Constitution Working Group’s Report to Members

(Sent to as many Members as can be reached by NZMAA Newsgroup and through the Secretaries of Clubs and SIGs; copied to members of Council by email)

Purpose
The purpose of this Report is to inform Members about the work of the Constitution Working Group (CWG), the circumstances under which it has so far operated, and the current status of the Draft Constitution that it prepared.

It is necessary to issue this report because the President has blocked the CWG from reporting to the 2017 AGM, as Members had a constitutional right to expect.

Despite this situation, the CWG remains firmly committed to ensuring that the future of MFNZ is enhanced by a sound and strong Constitution document that is fit for purpose.

Formation, Aims, and Review with Officers
1. The Constitution Working Group (CWG) was established at the 2016 AGM by the following Resolution, which was adopted unanimously:
   Motion re New Constitution
   A draft of all inputs to go to a Working Group who put a draft proposal to Council on October 1, the draft will then be considered by Council and submitted to a legal professional for ratification and then it will be distributed to all members by various means and put to an SGM at the Nationals.

2. The Resolution made the CWG directly accountable to Members. The role of Council was to provide administrative support.

3. The members of the CWG were all volunteers who accepted the task of rescuing the President and Council from the predicament that they had got themselves into by proposing a draft Constitution that was very poorly drafted and had many faults and errors.

4. Immediately after the AGM, the President attempted to assert control over the CWG by issuing a restrictive terms of reference. The CWG was dismayed by the President’s adversarial stance, which lacked credibility in view of the level of competency that he demonstrated by proposing a draft that contained 148 errors and made no sense in several places.

5. The CWG did not accept the President’s terms of reference because they did not accord with the wishes of Members that were specified by the Resolution. The CWG considers that this action by the President was a breach of the Rules of Association because he attempted to ignore and overrule the wishes of Members, as expressed by the Resolution.

6. The CWG proceeded in the manner that it considered to be intended by the Resolution. It aimed to:
   a. Rectify the mistakes and errors in the draft proposed to the AGM.
   b. Include aspects that had been overlooked in the draft proposed to the AGM.
   c. Include further aspects that it believed would be in the interests of Members and would improve MFNZ.
   d. Draw on aspects of the logic of the current MFNZ Constitution.
   e. Prepare a ‘Draft for Consultation’ to be used in a process that would have two parts:
      i. Direct consultation with Members through an MFW article and the MFNZ website.
ii. Consultation with Members through their Clubs by means of regional meetings of Clubs, and through encouraging Club Officers to refer the Draft to their Members for consideration and discussion.

f. Use the output from the consultation process to revise and modify the Draft in accordance with the consensus of Members’ wishes, resulting in a final document to be proposed to an SGM.

In practice, the CWG found that it would take more effort to revise the 2016 draft document than to write a new one from scratch, so writing began afresh.

7. As a courtesy, the CWG sent a First Report to Council on 24 August 2016, explaining its aims and outlining progress to date.

8. An advanced version of the CWG’s Draft Constitution for Consultation was reviewed on 7 September 2016 at a meeting of three members of the CWG and the President, Secretary and Treasurer. The MFNZ Officers suggested three amendments and these were agreed. The CWG outlined a proposed process of consultation with Members. The Officers commented favourably on these proposals, and the President went further by suggesting that the November MFW could include the Draft Constitution as a supplement. At that time, the President clearly supported the Draft and the process of consulting with Members.

Submission of Draft Constitution and the Events that Followed

9. The Draft Constitution, amended as agreed at the meeting with the Officers, was delivered to Council on 29 September 2016 with the recommendation that it be subjected to a rigorous process of consultation, as had been discussed with the Officers at the meeting on 7 September. The CWG made it clear that the Draft Constitution was intended only for this process of consultation, and that it expected that changes to the Draft would be made after this process was completed.

10. The CWG Draft Constitution contains:

a. A clear statement of the Purpose of MFNZ.
b. Specification of the parts of MFNZ and how they operate together: Members (in Categories), Council, Clubs, Associations, and SIGs.
c. Specification of the roles and functions of Council, Clubs, Associations and SIGs.
d. A procedure (called a Mutual Services Agreement) for ensuring that Clubs and Council provide agreed services to each other.
e. Job specifications for each member of Council.
f. Area Representatives redefined as Club Group Representatives.
g. Specification of Council positions for the Manager of SIGs (which includes the role of Competition Manager) and Manager of Large Model Certification, reflecting its importance to MFNZ in the context of CAA regulations.
h. A procedure that would improve participation by Members in voting for Council nominees, through Clubs facilitating the process.
i. Procedures for dealing with grievances and complaints that follow the guidelines for the forthcoming new Act.
j. Procedures for changing the Constitution to include direct mail/email voting.
k. Specification of all necessary administrative requirements and procedures.

In view of the misinformation subsequently circulated by the President, it is important to understand that the CWG Draft Constitution does not specify that Clubs vote for anybody or
anything. The Draft proposes that Members vote for Councillors through processes organised by their Clubs, according to Bylaws. This is proposed simply to encourage wider participation in voting. It provides no voting rights to Clubs, which could do no more than encourage and facilitate voting so that there is a better turn-out than the current very low levels, according to procedures set in place by Bylaws that would be promulgated by Council.

11. In early October 2016, the President and Council decided not to proceed with the CWG Draft Constitution. This decision prevented the consultation with Members from proceeding. The Draft Constitution was posted for a short time on the MFNZ website, together with a negative comment.

