



**Constitution Rewrite Sub Committee Meeting**  
**Thursday 30 September, 2010**  
**Pauline's house, East Fremantle**  
**9.30am - 2.30pm**  
**AGENDA**

**Attendees** Pauline, Ilsa, Rachel

**Apologies** Ana

**Meeting opened**

**Minutes of Previous Meeting** 20 September, 2010

- 1) **Acceptance** – previously approved by attendees before posting online
- 2) **Business arising - Review progress from last meeting**
  - a) Report on actions list
    - b) All done
    - c) Ana unable to make it during the holidays, will miss being at these wind up meetings
    - d) M/Com feedback is contained within the items for discussion

**Items for discussion**

1) **Work through documentation, suggestions and revisions**

- a) Continue to use Instruction Sheet 'Checklist II' to identify all items required are included in our modified format. Specifically look for any definitions needed to be added; remove all yellowed and red discussion points and greyed points designated for removal. Final copy by the end of this editing process will all be in black ie removing blue text which has indicated inserts or variance in the wording from the Model Rules.
- b) Start from the beginning and deal with all of the feedback from the M Comm
  - i) **Definitions, Objects, Powers (Rules 1 -4)**

**Feedback** none **Response** NB: The definitions currently contain references to other points that have been identified by the M/Com as being unnecessary – as their will need to be further discussion on some of these point (see responses to feedback in sections below) the definitions will need to remain as part of the current Draft Constitution.
  - ii) **Membership (Rules 5 – 9)**

**Feedback**  
Rule 5(1)

    - Directed by M/Com to remove the Country concession membership option. **Response** This suggestion generated considerable discussion with the following statement as a record of that discussion. "In the opinion of the Constitution Sub Committee who are working on behalf of all members of Art ED, the membership options provided for are a fundamental foundation of the Association. A diversity of membership levels allows prospective members to see how they might fit into an Association over time and according to their specific interests as well as maintaining a healthy balance of interests and sub-groups. The sub committee believes that the inclusion of Country members in the Concession category is vital to address the fact that they are unable to access the full benefits of membership of ArtED." – As such we are leaving it in the Draft Constitution at this stage until we can engage in further feedback and discussion with the full membership of ArtED.
    - Directed by M/Com to remove the Post service concession membership option. **Response:** This suggestion generated considerable discussion with the following statement as a record of that discussion. "Post service as a concession category of membership is a way of encouraging retention of experienced teachers capable of and with the time to mentor beginning and other teachers or even be active members of committees. Not everyone is in a privileged financial situation when they retire and the concession is a way of recognising their worth and giving them an opportunity to belong to a collegiate network of like minded members."
    - Directed by M/Com to remove the Partnership membership options. **Response** This suggestion generated considerable discussion with the following statement as a record of that

discussion. "Part of the vision for the future of ArtED is to continue to provide rich opportunities and experiences for all members. Developing Partnerships that enable that to occur seems to us a proactive step for an innovative and active Association. We agree that it will involve another role – ideally it can be picked up by someone with a specific interest in working on developing such partnerships as a member of the M/Committee – given that there will be two extra members of the Committee, the extra work involved should not be too onerous at all and would certainly benefit all members interested in furthering visual arts education.

The creation of a Memorandum of Understanding (MoU) is a way of simplifying that process and enabling frank discussion of just what expectations of benefits and outcomes will be achieved by both partners. The renewal process allows again for frank discussion on how well the partnership has met expectations of both partners and for modifications to be put in place if required as well as the opportunity to express satisfaction.

As a sub committee representing all members, we believe that any promotional and advertising benefits are of a high enough value to assign a higher financial cost through membership fees than an ordinary membership fee. As such we are leaving it in the Draft Constitution at this stage until we can engage in further feedback and discussion with the full membership of ArtED.

- Check the Life membership category – add in 'no more than two in a year'.

**General Response:** The Constitution Sub committee has been working for all of the ArtED members to create a Constitution that reflects our current practice and processes and provides for the opportunity to further grow into an active, innovative and professional organisation. Earlier in this process, we would put the modifications out for feedback from all members. At that point in time, the feedback we received from members re broadening the membership categories was all positive. Likewise, there was no negative feedback from the M/Com when it was first put to them at a M/Com Meeting. In August, we were directed by the M/Com to no longer put the Constitution modifications out for public comment from members, with which we complied.

