

Australian Computer Society
Constitutional Reform Working Group
Round 3 Consultation – Report Back to Members
Annex – Members' Submissions with Responses

Version of 5 September 2022

This Annex contains:

- the comments received from members during the consultation period;
- the relevant text from the consultation documents;
- highlighting of the passages of most significance;
- responses to members' comments; and
- suggested actions arising from them.

The colour-coding is as follows:

- **Green Text** is for responses and comments, with no action proposed
- **Amber Text** is for changes of modest-to-moderate scale
- **Red Text** is for matters that require deeper consideration

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#Doc1-00 Outline

This document is a one-page Outline of the proposal, under the headings:

1. The Society's Nature and Values as Drivers of the Society's Behaviour (cls. 1-6)
2. The Governing Committee and Congress (cls. 10-11)
3. Effective Accountability of the Governing Committee to the Members (cl.12)
4. Branch Powers and Resources (cl. 8)
5. Member Participation and Delegations to the Society's Staff (cl.s 7, 9, 13)
6. Organisational Agility
7. Transitional Provisions (cl. 16)

21 comments, of which 14 in favour, 4 neutral, 3 opposed

42 votes, of which 30 in favour, 12 neutral, 0 opposed

#120

Choice: I Oppose

Comment: There are **numerous critical issues for MC/Congress enquiry and debate that are contained as options within the document. I don't think these are best resolved by individuals indicating their instinctive preferred option in the absence of critical background information.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:27:10 -0700

As made clear in the consultation documents, members' input is vital, but has to be considered within the context of the law, good governance and the practicalities of operating the Society.

#121

Choice: I Oppose

Comment: This is a difficult and critical job and a big ask of Congress from a voluntary committee of ICT practitioners. I think it needs **an external expert editorial review in addition to the legal review** so that we can be assured that we have a well drafted document for members and staff to work with in future.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:28:16 -0700

The draft has been, and will again be, subjected to review by multiple stakeholders.

#331

Choice: I Support

Comment: Support

From: nannapaneni.gowri@gmail.com

Wed, 27 Jul 2022 21:29:58 -0700

#332

Choice: I Support

Comment: I stand in support

From: syedjaseem143@gmail.com

Wed, 27 Jul 2022 21:30:29 -0700

#336

Choice: I'm Neutral

Comment: until now I have nothing to complain about ACS

From: zhaohunqu@gmail.com

Wed, 27 Jul 2022 21:49:27 -0700

#339

Choice: I Support

Comment: I support

From: djmsayshi@gmail.com

Wed, 27 Jul 2022 22:00:54 -0700

#341

Choice: I Oppose

Comment: 1. how can this be taken seriously on a **1000 year old website**? I had to double check that it was indeed ACS. Copying menus from a real website is a cool hacker technique for phishing, but not something a tech professional will fall for. Surely the society body for IT professionals could at least speak with us over 2020 based technology? 1994 i think people wrote pages on tech like this and it **shows in mindset, language and intent to further drive the society into some backwater computer club where you would also play dungeon and dragons at half time.**

2. The IT (Not ICT) profession grew up after y2K and the .com crash, the society has not, if you took away the skilled migrant schemes presumably the entire thing would implode. maybe instead of messing around with branch powers (**in a world without borders ACS still have branches - LOL**) you delegate responsibility of running ACS to the staff you hired to do so and then get professionals to propose a new constitution for the 2020's not the 1990's

untill such time. i appose

From: compulsorybutnotvalidated@...

Wed, 27 Jul 2022 22:05:24 -0700

An aspect of this submission that appears relevant to the consultation process is the implied expression of concern that email-addresses provided with Comments were not validated. This was a feature, not a bug. Identified responses were preferable, but pseudonymous and even entirely anonymous addresses were accepted. In all cases, the content was examined on its merits.

#344

Choice: I Support

Comment: I support the proposed new constitutional document as a whole.

From: dwiddicombe@woolworths.com.au

Wed, 27 Jul 2022 22:31:00 -0700

#346

Choice: I Support

Comment: Supported

From: baliaronit@gmail.com

Wed, 27 Jul 2022 23:02:42 -0700

#350

Choice: I Support

Comment: At my age I doubt I can contribute anything of value so I agree.

From: jleeche@ozemail.com.au

Wed, 27 Jul 2022 23:27:00 -0700

#352

Choice: I Support

Comment: I express support for the changes

From: phillip.t.e.smith@gmail.com

Wed, 27 Jul 2022 23:34:41 -0700

#353

Choice: I Support

Comment: In support

From: chikwavararam@gmail.com

Wed, 27 Jul 2022 23:35:03 -0700

#356

Choice: I Support

Comment: As per previous comments shared, i support this direction and have provided other nuanced suggestions in relevant meetings.

From: damien.charles@nec.com.au

Wed, 27 Jul 2022 23:43:32 -0700

#363

Choice: I Support

Comment: i herby support these constitutionalreform.

From: ahmadspm@gmail.com

Thu, 28 Jul 2022 02:10:42 -0700

#364

Choice: I Support

Comment: I support the changes, but I have to say that **presenting the material in the style of a website from the mid-90s is a very unfortunate design choice, and distracts mightily from the subject matter.**

From: geoff@ellisons.org

Thu, 28 Jul 2022 04:53:29 -0700

The facilities and support readily available to CRWG were disappointingly sparse and inadequate. The deficiencies only gradually became apparent, and, to maintain momentum it was necessary to scramble the web-site, web-forms, and online forum into existence.

#365

Choice: I'm Neutral

Comment: I think it allows more kno and skill set for the members, there are some risk factors that are mentioned but I personally think theu can be amended with time, overall i find this more progressive.

From: khushboojaglan21@gmail.com
Thu, 28 Jul 2022 05:13:11 -0700

#366

Choice: I'm Neutral

Comment: Neutral

From: bipinbudhathoki77@gmail.com
Thu, 28 Jul 2022 06:11:33 -0700

#392

Choice: I Support

Comment: **The quicker these changes are enacted, the better off the IT profession will be !!!
(NOTE: it is IT and not ICT)**

From: mscott@knighterrant.com.au
Fri, 29 Jul 2022 15:51:48 -0700

#404

Choice: I Support

Comment: I support.

From: afreeman@pcug.org.au
Tue, 02 Aug 2022 00:02:39 -0700

#428

Choice: I Support

Comment: **I am not in favour of the continued commercialisation of the ACS. It detracts from the real purpose of the Society.**

From: tbfinn@finn.com
Tue, 02 Aug 2022 16:10:31 -0700

#471

Choice: I'm Neutral

Comment: I would propose to add to the constitution draft, part 5 and clauses 7-13 in by-laws, for **international members to able to attend events, with proper credentials**. Thank you!

From: asad.liaqat@outlook.com
Fri, 05 Aug 2022 14:20:07 -0700

#Doc2 Overview of the Proposed New Constitutional Document

This document provides an overview of the proposed new constitutional document. Its primary focus is on the differences between the new proposal and the current Rules, but it also aims to deliver a complete picture by providing background on aspects that remain the same.

The features are clustered into the following segments:

- A. The Organisation
- B. The Membership
- C. The Governing Committee
- D. The Congress
- E. The Governing Committee's Accountability to the Membership

A very brief outline of the primary differences between this Proposal and the current Rules is as follows:

- Management Committee is replaced by a somewhat different Governing Committee
- Congress is changed in several important respects
- A set of additional measures is included, to achieve effective accountability of Governing Committee to the membership
- Boards are renamed Panels and their powers strengthened
- Branches' powers within their regional areas are strengthened

#Doc2-A0 Nature and Values

Provisions make clear that the Society is not a vanilla-flavoured association but quite specifically the ICT professional society [cls.1-3].

8 comments, and 5 votes, 4 in favour, 1 neutral

#46

Choice: I'm Neutral

Comment: I like clarification about which main industry we work in but am **troubled by the use of the term ICT, since I am not convinced it will stand the test of time. For some reason, the technology industry seems to change its name every few years.** An anaesthetist has and will always work in anaesthesia but we have been said to work in computers, information technology, information systems, information and communications technology, digital, and technology. I don't know why it keeps changing but I worry that the kids of tomorrow won't know what ICT means.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 16:28:30 -0700

#47

That's a very clear rendition of a concern that was expressed by a few people during the first two Rounds.

But **none of us could come up with a future-proofed alternative.**

The summary of where we got to is here: <https://crwg.org/3/CRWG2-Report.html#2.1.1>

The main use within the draft constitutional document is here: <https://crwg.org/3/CRWG3-CD-Const.html#01.07>

(plus 1.8 and 1.9).

Roger.Clarke@xamax.com.au

Date: Sun, 05 Jun 2022 17:00:08 -0700

#343

Choice: I Support

Comment: Support this amendment
From: vinothkc@gmail.com
Wed, 27 Jul 2022 22:14:38 -0700

#345

Choice: I Oppose

Comment: **The ACS Objects document defines the purpose of the organisation.**

From: philipo@uow.edu.au
Wed, 27 Jul 2022 22:59:17 -0700

#359

Choice: I'm Neutral

Comment: **ICT and Digital technologies professional society is my suggestion**

From: mmincanb@outlook.com
Wed, 27 Jul 2022 23:51:16 -0700

#389

Choice: I Support

Comment: In a recent Information Age article on standards, the ACS past president, Dr Ian Opperman, stated "... standards are a supremely important tool for technologists – one that is often overlooked". There is an international standard on governance of organizations, ISO 37000, that can be used to shape the new ACS constitutional document. **We should take this opportunity to lead by example and align our new constitution with ISO 37000.**

From: acs@ugovern.com.au
Fri, 29 Jul 2022 15:07:26 -0700

Although industry standards have a role to play, the preference is to reflect the mainstream of Australian regulatory norms and organisational practices, and to work within that framework to reflect the particular needs of a professional society and the declared preferences of ACS members.

#390

Choice: I Support

Comment: **ACS must change its name ... must use IT and not ICT**

From: mscott@knighterrant.com.au
Fri, 29 Jul 2022 15:23:20 -0700

#393

Choice: I Support

Comment: Roger & Nick, You have my support. regards, Bevin

From: bevin.irvine@bigpond.com
Sat, 30 Jul 2022 17:45:18 -0700

#Doc2-A1 Formal Expression of the Nature and Values and #doc2-a1-formal-expression

Expressions of the Society's nature and values are variously explicit in the new constitutional document (Mission, Purposes) [cls.1.2-1.9], or read into the constitution from the By-Laws (Code of Ethics, Principles for Allocation of Surplus) [cls.1.10-1.11].

1 comment, 6 votes, 6 in favour

#424

Choice: I Support

Comment: It's great to see **a clear message regarding mission, inclusion of professional members and purposes.**

david.kong@hotmail.com

Tue, 02 Aug 2022 02:16:43 -0700

#Doc2-A2 Powers

The Society's powers are declared [cl.2].

0 comments, 2 votes, 2 in favour

#Doc2-A3 Not-for-Profit

These are consolidated into a single clause [cl.3].

0 comments, 2 votes, 2 in favour

#Doc2-B0 Professional Members

The centrality of the Professional Members is established as part of the Nature of the Society [cls.1.4-1.7]. The role and rights of members are reinforced by a series of further provisions [cls.4-5].

1 comment, 2 votes, 2 in favour

#391

Choice: I Support

Comment: Professional membership of this IT body must be more recognised (just like the engineering profession)

From: mscott@knighterrant.com.au

Fri, 29 Jul 2022 15:29:38 -0700

#Doc2-B1 Eligibility to Stand for the Governing Committee

A candidate must be in a grade in the Professional Division, financial, and must neither have exceeded the maximum term nor be a current or recent employee [cl. 11.3(b)]. An OPTION is to require candidates for Chair to have understanding of ACS governance, through recent experience on Congress or Governing Committee [cl.11.4(b)(iA)].

3 comments, 2 votes, 2 in favour

#29

Choice: I Support

Comment: **I AM OPPOSED TO THE OPTION**

From: ashleyg@ozemail.com.au
Sat, 04 Jun 2022 00:25:22 -0700

#165

Choice: I Support

Comment: I understand that high turnover on a governing committee can slow down progress but **we need to be open to the majority of the financial, professional members**. This will increase the scope of skills on the Committee and reduce the risk of corruption.

From: susan@davies.net

Fri, 24 Jun 2022 04:19:50 -0700

#333

Choice: I Support

Comment: **The diminished gene pool has lead to a self-perpetuating MC, and is inconsistent with democratic principles**

From: ldd@whitehorsestrategic.com

Wed, 27 Jul 2022 21:32:38 -0700

The aim of the governance design is to achieve much better balance between conflicting needs, by:

- opening up the eligibility rules in order to overcome the 'narrow gene-pool' and prevent governing committee members successively replicating themselves and unduly constraining future committee members' ability to innovate and adapt; but also
- ensuring that each governing committee embodies sufficient expertise and experience in respect of (a) organisational governance generally, (b) the Society's nature and values, and (c) the Society's constitution and current business processes.

#Doc2-B2 Right to Vote

The right to vote is restricted to members in a grade in the Professional Division, who are citizens or permanent residents of Australia and who are not Students [cl.5.1(a), (b)]. [Under review!]

The existing voting rights of Associates at the date the constitutional document comes into effect are preserved [cl. (c)]; but the voting rights of staff-members are suspended if they have the right to vote solely because of that provision [cl. (d)].

1 comment, 2 votes, 2 in favour

#166

Choice: I Support

Comment: **It should say financial members.**

I agree with it not being students and the residency criterion as there is a risk that the Australian society could be dominated by overseas members.

Staff members shouldn't have voting rights.

From: susan@davies.net

Fri, 24 Jun 2022 04:34:48 -0700

The short version in Document 2 is silent on the question of each member's financial status. But cl.5.1(c) suspends the right to vote of a member who is not financial at the time of the vote.

The residency criterion is an aspect that requires careful consideration.

See #Doc4-05-01 and #Doc4-08-00 Branches.

#Doc2-B3 Authority over By-Laws

Some By-Laws require the approval of members through online voting, some require a ratification process, and others are subject to approval by the Governing C'tee [cls. 7, 12.8, 12.9, Schedules A-C].

0 comments, 4 votes, 4 in favour

#Doc2-B4 Communication Channels Among Members

Communications among members must be facilitated [cl.5.5].

2 comments, 2 votes, 2 in favour

#30

Choice: I Support

Comment: **This is important**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:26:32 -0700

#361

Choice: I'm Neutral

Comment: **This has the potential to be a large administrative overhead, yet could also be very useful.**

From: ensignlol@yahoo.com.au

Thu, 28 Jul 2022 00:18:28 -0700

#Doc2-B5 Branches

Branches' existence, powers and resourcing are clearly and firmly expressed [cl.8].

3 comments, 0 votes

#31

Choice: I Support

Comment: **Branches have to be restored to a position of importance in the Society**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:27:19 -0700

#395

Choice: I Support

Comment: **Most important**

From: bevin.irvine@bigpond.com

Sat, 30 Jul 2022 18:42:52 -0700

#425

Choice: I'm Neutral

Comment: A set of branches representing each state and territory. With branch chapters covering x distance provide better representation within each state and territory.

From: david.kong19@hotmail.com

Tue, 02 Aug 2022 02:59:24 -0700

#Doc2-B6 Boards / Panels

The term 'Board' is replaced by 'Panel' (to avoid confusion with the Governing Committee). Panels' existence, powers and resourcing are directly expressed [cl.9].

0 comments, 2 votes, 2 in favour

#Doc2-C0 A Governing Committee Attuned to Members' Interests

The Governing Committee is elected by the Congress, whose members are directly elected by the membership. Any professional member can be a candidate [cls.11-14]. The provisions also reflect regulatory changes since the current Rules were established 2012.

0 comments, 3 votes, 3 in favour

#Doc2-C1 Strategy and Policies

The CEO is expressly responsible to the Governing Committee for the day-to-day management of the Society [cl.13.2].

On the other hand, the Society's strategy and policies are expressly the responsibility of the Governing Committee, and delegations to the CEO and staff are required to be specific not general [cl. 13.3].

0 comments, 3 votes, 3 in favour

#Doc2-C2 Composition

The Governing Committee comprises 9-11 members, with no role-titles other than Chair (and possibly a Vice-Chair) [cl. 11.3(a)].

1 comment, 3 votes, 3 in favour

#426

Choice: I Support

Comment: 12 sounds a nice number.

From: david.kong19@hotmail.com

Tue, 02 Aug 2022 03:04:30 -0700

#Doc2-C3 Supplementary Members

OPTION: The Governing Committee has a tightly defined capability to make short term appointments for up to 2 external members of Governing Committee with important complementary expertise to the members of the then Governing Committee [cl. 11.3(d)].

2 comments, 2 votes, 2 in favour

#32

Choice: I Oppose

Comment: Totally unnecessary

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:30:21 -0700

#452

Choice: I Support

Comment: The ability for the Governing Committee to appoint independent members to address skills gaps in the Committee is essential to good, robust governance.

From: tim.leonard.turner@gmail.com

Wed, 03 Aug 2022 15:48:27 -0700

Whether complementary expertise should be gained by means of governing committee appointments or contracts is an area of contention. See #Doc4-11-03.

#Doc2-C4 CEO

The CEO is present for most items at Governing Committee meetings, and has the right to speak and be heard, but is not a member of Governing Committee and has no right to move or second motions or to vote [cls.13.4-13.5].

3 comments, 3 votes, 2 in favour, 0 neutral, 1 opposed

#33

Choice: I Oppose

Comment: It is universal practice in business for the CEO to be a Member of the Board. So should it be in the Society. Any CEO worth his salt would seek to be a member of the Governing Committee.

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:33:24 -0700

#172

Choice: I Support

Comment: this should have never been changed in the first place

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:27:02 -0700

The tension between the two points-of-view is nicely encapsulated by the fact that Ashley and Dennis are both sometime CEOs of the Society. See #Doc4-13-00.

#427

Choice: I Support

Comment: The option is good.

From: david.kong19@hotmail.com

Tue, 02 Aug 2022 03:06:15 -0700

#Doc2-C5 Terms of Members of the Governing Committee

Each is elected by Congress for a 3-year term, with 3-4 vacancies arising each year [cl. 11.3(c)].

0 comments, 2 votes, 2 in favour

#Doc2-C6 The Balance of Branch Power in the Governing Committee

Governing Committee members are elected from the membership as a whole and do not represent their Branches. Branch representation is a byproduct of the elections across a 3-year cycle [cl. 11.4(a)].

0 comments, 2 votes, 2 in favour

#Doc2-C7 Chair

The Chair of the Governing Committee will be elected OPTION:
{ by Congress **or** the Governing Committee **or** the Voting Members } [cl. 11.4(b)].

A further OPTION is to require candidates for Chair to have understanding of ACS governance, through recent experience on Congress or Governing Committee [cl.11.4(b)(iA)].

3 comments, 1 votes, 1 in favour

#34

Choice: I Support

Comment: **Chair should be elected by Governing Committee**

Second option I oppose

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:35:01 -0700

#173

Choice: **I Support**

Comment: **...have an understanding of the ACS....**

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:32:52 -0700

#453

Choice: I Support

Comment: **Elected by the Voting Members; must have understanding of ACS governance through recent experience**

From: tim.leonard.turner@gmail.com

Wed, 03 Aug 2022 15:50:58 -0700

The underlying issue is how adequate expertise can be assured within the governing committee, particularly in relation to governance, without 'narrowing the gene pool'.

#Doc2-C8 Joint Membership

A member of Governing Committee OPTION: { may be precluded from being a member of Congress at the same time OR may be permitted to be a member of both, as at present } [cl. 11.4(a)(vi)].

2 comments, 1 votes, 1 in favour

#35

Choice: I Oppose

Comment: **Cannot be a member of both**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:35:41 -0700

#174

Choice: I'm Neutral

Comment: apart from the Chair use option

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:34:22 -0700

The key issue is avoidance of dominance by the Governing Committee over the member-representative nature of the Congress, while ensuring effective communications between the two.

#Doc2-D0 A Congress that Directly Represents the Membership

An effective Congress is established, distinct from the Governing Committee, and with sufficient powers to enable it to act in the event that the Governing Committee's behaviour is not consistent with the Society's Nature and Values, or with member expectations [cl.10].

One function of the Congress is to act as an electoral college for the Governing Committee, to ensure that the interests of the 6 smaller Branches are not dominated by the large numbers of members in the 2 largest Branches.

0 comments, 3 votes, 3 in favour

#Doc2-D1 Congress

Congress comprises c.26 people, all of whom are Congress Representatives (CRs) elected by the membership of each Branch

[cl. 10.3(a)]. OPTION: Add the Chair of the Governing Committee.

1 comment, 4 votes, 4 in favour

#396

Choice: I Support

Comment: **Option 3**

From: bevin.irvine@bigpond.com

Sat, 30 Jul 2022 19:14:06 -0700

#Doc2-D2 Branch Representation on Congress

Each 'small' Branch elects 3 CRs to Congress, and each 'large' Branch elects 4 CRs. A 'large' Branch is one with >20% of the Professional Division membership – currently NSW and Vic – but with a third numerically possible [cl. 10.3(a)].

0 comments, 3 votes, 3 in favour

#Doc2-D3 Election

Each Branch Chair is *ex officio* a CR, and the others are separately elected by the Branch [cl.10.3(a) Option 1], or are other Branch office-bearers elected by the Branch members [Option 2].

2 comments, 2 votes, 2 in favour

#36

Choice: I Support

Comment: **Option 1**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:38:56 -0700

#397

Choice: I'm Neutral

Comment: **Does that not clash with Option 3?**

From: bevin.irvine@bigpond.com

Sat, 30 Jul 2022 19:18:42 -0700

#Doc2-D4 The Balance of Branch Power in Congress

The 6 small Branches have 18 votes to the 2 large Branches' 8 votes. (This could change to 5 Branches with 15 with the other 3 having 12, if Queensland or Canberra ever achieves 20%). The purpose of this is to avoid dominance by the majority of professional members who are in NSW and Victoria Branches (typically 55%-65%) [cl. 10.3(a)].

0 comments, 4 votes, 4 in favour

#Doc2-D5 Chair

The Congress elects its own Chair [cl. 10.3(b)].

0 comments, 0 votes

#Doc2-E0 Effective Accountability

Means are established whereby the membership can encourage the Governing Committee to run the organisation in ways consistent with the Society's Nature and Values, but with means available to take decisive action if the Governing Committee does otherwise [cl.12].

It is necessary to include specific mechanisms in the constitutional document because (a) regulatory agencies have proven to be unwilling and ineffective in relation to enforcement, and (b) courts have a discretion to ignore even quite substantial breaches of organisations' constitutions, and have a long history of exercising that discretion.

0 comments, 3 votes, 3 in favour

#Doc2-E1 The Society's Nature and Values Bind the Governing Committee

The Society's Nature and Values are declared in the new constitutional document to be the basis on which the Governing Committee is to operate and against which its performance is to be assessed [cls. 12.1-12.2].

0 comments, 3 votes, 3 in favour

#Doc2-E2 Removal by Congress

Congress has the express power to remove a Governing Committee member, by a 2/3rds vote in a properly constituted meeting of Congress [cl. 12.4(a)].

0 comments, 3 votes, 2 in favour, 1 neutral

#Doc2-E3 Removal by the Members

Members have the express power to remove a Governing Committee member, by a 2/3rds vote in a properly constituted General Meeting [cl. 12.4(b)].

0 comments, 3 votes, 3 in favour

#Doc2-E4 Removal by Branch Committees

A majority of Branch Committees acting in concert have the power to remove a Governing Committee member [cl. 12.6(c)].

0 comments, 3 votes, 3 in favour

#Doc2-E5 Member-Initiated General Meetings and Motions

Members have practical means to ensure that a General Meeting is held and to ensure that a motion is put. The means include a stipulation that the Society must facilitate communications among members, hence enabling arguments to be put and signatures to be gathered [cls. 5.5, 6.12].

0 comments, 3 votes, 3 in favour

#Doc2-E6 Member Input to Strategy and Policies

The Governing Committee is obliged to enable member input [cl.1.6]. However, this needs to be further articulated in the By-Laws.

0 comments, 2 votes, 2 in favour

#Doc2-E7 Minutes

Minutes are required to be published to the members [cl. 12.7].

2 comments, 3 votes, 3 in favour

#37

Choice: I Support

Comment: **within a stipulated time frame**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:42:28 -0700

#194

Choice: I Support

Comment: **This transparency is essential** (publishing of Minutes of Governing Committee and Congress Meetings).

From: margaret.turner@kiltur.com

Wed, 29 Jun 2022 17:31:07 -0700

#Doc2-E8 Transparency and Engagement

The constitutional document includes the express requirement that the Governing Committee be transparent to the members and engage with them on major issues [cl. 12.6-12.7].

0 comments, 1 votes, 1 in favour

#38

Choice: I'm Neutral

Comment: **useless motherhood statements**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:43:26 -0700

They are indeed 'motherhood statements'. On the other hand, the design means that they are not useless. In the event of failure by the Governing Committee to comply, action can be taken under cls.12.5 and 12.6, because Transparency and Engagement are "duties under ... the Constitution" by virtue of cls. 12.3 and 12.4. See #Doc4-12-00 et seq.

#Doc3-00 Governance Models

This document discusses the governance models considered, and explains which of them is being proposed, and why.

In designing the high-level governance structure of the Society, the objectives are:

- To motivate the Governing Committee (or similar name) to make decisions that are consistent with members' reasonable expectations of their professional society;
- To provide means whereby members can take action if the Governing Committee acts inappropriately, ranging from 'warning shots across the bow' through to removal of one or more Governing Committee members; and
- To thereby ensure that the Governing Committee manages the Society in an appropriate and suitably transparent manner, such that members have a justifiably high level of trust in the Governing Committee to act in the members' best interests.

After the broad model is decided on, it requires further articulation in relation to such aspects as size, spread of expertise, terms, election cycles, the filling of casual vacancies, term limitations, and retention of corporate memory.

The purpose of this document is to provide an outline of each of the three alternative structures that the CRWG has considered.

These are:

1. A Directly-Elected Governing Committee;
2. A Large, Representative Governing Committee plus an Executive Committee; and
3. A Large, Representative Congress and a Small Governing Committee.

Under Alternatives 1 and 2, it has proven difficult to configure the model in way that satisfies both the members' wishes and the desire for agile and efficient operations, and also achieves compliance with relevant regulatory requirements.

On the other hand, **the CRWG has concluded that the objectives can be achieved through careful structuring of Alternative 3.**

1 comment, 0 votes

#45

Comment: **Any governance model chosen should require the governing body to operate with a maximum of transparency, respecting members right to know.**

The method of electing a governing body should be direct. Trust the properly informed members to choose their leadership. Don't impose any form of 'electoral college'.

From: graeme.bond@gmail.com

Sun, 05 Jun 2022 00:02:36 -0700

#Doc3-01 Model 1 – A Directly-Elected Governing Committee

During recent years, it has become the norm for each medium-sized and large not-for-profit organisation to be constituted as a company limited by guarantee (CLG). The commonly-available templates for a CLG Constitution are generally little different from those of a for-profit company limited by shares. They generally have the following features:

- (1) The members of the governing committee are directly elected by the members;
- (2) Almost all powers are placed in the hands of the governing committee and CEO; and
- (3) Any additional body that is representative of the membership is limited to an advisory role.

Each of those features creates difficulties for the Society.

1 comment, 1 vote, 1 opposed

#40

Comment: **Our members should have the maturity to vote for the governing body members on merit, irrespective of where they reside.**

We have experienced since Covid of attending virtual events organised by other branches. We should see ourselves as one organisation with a common electorate, not a sub-divided electorate.

From: graeme.bond@gmail.com

Sat, 04 Jun 2022 23:01:09 -0700

#Doc3-02 Model 2 – A Large, Representative Governing Ctee plus an Executive Committee

A further possibility is to designate the large representative body as the Governing Committee.

To ensure a suitably balanced form of representation, the Governing Committee could be structured in a similar manner to the current Congress. For example, in each Branch, Branch members could elect the Branch Chair and 2-3 Branch Reps directly to the Governing Committee. Governing Committee would thereby comprise c.26 members.

The Governing Committee would elect its Chair. This large Governing Committee would meet approximately quarterly.

In order to achieve a sufficient degree of agility, a smaller Executive Committee could be established (of 5-9 members), which would meet approximately monthly.

1 comment, 1 vote, 1 opposed

#43

Choice: I Oppose

Comment: **On principal I oppose any form of 'Electoral College' and favour direct election of the governing body and any other body.**

For specialist technical bodies, it is reasonable for RELEVANT and OBJECTIVE qualifications be required to nominate.

For governance bodies, nomination should be as open as possible, but I do suggest one MANDATORY qualification, willingness to undertake training in the duties and responsibilities of governance roles prior to taking office.

From: graeme.bond@gmail.com

Sat, 04 Jun 2022 23:53:32 -0700

Graeme's is one of very few expressions of opposition to the 'electoral college' function inherent in the representative-Congress model, whereby decisions about who gets onto the governing committee are once-removed from the membership as a whole.

Again, this underlines the issue of how adequate expertise can be assured within the governing committee, particularly in relation to governance, without 'narrowing the gene pool'.

#Doc3-03 Model 3 – A Large, Representative Congress and a Small Governing Committee

This alternative has similarities to the existing governance structure, with a Congress formed from Branch delegates, which elects the members and Chair of the Governing Committee. However, it appears feasible to configure the arrangements to achieve the objectives and manage the risks.

The Congress would comprise 3-4 Congress Representatives from each Branch.

The composition of the Governing Committee would be c.11 members, with no designated roles other than Chair.

The Congress would act as the electoral college for the Governing Committee.

Governing Committee members would have observer rights at Congress, and, as with the CEO, an obligation to attend and speak when requested to do so. (Currently, Management Committee members sit on both bodies, with a conflict of interest between two roles);

The Governing Committee would exercise all powers of the Society, in line with the current conventions. However, the Governing Committee would be subject to custom-designed accountability mechanisms expressed in the constitutional document.

The Congress would also elect the Panel Chairs (as Congress currently elects the Board Directors), monitor the performance of the Governing Committee, represent the interests of members, and provide advice to the Governing Committee on any matter. Congress would **not** have directive powers over the Governing Committee

5 comments, 0 votes

#28

Choice: I Support

Comment: **Cannot be on both**

From: ashleyg@ozemail.com.au

Sat, 04 Jun 2022 00:21:59 -0700

#42

Choice: I Oppose

Comment: **Get rid of Congress.**

Let's have a governing body directly elected by the members and accountable to them.

