

Explanatory Notes

The Wanderers have been advised by NSW Fair Trading that a new Regulation for Incorporated Associations commenced on 1 September 2022. This Regulation – “Associations Incorporation Regulation 2022” supports the Associations Incorporation Act 2009”. The new Regulation keeps many of the existing rules but introduces some new requirements in a restructured "model rules" (the default constitution for incorporated associations in NSW). Your committee has decided that the best approach to updating the Wanderers constitution is to adopt the new model rules as the basis for a revised Constitution and apply the Wanderers variations to the 2017 Model Rules (to the new model rules).

This explanatory message to members is not to be taken in any way as affecting the wording of the proposed Constitution, but is provided to inform members of what is proposed and to draw attention to particular matters. The Committee acknowledges that there are probably specific matters in the proposed Constitution which will be of interest to members, but rather than trying to anticipate all of these matters, the Committee invites members to peruse the proposed Constitution and accompanying material and if you have questions or concerns, direct those to the President of the Club for consideration.

This Special Resolution proposes that the existing Constitution be replaced in its entirety by a new, updated Constitution. The main purpose of the update is to make the Club's Constitution reflective of the current legislation applicable to incorporated associations as the legislation has changed in several respects since the existing Constitution was adopted. Therefore, although the numbering of the rules has changed, much of the new Constitution is substantially similar to the current Constitution, but it was considered easier and more convenient for members to adopt a whole new document rather than to make numerous amendments.

The following is a summary of the changes to the Constitution:

- Changes to the Wanderers specific wording:
 - In several clauses
 - Changed member to voting member where the clause is not relevant to temporary members. The affected clauses in the updated Wanderers Constitution are: 9, 10, 26 and 37 (which did not have this change in the 2017 Wanderers Constitution).
 - Membership Generally
 - Paragraph (1)(d) added because temporary members do not apply for membership in the same way as prospective members.
 - Paragraphs (3) and (4) have been updated to include temporary membership. This addresses a slight anomaly in the 2017 Constitution where temporary membership is defined after the other types of membership are defined.
 - Temporary Membership
 - Changed non-member to person because non-member wasn't explicitly defined.
 - added sub-paragraph (a) “has been invited to participate in the activity by a voting member of the club; and” to sub-clause (1) closing a potential loophole in the definition (N.B. Temporary membership exists so that guests of members are covered by insurance).

- Changed paragraph (2) to remove ambiguity about the duration of the temporary membership.
 - added a note to the constitution "The associations policies cover the requirements for approval from the leader of an activity."
- Membership procedures
 - the addition of the words "an honorary life member" after "made" in paragraph (11). The absence of these words appears to be a mistake in the 2017 Wanderers Constitution.
- Register of Members
 - the register only contains details of prospective, full and life members (ie. not temporary members);
- Fees and Subscriptions
 - In Paragraph (1) "by the date of the annual general meeting of the association in each calendar year" changed to "before the first day of the financial year of the association in a calendar year" so that the membership renewal date is not affected if the AGM is delayed.
- Cessation of membership
 - Changed to three clauses, one for voting members, one for prospective members and one for temporary members.
- Changes to the 2017 Model Rules and 2017 Model Rules
 - Structure
 - The order of clauses was changed. These changes are laid out in the comparison table (a separate document called "Constitution Comparisons 2017 to 2024").
 - Definitions
 - Moved the definitions of: "exercise" and "function" from sub-clause (2) to the definitions in sub-clause (1);
 - Added definitions for: "committee member", "office bearer", "register of members" and subcommittee";
 - Updated the definitions of: "secretary", "special general meeting" and "the Regulation"
 - Reworded sub-clause (2) about the Acts Interpretation Act 1987 (was sub-clause (3))
 - Membership Generally
 - Reworded. This clause now explicitly states that only an individual person can be a member. The old rules used the term "natural person".
 - Membership applications
 - Reworded. Instead of qualifying several clauses with "including by email or other electronic means, if the committee so determines" there is a separate sub-clause "The committee may determine that an application may be made or lodged by email or other electronic means."
 - Register of members
 - Reworded. No longer implies that electronic copies of the register do not need to be held in NSW.
 - Fees and Subscriptions
 - Reworded. Improved the layout of the clause.
 - Members Liabilities
 - Reworded. Added "the costs, charges and expenses of the winding up of the association." to the liability limits.
 - Disciplinary action against members, Right of appeal against disciplinary action

