

# Updating NSWRA Constitution - Explanatory Notes

## What is happening?

The Council intends to put a new Constitution before the 2019 AGM for adoption by the members. This document describes what is happening, the proposed key changes and the proposed timetable and process for consultation. A draft constitution is attached.

The Council unanimously supports this new approach.

## Discussion Forum - Saturday 6 July

We will hold an information and discussion session during the DRA weekend. We suggest that you bring these materials with you.

**Location:** Dehn Auditorium, 6 July. Immediately after presentation

## Timetable and Process

The proposed timetable is below. We may alter this based on feedback.

Draft constitution and notes issued	Now
Discussion forum for members	During DRA weekend – <b>evening Saturday 6 July</b>
Comments sought	Comments or feedback should be sent to <a href="mailto:projects@nswra.org.au">projects@nswra.org.au</a> no later than Friday 19 July
Final version of the constitution issued	With notice of AGM
AGM vote	October 2019
New constitution reviewed and approved by Fair Trading	After AGM
New constitution comes into effect	When approved by Fair Trading – we expect early 2020
First election under new constitution	Mid 2020, with elected directors taking up positions at the end of the 2020 AGM

## Feedback/Consultation

We welcome questions and feedback, in writing. Please send to [projects@nswra.org.au](mailto:projects@nswra.org.au). You are welcome to ask questions or provide feedback to Councillors at any time.

Please:

- Keep to issues of substance. The lawyer will address drafting and typos.
- Understand that we are focussed on this topic. This project is being led by volunteer members who are not on Council ie we have no role to respond to other matters.
- Note that the office staff are not involved.

# 1. Frequently asked questions

Constitutional updates are commonplace and most sporting organisations have updated their constitutions in the last decade. The key questions that we have encountered are discussed below.

## ***Why do we need a new Constitution?***

Our Constitution was last updated over ten years ago. It requires amendment to address requirements of the Associations Act. It has also fallen well behind modern thinking about how sporting organisations are managed and governed.

Organisations such as the NSW Office of Sport publish up to date templates for sporting body constitutions. We are not unique, and it was easier (and cheaper, from a legal perspective) to modify a high-quality template.

## ***The new Draft Constitution will no longer provide for the election of region-based directors in preference to directors elected by all members?***

The concept of regional representation was predicated on individual regions having their voice in council when the original Association was formed. This was understandable in the early years of rifle shooting when communications were basic, simply telephone and mail, and it was important if regions wanted to be heard that they have an appointed representative attending council meetings.

Today, the ability to communicate is a world away from the early years, there is email, mobile phones, the internet, etc. which facilitates almost instantaneous communications and the historical isolation of regions has been significantly reduced if not eliminated.

In addition, the sport has evolved from a simple military rifle discipline to multiple shooting styles within the NSWRA family which includes Target Rifle, various F-Classes and traditional Military Rifle competitions which makes it difficult for individual directors to have detailed knowledge of all disciplines being shot across the state.

The current council membership has directors with a wide range of individual expertise across the many areas which affect rifle shooting:

- Match classes and the issues relevant to each;
- Team official and member selection;
- Junior development programmes;
- The Standard Shooting Rules;
- Match and competition scheduling and organisation;
- Range approval and restrictions;
- Range maintenance and compliance; and
- Firearms licensing and registry matters.

Given the evolution of the Association over the years, the current NSWRA Council considers that the Constitution should reflect the changes that have occurred and the need for directors with specialised knowledge of the various areas that affect the sport. Hence the recommendation that the regional representation requirement should be removed from the Constitution.

## ***The potential to appoint up two directors who may not necessarily be individual members, that is, they need not hold NSWRA membership?***

While the NSWRA membership has individuals with wide-ranging corporate knowledge, from time to time, there can be a need for expertise or skills not found within the current director or membership ranks. These skills or expertise may be financial, legal, engineering, legislative, environmental, etc. and they add a valuable contribution to council considerations of particularly complex matters outside operational rifle shooting matters.

## **2. The key changes to the Governance Structure**

### ***Current***

We currently operate with the following structure:

- A council which meets ~3 times p.a.. An election for all Councillors is held every two years.
- An Executive (3 Councillors and the Chairman) which meets more regularly
- Appointed Councillors (“co-opted”) appointed by the Council
- A Chairman
- A President, whose role is more ceremonial.

The structure appears to be quite representative however in practice the Executive bears most of the decision-making load.

The key governing documents are:

- The Constitution. All representatives are bound by that document
- The Bye-laws and regulations, which are set by the Council. These set out a mixed set of rules in respect of the Executive, plus how the NSWRA will operate in key areas, plus day to day issues such as fees.

***[see next]***

## The proposed new structure

The proposed model is simpler and follows the standard modern template for sports bodies.