This requires minutes, or at least a summary, being published so that members know what is happening on their behalf.

It also requires members being free to communicate and discuss / criticise what is happening on the governing body, and if sufficiently energised to organise opposition. A governing body in touch with the membership should, rarely if ever, encounter such dissent. If it does, the issues should be worked through in an open and collaborative, non-confrontational, manner to seek a resolution. If this fails, a member plebiscite should be organised.

From: graeme.bond@gmail.com

Sat, 04 Jun 2022 23:20:56 -0700

#58

Choice: I Support

Comment: **I support the idea of having branch staff and sub-organisations. I believe this will allow more well-organised activities to take place at the branch level to support a wide range of members' interests and needs.**

From: ann.stevens@tafe.qld.edu.au

Mon, 06 Jun 2022 22:15:00 -0700

#114

Choice: I Support

Comment: I think **Alternative 3** is the best of the 3 options offered

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:17:32 -0700

#337

Choice: I'm Neutral

Comment: This would seem to me to be the best option.

From: pjuliff@netspace.net.au

Wed, 27 Jul 2022 21:57:15 -0700

[This section draws together and embeds in the constitutional document expressions of what the Society is, and is about. The text represents guidance to the Governing Committee. It also establishes the criteria against which Congress, Branch Committees and Society Members can assess the performance of the Governing Committee. The accountability of the Governing Committee and its members is expressly linked to these provisions by clauses 11.2(a) and 12.1.]

4 comments plus 1 vote, 1 in support

#96

Choice: I Oppose

Comment: **There seem to be too many elements.** Can it be simplified? A well-written set of Purposes should be able to do the job.

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:12:43 -0700

There is no simple way of expressing a reference-point for the assessment of behaviour. Activities need to perform functions, which contribute to the fulfilment of purposes, which are consistent with values, which reflect the nature of the organisation. Unless that hierarchy of ideas is articulated, it isn't possible to hold office-bearers to account for misbehaviour.

#451

My view is that the ACS (like all such organisations) must clearly define 3 things: a Reason for Being, A Purpose in providing services To members and a Purpose in providing services Between members. Anything else is secondary.

- **The ACS represents a community of IT professionals, and it should speak on their behalf.** It should present a professional IT opinion and the views of its members to government, to other professional bodies, to interested community organisations, to the media and to anybody who asks.
- **The ACS should provide relevant services to members**, including (at least) professional education and education on a wide range of related topics but perhaps others. Certification? Insurance? Jobs? Not for me to say.
- **The ACS should provide relevant services as between members**, including (at least) networking events, conferences/workshops, discussion groups. Mentoring? Online forum? Not for me to say.

Members join because of what the ACS represents, but they stay because of what it provides in professional education and networking. That is not reflected in the current version of the constitution.

If there are specific goals in the direction of 'public interest' and charity status, then by all means shoehorn them in somewhere. Just **don't lose sight of why people join (they identify as IT people and want someone to represent their interests), and why they stay (so they can learn more about IT and hang out with other IT people).** To leave those out would in my view be a **serious omission.**

From: David Bennett <davidb@pfxcorp.com>

Fri, 24 Jun 2022 20:49:42 +1000

A list of Key Functions was provided as Appendix A of the Consultation Document for Round 1 (p.9). The matter was discussed in the Report back to Members on the Round 1 Consultation (pp. 4-5). The Round 2 consultation documents said "Members may wish to see a set of Key Functions embedded in the constitutional document; or some other policy document, such as a formal statement of Key Functions" (s.2.4.1).

"Participants did not support the Society's key functions being embedded, because of the inflexibility this would impose" (Round 2 Report, s.1.1.1, p.4).

Consideration could nonetheless be given to expressing Key Functions in By-Laws that are subject to member approval (including and especially what David referred to as "relevant services to members ... and between members").

#177

Choice: I Support

Comment: Good work on clause 1.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 21:28:44 -0700

#236

Choice: I Support

Comment: I really support the explicit articulation of the ACS as not for profit and a professional society for professional members.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:12:41 -0700

#Doc4-01-01 Name

1.1 The name of the organisation is the Australian Computer Society.

2 comments plus 8 votes, 8 in support

#48

Choice: I'm Neutral

Comment: I like the full spelling of the name but think we should extend this clause to **include the abbreviation**, i.e. "1.1 The name of the organisation is the Australian Computer Society (ACS)."

From: craig@informationalrisk.com

Sun, 05 Jun 2022 17:45:10 -0700

#324

Choice: I Oppose

Comment: **A complete rename and rebrand of the ACS is required** to provide us with relevance in the 21st century. This is something which needed to happen 20 years ago.

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:24:50 -0700

This is a forthright, 'revolutionary' proposal, whereas the majority of members argued for greater adaptability and agility within the frame of a professional society for 'ICT interpreted broadly'.

#Doc4-01-02 Not-for-Profit

- 1.2 The organisation is not for profit.
[For further details, see cl. 3.]

1 comment plus 4 votes, 4 in support

#49

Choice: I Support

Comment: This is very important for tax purposes.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 17:46:20 -0700

#Doc4-01-03 Professional Society

- 1.3 The Society is a professional society. [1.1.1a]

2 comments plus 7 votes, 7 in support

#51

Choice: I Support

Comment: I like that we explicitly stated this **to disambiguate from industry associations, and unions**.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 17:48:37 -0700

#147

Choice: I Support

Comment: After 40 years in IT I think we are still trying to establish ourselves as professionals and our industry as a profession.

From: susan@davies.net

Wed, 22 Jun 2022 23:19:23 -0700

#Doc4-01-04 Grades

- 1.4 The Society comprises grades of professional members and other members. [1.1.1b]

2 comments plus 5 votes, 4 in support, 1 neutral

#52

Choice: I Support

Comment: Good to keep the Society inclusive of all ICT professionals.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 21:16:13 -0700

#148

Choice: I Support

Comment: Getting widespread recognition of IT as a profession requires a clear grading system and clear entry/eligibility rules which would not include non-professional grades, but would include a **pathway grade eg: student/affiliate**. I don't think "non-professional" membership is sensible when we are struggling for professional recognition.

From: susan@davies.net

Wed, 22 Jun 2022 23:19:34 -0700

Susan appears to be arguing for the resurrection of the pre-2010 notion of Associate. This is a matter that arguably sits **just outside the remit of the CRWG**, and belongs instead in a debate on amendments to the Membership Grades By-Law, currently National Regulations 2.1, 2.5.

#Doc4-01-05 Professional Grades

1.5 Professional membership grades are distinguished from other membership grade(s) by means of entry and promotion eligibility criteria that: [1.2.3]

- (a) are clearly expressed in the By-Laws;
- (b) emphasise a core of professional, technical knowledge;
- (c) reflect the specialisations within the ICT professional domain;
- (d) are updated on an ongoing basis, to address ongoing change, subject to approval by the membership;
- (e) preclude discrimination against applicants on any grounds other than factors related to professionalism.

5 comments plus 5 votes, 5 in support

#55

Choice: I Support

Comment: I agree with making professional members from other members, and in fact I think they should get a green endorsed tick on their photo and their own landing page on the ACS website so that they can create their own public-facing webpage to market to employers.

I should add however that **I think the grades need a rethink**. I think we should rename Senior Members as Fellows, and rename Fellows as Distinguished Fellows, in line with naming conventions at other professional associations.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 21:45:54 -0700

Craig is arguing for a name-change that reflects a form of 'grade-creep'. This is a matter that appears to sit **outside the remit of the CRWG**, and to belong instead in a debate on amendments to the Membership Grades By-Law, currently National Regulations 2.1, 2.5.

#128

Choice: I'm Neutral

Comment: CI 1.5 notes that professional membership grades are distinguished. **What about technologist grades and what does this mean for CT members? Is this clear in the docs?** Will we advise CT members that they aren't professional members? I don't know if this will be disruptive or controversial but it should be clear in the docs so Congress can take an informed view.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:38:02 -0700

#137

The By-laws make no reference to "technologist grades". **The word "technologist" occurs only in NatReg 2.5.5, in the context of "certified technologist" (CT).**

The membership statistics indicate that there are moderate numbers of MACS CT, but **no mention is made of AACS CT**. If there are members who have achieved that level, then consideration certainly does need to be given to their voting rights.

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:04:03 -0700

#204

Choice: I'm Neutral

Comment: **There is no definition of ICT in the constitution.** However the general view of ICT is that it relates to transmit, store, create, share or exchange information. **Artificial intelligence, automation, operational technologies, smart cities, robotics, software engineering etc do not fit in the generally accepted ICT definition. Specifying ICT in the constitution would limit the scope of the ACS's activities.**

From: george.nikandros@qr.com.au

Thu, 14 Jul 2022 20:39:54 -0700

#214

Thanks George. Yes the constitution is pretty silent on the shape of ICT which is as it should be.

In the constitution we should just use 'ICT' as a label, not even mention its original acronym 'information communications technology'.

The ACS Core Body of Knowledge (CBoK) details the way the ACS sees the current shape of ICT for course accreditation, etc. (to find it just google 'ACS CBoK' the current version is 3.1, 2021). **It seems to accommodate your list of topics.**

Arguably communications is relatively less significant than it was 50 years ago, but computation has become more significant, as have the systems that integrate and apply ICT. **A better reading of 'ICT' is 'information and computational technology and systems' ICTS.**

craig.mcdonald@canberra.edu.au

Fri, 15 Jul 2022 15:40:04 -0700

The position adopted by CRWG is that "ICT, as an acronym for 'information and communications technologies', should continue as the, or at least the primary, scope-defining term, in particular for internal use, and should continue to be interpreted broadly ... ICT should continue to be complemented by other expressions, which will inevitably shift over time. This enables statements made to, for example, Ministerial staff and regulatory agencies, to be aligned with the particular terms that they may be using at the time" (Report on Round 2, s.2.1.1, p.7).

George (Treasurer of ACS NatSIG aSCSa) is arguably correct on the basis that AI, automation and robotics were not mentioned in ACS CBOK v1.1 of 22 February 2019 (and neither is data analytics / data science), and 'software engineering' is only implied.

On the other hand, CBOK v3.1 of (20 September?) 2021 includes mention of AI, robotics. software engineering and data analytics/science (but not automation); and so does v3.2 of (1 October?) 2021. The very poor organisation of the ACS web-site invites considerable confusion in this area.

For CRWG, the question arises as to whether the Constitution, where it defines the professional society's scope, should include reference to the CBOK.

CBOK v1.1 is here, and linked to from within acs.org.au:

<https://www.acs.org.au/msa/acs-core-body-of-knowledge-for-ict-professionals-cbok.html>

CBOK v3.1 is here:

<https://www.acs.org.au/content/dam/acs/acs-accreditation/CBoK%20V3.1%20Sep%202021.pdf>

CBOK v3.2 is here:

<https://www.acs.org.au/content/dam/acs/acs-accreditation/CBoK%20V3.2.pdf>

#Doc4-01-06 Professional Governance

- 1.6 The Society is governed by the Governing Committee on behalf of its professional members.
[1.1.1c]

4 comments plus 5 votes, 5 in support

#54

Choice: I Oppose

Comment: I am absolutely against this idea. The Society has grown to a \$50M organisation and the idea that Uncle Joe, who runs the corner IT shop in Darwin, should govern a \$50M organisation simply because he represents NT is a nonsense. **The Society needs professional directors on the governing body**, who are qualified by AICD or similar, and who govern organisations for a living. Anything less and we are doing a disservice to the ACS organisation. I hasten to add that Uncle Joe's IT company might be turning over \$50M, in which case I welcome his appointment to the board. My point is more about experience and professionalism. If we have the highest regard for the ACS, then we should appoint people with the highest experience in governing to the board. If ACS had directors as members (like GIA or AICD) then of course we would welcome them to the board. But ACS does not ... it has ICT professionals as members. It's like allowing ACS members to perform brain surgery with zero regard to their training and qualifications as brain surgeons simply because they reside in NT; a preposterous idea.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 21:33:12 -0700

This again highlights the underlying issue of how adequate expertise can be assured within the governing committee, particularly in relation to governance, without 'narrowing the gene pool'.

#129

Choice: I'm Neutral

Comment: Cl 1.6 notes that the society is governed by its professional members. What is the impact of this? **Will some existing elected members become ineligible?** I don't know if this will be disruptive or controversial but it should be clear in the docs so Congress can take an informed view.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:38:40 -0700

#138

Both the Governing Committee and the Congress will be reconstituted when the Society changes from the current Rules to the new constitutional document, so the existing appointments lapse. The Branch Committees are subject to the Branch By-Laws, which are the existing National Regulation 7 carried forward (unless revised by MC prior to the switch between old and new constitutions).

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:16:50 -0700

#325

Choice: I Support

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:26:49 -0700

#Doc4-01-07 Foundational Value

- 1.7 The Foundational Value of the Society is commitment to the public good, by means of:
- (a) the promulgation of professionalism in the field of Information and Communications Technology (ICT); and
 - (b) the provision of services to Society Members in order to assist them to develop, maintain and extend their professional expertise, to advance, and to promote the advancement of, the interests of the public. [1.1.1d, 4.2.5]

6 comments plus 6 votes, 6 in support

#57

Choice: I Support

Comment: I 100% agree with this. ICT has a terrible reputation in the media, with digital transformations and application development projects running over budget again and again. The Victorian MYKI ticketing system is a fantastic example of an incredibly underwhelming and unsatisfactory application and COVIDSafe is the biggest waste of public money ever. If the people who approved these projects are ACS members, they should be put before the disciplinary committee. Ultimately, **ACS should encourage ICT professionals to constantly improve their professional development for the betterment of the public good.**

From: craig@informationalrisk.com

Sun, 05 Jun 2022 23:01:35 -0700

#123

Choice: I Oppose

Comment: Cl 1.7 cites a 'foundational value' of commitment to the public good and indicate that this is manifested by professionalization of the sector (via building professional membership) and provide services to members to extend their professional expertise. **This suggests that the ACS will extend its influence only to its membership,** which seems too narrow.

I think **value statements belong in strategic plans rather than in constitutions.**

Fundamental value statements are subject to control by the membership, not by the CEO and the governing committee of the day. They belong in the constitution.

Adding this statement arguably alters the existing ACS Objects and **the CRWG should ensure that this will not trigger a review of the ACS charitable tax status**. I don't think it adds much to the existing ACS Objects and may not warrant such a risk.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:30:30 -0700

The Society's charitable tax status has long been assumed to be a matter of consequence, but its significance and appropriateness are contested by a considerable number of members.

MC is currently evaluating whether the Society should, and is able to, sustain that status.

#164

Choice: I Oppose

Comment: **'commitment to the public good' does not capture the proper purpose of the ACS.** See 1.7.

From: davidb@pfxcorp.com

Fri, 24 Jun 2022 03:35:45 -0700

#206

Choice: I Oppose

Comment: I'm troubled by statements such as "the public good", "the interests of the public", "the benefit of the public". These are **undefined vague terms, open to a lot of interpretation**. It could be argued (indeed it was) that eugenics was "for the public good". I don't have a better term, other than perhaps to talk about "the overall public good", recognising that any technology may have some harmful side-effects, but overall we wish to minimise them and achieve the best for the most (or something like that!!!). But even that has its problems - achieving the best for the most might well involve ignoring the needs of minorities, etc. Does commitment "to the public good" mean that we will never develop or introduce any technology that may have *some* harmful side-effects? Whoever came up with this statement I imagine has thought these issues through, so I'd love to hear the explanation, rationalisation...

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 01:23:39 -0700

#323

Why is the 'primacy of the public interest' a foundational value?

Idea of a 'Professional society':

- not a:
 - business - interests of shareholders
 - trade union - wellbeing of members - esp wages and conditions
 - industry association - advancing businesses in an industry
 - club - mutual interest
- a group of members who:
 - have expertise and professional skills
 - claim a degree of autonomy in the exercise of their expertise
 - accept responsibility for the results of their actions
- and, as a group,
 - hold position in society that comes from having its members serve society as well as private interest, or, alternatively, to pursue their personal interests, but not at the expense of the well-being of the communities and society they affect and on which they depend.

Idea of Value:

A value is an idea held by a person or group that forms part of its thinking and actions. Value does not inhere in an object or act - it is determined by one's evaluation of it which depends on the values one holds.

The question

'Why do you value X ?'
can be answered
" because it contributes to Y (something else I want to achieve)"
In this case X is valued instrumentally.
But the answer just begs the question
"well, why do value Y ?".

That regress of values stops somewhere. That stopping point is a foundational value. A foundational value is not a rational, justifiable idea.

For the ACS, and for many professional societies, that foundational value is the well-being of our society.

The values in ACS Code of Ethics such as honesty, respect, etc can be seen as instrumental values, justified because they contribute to the well-being of society - the foundational value.

Society without Professions:

"The reformatting of the social structure of Russian society during perestroika entailed a downward group mobility for entire social and professional strata whose activities were directly connected with supporting state power and ensuring its legitimacy. Societally important professional groups like teachers and medical workers lost the axiological grounds of group solidarity on a mass scale. Their prolonged presence in a zone of negative professional identity has resulted in the gradual disintegration of their professional motivation, the erosion of the mindset of serving society, a reduced adherence to professional and ethical codes, and an atrophied perception of their own professional groups as peer groups, thus creating risks for maintaining the integrity of society."

Liudmila Klimenko & Oksana Posukhova (2018) Societal Aspects of the Professional Identity of Socially Oriented Groups in Russian Society, Sociological Research, 57:2, 158-165, DOI: 10.1080/10610154.2018.1577622

craig.mcdonald@canberra.edu.au

Tue, 26 Jul 2022 04:52:03 -0700

#450

Alex, that's a fair point, but it's been well worked-through during the last 10 months, and the outcomes are well-documented, as follows.

For an organisation to call itself a professional society, it's necessary to have a strong public good / public interest orientation.

That was made clear on page 1 of the original consultation doc of 21 Sep 21:

<https://crwg.org/1/CRWG-Constn-Doc1.pdf>

See the definition of a profession below.

It's entirely tenable for the ACS to convert from being a professional society to something else, such as a service organisation for people practising in the IT industry.

That comes with both benefits and costs. The costs include loss of public standing, loss of the two government-granted monopolies that provide 95% of the ACS's revenue, possibly loss of tax-exempt status.

The last wouldn't matter, because there'd be no profits to tax.

The key consideration, however, is that **the consultations conducted by the CRWG have established that the members overwhelmingly want the ACS to remain a professional society.**

That was in s.1.1, p.2 of the first Report Back to Members of 5 December 2021:

<https://crwg.org/1/CRWG1-Report.pdf>

It was reinforced in s.1.1a, p.4 of the second Report Back to Members of 25 April 2022:

<https://crwg.org/2/CRWG2-Report.pdf>

1.1.1a Embedment of ACS as a Professional Society

"There was very strong support among participants for such a declaration to be included in the constitutional document, with an understanding that it acts as a motherhood, foundational statement". Votes were 100% in favour.

<https://www.professions.org.au/what-is-a-professional/>

"A Profession is a disciplined group of individuals who adhere to ethical standards and who hold themselves out as, and are accepted by the public as possessing special knowledge and skills in a widely recognised body of learning derived from research, education and training at a high level, and who are prepared to apply this knowledge and exercise these skills in the interest of others".

Thu, 4 Aug 2022 07:55:35 +0200

Roger.Clarke@xamax.com.au

Although terms like 'public good' are indeed vague and undefined, they are in common use, including in the definition of a charity used by the regulator, ACNC. But should absolute terms like 'public good' and 'public interest', used in cls.1.7 and 1.8, be replaced by the more relativistic term 'well-being of society'?

#Doc4-01-08 Mission

- 1.8 The Society's Mission is to advance capabilities in, and applications of, information and communications technologies and practices, for the benefit of the Australian public. [2.2.1, 2.2.2]

[Clause 1.8 is a revised version of the current Principal Object, which is: "To promote the development of Australian information and communications technology resources".]

10 comments plus 5 votes, 5 in support

#56

Choice: I'm Neutral

Comment: Why isn't there a Society Vision?

I am troubled by the use of the word '**Australian**'. I understand that the Australian Computer Society should support the Australian public. However, there is a possibility of also assisting **our Oceanic regional neighbours** through ACS providing support to develop their ICT professionals and I wouldn't want these efforts hampered by the wording of our Mission. Also, many **multi-national corporations operate within Australia, employing Australian ICT professionals, for their own benefit**, and the wording seems to be at odds with this. Perhaps I am misreading it but it is not clear to me. I agree with the rest of the wording.

From: craig@informationalrisk.com

Sun, 05 Jun 2022 22:24:38 -0700

#124

Choice: I'm Neutral

Comment: Cl 1.8 cites the ACS mission as being a wide-reaching aim to broaden ICT capabilities and applications of ICT for the benefit of the Australian public. **This seems to open to supporting everything tech that is in the interests of the public – eg broader community upskilling and digital economy matters. This seems in extreme contrast to Cl 1.7, and the co-existence of these statements create ambiguity.**

I think mission statements belong in strategic plans rather than in constitutions.

The mission statement of a professional society needs to be subject to control by the membership, not by the CEO and the governing committee of the day. So it belongs in the constitution.

CRWG notes that Clause 8 replaces section 1 'Principal Object' of the document 'ACS Objects'. **To maintain charitable status we need a community benefit purpose (albeit that charitable tax status isn't our main aim and could be lost anyway).**

I don't think the existing 'Principle Object' is very good in achieving this but **CRWG should be clear on the risk of triggering a review of the ACS charitable tax status by changing the ACS Objects**, and whether the new statements will strengthen our case.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:31:43 -0700

That has already been flagged to MC and is being addressed by it.

#163

Choice: I'm Neutral

Comment: **'benefit of the Australian public' is not the proper mission.** See 1.7.

From: davidb@pfxcorp.com

Fri, 24 Jun 2022 03:35:43 -0700

#176

Choice: I Support

Comment: I support, but **would have preferred we did not use the word "mission"** because of its negative implications for Aboriginal and Torres Strait Islander Australians in our history.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 21:26:12 -0700

#207

Choice: I'm Neutral

Comment: Like with 1.7 I have issues with **"for the benefit of..."**, but I also have a concern about focusing solely on the Australian public: **shouldn't we be concerned about benefiting the whole of humanity, not just Australia?** I think it's too specific, and would actually prefer the original Mission.

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 01:27:09 -0700

#232

Choice: I Support

Comment: I like the revision of the principal object which I feel is more articulate than the current one.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:11:48 -0700

#368

Choice: I'm Neutral

Comment: **The current principle object was precisely written to comply with ATO guidelines for tax exemption. Changing it may have tax implications so detailed advice should be obtained before deciding to alter it.**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 21:29:26 -0700

#371

Choice: I Oppose

Comment: **A mission statement distracts from the purpose of the ACS, namely to be a professional society. It should be deleted.**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:16:23 -0700

#405

Choice: I Support

Comment: This is an excellent Mission statement; much improved from our current version.

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:34:27 -0700

#454

The expression "the benefit of the Australian public" part seems over-specific. **Why not "Australian society", or "society and the economy"?**

Fri, 5 Aug 2022 03:23:59 +0000

Consideration could be given to alternative expressions to "for the benefit of the Australian public", such as 'for the wellbeing of society {and the economy, and the environment}, in particular in Australia', but the discussion would need to take into account any impact this might have on registration arrangements with ACNC and/or ATO. See also #Doc4-05-01.

#Doc4-01-09 Purposes

1.9 The Society's Purposes are: [2.3.3]

- (a) To advance professional excellence in information and communications technology;
- (b) To further the study, science and application of information and communications technology;
- (c) To promote, develop and monitor competence in the practice of information and communications technology by persons and organisations;
- (d) To define and promote the maintenance of standards of knowledge of information and communications technology for members;
- (e) To promote the formulation of effective policies on information and communications technology and related matters;
- (f) To extend the knowledge and understanding of information and communications technology in the community;
- (g) To maintain and promote the observance of a code of ethics for members of the Society.

[Clause 1.9 contains the (to date, unchanged) text of the current Secondary Objects. During Rounds 1 and 2, members showed limited enthusiasm for amendments. It may be that the possibility should now be reconsidered. However, changes to this clause are subject to legal advice.]

10 comments plus 3 votes, 3 in support

#59

Choice: I'm Neutral

Comment: **I wonder whether we should expand the wording to include "different areas of" before each instance of "information and communications technology".** I've been thinking about the recent rise of competitive associations and can't help but conclude that this is entirely the fault of ACS. For some reason, some professionals think that ACS doesn't represent their interests or their particular area of expertise. E.g. think Information Technology Professionals Association or #techdiversity. Why do these associations feel the need to exist? Why isn't ACS supporting their cause more fully? **Do we need to be more inclusive somehow?** How can ACS support their cause?

From: craig@informationalrisk.com

Sun, 12 Jun 2022 15:14:14 -0700

That may be better handled by making clear in cl.1.7 that 'ICT' is a malleable term, and that the CBOK is the appropriate document to provide clarification of its scope at any particular time.

#125

Choice: I Oppose

Comment: Cl 1.9 'the Society's purposes' are a restatement of section 2 of the 'Secondary Objects' of the document 'ACS Objects'. **These lean towards stating ACS areas of activity rather than providing 'why' statements of purpose. A constitutional statement of objects should be clearer on beneficiaries and the 'why' rather than the 'what'.**

A profession must by definition have a commitment to society in its constitutional objects and certain stakeholders (eg Professional Standards Councils) will look for this.

Values and mission come below objects/purpose so I don't think clauses 1.7 and 1.8 solve this.

I would suggest **either retaining** the entire ACS Objects to avoid a review of our charitable tax status, **or rewrite all of it to provide clearer statements of purpose.**

I think **MC and Congress firstly need to have advice on the charitable tax status issue.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:32:44 -0700

The organisation's nature and values are fundamental. They underlie its mission statement, which underlies its objects/purposes, which underlie its functions. It would be beneficial if we could untie our hands in relation to the expression of objects/purposes. The presumption that they're fixed and non-negotiable without high cost may well prove to be unfounded; but, on the other hand, it does appear likely that some constraints will remain.

#162

Choice: I Oppose

Comment: My view is that the ACS (like all such organisations) must clearly **define 3 things: a Reason for Being, A Purpose in providing services To members and a Purpose in providing services Between members.** Anything else is secondary.

Members join because of what the ACS represents, but they stay because of what it provides in professional education and networking.

I have more to say -- I'll email Roger.

From: davidb@pfxcorp.com

Fri, 24 Jun 2022 02:18:17 -0700

[See comments-in-response in #Doc4-01-00.](#)

#205

Choice: I'm Neutral

Comment: This constrains the ACS to "information and communications technology". **It suggests exclusion of artificial intelligence, automation, operational technologies, smart cities, robotics, software engineering etc as they do not fit in the generally accepted ICT definition.**

From: george.nikandros@qr.com.au

Thu, 14 Jul 2022 21:43:50 -0700

[See comments-in-response in #Doc4-01-05.](#)

#233

Choice: I Support

Comment: 1.9: is still largely applicable and I'm happy to not change it.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:12:00 -0700

#330

Choice: I Oppose

Comment: My feedback is for item "1.9 The Society's Purposes are: [2.3.3]".

My feedback is the society's purpose is complex and hard to understand. **The "Australian Computer Society" has no mention of the words "Australia" or "Computer" in its purpose.**

The purpose/constitution should also be its own 1 - page document.

Could I please suggest a 3-line purpose/constitution is used instead?

Something on the lines of:

1. **ACS shall create computer industry growth, high wages and, conditions for its members.**
2. **ACS shall promote Australian computer industry first.**
3. **ASC shall embed computer learning for all Australians from primary to tertiary levels.**

From: thomas.wozniak@qr.com.au

Wed, 27 Jul 2022 15:19:39 -0700

[Re 1., the Society has avoided \(and probably must avoid\) performing the functions of a union.](#)

[Re 2., overt and strong industry orientation is not appropriate for a professional society.](#)

[Re 3., education and training can be argued to be implicit in objects/purposes 1.9\(a\), \(c\), \(e\) and \(f\), but there would indeed be benefit in making much more visible and forthright statements, consistently with the efforts in tertiary accreditation, secondary teacher support, and improved government funding for ICT-related education and training.](#)

#367

Choice: I Support

Comment: I wish to add that **portraying the ACS as representing the "Australian Technology Sector"** (as the ACS has previously done, especially through Information Age) **does not help the society in any way because it is simply not true.**

From: jon.mason@cdu.edu.au

Thu, 28 Jul 2022 00:54:39 -0700

#372

Choice: I Oppose

Comment: The purpose of the ACS is to be a professional society. **The items here are value generation objectives. Propose replacing "Purposes" by "Value Generation Objectives"**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:22:02 -0700

[As above in #Doc2, the expressions in the constitutional document are intended to place the Society reasonably close to the mainstream of Australian regulatory norms and organisational practices, rather than reflecting the ISO 37000 industry standard.](#)

#406

Choice: I Oppose

Comment: I note the comment that there was initially little appetite for changing the Purposes, however this might now be reconsidered.

On reflection, **the Purposes seem too inward focussed on members, and not bold enough to reflect the scope of the profession in Australia.** I have appended some example statements from similar societies.

General:

BCS

I compare our proposed position with the BCS (<https://www.bcs.org/about-us/>)

Influence

We tackle the big issues facing our digital lives, connecting industry, education and government to shape and bring about impactful change on society and our profession.

We campaign to raise trust in the IT profession and ensure IT is used effectively and ethically to solve the biggest problems of society.

ACM

Core Values

<https://www.acm.org/about-acm/mission-vision-values-goals>

Ethical computing and technology for positive impact

SCS

<https://www.scs.org.sg/about/vision-and-mission>

Be the Voice

To engage and be the voice of the infocomm and digital media community.

Specific:

ICT Standards

I think we are underbaked in our approach:

1.9 (d) To define and promote the maintenance of standards of knowledge of information and communications technology for members.

I had raised this as an issue in the October 2021 consultation.

In my view, **the proposed Purposes give a low priority to the development and promulgation of technical standards to the Australian community (not just our members).**

The development of ICT Standards through Standards Australia, ISO, IFIP and other standards bodies has been a key role of the ACS over decades. We have made a major contribution to society and professionals, and the ACS was well regarded by governments, industry and academics for this role.

Ethics

Again, I think we need to be a lot stronger than 1.9 g). We should be positioning ourselves as the leading voice for ICT Ethics in Australia. If not us, then who?!

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:35:01 -0700

#453

Purposes (e) and (f) could benefit from re-framing, in order to avoid them inviting too much focus on hobnobbing with Cabinet Ministers and acting as an industry advocate, rather than on the mainstream but less exciting purposes, which are (a)-(d) and (g).

