

Background

The current NSW P&C Federation constitution was created under Ministerial fiat in early 2015. The Board of the P&C Federation has been working since that time to review the constitution and is now seeking to correct and improve various provisions.

The current constitution is heavily constrained in some areas by provisions of the P&C Associations Incorporation Act 1976, particularly with respect to amendments inserted by the NSW parliament in late 2014. The Board intends to ask for changes to the Act so that further changes to the constitution are possible, eg with respect to the Federation's AGM. However, the current proposed revision to the Federation constitution remains constrained by and consistent with the current Act.

Proposed Changes

The proposed changes include some that are relatively significant, some that result from a restructuring and resequencing of provisions and some that are minor corrections and clarifications.

One of the most significant proposed change concerns the timing of key events over a calendar year. The membership year for P&Cs affiliating with the Federation will remain unchanged, running from 1 August to 31 July (current constitution clause 5 and proposed constitution clause 7), while the Federation's financial year will change from ending on 31 May (currently not specified in the constitution) to end on 31 December (proposed cl. 15), the Federation's AGM will move from August (current cl.9) to April (proposed cl.14) and elections of a new Board and AGM delegates will change from ending in July (current cl.14 (eee)) to ending in November (proposed cl.19(bb) + (kk)) (in the years in which Board and delegate elections occur, being every second year, per current cl.14(eee) and proposed cl.19(c)). These re-timings are the result of much deliberation and are expected to be more practical than the current annual schedule.

Other noteworthy changes include:

- Renaming 'Councillors' as 'Directors', to better reflect the current governance structure of the Federation having a Board rather than a Council (as was the case up to 2014).
- Streamlining the Board and AGM delegate election process (current cl.14 and proposed cl.19), including the replacement of paper ballot voting with electronic voting (current cl.14(y) (and onwards) and proposed cl.19(e)).
- Formalising the by-election process for Board and AGM delegate vacancies and specifying that all vacancies must be filled by election (current cl.7(h)-(j) and proposed cl.20).
- Changes the Board and AGM delegate elections from using first past the post voting to optional preferential voting (current cl.14(ee) and proposed cl.19(ff)).
- Removes the chair's casting vote at an AGM (current cl.9(j) and proposed cl.14(m)).
- Allocates the approval of Federation membership fees to the Board rather than the AGM (current cl.5(c) and proposed cl.7(d)).
- Specifying the Federation electorates and how they may be changed (not specified in the current constitution and proposed cl.21).

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Summary of proposed changes



The table below provides a cross-reference between the clauses of the current and proposed constitutions.

Topic	Current clause	Proposed clause	Comments
Definitions	1.1	1	Additions and minor changes.
Interpretation	1.2	2 and 4	Untangles the NFP declaration from the Interpretation clause.
Name	2	3	
Aims and objectives	3	5	Adds subclauses regarding the powers of the Federation and prohibits directors from being paid.
Policies	4	6	Clarification.
Affiliation and membership	5	7	Removes the original transitional provisions.
Board	6	8	Clarifies Board responsibilities and obligations.
Officers	7(a)	9	Adds specifications of how the Federation's officers may be removed or replaced.
Meetings and decisions	7	11	Breaking current cl.7 into constituent parts.
Board Committees	7	12	Breaking current cl.7 into constituent parts.
Director and delegate vacancies	7(h) – 7(j)	20	Breaking current cl.7 into constituent parts and specifying that all Board and delegate vacancies must be filled through election and that these elections must follow a similar process to that used for general Board and delegate elections. Also includes a more complete definition of how a vacancy may arise, eliminating gaps in the current constitution and allowing for expulsion from the Board in certain circumstances, eg continued non-attendance by a Board member.
Staff	8	13	Changes 'General Manager' to 'CEO' and better defines the relationship between Board and CEO and other staff.
AGM	9	14	Changes the AGM from August to April, removes the chair's casting vote and brings the quorum definition into line with the Act.
Finance and execution of documents	10	15	Adds specification of the Federation's financial year, effectively changing the current financial year end of 31 May to 31 December.

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Summary of proposed changes



Topic	Current clause	Proposed clause	Comments
Audit	11	16	Clarifies who may be appointed as an auditor.
Amendment of constitution	12	17	Removes the 2014 transitional provisions.
Personal liability	13	18	
Election of Board members and AGM delegates	14	19	Streamlined and retimed process, adoption of optional preferential voting in place of first past the post voting, adoption of electronic voting, adjustments to bring wording into alignment with the Act and adds candidate eligibility rules to assist with maintaining the reputation of the Federation and its governance.
Electorates	Not included	21	Specifies the Federation's electorates and how they may be changed.
Annual report	15	22	Simplification.
Winding up	16	23	
Change of address	17	24	
Publication of constitution	18	25	
Service of documents	i	26	Adds email and fax as possibilities and corrects a clause numbering typo.
Rules and by-laws	Not included	27	Allows the Federation to adopt rules and by-laws.
Transitional provisions		28	Stipulations or clarifications to enable the transition from the current to proposed constitution.