



Notice of Special Resolutions for the 2019 Annual General Meeting

Date of Notice: 28th October 2019

Given by the Secretary on behalf of the Committee

In accordance with rule 38 of the MWFRA Objects and Rules (the 'Constitution'), this is a notice to voting members of the Association of Special Resolutions to amend the Constitution to be moved at the 2019 Annual General Meeting to be held on Monday 18th November 2019.

By rule 31, 'A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three quarters of the members present and entitled under these Rules to vote and voting in person at a Special General Meeting or an Annual General Meeting for which a notice of meeting including a notice of the special resolution has been given in accordance with rule 26(2) or 26(3).'

The detail and explanation for each amendment is given in the Attachment to this Notice.

The order of business is:

- (1) to vote on a single special resolution that covers all the amendments collectively, but
- (2) if this vote does not pass, to vote on each special resolution as an individual special resolution, and
- (3) to further resolve by special resolution that the Association adopt a complete new constitution (consolidating the changes made at the 2019 AGM) and that the public officer or a committee member is authorised to apply to the Director-General for registration of the changes to the constitution in accordance with rule 38(3)

The (1) motion is:

By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per each and every numbered Item in the Attachment of 'Notice of Special Resolutions for the 2019 Annual General Meeting'.

In the event that the (1) motion is not passed, then the alternative (2) motions are:

- A By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per Item 1 in the Attachment of 'Notice 2 of Special Resolutions for the 2019 Annual General Meeting'.
- B By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per Item 2 in the Attachment of 'Notice of Special Resolutions for the 2019 Annual General Meeting'.
- C By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per Item 3 in the Attachment of 'Notice of Special Resolutions for the 2019 Annual General Meeting'.
- D By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per Item 4 in the Attachment of 'Notice of Special Resolutions for the 2019 Annual General Meeting'.
- E By Special Resolution at the 2019 Annual General Meeting held on 18th November 2019, the MWFRA Objects and Rules be amended as per Item 5 in the Attachment of 'Notice of Special Resolutions for the 2019 Annual General Meeting'.

The (3) motion is:

By Special Resolution at the 2019 Annual General Meeting held on 18th November 2014, the Association adopts a complete new constitution (consolidating the changes made at the 2019 AGM) and that the public officer or a committee member is authorised to apply to the Director-General for registration of the changes to the constitution in accordance with rule 38(3).

Explanation: NSW Fair Trading have previously advised that, in addition to resolving to amend the constitution, unless the Association also resolves to adopt a complete new constitution that consolidates the amendments, the constitution is amended but not consolidated and the constitution would then operate by reading together the two documents i.e. the unamended constitution and the amending resolution.

Accordingly, we need to also resolve by a Special Resolution to adopt a complete, consolidated Constitution that incorporates the amendments.

ATTACHMENT

Item 1. Create the Committee office of Vice President-Team Referees and include the office in the Executive Sub-Committee

At a forum for Team Referees hosted by the Committee in June 2019, amongst discussion of potential improvements to guidance, support and pathways for Team Referees, it was proposed that a Committee office be created with a duties and responsibilities focus on Team Referees.

Team Referees are the largest cohort of MWFRA members. For example, in the last 5 years, Team Referees have annually numbered 300 to 400 members of the MWFRA, representing 45% to 55% of the total membership. Team Referees officiate at 20% to 25% of MWFA competition matches, which is about 1,000 to 1,200 matches per annum.

There are multiple aspects the Committee's activities and focus areas that are as relevant to Team Referees as they are to any other member of the Association – such as, providing coaching and development, improving the quality and consistency of refereeing and improving the conduct of players and others toward match officials with player management coaching and with influence and support to the MWFA's actions in this area.

The Committee expects that the Vice President-Team Referees would take the lead in engaging with Team Referees with a view to bringing forth initiatives for support and development for Team Referees and more effectively and efficiently seeking to address the concerns and issues of Team Referees.

The Committee considers that it is appropriate that the office of Vice President-Team Referees be taken as being on par with the other Vice Presidents of Seniors and Juniors and should be an office of the Executive Sub-Committee and empowered to deal with criticisms under rule 10A.

Note that, changes to the constitution do not take effect until they are registered with the NSW Department of Fair Trading. There cannot be an election for the office of Vice President-Team Referees at the 2019 Annual General Meeting and, upon the Fair Trading registration, the office will exist in a state of casual vacancy.

Explanations of proposed changes

rule 14	The Vice President-Team Referees is added as an office-bearer that is a Committee member.
rule 13	The Vice President-Team Referees is added as an office-bearer that is a Executive Sub-Committee member.
rule 17	<p>The duties and functions of the Vice President-Team Referees are defined as closely modelled on those of the Vice President-Seniors and Vice President-Juniors, save for the function of making appointments which is not ordinarily relevant to the office.</p> <p>A general, common sense meaning of team referee is provided to describe some scope of the office of Vice President-Team Referees and some scope separation from the office of Vice President-Seniors. However, particularly given that many members act as both appointed Seniors and Team Referees over the course of a season, it is not intended that there be seen to be an unambiguous delineation between Seniors and Team Referees in the sense that member may only engage, or be engaged by, one Vice President or the other.</p>
rule 16	The Vice President-Team Referees is added to the office-bearers whose terms of office end in even numbered years – this is chosen so that the two Vice Presidents with responsibilities for non-Junior members have terms of office ending in different years.
rule 10A	<p>The Vice President-Team Referees is added, along with the President and Vice President-Seniors and Vice President-Juniors, as an office-bearer who may act unilaterally in dealing with criticisms submitted under this rule.</p> <p>This rule deliberately empowers those office-bearers to, without convening a meeting, respond and react to post-weekend 'feedback' that is not as serious as a 'complaint' – it is appropriate and expected that the Vice President-Team Referees would also have a role in dealing with criticisms. Although, the rule does not specifically allocate criticisms about e.g. a Junior to the Vice President-Juniors, in practice, the office-bearers self-organise to allocate criticisms to the most relevant office-bearer.</p>