- Reworded these two clauses. The Wanderers Constitution has adopted these clauses with one minor variation, namely: member(s) has been preceded by voting (i.e. covers full and life members not temporary members or prospective members).
- Resolution of internal disputes, Membership entitlements not transferable
 - Reworded. The Wanderers Constitution has adopted these clauses unmodified.
- Cessation of membership
 - Minor rewording. Wanderers sub-clauses from 2017 with the minor rewording changes plus an additional sub-clause covering temporary members.
- Functions of the Committee
 - Clause name changed and minor rewording. No Wanderers modifications.
- Composition of Committee
 - Clause name changed. Reworded. Moved the clauses dealing with the maximum number of consecutive terms and term of office to a separate clause (Terms of Office). Wanderers changes to the 2017 Model Constitution applied to the 2022 Model Constitution (seven named office bearers and the committee size can be increased).
- Election of committee members
 - Reworded. Wanderers Constitution uses "voting members" instead of members to because prospective and temporary members cannot vote.
- Terms of Office.
 - New clause - reworded sub-clauses from 2017 Composition of Committee. Wanderers Constitution uses "voting members" instead of members.
- Vacancies in office
 - Combined Casual Vacancies and Removal of committee members clauses into a single clause. As per 2017 Wanderers Constitution changed member to voting member.
- Secretary
 - Reworded. More explicit support for electronic records. Adopted without modification.
- Treasurer
 - Reworded. More explicit support for electronic records. Adopted without modification.
- Delegation to subcommittees
 - Reworded. Removed sub-clauses covered by Section 49 of the Acts Interpretation Act. Adopted in Wanderers Constitution.
- Committee meetings, Notice of committee meeting, Quorum and Presiding committee member
 - Clause Committee meetings, quorum split and Appointment of association members as committee members to constitute quorum clauses reworded into four clauses. Wanderers Constitution changes member to voting member.
- Voting and Acts valid despite vacancies or defects
 - Voting and decisions clause split into two clauses and reworded. Adopted 2022 Model Constitution clauses.
- Transaction of business outside meetings or by telephone or other means

- Replaces Use of technology at committee meetings clause. Expanded wording to cover consequences of using telephone or other means. Adopted in Wanderers Constitution.
- Annual general meetings
 - Reworded combining the "Annual general meetings - holding of" and "Annual general meetings - calling of and business at" clauses in the 2017 Model Constitution. Wanderers 2024 Constitution adopts the 2022 Model Constitution clause.
- Special general meetings
 - Reworded. Wanderers 2024 Constitution adopts the 2022 Model Constitution clause.
- Monthly general meetings
 - From the Wanderers 2017 Constitution with the clause references updated (to refer to the equivalent clauses in the new constitution)
- .Notice of general meeting
 - Reworded. Clause reference updated to reflect numbering in Wanderers 2024 Constitution and "member" changed to "voting member".
- Quorum
 - Reworded. Wanderers modifications to the 2017 Model Constitution applied to the 2022 Model Constitution wording.
- Adjourned meetings
 - Reworded. Adopted the 2022 Model Constitution wording with "member" changed to "voting member".
- Presiding member
 - Reworded. Subclause 34(2) in the 2017 Model is covered by Subclause 33(2) in the 2022 Model. Adopted the 2022 Model Constitution with "member" changed to "voting member".
- Voting (in Part 4)
 - Reworded clauses 32, 34 and 35 in the 2017 Model Constitution into clause 34 in the 2022 Model Constitution. Added paragraph "*is a voting member of the association,*" to subclause (1).
- Special Resolutions (only in 2017 Model Constitution)
 - This clause does appear in the 2022 Model Constitution. The provisions in section 39 of the Act still apply to special resolutions.
- Postal or electronic ballots
 - Updated to reflect clause and schedule number changes in the Model Constitution and the Regulation.
- Transaction of business outside meetings or by telephone or other means
 - Reworded. Addresses issues with participation at a meeting by telephone or electronic means (e.g. being able to be heard by other members). Wanderers Constitution adopts the 2022 Model Constitution clause.
- Change of name, objects or constitution
 - Minor rewording. Wanderers Constitution adopts the 2022 Model Constitution clause.
- Funds
 - "Funds -source" and "Funds - management" clauses in the 2017 Model Constitution combined and reworded in the 2022 Model Constitution. Wanderers Constitution adopts the 2022 Model Constitution clause.

- "Insurance", "Non-profit status", "Service of notices", "Custody of records and books", "Inspection of records and books", "Financial year" and "Distribution of property on winding up"
 - Reworded. Wanderers Constitution adopts the 2022 Model Constitution clause.

- Membership
 - the procedures for membership are clearly defined
 - life membership nomination process is updated
 - there is more clarity around cessation of membership.
- Fees
 - annual membership fees are due by the date of the AGM to ensure that members are financial and therefore able to vote at the AGM
 - fees will be determined by the committee.
- Committee
 - changes defined positions to reflect current structure (2017-8)
 - restricts a member to holding no more than 2 positions (there is currently no restriction)
 - the committee will appoint a club member to fill a vacancy
 - adds clarity to the powers of sub-committees
- Meetings
 - monthly general meetings are defined
- Finance
 - financial year defined to match tax year