

DSRA constitution information/discussion session

Saturday, December 1, 2018; 10am-12.30pm

Present: Barry Smith, Dianne Smith, Yvonne Boekel, Peter Boekel, Yon Kikkert, Kate Shield, Liz Sealy, Leigh Sealy, Robyn Moore (minutes)

This paper summarises the decisions made at the constitution discussion session. For an overview of the process prior to this point, please see 'Constitutional reform – summary Oct 2018' available on the website (www.dsra.org.au).

During the discussion session, we clarified the process for amending the constitution, debated amendments which differ significantly from the Model Rules, and decided how to proceed.

Regarding this last point, at the October General Meeting, two options were suggested:

1. include all the amendments in one document and vote to accept or reject that document
2. vote for each potentially contentious amendment individually

We agreed to follow the first option: members will be able to vote to accept or reject the new constitution (Rules of the Association) in its entirety. As such, the next General Meeting will notify the members of a motion along the following lines:

That the current constitution of the Association be replaced in its entirety with the document attached to this notice and entitled 'DSRA Rules of the Association'.

The draft Rules of the Association (available on the website www.dsra.org.au) have been amended to reflect the changes made at the discussion session. The draft contains various formatting to clarify changes made to the Model Rules: ~~Text that has been struck through like this~~ are those model rules proposed to not be adopted. *Text in red italics and in this font are proposed inclusions/additions to model rules.* Sections that are highlighted are suggested amendments discussed at the Dec 1 meeting.

Below, the amendments which were itemised at the October General Meeting are listed and any changes noted. We left some amendments unchanged and edited others. We also deleted some amendments but didn't add any new ones. We reached consensus for all our decisions.

Clause 2. Interpretation

Suggested amendment: That clause 2 of the Constitution be amended by inserting after the definition of "public officer" the following:

'resolution means a resolution (other than a special resolution) passed by a majority of not less than two-thirds of such members entitled to vote as may present personally or by proxy'.

Decision: **Delete**

Reason: All organisations of which we're aware operate based on a simple majority. If accepted, this amendment may make operating the Association unworkable.

Suggested amendment: That clause 2 of the Constitution be amended by inserting after the definition of “special resolution” the following:

‘territory means the land within the subdivisions commonly known as the Dolphin Sands Subdivision and the Great Oyster Bay Subdivision and those residential properties on Swan River Rd lying north-east of the junction of Dolphin Sands Road with Swan River Road’.

Decision: **Leave as is**

Reason: The DSRA has received requests from ratepayers on Swan River Road to join the Association. It seems reasonable that the Association’s Territory encompasses all residents after the Tasman Highway turnoff.

Clause 4. Objects and purposes of Association

Suggested amendment: That clause 4 of the constitution be amended by inserting as subrule(a) the following:

‘to establish a non-political and non-sectarian Ratepayers Association to provide a forum for its members’.

Decision: **Replace ‘non-sectarian’ with ‘representative’**

Reason: We interpreted ‘non-sectarian’ to mean not prioritising any particular group; the term ‘representative’ achieves this aim.

Suggested amendment: That clause 4 of the constitution be amended by inserting as subrule(b) the following:

‘to promote and develop civic pride in the Territory’.

Decision: **Delete ‘and develop’**

Reason: Promotion is sufficient; developing civic pride is beyond the scope of the Association.

Suggested amendment: That clause 4 of the constitution be amended by inserting as subrule(c) the following:

‘to use the Association’s best endeavours to safeguard the interests of the Ratepayers within the Territory’.

Decision: **Replace the term ‘safeguard’ with ‘represent’**

Reason: It is beyond the ability of the Association to safeguard ratepayers’ interests. However, the Association can represent those interests to various bodies as required. Please note that representing the interests of the ratepayers is based on resolutions of the Association – see clause 4(q).

Suggested amendment: That clause 4 of the constitution be amended by inserting as subrule(d) the following:

‘to promote acceptable development within and adjacent to the Territory or which may otherwise affect members of the Association’.

Decision: **Delete**

Reason: Superfluous; the gist of this clause is encompassed in the previous clause (representing the interests of the Ratepayers). In this context, Leigh suggested that ‘less is more’. In other words, it may be better not to restrict the purposes of the Association by listing one or two specific purposes if those purposes can be covered by a general aim (in this case to represent the interests of ratepayers).

Suggested amendment: 'to protect and preserve the flora, fauna, natural landscape and aesthetic beauty of the Territory'.

