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Dear Members

The following sets out a proposal to adopt a new constitution of the APSI. The Board invites all Members to provide their comments and feedback to constitution@apsi.net.au by 30 August 2019 in the form prescribed in Annexure A.

The Board will consider the comments and feedback and decide whether to further amend the proposed constitution and circulate to members or by notice to the Members call a special general meeting to vote on the proposed motion.

In the event a Special General Meeting is called all members will be advised how each Member can vote. Each Member can currently vote whether in person or by proxy to the chair, indicating the manner in which the chair should cast their vote (please see Annexure B).

Over the previous 3 years the Board has considered the structure and function of the current constitution alongside the current and future operational requirements of the APSI. As you may be aware the APSI is also governed by *Associations Incorporates Act 2009*. NSW Fair Trading prepares a Model constitution which covers the matters required by law. An association may simply adopt the Model constitution or adopt a modified version of the Model constitution. A number of the amendments within the proposed constitution are to reflect updates to the Model constitution.

As the Model constitution is only generic document focused on legal compliance, other practical amendments are required to meet the needs of the APSI more specifically. The proposed amendments are based on firsthand experience of the Board and employees of the APSI. The current constitution was first compared to the Model constitution to update the areas required by law. Over the past years the Board has taken an active interest in furthering the APSI for its members this included listening to feedback from our wider membership through a number of surveys.

The results of surveys and further Board engagement provided a shift in the Board's direction from an operational focus to a strategic focus. The Board created a vision of APSI 2020-2024 based on member feedback in preceding years. Some of the key points were:

- Providing members the best educational products to succeed as instructors.

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- Association's duty to Australian snowsport industry as a primary focus and goal.
- Promoting Australian training system and Australian employment.
- Improving resorts' guest experiences and building or maintaining key relationships.
- Member benefits
- Member number growth
- Continued development of resources
- International recognition/ standing in International community
- Customer satisfaction
- Electronic voting or surveys

The Board through numerous meetings and correspondence considered how best to meet the needs and ideals described above. One of the first areas to improve was to increase operational resources. Administrative staff were subsequently employed for longer periods over the summer months and numbers were increased during high operational periods. Despite some personnel changes we have maintained the resource quantity.

As part of the strategic plan the Board formed a constitution Review Committee to consider practical amendments to:

- correct and align to the current APSI operational requirements; and
- consider a Board composition that provides the APSI with a structure to meet the Members desired outcomes.

The constitution Committee of Adam Hosie, Deborah Meehan, Zac Zaharias and myself all first reviewed the constitution in its entirety. The Committee and Board experienced firsthand a number of problems with the current drafting of the constitution. The number of problem areas has led to the need to update and amend the constitution. Following a number of rounds of comments both with the Committee and Board we reached an amended version of the current constitution. As part of this Committee and as required I personally reached out to my other professional network to obtain advice on the proposed amendments. Following any vote to adopt a constitution NSW Fair Trading will review the final form.

To assist and understand the amendments, each area of amendment is summarised below.

A. Format and definitions

Amendments are made to include proposed defined roles and correct errors for example:

- correctly defining "ASAA" to mean Australia Ski Areas Association rather than "Australian Ski Areas APSIs"
- include new roles of ASAA Representative, Technical Director Representative and Vice President.

B. APSI Aims

The amendments to the aims either condense or remove specific operational tasks. The four simplified aims are now presented as follows:

2 Aims

- (a) To promote, develop, co-ordinate and conduct education, training, accreditation and other programs and projects related to snow sport instruction and APSI activities.
- (b) To raise the levels and standards of instruction in snow sports.
- (c) To provide opportunities for Members to maximise their potential by developing their skills.
- (d) To co-operate with and assist any organisation having objects and purposes similar to those of the APSI in any manner which may further the interests and promotion of snow sports instruction or the APSI throughout the community, government, media, corporate sector, international snow sports events and related activities.