Fri, 5 Aug 2022 03:23:59 +0000

It's challenging to influence public policy without first becoming a player in the game. And it's challenging to work out where the boundary lies between investing in image to achieve that end and excessive spending on, for example, premises. The approach adopted in the design of the constitution is to set up constructive tension between the aim of influencing public policy, on the one

hand, and the nature, values, mission and purposes, on the other; and empowering the membership, through Congress, to blow the whistle when the invisible line is crossed.

#Doc4-01-10 Code of Ethics

1.10 The Society is required to [1.1.1e]:

- (a) publish a Code of Ethics (the Code) as part of the By-Laws;
- (b) require commitment by all members to compliance with the Code, and encourage compliance with, monitor the incidence of non-compliance with, and where necessary enforce compliance of, the Code;
- (c) review the Code from time to time;
- (d) publish as part of the By-Laws the process and authority for amending the Code;
- (e) submit proposed revisions to the Code to the Voting Members for approval.

[Clause 1.10 establishes constitutional requirements in relation to the Code of Ethics. It keeps the Code outside the Constitution, but requires that the Code be part of the By-Laws, and subject to Member Approval, under cl. 7 and Schedule A.]

4 comments plus 5 votes, 4 in support, 1 neutral

#60

Choice: I Support

Comment: Yes, probably time for a refresh of the wording of the Code of Ethics but it should certainly exist.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 15:15:39 -0700

#126

Choice: I'm Neutral

Comment: Re 1.10 first bullet, I don't think the Code of Ethics and Code of Professional Practice should be incorporated into the Regulations or By-laws. **I think these are better as a separate documents.**

The process for amendment could be **subject to member consultation and ratification by the Congress, rather than requiring a membership ballot** (as is the case at Engineers Australia). It is important to keep these **updated in a timely manner** in response to changing practices and consumer risk issues.

The membership does not accept delegation of authority over the Code to the governing committee. It is unclear how the Code can be made subject to approval by the membership unless it is in the By-Laws. Although timeliness is important, assurance of consistency with the Society's values is as well. Moreover, the governing committee has been very sluggish in approving updates, despite having the power to do so.

The CoE creates boundaries for members to the benefit of society, not for the benefit of members, so a member ballot isn't a reliable way to ensure that a CoE is fit for purpose or that important amendments for consumer protection are incorporated from time to time.

The membership does not accept the proposal that only those elected to high office in the Society understand the nature of professionalism.

I think MC and Congress should be informed of how this is approached in other established professions and what the advice of consumer advocates may be.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:34:49 -0700

#208

Choice: I Support

Comment: Although I support the clause in principle, I have a few issues with it in its present form. I would prefer the wording **"require all members to agree to compliance with the Code" - it basically has the same force, but is slightly less draconian.**

In cl.1.10, the (conventional but qualified) wording is indeed weak. Change "require commitment by all members to compliance with the Code" to "require all members to comply with the Code".

Monitoring the incidence of non-compliance is problematic: this seems to imply some active work to detect non-compliance, as opposed to just reacting when something is thrown up. (I think only the latter is realistic, but maybe a wording more like **"remaining alert to non-compliance"** would be better.

I'm not sure ACS can in fact "enforce compliance" with the Code. It can sanction and take disciplinary action when an incidence of non-compliance is identified, but that is not the same as "enforcing compliance".

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 04:55:25 -0700

Change "where necessary enforce compliance" to "where appropriate enforce compliance".

#234

Choice: I Support

Comment: I think it's a good idea to keep the code of ethics **referenced in the constitution but residing outside in the by laws.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:12:15 -0700

#Doc4-01-11 Additional Values

1.11 The following parts of the By-Laws are integral parts of this expression of the Nature and Values of the Society:

- (a) The Society's Code of Ethics; [1.1.1e]
- (b) The Society's Code of Professional Practice; [1.1.1]
- (c) The Principles for Determining how Surplus from the Society's Operations is to be Allocated. [1.1.1]

[Clause 1.11 enables several elements of the expression of the Society's values to be adapted more quickly than they would be if embedded in the constitutional document. Items (a) and (c) are subject to Member Approval, under cl. 7 and Schedule A. Item (b) is an expanded version of the Code of Ethics, and is subject to approval by the Governing Committee, under cl. 7 and Schedule C.

4 comments plus 3 votes, 3 in support

#61

Choice: I Oppose [1.11(c)]

Comment: In general, **I don't agree with defining principles for allocating surplus from operations.** Surplus is a current asset and the CEO and governing body of the day are best placed to understand the Society's immediate needs and where the money can be best allocated, because

the Society's needs are constantly changing. ACS might have a major international ICT conference to support this year or a charitable cause to support next year, or a major global financial downturn means it should save any surplus this year to baton down the hatches, and it is not for people who don't have access to the current financial reports to decide any surplus allocation. I haven't read any proposed wording so I am unable to support.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 15:34:38 -0700

Although "the CEO and governing body of the day are best placed to understand the Society's immediate needs and where the money can be best allocated", the decision needs to be made in accordance with principles that are consistent with the Society's nature and values, and subject to approval by the membership.

#209

Choice: I Support

Comment: Although I support this in principle, I have 2 issues with the current wording.

Since **the Professional Ethics Committee has recommended a revised Code, without a Code of Professional Practice** (per se - it is embedded in the CoE), reference to CoPP should be removed, and the CoE termed "Code of Professional Ethics" (applies to 1.10 also), as also the PEC has recommended. I appreciate that the timing is bad, but **I would not want to see the ACS bound to formulate a distinct CoPP.**

May I suggest that:

- (a) **it be called a Code of Professional Ethics, and**
- (b) **that 1.11(b) be replaced with something like "Any other supporting material relating to Ethical practice that the Society may develop from time to time."**

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 05:11:36 -0700

A CoPP currently exists. It has long been the norm for the Code of {Professional} Ethics to be succinct, and for it to be articulated by further materials such as case studies. The proposal would therefore appear to be a major change.

Moreover, it is not clear whether the proposed revision of the Code is known to the membership. Information is needed from the Ethics Committee and the MC regarding the current state of play, so that the expression in the constitution achieves the members' aims.

https://www.acs.org.au/content/dam/acs/rules-and-regulations/Code-of-Professional-Conduct_v2.1.pdf

#235

Choice: I Support

Comment: I think it's a good solution to have the different classes of documents that require different levels of approval depending on how important they are.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:12:26 -0700

#407

Choice: I Oppose

Comment: Recommend including **'Membership Grades'** and **'Qualifications for Admission'** as **explicit references to the By Laws**

Rationale: these are part of the core of the Society. We do not want to mess with them too often.

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:38:36 -0700

#Doc4-02-00 Powers of the Society

[This section ensures that the Society has the powers necessary to achieve its Mission and perform its functions. As with all other segments, it is subject to legal review to ensure that it achieves its purpose within the constraints set by the law.]

2.1 The Society's Powers

The Society has all of the powers of an individual and of an incorporated organisation.

2.2 Constraint on the Use of the Society's Powers

The Society may only use its powers in ways that are consistent with its Nature and Values as expressed in clause 1.

0 comments plus 0 votes

#Doc4-03-00 Not-for-Profit

[This section draws together the various elements that articulate the cl.1.2 declaration that the Society is a not-for-profit organisation. This is subject to a range of regulatory requirements.]

3.1 No Payment or Transfer to Society Members

All of the income and property of the Society is to be applied solely towards the promotion of the Purposes of the Society as set out in this Constitution. No portion of either income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the persons who at any time are or have been Society Members.

3.2 Payments in Good Faith

Notwithstanding clause 3.1, the Society may make payments in good faith for:

- (a) Remuneration to a Society Member who has entered into a contract of service to the Society;
[Sub-clause (a) ensure that employees who are Society Members can be paid.]
- (b) Remuneration to a Society Member who has provided goods or services to the Society under arms-length, commercial terms of contract;
[Sub-clause (a) ensures that contractors who are Society Members can be paid.]
- (c) Reimbursement to a Society Member for costs incurred, with the approval of the Society, in the course of providing voluntary services to the Society.

3.3 Contribution on Winding-Up

- (a) If the Society is wound up, each Society Member undertakes to contribute to the property of the Society, in respect of the costs, charges and expenses of winding-up, for the payment of the Society's debts and liabilities, and for the adjustment of the rights of the contributories among themselves:
 - (i) while that person is a Society Member; or
 - (ii) within one year after that person ceases to be a Society Member.
- (b) The amount to be contributed by each Society Member is not to exceed ten dollars.

3.4 Distribution of Property on Winding-Up

- (a) If, upon the winding-up or dissolution of the Society, and after the satisfaction of all its debts and liabilities there remains any property, this property is not to be paid to or distributed among the Society Members.
- (b) Instead, this property is to be given or transferred to some other institution(s) and/or fund(s) having:
 - (i) purposes similar to the purposes of the Society; and
 - (ii) a constitution that prohibits the distribution of its income and property among its members.
- (c) The determination of an institution or institutions to which property is to be transferred is to be by:
 - (i) a special resolution of the Voting Members at or before the time of dissolution; or
 - (ii) if no such special resolution is passed, by a court of competent jurisdiction.

4 comments plus 0 votes

#98

Comment: 3.2(c), as expressed, this may exclude **reimbursements to staff-members**. This issue could be addressed by appending after "to a Society member" the words "or staff-member", and

deleting "voluntary". Alternatively, replace "a Society Member" with "any person" and delete "voluntary".

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:18:15 -0700

#112

Thanks. **The incomplete reimbursements clause definitely needs fixing!** (That came from a template, and I missed the hole in it).

Roger.Clarke@xamax.com.au

Date: Thu, 16 Jun 2022 21:48:23 -0700

On review, the clause does not need fixing. The purpose of this clause is solely to ensure that the Society satisfies the requirements of a not-for-profit organisation as defined by law. It is silent on the matter of reimbursements to staff-members, which are authorised by cl.2.

#334

Choice: I'm Neutral

Comment: 3.3 is mandatory for a CLG but not needed if the ACS remains as an IA. I believe that **binding members to a financial obligation will require their written agreement** so I would leave this clause out and add a suitable clause to Section 16 to allow for the possibility that the ACS transitions to a CLG at some point in the future.

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 21:40:34 -0700

Agreed. The current Rules contain no such clause, and the Associations Incorporation Act (ACT) does not require it. Mark cl.3.3 as contingent on the MC's decision about the form of incorporation.

#99

Choice: I'm Neutral

Comment: Check that 3.4(a), by using the expression "winding-up or dissolution", doesn't accidentally exclude "**conversion to a different form of incorporation**", such as a for-profit company.

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:19:47 -0700

Agreed. Add this to the Schedule for clarification with the lawyers.

#Doc4-04-00 Society Membership

[This section establishes the framework for the Society's membership provisions, and requires details to be specified in the By-Laws (to avoid undue length and undue difficulties in ongoing adaptation), with key aspects subject to Member Approval under cl. 7 and Schedule A.]

[Note that the terms 'member' and 'Member' are highly ambiguous. They are therefore avoided where possible, and where used always qualified (e.g. 'member of Congress').

[Two membership terms are defined:

- **'Society Member'**

This means what is casually referred to as 'member of the ACS' (as distinct from 'Member of the ACS' with the right to the postnominal MACS);

- **'Organisational Member'**

This means a member of the association called the ACS, or of the company limited by guarantee (CLG) called the ACS if and when the Society converts from an association to a CLG.

[Each Society Member has the right to be an Organisational Member as well.

The only material differences that arise if a person is both kinds of Member are:

- *Being an Organisational Member confers the right to vote, under cl.5.1; and*
- *An Organisational Member has an obligation under cl.3.3(b) to contribute up to ten dollars if the Society is wound up.*

[If the Society remains an association when the new constitutional document comes into force, each person who is part of the then Society Membership automatically becomes both a Society Member and an Organisational Member.

[On the other hand, if the Society changes to a CLG on the date that the new constitutional document comes into force, each person who is part of the then Society Membership:

- *automatically becomes a Society Member; but*
- *cannot automatically become an Organisational Member, by virtue of the Corporations Act ss.136(1)(a) and 117(2)(c) requirement that each individual must formally signify their consent.*

[If the Society changes to a CLG, each Society Member is to be provided at least one opportunity to signify consent. That opportunity is to be provided in advance of the date on which the new constitutional document comes into force or the date on which the first election of the members of the Governing Committee is held, whichever occurs first.

[Unless and until a member takes that opportunity, they will be unable to vote, because they are not 'a member of the corporation'.

[Each Society Member who has not signified that they wish to become an Organisational Member may do so at any time, and is to be given the opportunity to do so on each occasion that they renew their Society Membership (and, in the case of new members, on the application form).]

4 comments plus 0 votes

#62

Comment: I'm against this redefinition of a member because the ACS is still a society of learned professionals so I think we should all be called Society Members. We all have different certifications and qualifications but are all on one pathway towards being the best ICT professional we can be. This division between members will cause disharmony and also disregards the fact that we are all ICT professionals. Also, **the use of capitalisation to distinguish between member and Member is too subtle, leading to confusion**, so should not be used.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 18:22:52 -0700

As explained in the preamble, capitalisation is used to identify terms that are defined in cl.15.1 Definitions. The absence of a capital letter accordingly indicates that the term is used in a conventional manner and not as defined in cl.15.1.

#127

Comment: **The concepts of 'society member' and organizational member' are confusing and compound the existing confusion of our complexity of membership grades.**

A lot of things in this document hinge on the idea of distinguishing the professional grades of membership. A PAB (now PSB) working group produced a report in 2020 recommending substantial review of professional memberships grades and noting serious issues. This report was ratified by PSB and noted by MC. **The professional membership grade problems need addressing.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:37:11 -0700

Agreed. This (or some similar arrangement) would only be needed if the decision is made to convert the form of incorporation to a CLG. If the Society remains an association, it can be dropped. If it converts, consideration needs to be given to some alternative term and/or an alternative arrangement.

#195

Comment: Regarding one of the comments preceding this clause (in the PDF): My interpretation of clause 84 of the ACT's Associations Incorporation Act, is that if the Association has resolved to transfer its incorporation to being a Company (under the federal Corporations Act), that every current member of the Association is "taken to be a subscriber to the constitution of the proposed company". **I do not see a need for 136(1)(a) of the Corporations Act to apply because it would be a __transfer__ of incorporation rather than a fresh/new incorporation (otherwise, we would have to first deregister from being an association with the consequential impacts of being unincorporated for a short while).**

The legal advice received appears to say otherwise.

My reading of Part 5B.1 of the Corporations Act (which is about is that this Part seems to suggest in 601BC(8)(f) that as long as there was a 75% majority who voted on the resolution at a meeting, then consent from each individual may not be necessary. But proper legal advice on the play between these two aspects of Transfer law should be sought.

(It may also be that we have to first adopt the new constitution, and wait until that has been lodged and accepted by the ACT regulator, before we can seek to transfer our incorporation if that is what we want to do).

(Also, as I believe we are currently a 'Registered Body' under Part 5B.2, clause 601BL would lead that registration to then cease (being no longer necessary).)

Separately, I feel there is some sort of gap in definition of members, from the point of view of the law of "who is a member of the association". It is not clear, even in the list of definitions towards the end. **The difference between a "Society Member" and a "Organisational Member" in terms of rights and obligations, is not clear, and should be made more explicitly clear in this section of the constitution.**

See the comments in response to message #127 immediately above.

It is not clear to me: Can you be an Organisational Member but NOT a society member? Can you be a Society member but NOT an Organisational Member? Can you be both (is it mutually exclusive)? Is one a subset of the other. If they are different (and not synonyms), then what is the time sequence, e.g. must you first apply to become an Organisational member to be considered eligible to become a Society member, or vice versa (be society member first)? What are the means by which you become either/both or lose the classification of the one which is a subset? Is the difference between Society Member and Organisational Member purely dependent upon whether or not we transfer to being a Corporations Act company, e.g. being the default that everyone

becomes? If so, this should be stated in the constitution somewhere, e.g. "A Society Member is a person who was a member of the Society prior to the Society becoming registered as a Company under the Corporations Act." **In the clauses numbered starting with 5, sometimes "Organisational" member is used where it seems that "Society" member could have been used with it not being clear what the distinction is (or how it is determined).** So what is the true distinction between the terms (as used in proposed clauses)?

It appears that the explanation at the commencement of the clause was not clear enough.

The proposed clause 4.1 is titled "Applications" but does not discuss anything about how one applies to become a member (which is what the title implies that the clause may be about).

Perhaps what is needed at the start of this section 4, or in a reworded clause 1.4, is a **clause 4.X which is titled "Members of the Association", which states something such as "The Association [Society] is constituted of Organisational Members, who have full voting rights, of which there must at all times be at least 5 Organisational Members."** and then a separate clause (perhaps named "Applying for Membership", or "Applications") should say something like: **"A person may apply to the Association to become an Organisational Member, and the application will be considered in accordance with By-Laws that outline [requirements/principles].** The person must be notified of the outcome of their application within [1 month]. If the outcome is that the person be admitted, they are an Organisational Member from the date on which the application was accepted and recorded on the register of members. If the outcome is rejection, they must have any application money refunded." I would then suggest that the proposed clause 4.6 be moved to occur straight next after that.

(The definition at the back says that Organisational Member is what the law considers as a member.)

Or, if the intention is that "Society Member" is the term to mean those who in the eyes of the law are the Members, then the definition of "Organisational Member" at the back needs to be revised and its appearance in clauses reconsidered (and my comments above in my proposed clause should be altered then to read "Society Member" instead of "Organisational Member").

That would probably settle whether one is a member in the sight of the law, i.e. someone eligible to make up the mandatory 5 people for the organisation to remain registered as an Association and to be able to form quorum and vote at general meetings.

The mention of Grades in 4.2 and 4.3 seems to appear [out] of context with the surrounding clauses, because there is no link to either Organisational Member or Society Member. Perhaps what is needed is a statement (in the clause that defines who is a member) that **"Every Organisational Member must be classified as being either a member of a Professional Membership Grade or a member of an Other Membership Grade, which must be recorded on the register of members"**. (And perhaps in the suggested clause for applying to be a member which I gave above should mentioned that a person should simultaneously apply for (or indicate their desire to be classified to) a particular grade.)

Or, a reworking of 4.2 and 4.3 into a single clause 4.X which starts by saying something similar to the phrase I just proposed (as subclause a), and putting proposed 4.2 as sub-clause b, and proposed 4.3 as sub-clause c.

This analysis needs to be revisited when the smoke has cleared concerning the form of incorporation. Some amount of expansion / simplification / rationalisation / re-sequencing, and perhaps some shuffling between Constitution and By-Laws is likely to be beneficial to all concerned.

From: Shane.Moore@federation.edu.au

Mon, 04 Jul 2022 22:39:52 -0700

#237

Comment: I had to reread the explanation a few times. If I understand this correctly, **we have the provision to keep the same constitution if we move from an association to a CLG, but when we do, each society member just needs to opt in to being a voting member for CLG.** Is that right?

Correct.

From: sam@horwood.id.au

#Doc4-04-01 Natural Persons

4.1 Applications

Society Members must be natural persons.

1 comments plus 3 votes, 3 in support

#63

Choice: I Support

Comment: Yes agree. **To disambiguate from industry associations.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 18:26:12 -0700

#Doc4-04-02 Professional Grades

4.2 Professional Membership Grades

Professional membership Grades [1.2.1, 1.2.3]:

- (a) Are to be defined in the By-Laws in a manner compliant with clause 1.5;
- (b) Confer a right to use a specified postnominal.

1 comment plus 3 votes, 3 in support

#64

Choice: I Oppose

Comment: I support stratified membership grades but **don't support the proposed renamed grades**. 'Executive' for example reflects a member's advancement in industry but does not reflect their level of ICT professionalism. My suggestion for new membership grades is: Associate / Member / Fellow / Distinguished Fellow (most other professional associations have a distinguished fellow grade).

From: craig@informationalrisk.com

Sun, 12 Jun 2022 18:36:46 -0700

The re-naming of Grades arose from a discussion-item in Round 2. It is not part of the design of the Constitution. The topic needs to be drawn to the attention of Congress, MC and the Professional Standards Board, for consideration as part of the revisions to the National Regulations in order to ensure they fulfil the function of the By-Laws.

#Doc4-04-03 Other Grades

4.3 Other Membership Grades

Other membership Grade(s) [1.2.2, 1.2.3]:

- (a) Are to be defined in the By-Laws;
- (b) Are to be updated on an ongoing basis, to address ongoing change, in a manner defined in a suitably-named part of the By-Laws;
- (c) Are subject to approval by the membership;
- (d) Do not confer a right to use a postnominal.

5 comments plus 2 votes, 2 in support

#65

Choice: I Oppose

Comment: I like that membership grades are defined in the By-Laws so they can be modified in future without changing the Constitution. **The suggested grades are not suitable** I don't think, e.g. Cadet is militaristic and doesn't make sense.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 18:47:43 -0700

[See immediately above.](#)

#200

Choice: I Support

Comment: Are **subject to approval by the membership**

From: duncan_roe@optusnet.com.au

Sat, 09 Jul 2022 01:04:08 -0700

#210

Choice: I'm Neutral

Comment: **If subject to approval/ratification by "the membership" then this needs to be defined - eg which grades does it include?**

I prefer it that any changes to membership grades be taken to the membership.

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 05:21:09 -0700

#335

Choice: I Oppose

Comment: **I support Are subject to approval by the membership;**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 21:44:45 -0700

#416

Choice: I'm Neutral

Comment: **I prefer Are subject to approval by the membership**

From: ian@isb.net.au

Tue, 02 Aug 2022 00:47:31 -0700

In relation to **cl.4.3(c)**, adopt the option of " Other membership Grade(s) ... are subject to approval by the membership" (rather than ratification by members or approval by the Governing Committee).

#Doc4-04-04 Obligations

4.4 Obligations of a Society Member

- (a) Each Society Member is bound to comply with the terms of this Constitution, including the Values of the Society as expressed in clause 1, and is required to defend and promote those Values.
- (b) In particular, each Society Member is required to undertake to abide by the Code of Ethics.
- (c) Each Society Member is to provide and keep up-to-date one or more contact-points to which the Society can send notices.
- (d) Each Society Member is liable to the Society for fees, taxes and charges payable according to applicable fee schedules.

3 comments plus 3 votes, 3 in support

#66

Choice: I'm Neutral

Comment: I like the proposed obligations and would probably even expand them.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 18:54:24 -0700

#178

Choice: I Support

Comment: While I support, **I want sub-clause (b) to say that "... each Society Member is required to abide by the Code of Ethics."** It is not enough that Society Members merely **"undertake to abide"**, we must always abide by the CoE.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 21:41:29 -0700

The current wording does indeed duck the issue. Delete " undertake to".

#211

Choice: I Support

Comment: Much better wording here about abiding by the Code of (Professional) Ethics.

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 05:23:02 -0700

#Doc4-04-05 Fees

4.5 Fees

- (a) The Society is to establish and maintain By-Laws in relation to fees payable by or in respect of Society Members, including:
- (i) Principles Underlying the Fee Schedule, including discounted and gratis memberships; and
 - (ii) the Schedule of Fees.
- [The Principles are subject to Member Approval under cl.7 and Schedule A, whereas the Fee Schedule is subject to Governing Committee approval under Schedule C.]
- (b) The fees payable may vary by Grades, groups or categories of Society Members.
- (c) Each fee payable by or in respect of each Society Member in accordance with the Schedule of Fees must be paid in a manner and by the time specified in that Schedule.
- (d) The Society must give notice of fees payable to or in respect of each Society Member who is required to pay a fee at least one month before the due date for payment. The notice must specify the amount of the fee, the time or times of payment, and available manners of payment.
- (e) The non-receipt of a notice of a fee, or the accidental omission to give notice of a fee, does not invalidate the fee, but, in determining the consequences, the Society must take into account the non-receipt of, or omission to give, notice.
- (f) The Society may revoke or postpone a fee, extend the time for payment of a fee, suspend a fee, or waive the payment of a fee.
- (g) The Society may at any time adjust any fee in a manner that does not exceed the change in the Consumer Price Index during the period since the last change to that fee.

5 comments plus 2 votes, 2 in support

#67

Choice: I'm Neutral

Comment: I like everything about fees except:

1. **there is no process prescribed for approving gratis memberships (to prevent Branches abusing this, which has happened in the past), and**

Arrangements appear to exist whereby ACS staff, and employees of tenants in HCL and BCL, are provided gratis membership. It would be a cause of concern to members if it transpires that no legal authority exists for these arrangements.

2. the mention of CPI because the ACS might even decide to **reduce the fee** amounts by a significant percentage and **this clause would preclude that.**

The effect of cl.4.5(g) is merely to create a discretionary power. It does not preclude fee reductions.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:00:15 -0700

#130

Choice: I'm Neutral

Comment: **Cl 4.5 It isn't clear what sorts of payments are/aren't fees.**

It is not a good idea to put payment notice periods in the constitution. This sort of inflexibility can constrain consistency and good customer comms or service. Will this mean we always have to give 10 days grace for a payment, even if a reminder notice or a registration just before an event, or a WFD fee before we start work to an agreed tight schedule? This would impose unproductive complexity in workflows and legal fees on interpretation of rules.

Inflexible clauses cause unintended consequences.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:39:25 -0700

From the broader context (in that cl.4 is called 'Society Membership'), 'fees' means 'membership fees', and excludes 'fees for services'. However, read alone, this sub-clause is ambiguous.

Throughout cl. 4.5, replace "fees" with "membership fees".

#131

Choice: I Oppose

Comment: Re cl 4.5 (g), **Limiting fee increases to CPI in the constitution is also a really bad idea**. Is this to guard against the board making bad decisions? Better to have provisions to elect a competent board. What if we change the product and it costs more to deliver? ACS membership fees are less than half of many comparable bodies. We will never afford to lift the value proposition if we can never lift the fees. Would this apply to WFD fees? PY fees? Skilled migration fees? We are reviewing those services and might want to provide more and charge more.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:40:12 -0700

The effect of cl.4.5(g) is merely to create a discretionary power. It does not preclude fee increases in excess of CPI. On the other hand, it does not authorise fee increases in excess of CPI. That authority exists in cl.4.5(a), although this (i) requires the By-Laws to include Principles, which are subject to member approval, and (ii) empowers the governing committee to set the fees, subject to those By-Laws and Principles.

#139

On Wed, Jun 22, 2022 at 04:39 PM, <crwgorg6@...> wrote:

Cl 4.5 It isn't clear what sorts of payments are/aren't fees ...

This clause is a somewhat adapted version drawn from a conventional template. Subject to the outcomes of the consultation process, it may be feasible to drop some or all of the provisions down one level to the By-Laws, at which time review and rationalisation can take place.

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:20:18 -0700

#212

Choice: I Support

Comment:

(c) wording is garbled (see PDF version to see what it should be).

That was an editing error since fixed.

(g) I think this is overly prescriptive.

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 05:27:34 -0700

The effect of cl.4.5(g) is not prescriptive. It merely creates a discretionary power.

#Doc4-04-06 Register

4.6 Register of Society Members

The Society is to maintain a Register of Society Members.

1 comment plus 4 votes, 4 in support

#68

Choice: I Support

Comment: This Register should be carefully **secured** however in line with the Australian Privacy Principles.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:01:07 -0700

Agreed. All aspects of the constitution and By-Laws are subject to override by the law (whether or not the particular clause includes that proviso).

#Doc4-04-07 Cessation

4.7 Cessation of Society Membership

- (a) A person ceases to be a Society Member when that person:
 - (i) resigns by giving the Society notice in writing;
 - (ii) dies;
 - (iii) suffers any permanent impairment that renders them incapable of properly discharging their duties as a member;
 - (iv) is removed from the Membership Register as a result of the person having had outstanding fees for longer than the maximum period permitted by the By-Laws; or
 - (v) is expelled, in accordance with the criteria and process specified in the By-Laws.
- (b) A person who ceases to be a Society Member remains liable to pay, and must immediately pay, to the Society all amounts that at date of cessation were payable by the person to the Society as a Society Member.
- (c) The Society may waive any or all of its rights pursuant to sub-clause (b), and shall do so in respect of cessation due to causes (a)(ii) and (iii).

1 comment plus 4 votes, 4 in support

#69

Choice: I Support

Comment: I support this clause.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:02:48 -0700

#Doc4-04-08 Member Admin

4.8 Member Administration

The Society is to establish and maintain By-Laws relating to all key aspects of the administration of Society membership, including application, assessment, admission, fees, payment, deregistration, reinstatement and disciplinary structures and processes.

[Multiple segments of the National Regulations already deal with many of these matters. Generally, see Schedule C, except for Dispute Resolution Procedures and Principles Underlying the Fee Schedule, including gratis memberships, for which see Schedule A.]
[The current Rules 6 and 7 – which establish the disciplinary provisions, or a revised version of them, need to be promulgated as a By-Law no later than the date on which the new constitutional document takes effect.]

1 comments plus 2 votes, 2 in support

#70

Choice: I Oppose

Comment: Obviously the By-Laws have to prescribe key aspects of Society operations, however **things like fees might change annually and should be a matter for the CEO to determine, without requiring changes to the By-Laws.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:05:31 -0700

The governing committee does not have unfettered discretion in relation to fees, and cannot delegate unfettered discretion to the CEO. Cl.4.5(a) requires the By-Laws to include Principles, which are subject to member approval. Cl.4.5(g) creates a discretionary power for the governing committee to increase fees at a rate not in excess of CPI. Cl.4.5(a) further empowers the governing committee to set fees, subject to the By-Laws and the Principles.

#Doc4-05-00 Member Rights

[This section establishes the rights of members, but delegates aspects that may need to adapt over time to By-Laws that are subject to Member Approval.]

3 comments plus 0 votes

#79

Comment: If members want to check other members, they should be able to send a request to ACS employees, who are authorised to access the member database, and who can check on their behalf. **I don't think members should have carte blanche access to the member database**, as that opens the possibility of abuse.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:29:51 -0700

It is not proposed that members have 'carte blanche access'. See #Doc4-05-08.

