promote and encourage the reading, writing, reciting and publication of South Australian poetry.	The Management Committee recommends that the This recommendation is made as the Management Committee believes that the current objects are too prescriptive. The recommended object retains the essence of the current objects however does not lock FSP into any specific activities. Consequently the members and the Management Committee have more opportunity to engage in a wider range of activities in response to the circumstances of the day.
3.1.1. To organize recitals, readings, seminars and workshops		
3.1.2. To publish the Friendly Street Reader annually		
3.1.3. To publish, where possible, collections of the works of individual poets and groups of poets.		

*Motion 4: Powers of the association, powers of the committee of management, vacating office, minutes, prohibition, winding up, rules and appointment of officers*

Management Committee recommends to the members the adoption of the following changes, deletions and additions to constitution in order to align the constitution with the Model Constitution (the recommended example) published by the Attorney General’s Department of the Government of South Australia. The specific changes are described in the table below:

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
4. POWERS	5. POWERS OF THE ASSOCIATION	<p>The alteration of Clause 4.and Clause 5. to that shown as (Proposed Constitution) Clause 5. does not result in any substantive change as the powers currently listed in Clause 4. and 5. are already described as powers in Section 25 of the Act.</p> <p>By aligning the new statement regarding powers directly to the Associations Incorporation Act any changes to legislation as passed by SA Parliament will automatically be reflected in the FSP Constitution.</p>
4.1. The Association shall have power to;	5.1 The association shall have all the powers conferred by Section 25 of the Act.	
4.1.1. acquire, hold, deal with, and dispose of, any real or personal property;		
4.1.2. administer any property on trust;		
4.1.3. to open and operate bank accounts;		
4.1.4. invest its moneys -		
(i) in any security in which trust moneys may, by Act Parliament, be vested; or		
(ii) in any other manner authorized by the rules of the association;		

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
4.1.5. borrow money upon such terms and conditions as the association thinks fit;		
4.1.6. give such security for the discharge of liabilities incurred by the association as the association thinks fit;		
4.1.7. appoint agents to transact any business of the association on its behalf;		
4.1.8. enter into any other contract it considers necessary or desirable;		
4.1.9. to exercise, for the purposes of the Association, all powers given to an Incorporated Association by Section 25 of the Association's Incorporation Act of 1985 (as amended from time to time).		
5. INCOME OR PROPERTY OF THE ASSOCIATION		
5.1. The income and property of the Association wherever derived shall be applied solely towards the objects of the Association.		

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
9. RESIGNATION	6.4 Membership Resignations	Title and number change.
9.1 A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.	6.4.1. A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.	Clause 9.1. (Constitution 2007) has been broken into two parts for easier reading.
	6.4.2. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.	
11. THE BOARD OF MANAGEMENT	7. THE COMMITTEE OF MANAGEMENT	
11.1. The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting	7.1. Powers and Duties of the Committee of Management	Essentially the changes are minor and update the Constitution to align with the <i>Model Constitution</i> . There are no additional powers conferred as a result of the adoption of this change.
	7.1.1. The affairs of the association shall be managed and controlled by a Committee of Management which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the association in general meeting.	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
11.2. The Board shall have the power to appoint such officers and employees as are required to out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.	<p>7.1.2. The Committee of Management has the management and control of the funds and other property of the Association.</p> <p>7.1.3. The Committee of Management shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.</p>	
11.3. The Board shall consist of eight persons, including three of whom shall be a Convener, Treasurer (public officer) and Secretary.	7.2.1. The Committee of Management shall consist of at least five and up to eight natural persons elected by a vote of individual members conducted an Annual General Meeting.	<p>The change is recommended in order to identify a minimum number of members to be elected to the Management Committee.</p> <p>Office bearers are included in Clause 7.3. and 7.4. of the proposed constitution and removed from here.</p>
11.4. A maximum of three further persons may be co-opted by the Board to non-voting membership of the Board of Management.	7.2.9. A maximum of three further persons may be co-opted by the Committee of Management to non-voting membership of the Committee and hold office until the AGM following their co-option.	Additional words, “and hold office until the AGM following their co-option.” be included to clarify that co-opted members are not in positions which may be carried over for a second year (refer Clause 7.2.2.)
20. COMMITTEES		The Management Committee recommends that the



Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
20.1. The Board of Management may delegate any of its responsibilities other than the power to delegate to committees consisting of such of its members and/or other persons as it thinks fit with specific responsibilities and duties as it may from time to time determine.		Clause 20. (2007) should be removed as its provisions are already implied by the references of the powers of the Management Committee under the Act in other newly proposed clauses.
13. VACATING OFFICE	7.6. Vacating Office	The Management Committee recommends that the Clause 13.1 and sub-clauses (Constitution 2007) be replaced by the wording identified in the <i>Model Constitution</i> .
13.1. The office of Convener, Treasurer, Public Officer or Member of the Board of Management shall be vacated by the holder thereof if;	7.6.1. The office of Chairperson, Treasurer, Public Officer or Member of the Committee of Management shall be vacated by the holder thereof if:	
13.1.1. In the opinion of the Board of Management expressed by a resolution in favour of which three of the Board of Management have voted he or she becomes unfit to perform or incapable of performing the duties of his or her office provided that written particulars of his or her unfitness or incapability shall have been forwarded to him or her at least fourteen days before the meeting and he or she has been given an opportunity of being	7.6.1.1. in the opinion of the Committee of Management the officer becomes unfit to perform or incapable of performing the duties of office; and  7.6.1.2. such opinion is expressed by a resolution in favour of which three of the Committee of Management have voted; and	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
heard at that meeting before the resolution is put to the meeting; or:		
13.1.2. By notice in writing to the Board of Management he or she resigns from office and his or her resignation is accepted by the Board of Management.	7.6.1.3. the officer shall have been forwarded written particulars of the alleged unfitness or incapability at least seven days before the meeting before the resolution is put to the meeting; and	
	7.6.1.4. the officer has been given an opportunity of being heard at that meeting; or	
	7.6.1.5. by notice in writing to the Committee of Management the officer resigns from office and such resignation is tabled to the Committee of Management.	
	7.7. Disqualification of Committee Members	
	7.7.1. The office of a committee member shall become vacant if a committee member is:	Also refer to Clause 18. (2007).  These clauses align with the <i>Model Constitution</i> and provide standard processes to deal with issues associated with the inability of Management Committee
	7.7.1.1. disqualified from being a committee	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	<p style="text-align: center;">member by the Act; or</p> <p>7.7.1.2. expelled as a member under these rules; or</p> <p>7.7.1.3. permanently incapacitated by ill health; or</p>	members to fulfill their duties in light of a range of circumstances.
18. FAILURE TO ATTEND MEETINGS	Refer 7.7. above	Clause 18. (2007) is incorporated into Clause 7.7. (Proposed).
18.1. Should a member of the Board of Management fail to attend three consecutive meetings his or her position on the Board may be terminated by a resolution of the Board of Management in favour of which at least three members of the board have voted.	<p>7.7.1.4. absent without apology from more than four meetings in a financial year; or</p> <p>7.7.1.5. absent without apology for three consecutive meetings.</p>	Changes made to reflect the <i>Model Constitution</i> and provide standard processes to deal with the failure of a committee member to ensure availability to fulfill their duties.
17. POWERS OF THE BOARD OF MANAGEMENT	7.1. Powers and Duties of the Committee of Management	Change in title and numbering
17.1. The Board of Management is empowered, subject to this constitution and to any direction by a general meeting to:	7.1.1. The affairs of the association shall be managed and controlled by a Committee of Management which, in addition to any powers and authorities conferred by these	The Management Committee recommends the adoption of the Clause 7.1. and sub-clauses (Proposed) to replace Clause 17. (2007).
17.1.1. Appoint and remove and pay off such staff,		Changes made to reflect the <i>Model Constitution</i> and the

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
<p>either permanent or temporary, as may be desirable for the purposes of the Association, and to determine their duties and the terms of their employment, to fix their salaries or other remuneration, and to make superannuation provisions for them or any of them.</p>	<p>rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the association in general meeting.</p>	<p>current interpretation of the Act.</p>
<p>17.1.2. Pay all expenses and outgoings which may be incurred in carrying out the purposes of the Association.</p>	<p>7.1.2. The Committee of Management has the management and control of the funds and other property of the Association.</p>	
<p>17.1.3. Do all such other acts and things as are or may be incidental to or conducive to the attainment of the objects of the Association or any of them.</p>	<p>7.1.3. The Committee of Management shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.</p>	
<p>17.1.4. Promulgate from time to time standing orders for the regulations of its business.</p>		
<p>23. MINUTES</p>	<p>9. MINUTES</p>	
<p>23.3. Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, and that</p>	<p>9.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all</p>	<p>Changes made to reflect the <i>Model Constitution</i>.</p>