The following table presents the previous ten aims and the reasoning to the new simplified four:

Current Aims	Reasoning
1.1 To promote, develop, co-ordinate and conduct education, training, accreditation and other programs and projects related to snow sport instruction and APSI activities	Retained in the proposed constitution as Aim (a)
1.2 To ensure the protection of the separate and collective interests of all members and affiliated bodies	Removed to alleviate potential conflict between individual members
1.3 To implement policies in relation to the conduct, administration, promotion and regulation of snow sport instructor training and accreditation	Removed as this is an operational role of the employees of the APSI
1.4 To raise the levels and standards of instruction in snow sports.	Retained in the proposed constitution as Aim (b)
1.5 To provide opportunities for all members to maximise their individual potential by fully developing their skills.	Slight amendment to include the corrected definition of Member rather than " <i>all members</i> "
1.6 To co-operate with and assist any organisation having objects and purposes similar to those of the APSI in any manner which may further the interests of snow sport instruction or the APSI generally, including liaison, support and collaboration with the ISIA, Interski, IVSS, IVSI and ASAA and other snow sport organisations.	Amended by inserting the broader sector rather than reference to specific bodies, for example Interski is replaced with international snow sports events.
1.7 To disseminate information to all members	Removed as this is an operational role of the employees of the APSI
1.8 To maintain relevant records of the APSI activities	Removed as this is an operational role of the employees of the APSI

1.9 To promote a greater awareness of the APSI throughout the community, government, media and corporate sector.	Consolidated in new Aim (d) above
1.10 To select and appoint members to represent the APSI in international snow sport instruction events and related activities	Consolidated in new Aim (d) above

C. Membership

The amendments to Membership are primarily to reflect the Model constitution, for example:

- Register of Members may now be kept in either written or electronic form.

3.7 Register of Members

The Public Officer of the APSI must establish and maintain a register of Members of the APSI (whether in written or electronic form) specifying:

- the full name and address of the Member;
 - the category of Membership of the Member;
 - the date on which the Member became a Member;
 - if applicable, the email address of a Member;
 - any other information determined by the Board; and
 - where applicable, the date of cessation of membership of a Member.
- Membership generally must also be approved by the APSI rather than merely applied for and automatically obtained.

3.1 Membership generally

A person is eligible to be a Member of the APSI if:

- the person is a natural person; and
- the person has applied and been approved for Membership of the APSI; and
- has met the financial requirements of Membership, (**Member**).

Further amendments are made for practical reasons, for example:

- Application for Membership is amended to allow members to apply by the prescribed format from time to time rather than formal written application form, as in the future, the APSI's App or other platform may be used to apply for membership.

3.2 Application for Membership

- An application for Membership must be:
 - from the applicant, in writing on the form prescribed from time to time by the Board and lodged with the APSI; and
 - accompanied by the appropriate fee as determined by the Board.
- By applying for Membership an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the APSI including this constitution.

D. Complaints and Grievance

One of key problem areas with the current constitution is the lack of a clear and transparent procedure to deal with complaints and grievances in the first instance and the process to appeal. For example, if a member is being disciplined by the Board and decides to appeal the Board's decision, all information relating to the matter for which the member is being disciplined would need to be communicated across the entire membership to enable the full membership to vote on the member's appeal. To alleviate confidential or privacy concerns, the proposed correction authorises the Executive (not the full Board or full membership) to vote on the appeal with a casting vote by the President should the Executive be evenly split.

By referencing the one document the process on dealing with complaints are dealt with in a transparent way. By using a policy document rather than constitutional process, should any subsequent concerns with the policy or legislative requirements change, rather than further constitutional amendments the policy may be updated accordingly.

A full copy of the proposed Complaints and Grievance Policy is attached to this letter.

E. Board Composition

A key consideration of the past three years of Board meetings is the current composition of the APSI Board. The current Board recognises that we are deficient in a number of areas with the positions we currently have. Having the right positions is critical to the effectiveness of the board and support required to further the APSI. There is no one-size-fits-all when considering the composition for boards. Instead, the current Board considered the strengths and weaknesses and subsequently propose a new composition as detailed in the table below. The key reasons for change are as follows:

Operational

At the outset the current Board is very operational in its positions and focus. In some ways this is due to the unique nature of the APSI, we are the only snowsports certification organisation within Australia and this requires a certain blend of skills in our Board. In general terms the following areas of expertise are typically across board compositions:

- Accounting
- Investment
- Legal
- Human Resources
- Technology
- Marketing
- Fundraising
- Industry Knowledge
- Governance
- Media
- Risk
- Government

These categorised are not all vital however it does demonstrate potential weaknesses in our current composition.