Membership	<ul style="list-style-type: none"> <li>• Ordinary (“Individual”) Members will not be limited to residents of NSW (to help border regions). They will remain members of Clubs and will exercise the voting rights.</li> <li>• The Board will have flexibility to create new (but only non-voting) membership categories. Two being considered are: <ul style="list-style-type: none"> <li>○ an “Officials” membership category to assist and encourage officials and volunteers</li> <li>○ an “Associate” membership category to provide insurance and defined participation rights to (licensed) people from outside our affiliated clubs</li> </ul> </li> </ul>
We move to an elected “board”	<ul style="list-style-type: none"> <li>• Candidates nominated by two Ordinary/Life Members and elected in a vote by all Ordinary/Life Members</li> <li>• This body makes all decisions ie there is no Executive</li> <li>• The Chairman is elected from within the Board</li> </ul>
Six (6) elected Directors	<ul style="list-style-type: none"> <li>• A balance between sharing the load, ensuring everyone can contribute and being efficient</li> </ul>
The right to appoint two more	<ul style="list-style-type: none"> <li>• Up to two external directors allowed to fill gaps or address skill needs</li> <li>• The (elected) Board has the right of appointment and removal for those two roles as it deems appropriate. They need not be members</li> </ul>
Appointments are volunteer	<ul style="list-style-type: none"> <li>• Directors remain unpaid (appropriate expense reimbursement only)</li> </ul>
Robust governance requirements	<ul style="list-style-type: none"> <li>• Including restrictions in relation to related party transactions and conflicts of interest</li> </ul>
All members vote for each elected candidate	<ul style="list-style-type: none"> <li>• Different to the current situation where you only vote for your local candidate</li> </ul>
Appointment terms are staggered	<ul style="list-style-type: none"> <li>• We are proposing three-year terms to get the most from Directors</li> <li>• 1/3 of the Board comes up for election each year*</li> </ul>
Term limits	<ul style="list-style-type: none"> <li>• A Director can hold office for a maximum of three terms* and then must stand-down for at least one year.</li> <li>• This promotes renewal</li> </ul>
Board can fill vacancies (“Casual Vacancy”)	<ul style="list-style-type: none"> <li>• The Board can appoint a new Director to serve out a Director’s remaining term if they retire early (thereafter an election will be held as usual)</li> </ul>
The Board will set “regulations”	<ul style="list-style-type: none"> <li>• Replacing the existing Bye-Laws and regulations</li> <li>• Largely an update exercise to address overlaps</li> </ul>
The Board meets more often	<ul style="list-style-type: none"> <li>• 6 – 7 times per annum</li> <li>• Not necessarily always face to face (Board can teleconference)</li> <li>• A statement of intention – not hardwired into the constitution</li> </ul>

\* For the sake of continuity of knowledge at least some of the current Councillors need to stay as we migrate to the new model.

### **3. Changes to how we operate**

We are proposing other changes to how we operate. These will not be hard-coded into the Constitution but will help us operate transparently and effectively.

#### ***An Annual Strategic forum***

The draft constitution provides for an annual strategic forum to foster discussion about our Sport and our future. This is recommended by the NSW Office of Sport.

#### ***Board Charter***

We will establish and publish a Board Charter. This represents the Board's set of internal principles for managing itself and making decisions.

This will cover issues such as:

- The Board's responsibilities
- The culture of the Board and a positive focus on working for the Association and its members as a whole
- At a high level, how it intends to address strategic risks and opportunities and how it will communicate those efforts to the members
- How it will renew itself and what it will do to generate good board candidates (nominated by the members)
- How it will manage conflicts of interest
- Administrative arrangements such as how and when it will reimburse out of pocket expenses to Directors

***[See next]***

## ***Committees and working groups***

Committees will be used to provide oversight and advice in respect of significant and ongoing topics. They will often comprise at least one Director plus external appointees to share the load and access relevant skills and knowledge.

Their job is to investigate and master subject areas and advise the Board (which retains decision making).

Examples of potential committees are:

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Finance and Audit	<ul style="list-style-type: none"><li>• Review budgets</li><li>• Review financial performance</li><li>• Manage the relationship with the auditor and review outcomes</li></ul>
Range Tenure and Access	<ul style="list-style-type: none"><li>• An ongoing issue of high risk</li><li>• Maintain and expand our coverage of range related issues</li><li>• Provide point of contact with Firearms registry</li><li>• Provide advice to clubs concerning how they understand and manage their site risks</li></ul>
Development/strategic	<ul style="list-style-type: none"><li>• Consider, develop and recommend strategies to grow the sport</li><li>• Could extend to implementation of new programs</li><li>• Might be a combined exercise, eg with other States or the NRAA</li></ul>
Commercial	<ul style="list-style-type: none"><li>• Optimising our commercial activities to maximise benefit</li><li>• Considering other for-profit activities</li></ul>
Volunteers and Events	<ul style="list-style-type: none"><li>• Like most sports our volunteer pool is shrinking and burning-out</li><li>• It is affecting our ability to deliver events (and their quality)</li><li>• We need to consider how we attract, develop, motivate and reward our volunteers</li><li>• It is affecting all sports and we can learn from outside our own</li></ul>

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These will only succeed if we can access people who have the time, skills and willingness to help, which is a core challenge.

## **Attachment**

- Draft constitution