#132

Comment: I'm not clear on the **implications, provisions or MC options for ADMA members, IAPA members, innovation lab members or the members of future acquisitions.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:41:48 -0700

#140

Member Rights apply to members of the ACS. There have always been members of SIGs who are not members of ACS. **[Non-members] do not acquire rights under the constitution, although they may have access to services** as a result of SIG Terms of Reference, Procedures or practices. The same applies to members of other organisations "acquired" by ACS, if they are not members of ACS. **[Most commonly, they may acquire rights under contract.]**

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:23:27 -0700

#Doc4-05-01 Voting Rights

5.1 Voting Rights

- (a) A Society Member has the right to attend and speak at a General Meeting of the Society.
- (b) The right to vote at General Meetings of the Society, in Branch meetings and in all forms of Online Voting, is available to each Voting Member, being an Organisational Member who, at the time of the vote taking place [5.3.2]:
 - (i) is in a Professional Membership Grade;
 - (ii) **is a citizen or permanent resident of Australia;**
OR is not a resident of Australia? [See also cl.8(g)(i)]
OR delete this sub-clause entirely and

(iii) **is not a Student.**

[The By-Laws need amendment to make clear that the term Student, in this context, does not include members who are already in a professional grade. (Otherwise a full-time postgraduate student could be treated as a 'Student' rather than a 'Graduate', and be precluded from voting).]

- (c) The right to vote of an Organisational Member is suspended if, at the time of the vote, they are not a Financial Organisational Member.

12 comments plus 1 vote, 1 in support

#71

Choice: I Support

Comment: I agree with the voting rights clause.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:07:16 -0700

#149

Choice: I'm Neutral

Comment: I support alternative 1

From: cdeeble@icloud.com

Wed, 22 Jun 2022 23:31:46 -0700

#179

Choice: I Support

Comment: **Alternative 3. If non-citizens or non-resident professionals are admitted as Society Members, on what basis should they be denied voting rights?**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 21:55:37 -0700

#452

I'm not a professional member, and presumably will not be eligible to be one because I am not an ICT professional, although as an amateur I can still be a financial contributing 'member': correct?

Accordingly, I can attend and speak at a General Meeting of the Society, but not vote.

In any event, the centre of activity appears to become the Congress, which is a closed body elected by the voting members.

I must say I'm a bit unclear as to why I or other amateurs like me will pay to join, or will join to pay, a society from which we are divorced by a Congress.

Wed, 29 Jun 2022 07:42:02 +0000

This was the case until the change to the Rules a decade ago. The various categories of members who were Affiliates, but are currently Associates, have various motivations; but it appears unlikely that the ability to vote at AGMs, in Branch elections, and on changes to the Constitution and key By-Laws looms large among them.

If **cl.5.1(b)(i)** is adopted and future Associates denied the vote, an aspect of the current membership grade structure comes into question. **The current membership arrangements do not cater for the large numbers of categories of people who have close affinities to ICT but lack formal qualifications.** Examples include many people in CIO, CDO and even CTO roles, academics whose primary discipline is ICT-rich, lawyers with special expertise in ICT matters, and

professionals in other fields who are 'power-users' of ICT. This is not a matter for CRWG, but it may be appropriate to refer the issue to the Professional Standards Board.

#453

We're trying to resolve a tricky problem, created by a change a decade ago that reversed a 45-year norm.

ACS, like some other professional societies, originally used the term Affiliate for non-professional members - those who had not completed a course of study to achieve professional membership. Affiliates had no vote.

The term Associate applied to people on the first rung within the professional division, roughly 'has completed an LLB' in then legal-professional terms. They had the vote.

The then governing committee changed all that, by removing the entry requirements for Associate, and closing down the Affiliate Grade - but without removing the right to vote of the Associate grade.

The proposal is that the anomaly created a decade ago be reversed.

From: Roger.Clarke@xamax.com.au

Wed, 29 Jun 2022 22:16:21 +1000

#202

Choice: I Support

Comment: ALTERNATIVE 3: (ii) is null [i.e. **delete sub-clause (ii)**]

From: duncan_roe@optusnet.com.au

Sat, 09 Jul 2022 18:30:31 -0700

#213

Choice: I'm Neutral

Comment: **If someone is a [professional?] member, then they are entitled to vote, regardless of where they live.** If residency is at all to be taken into account (and I'm not sure if should be) then that should be determined at the time of application for membership.

From: alex.reid@uwa.edu.au

Fri, 15 Jul 2022 05:35:47 -0700

#238

Choice: I Support

Comment: 5.1 b: I really appreciate and fully support the specifications for voting rights, which I feel is representative and consistent with that of a professional society.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:14:46 -0700

#239

Choice: I Support

Comment: 5.1 b ii: I strongly feel that **we should keep the specification that voting rights are for citizens or permanent residents of Australia. This is a skin in the game moment**, and while I can appreciate that there might be some in the member base who fall outside that specification, the vast sizable majority are included and are the ones who drive the society.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:14:46 -0700

#240

Choice: I Support

Comment: 5.1 b iii: Thank you for clarifying that it is the by laws not the constitution that needs to define what constitutes a "student" as **I don't feel it's appropriate to disenfranchise professional members just because they are conducting post graduate studies.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:14:46 -0700

#340

Choice: I Support

Comment: **I support ALTERNATIVE 1: (ii) is a citizen or permanent resident of Australia [the status quo]**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 22:04:31 -0700

#417

Choice: I Support

Comment: **I Prefer (ii) is a citizen or permanent resident of Australia**

From: ian@isb.net.au

Tue, 02 Aug 2022 00:47:58 -0700

If the cl.5.1(b)(ii) criterion of {citizenship OR permanent residence rights} is to be retained, cogent reasons are needed for doing so. The restriction is readily argued to have outlived its usefulness. BCS, ITPNZ, IEEE and ACM appear to have no such restrictions. However, **Caution is needed to ensure no collateral damage is caused, and especially that the new arrangements do not create a risk of vote-pooling and loss of member control.**

Three categories of professional member are affected:

- (1) For those **lawfully resident in Australia**, it appears particularly inappropriate to deny the vote on the basis that they have neither citizenship nor permanent residence rights, but rather temporary residence rights;
- (2) For **those who are Australian citizens or have permanent resident rights, but whose current domicile is outside Australia**, it is unclear why a person should be denied the vote. (The National Regulations are somewhat ambiguous as to whether any such members have been denied a vote).
- (3) For **those who have no rights of residency in Australia, and whose current domicile is outside Australia**, the only justification for denying the vote would be a material risk of dominance of the voting membership by non-resident aliens. The numbers need to be checked, but it appears unlikely that overseas professional membership numbers are, or are likely to ever be, so high that a material risk exists.

Delete cl.5.1(b)(ii) re rights of residence, unless an appreciable risk exists of their being large numbers of non-resident professional members with no rights of residency in Australia. In that case, replace (ii) with a requirement for either residency rights or current domicile in Australia.

The **cl.5.1(b)(iii)** criterion can be dropped if cl.5.1(b)(i) is adopted. This is because a Professional Member would have the right to vote, and whether they are also a Student (nomatter how defined) is irrelevant. A Student pursuing entry-level studies in ICT is unlikely to be a Professional Member.

See also #Doc4-08-00 Branches.

#Doc4-05-02 Member Services

5.2 Member Services

A Society Member has the right to enjoy services provided by the Society in fulfilment of the Society's Mission and Purposes.

1 comments plus 3 votes, 3 in support

#72

Choice: I Support

Comment: I agree that members should enjoy benefits appropriate to their grade.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:09:31 -0700

#Doc4-05-03 Dispute Resolution

5.3 Dispute Resolution

The Society is required to [1.2.4]:

- (a) Publish in the By-Laws a suitable procedure for expeditiously, efficiently and equitably resolving disputes:
 - (i) between one or more Society Members and the Society; or
 - (ii) among two or more Society Members, on a matter that arises in the context of the Society;
- (b) Apply that procedure to all such disputes;
- (c) Review that procedure from time to time; and
- (d) Submit proposed revisions to that procedure to the Voting Members for approval.

6 comments plus 1 vote, 1 in support

#73

Choice: I Support

Comment: **Mediation is a vastly better path than disciplinary or other conflictual processes.** For avoidance of doubt however, this clause should clarify who pays what costs.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:11:25 -0700

#141

Choice: I Oppose

Comment: CI 5.3 **Dispute Resolution must uphold the interests of ACS and should not come under Rights of Society Members.** 'Expedientiously' needs to be backed up by an obligation for the member to likewise be brisk in their own responsiveness. Don't create one-sided processes. This clause seems to put the onus on ACS to quickly resolve all things a member may disagree with,

with no onus on the member to do likewise. Sounds like we would be handing out sticks for members to hit us with!

From: Rupert.Grayston@acs.org.au

Wed, 22 Jun 2022 00:25:43 -0700

#142

An appropriate dispute resolution mechanism is an obligation, both morally and at law. It is also a requirement, both morally and at law, for the procedures to be fair to all parties. In cl.5.3(a), the words "suitable" and "equitably" are used. It's unclear, to me at least, what about the current wording is "one-sided". But if adapted wording is needed, please be specific about what needs changing.

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:31:06 -0700

The procedure is intended to require a balanced process. However, the wording needs to be inspected for any aspect that can be justifiably portrayed as one-sided.

#180

Choice: I Support

Comment: But typo, remove duplicated word "between" at the start of sub-clause (a) (i).

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 21:57:48 -0700

Editing error fixed.

#241

Choice: I Support

Comment: I feel this is really useful and important to have a requirement for procedures for dispute resolution to be included in the constitution to guard against similar issues as were encountered previously.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:16:32 -0700

#342

Choice: I'm Neutral

Comment: Dispute resolution needs to be **extended to include a procedure to manage disputes between society members and staff including the CEO.**

That's intended to be covered by the expressions "suitable procedure" and "equitable".

Any new procedure must ensure that a person in dispute is not also the sole arbitrator of the merits of the complaint; unlike the current dispute resolution procedure where the CEO is the sole arbitrator.

In cl.5.3(a), the sub-clauses fail to encompass that category of dispute. Such circumstances are not merely theoretical. So the draft requires amendment to cover the category. One way to do so is to insert (a)(iii): "between one or more Society Members and a staff-member of the Society".

The term used, currently 'staff-member', needs to encompass those who are permanent and casual employees (under a contract of service) and contractors (under a contract for services, whether directly or via an agent). It would not extend to corporations performing services under contract to the Society, or to staff of such contractors.

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 22:09:00 -0700

#Doc4-05-04 Society Communications

5.4 Communications with the Society

The Society has an obligation to provide, and Society Members have a right to, the following:

- (a) In relation to governance matters, communications channels that enable communications from the Society to Society Members, and from Society Members to the Society. The Society must not permit any Society Member to opt out of receipt of such communications, and must make reasonable efforts to ensure that each address for Notices remains valid;
- (b) A choice of communications channels for governance matters including at least the physical post and at least one readily accessible Electronic Means;
- (c) The sending of Notices by the Society to Society Members according to the communications channel preference recorded in each Society Member's profile at the time the Notice is despatched, or, if the person has not recorded a preference, then, at the Society's discretion, by electronic transmission to an address the Society Member has provided, or delivery by post or in person;
- (d) The sending of all documents to Society Members whose addresses for Notices are not within Australia by air-mail, air courier or Electronic Means;
- (e) In relation to matters other than governance, communications channels that ensure effective communications from the Society to Society Members, and from Society Members to the Society, but that provide members with the choice as to whether they receive publicity and marketing material from the Society, and from any other organisations.

3 comments plus 3 votes, 3 in support

#74

Choice: I Support

Comment: Wholly support this. It is quite painful when members don't update their contact details. The ability to opt out of marketing materials is important though, as is the ability to define cadence of emails.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:14:32 -0700

#133

Choice: I'm Neutral

Comment: **This seems very detailed and prescriptive and I am unclear what risk is being managed by including all of this in the constitution, when technologies, laws and societal expectations will change rapidly.** I recommend that the CRWG confers with the Membership Team and Policy Officer if this hasn't already been done to **ensure no oversights in operational practicalities or legal compliance.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:46:36 -0700

Staff have been invited to identify issues of this nature.

#143

These are fairly conventional provisions. Participants have expressed concern about some aspects that were not respected by the Society during 2018-19. However, **if the provisions are generally agreed, it may be appropriate to shift them into the By-Laws [subject to membership approval].**

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:34:02 -0700

These provisions could be put into the By-Laws rather than the Constitution. However, the relevant segment is Procedures for Membership Administration - National Regulations 2.9-2.12, 2.14, and this is currently in Schedule C, and hence outside members' control.

This matters, because instances of inappropriate arrangements have occurred in the past, and are still occurring. Examples include considerable numbers of delivery failures to members' nominated addresses, and refusal by staff to forward emails from @acs.org.au accounts to individuals' nominated addresses. This is at best dysfunctional, and it causes members significant concern.

Consider including the text of cl.5.4 in a By-Law that is included in Schedule A.

In that case, cl.5.4 can be removed from the constitutional document.

#Doc4-05-05 Member Communications

5.5 Inter-Member Communications

The Society has an obligation to provide, and Society Members have a right to, the following [1.2.5]:

- (a) Enablement of access by Society Members to profile information of all other Society Members, subject to control by each Society Member over what data does and does not appear in their public profile, and with privacy-sensitive defaults in place;
- (b) Enablement of discovery by Society Members of other Society Members with particular public profile attributes;
- (c) Enablement of communications by Society Members to sub-sets of other Society Members, subject to assurance that each Society Member can choose whether their contact-points are visible;
- (d) Facilitation of communication by any Society Member to any other Society Member, by passing a message to the recipient on the sender's behalf, but subject to a discretion to the Society to decline to do so where it has reasonable grounds for believing the communication to be inappropriate;
- (e) Enablement of the establishment by any one or more Society Members of *ad hoc* online fora, and invitation to enrolment in them by other Society Members;
- (f) Articulation of these obligations and rights in the By-Laws so as to ensure operation of the service in an orderly manner.

10 comments plus 2 votes, 1 in support, 1 neutral

#75

Choice: I Oppose

Comment: I think you might find this clause is at odds with the Australian Privacy Principles, which is a component of the Australian Privacy Act 1988. You might need to get a lawyer to review this clause. **A member might simply want to join the ACS but not communicate with other members or reveal any details about themselves.**

I like the ability to promote individual members publicly should they choose to do so. The ACS website should optionally provide a public landing page for every member, similar to LinkedIn.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:23:07 -0700

Agreed. That is catered for by elements of sub-clauses (a), (c) and (f).

#100

Choice: I'm Neutral

Comment: Clarity is needed on the effects of the Privacy Act, to ensure that none of the provisions of 5.5 collide with it.

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:21:30 -0700

#134

Choice: I'm Neutral

Comment: **This seems very detailed and prescriptive and I am unclear what risk is being managed by including all of this in the constitution, when technologies, laws and societal expectations will change rapidly.** I recommend that the CRWG confers with the Membership Team and Policy Officer if this hasn't already been done to **ensure no oversights in operational practicalities or legal compliance.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:46:44 -0700

The Society has failed to provide any such facilities, despite the technical capabilities having exploded during the last three decades. The absence of such facilities has had detrimental effects, in relation to governance matters, and in the form of missed opportunities to serve, engage and enthuse members. The need therefore exists for the members to instruct the Society to do so, by means of an appropriate clause in the Constitution.

Staff have been invited to identify issues, including operational practicalities and legal compliance.

#135

Choice: I'm Neutral

Comment: **I'm not sure if it is a good idea to say 'follow the law' multiple times in a constitution but it is notably absent in this clause, cf CI 5.7.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:48:16 -0700

#144

Participants were concerned that the Society had no such channels in place in 2018-21, and has very limited facilities in place even now. **Participants were also concerned that the Society might not deliver unless such a clause is in the constitutional document.**

The facilities have relevance to all levels of Society activities, as mainstream as Chapters, SIGs, communities of interest and practice, and Fellows Committees. The facilities are also a fundamental tool for transparency and engagement within a member-centric organisation.

It's quite true that, **once agreed, some aspects may be advantageously shifted into the By-Laws [subject to membership approval].** However, the relevant segment is Procedures for Membership Administration - National Regulations 2.9-2.12, 2.14, and this is currently in Schedule C, and hence outside members' control.

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:38:37 -0700

#145

The drafting was intended to be sufficiently comprehensive that the catch-all expression 'consistent with the law, this Constitution and the By-Laws' seemed unnecessary.

However, several people have expressed concern that the privacy interests of members may not be sufficiently covered. If the current revision still cause some people concerns, perhaps the catch-all expression needs to be inserted in the first line, immediately before the colon.

Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:38:37 -0700

Amend the lead-in text of cl.5.5 to "Subject to the law, this Constitution and the By-Laws, the Society has an obligation to provide, and Society Members have a right to, the following: ...".

#242

Choice: I'm Neutral

Comment: I really support inter-member communications as an inclusion, which I feel will breed a tighter bond with members over important issues.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:17:24 -0700

#347

Choice: I Support

Comment: **Misuse of this privilege by a member should be included in the jurisdiction of the disciplinary committee**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:03:49 -0700

Under cl.4.8, "The Society is to establish and maintain By-Laws relating to all key aspects of the administration of Society membership, including ... disciplinary structures and processes".

The relevant segment of the By-Laws is Disciplinary Procedures - Rule 7, National Regulations 5. These are currently in Schedule C, and hence outside members' control and subject to the authority of the governing committee.

As with all of the By-Laws, this will require review, and is likely to require amendments consequential on adoption of the new Constitution, but possibly also to adapt and update the provisions.

#394

Choice: I Support

Comment: **Definitely, At Chapter level it is most important**

From: bevin.irvine@bigpond.com

Sat, 30 Jul 2022 18:41:52 -0700

#409

Choice: I Support

Comment: **This is excellent and must be kept in the new Constitution**

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:40:31 -0700

#Doc4-05-06 Transferability

5.6 Transferability of Rights

The rights arising from Society Membership are not transferable.

1 comments plus 2 votes, 2 in support

#76

Choice: I Support

Comment: Support this clause although members should have the ability to invite friends on a trial basis, as a marketing exercise.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:24:19 -0700

This clause does not affect the scope for invitation arrangements.

#Doc4-05-07 Online Voting

5.7 Online Voting

- (a) The Society is to conduct Open Votes and Secret Ballots by Online Voting, subject to the law, this Constitution and the By-Laws, provided that the security, reliability and confidentiality of the process are of a standard comparable to those of votes and ballots conducted by means that have been conventional in the past.
- (b) Sub-clause (a) applies whether or not the vote or ballot is conducted entirely or partially by Online Voting, and whether or not the Voting Members are present in any particular place when casting their vote.
- (c) The Society is to ensure the availability of suitable infrastructure, and establish and maintain By-Laws expressing the procedures for Online Voting by Voting Members, and by members of the Governing Committee, Congress and other sub-organisations.

[See Schedule B.]

5 comments plus 4 votes, 4 in support

#77

Choice: I Support

Comment: Great idea.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:25:12 -0700

#136

Choice: I'm Neutral

Comment: In cl 5.7(a), **security, reliability and confidentiality should not be required to be 'comparable' to manual processes**. They will generally be much better and will certainly be of a different nature rather than 'comparable'. This also assumes that there is a standard manual process benchmark. This sounds like more fertile grounds for the lawyers and those wishing to contest the outcome of elections. Clause drafting like this sounds designed to facilitate members wishing to catch out management, rather than to **facilitate the management of the society**.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:50:00 -0700

#146

Rather than 'catching out management', **the intention of "of a standard comparable to" was to provide the Governing Committee and Governance Officer with the capacity to suspend**

Online Voting if problems arise (e.g. usable quantum computing arrives, arrives much earlier than anticipated, and crypto-based security mechanisms are suddenly rendered ineffective).

I was the author of those words, and I accept that they require **further work**. We'll resume the search for tenable exemplars, and trial some further variants, in order **to achieve the desired 'technology neutrality' / 'principles-based specification'**.

From: Roger.Clarke@xamax.com.au

Wed, 22 Jun 2022 00:48:35 -0700

#181

Choice: I Support

Comment: Although **not sure that "standard ... conventional in the past" is a high enough standard**.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 22:06:30 -0700

#243

Choice: I Support

Comment: Good to see online voting included.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:17:52 -0700

Conduct further searches of templates and exemplars for a more appropriate expression than "of a standard comparable to", and seek specific legal advice on the matter.

In cl.5.7(a), consider replacing "of a standard comparable to" with "of a standard no lower than".

#Doc4-05-08 Register Access

5.8 Access to the Register of Society Members

- (a) The Society is to facilitate inspection by Society Members of parts of the Membership Register, for purposes relevant to the operations of the Society, including confirmation or denial of a person's membership and/or voting rights, and of the numbers of Society Members, subject to law, in particular data protection law, this Constitution and the By-Laws.
- (b) The data made available in respect of each Society Member is to include their name, Branch, membership grade, financial status as a member, town or suburb, and other such descriptive data as is appropriate. However, the data made available for inspection is not to include data of an unduly sensitive nature.

[Note that cl.5.5 obliges the Society to enable inter-member communications. Inspection of the Register is not an appropriate vehicle for that purpose.]

3 comments plus 2 votes, 2 in support

#78

Choice: I Oppose

Comment: Again, you might find this clause is at odds with the Australian Privacy Principles, requiring a lawyer to check it. **Membership database access should be limited to ACS staff, not members.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:28:10 -0700

This has already been checked. The longstanding assertion that membership data has to be limited to staff has no basis in law. There are very important constraints on who can access what, what they can do with what they access, and under what circumstances; but the distinctions are based on the functions that the individual is performing, not on whether they are paid or unpaid.

#244

Choice: I Support

Comment: Good to see inspection of the register included.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:18:27 -0700

#410

Choice: I Support

Comment: This is excellent. As a professional society, **those members who have been tasked with roles aligned to the purpose of the society should have access, under appropriate controls, to Society membership data. Recent experience on a branch Fellows Committee indicates that access to this data may not be readily available.**

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:41:06 -0700

#Doc4-06-00 General Meetings

[This section contains largely mainstream provisions, but with some custom aspects that carry over existing rights, or implement features requested by participants during the consultation process.]

0 comments plus 0 votes

#Doc4-06-01 Calling Meetings

6.1 Calling of General Meetings

- (a) The Governing Committee:
 - (i) may convene a General Meeting at any time; and
 - (ii) is to convene an Annual General Meeting every year, within { five **OR** four } months of the end of the Society's financial year;
- (b) The calling of a General Meeting must be performed in accordance with the law, this Constitution and the By-Laws.
- (c) The Governing Committee must convene a General Meeting if requested by at least 100 Voting Members. – [5.4.8]
[Participants in Rounds 1 and 2 sought a lower threshold than the 150 in Rule 13.2.2. It is more practicable to express it as a number than as a percentage of the then Voting Members, because a percentage requires identification of an appropriate date, extraction of a count of Voting Members at that time, and calculation of a number.]
- (c) A request from Voting Members for a General Meeting must:
 - (i) state the reason for the meeting; and
 - (ii) be signed by the Society Members making the request; and
 - (iii) be lodged with the Society.
- (d) A request from Voting Members for a General Meeting may consist of several documents in the same form, each signed by one or more of the Society Members making the request.
- (e) If the Governing Committee fails to convene a General Meeting within 3 months after the date on which a request by Voting Members for a General Meeting is lodged with the Society in a manner compliant with this clause, any { 10 **OR** 1 or more of the } Voting Members who signed the request may convene a General Meeting to be held not later than 6 months after the date on which the request was lodged with the Society.

7 comments plus 2 votes, 2 in support

#80

Choice: I Oppose

Comment: [Re (c)]: The problem with allowing a small group of 100 members to call a general meeting on behalf of 50,000 members is obviously that **it opens the possibility to abuse by a small number of activists. Shareholder / member activism is one of the increasing challenges** faced by governing bodies more broadly and I think we should protect ACS. I think we should keep the clause but increase the threshold to 1,000 voting members, to enable a

representative cohort. If legitimate concerns exist, then it should be no problem to gather a petition with the required 1,000 signatures.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:39:24 -0700

The 'activists' are professional members of the Society; and abuse can be committed by elected members as well as by other members. Elected members are granted powers, and those powers need to be subject to controls. The voting membership will be of the order of 5,000, not 50,000.

#101

Choice: I'm Neutral

Comment: [Re the (a)(ii) Option:] **From a CFO's perspective**, given the vagaries of preparation-time, discussion-time and audit, **the longer the better.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:22:28 -0700

From the viewpoint of the members, 4 months is already so long that there is very limited value in such information as formal financial statements contain.

#215

Choice: I Support

Comment: (a) rather than "within 5 (or 4) months... year" it would be better to say **"as soon after the end of the Society's financial year as possible, but in any event no later than 5 months after."**

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 00:11:54 -0700

In cl.6.1(a)(ii), replace "within five months of" with "as soon after the end of the Society's financial year as practicable, but in any event no later than 5 months after".

#245

Choice: I Support

Comment: 6.1 a ii: If we're taking votes, if it's a choice between 4 or 5 months, **I'd vote for 4 months unless there is a compelling reason for 5** (but if there was it probably would have already been called out)

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:21:08 -0700

#246

Choice: I Support

Comment: 6.1 c: **I support the 100 voting members limit. I think that's pragmatic and sounds reasonable. Hopefully we'll never have to use it.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:21:08 -0700

#247

Choice: I Support

Comment: 6.1 e: **I support the 10 Voting Members who signed the request option.**

From: sam@horwood.id.au

#348

Choice: I'm Neutral

Comment: First, I suggest that the constitution maintains a consistent approach by **putting parameters, like the date deadlines in an appendix**. In this way the body of the constitution will flow better and members will be able to locate key parameters more readily if they are clustered in an appendix with back references to their relevant clauses.

[Re (e):] Second, I argue that **a 6 month lag for an SGM and a 3 month deadline for MC to respond are both too long. A compliant call for a SGM is a serious matter and should be dealt with by MC as a matter of priority. I would suggest 30 days is an appropriate timeframe. Also I suggest that given the gravitas of calling a SGM, the meeting should occur within 3 months.**

[Re (c):] Third, given the gravitas of calling a SGM, **the criteria for this action needs to be rigorous and recognise the status of the persons calling for it. As such, I think the call for a SGM would be compliant if supported by the majority of Congress through a vote at a Congress meeting, If called by the majority of BEC chairs or if called by a a deputation of 20 members representing at least 2 branches**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:18:44 -0700

Consider amending the first occurrence of cl.6.1(c):

- by replacing "100 Voting Members" with "20 Voting Members from at least 2 Branches";
- by inserting "or a [2/3rds?] majority of Congress members; and
- by inserting "or a [2/3rds?] majority of Branch Chairs".

Amend cl.6.1(e) by replacing "3 months" with "30 days" and "6 months" with "3 months".

#Doc4-06-02 Form

6.2 Form of General Meetings

- (a) Subject to sub-clause (b), a General Meeting may be convened:
- (i) in a physical place;
 - (ii) in two or more physical places connected synchronously using technology;
 - (iii) in a place or places but also using technology that enables remote participation; or
 - (iv) entirely by technology that enables remote participation.
- (b) A General Meeting is to be convened:
- (i) in a manner that affords a reasonable opportunity to Society Members to participate, including to hear, to be heard, and to vote;
 - (ii) in a manner that enables remote participation in all aspects of the Meeting if it is feasible, practicable and reasonably economic to do so; and
 - (iii) in a manner compliant with the law, this Constitution and the By-Laws.

[The intention is to create a default of online or hybrid meetings, subject to conditions being fulfilled, but permit entirely physical meetings if circumstances arise in which those conditions cannot be fulfilled. See also 10.4(a)(i) re Congress meetings, and cl.11.6(a)(i) re Governing Committee meetings.

[It is hoped that we can refine cl.6.2 so that it covers all meeting categories, in which case it can be moved to cl.14 (along with the Online Voting provisions) and applied generally, including to Panels, Committees, Branches, etc.]

[In that case, it may be appropriate / necessary to update the Standing Orders for Meetings.]

2 comments plus 2 votes, 2 in support

#81

Choice: I Support

Comment: Sounds great and **electronic means is more inclusive. Member engagement is key to membership retention.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:40:37 -0700

#411

Choice: I Support

Comment: In addition: Consideration should be given to attendance at all General Meetings of the Society by remote participation. It is not equitable for members to have to expend funds for travel and lose income to attend a General Meeting in a capital city away from their normal place of residence. **The ACS can and should provide leadership in full remote participation.**

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:41:52 -0700

Consider whether this cl.6.2 can be harmonised with cls.10.4(a)(i) and 11.6(a)(i), in which case insert the provision in cl.14 (Online Voting), and apply it to meetings of members, Congress and Governing Committee.

#Doc4-06-03 Notice

6.3 Notice of General Meetings

- (a) The Governing Committee is to give not less than 21 days' written notice of a General Meeting to the Society Members, the Members of the Governing Committee and the Auditor.
- (b) The notice is to specify the following information:
 - (i) the day and the hour of meeting, any physical place or places in which the meeting is to be held, and, if the meeting is to be supported by technology that enables remote participation, the relevant details of the facilities that are to be used;
 - (ii) the general nature of the meeting's business;
 - (iii) the details of any Special Resolutions to be proposed at the meeting; and
 - (iv) details on how Voting Members can appoint a proxy.

1 comments plus 2 votes, 2 in support

#82

Choice: I Oppose

Comment: I like everything in this clause except "**the general nature of the meeting's business**". I think this wording should be replaced by "**an agenda defining exactly what will be discussed**".

It is then up to the governing body to decide the agenda, to protect the ACS against abusive motions from activists.

BTW, I also think the agenda should include a Q&A item at the end to allow members to question the governing body and this item should not be time limited, to keep the governing body accountable to the members.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:50:04 -0700

In cl.6.3((b)(ii), the expression "the general nature of the meeting's business" is widely used in templates and exemplars.

Consider replacing it with "the meeting agenda, including motions", or similar.

#Doc4-06-04 Voting

6.4 Voting

- (a) Each item of business submitted to a General Meeting may be decided by an Open Vote of the Financial Voting Members or their proxies or attorneys present, unless a Secret Ballot has been called for in a manner consistent with sub-clause (b) prior to the item of business being concluded.

[INSERT into cl.15.1:

Open Vote means a system of voting in which voters indicate their choices in a manner visible to those present, such as by a show of hands or equivalent indications in dispersed and technologically-supported meetings.

[This is simple and quick, and is commonly the default means of determining a vote.

Secret Ballot means a system of voting in which voters designate their choices by some relatively secure means, such as marks on an unidentified ballot paper placed in a ballot box, or an online form operated using software designed to not disclose any voter's choices.

[A Secret Ballot requires organisation, effort, facilities and time, and is commonly adopted only where a perception exists that an Open Vote may result (or may have resulted) in undue influence on voters' choices, which may lead to a result different from the will of those present.]

