

Changes to the OT constitution

08 February 2021

Proposed changes

The following changes are being proposed by your Board in order to:

- a) meet suggestions for improved governance from Communities, Sport and Recreation included in their model constitution
- b) meet recommended practice from the Australian Sports Commission's Sports Governance Principles
- c) align our constitution with some OA constitution changes

1. Voting at Board or General meetings

Current constitution states:

7.6.1 Upon a question arising at a general meeting, Board meeting or committee meeting, each eligible member present, including the person presiding, shall have one vote only, and, subject to the provisions of rules 3.5.2, 3.6.2, 9.2 and 11.1, the question shall be decided by a simple majority of votes, except that (other than as provided for in rule 6.2.7) in the event of an equality of votes on any question the person presiding shall have a second or casting vote.

The Australian Sport Commission's Sports Governance Principles recommend that, 'votes taken at board or general meetings should be passed by a majority of director/members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited'.

Therefore it is proposed that the constitution be changed:

'7.6.1 Upon a question arising at a general meeting, Board meeting or committee meeting, each eligible member present, including the person presiding, shall have one vote only, and, subject to the provisions of rules 3.5.3, 3.6.2, 9.2 and 11.1, the question shall be decided by a simple majority of votes, except that (other than as provided for in rule 6.2.7) in the event of an equality of votes on any question the resolution is not carried. The person presiding shall not have a casting vote'

(Note that 3.5.2 in the current Constitution is a mistake and had been changed to 3.5.3)

2. Income and Property

An additional section from the CSR model is proposed which confirms our current practice but which is currently not explicitly mentioned in the constitution:

8.9 Use of income and property

8.9.1 The income and property of the Association will be applied only towards the promotion of the Purpose.

8.9.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or*
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or*
- (c) of reasonable rent for premises let by them to the Association.*

3. Structure of the Board

Current constitution states:

4.2 COMPOSITION OF THE BOARD

4.2.1 Subject to rules 4.2.4, 4.2.7 and 5.1.1, the Board shall consist of 5 executive members and 3 members known as directors.

4.2.2 Any life member or financial ordinary member of OT shall be eligible for election to the Board.

4.2.3 Subject to rule 4.2.4, the executive members of the Board shall be —

- (a) a President;*
- (b) two Vice Presidents;*
- (c) a Secretary, who shall be the public officer; and (d) a Treasurer.*

4.2.4 A person who vacates the office of President at the annual general meeting and is not re-elected is entitled for the following year to be known as the Immediate Past President and to be an executive member of the Board.

4.2.5 The 3 directors shall be known as —

- (a) Director, Technical;*
- (b) Director, Performance;*
- (c) Director, Development*

4.2.6 Subject to this Constitution, the members of the Board shall be elected at the annual general meeting of OT.

4.2.7 If after the ballot for membership of the Board has been completed it is found that a member club is not represented on the Board, then that club shall have the right to appoint a representative who shall become a member of the Board with full voting rights.

There are a number of issues to be addressed regarding the number and function of directors.

According to the CSR model the trend in sporting organisations is to not entrench portfolios or titles in the Constitution. If it is determined to allocate portfolios or titles to directors it is considered that the discretion simply be retained in the Board so as to maintain flexibility and not require constitutional change if a portfolio is no longer required.

Your Board is of the view that the President/Treasurer/ Secretary roles are specific to individuals and the members would expect to be able to vote for them.

The roles of the VPs are not particularly clear and have not been used in the past as a stepping stone to the Presidency and it is proposed that these roles be dropped in favour of additional 'general' directors.

Currently the immediate past president is entitled to be an executive member of the board. It is proposed this clause be omitted - the Board may still call on the immediate past president for advice or support but this need not be enshrined in the constitution.

