



The Old Peninsula School Association Inc.

October 10th 2013

Explanation of proposed changes to Constitution

Introduction

On 26 November 2012, the Associations Incorporation Reform Act 2012 (and its associated Regulations) replaced the Associations Incorporation Act 1981.

Pursuant to legislation there are new items that the Association's rules must address:

- the association's name and purposes
- members' rights and obligations
- procedures for resignation and cessation of membership
- the process for appointment and termination of the secretary
- preparing and keeping minutes of general and committee meetings
- enabling members to access minutes of general meetings, including financial statements submitted at a general meeting
- right of members' access (if any is specified in the rules) to committee meeting minutes

The TOPSA Committee undertook a detailed review of the current constitution, adopted in 2004, in preparation a new Constitution more accurately reflecting the Associations and changes that have occurred over the past ten years.

The Committee used the Model Rules, provided by Consumer Affairs of Victoria, as the basis for the new constitution amending and adding relevant provisions as required.

This process involved input from all Committee Members working to modify the model rules to meet the needs of the Association. Initial deliberations were conducted through a shared document, with changes marked using the "tracking changes" facility of MS Word.

The rules were reviewed at the following meetings:

- 11th September 2013
- 10th October 2013 –proposed constitution was accepted by the Committee

Key Documents

- **New rules** – the proposed rules are titled "PROPOSED TOPSA CONSTITUTION 2013"
- **Model rules** – the basis of the new constitution are the "Model rules for an incorporated association"
- **Existing rules** – the existing rules adopted in 2004 are identified "Rules of TOPSA August 2004"

All documents available on the TOPSA website: www.topsa.com.au/constitution.html

Summary of Key Changes

Section 8 Membership

This section was amended to reflect three levels of membership; Life, Honorary and Association

- Past Staff shall be entitled to Honorary Life membership and have full voting rights. However, the Committee may determine in its absolute discretion not to admit any past staff member.
- The Principal of the School and/or his/her nominated representative shall be entitled to Honorary Membership and have full voting rights.
- The Executive Officer of the Association shall be entitled to Honorary Membership and have full voting rights. The Committee may in its absolute discretion appoint the Executive Officer.
- Current Staff of the School shall be entitled to Associate membership; however, any such member shall not have a right to vote at any meeting of the Association.
- Committee and office bearers of affiliated clubs and societies who are not eligible for Life or Honorary membership shall be entitled to Associate membership, for the term of holding office in the affiliated body.

Section 14 Honorary & Associate Members

- Honorary Members include - any past staff member, or any other category of member as determined by special resolution at a general meeting
- Associate Members include –
 - Current staff of the School
 - Committee members and office bearers of affiliated clubs and societies who are not Life or Honorary members
 - Associate members do not have voting rights and may not hold an office of the Association

Section 44 Composition of Committee:

- A Past Staff Representative shall now be elected to the Committee
- The Principal and/or representative and the Executive Officer will be members of the committee

Section 49 Who is eligible to be a Committee member

- Life and Honorary Members are eligible to be committee members
- Only Life and Honorary members may hold offices of the Association
- The positions of President and Vice President must be past students (section 46(3))
- Associate members may be appointed as representatives of affiliated bodies

Section 78 Affiliated Clubs and Societies

- This section has been refined to recognise clubs and societies under the TOPSA banner. Importantly it outlines new provisions that will see these organisations adopt TOPSA approved constitutions upon incorporation, with a view to ensuring some level of influence is maintained by TOPSA over affiliated organisations and develops reporting requirements to the Association.

Executive Officer

- The position of Executive Officer of the Association has been created under section 8(4) and 47.
- Section 8(4) *“the Committee may in its absolute discretion appoint the Executive Officer”*
- The Executive Officer may be appointed to act as the Secretary of the Association. This position recognises the role of current/future School employee in convening and running many of the affairs of the Association. This role ensures that at the Committees discretion, an employee can be appointed as EO, receiving Honorary Membership, full voting rights and the ability to sit on the committee or hold an office of the Association.

Other changes

- Definitions – section was updated to include definitions for the School and TPS
- Wording changes – several sections were amended to better reflect the operations of the Association, including the membership application process and approving members (s 9) and reference to electronic fund transfers (s47 and s69)
- Database and requirements – additional requirements were added of information that needs to be stored as part of the register of members including student number and graduating class.

The majority of provisions from the Model Rules have been retained, with the above listed being major amendments made to reflect the rules adopted in August 2004, and the current state of the Association.

Review Process:

This proposed constitution is now made public to the members ahead of the Annual General Meeting scheduled for Thursday 14th November 2013, where a resolution will be put to the members to adopt this as the Constitution of The Old Peninsula School Association. Details of the AGM can be found by going to www.topsa.com.au/agm.html

The Committee welcomes involvement from the membership in this process and all members are invited to review the constitution and provide comment to the Committee ahead of the Annual General Meeting.

Conclusion:

The proposed changes seek to respond to legislative change and also reflect the evolution of the Association.

Please do not hesitate to contact me should you have any queries or comments and I look forward to these new rules being put forward to the membership at the upcoming Annual General Meeting.



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