- (b) The Meeting Chair or any Financial Voting Member present, whether in person or by proxy or attorney, may demand a Secret Ballot before, or on the declaration of the result of, an Open Vote.
- (c) A Secret Ballot is to be taken in a manner compliant with the law, this Constitution and the By-Laws.
- (d) A demand for a Secret Ballot may be withdrawn.
- (e) If there is a dispute as to the admission or rejection of a vote, the Meeting Chair finally determines that dispute, subject to the law, this Constitution and the By-Laws.
- (f) The Meeting Chair does not have a casting vote.
- (g) The result of a Secret Ballot is the resolution of the meeting at which the Secret Ballot was demanded.
- (h) A declaration by the Meeting Chair, consistent with the results of the relevant Open Vote or Secret Ballot, that a resolution has been passed or lost is conclusive evidence that the resolution has been passed or lost, whether or not the number or proportion of the votes in favour of or against the resolution is recorded.

2 comments plus 2 votes, 2 in support

#83

Choice: I Support

Comment: After much thought, I agree with all of this clause, including that the Chair does not have a casting vote at a general meeting. **I don't know whether you need to stipulate that a poll can be paper-based or electronic or both. My opinion would be different at other types of meetings.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 19:56:41 -0700

#412

Choice: I Oppose

Comment: **Electronic voting should be the norm for all General Meetings. There appears to be no option given in this section.**

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:42:29 -0700

In cl.5.7, it is stipulated that "The Society is to conduct [any and all] Open Votes and Secret Ballots by Online Voting ...", but subject to two categories of proviso. The first is that nothing precludes it, in particular the law, but also the Constitution or the By-Laws. The second is that the "security, reliability and confidentiality" are of an appropriate standard.

This "Right of Society Members" applies to all forms of voting, at General Meetings, as well as in relation to By-Laws, and for Branch elections.

It is essential, however, that By-Laws be established that define the mechanics of "Procedures for Online Voting". This segment of the By-Laws is in Schedule B, and hence require member ratification.

Amend cl.15.1 by adding the above definitions of Open Vote and Secret Ballot.

#Doc4-06-05 Business

6.5 Business at General Meetings

The ordinary business of an Annual General Meeting must include:

- (a) The consideration of:
 - (i) the annual financial report;
 - (ii) the Governing Committee's report; and
 - (iii) the Auditor's report; and
- (b) **OPTION:** Elections to any vacancies on the Governing Committee.

[Under cl. 10.1, the GC members are elected by Congress rather than the members. So the only circumstance in which the AGM would include any elections is if, under cl.11.4(b), one of the alternatives is adopted whereby the Voting Members elect the Chair of the Governing Committee.]

4 comments plus 1 vote, 1 in support

#84

Choice: I Oppose

Comment: I support this clause including sub-clause b. However, I also think we need to change our system of voting for governing body vacancies to **allow all voting ACS members to vote on vacancies, not just members of Congress** (to prevent nepotism). One member, one vote.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:13:21 -0700

#248

Choice: I Oppose

Comment: **6.5 b: This is redundant**, because I support 10.1 a iii: **Congress should have the power to elect and remove a member from the chair of the governing committee. I don't believe that voting members will really add any value choosing the chair as congress have already chosen the governing committee.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:27:24 -0700

#349

Choice: I Oppose

Comment: I oppose paragraph (b) and support the status quo where Congress members elect MC members

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:20:59 -0700

#418

Choice: I Oppose

Comment: I propose vacancies on the governing committee be filled by a ballot of all members rather than as part of a general meeting

From: ian@isb.net.au

Tue, 02 Aug 2022 00:49:03 -0700

Re cl.6.5(b), the small number of views expressed have split 50-50. It is consistent with the 'representative Congress' Governance Model that Congress members represent the interests of members, including electing the governing committee.

Delete sub-clause (b).

#Doc4-06-06 Meeting Chair

6.6 The Meeting Chair

- (a) The Chair of the Governing Committee is entitled to be the Meeting Chair at General Meetings, failing which the members of the Governing Committee may, in advance of any particular Meeting, elect one of their members to act as Meeting Chair.

[OPTION: If the Option of one or more Vice-Chairs is adopted, at cl.11.4(bA), the Vice-Chair needs an entitlement when the Chair does not exercise their own entitlement.]

- (b) The Voting Members present at a General Meeting may choose a Voting Member present to be the Meeting Chair for that meeting or any part thereof if:
- (i) no Meeting Chair has been nominated under sub-clause (a);
 - (ii) the nominated Meeting Chair is not present within 15 minutes after the starting time set for the meeting; or
 - (iii) the nominated Meeting Chair is present but says they do not wish to act as the Meeting Chair.

4 comments plus 2 votes, 2 in support

#85

Comment: I think there should be **flexibility** in this clause **allowing the Chair to nominate another member of the governing body to act as Chair at short notice**. This is to allow for legitimate but unavoidable emergencies, e.g. Chair catches Covid the day before the general meeting.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:15:51 -0700

In cl.6.6(a), the power to nominate a replacement Meeting Chair is provided to the Governing Committee rather than to its Chair.

#196

Choice: I'm Neutral

Comment: I think sub-clause A could be reworded. **"entitled" sounds inconclusive**. Perhaps reword to saying "The Chair of the Governing Committee **shall** also be the Meeting Chair at General Meetings." and say something about **if they decline in advance, then the governing committee can elect**.

From: Shane.Moore.mailbox@gmail.com

Mon, 04 Jul 2022 22:53:29 -0700

The intention and effect of "entitled" is to achieve what Shane suggests, but in fewer words.

#249

Choice: I Support

Comment: 6.6 a: Yes, **I support the option to cater for a single vice chair of the governing committee**.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:27:50 -0700

#351

Choice: I Oppose

Comment: I support a VC chairing a meeting in the absence of the MC Chair. **Only if no VC is available should the remaining MC members elect the meeting Chair**.

There should also be a provision to give the members attending the GM the opportunity to pass a procedural motion to elect the Chair. This would be relevant if the GM was called by members to confront perceived misbehaviour by MC or the ACS President.

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:27:41 -0700

That represents a vote for cl.11.4(bA), to create one or more Vice-Chair positions, and for the proposal here in the parentheses following cl.6.6(a), to pass the entitlement from Chair to Vice-Chair, with power for the Governing Committee to elect a Meeting Chair as the final fallback.

Replace cl.6.6(a) with the following:

- (a) The Chair of the Governing Committee is entitled to be the Meeting Chair at General Meetings, [INSERTED: failing which, a Vice-Chair present at the meeting is so entitled,] failing which the members of the Governing Committee may, in advance of any particular Meeting, elect one of their members to act as Meeting Chair.

#Doc4-06-07 Quorum

6.7 Quorum

- (a) The quorum for a General Meeting is 20 Financial Voting Members, present themselves, or by proxy or attorney.
- (b) Unless a quorum is present, no business may be transacted at any General Meeting except for the adjournment of the meeting.
- (c) If a quorum is not present within half an hour from the time appointed, then if the Meeting was convened on the requisition of Voting Members, the meeting may be dissolved or rescheduled..
- (d) At an adjourned meeting convened by the Governing Committee, if a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Financial Voting Members present constitute a quorum.

2 comments plus 2 votes, 1 in support, 1 neutral

#86

Choice: I Support

Comment: I agree with this clause. You could even **consider reducing the quorum to 10, to allow just the governing body to be present and constitute the quorum.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:18:01 -0700

#197

Choice: I'm Neutral

Comment: I think **the quorum should be at least 30.**

From: Shane.Moore.mailbox@gmail.com

Mon, 04 Jul 2022 22:54:47 -0700

There's again a 50-50 split in a small number of comments, so leave it as-is.

#Doc4-06-08 Adjournment

6.8 Adjournment

- (a) The Meeting Chair of a General Meeting may adjourn the meeting to another time or place:
 - (i) if within half an hour from the time appointed a quorum is not present;
 - (ii) with the consent of the Financial Voting Members present; or
 - (iii) if directed to do so by a simple majority of the Financial Voting Members present.
- (b) At any meeting resumed after an adjournment of a General Meeting, only unfinished business may be transacted.
- (c) Where a General Meeting is adjourned for one month or more, new notice of the adjourned meeting is to be given.

1 comments plus 2 votes, 2 in support

#87

Choice: I Oppose

Comment: I think we should **delete the sub-clause "(iii) if directed to do so by a simple majority of the Financial Voting Members present"**, **because** there might only be 20 voting members present and 11 members (simple majority) deciding the fate of a society with 50,000 members **opens the door to abuse by activists**.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:20:51 -0700

The 'activists' in question are the people who've taken the trouble to participate. It is not likely to be in the interests of those present to adjourn; so the use of (ii) and (iii) is most likely to be a matter of principle, such as a weather event or network failure having prevented many members from participating.

#Doc4-06-09 Constitutional Amendments GC

6.9 Amendments to the Constitution Proposed by the Governing Committee

- (a) An amendment to the Constitution may be proposed by the Governing Committee.
[OPTION: Append "or Congress" (in which case, append to the heading as well).]
- (b) Any such proposal for amendment to the Constitution is a Special Resolution.
- (c) The Governing Committee must send written notice of each proposed amendment to the Constitution to each Society Member at least { **3 months OR 6 weeks** } before the Notice is sent to Society Members of the General Meeting that is to deal with the proposed alteration.
ALTERNATIVE:
The Governing Committee must send written notice of each proposed amendment to the Constitution to each Society Member at least { **3 months OR 6 weeks** } before the General Meeting at which the resolution is to be put.
[Sub-clause (c) replicates the current Rules, and requires c.90 days **plus** at least the minimum 21 days' notice of meeting (which it appears has to follow the completion of the 3 months' notice period).
[One option is to shorten the period to, say, 6 weeks. Another possibility is for the written notice of the General Meeting to contain the full details specified in this clause, but be sent at longer notice than is the case with normal General Meetings. That way the extra step and extra 21 days' delay are avoided.]
- (d) The written notice under sub-clause (c) must include:
 - (i) the wording of the resolution to effect the proposed amendment;

- (ii) a document clearly communicating the current clauses that it is proposed be changed, the changes, and the impact of the changes;
- (iii) a memorandum of no more than 1,000 words, prepared by proponents of the proposed amendment, which sets out the case in favour of the proposed amendment; and
- (iv) a memorandum of no more than 1,000 words, which sets out the case against the proposed amendment. The Governing Committee is required to make best efforts to have this prepared by opponents of the proposed amendment, failing which it must make best efforts to identify and articulate each aspect that may concern Society Members.

9 comments plus 0 votes

#88

Choice: I'm Neutral

Comment: I think we should keep 3 months because changing the Constitution is a big deal and should almost never happen, and **3 months gives time for proper consideration**. I'm not sure about the wording of sub-clause iii or iv however, because any changes would normally be **prepared by lawyers**, as the governing body would be considering changing the Constitution, which is a big deal.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:25:31 -0700

The current Rule 19.4 requires that the memoranda be prepared by the proponents and opponents (although this requirement was breached in 2019). The members have rejected the notion that lawyers should prepare the documents – as distinct from conducting reviews and providing advice.

#150

Choice: I'm Neutral

Comment: **I support appending "or Congress" and replacing "3 months" with "6 weeks"**

From: cdeeble@icloud.com

Wed, 22 Jun 2022 23:38:17 -0700

#182

Choice: I Support

Comment: **Also support that Congress can propose amendments, with obligations to provide arguments.**

Do not support the option to reduce the notice to 6 weeks.

Do not support that the notice of meeting also have the long notice period.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 22:18:10 -0700

#198

Choice: I'm Neutral

Comment: **I would prefer the 6 weeks over the 3 months.**

From: Shane.Moore.mailbox@gmail.com

Mon, 04 Jul 2022 22:58:59 -0700

#250

Choice: I Support

Comment: 6.9 a: **I support extending the scope to include "or Congress".**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:28:27 -0700

#251

Choice: I Support

Comment: 6.9 c: There seems to be a few variations of similar options here. I think a lead time of at least 6 weeks but where an outcome could be yielded within a 3 to 4 month timeframe could be workable. I'm not sure of the specifics of how best to implement this, noting there appears to be additional steps involved which would also take time.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:28:27 -0700

#354

Choice: I Oppose

Comment: I suggest **harmonising the process with calling for constitutional change with the process to call a SGM, hence including Congress, BEC Chairs and a deputation of members.**

Once a call for change is deemed compliant, the procedure to evaluate the merit of the proposed change can be thorough and require a report on the arguments for and against the changes be put to member endorsement early in the process so time is not wasted pursuing an option that is not likely to be supported by members when put to the vote in a GM.

What changes would be necessary to the draft Constitution to achieve that?

Given the final step is to call a meeting to put the proposed changes to a member vote, I support 3 months in order to allow opponents and proponents time to lobby members.

I also support that any notice sent to members includes for and against statements written by credible representatives of the opposing sides (e.g. not the legal representatives contracted to write the amendments, as in 2018)

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:41:41 -0700

#362

Choice: I Oppose

Comment: Oppose options , All such Notice should be at least three months

From: peeeeeegffffff@gmail.com

Thu, 28 Jul 2022 01:55:11 -0700

#419

Choice: I Oppose

Comment: I propose amendments be approved by a ballot of all members rather than as part of a general meeting

From: ian@isb.net.au

Tue, 02 Aug 2022 00:49:20 -0700

Votes at GMs are subject to cl.5.7(a): "The Society is to conduct Open Votes and Secret Ballots by Online Voting, subject to [provisos]". By-Laws need to define the process, and to be subject to member ratification – by virtue of being listed in Schedule B. (The norm is to open voting 1-3 weeks before the date of the AGM, and to close voting shortly before the commencement of the meeting – which is convenient for tabulating and announcing the results – or some time during the meeting –

which enables voters to receive additional information during the meeting prior to casting their votes).

#Doc4-06-10 Constitutional Amendments Members

6.10 Amendments to the Constitution Proposed by Voting Members

- (a) An amendment to the Constitution may be proposed by Voting Members, by providing to the Society:
 - (i) the wording of the resolution to effect the proposed amendment;
 - (ii) a document clearly communicating the current clauses that it is proposed be changed, the changes, and the impact of the changes;
 - (iii) a memorandum of no more than 1,000 words, which sets out the case in favour of the proposed amendment; and
 - (iv) a list of at least 50 Financial Voting Members supporting the proposed amendment.
- (b) Any such proposal for amendment to the Constitution is a Special Resolution.
- (c) After receiving a proposal under clause (a), the Governing Committee must, within a reasonable time, and no later than 6 weeks after receipt, provide written notice to Society Members in accordance with the provisions applicable to amendments proposed by the Governing Committee.
- (d) Within a reasonable time, and no later than { **2 months OR 6 weeks** } after expiration of the time specified in clause (c), the Governing Committee must convene a General Meeting to consider the proposed amendment.

6 comments plus 0 votes

#89

Choice: I Oppose

Comment: **I agree this clause should exist but oppose the wording** in this clause for a number of reasons:

- [In cl.6.10(a)(iv):] **50 members is too low a threshold** and is not a representative cohort of a Society with 50,000 members, **which leaves open the possibility of abuse by activists**. The threshold should be 1,000 members.

It is not appropriate to set a 1,000-member hurdle when there are only 5,000 voters.

On the other hand, a threshold of 100 Voting Members (as in cl.6.1(c)) appears appropriate.

- that the governing body is forced to approve proceeding with proposing the change. The proposed change might be to force members to walk around clucking like chickens and the governing body, according to the wording in this clause, would be forced to put it to members for a vote. **The governing body should be allowed to decide whether or not to proceed to a special general meeting.**

It is not appropriate for the governing committee to be able to block a compliant proposal.

- **6 weeks notice for notification to members is too short a timeframe**. The governing body should take proposed changes to the Constitution seriously, which would necessitate a **review by lawyers**. That exercise alone **would take six weeks**. Don't forget that in good governance as prescribed by AICD, the governing body might only be meeting once every two months or once per quarter.

There is benefit in a long-enough period for evaluation and negotiation, and even for cooling-off in the event that the subject-matter is contentious. So 2 or 3 months in all cases may make sense.

- that the governing body must convene a general meeting within **2 months**. **Why the difference when if the governing body wants a constitutional change, then they must allow 3 months?**

One difference is that amendments proposed by members will very probably have been widely publicised in advance. However, there seems to be little harm in adopting the same period for both.

- why not allow all proposed changes to the Constitution to be added to the agenda for the annual general meeting, to more efficiently use ACS money, time and effort?

The current text requires that constitutional amendment motions be considered in a GM, but leaves open whether it is a Special GM or the AGM. Note, however, that AGMs can be lengthy enough, without considering major and possibly contentious proposals.

Consider

From: craig@informationalrisk.com

Sun, 12 Jun 2022 20:42:45 -0700

#151

Choice: I'm Neutral

Comment: **I support replacing "2 months" with "6 weeks"**

From: cdeeble@icloud.com

Wed, 22 Jun 2022 23:39:01 -0700

#183

Choice: I Support

Comment: **Consider making the "number of members required" for different matters the same (constitutional amendment, force the convening of a general meeting, etc).**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 22:24:46 -0700

#252

Choice: I Support

Comment: **If it's a choice, of 8 weeks vs 6 weeks, then I'd vote for 6 weeks.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:29:52 -0700

#355

Choice: I Support

Comment: see my comments under 6.9

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:42:36 -0700

#420

Choice: I'm Neutral

Comment: **I propose amendments be approved by a ballot of all members rather than as part of a general meeting**

From: ian@isb.net.au

Tue, 02 Aug 2022 00:49:24 -0700

Votes at GMs are subject to cl.5.7(a): "The Society is to conduct Open Votes and Secret Ballots by Online Voting, subject to [provisos]".

Congress should also have the power to initiate a proposal (subject of course to the carefully-framed provisos already in the draft constitution). Amend cl.6.10 as follows:

6.10 Amendments to the Constitution Proposed by Voting Members **[APPENDED: or Congress]**

- (a) An amendment to the Constitution may be proposed by Voting Members **[INSERTED: or Congress]**, by providing to the Society ...
 - (iv) **[INSERTED: in the case of amendments proposed by Voting Members,]** a list of at least 50 ...

Consider the inconsistencies between cls.6.9 and 6.10, and seek to harmonise the processes to the extent practicable. This applies in particular to the period of notice provisions.

#Doc4-06-11 Member Resolutions

6.11 Members' Resolutions and Statements

OPTION:

[A clause of this nature is found in some templates and exemplars. It may require further adaptation to fit the Society's needs, or may be seen as redundant, particularly given the inclusion of cl.5.5, requiring the provision of communication channels among members.]

- (a) Any 100 Voting Members [5.4.8] may give:
 - (i) written notice to the Society of a resolution they propose to move at a General Meeting (members' resolution); and/or
 - (ii) a written request to the Society that the Society give all of its Society Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (members' statement).
- (b) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the Voting Members proposing the resolution.
- (c) A request to distribute a members' statement must set out the statement to be distributed and be signed by the Voting Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Voting Members if the wording is the same in each copy.
- (e) If the Society has been provided with a members' resolution, the resolution must be considered at the next available General Meeting. For these purposes, the expression 'the next available General Meeting' excludes any General Meeting of which notice has already been given prior to the notice of a members' resolution being provided.
- (f) This clause does not limit any other right that a Voting Member has to propose a resolution at a general meeting.
- (g) If the Society has been given a notice or request under this clause, it must do so at the Society's cost.
- (h) The Society does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (i) it is more than 1,000 words long; or
 - (ii) the Governing Committee considers it, on reasonable grounds, to be factually incorrect, defamatory, unconstitutional or unlawful; or
 - (iii) The Members Statement has been submitted less than 7 days prior to the General Meeting; or

- (iv) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution that can be put to the Voting Members.

If the Governing Committee determines that the statement may not be presented, it is required to outline the reasons for this decision within 5 business days of receipt. The Group providing the Members Statement may present an amended statement that is acceptable within 7 days thereafter.

4 comments plus 2 votes, 2 in support

#90

Choice: I Oppose

Comment: I agree that members should be allowed to suggest agenda items and propose motions, but **the decision about whether these proceed from suggestion to inclusion on a meeting agenda should rest entirely with the governing body.** Again, **the priority should be to protect the ACS organisation from member activists controlling the agenda.**

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:02:07 -0700

The 'activists' referred to are 'concerned professional members'. The priority should be to serve the membership. The governing committee should not have the power to block a compliant proposal.

#253

Choice: I'm Neutral

Comment: I think **the section is probably still appropriate, as it sets a hurdle for member resolutions / statements** and seems reasonable to include as long as it does not create any conflicts or anomalies with other sections? I'm not really sure though, maybe defer to the legal people rather than my opinions?

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:30:46 -0700

#357

Choice: I Support

Comment: **I support facilitating members being able to place resolutions on the agenda of a GM. The one proviso is that the resolution must be accompanied by a statement arguing the merits of the resolution.**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:46:12 -0700

#360

Choice: I Support

Comment: **I DO not support requiring a large number of members being required to endorse a proposed resolution. I think the normal proposer & seconder (maybe 2 seconders) is sufficient.** I do not believe this right will be abused by members so I do not think we should set the bar too high. Obviously the proposer(and maybe the seconders) must be present at the meeting for the resolution to be voted on.

If there is concern that this right will be misused, the rules setting the procedure and number of members needed to endorse a proposed resolution can be shifted to the by-laws so changes can be readily made. **Maybe this is another case where this process is included in an appendix of the constitution listing by-law changes requiring member ratification.**

From: paul.campbell@cogentia.com.au

Consider whether cl.6.11 can be simplified without either losing its positive feature of enabling members to place matters before a General Meeting or inviting disruptive behaviour by a small group of dissidents.

#Doc4-06-12 Proxies

6.12 Proxies

- (a) Any Financial Voting Member may appoint a Financial Voting Member as a proxy to vote on that member's behalf and may direct the proxy to vote either for or against each or any resolution.
- (b) The Society is to specify in each notice of meeting where, and by what date and time, the instrument appointing a proxy is to be received, in a manner consistent with the law, this Constitution and the By-Laws.
- (c) An instrument appointing a proxy is to be in a form, and to require the provision of information in a manner, consistent with the law, this Constitution, and the By-Laws.
- (d) If the instrument appointing a proxy specifies the way in which the proxy is to vote for a particular resolution, the proxy must vote on the resolution as specified in the instrument.
- (e) An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates, unless the contrary is stated on the proxy or the member revokes the proxy in the meantime.
- (f) A proxy may be revoked at any time by notice in writing to the Society.
- (g) If the principal attends a meeting and votes on a resolution, the proxy is revoked in respect of that vote.
- (h) An instrument appointing a proxy confers authority to demand or join in demanding a Secret Ballot and, except to the extent to which the proxy is specifically directed to vote for or against any proposal, includes power to act generally at the meeting for the person giving the proxy.

1 comments plus 3 votes, 3 in support

#91

Choice: I Support

Comment: I agree with this clause. [Re (g):] You **should define "principal"** however as it wasn't clear to me.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:05:11 -0700

The term 'principal' is a conventional one for referring to the person who appoints a proxy. Alternatives are 'proxy-grantor', 'proxy-appointer' and 'proxy-giver'. In (g), consider replacing 'principal' with 'the person who appointed the proxy'?

#Doc4-06-13 Attorneys

6.13 Appointment of an Attorney

Any Society Member may, by duly executed power of attorney, appoint an attorney to act on the Society Member's behalf at all or certain specified meetings of the Society. A copy of that power of attorney is to be made available for inspection by the Society.

1 comments plus 2 votes, 2 in support

#92

Choice: I Oppose

Comment: I'm concerned about abuse by activists and this clause would support that abuse.

This clause is also at odds with "5.6 Transferability of Rights - The rights arising from Society Membership are not transferable."

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:11:39 -0700

This clause is a conventional one, recognising that some members may exercise their common law right to appoint an attorney to represent them. It does not transfer the right, but rather delegates it, and hence there is no conflict with cl.5.6. See for example:

<https://www.nswlrs.com.au/getattachment/a9a1cedd-8751-473d-af03-637d61cb705b/NSW%20LRS%20fact%20sheet%20-%20Powers%20of%20Attorney%20in%20NSW>

#Doc4-07-00 By-Laws

7. By-Laws

[This clause establishes the requirement for By-Laws, and specifies a minimum (and substantial) set of documents. Most of these exist and are carried over by Transitional Provisions in cl. 16.6. However, all existing documents (National Regulations and others) require review and adaptation, and some may need to be created from scratch.]

The Governing Committee is to ensure that the Society has and maintains By-Laws as required by any provision of this Constitution, including Schedules A-C.

4 comments plus 3 votes, 2 in support, 1 neutral

#93

Choice: I Support

Comment: I support this clause.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:12:41 -0700

#102

Choice: I'm Neutral

Comment: **This would be a sensible place to insert a clear statement about the authority for approving changes to By-Laws. None of the various clauses (6.9, 12.8, 12.9 or Schedules A-C) give express authority to the Governing Committee, not even for Schedule C items.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:25:39 -0700

#113

That's [arguably] a bug / design flaw! Will fix, thanks.

Roger.Clarke@xamax.com.au

Thu, 16 Jun 2022 21:51:46 -0700

#358

Choice: I Support

Comment: **I support the inclusion of Appendices A-C**

From: paul.campbell@cogentia.com.au

Wed, 27 Jul 2022 23:47:40 -0700

Whether it's actually a bug / design flaw is debatable; but it's definitely inelegant and scatty.

Rename the existing clause as 7(a), and append (b)-(d), producing the following, which reflects the current content of the draft Constitution plus current Rule 18.2:

7. By-Laws

- (a) The Governing Committee is to ensure that the Society has and maintains By-Laws as required by any provision of this Constitution, including Schedules A-C;
- (b) By-Laws included in Schedule A are subject to member approval in accordance with cl.12.8;
- (c) By-Laws included in Schedule B are subject to member ratification in accordance with cl.12.9;
- (d) By-Laws included in Schedule C are subject to approval by a two-thirds majority of the Governing Committee.

(Note that, separately, consideration is being given to dropping cl.12.9 and Schedule B).

#Doc4-08-00 Branches

8. Branches

[This clause establishes the basis for and powers of Branches and Branch Committees, and ensures that the relevant By-Laws are subject to Member Approval.]

The Society is required to:

- (a) Establish and maintain a set of Branches, such that each region of Australia is the responsibility of one and only one Branch;
[Note that National Regulation 7 requires amendment, e.g. to reflect the transfer of the Riverina+ from NSW to Canberra Branch, which occurred some years ago.]

ALTERNATIVE:

Establish and maintain a set of Branches, such that

- (i) Each region of Australia is the responsibility of one and only one Branch;
- (ii) Each State or Territory is the responsibility of a separate Branch; but
- (iii) Branches may agree to assign responsibility for a sub-region within their State or Territory to another Branch where this is agreed to benefit members.

[Test-cases: Riverina, Broken Hill, Albury-Wodonga, Tweed-Coolongatta ...]

- (b) Publish as part of the By-Laws:
- (i) Terms of Reference for Branch Committees;
 - (ii) Operational Procedures for Branch Committees, including appropriate accountability mechanisms;
 - (iii) Procedures for Elections for Branch Committee and Congress Representative roles;
 - (iv) The provision that terms for positions on Branch Committees and for Congress Representative roles run for 2 years from 1 July to 30 June;

[The purposes of (iv) are:

- *to ensure that all Congress members are in place at the time that elections of Governing Committee members take place; and*
- *to align all Branch elections to a common pattern, greatly simplifying their administration.*

[MC elections are currently run in the Oct-Dec quarter, and the arrangement is effective. It is therefore desirable to hold Branch elections in the Mar-Jun quarter. The downside is that this will require a majority of Branches to change from their current pattern.]

- (c) Ensure that each Branch Committee is delegated sufficient powers to perform all functions as may reasonably be required to enable it to control and manage its Branch, including the following:
- (i) provision to each Branch Committee of responsibilities and powers in relation to Society activities within its region;
 - (ii) delegation to each Branch Committee of the primary responsibility for all Society activities in its region that have a large member-services component;
 - (iii) requirement of all national organs and all national staff to make each Branch aware of, and involve the Branch in an appropriate manner in, all relevant activities that they undertake or cause to occur in its region;
- [The purpose of (i)-(iii) is to ensure that Branch Committees are not caught out by ACS activities taking place within their region without their knowledge.]*

- (iv) requirement of the Governing Committee to consider advice provided to it by each Branch Committee in relation to its region;
- (v) provision to each Branch Committee of resources to perform its functions, including:
 - (A) staff who work for and with the Branch Committee within a national context; and [4.2.4]
 - (B) the ability to retain and use funds accumulated by the Branch;
- (vi) provision to each Branch Committee of the power to establish, manage and disestablish: [4.2.2]
 - (A) Branch Chapters to serve sub-regions of its geographical region; and
 - (B) sub-organisations, such as Special Interest Groups and Communities of Interest or Practice, to serve functional specialisations within its geographical region;

[The wording of (c) is drawn from current National Regulation 8, and the sub-clauses articulate that general requirement.]

- (d) Review from time to time Branch Committee Terms of Reference and Procedures;
- (e) Submit to the Voting Members for Approval proposed revisions to Branch Committee Terms of Reference and Procedures.
- (f) Establish and maintain an Overseas Group;
- (g) Allocate each Society Member to a Branch or Overseas Group, in accordance with the following criteria:
 - (i) if the person is **neither a citizen, nor a permanent resident, of Australia**, to the Overseas Group, but subject to a discretion whereby a person who applies for allocation to a particular Branch may be permitted to be so allocated;
 - (ii) otherwise, in accordance with that Society Member's express wishes, if any; and
 - (iii) by default, according to the address as recorded on the Membership Register;

[If cl.5.1(b)(ii) is changed to enable the vote for professional members who are not either Australian citizens or permanent residents, then either:

- (A) amend (g)(i) by replacing "neither a citizen, nor a permanent resident, of" by "not at that time a resident of"; or
- (B) amend (g)(i) as per (A) and insert after "Australia" "and is not either a citizen or permanent resident of Australia".

Sub-clause would then read as follows: "if the person is not at the time a resident of Australia and is not either a citizen or permanent resident of Australia, to the Overseas Group, but subject to a discretion whereby a person who applies for allocation to a particular Branch may be permitted to be so allocated".]

- (h) **OPTION:** Support a degree of cross-subsidisation of some Branches and Chapters in order to address challenges such as physical distance, low population density and absence of economies of scale. [4.2.5]

ALTERNATIVE:

Financially support any Branch or Chapter that is challenged by significantly lower population density, larger physical distances to events or higher costs per member relative to the 'Society average'.

