

JAMES RILEY | OCTOBER 14, 2019

## Battle over ACS' fortune begins



**Yohan Ramasundara:** Overseeing structural change at the Australian Computer Society

**Proposed changes to the** governance structure at the Australian Computer Society are headed for a rough ride as senior members launch a campaign against the corporatisation a professional society, in favour of its executive and at the expense of its members.

A group being headed by Australian National University visiting professor Roger Clarke – a long-time privacy advocate in Australia and an ACS member since 1974 – says the proposed changes strip away the rights of the members in favour of the society's executive.

Mr Clarke also complains that recent take-over of the Association for Data-Driven Marketing and Advertising (ADMA) – among a series of acquisitions of other industry groups – was incompatible with the values and goals of the society.

The ACS has called a Special General Meeting for October 25th to be held at its spacious Barangaroo national headquarters to vote on the proposed changes.

The society is proposing changing its structure from its current position as being registered as an Incorporated Association in the ACT to become a Company Limited by Guarantee (CLG).

The increasingly wealthy organisation is registered as a charity and does not pay tax on its more than \$2.5 million surplus (reported for its 2017-18 financial year ([https://acncpubfilesprodstorage.blob.core.windows.net/public/834f557e-39af-e811-a962-000d3ad24a0d-507ca9e6-2073-4a3a-a60b-6a00dcca36eb-Financial%20Report-f089167f-6535-e911-a970-000d3ad24282-Annual\\_Financial\\_Statements\\_2018\\_v5\\_\(Signed\).pdf](https://acncpubfilesprodstorage.blob.core.windows.net/public/834f557e-39af-e811-a962-000d3ad24a0d-507ca9e6-2073-4a3a-a60b-6a00dcca36eb-Financial%20Report-f089167f-6535-e911-a970-000d3ad24282-Annual_Financial_Statements_2018_v5_(Signed).pdf))), nor on the interest earned on its \$26.8 million in cash and cash equivalent assets.

Mr Clarke says the changes to the ACS constitution would centralise all power within the board and extinguish all meaningful member involvement. It would replace the member-driven branches with subservient divisions that carry an advisory capacity only, and ultimately would enable the “continuity of power by a clique”.

“An organisation’s constitution and other governing documents must be appropriate to its nature and mission”, said Mr Clarke, who is an ACS Fellow and a former director of organisation.

“The ACS is not just any not-for-profit business operation. It’s the nation’s IT professional society”.

"The capacity of members to participate in the Society's governance has been progressively whittled away over several decades", he said.

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Mr Clarke is running a campaign against the changes - which require a 75 per cent approval in order to pass and is encourage those members who are unable to attend in person to sign over a proxy vote (<http://rogerclarke.com/SOS/RescueYourACS.html>) to someone who can.

Those seeking to block the changes say the Notice of Meeting sent to members was misleading, playing down the impact of the changes with they say would "destroy" the organisation.

"Contrary to the impression provided by the text in the Notice of Meeting (<https://www.acs.org.au/insightsandpublications/news/2019/proposed-alteration-of-rules-and-objects-of-the-society.html>), approval of the proposal would result in governance structures and processes that are vastly different from the ACS's current arrangements, and completely inconsistent with the notion of a member-driven professional society," they say.

Mr Clarke said he had become increasingly alarmed by the management of the ACS in recent years, which he says has neglected membership services in favour of revenue generation activities. The ACS claims a member base of 43,000, although membership income has fallen.

The ACS' biggest expense after employee salaries and benefits (\$19.6 million) was its marketing, PR and publications budget of \$4.3 million, although it also spent more than \$1.1 million on travel and accommodation, and \$1.5 million on meetings.

With total accumulated member funds now having grown to more than \$25 million, there is a lot at stake.

Mr Clarke said the recent acquisition of Association for Data-Driven Marketing and Advertising (ADMA) was at odds with the society's core values. He said ADMA was "so comprehensively manipulative of consumers that the chance of there being any kind of overlap between the values of the ACS and the values of ADMA are essentially nil."

InnovationAus.com (<http://InnovationAus.com>) contacted the ACS chief executive Andrew Johnson for comment, but he was travelling overseas with ACS President Yohan Ramasundara and no-one else was authorised to comment.