



**Proposal to ACS Congress**  
**Constitutional Reform Working Group**

26 May 2021

# Background

- **Reincorporation** as a company limited by guarantee requires a Constitution, Corporations Act-compliant
- **The Constitution** defines the governance structures, processes, responsibilities and accountabilities
- The **current ACS Rules** are dated, not appropriate
- **A project** is needed, substantial engagement central
- **Congress** is the right venue to take **responsibility**, but not the right venue to perform the work involved
- It is proposed that a **Working Group** be provided with authority, subject to accountability to Congress and MC

# Terms of Reference

## Key Features

- **Recommendations** to Congress of the Constitution to be put before the membership for approval
- **A 3-Phase Consultation Process**, addressing principles, then features, then draft provisions
- **Expeditious Conduct**, targeted delivery in 7 mths, to enable formal approval processes during 2022
- **Progress Reporting** to Congress and MC

## Resourcing of the CRWG

- **Face-to-Face Meetings:**
  - One very early
  - Another at a key juncture later in the process
- **Travel for Meetings** in at least some Branches
- **Internal Staff Support**
- **Access to External Governance Expertise**
- **Legal Review** of the emergent draft Constitution
- Details to be delegated by Congress to MC, CEO

# The Motions to Enable the CRWG

## **Motion 1: Establish a Working Group**

That the Congress establish a Constitutional Reform Working Group (CRWG), with suitable composition

## **Motion 2: Approve the Terms of Reference**

That the Congress approve the Terms of Reference in Appendix 1

## **Motion 3: Approve Sufficient Resources**

That the Society provide sufficient resources to enable the CRWG to fulfil its responsibilities



# Composition of the CRWG

- **Group Criteria**
  - Workable size, blending MC, outer-Congress, Members
  - Reasonable Geographical Spread
  - Reasonable Gender Balance
  - Reasonable reflection of Diversity of Perspectives
- **Individual Member Criteria**
  - Experience in the ACS, at Branch and national levels
  - Expertise in governance structure and process design
  - Expertise in corporate constitutions
  - Collaborative working and constructive negotiation
  - Commitment to the project
  - Time-availability

## Proposed Membership

Don Fraser	FACS	Vic	
Jacky Hartnett	FACS CP	Tas	ex-Congress
Nick Tate	FACS CP	Qld	MC
Roger Clarke	FACS	Cbr	Congress
Simon Foster	MACS Snr CP	NSW	
Tapan Dave	MACS Snr CP	SA	Congress
Tony Errington	FACS CP	WA	ex-Congress





# Convenorship of the CRWG

- **Key Criteria**
  - Experience in the ACS, at Branch and national levels
  - Experience of managing collaborative working and constructive negotiation
  - A Track-Record in convening ACS working parties
  - Commitment to the project
  - Time-availability
- **Desirables**
  - Familiarity with governance structure and process design
  - Familiarity with corporate constitutions



# What makes a Professional Society?



- A Widely Recognised Body of Learning
- Special Knowledge and Skills
- Learning derived from Research, Education, Training and Deep Experience



- Ethical Standards
- High Standards of Behaviour
- Codes Enforced
- Application of Knowledge and Exercise of Skills in the Interest of Society and the Economy



Australian Council of Professions  
<http://www.professions.com.au/about-us/what-is-a-professional>

# Key Functions of the Professional Society

- Professional Standards
- Professional Development
- Member Services
- Public Policy

A Professional Society is clearly distinct from:

- A Commercial / For-Profit Corporation
- An Industry Association

# The Principles underlying a Professional Society Constitution

Underlying all the Other Principles:

## The Centrality of the Professional Membership



- The Society is of, and for, the Members
- Professional members are directly involved in the Society's values, strategy and priorities

# The Principles underlying a Professional Society Constitution

- (1) Embodiment of Values
- (2) Behaviour Consistent with Values
- (3) Dispersed Responsibilities, Powers, Funds
- (4) Open Nomination Processes for the Board
- (5) A Dual-Electorate Mechanism to Ensure Balance among Interests
- (6) Workable Delegations
- (7) Control of the Key Constitutional Documents by the Professional Membership
- (8) Invigoration of Branches, Chapters, Colleges