18 comments plus 4 votes, 4 in support

#94

Choice: I Support

Comment: After much thought, I support this clause, including iv. Initially I was opposed because I believe Branches should have the freedom to elect for vacancies as they see fit, but I can also see the added burden on operational ACS staff, which could be made more efficient and reduce expense to ACS, which benefits members because it increases surplus.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:21:25 -0700

#103

Choice: I'm Neutral

Comment: **In cl.8(c)(v)(B), any implication that separate bank accounts can be maintained is best avoided.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:28:31 -0700

#104

Choice: I'm Neutral

Comment: **In cl.8(c)(v)(B), the notion of "funds accumulated" is problematic, because it would force painstaking allocation of all relevant revenue and costs to Branches, to compute a formal Branch surplus/deficit figure each year.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:28:31 -0700

In cl.8(c)(v)(B):

- replace "the ability to retain and use funds accumulated by the Branch" with "the ability to retain control over and the ability to use funds accumulated by the Branch"; and
- define "funds accumulated", in order to:
 - enable retention of project-based surplus arising from Branches' own efforts, deriving from such sources as events, and State, Territory and local government grants
 - enable Branches to negotiate transfer of allocated funding between financial years while avoiding painstaking revenue- and cost-allocation processes

This is the original intention and practice (although it was compromised in recent years). It has already been re-established as the practice, and it is appropriate to codify it in the constitution.

Check whether the verb 'negotiate' provides the desired level of assurance.

There is an intersection between this and cl.8(h) re cross-subsidise/financially support for Branches or Chapters that are challenged by significantly lower population density, larger physical distances.

The Branches' baseline allocation of funding comes from membership fees. The membership fee comprises a capitation component and a branch component – "set by Council [?!] for each Grade" (NR3.3). For some time, this has been set as capitation Nil, Branch 100%. No such provision is in the draft constitution, but the current NR3.3 would be carried over to the new arrangements by virtue of cl.16.6. So no further provisions appear to be needed in this area.

#203

Choice: I'm Neutral

Comment: **National Special Interest Groups (SIGs) - e.g. the Australian Safety Critical Systems Association, should be allowed to have both ACS and non ACS members as members of the SIG. Our current constitution requires our National Chair to be an ACS member, which is appropriate, but other positions on the aSCSa committee and member may be filled by non ACS members where those people are members of the SIG.**

From: derekweinhardt@gmail.com

Sun, 10 Jul 2022 01:55:12 -0700

#254

Choice: I Support

Comment: 8. I strongly support the inclusion of branches into the constitution

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#255

Choice: I Support

Comment: 8 a. I support the alternative where branches could agree to assign responsibility for a region to one or other branch based on benefit to members.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#256

Choice: I Support

Comment: 8 b iv: I think it's a good idea to align the election cycles noting that may change the election cycles for some of the branches, but the specifics of when the governing committee and branches get elected, I'll defer to people in the know who will understand the impacts better than myself.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#257

Choice: I Support

Comment: 8 e: I support members approving changes to branch terms of reference

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#258

Choice: I Support

Comment: 8 g i: I support the allocation of people who are neither citizens nor permanent residents to the overseas group.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#259

Choice: I Oppose

Comment: 8 g iii: Just to reiterate that **I DO NOT support voting rights being [as]signed to non-citizens or non-permanent residents and therefore I do not support 8 g iii A or 8 g iii B, nor the option to discretionarily assign overseas members to a branch.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

#260

Choice: I Support

Comment: **8 h: Of the two proposed options support of smaller branches, I support the second wording as it is clearer to me what the intent is.**

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:31:30 -0700

For cl.8(h), adopt the Option but use the Alternative ('financially support ...' cf. 'cross-subsidise').

#369

Choice: I Support
Comment: I support sub clause h
From: mmincanb@outlook.com
Thu, 28 Jul 2022 15:25:13 -0700

#399

Choice: I'm Neutral
Comment: Support for ALTERNATIVE to (a): Establish and maintain a set of Branches, such that:
(i) Each region of Australia is the responsibility of one and only one Branch;
(ii) Each State or Territory is the responsibility of a separate Branch; but
(iii) Branches may agree to assign responsibility for a sub-region within their State or Territory to another Branch where this is agreed to benefit members.
From: petermyeates@gmail.com
Mon, 01 Aug 2022 15:31:40 -0700

For cl.8(a), adopt the Alternative (Branch = State, except by arrangement)

#413

Choice: I Support
Comment: **(c)** This is based on current National Regulations 8, but gives an excellent focus on the powers of the branch, rather than BEC 'mechanics' and not much else as provided in the National Regulations. It **provides clarity on the roles and responsibilities of the Branch Chair and BEC working in conjunction with Branch staff.**
From: adrian.porteous@gmail.com
Tue, 02 Aug 2022 00:44:51 -0700

#429

Choice: I'm Neutral
Comment:
I support the Alternative to (a) with the following change - replace the term 'region' with 'state or territory'. This change then obviates the need to include (a)ii.
Suggest changing the wording of (v)B to 'the right to retain and use funds accumulated by the Branch at their sole discretion';
Remove (c)(vi) B and replace with a new clause that addresses the role of SIGs in line with my comments below.
Add to clause (c) a subsection that makes it explicit that the Branches have the right to access the list of members in their jurisdiction and to communicate with them.

Insert cl.8(c)(v)(C):

(C) ... provision ... of resources to perform its functions, including ... access to relevant information about members of the Branch and in geographical regions within the Branch that are the subject of Branch Chapters

I oppose the inclusion of sub-clause (h) because the type of support under consideration should come from consolidated revenue rather than from the budgets allocated to the remaining Branches. i'e' any additional budget allocation is NOT a cross-subsidisation.
I recommend changing the title of Section 8 to Branches and Special Interest Groups and adding a new clause focussing on SIGs in accordance with my notes below.

My recent exposure to the legal position of ACS sponsored SIGs has led me to develop a novel solution for consideration in the new constitution.

Currently SIGs may have members who are not ACS members. This makes the administration of SIGs by the ACS problematic because non ACS members are not bound by the same rules that govern ACS members.

Adding conditions to the SIG membership application does not strengthen ACS governance because the SIG is an unincorporated body and so cannot be a defendant. Instead, the committee members of the SIG would have to be held legally accountable 'individually and severally'. I doubt that the ACS would have the appetite to pursue these individuals.

So to strengthen the role of SIGs in the ACS and normalise their governance I recommend the following:

- Branches be clearly delineated as geographically based and restricted to one in each state and territory and any overseas groups identified by MC.
- SIGs are recognised formally as having the same constitutional rights as Branches however they are 'interest' rather than 'geographically' based.
- So all members of a SIG must by definition also be a member of the ACS. And while SIGs may be centred in a single state, any ACS member may choose to join it. Hence, there is no need to differentiate between 'national' and 'state' based SIGs.
- Member based groups that the ACS wishes to support where membership is not restricted to ACS members can be supported by an affiliate 'grant' programme administered by HQ but able to be invoked by Branches in compliance with any associated by-laws and ACS policies.
- This will involve policy and governance formulation by the ACS and a contractual relationship between the ACS and the parties administering the external group.
- Financial grants will be attached to conditions, performance reporting and time limits with no inherent guarantee that grants will be renewed.

From: paul.campbell@cogentia.com.au

Tue, 02 Aug 2022 21:04:08 -0700

#438

Choice: I Oppose

Comment: **Option (h clause): I oppose the clause and the Alternative. This is inherently unfair and inequitable to the members of the larger branches who will have to subsidize the smaller branches, and thereby receive a lower per capita funding.**

From: rjbaecher@bigpond.com

Wed, 03 Aug 2022 00:39:36 -0700

This is well-established both as principle and ongoing practice.

#470

I could not agree that "all SIG Members be ACS members". Part of the value of SIGs is as feeder to ACS. Traditionally, there was a membership fee differential between ACS members (often 0) and Non ACS of SIGs. Also, the Chair of the SIG had to be an ACS member.

It is a tricky area and one where if we are too prescriptive, we lose out.

k2reed3g@hotmail.com

Fri, 05 Aug 2022 00:56:04 -0700

As regards non-members in SIGs (both national and Branch), we have to be very careful not to become hyper-cautious about control and thereby kill the golden goose of active do-ers who provide scope for agility in new and obscure areas of ICT.

However, this is not a constitutional matter for CRWG to deal with, but rather a By-Law matter:

- **National Special Interest Groups - NatRegs 9 (Schedule A)**

- Guidelines for Branch SIGs and Communities of Interest or Practice (Schedule B)
- Terms of Reference for Committees, Task Forces, Working Groups, National SIGs, etc. (C)
- Procedures for Elections and Operations for Committees, Task Forces, Working Groups, National SIGs, etc. (Schedule C)

#473

My understanding of equity is to create an environment where all **members (including members of the smaller branches) have the same opportunities**. That **requires larger branches having to subsidise smaller branches**. I understand use of 'inequitable' to be misplaced here.

s.beetson@uq.edu.au

Fri, 05 Aug 2022 20:50:43 -0700

#Doc4-09-00 Panels

9. Panels

[This clause establishes the basis for and powers of Panels and ensures that the relevant By-Laws are subject to Member Approval.]

The Society is required to:

ALTERNATIVE:

The Governing Committee is required to:

- (a) Establish and maintain Panels, each of which: [4.1.1, 4.1.2]
 - (i) has responsibilities in defined areas of the Society's activities;
 - (ii) is empowered to advise the Governing Committee in those areas;
 - (iii) is empowered to perform delegated functions in those areas on behalf of the Governing Committee; and
 - (iv) is subject to appropriate accountability mechanisms;and which together:
 - (v) have responsibilities that encompass all key functions performed by the Society, with only such overlap among responsibilities as is unavoidable, and subject to coordination mechanisms;
- (b) Ensure that each Panel is delegated sufficient powers and resources to perform its functions;
- (c) Publish as part of the By-Laws:
 - (i) each Panel's Terms of Reference;
 - (ii) each Panel's Procedures for Elections;
 - (iii) each Panels' Operational Procedures;
- (d) Review from time to time those Terms of Reference and Procedures;

OPTION:

- (e) Submit to the Voting Members for Approval proposed revisions to those Terms of Reference and Procedures. *[Sub-clause (e) is onerous and denies agility. However, it would be appropriate if members, despite the substantial array of accountability mechanisms in cl.12, remain concerned that a future Governing Committee might again reduce the powers of Panels, and re-centralise power.]*

7 comments plus 1 votes, 1 in support

#95

Choice: I Oppose

Comment: I think **the Society 'may' establish panels** (whatever a panel is) but should not be 'required' to. If the governing body wants to establish a sub-committee (e.g. Risk and Audit), then they can certainly do whatever they please any time they want and it doesn't need to be prescribed in the Constitution, because **the needs of the governing body** may change over time.

From: craig@informationalrisk.com

Sun, 12 Jun 2022 21:26:47 -0700

Panels were outlined in Doc3 Model 3, but not well enough in Doc4.

They're the current 'Boards' (subject to some suggestions for adaptation).

#189

Choice: I Support

Comment: **I do not support possible sub-clause (e) because it reduces agility.** If a future Governing Committee are-centralises power, then there are provisions in this proposed constitution for the Congress and/or members to act.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:21:13 -0700

#261

Choice: **I Support**

Comment: **9 e: I think it is reasonable that members approve significant changes in terms of reference for Panels**, but I take the point that it would be onerous for minor wording changes / corrections and may not be maintained as a result of being too burdensome to deal with the membership.

From: sam@horwood.id.au

Fri, 22 Jul 2022 08:35:41 -0700

#326

Choice: I Support

Comment: I support the alternative and the option

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:37:42 -0700

Consider whether, given that essentially all elements within cl.12 appear likely to be adopted, cl.9(e) may be overkill and can be dropped, with Panels' ToRs and Procedures shifted to Schedule C.

#373

Choice: I Support

Comment: **Agree with ALTERNATIVE - replace Society with Governing Committee**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:26:34 -0700

The Panels' reporting line is to the Governing Committee.

But which organ should exercise the power to establish and maintain the Panels?

There's an argument that they are crucial to the membership, and hence Congress should take responsibility for ensuring they are appropriately constituted.

For example:

- see cl.10.1(a)(iv), which sustains the current power of Congress to elect Board Directors / Panel Chairs; and
- see Schedule A, which includes the List of Panels, making the List subject to Member Approval. The Governing Committee cannot establish, disestablish or materially amend the Terms of Reference of a Panel without an Online Vote of the Members.

The counter-argument is that the Governing Committee should have full responsibility, subject to overview by Congress and the 'effective accountability' mechanisms in cl.12.

#430

Choice: I'm Neutral

Comment: I think the title of Section 9 should be changes to 'Committees'.

The conventional definition of 'panel' implies a group that is transient and 'chatty'.

I recommend that the new Constitution recognises 2 types of committees:

First, ad hoc committees established by the Governing Committee as proposed in the draft constitution and;

Second, three standing committees that report to the Governing Committee on Finance, Governance and Membership.

These standing committees must be chaired by a separate member of the Governing Committee and have a majority of members who are not members of the Governing Committee or Congress. Committee members need not be ACS members however ACS members must be in majority in each committee.

External members of any committee, retained as part of their normal commercial activities may be paid for their expertise and time.

And in support of (e) for these standing committees ONLY, their procedures and TORs may only be changed by a vote of the ACS membership.

From: paul.campbell@cogentia.com.au

Tue, 02 Aug 2022 21:27:14 -0700

The Governing Committee is empowered by cl.11.1(b) to create committees, including standing committees. The Governing Committee of the day should surely be free to adapt existing Committee structures and Terms of Reference. See #Doc4-11-01.

#431

Choice: I'm Neutral

Comment: In addition to the standing committees I promoted in an earlier post **I support the constitutional recognition of a fourth standing committee - the council of BEC Chairs.** This committee would differ from the first three in that it would be **chaired by a BEC Chair selected by their peers. It would also be inclusively in only having BEC Chairs as its members.** The remit of this council would be to focus on Branch issues and business and promote the primacy of ACS Branches to the Governing Committee

From: paul.campbell@cogentia.com.au

Tue, 02 Aug 2022 21:27:14 -0700

The Governing Committee can use its cl.11.1(b) power to do this.

Alternatively (and probably less desirably), Congress could use its cl.10(b) powers to create it.

#Doc4-10-00 Congress

[This clause contains the provisions necessary to establish and empower the Congress.]

0 comments plus 0 votes

#Doc4-10-01 Powers

- (a) The Congress has the powers to:
- (i) elect members of the Governing Committee;
 - (ii) remove a member of the Governing Committee in accordance with cl. 12.6(a);
 - (iii) **OPTION:** elect and remove a member from the Chair of the Governing Committee;
- [The purpose of a separate clause relating to the Chair is to provide Congress with an unequivocal power to remove the Chair, subject to appropriate procedural restrictions, separate from the power of Congress to remove the person who is currently Chair from the Governing Committee, i.e. Congress could choose to retain the person as a member of the Committee, but replace them as Chair.]*
- (iv) elect as Panel Chairs suitable Financial Voting Members in Grades in the Professional Division, subject to the limitation that a candidate must not have served as a Panel Chair for more than **OPTION: { 7 years in the previous 9-year period OR 5 years in the previous 7 };**
 - (v) monitor the performance of the Governing Committee;
 - (vi) represent the interests of members to the Governing Committee;
 - (vii) provide advice to the Governing Committee on any matter;
 - (viii) perform such other functions as are authorised by law, this Constitution or the By-Laws.
- (b) The Congress may establish and disestablish sub-organisations, such as committees, task forces and working groups. The meetings and proceedings of such sub-organisations are subject to the law, this Constitution and the By-Laws. [4.1.3]
- [This clause does not apply to Panels. The List of Panels is in Schedule A, and hence subject to Member Approval. The Governing Committee cannot establish, disestablish or materially amend the Terms of Reference of a Panel without an Online Vote of the Members.]*
- (c) The Congress may, as it thinks fit, subject to the law, this Constitution and the By-Laws, delegate:
- (i) any of its powers other than its power to delegate, and may vary and may withdraw any delegation,
 - (ii) to individual members of the Congress or Voting Members, or to sub-organisations.
- (d) Any such individual or sub-organisation is to comply with any direction by the Congress in the execution of the delegated powers.
- (e) Panel Chairs are entitled to attend and speak at Congress meetings, but not to move, second, or vote on motions. They are also eligible to stand as candidates for Congress Representative positions.
- (f) **OPTION 1:** Members of Congress **{ ALTERNATIVES: are entitled to OR may be invited, and may request an invitation to, }** sit as observers on meetings of Governing Committee and all sub-organisations, such as panels, committees, task forces and working groups.
- [An entitlement is procedurally and logistically challenging and may be impractical.]*

OPTION 2: Members of Congress may be invited, and may request an invitation, to sit as observers on meetings of Governing Committee or to participate in particular items at Governing Committee meetings.

13 comments plus 1 vote, 1 in support

#118

Choice: I Oppose

Comment: Re 10.1(iv), **MC should appoint its advisory committees (Panels)**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:24:18 -0700

#184

Choice: I Support

Comment: I agree that Members of Congress be entitled to sit as observers on meetings of the Governing Committee, but **do not agree with the second part - participation should be up to the Governing Committee**. This level of openness is radical and requires quite a mindset change. If agreed to, the Governing Committee must also have the right to "close" a section or sections of the meeting.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 22:46:27 -0700

Care needs to be taken to express this such that Governing Committee has control over the extent of attendance and participation. It is intended as an enabler, rather than as a control mechanism.

#217

Choice: I Support

Comment: 10.1(a)(vi) **reads "members" - should not this be "Society Members", or "Voting Members"**, to distinguish them from members of Congress? Also in 10.2(a).

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 01:12:34 -0700

Yes. In 10.1(a)(vi) replace "members" with "Society Members".

#262

Choice: I Support

Comment: 10.1 a iii: Congress should have the power to elect and remove a member from the chair of the governing committee.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:19:14 -0700

#263

Choice: I Support

Comment: 10.1 a iv: I think it's fair to have a term restriction for Panel Chairs of 7 years in the previous 9 year period.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:19:48 -0700

#264

Choice: I Support

Comment: 10.1 f: I feel that **Option 2 is potentially more practical** to achieve congress members being able to have visibility of the bodies that they empower.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:20:38 -0700

#327

Choice: I Support

Comment: I agree with the option to remove the chair of the governing committee and all proposed alternatives.

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:41:33 -0700

#370

Choice: I Support

Comment: 10.1 Alternative 2 is supported

From: mmincanb@outlook.com

Thu, 28 Jul 2022 15:37:27 -0700

#374

Choice: I Support

Comment: [In (f):] **Do not support ALTERNATIVES 1 and 2.** Governing Committee to decide as necessary.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:30:18 -0700

That's equivalent to supporting Alternative 2 "may be invited ...".

#400

Choice: I Support

Comment: Support - ALTERNATIVE: 5 years in the previous 7

Support - ALTERNATIVE 2: Replace "are entitled to sit" with "may be invited, and may request an invitation"

From: petermyeates@gmail.com

Mon, 01 Aug 2022 15:33:38 -0700

In 10.1(f), adopt Alternative 2:

- (f) "Members of Congress may be invited by the Governing Committee, and may request an invitation, to sit as observers on meetings of Governing Committee or to participate in particular items at Governing Committee meetings".
 1. The purpose of this is to ensure that communications channels exist between GC and Congress, both at the institutional and the personal levels
 2. This intersects with Paul's counter-proposal at cl.11.4(a)(vi) that there should be some cross-memberships between GC and Congress, which he argues will not undermine the role of Congress as the representative of the membership's interests.
 3. Paul is going to provide specific proposals for his preferred wording for the relevant clauses

#422

Choice: I'm Neutral

Comment: I propose the governing committee be filled by **a ballot of all members rather than by congress**

From: ian@isb.net.au

Tue, 02 Aug 2022 00:50:02 -0700

#432

Choice: I'm Neutral

Comment: [Re (a)(iii) Option:] Technically the Chair of the Governing Committee has little additional powers so **I don't see the need to include a measure to remove the Chair but retain the person on the committee**. Also removing the Chair interacts with the role of the ACS President so it will add unnecessary complexity to the constitution. I think the Governing Committee has collective responsibility for its decisions so **a spill of the committee is the appropriate action**.

There is a separate case for **Congress to have the power to revoke the role of any person voted by Congress into any position**. This would allow Congress to remove any Office Bearer without also stopping the Governing Committee from operating in a caretaker capacity.

I do not support a role for Congress in appointing the Chair of any committee created by the GC.

I strongly recommend that **the Chair of any GC standing committee be a member of the GC** so there is at least one advocate for that committee's recommendations sitting on GC.

There may be a considerable number of such committees. Overloading GC members with additional committees would be counterproductive.

The Chair of any ad hoc committee raised by GC (or Congress) should be based on merit and expertise and **should be tied to the tenure of the commissioning body** so the membership of any committee, including the Chair terminates when new GC or Congress elections take place with the new GC or Congress renewing/re-affirming the membership of each committee.

That would burn a great deal of the time of GC during its first few meetings each year, and the stop-start nature of committee roles would hinder their work. GC can determine at any time to review the terms and the composition of any particular committee.

I do support **at least one member of Congress being elected by Congress to serve on all GC committees** and for that member to have the obligation to seek the views of Congress on upcoming committee votes and to report back to Congress on all committee outcomes that are not commercial-in-confidence.

There may be a considerable number of such committees. Overloading Congress members with additional committees would be counterproductive.

Under my recommendations the tenure of GC committee Chairs is tied to the election cycle of GC or BEC Chairs so there is no need to set a separate tenure limit for them.

I do not support members of Congress, other than its elected representatives on GC, sitting in on GC meetings. I do however, support **all GC committees have at least one Congress representative**.

From: paul.campbell@cogentia.com.au

Tue, 02 Aug 2022 23:04:52 -0700

#433

Choice: I'm Neutral

Comment: Further to my earlier feedback I recommend adding an explicit statement to the powers of Congress to call for reports or establish working groups with **GC obligated to provide the necessary financial and staff resources for the proposed outcome to be achieved in the proposed timeline**.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 00:08:50 -0700

Indeed, although GC is obligated to provide "resources to perform [their] functions to" Branches under cl.8(c)(v), and Panels under cl.9(b), there is no equivalent provision relating to any other organs, including standing committees, ad hoc committees and national SIGs.

This belongs in cl.11.1 Powers, at (b) or (c), but needs to relate not only to organs / sub-organisations that GC creates, but also those that Congress creates.

In cl.10.1(a)(iii), do not adopt the Option, i.e. the Congress does not have the power to either elect or remove the Chair of the Governing Committee.

In cl.10.1(a)(iv), do not adopt the Alternative, and leave the restriction on Panel Chair candidates as "more than 7 years in the previous 9".

#Doc4-10-02 Duties

- (a) Each member of the Congress must represent the interests of members, including by monitoring the performance of the Governing Committee in relation to its obligations under clauses 11 and 12, and where appropriate proposing to Congress that it exercise its powers under clause 10.1(a).
- (b) Each member of the Congress must disclose to the other members of Congress the nature and extent of any material conflict of interest, actual or apparent, in a relevant matter.
- (c) Subject to the provisions of this clause, each member of the Congress who has a material personal interest in a relevant matter is not to:
 - (i) be present at the meeting while the matter is being discussed; nor
 - (ii) vote on the matter.
- (d) Notwithstanding the previous sub-clause, a member of the Congress may still be present, speak and vote on a matter, under the conditions recognised by the law, or reasonably considered by the other members of the Congress, to render the conflict of interest manageable in the circumstances.

4 comments plus 5 votes, 5 in support

#107

Choice: I'm Neutral

Comment: In cl.10.2(b), **rather than "apparent", many such provisions use "perceived"**.

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:34:22 -0700

The disadvantage of "perceived" is that each individual can claim to be the arbiter of whether they perceive a personal interest. The advantage of 'apparent' is that the test is whether observers perceive a material conflict.

#265

Choice: I Support

Comment: 10.2 a: I support the Congress members being required to represent the interests of members.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:21:25 -0700

#266

Choice: I Support

Comment: 10.2 b: I support the Congress members disclosing conflicts of interest.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:21:48 -0700

#435

Choice: I'm Neutral

Comment: I recommend **changing the wording of 10.2 (a)** to

Each member of the Congress must:

(i) represent the interests of members, particularly their Branch members if they are elected as Branch representatives

(ii) including by monitoring the performance of the Governing Committee in relation to its obligations under clauses 11

(iii) **seek the views of their constituents on upcoming Congress votes and report back to them on all Congress meetings and outcomes that are not commercial-in-confidence.**

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 00:15:07 -0700

Insert a new cl.10.2(aA): "Each member of Congress must seek the views of their constituents on upcoming Congress votes and report back to them on matters discussed at Congress".

#Doc4-10-03 Members of Congress

(a) Election of Members

OPTION 1:

(i) Each Branch Chair is *ex officio* a Congress Representative for that Branch.

(ii) In each Branch, the Branch { **Committee** } members elect further Congress Representatives.

(iii) **OPTION:**

Each Branch { **Committee** } elects 2 such Representatives, unless, at the prescribed date, the Branch has in excess of 20% of the Professional Division members, in which case it elects instead 3 such Representatives. *[The arrangements are (intentionally) heavily biased in favour of the smaller Branches. Currently, however, the two largest Branches do at least have the assurance of having 1 member on the Governing Committee. That feature would disappear under the new arrangements. Sub-clause (iii) adjusts the bias against large Branches back to about the same position that it's in at present, which is a time-honoured and accepted balancing act.]*

(iv) Each Congress Representative holds office for the term specified in cl.8(b)(iv). They are not thereby ineligible for re-election.

[CRs have 2-year terms, whereas GC members have 3-year terms commencing 6 months later – an arrangement designed to ensure that election procedures are orderly and practical.]

(v) Where the person was elected to a casual vacancy, they hold office until the expiry of the term of the person whose retirement gave rise to the casual vacancy.

(vi) A candidate may be elected as a Congress Representative if, at the time at which the election commences, they:

(A) are a current Financial Voting Member of the Society;

- (B) are currently in a Grade in the Professional Division; and
- (C) have not served on Congress for more than 7 years in the previous 9-year period. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role.

SUB-OPTION:

and

- (D) are not at the time, and have not been at any time in the 2 years immediately prior, an employee of the Society.

SUB-OPTION – (viA) only:

- (viA) No more than one elected Congress Representative per Branch may be a member of Branch Committee { at the time of the election? at the same time as being a Congress Representative? }

OR

At least one elected Congress Representative per Branch must be a member of Branch Committee { at the time of the election? at the same time as being a Congress Representative? };

[The term 'elected Congress Representative' is intended to exclude the Branch Chair, i.e. this sub-clause refers to CRs other than the Branch Chair.]

[Either of these alternatives creates drafting and procedural challenges.]

- (vii) A nomination is to be submitted in compliance with the By-Laws and signed by the nominated person and their proposer { OPTION: and seconder }, each of whom must be a Financial Voting Member of the Branch at the time at which the election commences.

[There appears to be no Rule or By-Law requiring proposers and seconders for positions on Management Committee or Congress, and the practice is that neither a proposer nor a seconder is required. Nominations for Branch Executive Committee roles require a proposer but no seconder (NatReg 8.4.4).]

- (viii) If the number of nominations is equal to or fewer than the number of vacancies, the nominees must be declared elected.
- (ix) If the number of nominations exceeds the vacancies, a Secret Ballot must be conducted, in a manner compliant with the law, this Constitution and the By-Laws.
- (x) Each Financial Voting Member of the Branch is entitled to vote for any number of candidates.

[This is commonly referred to as 'optional preferential' voting. An alternative approach is to treat this as a procedural matter, and delegate it the By-Laws, probably subject to either Schedule A (Member Approval) or Schedule B (Member Ratification).]

OPTION 2:

- (i) Each Branch Chair, first Vice-Chair and Secretary is an ex officio Congress Representative for that Branch.
- (ii) For each Branch that, at the prescribed time, has in excess of 20% of the Professional Division members, { the second Vice-Chair OR in failing that the Branch Treasurer } is also an ex officio Congress Representative for that Branch.

[Under Option 2, all CRs are ex officio positions, and hence have terms that expire 6 months before the following Governing Committee elections – an arrangement designed to ensure that GC election procedures are orderly and practical.]

OPTION 3:

[Under Option 3, there are no ex officio roles, but Branch Committee elects the Reps.]

- (i) A candidate may be elected as a Congress Representative if, at the time at which the election commences, they:
 - (A) are a current Financial Voting Member of the Society;
 - (B) are currently in a Grade in the Professional Division; and

- (C) have not served on Congress for more than 7 years in the previous 9-year period. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role.
- (ii) A nomination is to be submitted in compliance with the By-Laws and signed by the nominated person and their proposer { **OPTION: and seconder** }, each of whom must be a Financial Voting Member of the Branch at the time at which the election commences.

[There appears to be no Rule or By-Law requiring proposers and seconders for positions on Management Committee or Congress, and the practice is that neither a proposer nor a seconder is required. Nominations for Branch Executive Committee roles require a proposer but no seconder (NatReg 8.4.4).]

- (iii) If the number of nominations is equal to or fewer than the number of vacancies, the nominees must be declared elected.
- (iv) If the number of nominations exceeds the vacancies, the Branch Committee elects the Congress Representatives, in a manner compliant with the law, this Constitution and the By-Laws.

(b) Election of the Chair of Congress

- (i) The Congress must elect one of its members as the Chair of Congress.
- (ii) The term of the Chair of Congress is 2 years,
OPTION:
but on completion of their term the person is not thereby ineligible for re-election.
- (iii) When a vacancy arises, the Congress must elect a replacement.
- (iv) A replacement serves the remainder of the term of the position.
- (v) A member of Congress is not eligible to be elected as Chair if they have served more than **OPTION: { 2 years OR 4 years }** in that role during the preceding **OPTION: { 4 years OR 6 years }**. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role.

*[The effect is to permit a maximum of either 2 full 2-year terms **OR** 3 full 2-year terms.*

(c) Cessation

A person ceases to be a member of Congress when they:

- (i) resign from that position by giving the Society notice in writing;
- (ii) die;
- (iii) suffer any permanent impairment that renders them incapable of properly discharging their duties as a member of Congress;
- (iv) are removed from Congress in accordance with the law or this Constitution;
- (v) are expelled from the Society;
- (vi) are removed from the Membership Register as a result of having had outstanding fees for longer than the maximum period permitted under the law, this Constitution or the By-Laws;
- (vii) without leave of Congress, are absent from meetings of Congress for three consecutive Congress Meetings, unless Congress makes a resolution to the contrary; or
- (viii) become ineligible under any provision of law.

