

## **Review of the Constitution of Ocean Shores Country Club - Terms of Reference**

### **Purpose**

The Board has initiated a Review of Ocean Shores Country Club (the Club) Constitution to ensure that the Constitution of Ocean Shores Country Club Limited (the Constitution) is up to date, consistent with clubs' standards under federal and state law, sets out the club's key requirements under federal and state law, is internally consistent, and reflects and supports best practice.

The objective of the Review is to make recommendations to the Club membership of changes to the Constitution to be voted upon by eligible members at a General Meeting to be conducted on 31 May 2020.

### **Background**

The Constitution was last amended on 19 November 2017. During 2019 several areas of the Constitution requiring clarification or potential change were identified by members as part of the Club Survey processes, during the processes and conduct of the annual election and in individual submissions and suggestions by members to the Board. The Board also considers it important to undertake the Review of the Constitution to ensure consistency with the current law and consistency with Clubs NSW best practice.

Examples of some of the specific areas for the Review include, but are not limited to, the following:

- Definitions - to clarify meaning of 'major alterations' for work undertaken to the golf course or bowling greens
- Objects of the Club - to ensure alignment of the Objects of the Club with members views as identified in the Club Strategic Plan 2020 to 2022
- Membership - to streamline categories and consistency with best practice
- Board of Directors - to align titles with best practice
- Election of Board - to clarify and align processes and tenure with best practice
- Overall review – to ensure consistency with laws and appropriate terminology

It is expected that during the planned participatory consultation processes with members further areas may be identified.

Members have already been advised of the intention to undertake the review of the Constitution during the November 2019 Annual General Meeting and in the December 2019 Chairman's Message to Members. Additionally, the Club Strategic Plan 2020 to 2022 launched in February 2020 identifies one of the priority projects as the review of the Constitution and By-Laws.

The Board will also be conducting a review of the Club By-Laws, which were last reviewed in 2017, to ensure consistency with the Constitution and alignment with best practice. Further,

it is expected that during the planned participatory consultation processes with members, to be undertaken as part of this Constitutional Review, that areas in the Club By-Laws that require clarification or amendment will be identified. These will be noted and will inform the Club By-Laws Review that will be undertaken and finalised during the period June to August 2020.

The Constitution and By-Laws are on the Club website and the Club Notice Board to enable accessibility by all members.

## **Approach**

The Board considers it critically important that all members are afforded the opportunity to actively participate and engage in this Review so will adopt an inclusive and participatory approach. Members will have the opportunity to share their experience and views through a mutually respectful and responsive engagement processes. It is also imperative that the Club harness both the lessons learned and vast experience of other Clubs who have undertaken Constitutional Reviews combined with the expertise and guidance of best practice from Clubs NSW. Further, it is vital that we have appropriate and energetic teams reviewing and considering inputs from members and providing technical advice (a Members Reference Group and a Legal Drafting Team) which will operate under the auspices of a Board (Constitution Review) Working Party.

Informed by the above, the approach for the Review will be as follows:

- Member engagement through inclusive participation in information and feedback sessions.
- Member involvement through a range of avenues for the submission of individual comments and suggestions to a Members Reference Group. These avenues include through email ([info@oceanshorescc.com.au](mailto:info@oceanshorescc.com.au)); a Constitution Review Suggestion box at the Club entry counter, and postal.
- Club Expertise and Experience inputs through presentations to members by representatives of Clubs NSW and other NSW Clubs to discuss lessons learned, advice on current best practice, and any potential future requirements.
- Members Reference Group to be led by Ms Peta Price and comprised of members to consider all inputs and suggestions of members and forward with commentary to the Board (Constitutional Review) Working Party. The Members Reference Group will foster and promote the engagement with members and participate during the information and feedback sessions. The Members Reference Group will also record all suggestions for clarification or change of the Club By-Laws that arise from members during the Constitutional Review processes. The Members Reference Group will provide fortnightly updates to the Board (Constitutional Review) Working Party.
- Legal Drafting Team comprised of two members who will identify the initial suggested areas for change, incorporate any other areas suggested for change as they arise and, as directed by the Board (Constitutional Review) Working Party, draft the required amendments and Special Resolution(s). The Legal Drafting Team will provide fortnightly updates to the Board (Constitutional Review) Working Party.

