

Appendix A

Member Information Pack

General Information

A Constitution is a set of rules about what an organisation is, who it serves and how it is to be governed. Organisations that have a legal status as an Incorporated Association must have a Constitution.

New Constitutions, and changes to existing Constitutions, are voted on by the Association's members by Special Resolutions.

Special Resolutions in this paper are going to be put to the vote at the Special General Meeting, to be held 29th May 2024 at the CoMHWA office in Cloverdale.

Once approved by vote of the members, the updated Constitution will come into effect only when it has been submitted to and approved by the Department of Mines, Industry, Regulation and Safety (the Department).

Organisation Specific

The changes to the CoMHWA Constitution will comply with the Associations Incorporations Act 2015, and ensure governance best practice.

The Constitution has been carefully reviewed by the CoMHWA Governance Sub-Committee in accordance with advice provided by the Department, and Hall & Wilcox lawyers.

This information pack provides information to members, who may vote by attending the Special General Meeting in person, by proxy, or online.

Throughout these listed changes you will note that all references to 'he' or 'she' have been replaced with 'they' or 'theirs' to foster inclusivity. Many of the changes are purely for the purpose of formatting and/or grammar reviews.

Sections 1-3: Definitions, Vision and Core Purpose

The changes suggested here are to simplify understanding, and to include other such basic information from the Associations Incorporations Act 2015 (the Act).

For example, our definition of an Ordinary Resolution (item 1.20) did not fully describe what a resolution entailed.

Our vision and core purpose have been updated to reflect the full phrases.

Sections 4-14: Objectives and Purpose

The majority of changes in Sections 4-14, are to simplify the words and understanding. We have removed any repetitive information or phrases, and instead referred to the numbers of relevant items.

We have simplified the definition of a consumer group (for membership purposes) and added information about approval of membership applications by the Board. We have also added information regarding the natural consequences of membership suspension, should this arise.

Sections 15-22 Board Composition and Tasks

Here, we have clarified how the Board is made up. CoMHWA's Board is to be comprised of a minimum of 7 and a maximum of 11 Directors, of which there are 4 Office Bearers (Chairperson, Vice-Chairperson, Secretary and Treasurer) who are elected internally, on an annual basis after each AGM.

In line with current proceedings, we have included a note that attendance at Board meetings can be virtual or by phone and votes via technology are counted and taken as in-person.

We have removed the original item 22.8 as it was seen to be confusing. While the CoMHWA Board do have sub-committees, they can also invite guests who have relevant skills or expertise to assist with pieces of work. These people are not Board Directors and do not attend any meetings unless they are specifically invited. This level of detail is instead included in sub-committee terms of reference.

Section 23: Staff

Here, we have removed some of the tasks from under the CEO, as they are tasks of the Secretary and listed under section 20.

Sections 24-30: Meetings

In this section we discuss Special General Meetings (SGM) and have simplified the wording. We are now indicating that a SGM will be held if the Secretary receives correspondence from at least 20% of the members (previously this was 5%). We have also added some ownership to the members requesting the SGM, as at item 25.4.

Under section 27 we have amended wording around the quorum at general meetings to align with best governance practice. We have also included an item about members joining online for these meetings.

Sections 32-35: General

While CoMHWA does have a Common Seal of Association, this has never been used so we are suggesting this section be removed.

Section 35 has been added to align with Schedule 1, Section 11 of the Act which details the manner in which CoMHWA funds are to be controlled.