(d) Casual Vacancies

When a vacancy arises on Congress, due to the cessation of a member under any provision of cl. 10.3(c), the relevant Branch Committee must **OPTION: { elect OR appoint }** a replacement, who must satisfy the eligibility requirements in cl.10(3)(a)(vi), and who serves the remainder of the current term of that position.

[Election of replacements within the 2-year cycle would be likely to be seen as onerous and may be unpopular. Members would appear likely to be comfortable with Branch Committee appointing a replacement for the remainder of the term. For short-term vacancies, sub-clause (e) is also relevant.]

(e) Alternative Members

The relevant Branch Committee may appoint an alternative member for a period of time not exceeding the remainder of the incumbent's term:

- (i) where a Congress Representative elected by that Branch indicates their unavailability to attend a particular meeting of Congress; or
- (ii) any of that Branch's Congress Representative positions or the Branch Chair is vacant.

An alternative member must satisfy the eligibility requirements in cl.10(3)(a)(vi), but need not be a member of the Branch Committee.

[This feature:

- *avoids Branches being disenfranchised when a Congress Representative cannot attend;*
- *enables Branches to provide prospective Congress Representatives with the experience of attending and participating in Congress meetings; and*
- *relieves Branch Chairs, who have considerable responsibilities and are ex officio Congress members, of the obligation to attend every Congress meeting.]*

19 comments plus 2 votes, 2 in support

#105

Choice: I'm Neutral

Comment: **In cl.10.3(a)(X+1), sub-clauses (A) and (B) overlap.** (As the draft stands, "a current Financial Voting Member of the Society" is also by definition "currently in a Grade in the Professional Division".

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:31:48 -0700

The right to vote of current Associates is subject to a grandfathering clause. So (B) is necessary in order to preclude Associates from serving as Congress Reps. ('It's complicated').

#106

Choice: I'm Neutral

Comment: In cl.10.3(a)(X+1)(D), **why is there a constraint on members voting after they have left the Society's employment?** Perhaps ", and have not been at any time in the 2 years immediately prior," should be deleted?

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:33:24 -0700

In **cl.10.3(a)(X+1)(D)**, delete "and have not been at any time in the 2 years immediately prior", resulting in:

(D) are not at the time an employee of the Society

A recently-retired CEO or Branch Manager, for example, would seem unlikely to be elected unless they were in very good standing with the relevant electorate; in which case, they should be free to nominate.

#108

Choice: I'm Neutral

Comment: In cl.10.3(a)(X+5), the statement "Each Financial Voting Member of the Branch is entitled to vote for any number of candidates" is ambiguous. It may be better to simply say **"Voting is to use the optional preferential voting method"** or something like "Each Member's vote must include at least a first preference in order to be a formal vote".

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:39:43 -0700

In **cl.10.3(a)(X+5)**:

- replace the whole clause with "Voting is to be by means of the Optional Preferential Voting method"; and
- insert in cl.15.1 a definition of Optional Preferential Voting.

#115

Choice: I'm Neutral

Comment: [In cl.10.3(a) Alternative 2:] Don't make **Branch VC & Secretary** ex-officio Congress members; **they should stand for election if they have the time & interest to do another role**

Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:19:19 -0700

As regards Branch Chairs as Congress Reps, two key considerations need to be balanced:

- avoidance of excessive workload on Branch Chairs because of the likelihood of a reduced pool of volunteers; and
- the need for engagement by Branch Chairs at national level on occasional matters of importance to their Branch members.

Branch Chairs can achieve access to Governing Committee through the Branch Chairs Forum. On the other hand, previous versions of the Forum have been shortlived, it has only recently been revived, and it is not at this stage institutionalised in either the Constitution or the By-Laws.

So insert cl.11.1(bA) as follows:

(bA) A Branch Chairs Forum (by whatever name) is a standing committee of the Governing Committee, and is subject to the following provisions:

- (i) there is no requirement for regular meetings;
- (ii) any two Branch Chairs can call a meeting of all Chairs at relatively short notice; and
- (iii) meetings are generally to be by remote conferencing methods, in order to minimise the time-demands on the incumbents, but with the power and access to resources to enable face-to-face meetings when warranted.

Hence, in **cl.10.3(a)**, Alternative 3 can be adopted, whereby there are no *ex officio* roles, any professional member in each Branch is eligible to stand, and the Branch Committee elects the Congress Representatives:

- (i) Each Branch Committee elects 3 Congress Representatives for that Branch, unless, at the prescribed date, the Branch has in excess of 20% of the Professional Division members, in which case it elects instead 4 such Representatives;
- (ii) A candidate may be elected as a Congress Representative if, at the time at which the election commences, they:
 - (A) are a current Financial Voting Member of the Society;
 - (B) are currently in a Grade in the Professional Division;
 - (C) have not served on Congress for more than 7 years in the previous 9-year period. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role; and
 - (D) are not at the time, ~~and have not been at any time in the 2 years immediately prior,~~ an employee of the Society.

Note: The underlined words in (i) are subject to separate discussion of Paul's proposals for only 2 Reps per Branch, and no additional Reps for large Branches.

It is proposed that the words in (ii)(D) that prevent ex-staff-members standing as Congress Reps be removed.

#185

Choice: I Support

Comment: [In cl.10.3(a):] Alternative 3 - gives a member of right to service on Congress. Nominated person and proposer. None of the other options.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 22:54:10 -0700

#218

Choice: I Support

Comment: [In cl.10.3(a):] I prefer the original option [i.e. Alternative 1].

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 01:13:48 -0700

#267

Choice: I'm Neutral

Comment: 10.3 a: I feel like Option 2 is a bit simpler, with congress representatives as the branch chair and vic-chair. **My thinking is that if you hold a position of power in a branch (as voted by the membership base), then that gets you a seat at the table of congress.** That alignment of power probably works well in most cases, however perhaps there's some people that might want to serve on the branch but not on the congress? Probably should only be in the powerful positions if you're willing to contribute to the congress though.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:23:58 -0700

#268

Choice: I Support

Comment: 10.3 b ii: It seems that we might want to retain the ability to re-elect a congress chair after their term completes to retain capability?

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:24:49 -0700

#269

Choice: I Support

Comment: 10.3 b v: I believe the limit should be capped at 3 full terms, as I'm guessing that will be sufficient to retain capability and experience, but force renewal and transition of power.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:26:07 -0700

#270

Choice: I Support

Comment: 10.3 d: **The relevant branch should appoint a replacement, and I agree casual vacancies probably aren't worth doing a by-election for.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:26:50 -0700

#271

Choice: I Support

Comment: 10.3 e: The allowance for alternative members seems like a good idea.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:27:15 -0700

#318

Choice: I Support

Comment: (a) Alternative 3, Option 1 in X+2

(b) Add option Append plus Option Replace- leave as is

(d) replace elect with 'Appoint'

From: jankornweibel@ozemail.com.au

Mon, 25 Jul 2022 01:57:32 -0700

#328

Choice: I Support

Comment: I support alternative 3 but **do not support larger branches having more representatives than other branches**, based on the rule that a branch constitutes an entire state or territory.

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:46:57 -0700

#375

Choice: I Support

Comment: Support ALTERNATIVE 3. This gives the greatest flexibility.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:34:28 -0700

#414

Choice: I Support

Comment: ALTERNATIVE 1: Preferred option

Suggestion to add that **any CR must have had experience within the previous five (seven?) years on a Branch Committee or a National Board/Panel.**

Rationale: to participate in Congress my view is that knowledge of the workings of the Society is essential. **Without some experience of operations and governance of the ACS it would be difficult to execute the role.** In practice, it is unlikely that someone would be successful in nomination.

ALTERNATIVE 2: too BEC 'top heavy'

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:46:42 -0700

#437

Choice: I'm Neutral

Comment: I support Option 3 without the addition of any weighting for the larger branches. i.e. all Branches have the same number of Congress representatives (Senate model).

I do not support reserving a Congress position for BEC Chairs given that they will also be represented on the Council of BEC Chairs (as a standing committee if my suggestion is taken up).

I recommend **each Branch have 2 rather than 3 representatives**. This reduction in meeting size will increase the time available for all delegates to have the opportunity to speak to agenda items.

That would change the size from 26 (6x3 + 2x4) to 16 (8x2). Each meeting, there will inevitably be c.6 newbies (or absences), leaving about 10 active participants. Is 10 people really enough for a Congress whose purpose is to represent the interests of a diverse membership?

If my recommendation to improve the status of SIGs is taken up, I recommend that all **SIGs have the opportunity to elect 2 members on Congress to represent their collective interests.**

Following the destruction of SIGs several years ago, a great deal of re-building is necessary to recover to the stage where there are sufficient SIGs to be represented. In any case, SIG convenors are motivated by their topic and their SIG members and few engage in ACS committee work.

I recommend that **members of the GC who are not Congress representatives and the CEO are given observer status at Congress meetings** and as such do not vote on any resolution put to Congress.

Insert cl.11.1(cA), similar to cl.10.1(f) Alternative 1, such that "Members of Governing Committee may be invited, and may request an invitation, to sit as observers at meetings of Congress, and to participate in particular items at Congress meetings".

Insert cl.11.1(cB), such that "The Chair of Governing Committee may sit as an observer at meetings of Congress, and may participate in particular items at Congress meetings".

[In cl.10.3(a)(X+2):] I support Option 2 in that all nominees will have their status as eligible financial members independently scrutinised so **asking for proposers (and seconders) does not achieve any tangible governance benefit to the process.** Also, from my understanding **the requirement for proposers and seconders is archaic** and arose when it was necessary to attest to the bonafides of a candidate in a time when centralised records were not readily accessible.

In **cl.10.3(X+2)**, adopt Option 2, delete "and their proposer", and simplify the sentence:

(X+2) Each person nominating must be a Financial Voting Member of the Branch, a member of the Professional Division, and a member of the relevant Branch, at the time at which the election commences, and must submit a signed nomination in compliance with the By-Laws.

For consistency I recommend that **the rules of tenure for the Chair of Congress be consistent with the rules for the Chair of the GC.**

That's problematical if the tenure for GC members is 3 years (cl.11.3(c)), and for Congress members 2 years (cl.8(b)(iv)), and with terms off-set by 6 months.

Under (c) if some Congress representatives must also be BEC members, their cessation will occur at the end of their BEC tenure.

Under (d) casual vacancies must be appointed by Branches in accordance with the relevant by-laws. (This may involve election or it may not depending on the by-laws at that time)

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 00:38:48 -0700

#440

Choice: I Support

Comment: I support Alternative 3 as it recognizes the contributions of the larger branches.

From: rjbaecher@bigpond.com

Wed, 03 Aug 2022 00:47:38 -0700

#446

Choice: I'm Neutral

Comment: On reflection given that the ACS currently only has one national SIG and is unlikely to grow this number significantly, I have amended my recommendation for SIG representation on Congress to:

If my recommendation to improve the status of SIGs is taken up, I recommend that all SIGs have the opportunity to elect one member on Congress to represent their collective interests.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 16:56:28 -0700

#455

Choice: I'm Neutral

Comment: [In cls.10.4(a)(iii) and (b)(i):] The term 'reasonable' has a subjective definition in law and literally requires a jury to determine it.

In addition, **The term 'reasonable' has a subjective definition in law and is not defined in the constitution.** So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.

The term has the benefit of creating an onus without extending as far as micro-management.

I recommend **changing the wording for calls for meeting (iii) to do so within the timeframe and by the means given in the By-laws.**

This is intended to be covered by cl.10.4(a)(i): "Congress may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the law, this Constitution and the By-Laws". It is thereby open to the Society to define timeframes and means in the By-Laws in a manner that is binding on the Congress.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 21:54:43 -0700

In **cl.10.3(b)(ii)**, adopt the Option and append "but on completion of their term the person is not thereby ineligible for re-election". Hence:

- (ii) The term of the Chair of Congress is 2 years, but on completion of their term the person is not thereby ineligible for re-election.

In **cl.10.3(b)(v)**, adopt the Option for the longer maximum period of service. Hence:

- (ii) A member of Congress is not eligible to be elected as Chair if they have served more than 4 years in that role during the preceding 6 years. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role..

In **cl.10.3(d)**, do not adopt the Option, leaving Congress to "elect" not "appoint" replacement Congress Representatives.

#Doc4-10-04 Proceedings of Congress

(a) Meetings

- (i) Congress may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the law, this Constitution and the By-Laws.
- (ii) Congress is to meet at least **OPTION: { three OR two? }** times per calendar year.
- (iii) **OPTION: { Any member of Congress OR any three members of Congress OR members from at least three Branches }** may call a meeting of the members of Congress

by giving reasonable notice, by reasonable means, to all of the other members of Congress.

- (iv) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a member of Congress does not invalidate proceedings at a Congress meeting.
- (v) The quorum for meetings of Congress is the next integer greater than half the number of members of Congress at the time the meeting takes place.
- (vi) No item of business may be dealt with at a meeting of Congress unless a quorum is present during the time the meeting is considering the item.

(b) Use of Technology to Hold Meetings

- (i) A meeting of Congress may be held at two or more venues using any technology that gives the members of Congress a reasonable opportunity to participate, including to hear and be heard.
- (ii) A member of Congress using this technology is taken to be present in person at the meeting.
- (iii) A resolution passed during such a Congress meeting, notwithstanding that the Members of Congress are not present together in one place at the time of the conference, is deemed to have been passed at a meeting of Congress held on the day and at the time the meeting was held.

[The expression 'technology' is intended to encompass not only relatively sophisticated video-and-audio services but also simpler forms such as a phone-call, an SMS vote, and an app for voting.]

[A provision of this nature might be instead expressed elsewhere in the Constitution and applied to all meetings of Government Committee, Congress and all sub-organisations. See also cls.6.2 and 11.6(b).]

(c) The Meeting Chair

- (i) The Chair of Congress is entitled to be the Meeting Chair.
- (ii) The members of Congress present at a meeting of Congress are to choose a member of Congress present to be the Meeting Chair for that meeting or part thereof if:
 - (A) there is no Chair of Congress;
 - (B) that Chair is not present at any time after the time set for commencement of the meeting; or
 - (C) that Chair is present but says they do not wish to act as the Meeting Chair of the meeting.

(d) Secretary or Governance Officer

Congress is to appoint at least one Secretary, who may be a member of Congress, or a Governance Officer, who is responsible to Congress for preparing the agendas and maintaining the minutes and other records of Congress meetings.

(e) Resolutions

- (i) A resolution is passed if a majority of the votes cast by members of Congress present and entitled to vote on the resolution is in favour of the resolution.
- (ii) Each Member of Congress present is entitled to no more than one vote.
- (iii) The Meeting Chair does not have a casting vote. If the votes are equal, the motion lapses.
- (iv) Congress is to cause minutes of the proceedings and resolutions of all General Meetings of the Society, meetings of members of Congress and committees formed by Congress, including circular resolutions, to be:
 - (A) made;
 - (B) signed by the Meeting Chair;
 - (C) made available to Society Members in a timely manner; and
 - (D) stored in a suitably secure and accessible manner.
- (v) A minute that is recorded and signed is evidence of the proceeding or resolution to which it relates, unless the contrary is proven.

- (vi) Notwithstanding that no meeting has been held, if each of the members of Congress has signed a document containing a statement that they are in favour of a resolution of Congress in terms set out in that document, a resolution in those terms is deemed to have been passed at a meeting of Congress held on the day and time of the signing by the last member. Any such circular resolution may consist of several documents in identical terms, each signed by one or more members of Congress.

[The term Circular Resolutions might be defined in s.15.1 Definitions, enabling this sub-clause and cl.11.6(e) to be expressed more simply.]

11 comments plus 2 votes, 2 in support

#219

Choice: I'm Neutral

Comment: I prefer the original option.

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 01:15:46 -0700

#231

Choice: I Support

Comment: **10.4.b.iii should read ... Members of Congress are not present together in one place at the time of the meeting.. NOT ... conference...**

From: cwj659@iinet.net.au

Thu, 21 Jul 2022 01:15:16 -0700

In **cl.10.4(b)(iii)**, replace "conference" with "meeting".

#272

Choice: I Support

Comment: 10.4 a ii: My vote is for **at least 2 times per year**.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:28:05 -0700

#273

Choice: I Support

Comment: 10.4 a iii: My vote is **for three members of congress to moderate a noisy single member**.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:28:40 -0700

#317

Choice: I Support

Comment: (a) Replace all 3 options

From: jankornweibel@ozemail.com.au

Mon, 25 Jul 2022 01:55:51 -0700

#329

Choice: I Support

Comment: I would want to see **at least four gazetted meetings of congress, with the option for extras to be called by "any three members of Congress"**

From: benjamin@professionalits.com.au

Wed, 27 Jul 2022 05:48:58 -0700

#376

Choice: I Support

Comment: Option for Congress to meet TWO times each year

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:36:48 -0700

#439

Choice: I'm Neutral

Comment: (ii) I support reducing the minimum number of Congress meetings to 2 per year.

(iii) I support Option 3 - **a meeting may be called by a delegation of Congress members representing at least 3 Branches.**

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 00:47:31 -0700

#447

Choice: I'm Neutral

Comment: (e) Resolutions -

Add for completeness and to assist inexperienced Congress members that any member can request that their dissenting vote be recorded in the minutes.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 18:43:50 -0700

#456

Choice: I'm Neutral

Comment: **The term 'reasonable'** has a subjective definition in law and literally requires a jury to determine it.

In addition, The term 'reasonable' has a subjective definition in law and is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.

The term has the benefit of creating an onus without extending as far as micro-management.

I recommend changing the wording for calls for meeting (iii) to do so within the timeframe and by the means given in the By-laws.

This is intended to be covered by cl.10.4(a)(i): "Congress may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the law, this Constitution and the By-Laws".

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 21:56:07 -0700

In 10.4(a)(ii), do not adopt the Option, leaving the provision as "Congress is to meet at least three times per calendar year".

In **10.4(a)(iii)**, change "member of Congress" to "any 2 members of Congress from any 2 Branches", hence:

- (iii) Any 2 members of Congress from any 2 Branches may call a meeting of the members of Congress by giving reasonable notice, by reasonable means, to all of the other members of Congress.

In **cl.10.4(e)(vi)**, replace the whole with:

- (vi) Notwithstanding that no meeting has been held, Congress can pass a resolution by means of a Circular Resolution.

Insert the definition of Circular Resolution in cl.15.1.

#Doc4-11-00 Governing Committee

[This clause contains the provisions necessary to establish and empower the governing committee.]

0 comments plus 0 votes

#Doc4-11-01 Powers

- (a) The Governing Committee has the power to manage the business of the Society and may exercise all powers of the Society, except those required to be exercised by the Society in General Meeting or by Congress, subject to the law, this Constitution, and the By-Laws. [4.1.3]
- (b) The Governing Committee is empowered, subject to the law, this Constitution and the By-Laws, to establish and disestablish sub-organisations including standing committees, national Special Interest Groups and national communities of interest or practice, and task-specific and/or time-limited Task Forces and Working Groups, and to delegate its powers to them, and to vary those delegations.
[This clause does not apply to Panels. The List of Panels is in Schedule A, and hence subject to Member Approval. The Governing Committee cannot establish, disestablish or materially amend the Terms of Reference of a Panel without an Online Vote of the Members.]
- (c) With the exception of Committees formed expressly to report to Governing Committee, all such sub-organisations are to be assigned to a Panel for the purposes of budgetting, reporting and supervision. [4.1.3]
- (d) The Governing Committee, as the Governing Committee thinks fit, subject to the law, this Constitution and the By-Laws, may [2.4.2]:
 - (i) delegate any of its powers other than its power to delegate, and may vary and may withdraw any delegation,
 - (ii) to individual members of the Governing Committee or Voting Members, or to sub-organisations.

[Members of the Governing Committee do not thereby escape any of their responsibilities].
- (e) Any such individual or sub-organisation is to comply with any direction by the Governing Committee in the execution of the delegated powers.
- (f) The Governing Committee may, by power of attorney, appoint any person whether nominated directly or indirectly by the members of the Governing Committee to be an attorney or attorneys of the Society. Such appointment may be for any purposes, and with powers, authorities and discretions not exceeding those vested in and exercisable by the Members of the Governing Committee under this Constitution, and for periods and subject to such conditions as they determine. A power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the members of the Governing Committee determine.
- (g) An act done in good faith by any meeting of the Governing Committee or of any committee formed by the Governing Committee, or by any person acting as a member of the Governing Committee, is not invalidated by reason of:
 - (i) any defect in the election, appointment or tenure of a member of the Governing Committee or person acting on any such committee; or
 - (ii) the disqualification of any of them.

2 comments plus 6 votes, 6 in support

#415

Choice: I Support

Comment: This is essential from a governance perspective.

From: adrian.porteous@gmail.com

Tue, 02 Aug 2022 00:47:10 -0700

#441

Choice: I Oppose

Comment: Based on my comments under Section 9, **I do not support the 'Panel' terminology.** As such **I recommend changing the wording in 11.1(b) to explicitly exclude standing committees and committees created by Congress from the dissolution powers of the GC.** **This point is irrelevant if the three standing committees I outlined under Section 9 are in the constitution.**

I oppose the inclusion of 11.1(c) in that I see it serves no purpose. In my understanding committees will be created by the GC, Congress or a BEC. As such there is no rationale to have a 'Panel' involved.

The rationale for Boards, as I understand it, is based on span-of-control considerations. The GC has a modest number of Boards/Panels reporting into it (currently 3), each of which has multiple Committees grouped under it (currently 4, 2 and 7).

GC also has multiple Standing Committees reporting to it (currently 1 "National Body" and 4 "Standing Bodies"), and an unpublicised number of *ad hoc* / short-term / task-specific Committees.

See <https://www.acs.org.au/governance/management-committee.html>

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 02:14:32 -0700

Insert **cl.11.1(bA)** in order to institutionalise the Branch Chairs Forum, as follows:

(bA) A Branch Chairs Forum (by whatever name) is a standing committee of the Governing Committee, and is subject to the following provisions:

- (i) there is no requirement for regular meetings;
- (ii) any two Branch Chairs can call a meeting of all Chairs at relatively short notice; and
- (iii) meetings are generally to be by remote conferencing methods, in order to minimise the time-demands on the incumbents, but with the power and access to resources to enable face-to-face meetings when warranted.

Although GC is obligated to provide "resources to perform [their] functions to" Branches under cl.8(c)(v), and to Panels under cl.9(b), there is no equivalent provision relating to any other organs, including standing committees, ad hoc committees and national SIGs.

Insert **cl.11.1(cA)**:

(cA) "The Governing Committee is to provide resources to all organs created by the Governing Committee or Congress, to enable the performance of their functions".

Insert **cl.11.1(cB)**, similar to cl.10.1(f) Alternative 2:

(cB) "Members of Governing Committee may be invited by Congress, and may request an invitation, to sit as observers on meetings of Congress or to participate in particular items at Congress meetings"

Note that cl.11.4(a)(vi) below authorises participation by the GC's Chair in Congress meetings.

#Doc4-11-02 Duties

- (a) The members of the Governing Committee are jointly and severally responsible for managing and directing the activities of the Society to fulfil its Mission and achieve its Purposes, in a manner compliant with clause 1.
- (b) Each member of the Governing Committee is subject to the duties of members of the Governing Committee under the law and this Constitution { and the By-Laws? }.
- (c) Each member of the Governing Committee must disclose the nature and extent of any material conflict of interest, actual or apparent, in a relevant matter:
 - (i) to the other members of the Governing Committee; and
 - (ii) if all of the members of the Governing Committee have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if it is appropriate to do so.
- (d) Subject to the provisions of this clause, each member of the Governing Committee who has a material personal interest in a relevant matter is not to:
 - (i) be present at the meeting while the matter is being discussed, or
 - (ii) vote on the matter.
- (e) Notwithstanding the previous sub-clause, a member of the Governing Committee may still be present, speak and vote on a matter, under the conditions recognised by the law, or reasonably considered by the other members of the Governing Committee, to render the conflict of interest manageable in the circumstances.

2 comments plus 5 votes, 5 in support

#274

Choice: I Support

Comment: 11.2 a: I support the stipulation that the governing committee should be fulfilling the mission and purpose of the professional society

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:29:20 -0700

#275

Choice: I Support

Comment: 11.2 b: I support the stipulation that each member of the governing committee is subject to the constitution and the by laws.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:29:52 -0700

In cl.11.2(b), adopt the Option to append "and the By-Laws", hence:

- (b) Each member of the Governing Committee is subject to the duties of members of the Governing Committee under the law, this Constitution and the By-Laws.

#Doc4-11-03 Members of the Governing Committee

(a) **Number**

- (i) The number of members of the Governing Committee is to be no more than **OPTION: { 9, 10, 11 or 12 }, OPTION: { including OR excluding }** the Chair, and no fewer than 5, elected in accordance with this Constitution, except as provided by this clause. [5.2.4]

[Size recommendations range between 7 and 11. The role represents a substantial, unremunerated 'second job', so having 11 spreads the workload further. Having 9 or 12 enables a 'neat-looking' 3 or 4 vacancies each year.

[With a total of 10, 9 would be on a 3 p.a. election-cycle, with the Chair on their own 3-year election-cycle. The first Chair's term would be not less than 3 years (in order to establish the cycle irrespective of the date on which the new constitutional document comes into force).]

[Note that the minimum of 5 is merely the threshold at which 'caretaker mode' comes into effect. Under cl.11.4(d)(i), casual vacancies must be filled; so anything less than a full complement should be an occasional and short-term deficiency.]

- (ii) If the number of members of the Governing Committee is fewer than the minimum stipulated by law or in the previous sub-clause, the then members of the Governing Committee may, and must, act to temporarily increase the number of members of the Governing Committee to at least that minimum, and to call a General Meeting to elect sufficient members of the Governing Committee to again be compliant with the law and this Constitution, but for no other purpose.

[The purpose of this sub-clause is to ensure that the Society's governance structure remains viable even if the number of members of the Governing Committee falls below the legal or constitutional minimum. The power of the remaining members and those they appoint is constrained, however, by stipulating that only those actions can be taken that will recover the Governing Committee in a manner, and to a form, consistent with the Constitution.]

(b) **Eligibility**

A candidate may be elected to the Governing Committee if they, at the time that the election commences:

- (i) are a current Financial Voting Member of the Society;
(ii) are currently in a Grade in the Professional Division; [5.2.1, 5.2.2]
(iiiA) **OPTION:**

have served on a Branch Committee for at least 1 year during the previous 5 years;

[This addresses the risk of inexperienced and uncommitted members who don't appreciate the considerable demands of the role taking up time in election processes and even space on the Governing Committee.]

- (iii) have not served on the Governing Committee for more than **7 years in the previous 9-year period**. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role; and [5.2.3]

[The purpose of this is to enable contributors to serve moderately long periods on Governing Committee, but to establish an upper bound. The present formulation permits a person to be elected to a third term, and to serve it out, hence serving as long as 3 x 3-year terms. (Should they have filled a casual vacancy shortly prior to their first term, their maximum term could exceed 9 years). Each person regains eligibility 2 years later.]

- (iii) **ALTERNATIVE:**

have not served on the Governing Committee for more than **6 years in the previous 8 year-year period**. In the case of initial election to a casual vacancy, the time spent in the role prior to the next election does not count towards their maximum time in the role; and [5.2.3]

[This variant precludes a third term, and makes the maximum 6 years, plus any prior service after filling a casual vacancy. This creates a risk to corporate memory, particularly in relation to the role of Chair. Hence:

SUB-OPTION: APPEND:

... subject to the proviso that a member of the Governing Committee who is Chair at the time their second 3-year term expires is eligible to stand for a third consecutive term on the Governing Committee;

[In practice, it is common for members to become Chair only after some years on Governing Committee, and hence a 6-year limit will on occasions force the retirement of a senior member who has relatively recently commenced as Chair. So a proviso of this kind may be advisable in order to take advantage of the experience of an incumbent.]

- (iv) are not at the time, and have not been at any time in the 2 years immediately prior, an employee of the Society. [5.2.6]

(c) **Term**

- (i) Each elected Member of the Governing Committee holds office from **OPTION: { 1 January OR 1 February }** until **{ 31 December OR 31 January }** of the third year following their most recent election. They are not thereby ineligible for re-election. [5.2.3]
- (ii) Where the person was elected to a casual vacancy, they hold office until the expiry of the term of the person whose retirement gave rise to the casual vacancy.

[This ensures that Congress positions are filled on 1 July each year, so that Congress is ready to perform its electoral college function for Governing Committee positions late in each calendar year.]

[Under the current Rules, Management Committee terms are aligned with the calendar year. Because there are so many absences over the Christmas-New Year period, there is an argument for the handover from old to new Governing Committee members to instead occur 1 month into the new calendar year.]

[A further alternative is for Branch terms to be aligned with the calendar year, with Branch elections held in the Oct-Dec quarter, and Congress electing Governing Committee members in the Apr-Jun quarter with their terms commencing 1 July rather than the present 1 January or 1 February.]

(d) **Supplementary Appointments** [5.2.5]

ALTERNATIVE 1:

The Governing Committee has the power to appoint external members, subject to the following conditions being fulfilled:

- (i) An appointment may be made solely for the purpose of addressing one or more specified weaknesses in the Governing Committee's expertise matrix (in particular financial audit and/or risk management), or to overcome any serious issue of profile diversity (particularly gender, but possibly addressing other factors);
- (ii) A maximum of 2 such external persons may hold such an appointment at any one time, and only if the number of elected members of the Governing Committee exceeds the number required for a quorum;
- (iii) The term of appointment is not longer than until the end of **SUB-OPTION: { the next OR the next but one }** Annual General Meeting, but a candidate is not thereby ineligible for re-appointment; and
- (iv) No appointee may serve more than 4 years in any 6-year period. In the case of appointment after 1 July in any year, the time spent in the role prior to the next Annual General Meeting does not count towards their maximum time in the role.

ALTERNATIVE 2:

[No such provision, with Governing Committee acquiring expertise as needed, on a contractual basis.]

[There are arguments in favour of the Governing Committee, given that they are part-time and unremunerated, being able to acquire expertise that makes good any material shortfalls in their own expertise. There are also arguments that this kind of expertise can be acquired by the Governing Committee under contract, and provided directly to Governing Committee.]

(e) **Payments**

- (i) No elected member of the Governing Committee may be paid a fee for services performed as a member of the Governing Committee, but may be reimbursed for expenses properly incurred in performing their functions.
OPTION if ALTERNATIVE 1 in (d) is chosen :
- (ii) A Supplementary Appointee may be paid a fee for services performed as a member of the Governing Committee, and may be reimbursed for expenses properly incurred in performing their functions.

