

## **CARINA MEN'S SHED REVIEW OF THE AMSA FRAMEWORK FOR THE FUTURE - GOVERNANCE REVIEW**

The review was conducted by:

- President Bob Ikin
- Vice President Roger Appleby
- Secretary Syd Dempster

### **BOARD CHARTER AND GOVERNANCE**

2.1.5 - AMSA to approve “sponsorship agreements with aligned organisations”. Individual sheds should be able to negotiate their own sponsorship agreements.

3.2 - Last paragraph stating that the AMSA Secretary is accountable to the Board on all corporate governance matters. The Board as a whole is accountable.

4.1 (b) - Board Nomination, Remuneration and Succession Committee - Does this mean that a committee decides who is to go on the Board even if a person has been nominated by a Member Shed?

4.3.2 - Confusing. Either the procedures and guidelines are to be followed or recommended to be followed.

5.3.1 - Does this mean that a member who is on his shed Executive cannot be a Director on the AMSA Board?

### **EXPLANATORY MEMORANDUM**

- At this point the Constitution is unacceptable so the statement that “acceptance of the Constitution is mandatory to stay a member” is not applicable.
- Bottom of page 9 - the transitional procedure - no change until the 2018 AGM. How does this affect the current incumbent? Refer to clause 9.8 of the proposed Constitution - Existing Directors should be bound by the 6 year rule at time of the 2018 annual general meeting and not be eligible for re election for a period of at least 2 years.

### **CONSTITUTION**

- The time provided to members to review the proposed new AMSA constitution is not conducive to effective consultation within sheds to form a consensus enabling a positive voting position for AMSA members.
- Needs to include a State operation that is incorporated into the constitution. State Governments normally indicate a tendency to deal with State and local bodies and not national bodies. Same for local government and other potential sponsor organisations.
- Issue with the 12 month requirement for either member groups to be eligible to vote or nominate candidates. A financial member is all that should be needed in all situations and this should be reflected in the constitution.
- The appointed skill based directors should be treated the same as elected directors in that their term of appointment should be 2 years and they should also be accountable to all members and face an election by members.
- Assessment of performance of elected directors by Chairman is very subjective to an individual and should be broadened in terms of accountability.
- There should be process whereby members have involvement in the reviewing of by-laws and introduction of new and changes to existing.

- New constitution 8.2 Quorum (general meetings) point (b) 5% of members required open to potential abuse as this number could effectively be made up of members from 1 State.
- 9.2 Number of Directors minimum should be 6 not 3 ie each State should be represented.
- 9.8 Transitional period. Existing directors should be bound by the 6year rule at time of 2018 annual general meeting and not be eligible for re-election for period of at least 2 years.
- Can Chairman and Secretary be elected by members and not Board?
- 14 By-laws. Needs change for member input.
- 4.4 - Conflict with the definition of “remuneration.” Director should not be “remunerated” - certainly not receive items listed in the definition of remuneration. Should be “out of pocket” expenses only.

### **TERMS OF REFERENCE FOR NMSAC**

- The NMSAC should have its own Chairman. It needs autonomy or freedom to provide advice without being affected by the AMSA Chairman’s presence.
- 2c - Who handles complaints about the Board?
- 3 (b) - Needs to be appointed by the State members independent of the AMSA Board.

### **GENERAL COMMENTS**

It would be difficult for a Shedder to be truly effective as an AMSA Board Member.

For example, if a shed in any State nominates one of its’ Sheddors to be elected to the AMSA Board how can that Shedder be truly effective if he cannot access the thoughts of the rest of the sheds in his State? It is acknowledged that the Shedder is supposed to represent all Australian sheds as an AMSA Board member but given there are nearly 1000 sheds in Australia, if he doesn’t have an understanding of his own State then he won’t be effective as an AMSA Board member.

Each State Association President should be on the AMSA Board. However, for this to work an effective zone system needs to be in place. The AMSA should be a “bottom up” not a “top down” organisation. Each State Association Member should represent the sheds in their State and through the zone system provide the AMSA Board with accurate, constructive input.

Unfortunately, this is not the case at the moment. State Associations need to become relevant by providing leadership and the zone system needs a major overhaul. If this is not done quickly then the proposed AMSA framework is an alternative structure.

The same comment is applicable to the NMSAC should it be adopted. The State Association Member will need to be provided with accurate, constructive input through the State Associations zone system to be an effective member of this committee.

In summary, we don’t believe we can support the changes as they have been currently presented as we believe they don’t reflect the best interest of members and State bodies need to be a constitutional part of AMSA.

Bob Ikin  
President

Roger Appleby  
Vice President

Syd Dempster  
Secretary

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