12. The Council decision was communicated to Members by a Notice from the President on 12 October 2016. The following is a direct quote from his email:

‘The Council has evaluated the draft new Constitution prepared by the Working Group (WG). After careful consideration, Council is unable to agree with the concept of removing member’s rights to vote directly on motions and Council nominations, but to have their wishes channelled through club committees. The WG draft is a completely new Constitution and not the revision of the changes proposed by the Council. We cannot go forwards by going back to last century practices. We don’t need AGM’s that go on til 1.30am with members hurling abuse at each other. We don’t want club presidents shouting down members because they have more votes.’

The CWG comments on this statement as follows:

a. The second sentence is totally incorrect. See the last paragraph of (10) above.

b. The third sentence mentions ‘the revision of changes proposed by Council’. This is incorrect because the new document was required by resolution of Members, and was not a proposal from Council.

c. The fourth, fifth and sixth sentences are arrant nonsense.

d. The statement is a deliberate attempt to mislead Members, which is a breach of the Rules of Association.

13. In principle, any President can change his/her mind about anything. However, in this case the President made a total about-face from being supportive of the Draft Constitution on 7 September to rejecting it stridently on 12 October. The Draft had not changed, except to include the modifications that he had requested. The CWG was baffled by this behaviour, and still is.

14. As an immediate response to the Council’s decision, the people of CWG resigned from the subcommittee that the President had declared as an attempted means of exerting his authority over the work of the CWG. However, the CWG that had been formed by the Resolution and had undertaken to complete the task requested by Members did not resign. It remained intact, still exists, and wishes to complete the task.

15. The CWG comments further on the implications of the decision by the President and Council, as follows:

a. According to the Resolution, the Council was not authorised to make any decision, which was specified as a matter for Members to consider. This action by the President and Council was a breach of the Rules of Association.

b. The President and Council disadvantaged Members by denying them the opportunity to discuss the issues. Even if the consultation process had resulted in the Draft being rejected by Members, they would have had the opportunity to
clarify their views on what the MFNZ Constitution should contain. This was another breach of the Rules of Association by the President and Council.

c. As noted in (12) above, the President’s written reasons for rejection of the Draft Constitution were at best incorrect and based on a fallacy. Alternatively, they could be seen as a deliberate exercise in misinformation. Either way, Members can only speculate on the motives behind this behaviour.

16. The Council further breached the Rules of Association by failing to implement instructions of the Resolution to obtain a legal opinion on the CWG Draft Constitution.

17. After suppressing the CWG Draft Constitution, the President proposed a revised version of his 2016 document for adoption at the 2017 AGM. The CWG considers that it still contains many serious errors and omissions. Comments about these were sent to the President and Secretary in early May, but the President has dismissed them as being ‘without substance’.

18. The people of the CWG prepared a Remit to the 2017 AGM that contains a notice of Motion instructing Council to proceed with the CWG’s original recommendation that a rigorous process of consultation with Members regarding the Draft Constitution be conducted. The President decided to exclude this Remit.

19. In the Member Information Supplement ‘Yellow Paper’ tabled at the start of the 2017 AGM, a section written by the President reported that this Remit did ‘not comply with proper meeting procedure’. He gave no written reasons. When approached, he verbally advanced three reasons. When these were evaluated by CWG people – including comments from lawyer Mark von Dadelszen regarding a general principle – they were found to be incorrect and baseless. The actions by the President in excluding the Remit, as originally written by CWG people, incurred two very serious breaches of the Rules of Association.

20. In the same section of the ‘Yellow Paper’, the President included a version of the CWG Remit that he had altered severely by way of deletions, changes of wording, and misrepresentation of the Movers. As Mr von Dadelszen confirmed in principle, this kind of intervention is clearly not allowed because it is dictatorial. Thus, this action by the President was an unprecedented and extremely serious breach of the Rules of Association and Meeting Procedure.

Evaluation and Proposed Way Forward

21. The CWG regards this sequence of events as a matter of deep concern for MFNZ and its Members, for the following reasons:

   a. The proposal for a new constitution at the 2016 AGM that was prepared by the President and Council contained so many errors and omissions that it could not be considered for adoption.

   b. The volunteer would-be rescuers of this situation were greeted by an adversarial imposition of authority by the President and Council.

   c. The President reversed his position regarding the CWG Draft Constitution in the four weeks between his review meeting with the CWG and delivery of the Draft to Council.

   d. The President and Council decided to deny Members the opportunity to consider, evaluate, and provide input to the CWG Draft Constitution.

   e. Council set aside the Draft Constitution in its entirety, contrary to the instructions of a resolution by Members.
After suppressing the CWG Draft Constitution, the President proposed for adoption at the 2017 AGM a revised version of his 2016 document that still contains many serious errors and omissions.

The President took dictatorial actions to prevent a correctly submitted Remit from Members – relating to the CWG Draft Constitution - from being considered at the 2017 AGM.

The President severely tampered with this Remit, thereby deceiving Members about its content and intent.

The President declined offers of assistance from individual Members and the CWG to work cooperatively with him and Council through a structured approach to developing a new Constitution. The people of the CWG still believe that this is a positive way forward.

Taking all aspects of this Report into account, the CWG asks all Members of MFNZ: is it now time to get back to a consultative process for forming a new MFNZ Constitution with the openness and freedom that it deserves and which was agreed by Members at the 2016 AGM?

We propose the following approach:

- Reconfirm that Members want a robust consultative process for development of a new Constitution.
- Reinstate the CWG Draft Constitutions as the foundation document of this process. Although this Draft Constitution is far from perfect, the people of the CWG are confident that it would provide a sound base for constructive input from Members. Any and all parts of the Draft would be subject to review and change. We consider that this process would result in a final document of the required standard.
- Invite the CWG to manage the process of consultation and discussion, as originally recommended in September 2016. Since there is no great urgency, adopt a timetable that requires preparation of a sound and well-accepted proposal for adoption at the 2018 AGM.
- Encourage all Members of MFNZ, including the Council to provide robust input to the consultation process.

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