Whilst other roles may also be considered specific it would be simpler if the remainder of directors became 'general'. i.e. a General Meeting elects 'Directors' (as well as the President/Treasurer/ Secretary) and the Board then allocates responsibilities, which, in the short term at least, will continue to be directors with technical, performance and development responsibilities.. Your Board also believes that we should encourage election of at least one 'athlete' as a director to try and ensure diversity on the Board.. Again it is not considered this need be enshrined in the Constitution.

The current constitution does allow each club to be represented if necessary by the club appointing an additional Board member and it is proposed this clause remain unchanged.

The Board will seek a range of skills/attributes including:

at least one member from each club,

one athlete,

and members with technical, performance and development interests and skills.

There is also the possibility of having facility in the constitution to have 'Appointed' Directors who are considered to have specific skills.

This seems an unnecessary complication - there is nothing in the constitution that would prevent the Board calling in outside support if this was deemed necessary. The Board would retain the right/responsibility to make decisions on any suggestions the outside support might make. The Board can seek endorsement of the outside support at the next General Meeting.

Proposed change to the Constitution as follows:

4.2 COMPOSITION OF THE BOARD

4.2.1 Subject to rules 5.1.1, the Board shall consist of 3 members known as office-bearers and 5 members known as directors.

4.2.2 Any life member or financial ordinary member of OT shall be eligible for election to the Board.

4.2.3 The office-bearers shall be

(a) a President;

(b) a Secretary, who shall be the public officer; and

(c) a Treasurer.

4.2.4 Subject to this Constitution, the members of the Board shall be elected at the annual general meeting of OT.

4.2.5 If after the ballot for membership of the Board has been completed it is found that a member

club is not represented on the Board, then that club shall have the right to appoint a representative who shall become a member of the Board with full voting rights.

4. Term of Appointment

Current constitution states:

6.1 ELECTION OF BOARD MEMBERS

6.1.1 Board members shall be elected each year at the annual general meeting of OT. Subject to this constitution, each board member shall hold office for 12 months until the end of the annual general meeting next after the date of election but shall be eligible for re-election, except that the President shall not hold office for more than 3 consecutive years.

CSR model suggests we move to a rolling 3 year appointment for directors on the basis that:

- a) It reduces the chances of there being a mass exodus of knowledge and experience
- b) It recognises that OT is best served by having experienced Board members

This does not of course prevent any director resigning at any time but it hopefully encourages an orderly progression. Your Board has considered the prospect that a 3 year term may be off-putting to some potential new directors but on balance believe a 3 year term is appropriate.

The CSR model also suggests that a director serve for no more than 3 consecutive full terms (9 years).

The current constitution states the President cannot serve more than 3 consecutive years. It is proposed this clause be removed. The members will still have the opportunity to remove the President during the normal 3 year rotation.

Proposed that we move to the following:

6.1.1 Subject to this Constitution members of the Board shall be elected for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.

6.1.2 Three Board members shall retire after the first year after election. Three Board members shall retire after the second year after election and the remaining two Board members shall retire after the third year after election, until the eight Board members have retired, after which those Board members elected to the vacancies after the first year shall retire and so on. The Board members to retire and the year in which they retire will be determined by the Board but the intent is for one office-bearer and two directors to retire each year. If the Board cannot agree, retirements will be determined by lot.

6.1.3 Notwithstanding any other clause, should any adjustment to the term of Board members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree,

retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this clause

6.1.4 Following the adoption of this Constitution, no person who has served as an elected director for a period of 3 consecutive full terms (9 years) shall be eligible for re-election as a director until the third Annual General Meeting following the date of conclusion of their last term as a director.

5. Change of terminology from ‘Executive’ to ‘Office-bearers’

The current constitution refers in several places to ‘Executive members’ of the Board (1.2, 4.2.1, 4.2.3, 4.3)

This descriptor seems somewhat grandiose given the nature of our Board. The changes in 3 and 4 above refer to ‘Office-bearers’.

The proposal is as follows:

References in the constitution to the executive and to executive members shall be changed to office-bearers provided this does not change the intention or interpretation of the reference or clause.