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
all appointments made at a meeting shall be deemed to be valid.	proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.	
No similar clause exists	12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS	Addition made to reflect the <i>Model Constitution</i> .
	12.1. The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.	
30. AMEMEDMENT OF THE CONSTITUTION	15. RULES	Changes made to reflect the <i>Model Constitution</i> .
30.1. The constitution may be repealed or amended by a resolution at a General Meeting of the Association which is carried by a majority of at least two thirds of the members present at such a meeting. Any	15.1. These rules may be altered by special resolution of the members of the association.	
	15.2. The alteration shall be registered as required by the Act.	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
<p>proposed amendment to the constitution shall be set out in full in the notice to members calling such a General Meeting.</p>	<p>15.3. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.</p>	
	<p>13. WINDING UP</p>	<p>New clause recommended</p>
<p>30.2. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but the following provisions shall apply.</p>	<p>13.1. The association may be wound up in the manner provided for in the Act.</p>	<p>Additions made to reflect the <i>Model Constitution</i></p> <p>Alteration to make direct reference to all the provisions of the Act rather than identifying only specific provisions from the act in regards to this matter.</p>

*Motion 5: Membership (types and rights)*

Management Committee recommends to the members the adoption of the following changes to allow for greater clarity regarding the types of membership for the association and the rights and responsibilities associated with membership.

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
6. MEMBERS	6. MEMBERSHIP	
6.1 Members of the Association shall be:	6.1. A member of the association shall be a natural person who or body corporate which:	The Management Committee recommends that Clause 6. be further clarified using the description from the <i>Model Constitution</i> to identify members as either individuals or organisations.
6.1.2. those organizations or individuals who are represented or present at the meeting called to form the Association and who signify their intention of becoming members and paying such annual membership fees as shall be determined either at the said meeting or thereafter in accordance with these rules;	6.1.1. declares support for the mission, values and objects of the association and agrees to be bound by its rules; and	The rationale for changes follows:  6.1.1. Constitution (2007) is a clause which for all but the part, 'thereafter in accordance with these rules;' only applied to the inaugural meeting which first formed the association. It is therefore now redundant as the organisation has been established.  The addition of 6.1.1. (Proposed Constitution) clearly articulates that membership is predicated upon the applicant's declared support for the objects and values of FSP.  6.1.2. (Proposed Constitution) clearly identifies
6.1.2. thereafter those organizations or individuals who pay to the Association such annual membership fees as shall from time to time be determined by the Association in General Meeting.	6.1.2. pays the annual subscription fee; and	
	6.1.3. applies for membership in writing; and	
	6.1.4. has the application approved by the membership subcommittee.	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
		<p>that a member is required to pay the annual membership fee (later defined in 6.3.1.).</p> <p>6.1.3. (Proposed Constitution) clearly articulates the requirement that a potential members must apply for membership in writing to be considered for membership. In practice the application will be the completion of a simple membership form which will record the relevant details needed for FSP to maintain a <i>register of members</i> (later defined in 6.6.) and by which the applicant will declare support for the organisation (as required by 6.1.1.).</p> <p>6.1.4. (Proposed Constitution)</p>
	6.2 Membership Types	<p>These clauses clearly identify the eligibility requirements for the three types of membership of the Association being individual, organisational and life.</p> <p>In addition the Clauses 6.2.2.1. and 6.2.2.2. make explicit the rules associated with organisational membership and representation.</p>
	6.2.1. Individual membership is provided for natural persons.	
	6.2.2. Organisational membership is provided to enable interested organisations to join FSP.	
	6.2.2.1. Where an organisation joins as a member of FSP the organisation shall	



Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	<p>provide details of a nominated representative.</p> <p>6.2.2.2. An organisational representative may not stand for election to the Board unless they are a member in their own right and stand as an individual.</p> <p>6.2.3. Life Membership is Individual Membership provided for natural persons who have made extraordinary contributions to the association.</p> <p>6.2.3.1. Life membership may only be conferred on a natural person by a motion carried at a meeting of the association</p>	
7. RIGHTS OF MEMBERSHIP	6.7. Rights of Members	
7.1. An individual member shall:	6.7.1. An individual member shall:	
7.1.1. be eligible to nominate for election to the Board of Management;	6.7.1.1. be eligible to nominate for election to the Committee of Management; and	
7.1.2. be entitled to attend, take part in, and vote at	6.7.1.2. be entitled to attend, take part in, and	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
General Meetings of the Association;	vote at General Meetings of the Association; and	
	6.7.1.3. be entitled to such other benefits as the Committee of Management shall from time to time determine.	This clause is simply moved from 7.2 in the Constitution (2007) and placed here for reading clarity.
7.2. A member organization or individual shall:	6.7.2. A member organization shall:	Change in title reflecting that rights are repeated separately under Clauses 6.7.1. and 6.7.2. (Proposed Constitution).
7.2.1. be entitled to receive notice of the Association's activities and any other such artistic or social projects as shall be determined by the Board of Management;	6.7.2.1. be entitled to attend, take part in, and vote at General Meetings of the Association; and	Clause 7.2.1. (Constitution 2007) is removed as the constitution does not list all of the various benefits available to members and therefore it seems unwarranted to single out just one benefit. Rights to benefits are provided for in Clauses 6.7.1.3. and 6.7.2.2.
7.3. Be entitled to such other benefits as the Board of Management shall from time to time determine.	6.7.2.2. be entitled to such other benefits as the Committee of Management shall from time to time determine.	

*Motion 6: Membership subcommittee*

Management Committee recommends to the members the adoption of the following changes to allow for the creation of a membership subcommittee which will include member representatives and will be responsible for:

- reviewing membership forms and formally approving applicants as members
- maintaining an accurate membership roll
- managing any grievances or concerns regarding misconduct

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
No similar clause.	6.5 Membership Subcommittee	<p>The provisions clearly document a process for managing:</p> <p style="padding-left: 40px;">applications for membership; and</p> <p style="padding-left: 40px;">alleged misconduct by a member.</p> <p>These clauses do not specifically describe the process for addressing alleged misconduct by a member (which are in Clause 10. (Constitution 2007) and Clause 6.8. (Proposed Constitution), but they do require that matters of alleged misconduct are managed by a subcommittee of the Management Committee, here proposed as the Membership Subcommittee.</p>
	6.5.1. The Committee of Management will establish terms of reference for and appoint a membership subcommittee to oversee membership of the association.	
	6.5.2. The membership subcommittee will be made up of between three and five members of the association and include at least one member of the Committee who will be the chairperson of the committee.	
	6.5.3. The membership subcommittee will approve or reject applications for membership and hear matters concerning the expulsion of a	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	member.	
No similar clause.	6.6 Register of Members	It is a standard expectation that an association should be able to identify its members for the purpose of conducting its affairs. This clause clearly articulates a process to manage such records.
	6.6.1. A register of members must be kept by the membership subcommittee and contain:	
	6.6.1.1. the name and address of each member; and	
	6.6.1.2. the date on which each member was admitted to the association; and	
	6.6.1.3. if applicable, the date of and reason(s) for termination of membership.	
10. EXPULSION OF A MEMBER	6.8. Expulsion of a Member	Please note that the provisions discussed below are not new to the constitution, rather they have been modified to be more responsive to principles of natural justice and provide a mechanism for appeal.
10.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.	6.8.1. Subject to giving a member an opportunity to be heard or to make a written submission, the membership subcommittee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.	
10.2. Particulars of the charge shall be communicated to	6.8.2. Particulars of the charge shall be	The Management Committee recommends that any

