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ACS members attempt to block proposed legal structure change of the organisation

ACS fellow and former director Roger Clarke has labelled the proposal as a "hijack" by board members.

By Aimee Chanthadavong | October 14, 2019 -- 04:11 GMT (15:11 AEDT) | Topic: Tech Industry

Australian Computer Society (ACS) fellow and former director and visiting professor in Computer Science at the Australian National University Roger Clarke has labelled the not-for-profit organisation's proposal to change the legal structure of the organisation from an incorporated association to a company limited by guarantee as a "hijack".

Clarke said the proposal is intended by the ACS executives to be a "coup de grace", and that they have been acting in a "highly aggressive, controlling, and competitive manner".

He argued how the new structure, if successful, would centralise all power in the board; make no provisions for any member involvement; see member-driven branches be replaced by "subservient divisions"; and enable continuity of power by a clique.

"The priorities of the management committee and some branch executive committees have swung a long distance away from member services and much more towards commercial activities. As a result, the society's core values have been undermined," he told ZDNet.

In a move to block the passing of the proposed resolution, which requires 75% members' approval, Clarke along with other academics and practitioners have urged members to cast their votes or solicit proxies against the motion to "rescue" the ACS.

"The ACS executive abused its power in order to railroad the existing branch committees into

supporting the unsupportable," Clarke said

"It then brazenly argued in favour of its own motion; failed to provide appropriate information on the arguments against the motion; and prevented arguments against the motion from being communicated to members."

See also: [56% of employees lack digital skills needed for future jobs (https://www.techrepublic.com/article/56-of-employees-lack-digital-skills-needed-for-future-jobs/)](https://www.techrepublic.com/article/56-of-employees-lack-digital-skills-needed-for-future-jobs/) **(TechRepublic)**

While Clarke was unable to disclose how many proxies he has received against the motion, he said the support gained is "sufficient to know that we're getting some traction".

Members will be able to formally vote on the proposal during the organisation's general meeting scheduled for October 25.

If ACS becomes a company limited by guarantee (CLG), the company would also be regulated by the Australian Securities and Investments Commission (ASIC), rather than Access Canberra. Any compliance agreement obligations would also fall under the *Corporations Act 2001*.

ACS CEO Andrew Johnson previously told ZDNet the unanimous decision by the management committee was part of the ACS' five-year strategy. He said one of the sections within the strategy highlighted "the need for ACS to review its corporate form and governance structures, and to streamline its decision-making processes to enable it to be agile in the future, in order to more effectively achieve its objects and deliver its services".

Johnson said the CLG structure is the most common form of incorporating a national membership association under Commonwealth law, which means even under the structure change, ACS would remain as a membership body.

"Member centricity has been one of the guiding principles of change," he said.

Johnson also assured that if the structural changes go ahead, any certification that individuals had received from ACS for completing courses, such as its migration skills assessment, would

remain valid.

The proposal comes off the back of the ACS acquiring four competing data-centric organisations (https://www.zdnet.com/article/australian-computer-society-splashes-out-on-four-data-driven-industry-associations/), for an undisclosed amount last month.

The ACS scooped up Data-Driven Marketing and Advertising (ADMA), Institute of Analytics Professionals of Australia (IAPA), Digital + Technology Collective (D+ TC), and Data Governance Australia (DGA), which will now sit under the ACS umbrella from the Australian Alliance for Data Leadership (AADL).

Clarke at the time wrote an open letter (http://rogerclarke.com/SOS/ACS-ADMA-Ltr.html#OL) requesting signatures from ACS members and ex-members about the acquisition, criticising that it was "completely untenable" for ACS to absorb ADMA because ACS's stance was significantly different and at times opposite from ADMA. He received 61 signatures in the end.

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