



Proposed Special Resolutions

Dear Member,

The Executive Committee has recommended two Special Resolutions be put to a Member vote at the Annual General Meeting on 27 October 2025.

Purpose of Special Resolutions

To amend Section 26 of the Constitution to enable the addition of up to two non-Members to be appointed to the Committee to meet a gap in any particular skills required, for a period of up to 3 years.

To decrease the number of ordinary Members of the Committee from 6 to 5.

Background

Section 26 of the Constitution currently states:

26. Constitution of the Committee

- (1) The Committee consists of 6 Members of the Association.
- (2) If a casual vacancy occurs in the Committee, the Committee may appoint a member of the Association to fill the vacancy until the end of the next Annual General Meeting after the appointment.
- (3) If an office of a Committee member is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.
- (4) At least half of all Committee members shall be ordinarily resident in Tasmania. *(inserted 15 July 2024)*

The Constitution only allows for Members of the Association to be elected to the Committee. The Executive have identified that there is a need to fill certain skills gaps that can occur from time to time.

The Executive therefore recommends that up to two additional positions on the Committee be created and made available to non-Members to be filled by independent professionals with skills relevant to the execution of the TWSA's strategy and objectives. Further, the person's values must be aligned with the Basic Objects of the Association. The type of skills required may vary from time to time, depending on the needs of the organisation and the make-up of the Committee. The type of skills generally required would include accounting, marketing, legal, governance or other professional skills not generally available within the Membership.

It is proposed that the Committee have the power and authority to appoint the individual or individuals to the Committee, and the appointment be maintained no more than until the Annual General Meeting that follows the subsequent Annual General Meeting, consistent with other Members of the Committee, unless they vacate office in accordance with Clause 28 of the Constitution.

Any individual non-Members of the Association will have full authority and responsibility found in Clause 24 of the Constitution. That being, they would have equal authority and responsibility as other members of the Committee.

The person would not be eligible to nominate for the position of President or Vice President.

They could be elected as another Officer of the Association, being Secretary and Treasurer.

The Committee is mindful of the size of the Committee and further proposes that the number of ordinary members of the Committee be reduced from 6 to 5.

Therefore, the number of all positions on the Committee will increase from 6 to 7, with 5 of these offices being held by Members of the Association, and up to 2 being held by non-Members who are independent, skilled professionals.

Recommendation

The Executive Committee recommends the following Special Resolutions:

Special Resolution 1:

Clause 26(1) be amended to remove the number 6 and replace with the number 5.

Special Resolution 2:

Add the following words at the end of Clause 26:

(5) The Committee may appoint no more than two additional non-members of the Association to be members of the Committee. The person appointed to the Committee will only be eligible for appointment if they satisfy the professional skills identified by the Committee in order to meet required skills gaps. The appointment will not be longer than the term available for ordinary Members, that being up to a maximum of the balance remaining of a three-year term. The person will remain a member of the Committee until such time as they resign from the Committee or the expiration of their term of appointment. The person appointed will have all such responsibilities, powers and obligations as other members of the Committee, but cannot be elected to the position of President or Vice President.

Regards,

David Hunn
Secretary, TWSA

3 October 2025