

**COTA SA SPECIAL GENERAL MEETING
9 OCTOBER 2023**

SUMMARY OF KEY CHANGES PROPOSED IN THE NEW COTA SA CONSTITUTION

Membership Eligibility, Categories and Fees – Clause 5

- The COTA SA Board has resolved to move to free membership for all member categories. The decision to make the annual membership fee \$0 is already allowed for in the current constitution; therefore, no amendments are proposed or required to the clauses dealing with membership fees.
- COTA SA Membership remains available to any individual aged 50 years or more, to the partner of an individual aged 50 or more, and to older persons' organisations, such as Senior Citizen Clubs.
- Honorary Life Memberships will continue to be recognised and conferred by the Board.
- Associate Member has been removed as a membership category; it is not currently in use or required.

Board Appointments, Terms and Tenure – Clauses 8, 28

- The Board will take responsibility for the appointment of all Board Members. Members will no longer be called on to vote for the election of Board Members at an Annual General Meeting.
- There is an expectation that Board Members would also be, or become, COTA SA Members, although new Clause 8.5 gives the Board a discretion not to require this where it believes this is appropriate. This enables the Board to conduct a public recruitment process, beyond its existing member register.
- Board Member terms change from two to three years in line with common governance practice.
- We propose introducing a maximum tenure for Board Members of 9 years. In exceptional circumstances, this term may be extended by up to two additional years. Currently, there is no limit to the length of time a Board Member may sit on the Board.
- We propose a transitional arrangement whereby current Board Members who have already reached the 9 year maximum tenure will be eligible for one additional term of up to three years from the adoption of this constitution. This will enable a planned succession process and handover, and particularly as this concerns our office bearers.
- Changes in this section support the modernisation of COTA SA's governance structure by enabling a skills-based search and appointment strategy and provide more clarity for Board Members in relation to their tenure.

Role of Members – Clauses 7, 19, 21

While the Board is responsible for the management of COTA SA including the appointment of Board Members (Clause 8), Members will continue to play an important governance role in line with the Associations Act. For example:

- Members retain the power to call and convene a general meeting
- A general meeting requires a quorum of 21 Members to take place
- Resolutions at general meetings require a majority vote from Members to pass
- The Constitution can only be changed, or COTA SA wound up, with a vote passed by at least 75% of Members present
- Members are not liable to contribute towards the debts and liabilities of COTA SA.

Alignment with the Associations Act and Australian Charities and Non Profits Commission

A number of amendments and additions through the document serve to ensure COTA SA's constitution remains in line with the Associations Act and Australian Charities and Non Profits Commission legislation. For example:

- Clause 5.6 confirms we must continue our current practice of maintaining a register of members
- Clause 20 and 21 deals with our tax compliance obligation as a registered charity
Clauses 22 – 24 deal with our compliance in relation to dispute resolution, notices, and indemnity requirements as required by the Associations Act.

View our proposed Constitution [here](#)

View our current 2015 Constitution [here](#)

Please direct any questions to COTA SA on email membership@cotasa.org.au or phone 08 8232 0422