

**Summary of changes – existing Guild constitution to draft constitution prepared by Constitution sub-committee (and available on the Guild’s blog for review and comment)**

The suggested revisions to the Guild constitution have been prompted by the requirements of the statute under which the Guild is incorporated (*Associations Incorporation Act 2009 (NSW)*). It has been developed referencing the existing constitution, the model constitution developed under the Act and the special requirements of the Guild. The draft constitution has been kept simple in form, while addressing the Guild’s current and future needs.

Existing clause	New clause	Overview of changes
1	1	<b>Name</b>  No substantive change
-	2	<b>Definitions and Interpretation</b>  This is a new clause containing the definitions used in the constitution, which is standard in constitutions. They are collated for ease of reference and the definitions have been kept to a minimum. An interpretation clause has been added which sets out how to interpret certain terms. It is in a form commonly seen in constitutions.
2	3	<b>Objects</b>  The objects have remained the same, except that object (f) has been expanded to reflect that the Guild disseminates information in more ways than just publishing a magazine.
3	4	<b>Membership</b>  There have been two changes to this clause – the first, to record how valid applications are processed (that is by the membership secretary rather than approval by the Committee) and the second, to authorise the Committee to award life membership to a member of the Guild

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		<p>in recognition of that member's exceptional service to the Guild. A life member does not need to pay further annual membership fees.</p> <p>The requirement to agree to be bound by the constitution, including accepting the objects when applying for membership has been carried over from the existing constitution.</p>
4	5	<p><b>Members' liability</b></p> <p>No substantive change.</p>
5	6	<p><b>Disciplining of members</b></p> <p>This clause substantially adopts the model constitution. It sets out a complaint process and how the Committee is to handle the complaint. A right to be heard is incorporated.</p>
-	7	<p><b>Right of appeal</b></p> <p>This clause provides for a right of appeal at the next convened general meeting from a decision of the Committee under clause 6. This is based on the model constitution, except that the appeal is heard at the next convened general meeting rather than a specially convened general meeting. This recognizes that the Guild holds regular general meetings.</p>
-	8	<p><b>Internal disputes</b></p> <p>This clause provides for a procedure for dealing with disputes between members of the Guild with mediation run by the Committee followed by arbitration. The clause is prompted by the requirements of the Act.</p>
6	9	<p><b>The Committee</b></p> <p>The existing clause 6 has been expanded to detail the nomination process for Committee</p>

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		members (reflecting current practice). The provisions in the model constitution dealing with sub-committees and removal of Committee members have been incorporated and the conflict of interest requirements in the Act have been referenced.
7	10	<b>General Meetings</b>  The existing clause has been expanded to provide that the Committee may decide to hold a general meeting in more than one venue at the same time (provided each venue can hear and participate).
8	-	<b>Office bearers</b>  The provisions of this clause have been subsumed into other clauses. The structure of the Committee has not changed.
9	11	<b>Special resolutions</b>  There has been no change to the matters on which a special resolution is required. The procedure for special resolutions has been referenced to the Act, which is in substance the same as the existing constitution.
-	12	<b>Voting</b>  Provision has been included for members to vote by proxy and a form for appointing a proxy has been included in Appendix 1. Proxies provide a mechanism to allow ‘remote’ members to vote at general meetings.  Provision has not, however, been made for postal voting as there is not sufficient time between close of nominations for Committee members and provision for postal votes.

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-	13	<p><b>Finances</b></p> <p>This clause is included to meet the requirements of the Act. The approval mechanisms for expenditure of Guild funds has been set out and reflect current practice.</p> <p>A new provision (cl 13(c)(iii)) has been included to authorise the Committee to pay an employee or consultant to perform administrative, financial management or corporate governance tasks. This is to allow the Committee in the future to manage the increasingly onerous corporate governance and financial management tasks and the time constraints on members volunteering their time to complete these tasks.</p>
-	14	<p><b>Custody of books and records</b></p> <p>This clause reflects the model constitution.</p>
-	15	<p><b>Inspection of books and records</b></p> <p>This clause reflects the model constitution but incorporates the existing member rights of access to information while providing for the privacy of member's personal information and requiring that any information accessed may only be used for Guild purposes.</p>
10	16	<p><b>Public officer</b></p> <p>No substantive change.</p>
-	17	<p><b>Dissolution</b></p> <p>This clause is modeled on the model constitution except that the constitution records that assets should be dispersed to an organization with similar objects. The model constitution provides for the assets to be vested in the Director General.</p>

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11	18	<b>Miscellaneous</b>  The provision for insurance is unchanged. A provision setting out how notices are sent to members is included in a form commonly seen in constitutions with an additional reference to notices in Template.
	Appendix 1	<b>Form for appointing a proxy</b>  This is in a standard form.