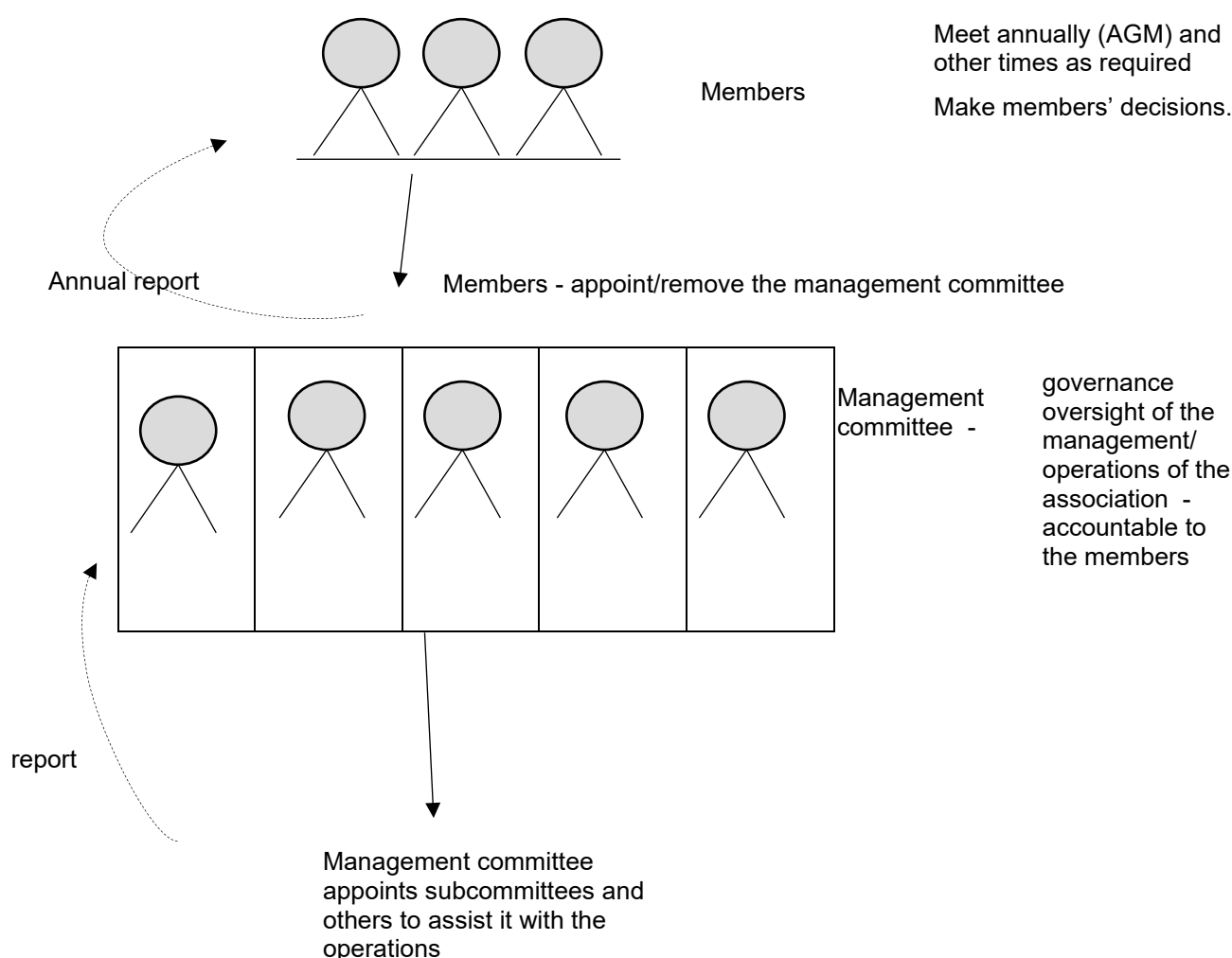


Comparison of existing rules to proposed new rules in draft constitution

New Farm and Districts Historical Society Inc. (NFDHS)

Background

1. NFDHS is an association incorporated in Queensland under the Association's Incorporation Act 1981.
2. A diagrammatic representation of the membership and governance model of an incorporated association is:



3. Since the constitution was adopted in 2005, there have been changes to the applicable legislation binding the association, and the management committee has determined to recommend to the members the adoption of a new constitution to ensure the rules are up to date.
4. An overview comparing the significant changes proposed to the existing rules in the proposed new rules is provided below.

