

Notice of Motion for the 2025 AGM

Introduction

The Incorporated Societies Act 2022 (the Act) will come into force at the end of 2025. This Act replaces old 1908 legislation and seeks to “put in place a modern framework of basic legal, governance, and accountability obligations for incorporated societies and those who run them”.

The new act sets requirements for the constitutions of incorporated societies such as the Cellar Club. The Committee has reviewed these requirements against our current rules and has found that our current rules are generally fit for purpose under the new regime. However, the committee is proposing four amendments below to ensure full compliance with the Act.

Proposed Amendment 1. Consent of Members:

That Rule 3(a) of the Club be amended to add the words, “that includes the person’s consent to become a member.”

Background

Rule 3(a) which sets out the eligibility and application process for joining the club will then read:

(a) Those eligible for membership of the Club shall be persons over the age of eighteen (18) who have stated their intention to further their interests and knowledge of wines, and shall have submitted the appropriate application form, that includes the person’s consent to become a member.

Section 25 of the Act states that “Every society must have a constitution that complies with the requirements of this Act.” Section 26(1)(c) requires the Constitution to contain “how a person becomes a member of the society, including a requirement that a person must consent to be a member”. This amendment will enable the club to demonstrate that new members have consented to be members. This has never been an issue for the Cellar Club, nor is it expected to be.

Proposed Amendment 2: Contact Person

That a new section be added to the Committee rule : - Rule 12(e), stating “The contact persons, who the Registrar can contact when needed, will be appointed by the Executive Committee.

Background:

Section 25 of the Act states that “Every society must have a constitution that complies with the requirements of this Act.” Section 26(1)(g) requires the Constitution to contain “how the contact person or persons will be elected or appointed”. This proposed amendment ensures the Cellar Club’s constitution complies with this requirement. Again this has never been an issue for the Cellar Club to date, but we suspect this requirement may be useful for incorporated societies

with internal disputes when the registrar may need assurance that communications are with authorised officials of the society.

Proposed Amendment 3: Conflicts of Interest

That a new section be added to the Committee rule : - Rule 12(f) Any member of the Executive Committee who has a financial interest in respect of any matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, and in an Interests Register kept by the Committee.

Background

Sections 62-73 of the Act deal with conflicts of interest, including the requirement to disclose interests. This proposed amendment aligns the rules of the club with these requirements and represents standard good practice.

Proposed Amendment 4: Dispute Resolution Procedures

That a new rule on Disputes and procedures be inserted to the Club's rules:

New Rule: Disputes and Procedures

(i) A dispute is a disagreement or conflict involving the Club and/or its Members in relation to allegations that a Member or an Officer has engaged in misconduct, or has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act, or that a Member's rights or interests as a Member have been damaged, that has been brought to the attention of the Committee by any means,.

(ii) All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities. The complainant raising a dispute, and the Committee, sf consider and discuss whether a dispute may best be resolved through informal discussions, or more formal procedures per (iii) below.

(iii) For any major disputes, the Club will apply the procedures set out in Schedule 2 of the Incorporated Societies Act 2022.

Background:

Section 25 of the Act states that "Every society must have a constitution that complies with the requirements of this Act." Section 26(1)(j). requires the Constitution to contain procedures for resolving disputes. This proposed amendment meets that requirement, and standard good practice.

Schedule 2 of the Act provides a set of optional dispute resolution procedures consistent with natural justice. Societies may choose (but are not required) to include the procedures in this schedule in its constitution. Rather than develop our own set of dispute procedures, we are proposing to piggy-back off these well-developed procedures.