Diversity

Another key weakness is the lack of diversity as the current composition is restrictive to

certain positional roles. In previous years the Board is often filled with employees of the APSI, the proposed amendments to now elect three Ordinary Members opens the Board to greater member only representation. This has the potential to interested members with diverse skills and background, rather than only snowsports professionals, to further the APSI.

Conflict and reporting

The current composition placed Board members in positions when casting a vote would result in conflict, however this often left only one or two people to vote. The new composition allows the Board to reach an outcome when a Board member abstains from voting as the item of business has a direct impact on their role for example as an employee or otherwise in conflict.

Merits based appointments

The election of Technical Directors by the entire membership has the potential to limit the number of candidates for these roles. The voting process inherently limits a true merits based appointment. To ensure the APSI are attracting and employing the best candidates for our limited roles the proposed composition still has a technical director representative however the process of employment is proposed to be made a by law and read as follows:

A Technical Director is to be employed as determined by the APSI from time to time, the selection committee may include:

- (a) at least one ex-officio member;*
- (b) at least one ordinary member;*
- (c) at least one executive member;*
- (d) an independent consultant or person as determined by the Board*

Current Composition			Proposed Composition		
<i>Board Member</i>	<i>Eligibility</i>	<i>Term</i>	<i>Board Member</i>		<i>Term</i>
President	Any Member	4 years	President	Any Member	4 years
Vice President	Elected from the Board	1 year	Vice President	Any Member	2 years
Treasurer	Any Member	4 years	Treasurer	Any Member	4 years(#)
Alpine TD	Becomes an employee	4 years	ASAA Rep	ASAA Rep	2 years
Snowboard TD	Becomes an employee	4 years	Ordinary Member	Must not be APSI Employee	1 year
Nordic TD	Becomes an employee	4 years	Ordinary Member	Must not be APSI Employee	1 year
Telemark TD	Becomes an employee	4 years	Ordinary Member	Must not be APSI Employee	1 year
Adaptive TD	Becomes an employee	4 years	General Manager	Employee (no voting rights)	1 year
General Manager	Any Member	Employee	TD Rep	Employee (no voting rights)	1 year
Mountain Resort Rep	SS School Director	1 year			
SS Director Rep	Any Member	1 year			
10 Members / 10 Voting			9 Members / 7 Voting New Vice President Role New Ordinary Member Roles Amended ASAA / General Manager / TD Rep Roles		
Quorum Any 5 Members			Quorum 5 Voting Members		
Potential for 8 of the 10 to be employees of the APSI			Potential for 3 of the 7 Voting to be employees of the APSI		

***Bolded positions are either entirely new or changed**

Initial Treasurer term will be 2 years from 2020-2022 and then 4 years thereafter

Board Composition process of change

In the event the membership votes to adopt the new constitution and therefore the new composition the Board proposes the following process:

- each current Board member to resign effectively prior to the AGM 2020
- nominations of all new Board members to be received two months prior to the AGM 2020
- nominations may include a written background and proposal, photo and video of the proposed board member
- nominations will be made available to all members
- online voting to commence in the month prior to the AGM
- online voting, proxy voting and physical voting to be tallied and verified at the AGM 2020
- adoption of new Board at AGM 2020

F. Use of Technology

A clause from the Model drafting that may assist the representation of members at either an Annual General Meetings or Special General Meetings is the inclusion of new clause 7.11.

7.11 Use of technology at general meetings

- (c) A Special General Meeting or Annual General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's Members a reasonable opportunity to participate.
- (d) A Member of an association who participates in a Special General Meeting or Annual General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

This allows the APSI to consider an AGM held in two or more places. Given the physical distance between the resorts and major cities the potential to hold an AGM in two states is now achievable.

G. Proxy Votes

APSI has historically allowed proxy votes which, according to the constitution, are not allowed as the current drafting reads:

34. Proxy votes

(1) Proxy voting must not be undertaken at or in respect of a general meeting.

The clause continues with a drafting note which we assume was mistakenly retained in the final versions:

(Note: Schedule 1 of the Act provides that an APSI's constitution is to address whether members of the APSI are entitled to vote by proxy at general meetings.