Proposed rule number	Existing rule number	Description	Discussion
1	1	Definitions	1. Definitions are included to assist in the interpretation of the Rules. 2. Definitions for 'relative', 'remuneration' and 'senior employee' are relevant to rule 5.1.2 (d) - reporting requirements for associations imposed in the Incorporated Associations Act 1981 (Qld) in 2023. 3. Note definition for written/in writing – includes by electronic means. 4. New definitions have been added where considered necessary to assist understanding.
1.3	n/a	Subject to the Act and the ACNC	Rule 1.3.3 has been included to cater for the possibility that the Society will in the future be an ACNC registered charity.
2.1	3	Purpose/objects	1. The purpose of the association is the 'why' it exists. 2. From a legal perspective, the purpose or object of the association is relevant to its not-for-profit and tax status. 3. This draft rule reflects the existing rule but has been amended slightly to add the word "conserve" and the words 'for the public benefit'.
2.2	4	Powers	No change.
3.1, 3.2, 3.6, 3.7	5,7	Membership	1. There is only one class of member, that is, ordinary membership. All members have the right to vote on members business. 2. There remains the capacity for a person to be appointed as a Life Member, who will not pay annual fees. 3. The decisions Members are entitled to make are set out in rule 3.7. 4. There are no qualifications/criteria imposed on eligibility for membership. 5. All Members are bound by the constitution and Code of Conduct.
3.3	7,8	Admission to membership	1. The rules allow for an electronic process to apply for membership. 2. There is now no requirement for an existing member/s to nominate a person for membership. 3. The management committee may delegate to another person the right to accept an application for membership but not the right to reject it. 4. There is no right of appeal against rejection of a membership application.

3.5	n/a	Renewal	This rule provide that membership ceases every 12 months and must be renewed by payment of the subscription fee. It provides if a person fails to pay within 4 months of due date, they cease to be a member.
3.4	8	Fees	The management committee sets the annual subscription fee. This is based on the budget of the Society and might be scaled such as to allow for students and other concessions.
3.8, 3.9	13	Members register	Note the address on the register is that provided by the member for the receipt of notices from the Society. To address privacy and safety issues, a person can ask for their details not to be disclosed.
4.2, 4.3	10-12	Cessation and termination of membership and appeal	There is no substantive change to the existing constitution except to include a requirement to ensure the Society applies natural justice when a member is subject to suspension or termination of their membership.
5.1	19, 30-34	AGM	The major change to the existing provision about AGM is due to the requirements imposed by 2023 amendments to the Act requiring the disclosure of remuneration and related party transactions.
5.2 to 5.9	35-41	Meetings of members (general meetings)	1. These provisions are standard for an association. 2. Note the president/meeting chair will not have a casting vote at general meetings (5.7.8.) 3. The proxy rule has been amended to allow for the management committee to set the content of the proxy notice rather than have it in the constitution (5.8). The member may appoint any person not just a member to be their proxy.
6.1 – 6.2	18	Management committee	1. The management committee is to be comprised of up to 9 persons. Of those 9, 3 persons have titles (president, secretary and treasurer) and the other 6 do not. They can be given titles without them being set out in the constitution, so for example, once they are elected, they might be asked to undertake the role of vice president. Their role would then be set out in the terms of reference document referred to in rule 7.3. 2. New provisions required by the Act have been inserted to make it clear that each of the management committee members are decision makers, have fiduciary duties and have one vote on business before the management committee. 3. The secretary is elected by the members not appointed by the management committee. Therefore, the secretary must be a qualified person for election.

6.3	11	Term of office of management committee member	No change
6.4	15, 19	Election process for management committee.	A process has been inserted.
6.5	20, 16	Removal of a management committee member.	At law, the management committee cannot remove a management committee member from office, only the members can do this at a meeting called for that purpose (rule 6.5.3). The existing constitution allows for the management committee to appoint and remove the secretary where the secretary is not on the management committee. Under this constitution the secretary will be elected and rule 6.5.3 will apply.
6.6	21	Casual Vacancy	The meaning of casual vacancy has been extended to include where a management committee position is left vacant after the AGM. The effect of this change will be that such a vacancy can be filled by the management committee.
7.1	22	Functions of management committee	This reflects the Act and model rules. There is no substantive change to the existing document.
7.2	n/a	Duties of management committee	The fiduciary duties on management committee members have been imposed by the Act
7.3	n/a	Terms of Reference	This rule has been included to give the management committee the capacity to create a governance document which sets out processes and functions and roles of the management committee.
7.4	n/a	Disclosure of significant interests	The duties of a management committee member have been imposed by the Act including disclosure of conflicts of interest and if the association is a charity by the ACNC legislation.
7.7	42	Governance documents	This is a terminology change only. Governance documents are the policies, procedures, code of conduct and charters etc adopted by the management committee which set out the internal rules of the association, so they are easier to amend from time to time when change is necessary.
7.8	17	Secretary, president and treasurer's functions	Note the proposal to allow the secretary to delegate admin. functions with the approval of the committee. The balance of the rule is new but is self explanatory.
7.9	n/a	Immediate past president	This is a new rule inserted. It is self explanatory.
8	23, 24, 25, 29	Management committee meetings	1. Standard provisions for an incorporated association.

			2. The major change is that under the proposed rules the president will not have a casting vote at management committee meetings.
9	45,46, 48	Finances	Standard provisions for an incorporated association.
10	n/a	Grievance procedure	The Act requires that disputes between members arising from membership matters under the constitution be managed via a grievance process. A grievance process has been included at rule 10.
12	49	Winding up	This provision reflects the requirements of the Act and caters for the situation if the Society subsequently becomes registered as a charity by the ACNC or a DGR by the ATO.
n/a	44	Common seal	Not included as not necessary.