Decision: **Delete**

Reason: Similar reasoning to above (ie less is more). Also, beyond the scope of the Association.

Suggested amendment: That clause 4 of the constitution be amended by inserting as subrule(f) the following:

'to provide a convenient means of providing and sharing information with and between the members.

For that purpose:

(1) The association shall maintain a website that is capable of being accessed by all members.

(2) The committee will use its best endeavours to ensure that all members of the association have the opportunity to comment on issues being considered by the committee.

(3) The committee will publish a communication strategy designed to ensure that all members of the Association are able to raise with the committee issues for consideration by members of the Association'.

Decisions:

1. **Edit the initial section to read: subrule(d) ... 'to provide and maintain convenient means of sharing information with and between the members, and the committee'**. Reason: Clarity
2. **Edit subrule(2) by adding 'raise and' after 'opportunity'**. Reason: Clarifies members' rights
3. **Delete subrule(3)**. Reason: Superfluous; encompassed in subrules(1) and (2) and in other sections of the Rules, eg 13(8); 14(7); 15(6).

Clause 5. Membership of Association

Suggested amendment: That clause 5 of the constitution be amended by inserting as subrule(1) the following:

'Membership of the Association shall be restricted to persons over 18 years of age who are:

a. Residents of the Territory.

b. Persons who pay rates in respect of property situated in the Territory and spouses/partners of such persons.

c. Persons not included in either (a) or (b) above but who have interests in the Territory and have the approval of the Association.

Decision: **Edit part c. to read 'Persons not included in either (a) or (b) above but who have a demonstrated interest in the Territory and whose membership has been approved by the Association at a general meeting'**.

Reason: Clarifies that the members rather than the committee makes decisions about extraordinary applications for membership.

Suggested amendment: That clause 5 of the constitution be amended by inserting as subrule(1d) the following:

'A director of a company that owns real property in the Territory. Membership shall be limited to two directors of any such company.'

Decision: **Delete**

Reason: Superfluous; directors of companies can apply for membership under rule 5c (above).

Clause 15. Notices of general meetings

Suggested amendment: That clause 15 of the constitution be amended by inserting as subrule(1) the following:

‘At least two general meetings of the Association are to be held in each financial year, one of which shall be held in conjunction with the annual general meeting or immediately following the annual general meeting.’

Decision: **Leave as is**

Reason: Sets a minimum number of general meetings while allowing for more.

Clause 16. Business and quorum at general meetings

Suggested amendment: That clause 16 of the constitution be amended by inserting as subrule(4) the following:

‘The committee of management is to use its best endeavours to facilitate the participation of members by telephone, television conference or by any other means of communication that is approved by the committee.’

Decision: **Delete**

Reason: Unnecessary for a small association; proxies allow for absentee votes; difficult to confirm that caller is a financial member; onerous.

Suggested amendment: That clause 16 of the constitution be amended by inserting as subrule(5) the following:

‘A member of the association who participates in a meeting by any of the means outlined in sub-rule(4) is taken to be present at the meeting.’

Decision: **Delete**

Reason: Only relevant if the previous amendment were included.

Clause 20. Votes

Suggested amendment: That clause 20 of the constitution be amended by inserting as subrule(3) the following:

‘In any other case, votes may be given personally or by proxy and for that purpose a member may, in such manner as may be from time to time approved by the Committee, appoint another member to be his or her proxy.’

Decision: **Leave as is**

Reason: Model Rules are silent regarding proxies. Proxies are considered necessary as many members don't live locally.

Clause 28. Meetings of the committee

Suggested amendment: That clause 28 of the constitution is amended by inserting as subrule(1) the following:

‘The committee is to meet at least three times in each financial year at any place and time the committee determines.’

Decision: **Leave as is**

Reason: Model Rules says once per month which seems unnecessarily onerous. Sets a minimum number of committee meetings while allowing for more.

Suggested amendment: That clause 28 of the constitution is amended by inserting as subrule(6a) the following:

'The committee may permit one or more members of the committee to participate in a particular meeting or all meetings by telephone, television conference or by any other means of communication that is approved by the committee.'

Decision: **Leave as is**

Reason: May make it easier for members who don't live locally or those who are travelling to participate in committee meetings.

Suggested amendment: That clause 28 of the constitution is amended by inserting as subrule(6b) the following:

'A member of the committee who participates in a meeting under a permission granted under sub-rule (6a) is taken to be present at that meeting.'

Decision: **Leave as is**

Reason: Clarity