

## QUESTIONS AND ANSWERS ABOUT STA'S GOVERNANCE REFORM PROPOSALS

### **Q: What is a CLG?**

A: A Company Limited by Guarantee. It is a type of public company registered under the Corporations Act 2001 and is a common structure for charities. CLG's are formed on the principle that the liability of members is limited to the amount they agree to contribute in the event the company is wound up. This is typically a nominal amount (for example \$1) and is prescribed in a company's constitution. A CLG structure will position STA better to be able to apply for deductible gift recipient (DGR) status in the future to enable us to apply for other revenue sources such as philanthropic support.

### **Q: What will happen to the current Board members?**

A: All Board positions will be spilled at the 2022 AGM, except for President. Six Board director positions and the President elect position will be up for election at the 2022 AGM.

### **Q: I am a current Board member. How will term limits apply to me? Can I run for election on the new Board?**

A: Under the new constitution Board directors will be able to serve up to 6 years on the Board (three 2 year terms). Your current period of service will be considered under these eligibility rules. For example, if you have served two terms on the Board (4 years) concluding at the 2022 AGM, then you are eligible to stand for election in 2022, but if elected this will be your final term.

### **Q: I have previously served as a Board member. Can I run for election on the new Board?**

A: People who have exceeded their term limits on the Board will become eligible to run for election again after a period of 6 years absence from the Board.

### **Q: Are members of the policy committee or the EDI committee affected by these changes?**

A: No. The proposed changes do not affect the committees. Applications for membership of committees will continue to occur mid year.

### **Q: Will appointed Board Directors come from the membership?**

A: The new constitution will allow the Board to appoint up to 2 additional Directors to fill skills gaps in the elected Board's composition. There is no restriction on where appointed directors are from; they may be drawn from the membership or elsewhere, as long as they have the appropriate skills. For example, the Board may choose to appoint someone with legal skills to the Board.

### **Q: Are early career scientists still eligible to run for election as Board directors?**

A: Yes. We strongly encourage early career scientists to run for Board positions. In future it is likely that the Board will identify skills and experience gaps that they are actively seeking to fill at each election cycle.

### **Q: How is the President elected?**

A: There are no changes to the process to electing the President. The President will be elected every second year. Their period of service is 1 year as President Elect followed by 2 years as President.

**Q: Will there still be office bearers like Vice President and Treasurer?**

A: Some office bearer positions such as the Treasurer and the Secretary will be abolished as in practical terms these functions are now fulfilled by paid staff. The remaining office bearer positions will be the President/President-Elect; Vice President; Finance, Audit and Risk Committee Chair; Policy Chair; and EDI Committee Chair. The new constitution will allow the Board to change or create new office bearer positions in the future should they be required.

**Q: Can I run for election as Policy Chair or Vice President?**

A: No under the new constitution you can't run for specific positions on the Board. The office bearer roles, with the exception of President, will not be directly elected. You may run for election as a Board Director. At the first Board meeting following the AGM, the Board will appoint office bearer positions from amongst its number.

**Q: Are the membership categories changing?**

A: No. The categories of membership (Ordinary members and Affiliate members, categories 1-3) will remain. Affiliate members will gain the right to run for Board positions. Feedback from our consultation indicates that members are keen for the Board to continue examining whether the membership categories need to be modernised.

**Q: Will there still be clusters?**

A: Yes. Existing and new member organisation will still be asked to align with a cluster. However the cluster representative position will no longer exist.

**Q: How will we stay informed about the work of STA?**

A: The fortnightly members update remains the best way to regularly stay up to date with STA activities. Members also have exclusive access to the Budget briefing and the Leadership Dialogue (formerly the Presidents and CEO's Forum).

**Q: How do I raise an urgent concern with STA?**

A: You can contact [members@sta.org.au](mailto:members@sta.org.au).

**Q: Will there be other changes to the constitution?**

A: A standard constitution for a CLG differs from that of an association, so an entirely new document will be drafted rather than changes proposed to the existing constitution. In this process our we will aim to draft a modern constitution which reflects best practice and is flexible enough to allow for future changes as needed.

**Q: When will we get to see the draft constitution?**

A: We are aiming to have an exposure draft ready for circulation in August. Members will have an opportunity to provide feedback on the exposure draft.

**Still have questions or feedback? Please get in contact with us at [info@sta.org.au](mailto:info@sta.org.au).**