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
<p>the member at least one calendar month before the meeting of the Board at which the matter will be determined.</p>	<p>communicated to the member at least one calendar month before the meeting of the subcommittee at which the matter will be determined.</p>	<p>initial investigation of alleged misconduct be referred to the Membership Subcommittee.  In doing so the full Management Committee then has the opportunity to act as a panel of appeal.</p>
<p>10.3. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to sub rule (4), cease to be a member 14 days after the Board has communicated its determination to him.</p>	<p>6.8.3. The determination of the subcommittee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 7 days after the subcommittee has communicated its determination to the member.</p>	<p>The Management Committee recommends that the length of time between the communication of the expulsion and it taking effect be reduced from fourteen days to seven days.</p>
<p>10.4. It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Board has been communicated to the member.</p>	<p>6.8.4. It shall be open to a member to appeal to Committee of Management against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 7 days after the determination of the membership subcommittee has been communicated to the member.</p>	<p>The Management Committee recommends that the right of appeal be taken to the Management Committee as it already is representative of the membership.  The concern of taking the appeal to the wider membership is the potential for the spread of conflict and disunity amongst the membership.  Ultimately if the Management Committee upheld the expulsion of a member upon appeal, and the membership thought that such a decision was unjust then those members could take recourse via a general meeting.</p>
<p>10.5. In the event of an appeal under sub rule (4) the appellant's membership of the Association shall not be terminated unless the determination of the</p>	<p>6.8.5. In the event of an appeal the appellant's membership of the Association shall not be terminated unless the determination of the</p>	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
<p>Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting which the determination of the Board is upheld.</p>	<p>subcommittee to expel the member is upheld by the Committee of Management after the appellant has been heard, and in such event membership will be terminated at the date of determination of the review by the Committee of Management.</p>	<p>The Management Committee also recommends the reduction of the appeal window to be reduced to seven days recognising the ease of email communication.</p>
	<p>6.8.6. The decision of the Committee of Management shall be final.</p>	<p>The Management Committee recommends that this Clause 6.8.6. be adopted to clearly define that the process of investigation and expulsion is completed upon an unsuccessful appeal.</p>

*Motion 7: Management committee terms, quora and disqualification*

Management Committee recommends to the members the adoption of the following changes to enable the following:

- two year terms for elected Management Committee members; and
- establish a one off mechanism to enable 50% of the board elected for a two year term to retire at the 2015 AGM and therefore enabling a rotation each year by which half of the board are up for re-election;
- remove redundant references to the inaugural general meeting
- simplify the nomination process for those wishing to stand for management committee positions;
- remove the casting vote of the chairperson: and
- clarify the number of members required for a quorum based on a percentage of positions occupied rather than a defined number.

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
12. ELECTION OF MEMBERS	7.2. Election of Members to the Committee of Management	
12.1. Board Members shall be elected by a vote of individual members conducted at an Inaugural Meeting of thereafter at an AGM.		Please note that Clause 12.1. (Constitution 2007) is now incorporated into Clause 7.2.1. (proposed constitution) above.
12.2. Board Members shall hold office for the period of one year or until the AGM following their election or appointment when all positions shall be declared vacant.	7.2.2. Elected committee members shall hold office for the period of two years.	The Management Committee recommends that members adopt this change to allow committee members to be elected to a two year term.  Currently it is possible that no committee members

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
		continue from the previous year and therefore there is no continuity of knowledge. This poses a risk to the association and is inefficient.
	7.2.3. One half of the members of the committee, who shall be chosen by ballot, shall only serve a one year term and shall retire from the committee at the first AGM following the adoption of this amended constitution.	The purpose of this clause to ensure that in the first year at least four positions are declared vacant after one year. The effect is that thereafter a cycle will exist where each AGM half of the Committee of Management will be up for re-election.
	7.2.4. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.	
	7.2.5. An individual person having served three full terms on the Committee of Management will not be eligible for re-election for at least 12 months.	This clause provides for the ‘forced’ retirement of a Committee member who has served six years consecutively. The purpose of having a maximum term of service is to ensure that opportunities exist for other members to join the Management Committee and so that the association does not come to rely on a small group of stalwart members to take on this role.
12.3. Each individual member shall have one vote at		The provision for one vote per membership at a general meeting is made in Clause 6.7. and 8.6. (proposed



Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
AGM elections.		constitution).
12.4. Individual members may nominate a candidate in writing, or nominate themselves in writing, to stand for election to the Board of Management. Individual members nominated for election to the Board of Management must be financial of the Association except in the case of the Inaugural Meeting.	7.2.6. Members may nominate a candidate in writing, or nominate themselves in writing, to stand for election to the Committee of Management.	Number change. For ease of interpretation Clause 12.4 (Constitution 2007) has been split into two Clauses 7.2.6 and 7.2.6.1. in the proposed constitution.
	7.2.6.1. Individual members nominated for election to the Committee of Management must be financial members of the Association.	The Management Committee recommends that the reference to the inaugural meeting has been removed as it is now redundant.
12.5. All nominations for election to the Board of Management must be in the hands of the Secretary of the Board of Management prior to the start of the AGM. At the Inaugural Meeting or in the case of the Secretary being absent, the Chairperson may receive nominations after opening the meeting.	7.2.6.2. All nominations for election to the Committee of Management must be in the hands of the Secretary of the Committee of Management prior to the start of the AGM.	The Management Committee recommends that the reference to the inaugural meeting has been removed as it is now redundant.  The Management Committee recommends that the reference to nominations being handed to the Chairperson in the Secretary's absence be removed as for the purpose of a general meeting the Management Committee would be required to nominate a Secretary out of Management Committee members present.
19. PROCEEDINGS OF THE BOARD	7.7. Proceedings of the Committee of Management	
19.2. Questions arising at any meeting shall be decided	7.7.2. Questions arising at any meeting shall be	The Committee recommends that the Chairperson loses

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
<p>by a majority of votes, and in the event of equality of votes the Convener shall have a casting vote in addition to a deliberative vote.</p>	<p>decided by a majority of votes, and in the event of equality of votes the motion will be defeated.</p>	<p>their casting vote but retains their deliberative vote.</p> <p>It is common practice to expect that any motion before a Management Committee is likely to pass by consensus or with little dissent. The Committee believes that if the case arises where a person would be required to use a casting vote then the Committee would be better placed seeking alternative actions rather than be divided on the matter.</p>
<p>19.3. A quorum for a meeting of the Board shall be four members.</p>	<p>7.7.3. A quorum for a meeting of the Committee of Management shall be one half plus one of the members of the Committee of Management.</p>	<p>The Management Committee recommends that the Clause 19.3. (2007) be replaced by the Clause 7.7.3. (Proposed) to reflect that the minimum number of members which may form a Management Committee is five (refer Clause 7.2.1. (Proposed)). Consequently a quorum should be presented as a percentage of the total committee.</p>

*Motion 8: Financial reporting*

Management Committee recommends to the members adopting the following changes relating to financial reporting:

- removing the requirement for compulsory auditing of the annual accounts by a registered auditor;
- requiring that the annual accounts be submitted to an independent accountant for review;
- changing the organisation’s financial year to January – December
- requiring the management committee have the annual accounts audited when required to do so by a contract or agreement with a third party (e.g. as a condition of funding).

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
26. FINANCIAL YEAR	10. FINANCIAL REPORTING	Title change
26.1. The first financial year of the Association shall be the period ending on June 30 1989, and thereafter a period of 12 months ending on 30 June in each year.	10.1. Financial year	The Clause 26.1. (2007) is replaced by Clauses 10.1. and 10.1.1.(2014) recognising the current practice of the association to operate according to a January to December financial year.
	10.1.1. The financial year of the association shall be the period beginning on the 1st of January and ending on the 31st of December.	
27. BOOKS OF ACCOUNTS AND RECORDS	10.2. Accounts to be kept.	
27.1. Such books of accounts shall be kept or be caused to be kept by the Treasurer as may be necessary for the proper and efficient function of the Association and shall be audited at least once a	10.2.1. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the	Changes made to reflect the <i>Model Constitution</i> .  The provision for accounts to be audited has been changed to reflect the obligations of the association

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
year by the Association's appointed Auditor.	association in accordance with the Act.	under the Act or where auditing may be required by a third party as a condition of funding for a FSP activity. Refer to notes at Clause 29. (2007).
	10.3. Accounts and reports to be laid before members.	
	10.3.1. The accounts, any auditor's report subject to the provisions of clause 10.4., the committee's statement and report, shall be laid before members at the annual general meeting.	
29. AUDITOR	10.4. Appointment of auditor	New title
29.1. A registered company auditor shall be appointed at a General Meeting who shall audit the Association's accounts and give a report to the Board of Management and to the members at an Annual General Meeting.	10.4.1. At each annual general meeting, the members shall appoint a person to be auditor of the association under the provisions of the Act.	The Associations Incorporation Act requires the appointment of an auditor for organisations which have an annual turnover in excess of \$500,000.  At present there is no requirement for FSP to have its annual accounts audited.
	10.4.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.	
	10.4.3. The Committee of Management shall submit the books of accounts and records for auditing subject to the following conditions:	The costs associated with Auditing (unnecessary under the Act) can amount to \$3,000 per annum which the
	10.4.3.1. The association achieves and annual	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	<p>turnover requiring the appointment of an independent auditor under the Act; or</p>	<p>Committee believes would be better invested in paying for month by month support.</p>
	<p>10.4.3.2. The Association has entered a contract or agreement with a third party requiring that the books of accounts and records are audited by an independent auditor; and</p>	<p>Arts SA has advised that to receive Arts SA funding the association would only need to have its annual accounts audited for grants over \$20,000 per annum.</p>
	<p>10.4.3.3. In all other circumstances the Committee of Management will present a financial report to the membership at the Annual General Meeting which has been prepared in consultation with an independent Chartered Accountant.</p>	<p>The Management Committee therefore recommends that the membership adopt changes to the constitution removing the obligation and expense of independent auditing unless auditing is demanded by the Act or explicitly by a funding contract.</p>

