



2018 Constitution Explanatory Notes

Why are we changing the constitution?

Seaforth FC established our initial constitution back in 2004 when the club became an incorporated association. Much has changed both within the club and externally since then, including the introduction of the NSW *Associations Incorporation Act (2009)* and subsequent amendments.

For quite a few years now the New South Wales Government Office of Sport and Recreation (OSR) has been recommending that all incorporated sporting organisations upgrade their constitutions to make them compliant with the Act. They have run courses and established resources to promote better governance and to assist clubs in updating their constitutions (<https://sport.nsw.gov.au/clubs/ryc/governance/constitutions>).

The new Seaforth FC constitution has been developed using a “Model Sport Club Constitution (2009)” template provided by the OSR which, in addition to being compliant with the Act, has been developed based on the Australian Sports Commission’s ‘*Governance Principles: A Good Practice Guide*’.

Feedback and implementation

The plan of the club is to make the proposed constitution available to our members and seek feedback during October and November 2018. After considering and adopting any feedback the club will be calling a Special General Meeting to adopt the new constitution. This meeting will be held at or around the same time as the Annual General Meeting, usually held in late November or early December.

Having a robust and effective Constitution and set of supporting Regulations is critical to the stability and smooth operation of the club. We strongly encourage all members to review the new constitution, the new

regulations and these explanatory notes and provide feedback to the club via the Club Secretary on secretary@seaforthfc.com.

The Constitution and the Regulations

There are now two sets of documents that collectively are used to define the rules of the club.

The first is the Constitution document itself. It contains rules that ensure compliance with the Act and also important local club rules that should not normally be changed. Changes to the Constitution can only be done with approval from the club membership through a Special General Meeting.

The second set of documents are Regulations. These are important rules and principles of operating that should not be changed lightly but may need to be updated from time to time as the club evolves. Changes to Regulations can be made by the Committee of the club but only if there is strong consensus to do so.

The NSW Office of Sport and Recreation recommends that clubs do create a specific set of regulations, and we will do as they recommend and create the following ones:

- Part I - Roles and Titles
- Part II - Elections & Voting
- Part III - Club Policies
- Part IV - Grievance and Disciplinary Process

Regulations Parts I, II and III have been drafted and are ready for review. Parts I and II are new. Part III (Policies) already existed - minor changes have been made. The club Policies are particularly important as they formalise the culture of the club. Part IV (Grievance and Disciplinary Process) has not yet been completed. It requires considered legal review and it will be developed during 2019.



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Important aspects of the new Constitution

In the section below we have highlighted some of the important aspects of the new constitution and regulations that we feel our members should be aware of. This is not intended to be a complete list of all of the changes and we strongly encourage all members to review the full text of the new constitution and the new regulations which are available on the club website at www.seaforthfc.com.

The major differences between the previous (2004) club constitution and this new (2018) constitution are:

- ❖ The Objects of our club have been changed to use those provided in the supplied template. Those new objects aim to achieve the same goals as the objects in our old constitution but they are more suitably worded and are more comprehensive; and we have dropped our old citizenship and infrastructure oriented goals which are now out-dated. The old objects are shown in the documents for transparency.
- ❖ Under our old constitution we operated with a very large General Committee of 30+ roles which has the authority to vote on all resolutions put forward in committee meetings. We also have a small Executive Committee of 4 roles being a senior group which generally leads the club and has the additional power to make decisions in urgent situations outside face-to-face meetings. The Senior group is too small to allow effective operation of our big club.
- ❖ In our new constitution the Executive Committee no longer exists and in line with the NSW OSR recommendations, has been replaced by a Board of Directors which is now a larger group (up to 13 roles) which has the responsibility to run the club and the authority to vote on all resolutions.
- ❖ The larger General Committee group of now 25+ roles remains but no longer has the authority to vote on all resolutions; however they very importantly do retain the power to ratify the club's annual budget and also any changes to the Regulations and Policies of the club (which would include any proposal to restructure the organisation of the club).
- ❖ At Seaforth FC we will refer to our Board of Directors as the Management Group. All of the positions in the Management Group and in the General Committee are set out in the Regulations - Part I.
- ❖ There is no longer any clause that allows for an "urgent" matter to be dealt with differently to any other matter. So, any matter that might be deemed urgent needs to be dealt with by the Board in the usual manner which involves the Board having to vote on a resolution (either at a face to face meeting or via other digital means) and is subject to the usual rules for quorum, notices and voting.
- ❖ The term of elected Directors and of elected members of the General Committee has been increased from one year to two years. This means that these positions will only come up for re-election two years or two Annual General Meetings (AGM) after the person takes up the role. The intention of this is to encourage more longevity and perhaps stability in these roles.
- ❖ Individuals are limited to holding only one "elected" Director role but may also be appointed to one other Director role.
- ❖ The term of people who are appointed by the Directors into roles which are unfilled after elections remains at one year so that those positions must become accessible to new candidates at the earliest point possible - which is



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by election at the following Annual General Meeting.

- ❖ New controls have been added to support transparency to all members in the management of the Constitution and the supporting Regulations and Policies.
- ❖ Under our old constitution, if no written nominations were received for a Committee position before the AGM then, at the AGM, individuals could nominate themselves for these open positions. If that is the only person who is nominated at the meeting then the position is given to the individual. If more than one person is nominated at the meeting then a vote is required. In hindsight, this practice is actually contrary to the whole point of calling for nominations beforehand. This is reinforced by the fact that this practice is not considered as an option in the OSR template constitution. So, this practice will not be carried forward into the new constitution. If no-one has nominated for a position by the due date then at the AGM the position will be declared as a casual vacancy and the Board may then in due course appoint someone to the role as set out in the constitution.

Important changes to the OSR template

Apart from minor changes to the supplied template document to align it with the needs of our club there have been three other noteworthy changes that we have made to it. They are:

- ❖ The important right of the General Committee to ratify all major changes made to the club and to be elected through open and proper process has been added in the constitution and the regulations.
- ❖ The supplied template from the NSW OSR allows for individuals to nominate for election to the Board of Directors without specifying which particular role they will fill. In our new Constitution we have changed this so that Directors must nominate for and are elected to specific positions which are described in the Regulations.
- ❖ The supplied OSR template also establishes a mechanism for the staggered, forced retirement of Directors off of the Board. This was deemed inappropriate for us given the difficulty of enlisting volunteers into Director positions in the first place.