

# Rockhampton Touch Football Association

## Covering Note to Draft Constitution – February 2024

Given that Rockhampton Touch Football Association is incorporated under the *Associations Incorporation Act 1981* (the Act), the organisation must operate according to a set of rules, which are consistent with the Act and the *Associations Incorporation Regulation 1999*. These rules are referred to as a constitution.

In late 2023, the association engaged governance consultants CPR Group to develop a new constitution. As part of this process, CPR Group has completed an assessment of the association's existing constitution and identified some areas in the document that now require updating.

The association's proposed new constitution, which reflects the contemporary provisions of good governance, is proposed to supersede the existing constitution, once adopted by members and registered with the Office of Fair Trading (OFT). Members of the association are invited to provide feedback on the draft.

The table below provides a summary of key components of the proposed new constitution. **Note: all aspects of the proposed new constitution adhere to the *Associations Incorporation Act 1981 (as amended)*.**

### Changes made to align the proposed constitution with the *Associations Incorporation Act 1981*

#### General

- Modernised objects and powers to align with the association's strategic direction.

#### Membership

- Classes of membership specified in the new constitution are:
  - ordinary members; (voting, eligible for management committee)
  - junior members; (non-voting, ineligible for management committee)
  - limited members; (non-voting, ineligible for management committee)
  - life members. (voting, eligible for management committee)
- Sub-classes of these membership classes may be defined in the association's bylaws.
- A procedure for the nomination of prospective life members is included.
- It is the duty of management committee members to prevent insolvent trading and it is considered essential that the management committee has the power to fulfil its statutory fiduciary duties. Therefore, all fees are set by the management committee, in line with good business practice. This is very common amongst sporting associations.
- Taking account of privacy considerations, the proposed new constitution stipulates that the association's register of members is only open for inspection by the secretary, the management committee and any other person authorised by the management committee.
- Appeal timeframes are now as short as possible to deal with any disciplinary issues promptly and to better provide for natural justice. Rather than calling a general meeting to hear an appeal against the management committee's decision to terminate or suspend a member's membership, the appeal would instead be heard by an appeals panel.
- An applicant who applies for membership and has their application rejected, has no right to appeal this rejection. Note: this only applies to applicants who **are not** already members.

- An existing member, who has their application for membership renewal rejected, has the right to appeal the rejection.
- Grievance and mediation procedures have been included to ensure compliance with the Act.

### **Management Committee**

- Clarification of legal duties of management committee members, including the duty to:
  - disclose material personal interests;
  - exercise care and diligence;
  - act in good faith;
  - not improperly use positions or information to gain benefit; and
  - prevent insolvent trading.
- Additional provisions relating to material personal interests of management committee members, as well as declaration of any remuneration paid to senior employees and management committee members, have been added.
- In line with best practice a clause is introduced to forbid any permanent employees of the association from simultaneously holding office as a management committee member.
- The management committee must have between five and nine members, in line with best practice of an efficient, streamlined management committee. The positions of president and treasurer are listed, along with any other members elected at a general meeting. This does not prevent the association from keeping current management committee roles, but instead provides flexibility to the structure of the committee.
- The current management committee election processes have been retained.
- Any eligible (ordinary or life) member may be nominated for a management committee position by two other members of the association who are eligible to vote at general meetings.
- Additional clauses have been included concerning the removal of management committee members in line with legislation and best practice. This includes the requirement for all management committee members to have a Working With Children check (Blue Card) as required by legislation.

### **Meetings**

- At meetings of the management committee and at general meetings, any question arising is to be decided by a majority vote of those present and voting and, if the votes are equal, the question is decided to maintain the status quo. There is no casting vote for the chairperson.
- Under the proposed new constitution, the quorum for any management committee meeting is more than 50% of the management committee.
- The quorum for any general meeting (inc. annual general meeting) is the number of eligible voting members equal to double the number of management committee members plus one (for example, if there are seven members on the management committee, 15 voting members [7 + 7 + 1] are required).
- Management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to take part in discussion and debate.
- The management committee must meet at least once every four months. The management committee is able to continue meeting more regularly than this, as per current practice. If the management committee is unable to hold a meeting, a written resolution may be agreed in writing.

### Finance

- The association's financial year end date will remain as 31 December in each year and the association's AGM must be held within 6 months of this date.

### Winding Up

- In the event that the association is wound up, no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the association in their possession and payment of any outstanding fees or levies.

### How will my current membership be affected?

On the date that the new constitution is registered by the Office of Fair Trading, the current membership classifications will automatically transfer as follows:

All current ordinary members, playing members and non-playing members will become sub-classes of **ordinary membership**. These members are eligible to vote at general meetings of the association and are eligible for management committee positions.

All current junior members will remain in the **junior membership** category. These members are not eligible to vote at general meetings of the association and are not eligible for management committee positions.

All current honorary members will become sub-classes of **limited membership**. These members are not eligible to vote at general meetings of the association and are not eligible for management committee positions.

All life members will remain in the **life membership** category. These members are eligible to vote at general meetings of the association and are eligible for management committee positions.

The RTA management committee will use this constitution review as an opportunity to create a clear, streamlined membership process. Once the new membership period begins (1 July 2024), all current and prospective members will be provided with information about joining RTA as a member for the 2024/2025 membership period.