

A SUMMARY OF THE KEY PROPOSED CHANGES TO THE CURRENT CONSTITUTION OF THE GARDEN CLUBS OF AUSTRALIA INC.

1. The manner in which the terms “affiliate” and “member” are used is confusing and inconsistent, and this has been clarified in the amended constitution. The method of admission of committee members and life members as members has been clarified. The method of admission of affiliates remains unchanged.
2. The “Special Executive Committee” is removed in recognition of available communications technology in modern society and best practice governance principles.
3. Office Bearers of the Association are reduced to four (4) – President, Vice President, Secretary and Treasurer. This conforms with modern governance practices. The right of the immediate past president to continue on the committee for an additional year is removed for the same reason. This will reduce the committee numbers from 20 to 12, being much more common and optimal board size for a large not-for-profit.
4. Officers and Committee members are elected for a term of two (2) years with a limit of three (3) consecutive terms – 6 years in all. A stable committee with longer terms of stewardship is preferable to a committee where elections of ordinary committee members take place every year. Provision is made at the next Annual General Meeting in 2020 for Officers and Committee members to be appointed for either one (1) year or two (2) year terms as a transition measure to ensure appropriate succession management.
5. Committee meetings may be held at two (2) or more venues using technology. The quorum for the Committee is a majority of Committee members. Participation in committee meetings using technology is regarded as being in attendance.
6. The time given for Notice of Meeting for a general meeting, including an Annual General Meeting has been reduced to reflect the use of modern technology and is consistent with the model rules for an incorporated association in NSW.
7. The quorum for the Annual General Meeting has been altered to require a minimum participation of 5 affiliates.
8. Each member (other than the chairperson) is limited to holding and voting in accordance with 2 proxies at a General Meeting.
9. Directions on the distribution of the GCA assets, in the event it closes, is strengthened to ensure such property is transferred to an organisation with similar objects to the GCA.