

Australian Computer Society
Constitutional Reform
MOTIONS TO CONGRESS

Roger Clarke, Canberra Branch Congress Representative
Discussion Draft of 12 May 2021

Background

The Society has been an incorporated association since its formation in 1966-67. Given the scale that the organisation has achieved, the intention has been that it be reincorporated, as a company limited by guarantee. The existing Rules are not of an appropriate form. A new Constitution needs to be developed, compliant with the requirements of the corporations law.

The new Constitution needs to reflect the Society's needs, and earn the membership's support. So the project requires an effective governance structure and process which includes substantial engagement with members.

Project AURIS has already identified methods for consultation with members and approaches for streamlining voting as well as legal advice on constitutional change. This submission to Congress proposes a structure and process appropriate to the need for wide and rapid consultation. Four motions are presented, regarding a governance structure for the project, the process to produce a recommended Constitution, resourcing, and composition of the Working Group.

Governance Structure

Congress has responsibilities in relation to the Society's directions, policies and strategic planning (Rule 8). Changes to the Society's constitutional documents are a strategic matter of the highest order, and Congress is accordingly the appropriate venue to have responsibility for the undertaking.

Congress, with 26 members, is arguably an unwieldy vehicle to itself undertake the work of priming discussions, conducting consultations, interpreting members' comments, and negotiating drafts of documents. An appropriate approach to the project is delegation to a working group. The group needs to comprise members with experience in the Society, its history and its operations, and expertise in governance structures and processes and in the drafting of constitutions for not-for-profit organisations. A convenor is needed with a proven track-record in guiding such projects.

MOTION 1: That the Congress establish a Constitutional Reform Working Group (CRWG), with a suitable composition, including a suitable convenor.

Process

Although the CRWG will want a degree of flexibility available to it, Congress must make clear its expectations of the conduct of the project. In particular, it is vital that the drafting is not subjected to a straight-jacket in the form of an existing template or precedent. The Society's mission and values need to be applied in order to express principles that the new Constitution must satisfy. The document's features then need to be sculpted to implement those principles.

MOTION 2: That the Congress approve the CRWG's Terms of Reference in Appendix 1.

Resourcing

Resources need to be provided to support the CRWG's activities, including a face-to-face meeting very early in its life, travel for meetings in at least some Branches, a likely second face-to-face WG meeting at a key juncture later in the process, internal staff support, and access to external expertise relating to governance, as well as for legal review of the emergent draft Constitution.

MOTION 3: That the Society provide sufficient resources to enable the CRWG to fulfil its responsibilities.

Composition

A set of criteria for membership of the CRWG was developed, presented in Appendix 2. A review of senior members was conducted, resulting in the list proposed in Appendix 3.

MOTION 4: That the Congress approve the composition of the CWRG in Appendix 3.

Appendix 1: Terms of Reference
ACS Constitutional Reform Working Group (CRWG)
Terms of Reference

Congress authorises and empowers the Constitutional Reform Working Group (CRWG) to conduct a deliberative, open and consultative process with the ACS membership, which is to culminate in a recommendation to Congress of the Constitution to be put before the membership for approval.

The Constitution is to establish the governance structures, powers and responsibilities, incorporate appropriate checks and balances, enable efficient operation, and ensure legal compliance.

The CRWG is to fulfil these objectives by means of a process that fulfils those requirements, and that has the following specific features:

- initiates discussion among members by means of **draft principles** for the new constitution;
- after assimilation of members' feedback, presents to members for a further round of consultation the **possible features** of a constitution to fulfil those principles;
- after assimilation of members' further feedback, publishes a **draft constitution**; and
- after assimilation of members' third round of feedback, recommends to Congress a **Constitution** to be put to the members for approval in General Meeting.

The CRWG is to consider undertaking wider consultation with members using one or more of the platforms and consultancies identified already during work in Project AURIS.

Subject to satisfying the above requirements, the CRWG is to conduct the project as expeditiously as is practicable, with a view to submitting the draft to Congress in late 2021. This will enable Management Committee to instigate changes under ACS Rule 19 in time for submission to members, approval at a General Meeting during the second quarter of calendar 2022, and conversion to corporate form at the end of 2022.

The CRWG is to provide Congress and Management Committee with monthly progress reports, as well as an updated report prior to each Congress meeting that occurs during its lifetime, including progress against major project milestones and the identification of major issues.

Appendix 2: Selection Criteria for the CRWG

The following criteria were developed that are **applicable to each individual CRWG member**:

- length and depth of experience in the ACS, at Branch and national level
- expertise in relation to governance of professional societies, corporations limited by guarantee, and corporations and associations generally
- expertise in relation to corporate constitutions
- experience in collaborative working and constructive negotiation
- preparedness to commit to the project
- sufficient time-availability during the second half of 2021

The following criteria are **applicable to the CRWG Convenor**:

- length and depth of experience in the ACS, at Branch and national level
- experience in managing collaborative working and constructive negotiation
- a track-record of convening successful ACS working parties / task forces
- preparedness to commit to the project
- sufficient time-availability during the second half of 2021

The following criteria are **applicable to the group** as a whole:

- a workable size, comprising some current Management Committee (MC) members, some current outer-Congress members, and some not currently involved in either MC or Congress
- a reasonable geographical spread
- a reasonable degree of gender balance
- a reasonable reflection of the diversity of perspectives on the Society's nature and mission

Appendix 3: Proposed Composition of the CRWG

A review was conducted of members who have been actively involved in ACS matters in recent years, including those on Management Committee (MC), Congress, Boards, national committees and Branch committees. A 'long list' of over 20 members was assembled.

The criteria in Appendix 2 were applied, resulting a list of six proposed members plus a convenor, which is judged to achieve an appropriate balance.

Each of those proposed has signified their provisional agreement to participate as a member of the CRWG in the event of Congress approving the proposal.

Convenor: Jo Dalvean MACS (Snr) CP, MC, Vic

Members (alphabetical by first name):

Jacky Hartnett	FACS CP, Tas
Nick Tate	FACS CP, MC, Qld
Roger Clarke	FACS, Congress, Cbr
Simon Foster	MACS (Snr) CP, NSW
Tapan Dave	MACS (Snr) CP, Congress, SA
Tony Errington	FACS CP, WA