The Constitution is about to go to a Lawyer in its Draft form for advice on whether the Sub Committee has stayed on track and met all legal requirements of the Dept Of Commerce. Following that meeting at which Ilsa and Von will be representing ArtED, the Constitution sub committee will meet again to address any feedback.

Following any final amendment that may have been suggested, the Draft Constitution will need to go to all of the members for feedback prior to it being presented as a final document for acceptance at a General Meeting. This is not only a democratic process, it will help to ensure a smooth process of the motion(s) when the Constitution is submitted for acceptance.

### iii) Management Committee (Rules 10 – 15)

#### Feedback

##### Rule 10(1)

- Agreed with the idea to make the Membership Registrar part of the Executive and to increase the number of General members to 6 making a total of 11 members on the Management Committee.
- Suggested no need for a place on the Management Committee need be reserved for a student representative. Student members will still be very welcome to be a part of the Management Committee but will need to nominate to a position the same as any other member. **Response** – deleted mention of student rep.

##### Rule 10 (12)

- Agreed with inclusion of annual review of role definitions but no need for those roles to be published online. **Response** Roles do need to be held as part of the handover process to incoming office bearers and job holders. – delete phrase 'with the role definitions on the website'.

##### Rule 15(1)

- Suggested there was no need for mentioning a specific number of meetings that should be held in a year as it may be less but chances are it would be more than that anyway. **Response** – the Model Rules require that a set number of meetings be included in the Constitution. Currently the suggestion is for a minimum of eight meetings – ie two a term would be essential to be able to manage the administration of the Association. Far more likely that there would be more than a minimum of eight meetings, therefore eight as a minimum number is not unreasonable – this section to remain in the Constitution.
- Suggested that 'Meeting dates to be published on the website' be deleted **Response** phrase deleted. NB: considerable discussion re the importance of members knowing when M/Com meetings are so that they can forward items for discussion if desired. Current scenario whereby there is a M/Com rep for every sub committee, it would mean that sufficient notice need to be

given by the Secretary to all M/Comm members, who would then forward that information to their relevant sub committees to ensure they have relevant information to include in their reports. This sort of detail would be better included in the role definitions of the various jobs within the Management Committee rather than in the Constitution -

Rule 15(4)

- Agreed with the number of seven for a quorum at a M/Com Meeting given there will be eleven members.

#### **iv) Meeting Procedures (Rules 16 – 19)**

##### **Feedback**

Rule 16(1)

- Suggested that the phrase nominating that there would be no less than 4 General meetings in a year be deleted. **Response** We had thought it useful to have that number as a 'reminder' when creating Calendar of events each year. The Model Rules do not require a set number of General Meetings – phrase deleted.

Rule 17(1)

- Suggested that the quorum for a General Meeting should not be “two times the number of elected officers plus one” ie concerned that 23 is too high a number **Response** Discussion re
  - a) The number is a minimum required so that all members are given the opportunity to vote for or against a motion clear of just the Management Committee – NB: the plus one is a proviso that means there should be no deadlock of votes
  - b) The need for General Meetings to be made interesting and relevant to all members eg: inspiring guest speakers, and there would be no problem with getting the numbers, including a holiday based one which enables country members to attend. NB: Any Proxy votes held in hand at a General Meeting will also count as attendees – this enables country members to have an input at any such meeting where prior notice motions and other general business may be discussed and put to the vote.
  - c) Changed the wording to “two times the number of management Committee members plus one” to avoid confusion re the use of the words “elected officers.”

Rule 18(1)

- As a hard copy file of all Minutes is kept by the Secretary, the phrase Minute Book is still a correct descriptor and needs no further definition – left as is.

Rule 19(2), (3), (4)

- The M/Com did not comment on these sub-rules however the rules refer to body corporate members – see discussion above in Membership Rule 5(1) and below in Annexure (5) MoU, so remain in place.

#### **v) Rules of Association (Rules 21 – 25)**

##### **Feedback**

None required

##### **vi) Annexure**

###### **(1) Nomination for M/Com** (as for Rule 10)

Previous version was an online one. We have created a proforma in MS word using a combination of the PTCWA and AEA Formats for easy access and modification from year to year.