*Motion 9: Modifications to General Meetings*

Management Committee recommends to the members adopting the following changes relating to the facilitation and management of general meetings of the association, specifically:

- removing the redundant references to the inaugural meeting; and
- aligning the clauses to the Model Constitution; and
- explicitly detailing standing orders for the AGM; and
- changing the number of requisitioners for calling a special general meeting to a percentage of members (5%) rather than a specific number (currently 12);
- reducing the notice periods for meetings from the minimum of 28 days to either a minimum of 21 days or 14 days depending on the nature of the business of the meeting; and
- providing for a meeting which commences inquorate to become quorate under specific circumstances; and
- clarifying arrangements for ballots and processes for decision making; and
- providing a mechanism for an organisational member to cast one vote through its delegate.

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
21. GENERAL MEETINGS	8. GENERAL MEETINGS OF THE ASSOCIATION	Change in title and in numbering
	8.1. Annual General Meeting	New sub-clause inserted for clarity.
21.1. The meeting called to form the Association shall be deemed the first Annual General Meeting and not withstanding anything herein contained the first	8.1.1. The committee shall call an annual general meeting, to occur within four months of the end of the association’s financial year, and in	The Management Committee recommends that Clause 8.1.1. (Proposed) replace Clauses 21.1., 21.2., and 21.3.

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
Board of Management may be nominated and elected at such meeting and the provisions of clause 12 shall apply mutatis mutandis to such nomination and election.	accordance with the Act and these rules.	<p>(2007).</p> <p>Statements in the clauses referring to the inaugural meeting are now redundant and can be removed.</p> <p>The meetings must be held within four months of the end of any association's financial year, which is in FSP case January to December. If the AGM was held according to Clause 21.2. (2007) FSP would be in breach of the Act.</p> <p>All other references contained within Clauses 21.1., 21.2., and 21.3. (2007) are implied in the reference to the Act in 8.1.1. (Proposed).</p>
21.2. Except for the first Annual General Meeting to form the Association, Annual General Meetings shall be held between 1 June and 30 September in each year, commencing 1989.		
21.3. The time and place of Annual General Meetings shall be determined by the Board of Management.		
21.4. Standing orders for Annual General Meetings shall be determined from time to time by the Association in General Meetings.	8.1.2. The order of the business at the meeting shall be:	The Management Committee recommends that for the sake of clarity the itemized standing orders expected at an AGM as defined in Clause 8.1.2. (Proposed) and sub-clauses be included in place of the generalised statement in 21.4. (2007).
	8.2.2.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting; and	
	8.2.2.2. the consideration of the accounts and reports of the committee and the auditor's report; and	

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	8.2.2.3. the election of committee members; and 8.2.2.4. the appointment of auditors; and 8.2.2.5. any other business requiring consideration by the association in general meeting.	
21.5. The Board of Management may, whenever it thinks fit to do so, convene a General Meeting of the members.	8.2. Special General Meetings  8.2.1. The committee may call a special general meeting of the association at any time.	Number change.  Changes made to reflect the <i>Model Constitution</i> .
21.6. The Board of Management, upon receipt to a requisition for a General Meeting signed by no less than twelve members and stating the purpose of the meeting, shall within seven days give notice of a General Meeting to all members.	8.2.2. Upon a requisition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.	Number change.  Change in requirement of requisitioners from an absolute number to a % of members.  Changes made to reflect the <i>Model Constitution</i> .
	8.3. Notice of General Meetings	Title inserted for ease of reading.
21.7. Twenty eight days notice in writing shall be given to all members of any General Meeting of the Association.	8.3. 1. Subject to these rules, at least 14 days notice of any general meeting shall be given to members, however if the meeting will	Number change.  Change in notice period from absolute 28 days to either 14 or 21 days depending on the nature of the business of



Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	<p>consider a special resolution as defined by the Act, at least 21 days notice shall be given to members.</p>	<p>the meeting. Language updated to reflect the <i>Model Constitution</i>.</p>
<p>No similar clause currently exists</p>	<p>8.3. 2. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.</p>	<p>Addition made to reflect the <i>Model Constitution</i>.</p>
	<p>8.3. 3. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the postal or email address appearing in the register of members.</p>	<p>Addition made to reflect the <i>Model Constitution</i>.</p>
	<p>8.3. 4. Where a notice is sent by post unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.</p>	<p>Addition made to reflect the <i>Model Constitution</i>.</p>
	<p>8.2.2.1. Every requisition for a special general meeting shall be signed by the relevant members and shall state the</p>	<p>Addition made to reflect the <i>Model Constitution</i>.</p>

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	purpose of the meeting.	
	8.2.2.2. If a special general meeting is not convened within one month, as required by these rules, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.	Addition made to reflect the <i>Model Constitution</i> .
	8.2.3. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.	Addition made to reflect the <i>Model Constitution</i> .
22. PROCEEDINGS AT MEETINGS	8.4. Proceedings at general meetings	Change in numbering
22.1. Fifteen members present personally or by proxy	8.4.1. Ten members present personally or by proxy shall constitute a quorum for the transaction	Reduction of the number of members required for a

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
shall constitute a quorum at any general meeting.	of business at any general meeting.	quorate meeting being from fifteen to ten.
22.2. Members present shall choose one of their number to be Chairperson.	8.4.3. The members present shall appoint a chairperson to preside at a general meeting of the association.	Changes the rules to allow the members to appoint either a member or a non member to chair the members' meeting.
22.3. The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.	8.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.	The proposed changes outlined in Clause 8.4.2. (Proposed) to the existing Clause 22.3., 22.4., and 22.5. (2007) allow for a meeting which is inquorate to become quorate. As such adjournments do not result in a substantive delay in conducting the business of the association.
22.4. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of the members.		
22.5. At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the		

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.		
22.6. If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.	8.6. Poll at General Meetings  8.6.1. Unless a poll is demanded by at least five members, a question for decision at a general meeting shall be determined by a show of hands.	New title inserted for ease of reading.  Changes made to reflect the <i>Model Constitution</i> .
No similar clauses exist in the 2007 Constitution	8.6.2. If demanded poll will be by secret ballot; and  8.6.3. the result of the poll is the resolution of the meeting on that question; and  8.6.4. For the purpose of a secret ballot the meeting shall appoint a returning officer.	
22.7. A poll is demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and	8.6.5. A poll demanded for the election of a person presiding must be taken immediately, but any other poll may be conducted at any time	The provision for a poll related to adjournment is removed as such provision becomes redundant upon the adoption of the Clause 8.4.2. (Proposed).

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
without adjournment.	before the close of the meeting.	Minor changes to wording.
24. VOTING RIGHTS	8.5. Voting at General Meetings	Change in title
24.1. Subject to these rules each member present in person or by proxy shall be entitled to one vote.	8.5.1. Subject to these rules, every member of the association has only one vote at a meeting of the association.	Additions made as recommended by the <i>Model Constitution</i> .
	8.5.2. Resolutions will be considered to be passed based on the provisions of clause 8.6.3.	Additions made as recommended by the <i>Model Constitution</i> .
	8.5.4. A member being an organisational member shall be entitled to appoint one person to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the organisational member in writing and be entitled to cast the member organisation's vote.	Additions made as recommended by the <i>Model Constitution</i> .
	8.7. Special and Ordinary Resolutions	Title addition made for ease of reading.
	8.7.1. A special resolution is as defined in the Act and shall require support of two thirds majority at a general meeting to be carried.	Additions made as recommended by the <i>Model Constitution</i> .

Current Constitution (adopted 2007)	Proposed Constitution (recommended 2014)	Notes / Explanation
	8.7.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.	Additions made as recommended by the <i>Model Constitution</i>

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