- Board (Constitutional Review) Working Party comprised of four members (General Manager, Chairperson, Deputy Chairperson and Treasurer) who will provide oversight of the entire process and participate during the information and feedback sessions. The Board (Constitutional Review) Working Party will obtain the Board approval of the Special Resolution(s) that will be presented at the General Meeting on 31 May 2020.
- Ongoing communication with all members through update emails and notices on the Club Notice Board prepared by the Board (Constitutional Review) Working Party.

## Timeline

In acknowledging the importance of the Review process the Board is also acutely aware of the other high priority projects that need to be undertaken, as identified in the recently launched Club Strategic Plan 2020 to 2022, along with the ongoing need to focus on the successful overall management of the Club. Likewise, the Board is even more acutely aware that members do not want to see the Board diverted from the priority projects, and that members have busy lives with many commitments and do not want their precious time diverted from their enjoyment at the Club. Consequently, the timeline has been carefully developed to enable the Review to be undertaken over a period of four months.

- February to May - Board (Constitutional Review) Working Party to provide regular updates to members.
- February - Legal Drafting Team to review the Constitution and identify all areas of the Constitution that require change in order to be: up to date, consistent with clubs' standards under federal and state law, sets out the club's key requirements under federal and state law, internally consistent, and reflects and supports best practice. In undertaking this process Legal Drafting Team to work closely with Clubs NSW and any other NSW Clubs. Legal Drafting Team to then submit report on the initial proposed key changes to the Board (Constitutional Review) Working Party.
- February to 31 March – Members invited to submit in writing (email, suggestion box or postal) any individual suggestions for clarifications or changes to the Constitution through the Members Reference Group to the Board (Constitutional Review) Working Party. The General Manager, on behalf of Board (Constitutional Review) Working Party will maintain a log of all members written submissions and send an acknowledgement letter of receipt of the submission to the member. As required by the Board (Constitutional Review) Working Party, the Legal Drafting Team will review and provide comments on members submissions to the Board (Constitutional Review) Working Party.
- March – Information and feedback sessions for all members with the participation of Club Expertise and Experience representatives. The Board (Constitutional Review) Working Group will lead or appoint the convenor of such meetings. The Members Reference Group will be actively involved and prepare summaries and commentaries on suggestions from the sessions and submit to Board (Constitutional Review) Working Group. The final date for member suggestions in relation to the Constitutional Review will be 31 March 2020.
- April – Legal Drafting Team to review and incorporate suggestions as provided by the Board (Constitutional Review) Working Group and undertake any further discussions

with Club NSW. Final version of proposed amendments and draft Special Resolution(s) produced by Legal Drafting Team. The Board (Constitutional Review) Working Party will review and obtain any final comments from the Members Reference Group. The Board (Constitutional Review) Working Party will then submit to the Board for approval of the Special Resolution(s) and the calling of a General Meeting on 31 May 2020. External legal counsel engaged to ensure full legislative compliance of the proposed amendments and if any changes are required a revised Special Resolution(s) for General Meeting will be finalised by Legal Drafting Team and re-submitted to Board (Constitutional Review) Working Group to re-submit to the Board for approval.

- May – On 8 May 2020 (21 days in advance) ‘Notice to members of a General Meeting’ to be conducted on 31 May 2020 distributed to members and placed on Club Notice Board. The Legal Drafting Team will prepare for the Board (Constitutional Review) Working Party a two page summary document of the key changes for consideration of distribution to members. At the General Meeting on 31 May 2020 eligible voters (Life members and Ordinary Voting members) will vote on the Special Resolution(s). During May the Members Reference Group will submit to the Board (Constitutional Review) Working Group a summary of any member suggestions for clarification or amendment of the Club By-Laws that arose during discussions on the Constitutional Review. This summary will inform the review of the Club By-Laws to undertaken during the period June to August 2020.

### PROCESS FOR THE REVIEW OF THE CONSTITUTION

