



## PROPOSED CONSTITUTION AMENDMENTS

The Network's Constitution includes a clause that requires the Constitution be reviewed every five years to ensure its continuing relevance. Under this provision the Constitution is due for review in 2011 as the last review was done in 2006 and amendments adopted in November of that year. During 2010 the NSW Office of Fair Trading, now known as Fair Trading NSW, enacted replacement legislation covering incorporation of associations, the *Associations Incorporation Act 2009 No 7*, and prepared a new Model Constitution.

In 2010 the Management Committee resolved to propose to the membership that the name of the "Post Polio Network (NSW) Inc" be changed to "Polio NSW Inc". However, it was decided to defer a membership vote on the name change until the Constitution was reviewed and any amendments deemed necessary recommended to members to ensure compliance with the new Act and alignment with the new Model Constitution. All these matters would then be put to the membership at the one meeting.

**Accordingly, six (6) Special Resolutions will be put to members at a Special General Meeting commencing at 11:00 am on 26 November 2011 at Regency Function Centre, Burwood RSL Club, 96 Shaftesbury Road, Burwood NSW, immediately prior to the Network's 23<sup>rd</sup> Annual General Meeting which is scheduled to commence at 11:30 am (see separate enclosure).**

### Special General Meeting Agenda

1. Opening of Meeting
2. Present
3. Apologies
4. Consideration of six (6) Special Resolutions (*as detailed in this document*)
5. Close of Meeting

Special Resolutions must be passed by not fewer than three-quarters of the members of the Network who are entitled to vote and who attend the Special General Meeting and vote in person, or vote by proxy.

A personalised Proxy Form is enclosed so that you can vote on the amendments even if you are unable to attend the meeting. A non-personalised Proxy Form can also be downloaded from <[www.post-polionetwork.org.au/agm2011](http://www.post-polionetwork.org.au/agm2011)>.

**Special Resolutions 1 and 2** on pages 2 and 3 relate to the proposed name change.

Schedule 1 to the Associations Incorporation Act 2009 sets out 16 matters which all organisations must address in their Constitution. These have been considered by the Management Committee and only a small number of amendments to our existing Constitution are deemed necessary to ensure compliance. These are set out in **Special Resolutions 3, 4 and 5**, on pages 3 and 4.

**Special Resolution 6** on page 4 relates to the re-numbering of affected Constitution clauses consequent to the adoption or rejection of Special Resolutions 1 to 5.

President

31 October 2011

## ASSOCIATION NAME CHANGE

### Special Resolution 1

That the name of the organisation be changed from Post Polio Network (NSW) Inc to Polio NSW Inc.

*Note: The adoption of this change is subject to later approval by Fair Trading NSW.*

#### Rationale

##### *Arguments for the Proposal*

- It is a simpler and more modern title.
- It is consistent with the name of the national organisation, Polio Australia.
- Polio is placed as the pre-eminent word
- It focuses on all aspects of having had polio and living with its effects rather than just the post-polio elements
- The concept of "Post-Polio" holds meaning to members and others who are aware of Post Polio Syndrome and the Late Effects of Polio but is meaningless to others
- The term "the Late Effects of Polio" is more often used than "Post-Polio Syndrome"
- It avoids the controversial issue of the definition of Post-Polio Syndrome as, to some, this excludes many survivors

##### *Arguments against the Proposal*

- The name has been a significant factor in our identity and a change could be viewed as a loss of identity
- Dropping the term "Post-Polio" from the name detracts from the shared experience of living with the Late Effects of Polio
- It was the development of understanding of Post-Polio which led to the formation of the Network
- Taking out the term "Network" loses the concept of collegiality and mutual self-help that is implied in the word "Network"
- There are practical issues, including:
  - Submitting the new name to Fair Trading NSW for approval
  - The need to amend publications
  - The need to inform other organisations and
  - The need to obtain a new domain name and make changes to the website and its links to other sites

## ASSOCIATION NAME CHANGE – CONSEQUENTIAL AMENDMENTS

### Special Resolution 2

*This Resolution will only be voted on if Special Resolution 1 is adopted by members.*

That following the adoption of Special Resolution 1, the following consequential amendments be adopted:

- a) In Clause 1.1 Definitions, the definition of “Network” [**Network** means the Post-Polio Network (NSW) Incorporated, an association incorporated under the Associations Incorporation Act (1984)] be deleted and a new definition be inserted which reads: “**Association** means Polio NSW Inc which is incorporated under the Associations Incorporation Act (1984)”; and
- b) All references to “Network” in the Constitution be amended to “Association”.

*Note that for consistency with the remainder of the Constitution, in a) above reference is still made to the old Associations Incorporation Act (1984). Update/replacement of legislation from time to time is covered in Clause 1.2 Interpretation of the Constitution [“(g) a reference to legislation or to a provision of that legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it”].*

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## INTERNAL DISPUTES

### Special Resolution 3

That the following clause on resolution of disputes be included in the Constitution following existing Clause 8:

#### ***Resolution of disputes***

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983* or superseding legislation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* or superseding legislation applies to any such dispute referred to arbitration.

#### **Rationale**

As no such clause exists in the current Constitution, this amendment is necessary to ensure compliance with requirements of the Associations Incorporation Act 2009. The wording is taken from the Model Constitution.

## **MEMBERS' REGISTER**

### **Special Resolution 4**

That the following new Clause be inserted after existing Clause 8.3:

If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

#### **Rationale**

To ensure the privacy of members and to include a provision which exists in the Model Constitution.

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## **COMMON SEAL**

### **Special Resolution 5**

That Clauses 30.1; 30.2 and 30.3 be deleted in their entirety.

#### **Rationale**

Under the new Act a Common Seal is no longer required and so these Clauses are superfluous. In addition, if the proposed name change is adopted and Clauses 30.1, 30.2 and 30.3 were not deleted, it would be necessary to replace the Common Seal at unnecessary expense.

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## **RENUMBERING AFFECTED CLAUSES**

### **Special Resolution 6**

That Clauses in the Constitution be re-numbered as required following the adoption or rejection of Special Resolutions 1 to 5 without requiring a further vote at a Special General Meeting.