



# *Collingwood Harriers Athletic Club Inc.*

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## **EXPLANATORY MEMORANDUM**

### **ON PROPOSED AMENDMENTS TO CONSTITUTION**

This memorandum is for the proposed amendments to the Constitution to be considered at the upcoming Special General Meeting to be held on 12 February 2019.

A notice of the SGM and of the proposed amendments has been sent to members.

A copy of the Constitution is available on the Club's website.

The Committee has resolved that the Constitution needs to be amended:

- a) to ensure all the Club's athletes are able to vote at general meetings; and
- b) to fix identified anomalies so that the Constitution and administration of the Club work better.

The Committee recommends members vote in favour of the proposed amendments.

The following sets out why amendments are necessary. The reasons are necessarily technical. Any clarification or questions can be addressed at the SGM.

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The Constitution of Collingwood Harriers Athletic Club Inc. follows the model rules as prescribed under the provisions of the Associations Incorporation Reform Act 2012 (Vic).

#### **AMENDMENTS TO FIX POWER TO SET AMOUNT OF ANNUAL SUBSCRIPTION:**

In Rule 30(4)(d) the ordinary business of an annual general meeting includes (amongst other things) to confirm or vary the amounts of the annual subscription and joining fee (if any). Rule 12(1), however, provides that at each annual general meeting the Club must determine the amount of the annual subscription for the following financial year and the date for payment of the annual subscription.

This inconsistency has been identified by the Committee as impacting upon the proper governance of the Club, because:

- a) the financial year of the Club is from 1 April to 31 March;
- b) the annual general meeting of the Club must be held after the end of each financial year (Rule 30(1));
- c) the Club's annual subscription is collected by Athletics Victoria as a part of its annual registration procedure;

- d) the Athletics Victoria annual registration procedure commences on 1 April in each year; and
- e) the Club is required prior to 1 April to inform Athletics Victoria of the annual subscription for the coming year, and yet the Constitution provides that the annual subscription is to be determined at an annual general meeting to be held after 1 April.

The Committee proposes this problem be fixed by amendments to the Constitution set out in paragraphs 1 – 3 of the Notice of SGM. The effect of these amendments will be to confer on the Committee the power under Rule 12 to determine:

- the amount of the annual subscription;
- the date by which the annual subscription is to be paid; and
- whether any lower or pro-rata annual subscription amount should be paid by a member in certain circumstances.

The Committee will determine these matters before 31 March each year and advise Athletics Victoria of the amount to be collected as from 1 April. The members of the Club will, however, retain the right pursuant to Rule 30(4) to confirm or vary the amount of the annual subscription, as determined by the Committee, by way of a resolution at a subsequent annual general meeting.

These amendments will also ensure the Constitution accords with the *de facto* practice which has been in place for some years whereby the Committee has determined any increase in the annual subscription and sought ratification at the AGM.

#### **AMENDMENTS TO ENSURE ALL ATHLETES CAN VOTE:**

The Committee has become aware of a timing issue that may affect the right of an athlete member to vote at an annual general meeting (and also a special general meeting), depending upon whether the athlete member competes in only the Athletics Victoria summer competition.

Athletics Victoria has recently changed its registration procedures to allow athletes to register for only the summer competition, which usually commences in early October. Some members therefore do not register until, say, September of each year, whereas those members who compete in the winter cross country events are required to register soon after 1 April. As the Club's annual general meeting is historically held in May or June, members who have not registered with Athletics Victoria by the date of the AGM are not entitled to vote at the AGM due to the provisions of the Constitution as they presently stand.

The Committee considers the voting rights of members need to be regularised by amendments to the Constitution to ensure that every 'financial' member of the Club is entitled to vote. The Committee considers a 'financial' member is one who has paid AV registration fees (and hence the Club's annual subscription) in the 12 months preceding the AGM (or SGM).

The Committee considers the amendments proposed in paragraphs 4 and 5 of the Notice of SGM above will achieve the outcome desired by making clear that the eligibility to vote is dependent upon a member having paid an annual subscription during the 12 month period immediately preceding the date of the meeting.

It is also relevant to note that general meetings can only be convened with a minimum of 14 days notice, and hence if a member has not paid an annual subscription during the period of 12 months immediately preceding notice of the general meeting for whatever reason, the member will have an opportunity to do so in any event.

Dated: 16 January 2019

A McAdam, Secretary  
By authority of the Committee