Item 2. Remove the office of Gear Steward

Having regard to:

- The retirement of Life Member Trevor Croal after over 20 years' service as Gear Steward,
- The rental of a storage unit in close proximity to the Cromer Park clubhouse eliminating reliance on a member's garage or other space for stock storage, and
- The creation of an extra Committee position as the Vice President-Team Referees

the Committee considers the removal of the office of Gear Steward to be a reasonable and appropriate measure.

Explanations of proposed changes

rule 14	The Gear Steward office is deleted from the Committee.
rule 17	The duties and functions of the Gear Steward office are deleted.
rule 16	The Gear Steward office is deleted from the list of terms of office.
rule 39	The Gear Steward is removed as a holder of equipment records – the equipment records shall now be in the custody of or in the control of the Treasurer.

Item 3. Refresh the duties and functions of the Assistant Secretary and the Floor Member

The duties and functions of the Assistant Secretary are currently to assist the Secretary. In practice, the Assistant Secretary more often contributes to the Committee as a participant in discussion and decision-making and ad-hoc activities.

It is proposed to refresh the role of the Assistant Secretary by:

- Making the Assistant Secretary an assistant to the other office bearers,
- Transfer the member-advice and member-liaison functions of the Floor Member to the Assistant Secretary, and
- Renaming the role as Floor Member

Consequently, the current Floor Member is proposed to be renamed as the Disciplinary Committee Liaison Officer.

The MWFA has changed its constitution to generalise their Judiciary Committee, the General Purposes Tribunal and the Protests & Disputes Committee as functions subsumed into a Disciplinary Committee. The Committee expects that there will be no practical change to the interaction between the MWFA and the MWFA in relation to these MWFA functions. However, it is proposed to somewhat future-proof our Constitution by generalising 'MWFA Judiciary meetings' as 'MWFA disciplinary meetings' and to remove the unnecessary specificity of 'observer' as the capacity in which the Disciplinary Committee Liaison Officer attends such meetings to allow that any such capacity be determined as a practical, operational matter.

In addition, the reference to particular types of match reports at 8(a) is generalised to 'relevant match official's reports' so as not to only cover certain types of reports (noting that citation reports is omitted from the current version of the rule).

Note that, the current term of the Floor Member ends at the 2019 Annual General Meeting. Technically, nominations and, if required, an election will be for the office as currently named and defined in the constitution – any name change and duties and functions redefinition would occur upon registration of the changed constitution with the NSW Department of Fair Trading. The current term of the Assistant Secretary does not end until 2020.

Explanations of proposed changes

rule 17	Amend the duties and functions of the Assistant Secretary and rename the office as Floor Member Amend the duties and functions of the Floor Member and rename the office as Disciplinary Committee Liaison Officer
rules 14 & 16	Consequential amendment to rename Assistant Secretary as Floor Member Consequential amendment to rename Floor Member as Disciplinary Committee Liaison Officer

Item 4. Introduce a quorum for the Executive Sub-Committee

For completeness, it is proposed to introduce a quorum for the Executive Committee. The Committee considers that, with 5 current members and 6 members should the office of Vice President-Team Referees be created, a quorum of 3 is appropriate.

Unlike the provisions for Committee meetings in rule 20 that govern the meeting opening, quorum check, time for quorum to be achieved, adjournment and rescheduling, the Committee considers that the provisions for Executive Sub-Committee should simply be that no meeting can be opened unless a quorum is present.

Explanations of proposed changes

rule 13	A quorum is introduced at (2)(e)(i).
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Item 5. Correct punctuation, capitalisation and other typographical errors

It is proposed to correct a number of punctuation, capitalisation and other typographical errors to improve consistency, as summarised below.

This includes, at 14A(7) for forming a Reviews Panel that includes persons other than MWFA members, updating the reference to “members of the management committee of the MWFA” to “officers of the MWFA” as the MWFA’s new constitution no longer defines a “management committee” – an officer under the Corporations Act includes a director, a secretary or, in effect, a senior manager of a corporation¹.

Explanations of proposed changes

Punctuation corrections	See rules 1, 8, 10, 11, 12, 12A, 14A, 28A, 32, 33, 37, 46
Capitalisation corrections	See rules 3
Typographical corrections	See rules 10A, 11, 12A, 13, 18, 28A

¹ Corporations Act, section 9 - "officer" of a corporation means: (a) a director or secretary of the corporation; or (b) a person: (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or (ii) who has the capacity to affect significantly the corporation's financial standing; or (iii) in accordance with whose instructions or wishes the directors of the corporation are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors or the corporation);