



## Explanation of proposed changes to the DANA Constitution 2013

Over the years, the procedures of DANA have developed to the point where those regularly involved have agreed that the structure required under the existing Constitution is proving unwieldy. The Regional Chapter structure has become less relevant (and references to Regional Chapters will be removed).

At the same time, the legislation which regulates DANA (being the NSW Incorporated Associations Act and Regulations) has been amended and some of the provisions of the DANA Constitution refer to provisions that are now outdated (such as references to the Director-General, which have been removed from the Act), or fail to refer to new legislative provisions. We therefore also wished to update those references.

It has been proposed that a smaller Executive be formed which is responsible for the day to day running of DANA, with a smaller Management Committee composed of the office bearers and four ordinary members who are elected, like the office bearers, by members at an annual general meeting.

The Executive will be composed of the President, Vice President, Treasurer, Secretary and Membership Officer.

They can be summarised as follows (not necessarily in order of importance):

### **Management Structure and election**

As mentioned, under the proposed amendments the Executive will be composed of the President, Vice President, Treasurer, Secretary and Membership Officer (all elected positions) while the wider Management Committee will also include four elected ordinary members.

The Management Committee may from time to time determine specific roles and responsibilities for each ordinary member of the Management Committee whether for the purpose of carrying out finite projects or for continuing activities. The ordinary members may be titled 'Portfolio Officers' or any other title agreed by the Management Committee from time to time.

The Management Committee may, by majority resolution, appoint sub-committees or advisory committees consisting of such member or members of the association as the Management Committee thinks fit. The Management Committee and such sub-committees or advisory committees may co-opt or seek pro bono advice from non - member experts as they see fit.

There will no longer be an International or National Vice President, only one Vice President.

A Management Committee member may not be both President and Vice-President but may otherwise hold up to 2 offices. There is no limit to the number of consecutive terms of office of any Management Committee member.

Each Management Committee member will be elected for two years and then be eligible for re-election. So long as no other person applies for election to that same position, the member is deemed to have re-applied and may continue in their position without a vote being held.

In the event of a casual vacancy occurring in any position on the Management Committee, the Management Committee may by majority decision appoint a full member to fill the vacancy.

New candidates for the Management Committee will no longer have to be nominated but may apply directly to be elected at the next annual general meeting so long as their application is in the correct form and received within the correct period before the meeting (clause 25). As a result the pro forma nomination form has been removed from the Constitution.

### **Regulation of Management Committee members**

The Management Committee may in its absolute discretion at any time by a resolution by a simple majority of members remove any Committee member from their position.

The grounds on which a Committee member may be removed include behaviour which could bring the association into disrepute or which is inconsistent with the aims, works or objectives of the association (for example, material breach of the constitution or the association's current policies or procedures, including but not limited to: failure to attend more than three consecutive meetings or provide three consecutive reports without valid cause or Management Committee permission, or failure to carry out their role to a satisfactory standard).

### **Management committee meetings**

Where voting cannot be taken on a show of hands (for example, because participants cannot see each other if the meeting is held by telephone and not video conference), voting may be by email or SMS to either the Secretary, President or Vice President (as may be nominated from time to time).

Similarly any Association Committee may pass a resolution without a meeting being held if a majority of Committee members send an email or SMS to either the Secretary, President or Vice President (as may be nominated from time to time) confirming that they approve the resolution. The resolution is passed on the date the majority vote is reached.

This procedure should not be used other than for simple resolutions which require minimal discussion.

### **General meeting procedures**

Any issue or proposal other than a disciplinary appeal by a member may, in the discretion of the Management Committee, be voted on by electronic ballot where permitted by the Act

### **Voting procedures clarified**

References to postal voting will be removed and be substantially replaced by references to electronic voting (in addition to the existing procedures for 'direct voting' which is also electronically based).

The pro forma proxy form will be removed and in future the form may be as the Executive approves from time to time.

### **Membership obligations**

It will be provided in clause 11 that members must keep the association provided with the member's most recent contact details (in particular, their email address) so that the association can readily communicate with them, and that failure to do this may result in their membership ceasing. The pro forma membership application form will be removed from the Constitution and may be in any form the Executive approves from time to time.

### **Privacy of members and association**

The details held on the Register of Members are not to be made available to any person other than Management Committee members unless required by law or authorised by the Management Committee (clause 45). This is particularly relevant because the Register may now include email addresses.

In addition, under clause 52 the Management Committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.