



QUEENSLAND MEN'S SHED ASSOCIATION Inc

ABN 82 659 067 088

Patron

His Excellency the Honourable Paul de Jersey AC

Governor of Queensland

27th October 2017

The Secretary
Australian Men's Shed Association
PO Box 793
The Junction NSW 2291

Subject : Statement from the Queensland Men's Shed Association in regard to AMSA seeking consideration, by AMSA members of a proposed Constitution amendment .

Dear Secretary

We, the elected Committee of the Queensland Men's Shed Association (QMSA) welcome this opportunity to write to you to present the views of the Committee on the proposed Constitution amendments as described on the AMSA website link <https://mensshed.org/about-amsa/governancereview/>

We have noted that individual AMSA member sheds were invited to comment on the proposed amendments, and understand those that have chosen to respond, have sent their response directly to AMSA.

The Committee of QMSA has met on 24th October 2017 solely for discussions and deliberations on their response as an eligible AMSA member.

Whilst the QMSA committee acknowledge that some Qld Sheds and, indeed, a member of our management committee, would be relatively happy to accept the AMSA proposal, the following document represents the views of the large number of our member Sheds and the bulk of our committee members.

The Committee has asked to me to document their response and this herewith is shown below;

We, the QMSA elected Committee, with a quorum have met on 24th October 2017 to document our response to the AMSA proposed documents shown on the AMSA website under the Governance Review link. We confirm that this QMSA statement is confined solely to the need for amendment of proposed amendments to the current AMSA Constitution, and we do not comment on the supporting governance standards, by-laws etcetera as we have assumed that AMSA will have correctly researched their compliance obligations under any relevant legislation.

In September/October 2016 a draft Constitution was presented to the QMSA Committee and the vote recorded against adoption of this document because it was considered that:

1. The Shed Members would have no effective input into the governance of the AMSA and perceived the Board as effectively distancing itself from the grass roots Sheddors/ Members.
2. The AMSA Directors having been appointed could, at the discretion of their fellow Directors, be reappointed without recourse to the Member Sheds.
3. There appeared a perceived disconnect and lack of accountability from the Board to the Shed Members.

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We are agreed that the AMSA Board has made significant and meaningful progress in listening to and responding to the issues then raised.

We have considered the proposed document as found on link <https://mensshed.org/wp-content/uploads/2017/09/6.AMSA-Proposed-Constitution-2017.pdf>

and have further agreed that we cannot accept the draft proposed Constitution without consideration being given to the following issues raised by both Shed members throughout Queensland, and this Committee of the QMSA, namely;

1. QMSA requests for the sake of clarity and visibility in regard to the proposed rotation of Directors, that the AMSA Board decide and disclose now who will retire at the first rotation.
2. It is proposed that there will be six (6) State Based Directors – Qld; NSW/ACT; VIC; SA/NT; TAS and WA. If there is no State or Territory based Organisation Member of AMSA, due to failure to meet the criteria for admission to AMSA membership or alternately does not wish to be a member of AMSA, then in this instance, AMSA Member Sheds in that State or Territory will be represented by a sub - committee predominately drawn from AMSA Sheds in that State or Territory.

Reference - 9.2 Number of Directors

If we are to have six state based elected directors then why should the minimum always be 3, it would make sense that the minimum should be 6.

3. The AMSA Board Chairman will be appointed by the Board from the elected State Based Directors. He will retain his voting rights as a State Based Director and will only exercise a casting vote as Chairman if a tied vote occurs. There is no provision for an additional Director to be elected to replace the Director who is elevated to the position of Chairman. QMSA requests that it would be preferable that the Board Chairman should, under normal circumstances, be drawn from the State Based Directors.

4. Provision has been made for a National Men's Shed Advisory Committee (NMSAC). The Terms Of Reference Clause 3 –Composition – Sub Clause (b)- for the sake of clarity, the sub clause should state that the State body will recommend their nominee and the Board after due process will endorse the appointment.

5. . As members of the QMSA Management committee, **we need to ensure that the agreement made to have a member of our current elected committee replace the QMSA past President on the AMSA Board in November is honoured.** At this time, it has not been determined what formula will be applied to decide which of the directors will retire in 2018. It would appear a rational approach for those directors with the longest service to retire in the first rotation.

Reference 9.3- Composition of the Board

9.3 b: Agree with 6 elected Region directors

9.3 a: QMSA is not in agreement with the proposed “ appointment “ of Specialist Directors. We recognize the need for specialist skills input to the AMSA Board, however such input should be provided by consultants who do not have voting rights at Board meetings.

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Reference 9.7 Term

9.7 c: Agree eligible for re-election for a maximum of 6 consecutive years. QMSA does not understand how a director can serve greater than 6 years so what sense does this sentence make about 9 years. All directors elected should have a 2 year break after reaching 6 consecutive years in office.

Reference 11.1 Appointment of Chairman of the Board and Deputy Chairman of the Board

11.1 b: The term should be 2 years same as all the directors. Once a Chairman is appointed (who is a State nomination) the relevant State should nominate an additional suitable candidate for election as a Board member to ensure voting representation by all States. All Directors elected to the AMSA Board shall be suitably qualified for the role of Director under the appropriate legislation and corporate governance framework under which AMSA will operate .

13.1 Rights of observers

13.1 b: While it is acknowledged that anyone may be invited to attend a Board meeting for a wide range of reasons, QMSA do not acknowledge that the immediate past Chairman be present at all board meetings if he is no longer a director. QMSA recommend that this clause be removed.

In concluding our statement to the AMSA, the QMSA Committee unanimously agree that the existence of a unifying and stable AMSA organization operating at a national level for all Men's Sheds throughout Australia underpins the spirit of the Men's Shed movement. The QMSA Committee are all elected volunteer representatives, , not appointed, and as proud Queenslanders will continue to serve the best interests of Men's Sheds throughout Queensland.

On behalf of the QMSA Committee

Ben Warner
Secretary QMSA

cc. QMSA Committee

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