The confusion continues as clause 34 (2) informs members how to lodge their proxy vote:

(2) Proxy Votes must be recorded on the APSI Proxy Vote form and be delivered to the Administrator two clear business days before the AGM

We propose to adopt the Model drafting that allows Proxy Voting at both a Special and General Meeting. This change would bring the constitution in line with current practice.

New clause 7.11 would read as follows:

7.11 Proxy votes

- (a) A Member shall be entitled to appoint in writing a natural person who is also a Member of the APSI to be their proxy and attend and vote at any Annual General Meeting or Special General Meeting of the APSI.
- (b) Proxy votes must be recorded on the APSI Proxy Vote form as amended from time to time and available on the APSI website or office and be delivered to the Administrator two clear business days before any meeting.

H. Postal or Electronic Ballots

The current constitution limits the type of ballot to one which is postal. The proposed amendment is to adopt the Model drafting to allow for both postal and electronic ballots. New clause 7.12 would now read as follows:

7.12 Postal ballots

- (a) The APSI may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal.
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

I. Special General Meetings

Since the previous review of the APSI's constitution, membership numbers have changed. In the event a group of members wish to call a special general meeting the current constitution would require 10% (~120 members). The Board considers this too high a percentage and proposes to reduce the calling of special general meeting to 5% (~60 members). The proposed clause would read as follows:

7.3 Special General meetings - calling of

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the APSI.
- (b) The Board must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting of the APSI.

Following the calling of a Special General Meeting the current number of members present to reach a quorum is 15. The Board consider this number to be too low and propose to increase the number of present members require to reach a quorum to 30. The proposed clause would read as follows:

7.5 Quorum for Special General Meetings

- (a) No item of business is to be transacted at a Special General Meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Thirty Members present (being Members entitled under this constitution to vote at a Special General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.

Summary

The current board is unanimous in its recommendation to the members to adopt the proposed constitution. The recommendation is not only voiced by all board members but also in action as all current serving members will resign to see the adoption occur.

As indicated in previous letters, the entire Board will consider any comments or feedback on this letter and attachments.

The existing Board is a passionate group all striving to further the APSI. The adoption of the new constitution will correct recurring constitutional problems moreover will provide a framework for the APSI going forward.

Yours sincerely

Anthony Hill

APSI President

Enc:

- **APSI Constitution OLD**
- **APSI Constitution NEW**
- **COMPARE APSI Constitution Old to New**
- **Complaints and Grievance Policy**

Annexure A – Comment or Feedback

Current constitution reference (i.e. 1-43)	Proposed constitution reference (i.e. 1-8.10)	Comment

Annexure B – Example Proxy Form

AUSTRALIAN PROFESSIONAL SNOWSPORT INSTRUCTORS INC.

I (Insert Member Name)
of (Insert Member Address)
being a member of APSI Inc appoint (Insert Proxy Name)
of (Insert Proxy Address)
or failing the person named above, or if no person is named, the Chairperson of the meeting
as my proxy to vote for me on my behalf at the Special General Meeting of APSI to be held
on [(APSI to insert details)]
and at any adjournment of that meeting.

.....
Signed

Date:.....

If you wish to instruct your proxy how to vote, please tick or otherwise mark the appropriate box opposite each item. Unless otherwise instructed to the contrary, proxies in favour of the Chairperson will be used in support of the specific matters set out in the notice of meeting.

	Motion	For	Against
1	[Insert constitution Motion]		
2	[Insert other related constitution Motion]		
3	[Insert other]		
4	[Insert other]		

NOTES:

1. Any instrument appointing a proxy in which the name of the appointee is not filed is deemed to be given in favour of the Chairperson of the meeting.
2. A member entitled to attend and vote is entitled to appoint only one proxy to attend and vote instead of the member.
3. Only members entitled to vote under the constitution may be appointed proxies.
4. The proxy form and authority (if any) under which it is signed must be deposited at the address of APSI not less than two clear Business Days before the time for holding the meeting. Unless this is done the proxy will not be valid.
5. Proxies must be confirmed by the representing member when registering their attendance at the Annual General Meeting or general meeting.