

## **YRA Annual General Meeting 6 September 2022 - YRA Constitution 2012 Proposed Amendments**

A small number of minor technical and administrative changes to the YRA Constitution 2012 are proposed to align it with the *Associations Incorporation Act 1991 (ACT)* and the 2021 amendments, and to provide for the use of technology to facilitate the notification and holding of General Meetings.

### **1. Consistency in capitalisation of term member**

Amend 'member' to 'Member' throughout the Constitution to make the capitalisation consistent.

### **2. Financial Statement Audit Requirements have changed for small associations**

Amend Clause 11(a)(ii) to insert "reviewed" statement of accounts rather than "audited"

#### Explanation

Under the provisions of the *Associations Incorporation Act 1991 ACT (Effective: 08/10/21)* the YRA as a "small association" is no longer required to have audited financial statements audited under the *Corporations Act 2001 (Cth)* by a registered Auditor. The new requirement for small associations is for the financial statements to be "reviewed by a reviewer" and a written report prepared. This amendment to the legislation was made as a full audit under the Accounting Standard by a registered auditor was considered to be too burdensome and for simple organisations with small turnover.

*Associations Incorporation Act 1991 (ACT)*

<https://www.legislation.act.gov.au/a/1991-46/>

### **3. General meetings— virtual and hybrid meetings**

Amend Clause 11 (g) Meetings - to provide for the use of technology so that meetings such as General meetings can be virtual or hybrid not only face-to face.

#### Explanation

A provision was made in the *Associations Incorporation Act 1991 (ACT)* during the Covid 19 emergency for virtual and hybrid General Meetings including Annual General Meetings to be held. This provision overrides any conflicting rules in an association's constitution. However this provision is subject to sunset 12 months after a Covid 19 emergency declaration. The *Associations Incorporation Act 1991 (ACT)* has not as yet been amended to make these provisions permanent, however the Federal legislation, the *Corporation Act 2001 (Cwth)*, has been amended to this effect by the *Corporations Amendment (Meetings and Documents) Act 2022*.

*Associations Incorporation Act 1991 (ACT)*

<https://www.legislation.act.gov.au/a/1991-46/>

*Corporations Amendment (Meetings and Documents) Act 2022*

<https://www.legislation.gov.au/Details/C2022A00009>

### **4. Notification of General meetings**

Amend Clause 11 (a) to align with the *Associations Incorporation Act 1991 (ACT)* for Annual General Meetings to be held within 5 months of the end of financial year rather than 3 months.

Amend Clause 11(b) for the Constitution to provide for General meetings to be notified to members and residents by a range of means including email, the YRA website and YRA Notice Board.

#### Explanation

The Constitution provides for financial YRA members to vote at General meetings. A General meeting includes: a General meeting, Annual General meeting and Special General meeting. For notification of a General meeting within less than 10 days members are notified by email (or if no email by a notice to their address), and residents are notified on the YRA Noticeboard at Yarralumla Shops. However the requirement for General Meetings with a notification period of 21 days is for a notice to be distributed to Yarralumla households. During the Covid 19 emergency such delivery of hardcopy notices household was not allowed. The amendment for General meetings to be notified provide for General meetings to be notified to members and residents by a range of means including email, the YRA website and YRA Notice Board. This will bring it into line with use of electronic media for holding meetings introduced during the Covid 19 pandemic and being passed into law by jurisdictions (see Amendment 3 above).

## **5. Removal of unsound mind provision**

Under Committee Management remove Clause 13(d)(iii) “becomes of unsound mind”.

### Explanation

The *Associations Incorporation Act 1991 (ACT)* does not require this provision. Also the Australian Law Reform Society recommended in 2014 (ALRC Report 124) that provisions relating to “unsound mind” be removed in regard to voter registration. This issue has recently had media coverage as being discriminatory especially to those with certain types of disability not being able to vote.

*Equality, Capacity and Disability in Commonwealth Laws (ALRC Report 124)*

<https://www.alrc.gov.au/publication/equality-capacity-and-disability-in-commonwealth-laws-alrc-report-124/9-electoral-matters-2/repeal-of-the-unsound-mind-provisions/>

## **6. Define Chairperson of a General Meeting**

Amend Clause 13(l) to define the Committee Member presiding over the General meeting as the Chairperson.

### Explanation

A Clause 13(l) is inserted to define the “Chairperson” referred to in new Clause 13(i) as follows “*In the absence of the President, another Committee member as agreed by the Committee members present at the start of the meeting will preside at the meeting (the “Chairperson”)*”.

## **7. Subscriptions**

Clause 16(b)(a) is amended to remove “The current subscription is set out in Appendix I;” and Appendix I is deleted.

### Explanation

Subscriptions are set at each AGM for the following financial year in Clause 16(b)(a), however this Clause also refers to current subscriptions as set out in Appendix I and these are dated 1 July 2012 in the Constitution. Whist subscriptions are set each AGM, the Constitution is not amended on an annual basis and so the Appendix I cannot be maintained as being current. As the annual subscriptions as agreed at each AGM are published on the YRA website and application forms Appendix I, and reference to it, have been deleted.