

Proposed changes to the NTFNC Constitution

Several issues have arisen over the last year or so, prompting the committee to review and amend the constitution.

Issue 1. The timing of the Annual General Meeting (AGM). Under our current constitution, it must be held within 60 days of June 30. This short interval creates a problem if a professional audit is required under the *Associations Act* (such as when our turnover exceeds a prescribed figure). This happened in 2008 because of the Australian Naturalist Network meeting and could occur again. The proposal is to change 60 days to 120 days in Section 5.3(a).

Issue 2. Meetings of the Committee (termed “Executive Committee” in the Constitution). Advice was received from the NT Government’s Business Affairs office that our Constitution should have a clause requiring a minimum number of committee meetings to protect members against a lazy committee. The proposal is for a minimum of four meetings a year; an extra sub-clause has been inserted at Section 9.2(g).

Issue 3. Special Resolutions and Special General Meetings (SGMs). Advice received from the NT Government’s Business Affairs office pointed to shortcomings in our Constitution regarding Special Resolutions, which are not defined in our constitution, and to business requiring either an SGM or a Special Resolution.

Our Constitution had defined SGMs, although we realised during this revision process that the definition was not clear. The two “Specials” do not do the same thing.

A Special General Meeting is a general meeting called for specified purpose(s) only, usually matters of importance that are not considered appropriate for our usual General Meetings or an AGM and which merit involvement by all members (for example, discussion of financial management, major building works etc). Only business notified to members is to be discussed at an SGM. This class of meeting can be called by the Committee or by members (under a defined process).

A resolution may or may not be put at an SGM, but if arising from the discussion it could not have the status of a Special Resolution, as the required notice would not have been given to members. If the SGM decided that a resolution arising from the discussion was of sufficient seriousness that a Special Resolution was required, such a resolution would have to be put to a later General Meeting so that the notice requirement could be fulfilled.

A Special Resolution is required by the *Associations Act* (the Act) for revisions to constitutions. The Club previously also had expulsion of members and disbandment of the Club as matters requiring a Special General meeting and these have now been specified as requiring a Special Resolution. Special Resolutions have specific notice requirements and a higher majority (75%) under the Act. These resolutions may also be used for other weighty matters (no confidence motions, enormous expenditure etc). As long as 21 days notice is given, such resolutions can be put at any General Meeting.

These changes have been implemented by redraft of section 5.4 (Special General Meetings) and insertion of a new section 6 (Special Resolutions) and Section 8 (Voting) which is moved from 5.5.

Issue 4. Clarification of methods of giving notice of meetings and Special Resolutions, to include giving notice by electronic means; a new Section 7 has been inserted.

Issue 5. Minor changes consequent on the above changes:

- Updating section 2 “Implementation” to reflect the changed chronology of our constitution.
- Re-numbering all sections after section 5.
- Referring to Special Resolutions in the sections dealing with expulsion of members (section 4.4) constitutional change (renumbered as section 12) and disbandment (renumbered as section 13).
- A number of minor amendments to clarify intent and improve consistency of wording.

For more information, a copy of the Constitution with all proposed changes highlighted will be put on the website by mid May. For a more detailed rationale for the changes, contact Fiona Douglas, phone 8985 4179, email: fiona.douglas@octa4.net.au .