

Agenda Item	Agenda Item 6
Subject:	Proposed Amendments to the Hockey Tasmania Constitution.
Meeting Date:	<i>TBC</i>
Prepared:	<i>Helen Wilkinson, Board Director</i> <i>I declare I have no conflict of interest in respect of this matter.</i>
Recommended:	<i>Helen Wilkinson, Board Director, in consultation with the Constitutional working group members</i>
Attachments:	<p>Attachment A: Hockey Tasmania Constitution – Summary of proposed amendments (May 2023)</p> <p>Attachment B: Hockey Tasmania By Laws Proposed April 2022 – HT Board Approved 2 May 2022 contains the previously agreed amendments to the By Laws as suggested by the working group.</p>

Purpose:

The purpose of this paper is to outline the proposed amendments to the Hockey Tasmania Constitution at **Attachment A - Hockey Tasmania Constitution – Summary of proposed amendments (May 2023)** and the process undertaken to resolve the suggested amendments being put forward.

Background:

A working group was convened by the Hockey Tasmania Board in 2021 to work on a review of the Hockey Tasmania Constitution. This working group consisted of Wayne Ottaway, David Hickman and Alison Monk. A range of amendments were suggested by the working group of which some were confirmed by the Board to be presented at the 2022 Annual General Meeting (AGM).

However, there remained ongoing concern amongst the working group and Association Membership that key amendments were not included in the draft amendments presented to the 2022 AGM and as a result there was agreement at the AGM to defer consideration of the amendments to the Constitution until further discussion and consultation had taken place with the working group.

Helen Wilkinson, the Chair of the Board 's governance subcommittee was tasked by the Board to work with the constitutional working group to discuss all of the proposed amendments and to finalise the proposed amendments to be presented to the Association Membership via a Special Meeting of the Association.

After considerable discussion with the working group, a review of both the model rules for incorporated associations and the constitutions of most other jurisdictions the following proposed amendments were agreed to the Hockey Tasmania Constitution.

It should be noted that the proposed amendments were presented at the Annual Members Day in November 2022. A subsequent amendment was included to Clause 11 following a further suggestion from David Hickman at the Annual Members Day.

All amendments were presented at the President's Meeting on 11 May 2022 ahead of the 2023 AGM.

Summary of proposed amendments to the Hockey Tasmania Constitution:

- (1) the inclusion of the appointment of auditor needing to be a noted person, not a firm in clause 10 and the association members having the ability to nominate an auditor, also clause 10.

Rationale for the suggested amendment

The suggested amendment is in line with the Model Rules of Incorporated Associations and allows both the Board and Association members to nominate an auditor. In addition the Auditor needs to be noted as a person rather than a firm.

- (2) the removal of the detail regarding the auditing process in clause 11 and replacing with the audit simply needing to comply with the Australian Auditing Standards,

Rationale for the suggested change

Considered unnecessary to have this level of process detail in the Constitution.

- (3) the deletion of the sub clause which states that a proxy vote may not be given to a Board member at Clause 20

Rationale for the suggested amendment

It was considered that a member should be able to nominate whoever they choose to act as their proxy, regardless of whether they are a Director or not.

- (4) amendments to include changes to the terms of appointment of the chair and directors specified in clause 22, and the inclusion of a sub clause in the Constitution on the rotation of directors in clause 22,

Rationale for the suggested amendments

The suggested change maintains the elected number of Directors at 7, with the ability to co-opt two members.

The executive positions, including the Chair will be decided by the Board not the Association membership. This change is in line with Constitutions of most State and Territory Associations across Australia. Noting that the Chair is currently the only position decided by the membership.

The terms of director in particular the terms of the Chairperson are currently considered too long. Three terms of three years is suggested for all directors, with an additional term for the chairperson if required with a decision on this matter to be made by the Board.

The current constitution is silent on the rotation of directors. The inclusion of a rotation clause of elected directors will ensure good corporate governance, mitigate

risk, and ensure corporate history is maintained.

The Model rules and Constitutions of most jurisdictions limit terms of Directors to three terms of three years including the Chairperson and have a rotation clause akin to what has been suggested for inclusion in the Constitution.

- (6) the deletion of specific committees specified in clause 28,

Rationale for the suggested change

Specifying committees has been removed as to do otherwise would hand their existence, structure, membership, and terms of reference to members of the Association (not the Board).

The Model Rules and the Constitution of most state and territory associations do not list the committees as the Board should be able to set up committees it sees fit to manage the objects and functions of the Association.

- (7) the removal of the By Laws from the Constitution agreed at the 2 May 2022 Board meeting as suggested by the constitutional working group.

Attachments

- **Attachment A: Hockey Tasmania Constitution – Summary of proposed amendments (March 2023)** contains the specific detail on each proposed amendment.
- **Attachment B: Hockey Tasmania By Laws Proposed April 2022 – HT Board Approved 2 May 2022** contains the previously agreed amendments to the By Laws.