

Memorandum to the Membership

Subject: Changes to the Transplant Australia Constitution

Date: August 2018

Purpose

To update the Membership on the proposed changes to the Constitution to meet the governance principles of the Australian Sports Commission and to resolve some minor inconsistencies in the Constitution.

Recommendation

It is recommended that the Membership approves the changes to the Constitution presented to the Annual General Meeting in October, 2018.

Background

The current Constitution of Transplant Australia was adopted in 2003. It was developed by Clayton Utz lawyers in Melbourne.

There are a number of inconsistencies in the Constitution which are to be resolved.

Additionally the Board of Transplant Australia wishes its governance practices to conform to the Principles laid down by the Australian Sports Commission (**ASC**).

Each year the ASC provides a report card on our governance and these changes are designed to ensure Transplant Australia better meets the 'best practice' sporting organisation governance principles.

Summary and Explanation of Changes

Membership

- Under the Objects, Donor Family Members has been changed to refer to Donor Families which brings it consistent with the other groups to which we provide assistance.
- Under Members it is clarified that either any person or any group of persons in the case of a family (defined as Family Member) can join Transplant Australia.
- The option of an initial (joining) fee is deleted.
- Honorary members are better defined as:
 - o Living Donors
 - o Donor Families
 - o Health Care Professionals
- Spouse of a living donor is deleted as an honorary member
- Under voting rights it is clarified that each Member, including a Family Member, has one vote at a poll of members. This clarifies that Family Members do not have multiple votes.

Directors

- Director terms are changed to three years to better meet the Governance Principles of the Australian Sports Commission.
- A director's term will cease at the end of the third AGM following their appointment.
- The maximum term a director can stay on the Board is 10 years from the date of first election at the AGM. This is in keeping with the Governance Principles.
- At each AGM, one third of directors must retire to ensure a proper rotation of directors.
- The role of alternate directors is removed as it has not been used.

Managing Director

- The Managing Director (referred to as the CEO) ceases to be a Director if they cease to be the Managing Director and visa versa.
- The Managing Director is exempt from the Term of Appointment and Rotation of Directors rules.
- Implement a clause that if a person ceases to be a managing director, then the person ceases to be a Director and is not eligible for reappointment for a period of three years.

Jason Ryan
Chair
Transplant Australia