

## **Explanatory Memorandum**

### **Proposed Amendments to the SLSNSW Constitution – Special General Meeting 16<sup>th</sup> August 2025**

#### **Background:**

Following the recent Special General Meeting held on 9<sup>th</sup> July 2025 where changes to the SLSNSW Constitution were considered, two resolutions received a majority vote but did not reach the 75% threshold for inclusion within the constitution. The SLSNSW Board has worked with Branch Presidents to restructure and amend these resolutions for greater flexibility and member oversight. Following this additional consultation and in accordance with Rule 28 of the SLSNSW Constitution, the SLSNSW Board is putting forward the following Resolutions for consideration at a Special General Meeting to be held on 16<sup>th</sup> August 2025.

A full copy of the proposed Constitution with the various amendments identified in 'mark-up' in attached and should be referred to when considering each of the Resolutions.

Reference to the Explanatory Memorandum prepared for the July 9<sup>th</sup> SGM may be referred to for more detailed explanation around rationale of the proposed amendments.

#### **Resolution 1 – Board Composition & Election by Skill Set**

These amendments relate to the removing of the concept of 'Specified' and 'Unspecified' Director at elections and instead replacing this with an election via skill set (ie The President, Lifesaving, Education, Sport and Member Services), five (5) positions. It also defines new requirements for the additional input from the State Council for the appointment of a minimum two (2) to a maximum four (4) Appointed Directors.

Resolution 1 applies to the following Rules:

- 31 (a) - Board Composition noting a minimum Board of seven (7) members and up to nine (9) members, five (5) of whom shall be elected Directors
- 31 (c)(i) – requirement to appoint minimum two (2) to a maximum four (4) Appointed Directors
- 31 (c)(iii) – State Council liaison on Appointed Directors
- 31 (g)(ii) – clarification of tenure of Appointed Directors
- 31 (h) (ii) – removal of Effective time provisions which related to the transition arrangements required by the 2020 changes to the constitution which are now redundant
- 45 (c)(iv)(E) - Nominations Committee confirming two (2) representatives from the State Council and requiring at least one from a Country Branch
- Schedule One – Electoral Procedure. Various changes to the specific items to provide for the mechanism to enable an election by skill set
- Schedule Two – Director Transition Arrangements. A new schedule which describes the transition arrangements for each of the incumbent Directors to ensure compliance with Schedule One and Rule 31(a) (Board Composition)

The main change since the previous proposed resolution at the 9 July 2025 SGM, is the change of Board composition from nine members (as per the current constitution) to a minimum of seven (7) and maximum of nine (9) Directors. Additionally, there is the inclusion of an additional representative from State Council (Branch Presidents) and onto the Nominations

Committee (now two members, at least one being from a Country Branch). For Appointed Directors, the Nominations Committee report will also be provided to the State Council for liaison before going to the Board. This provides additional input and oversight from the membership of these Appointed Directors

This proposal also seeks to streamline voting for Directors at the AGM and address concerns experienced at the 2024 Director Elections and allows for the smooth functioning of changes in Resolution 2 below.

### **Resolution 2 – Appointed Director requirements**

The proposed amendments in this Resolution have been changed considerably since the Resolution which was considered at the 9<sup>th</sup> July SGM. The more detailed Gender Parity requirements in the Objectives and other sections of the draft constitution have been removed and a statement added to the Nominations Committee selection of Appointed Directors and the Nominations Committee composure only (as per the Federal Government requirements for funding). It also provides flexibility if government requirements change in the future.

Resolution 2 applies to the Rules:

- Interpretation and Definitions – noting requirements around Board & Committees as per government regulations)
- 31 (c) (ii) Appointed Directors meeting requirements for skills, regional diversity and gender when required
- 31 (i) Casual Vacancy on the Board must meet eligibility requirement from the Nominations Committee
- 45 (b)(ii)(E) Nominations Committee. Ensure candidates meet requirements (including for the Appointed Directors gender parity if required)
- 45(c)(iv)(D) changes to the committee composure to ensure gender parity of that committee

### **Resolution 3 – Deputy Chair.**

The Resolution considered at the July 9<sup>th</sup> SGM which contemplated the appointment of a Deputy Chair. The proposed appointment of a Deputy Chair created some confusion, and it is recommended that the constitution be silent on the appointment of a permanent Deputy Chair and that one be appointed from current Directors should the need arise for a specific meeting.

Resolution 3 applies to the Rules:

- 19(e) – State Council Chair. Board to nominate another Director to chair a meeting of State Council in the President's absence
- 32(b) and (c) – Board Chair. Board to nominate another Director to chair a meeting of the Board in the President's absence
- 45(c)(iv)(B) – Nominations Committee. If the President is unable to represent at a Nominations Committee meeting another member of the board will be appointed by the Board.

### **Resolution 4 – Reference change Chairman to Chair**

There are various references to the term Chairman throughout the Constitution. Each reference to be amended to say 'Chair' throughout.