###### **(2) Membership Application** (as for Rule 5(2))

We have created a proforma in MS word using the AEA form as a guide for easy access and modification from year to year. NB: Previous version was an online one which could be completed by printing out and then sending a hard copy. The online subscription version will still work without modification as there in an Other box which will enable various other membership categories to use.

###### **(3) Appointment of Proxy Form** (as for Rule 20)

We have created a proforma using the Model Rules format, enabling its use at M/Com Meetings, General Meetings and Sub Committee Meetings

###### **(4) Notice of General Meeting to alter the Constitution** (as for Rule 21)

We have created a proforma using the Model Rules format – NB: these current model rules are according to the Act of 1987. The current green paper for the new set of Model rules is not yet passed by law, nor sadly according to the Dept of Commerce is it apparently at the top of anyone's to do list in Parliament. One pointer that may well need to be added in is that of the Public Officer (often also a small part of the Secretary's role) once the 2007 Act is passed through Parliament. With the major overhaul we have done with this draft, it will be a simpler matter of amending or adding a rule or sub-rule

###### **(5) MoU proforma – for a not for profit and corporate partnerships** (as for Rule 5(2)(b))

See also discussion above in Rule 5(1)

#### **Feedback**

- Suggested that this form was not needed at all – reflecting discussion and opinion that a gentleman's agreement style has worked in the past so why not continue with that system.  
**Response** As the MoJ is an integral part of the Partnership category in developing a growing professional association for our members, the Constitution sub committee felt this needed the option of further discussion and feedback from the general members themselves re the running of their association and as such have left it in the draft document for showing to the Lawyer. See more in the Rule 1 feedback/response.

#### **(6) Appointment of corporate member representative** (as for Rule 21)

#### **Feedback**

- No specific feedback from the M/Com on this form **Response** NB if no corporate members are allowed as a membership level, then it will not be needed – currently remaining in the Draft Constitution until further discussion re the partnership member categories. We have created a proforma using the Model Rules format
- c) Rachel and Pauline started from the beginning again and checked off each rule reference to the rest of the Constitution where it is referred to, to ensure all cross references are still correct as in the Model Rules.

## **2) Other**

- a) There will need to be another meeting once the Draft is put out to the members for any further feedback. This is an essential step in the process of ensuring that the members' needs and wishes are sought and respected as it is their Constitution.
- b) Timing of First Love (12 – 26 Feb) and AGM was discussed re likely timing of the Constitution being put for acceptance to the members. Realistic plan is that it should be ready for the AGM NB will need to be ready prior to the notification of the AGM being sent !

## **3) Identify those specific items that may still need further discussion**

See responses as recorded for the various rules in Item 1 of the agenda.

## **4) Allocate jobs and review Timeline for remainder of Term 4**

- a) See List of actions below
- b) The AGM planned for 19<sup>th</sup>/26<sup>th</sup> February 2011 (30<sup>th</sup> Anniversary?) will be the most likely date for putting the Draft Constitution to the Members for acceptance
- c) Need to have feedback time from members prior to that – work backwards (4 weeks?) from the date of notification of AGM (ie 2 weeks to gather, then collate and modify if required – would need to include time for M/Com involvement in the final draft also)

## **5) Next Meeting(s)**

- a) Date to be advised after the Draft Constitution is taken to the lawyer by the President Yvonne Wiese and M/Com Constitution Rep Ilsa Bennion.
- b) Follow up meeting once all member's feedback has been sought and received

## **6) Meeting Closed 2.30pm**

### **List Actions:**

Pauline

- Write up the Minutes and get feedback from Rachel and Ilsa
- Following approval from Ilsa and Rachel as a correct record, send to Anna for her information / comment
- Forward Minutes to Von and Rosie for official records
- Post minutes on the website
- Make all modifications to rules as contained within the minutes and as part of the final edit, remove all coloured highlights and standardise all text in the same colour to indicate this is now the Draft Constitution of the Art Education Association of Western Australia for presentation to a lawyer to check that we are on the right track and meet all legal requirements.
- Forward a rejoined full document to Ilsa and Yvonne ready for presentation to the Lawyer

Rachel

- Feedback on the forms we devised/modified on Monday and responses

Ilsa

- Feedback on the forms we devised/modified on Monday and responses
- Make a date with Yvonne and the lawyer once she has the Draft document to hand
- Accompany Yvonne to the lawyer as the representative of the Constitution sub committee