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

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>State</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Don Fraser</td>
<td>FACS</td>
<td>Vic</td>
<td></td>
</tr>
<tr>
<td>Jacky Hartnett</td>
<td>FACS CP</td>
<td>Tas</td>
<td>ex-Congress</td>
</tr>
<tr>
<td>Nick Tate</td>
<td>FACS CP</td>
<td>Qld</td>
<td>MC</td>
</tr>
<tr>
<td>Roger Clarke</td>
<td>FACS</td>
<td>Cbr</td>
<td>Congress</td>
</tr>
<tr>
<td>Simon Foster</td>
<td>MACS Snr CP</td>
<td>NSW</td>
<td></td>
</tr>
<tr>
<td>Tapan Dave</td>
<td>MACS Snr CP</td>
<td>SA</td>
<td>Congress</td>
</tr>
<tr>
<td>Tony Errington</td>
<td>FACS CP</td>
<td>WA</td>
<td>ex-Congress</td>
</tr>
</tbody>
</table>
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
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