

# Explanatory Memorandum

to accompany the Exposure Draft of  
a new form of constitution  
to be put to the Member Clubs of CNSW  
and voted on by Special Resolution

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## Indicative timetable for consideration and adoption of the new constitution

The Exposure Draft Constitution and this Explanatory Memorandum are being distributed to clubs now, at the end of October 2020, and Clubs are invited to email any queries or concerns they may have to the Secretary of CNSW [secretary@croquet-nsw.org] over the course of the next month, but no later than 30<sup>th</sup> November.

Depending upon the number and nature of the comments, CNSW may either respond individually to those clubs or prepare a document encapsulating the queries and comments, with CNSW's response, and distribute it to clubs. But all comments obtained through the distribution of the draft to clubs will be considered by the Board, and may of course result in changes being made to the draft.

The Board will then approve a final draft which will be distributed to clubs to be voted on as a special resolution by e-mail ballot early in 2021.

## Preamble

Croquet NSW can be seen as a classic 'grass roots' state organisation, in the sense that it has grown from a broad base of individual players who have formed or joined clubs. Some of those clubs, in turn, were responsible for forming what is now CNSW, with many others subsequently joining. And the nature of the NSW body has changed several times over the years. But ultimately, it is now the board of CNSW, elected by member clubs, which is responsible for administering the day-to-day operations of the association, promoting the sport generally, running tournaments and events, and assisting clubs achieve their own objectives.

Until 2015, CNSW was managed by its Council which comprised delegates from the member clubs. There was an Executive whose responsibility was to manage CNSW between Council meetings. However, the Executive could only make decisions if the matter was urgent, and all decisions in any event had to be subsequently ratified by the Council. This governance structure put CNSW very much in the hands of the clubs. But it was cumbersome and an impediment to government funding.

The constitution adopted in 2015 essentially replaced the Council with a Board elected by the clubs' delegates. That constitution also gave the Board much wider powers over clubs and players than were necessary for it to function as the State organisation for the game.

The 2015 constitution also assumed that individual players who were members of clubs were also automatically members of CNSW, and thus bound by Board policies and CNSW disciplinary proceedings irrespective of whether the player was playing in a CNSW event or only playing croquet at their club.

For these and other reasons, it has been felt necessary to adopt a clearer statement of what we are about, and of the relationship of the various parties involved in the organisation of croquet in NSW.

And the basis which has been adopted for a new constitution is the Model Constitution which can be found in Schedule 1 to the *Associations Incorporation Regulation* of 2016.

## Principal features of the new constitution:

### Membership

- All existing member *clubs* are retained as members, and with full voting rights (clause 2(2)). But the new constitution makes clear that only clubs and not individuals can be members. That said, there is provision to continue the honorific 'Life Member', but even those recognised in this way will not in fact be 'members' of CNSW (clause 7C)).
- The proposed constitution recognises two types of clubs, which are referred to as 'Croquet Clubs' and 'Sporting Clubs' – the latter being larger clubs which include a croquet 'section'. In the usual case, the 'parent club' would not allow a sub-club to exist independently of the parent club, and it will be the 'parent club' which becomes the member of CNSW (clause 1 Definitions, and clauses 7A and 7B). However, if the parent club does allow independent sub-clubs within its structure, the sub-club could be a member in its own right, as a Croquet Club.
- The autonomy of member clubs in regulating their own affairs is preserved (clause 13(c)).
- Clubs will exercise their right to vote through a 'Delegate', very much in the same way as at present, but with some refinements (clauses 2(1) and 35).

### Individuals

- All players who are members of Member Clubs retain their existing rights (with very minor exceptions) but rather than being called 'Individual *Members*', they are called 'Registered Players'. And as such they are entitled to attend general meetings, but not to speak unless invited to do so, and not to vote (clause 7B(6)).
- Provision is made for players who are not members of a croquet club to become 'Registered Players', but it is left to the Board to determine how much they pay for the privilege – and they do not become 'members' of CNSW (clause 7B).

## Discipline

- Discipline of individuals who are members of Member Clubs is essentially left to be addressed at club level, although CNSW is available to provide assistance (clause 11(7)). But CNSW does have a role in disciplining those individuals who have become Registered Players directly with CNSW, as well as any individual who is engaged in some form of CNSW activity (clause 11(8)).

## The Board of Directors

- Provisions for the election of the Board have been considerably simplified – to avoid the sort of confusion which arose a few years back. The number of directors has been reduced to five, and election is for a single term, which expires at the next following AGM. But directors are eligible for re-election for a maximum of five consecutive terms (clause 14 generally).
- A director must be both a Registered Player and a member of a Member Club (clause 18(7)).
- Directors can be ‘appointed’ only to fill any casual vacancies which may arise (clause 18), or to make up a quorum (clause 21). And their term expires at the next AGM.
- A new provision (in clause 15(1)) requires the Board to call for the nomination of candidates for election to the Board at least two months before the proposed AGM, and nominations must be lodged with the Secretary at least 35 days before the meeting (with the aim of including them in the papers distributed with the Notice of Meeting). But further nominations can be made at the meeting if the number is insufficient to fill all vacancies (clause 15 generally).
- Member Clubs will be required to inform their Registered Player members of any general meeting, and of the right of such members to attend (clause 28(5)).

## Membership fees

- The Board is given wide power to levy subscriptions, but this is neither new nor uncommon in organisations like ours. And Member Clubs who are unhappy with the manner or amount of such levying have the right to resign (clause 8).