15 comments plus 2 votes, 2 in support

#109

Choice: I'm Neutral

Comment: **In cl.11.3(b), sub-clauses (i) and (ii) overlap.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:40:34 -0700

The right to vote of current Associates is subject to a grandfathering clause. So (ii) is necessary in order to preclude Associates from serving on GC.

#110

Choice: I'm Neutral

Comment: **In cl.11.3(c)(i), the term-length is 3 years ("holds office from 1 January until 31 December of the third year following their most recent election"). The current term for MC members is 2 years. What's the reason for changing?**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:42:48 -0700

The rapidity of turnover of 50% of the MC p.a. is steadied down to 33% p.a., better balancing retention of corporate memory against refreshment of talent.

#170

Choice: I'm Neutral

Comment: **I think there is a need for a non member professional, possibly a lawyer or accountant to be part of the governing committee**

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:11:23 -0700

The strong-majority view is that missing expertise is better 'bought in' in the form of consultancies than as external members of the GC.

#186

Choice: I Support

Comment: **Don't think we need any of the options.**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:04:35 -0700

#220

Choice: I Support

Comment: 11.3(b) I prefer the original wording, ie **NOT (iiA): the election process is the place and time to determine if the candidate has the necessary experience (and ability) to be an effective member of the GC.**

In (c), **I do not support the 2 options (especially the one referring to 31 June!)**.

(d) I have reservations about this idea; how does having 2 extra members affect the numbers required to pass resolutions; could they be appointed in a non-voting capacity? I rather feel **that this perceived need would be best addressed by employing a contractor for a specific task.**

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 01:39:11 -0700

#276

Choice: I Support

Comment: 11.3 a i: I think the suggestion for 9 + chair is reasonable if alignment is required to seats per cycle. If you wanted to maintain that and spread the work further, then 12 + chair would maintain that, but I'd probably need to defer to someone that has more experience of how much effort the governing committee is and how far we need to spread the work.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#277

Choice: I Support

Comment: 11.3 b iiA: I support the requirement of **at least 1 year of previous service on the branch committee is a good idea to make sure the governing committee is appropriately experienced.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#278

Choice: I Support

Comment: 11.3 b iii: I think a 7 years in the previous 9 is probably fine. **I support the proviso that the chair remains eligible to stand for a third term as I feel retention of key experience could be important.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#279

Choice: I Support

Comment: 11.3 c i: I'm happy for the alignment of the office duration to align to whatever cycle is appropriate, noting that it will likely have more impacts on the branches that would need to align to it, rather than voting members like myself.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#280

Choice: I Support

Comment: 11.3 d: I think it's reasonable for the term of the appointment until the next but one AGM in the case that we want to plug any skills / gender / risk / audit gap. That said, **is it appropriate to restrict voting rights to supplementary appointments to prevent "jobs for mates" packing out a voting block in the governing committee?**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#281

Choice: I Support

Comment: 11.3 e ii: It's probably fair to allow fee for service for plugging gaps in the governing committee skills and experience.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:31:31 -0700

#316

Choice: I Support

Comment:

(a) change to 'excluding' the Chair

(b) include option (iiA)

Leave as '7 years in the previous 9-year period'

Add the APPEND

(c) Option 1

(d) support new Sub-clause, with Option 'the next but one'

From: jankornweibel@ozemail.com.au

Mon, 25 Jul 2022 01:55:24 -0700

#377

Choice: I Oppose

Comment: Agree with (b) Eligibility (i) and (ii). **Disagree with the remaining options. Disagree with all of (d) Supplementary Appointments, as all Governing Committee members should be elected by Congress.**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:44:32 -0700

#444

Choice: I Oppose

Comment: Apart from the logic offered here to argue for the optimal size of the GC there also needs to be consideration as to where these members will be drawn from as this will also influence its size.

By this I mean **consideration must be given to the constituencies of the various GC board positions.**

Currently of the 11 position on MC, 9 are elected by Congress and 2 hold their positions due to their roles.

So the debate encompasses:

- the future role of 'Boards' or their replacements vs the use of 'GC standing committees',
- whether the larger branches would command their own restricted appointment of representatives,
- whether any positions are open to election by all eligible members and finally,
- in addition to the 2 existing office bearers, how many more representatives will be directly appointed by Congress.

My preference is for a GC of 10 composed of the President, 2 x Vice-Presidents, Treasurer, 3 Congress representatives and 3 BEC Chairs appointed by their peers.

In Doc 2 at C2 (versions from 26 Apr 22 to 12 Jun 22), and Doc3 in Model 3 (versions from 26 April 22 to 12 Jun 22), the proposal has been "The composition of the Governing Committee would be c.11 members, with no designated roles other than Chair [and possibly Vice-Chair]".

The directions of development in governance over recent years have been for members of the governing committee to have complete responsibility, both jointly and severally, for all aspects of strategy, policy, risk and supervision of operations. That has resulted in the longstanding 'club-style' roles disappearing, at least from medium- and large-scale organisations.

The CEO would be an observer.

In this model the 3 standing committees I recommend may be chaired by any of these GC members. So under my model the 4 office bearers would either be elected by eligible members or by Congress. My preference is for Congress to appoint them because they, with the BECs are the most informed and committed members of the ACS.

(b) Based on this final point I support the inclusion of (ii)A - **all members of GC must have previously served on a BEC - to gain some understanding of the inner workings of the ACS.**

I support the limit of 7 years in the previous 9 year period.

(c) I support the term dates being between Feb 1 and Jan 31.

Note: the second sentence in (c)i contains a double negative and also appears out of context.

(d) I oppose the GC appointing external 'members'.

Instead, I support the GC being able to appoint external (including non ACS members) 'observers' who may mentor and advise the GC but not put, or vote on resolutions (similar to the CEO as an observer).

Appointing external 'observers' rather than 'members' also offers a clearer rationale as to why these observers are paid for their expertise and time.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 03:09:59 -0700

#445

Choice: I Oppose

Comment: **I oppose reserving a position on the GC for the immediate past president** on 3 grounds:

First, as an entitled position it is not subject to Congress oversight and as such will only be vacated if the incumbent president resigns or fails to retain their position in a spill motion.

Second, it provides an unreasonable automatic extension of tenure on the GC. In the extreme case, if the immediate past president had held the presidency for the maximum time allowed and their successor had done the same, then the immediate past president could remain on the GC for twice as long as any other member would be entitled to.

Third, by the inherent nature of this role, it is reasonable to expect the immediate past president to be a conservative influence opposing innovation and disruption as they seek to defend the decisions made by the GC under their leadership and also to protect their perceived legacy.

The usual arguments put forward in support of retaining this position on the GC focus on 'continuity' and the protection of 'corporate memory'. These outcomes can be achieved by the GC appointing the immediate past president as an observer/advisor as needed.

If the majority view is to retain this position on the GC I recommend placing 2 limits on it.

First, set the immediate past president position to observer status rather as a full voting member.

Second, limit the holding of the immediate past president position to one term of the GC irrespective of the re-election of the incumbent president.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 16:35:21 -0700

In cl.11.3(a)(i), CRWG needs to decide on the number of members of the Governing Committee. The number currently in the draft is 11. A total of 9 or 12 enables election procedures at Congress to be the same each year, i.e. 3 (or 4) vacancies are to be filled. (Note that the Chair is to be elected by the Governing Committee from within that number).

In **cl.11.3(a)(i)**, avoid confusion by removing the mention of the minimum number:

(i) The number of members of the Governing Committee is to be { 9 or 12 }, including the Chair.

In **cl.11.3(a)(ii)**, insert the minimum number as 5, hence:

(ii) If the number of members of the Governing Committee is fewer than 5, or such other minimum as is stipulated by law, the then members of the Governing Committee may, and must, act to temporarily increase the number of members of the Governing Committee to at least that minimum, and to call a General Meeting to elect sufficient members of the Governing Committee to again be compliant with the law and this Constitution, but for no other purpose.

Adopt the Option of **cl.11.3(b)(iiA)**, requiring a candidate to have served at least 1 year on a Branch Committee during the previous 5 years.

In **cl.11.3(b)(iii)**, omit the Option, and leave the maximum term as "7 years in the previous 9".

In **cl.11.3(b)(iii)**, adopt the Option to append "subject to the proviso that a member of the Governing Committee who is Chair at the time their second 3-year term expires is eligible to stand for a third consecutive term on the Governing Committee".

In **cl.11.3(c)(i)**, omit the Options, leaving terms as "1 January until 31 December of the third year".

Note that, under cl.8(b)(iv), Congress Reps run "1 July to 30 June of the second year", ensuring that new Congress members are in place before the election meeting late in each calendar year.

In **cl.11.3(d)**, omit the Option for Supplementary Governing Committee members in its entirety.

In **cl.11.3(e)((ii)**, omit the Option re Payment to Supplementary Appointees in its entirety.

#Doc4-11-04 Election

(a) Election of Members of the Governing Committee

- (i) Any member who satisfies the eligibility criteria under cl. 11.3(b) may nominate for election as a member of the Governing Committee.
- (ii) A nomination is to be submitted in compliance with the By-Laws and signed by the nominated person and their proposer and seconder, each of whom must be a Financial Voting Member at the time at which the election commences.
- (iii) If the number of nominations is equal to or fewer than the number of vacancies, the Chair of Congress must declare the nominees elected.
- (iv) If the number of nominations exceeds the vacancies, the Congress is to conduct a Secret Ballot, in a manner compliant with the law, this Constitution and the By-Laws.
- (v) Each member of Congress present is entitled to vote for any number of candidates.

[This is commonly referred to as 'optional preferential' voting. An alternative approach is to treat this as a procedural matter, and delegate it the By-Laws, probably within either Schedule A (Member Approval) or Schedule B (Member Ratification).]

OPTION:

- (vi) During the period while a person is a member of the Governing Committee, they { remain eligible for a position on Congress **OR** are ineligible for a position as a Congress Representative}. Where this gives rise to a casual vacancy for a Congress Representative, the relevant Branch is to elect or appoint a replacement for the duration of the incumbent's term.

FURTHER OPTION:

- (A) The Chair of the Governing Committee is a member of Congress { OR the Chair and one further member of Governing Committee elected by the Governing Committee is a member of Congress } ; but
- (B) All other members of the Governing Committee are ineligible for a position as a Congress Representative.

[The purpose of making members of the Governing Committee ineligible to be members of Congress at the same time is to reduce the conflict of interest any person has by virtue of having two rather different roles, and to reduce the degree of influence that GC exercises over Congress, which has demonstrably given rise to difficulties under the existing Rules.]

[The logic of the Further Option is to ensure that a communications link exists between Congress and the Governing Committee, such that arguments can sway Congress, but votes can't.]

OPTION:

- (vii) Congress can invite any Governing Committee member, and any Governing Committee member can request an invitation, to participate in any particular Congress meeting or any particular item at a Congress meeting.

[This may be logically superfluous, but it has the advantage of signalling that the desire is not to disconnect the two bodies, but merely to avoid Governing Committee dominating Congress.]

(b) Election of the Chair

- (i) **ALTERNATIVES** (in ascending order of 'open democracy' / member power):

- A **The Governing Committee** must elect as the Chair of the Governing Committee **one of the members of the Governing Committee**.
- B **Congress** must elect as the Chair of the Governing Committee **one of the members of the Governing Committee**.

[The election has to occur after the election of the new Governing Committee members by Congress, but it could be done either as part of the same meeting, or by Online Voting by Congress members during the days or weeks following]

- C1 **The Voting Members** must elect as the Chair of the Governing Committee **one of the members of the Governing Committee**.

[This alternative is procedurally problematical, because it necessarily involves a material lag between the election of the new Governing Committee members by Congress and the election of the Chair by the Voting Members.]

- C2 **The Voting Members** must elect as the Chair of the Governing Committee **a candidate who satisfies the eligibility criteria under cl. 11.3(b)**.

[This alternative creates a potential timing clash between the Congress' election of new Governing Committee members and the Voting Members' election of the Chair. If the winning candidate for Chair is (or has just become) a member of GC, a casual vacancy arises on Congress, which must then be filled under sub-clause (d).]

SUB-OPTION:

- (iA) In addition to the eligibility criteria applicable under clause 11(3)(b), a candidate for election as Chair must have served on the Governing Committee or Congress for at least 1 year during the previous { **3 years? 5 years?** }.

[The purpose of this sub-option is to prevent candidacy by any person with no recent experience of the Society's governance processes.]

- (ii) The term of the Chair of the Governing Committee is 3 years,

OPTION:

but on completion of their term the person is not thereby ineligible for re-election.

[Note: A term different from the term of members of Governing Committee would create timing and procedural complexities that would need to be resolved.]

- (bA) **OPTION:**

The Governing Committee { **must OR may** } elect as a Vice-Chair of the Governing Committee { **one? OR more?** } of the members of the Governing Committee other than the Chair.

SUB-OPTION:

The Governing Committee may elect as a named role one or more of the members of the Governing Committee other than the Chair.

[The Constitution is designed to avoid a vacancy in the Chair, or a temporary absence of the Chair (e.g. on holidays or during short-term illness), having any effect on the operations of the Governing Committee. It does not appear that the law creates any difficulties because, during such periods, it is open to the Governing Committee to appoint an Acting Chair, not only as Meeting Chair, but also more generally.

[However, there may be benefits in one or more Vice-Chairs being designated, who can, in particular, fulfil public engagements on behalf of the Society.]

[The same approach might be taken to a role of Treasurer, or Secretary.]

- (c) **Cessation**

A person ceases to be a member of the Governing Committee when they:

- (i) resign from that position by giving the Society notice in writing;
- (ii) die;
- (iii) suffer any permanent impairment that renders them incapable of properly discharging their duties as a member of the Governing Committee;
- (iv) are removed from the Governing Committee in accordance with the law or this Constitution;
- (v) are expelled from the Society;
- (vi) are removed from the Membership Register as a result of having had outstanding fees for longer than the maximum period permitted under the law, this Constitution or the By-Laws;
- (vii) without leave of the Governing Committee, are absent from meetings of the Governing Committee for three consecutive Governing Committee Meetings, unless the Governing Committee makes a resolution to the contrary; or
- (viii) become ineligible under any provisions of law.

- (d) **Casual Vacancies**

- (i) When a vacancy arises on the Governing Committee due to the cessation of an elected member, Congress must elect a replacement, who serves the remainder of the current term of that position.
- (ii) When a vacancy arises in the Chair of the Governing Committee due to the cessation of an elected member, **OPTION: { Congress OR the Governing Committee OR the Voting Members }** must elect a replacement **OPTION: { from among the then members of the Governing Committee OR from among eligible members }**, who serves the remainder of the current term of that position.

[An election by Governing Committee or Congress is not unduly onerous, but could be, or be seen as being, a means of sustaining control of Governing Committee by a small club of insiders. An out-of-cycle election by the Voting Members, on the other hand, is onerous and slow.

[An intermediate approach is to require election by Voting Members if the vacancy arises less than half-way through the 3-year term. otherwise by Governing Committee or Congress.]

17 comments plus 2 votes, 2 in support

#116

Choice: I Support

Comment: **Chair of MC should be elected by MC members**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:20:17 -0700

#117

Choice: I Support

Comment: At 11.4(vi), **MC members should not be on Congress, as it is the role of Congress to elect and hold to account the MC members and to provide advice to MC, so dual roles weaken Congress.**

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:23:08 -0700

#187

Choice: I Support

Comment: Yes to sub-clauses (a) (vi), (a) (vii) and (a) (viii). **Governing Committee to elect its Chair, thus not requiring (b) (i) (A). Neutral on Deputy Chair.**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:12:35 -0700

#201

Choice: I Support

Comment: a.vi, a.vii, a.viii;

duncan_roe@optusnet.com.au

Sat, 09 Jul 2022 18:27:07 -0700

#221

Choice: I Support

Comment:

(a) I don't favour (vi), but do favour (viii).

(b) I favour **election by the Governing Committee**. I don't favour (iA). I do favour **allowing the Chair to be reelected when their term expires** (again, this should be left to the judgement of the GC members at the time, rather than imposing arbitrary conditions).

(d)(ii) **replace Congress with GC** (consistent with (b) above).

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 01:56:36 -0700

#282

Choice: I Support

Comment: 11.4 a vi: **I strongly support that the governing committee members become ineligible for congress. That's a neat way to reduce the conflict of interest.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#283

Choice: I'm Neutral

Comment: 11.4 a vii A & B: **I see no real benefit of allowing any of the governing committee from retaining [to retain?] their seat at congress while they are on the governing committee, and vice versa**, I don't see a reason to exclude past members of the governing committee from future service at congress.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#284

Choice: I Support

Comment: 11.4 a viii: I support the specification that congress can invite any of the governing committee to congress meetings.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#285

Choice: I Support

Comment: 11.4 b i: Practically speaking I feel option B is probably the less onerous, being that congress elects the chair of the governing committee, and **I'm not sure what specific value the members would add choosing a chair if all the governing committee members are already chosen by congress anyway.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#286

Choice: I Support

Comment: 11.4 b iA: I support the requirement for the chair of the governing committee to have already served one year in the last 3 years as this would speak to relevant and recent experience.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#287

Choice: I'm Neutral

Comment: 11.4 b ii: I'm not sure whether being ineligible for re-election after serving as chair is potentially counterproductive to the retention of skills and experience, over and above the existing safeguards of time served in x years in the last y years?

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#288

Choice: I Support

Comment: 11.4 bA: Yes, I support a single vice chair that may be elected for the governing committee, as both a stand in for a chair holiday, but also for fulfilling engagements on behalf of the society. **I'm not sure about a specific benefit in having more than one vice chair elected though or vices for other roles.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#289

Choice: I Support

Comment: 11.4 d ii: **I support that congress must elect a replacement from among the then members of the governing committee. We're really only talking about a partial term**, and in the case of a casual vacancy it's going to be beneficial to have someone who already has some context.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:36:55 -0700

#321

Choice: I Support

Comment: (a) include vi, vii, and viii

(b) Neutral, except Support option (b) A

(d) Neutral

From: jankornweibel@ozemail.com.au

Mon, 25 Jul 2022 02:09:46 -0700

#378

Choice: I Support

Comment: **A person cannot be simultaneously a member of Congress and Governing Committee.**

Governing Committee chair, and other positions, are determined solely by the Governing Committee.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:52:12 -0700

#423

Choice: I'm Neutral

Comment: **Clause b(i) replace X with "the voting members of the society"**

From: ian@isb.net.au

Tue, 02 Aug 2022 00:50:47 -0700

#448

Choice: I Oppose

Comment: **I oppose the insertion of (a)(vi).**

I appreciate the potential conflict of interest argument but believe it can be managed.

The core issue for me is that **if a member is elected to the GC as a Congress representative, they can only fulfil this role if they are also a member of Congress.**

I support giving the President membership of Congress. All other members of the GC, if they are not Congress representatives or already Congress members, should be given automatic observer status. The CEO should also be given observer status to attend Congress meetings.

There is strong support for the Congress to be a body that represents members' interests and interacts with the Governing Committee as necessary, in order to perform that function. There is concern that membership of both bodies creates a conflict of interest that cannot be resolved. On the other hand, the Congress and Governing Committee need to have effective communications, on both institutional and personal levels. But this can be achieved by means of participation without membership, with each organ on occasions inviting members of the other organ to be observers at meetings, and where appropriate to participate in items:

Adopt **cl.11.4(a)(vi)**:

- (vi) During the period while a person is a member of the Governing Committee, they become ineligible for Congress. Where this gives rise to a casual vacancy for a Congress Representative, the relevant Branch is to elect or appoint a replacement for the duration of the term.

But insert at **cl.11.4(a)(viA)**:

- (viA) "The Chair of the Governing Committee may sit as an observer at meetings of Congress, and may participate in particular items at Congress meetings"

See also cl.11.1(cB), re participation by other GC members in Congress meetings.

(b)(i) I support Congress electing the President who by virtue of their office becomes the Chair of the GC.

Currently restrictions on eligibility have unreasonably reduced the pool of eligible candidates so I oppose the insertion of sub-clause (b)(iA).

I support any financial member from the Professional Division being able to nominate for all office bearer roles including President, Vice-President and Treasurer.

The relevant experience of candidates will be appropriately assessed during the election process.

(bA) I recommend having 2 Vice-Chairs (Vice-Presidents) so there is not a de facto succession plan implied where the VC is expected to be the preferred successor to the Chair (President).

I support the direct election of VCs by Congress so their number needs to be fixed (at 2).

In **cl.11.4(bA)**, CRWG needs to decide among the following options:

- (bA) "The Governing Committee { may OR shall } elect as Vice-Chair of the Governing Committee { one OR two } of the members of the Governing Committee other than the Chair"

11.4 (c) Cessation -

for completeness add - is unfinancial, ceases to be a member of the society or ceases to hold the position in the ACS body (e.g. Congress or BEC) they were appointed to represent.

11.4 (d) In my preferred model, Congress appoints any casual vacancy.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 18:49:51 -0700

In **cl.11.4(b)(i)**, adopt the Alternative of replacing "X" with "The Governing Committee". Hence:

- (i) The Governing Committee must elect as the Chair of the Governing Committee one of the members of the Governing Committee.

In **cl.11.4(b)(i)**, do not adopt the Further Alternative.

Adopt **cl.11.4(b)(iA)**. Hence:

- (iA) In addition to the eligibility criteria applicable under clause 11(3)(b), a candidate for election as Chair must have served on the Governing Committee or Congress for at least 1 year during the previous 3 years.

In **cl.11.4(b)(ii)**, adopt the Option making clear that consecutive terms as Chair are possible, hence:

- (ii) The term of the Chair of the Governing Committee is 3 years from 1 January to 31 December, but on completion of their term the person is not thereby ineligible for re-election

In **cl.11.4(d)(ii)**, require the Governing Committee to fill a casual vacancy in the Chair:

- (ii) When a vacancy arises in the Chair of the Governing Committee due to the cessation of an elected member, the Governing Committee must elect a replacement, who serves the remainder of the current term of that position.
-

#Doc4-11-05 External Organisations

The Governing Committee is empowered and required to: [4.1.5]

- (a) constructively partner with compatible professional societies;
- (b) host compatible professional societies;
- (c) constructively partner with other organisations relevant to the ICT arena that share the Society's values, such as associations of teaching staff, and associations that provide award-recognition to ICT professionals; and
- (d) constructively work with other relevant organisations, such as industry associations, on matters where there is sufficient commonality of interest.

5 comments plus 5 votes, 5 in support

#222

Choice: I'm Neutral

Comment: **I don't agree that GC should be "required" to host compatible professional societies. It should be qualified by something like "where it is deemed in the interests of the Society to do so."**

In any event, I'm not sure it should be the GC that partners, etc with other organisations, but the Society that does so, with GC acting as the agent.

Otherwise, I support this clause.

alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:01:08 -0700

#290

Choice: I Support

Comment: 11.5: I support the specifications around relationships with external organisations

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:47:31 -0700

#379

Choice: I Support

Comment: **Remove the word "required".**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:53:35 -0700

#449

Choice: I'm Neutral

Comment: **Replace the term 'arena' (undefined and not used elsewhere) with 'profession'.**

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 18:50:37 -0700

#472

Choice: I'm Neutral

Comment: There should be international collaboration with migration trends in regional areas that need ICT professionals e.g., archaeology of Levantine in American innovation hubs. Thank you!

From: asadali_1@hotmail.com

Fri, 05 Aug 2022 14:38:27 -0700

In cl.11.5, amend the expression throughout the entire clause, hence:

The Governing Committee is empowered ~~and required~~ to ensure that the Society has appropriate relationships with other relevant organisations, and in particular: [4.1.5]

- (a) constructively partners with compatible professional societies;
 - (b) hosts compatible professional societies;
 - (c) constructively partners with other organisations relevant to the ICT ~~arena~~ profession that share the Society's values, such as associations of teaching staff, and associations that provide award-recognition to ICT professionals; and
 - (d) constructively works with other relevant organisations, such as industry associations, on matters where there is sufficient commonality of interest.
-

#Doc4-11-06 Proceedings

(a) Meetings

- (i) The Governing Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the law, this Constitution and the By-Laws.
- (ii) The Governing Committee is to meet at least { **eight OR six?** } times per calendar year.
- (iii) **OPTION:** { Any member of the Governing Committee OR any two members of Governing Committee } may call a meeting of the members of the Governing Committee by giving reasonable notice, by reasonable means, to all of the other members of the Governing Committee.
- (iv) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a member of the Governing Committee does not invalidate proceedings at a Governing Committee meeting.
- (v) The quorum for meetings of the Governing Committee is the next integer greater than half the number of members at the time the meeting takes place
[That is to say 7 or 12; 6 of 11 or 10; 5 of 9 or 8; 4 of 7 or 6; and 3 of 5.]
- (vi) No item of business may be dealt with at a meeting of the Governing Committee unless a quorum is present during the time the meeting is considering the item.

(b) Use of Technology to Hold Meetings

- (i) A meeting of the Governing Committee may be held at two or more venues using any technology that gives the members of the Governing Committee a reasonable opportunity to participate, including to hear and be heard.
- (ii) A member of the Governing Committee using this technology is taken to be present in person at the meeting.

- (iii) A resolution passed during such a members of the Governing Committee' meeting, notwithstanding that the Members of the Governing Committee are not present together in one place at the time of the conference, is deemed to have been passed at a meeting of the Governing Committee held on the day and at the time the meeting was held.

[The expression 'technology' is intended to encompass not only relatively sophisticated video-and-audio services but also simpler forms such as a phone-call, an SMS vote, and an app for voting.]

[A provision of this nature might be instead expressed elsewhere in the Constitution and applied to all meetings of Government Committee, Congress and all sub-organisations. See also cls.6.2 and 10.4(b).]

(c) The Meeting Chair

- (i) The Chair of the Governing Committee is entitled to be the Meeting Chair.
- (ii) The members of the Governing Committee present at a meeting of the Governing Committee are to choose a member of the Governing Committee present to be the Meeting Chair for that meeting or part thereof if:
- (A) there is no Chair of the Governing Committee;
- (B) that Chair is not present at any time after the time set for commencement of the meeting; or
- (C) that Chair is present but says they do not wish to act as the Meeting Chair of the meeting.

(d) Secretary or Governance Officer

The Governing Committee is to appoint at least one Secretary, who may be a member of the Governing Committee, or a Governance Officer, who is responsible to the Governing Committee for:

- (i) ensuring the maintenance of the Membership Register; and
- (ii) preparing the agendas and maintaining the minutes and other records of General Meetings (including notices of meetings), Governing Committee meetings and circular resolutions.

(e) Resolutions

- (i) A resolution is passed if a majority of the votes cast by members of the Governing Committee present and entitled to vote on the resolution is in favour of the resolution.
- (ii) Each Member of the Governing Committee present is entitled to no more than one vote.
- (iii) The Meeting Chair does not have a casting vote. If the votes are equal, the motion lapses.
- (iv) The Governing Committee is to cause minutes of the proceedings and resolutions of all General Meetings of the Society, meetings of members of the Governing Committee and committees formed by the Governing Committee, including circular resolutions, to be:
- (A) made;
- (B) signed by the Meeting Chair;
- (C) made available in a timely manner; and
- (D) stored in a suitably secure and accessible manner.
- (v) A minute that is recorded and signed is evidence of the proceeding or resolution to which it relates, unless the contrary is proven.
- (vi) Notwithstanding that no meeting has been held, if each of the members of the Governing Committee has signed a document containing a statement that they are in favour of a resolution of the Governing Committee in terms set out in that document, a resolution in those terms is deemed to have been passed at a meeting of the Governing Committee held on the day and time of the signing by the last member. Any such circular resolution may consist of several documents in identical terms, each signed by one or more members of the Governing Committee.

[The term Circular Resolutions might be defined in s.15.1 Definitions, enabling this sub-clause and cl.10.4(e) to be expressed more simply.]

6 comments plus 3 votes, 3 in support

#223

Choice: I'm Neutral

Comment: 11.6(a)(iii) **I favour requiring 2 members to convene a meeting.**

(b) I agree that **there should be one clause in the Constitution covering how meetings of all bodies are to be conducted.** Applies also to (c), (d) and (e).

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:15:36 -0700

#291

Choice: I Support

Comment: 11.6 a ii: **I support meeting at least 6 times per calendar year.** It can always be more by convention rather than constitutional requirement.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:48:39 -0700

#292

Choice: I Support

Comment: 11.6 a iii: **Any two members of the governing committee should be able to call a meeting of the governing committee to moderate a noisy individual.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:48:39 -0700

#322

Choice: I Support

Comment: (a) Accept Options

From: jankornweibel@ozemail.com.au

Mon, 25 Jul 2022 02:11:36 -0700

In **cl.11.6(a)(iii)**, adopt the Option and replace "Any member" with "Any two members", hence:

(iii) Any two members of Governing Committee may call a meeting of the members of the Governing Committee by giving reasonable notice, by reasonable means, to all of the other members of the Governing Committee.

#450

Choice: I'm Neutral

Comment: I support reducing the mandatory number of GC meetings to 6.

I support the option to allow any 2 GC members to call a meeting on the basis that any resolution that may be put at this meeting will require (I assume) a proposer and seconder.

[In cl.11.6(c)(i):] I recommend that a Vice-President (Vice-Chair) takes over as the chair of a GC meeting in the absence of the President.

In **cl.11.6(c)(i)**, add the Vice-Chair as having second entitlement, with fallback to a vote of GC members, hence:

(i) The Chair of the Governing Committee is entitled to be the Meeting Chair at Governing Committee Meetings, failing which, a Vice-Chair present at the meeting is so entitled.

In **cl.11.6(c)(ii)**, re-express the entire sub-clause as follows:

- (ii) The members present at a Governing Committee Meeting may choose a member present to be the Meeting Chair for that meeting or any part thereof if:
 - (A) no Meeting Chair has been nominated under sub-clause (i);
 - (B) the nominated Meeting Chair is not present within 15 minutes after the starting time set for the meeting; or
 - (C) the nominated Meeting Chair is present but says they do not wish to act as the Meeting Chair.

(e) Resolutions -

Add for completeness and to assist inexperienced GC members that any GC member can request that their dissenting vote be recorded in the minutes.

That's standard meeting procedure, and any new GC member who doesn't know that needs to be sent off for some basic schooling post-haste. In any case, normal practice of the chair is to enable the expression of abstentions and dissent from a majority vote.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 18:52:26 -0700

#454

Choice: I'm Neutral

Comment: In addition, **The term 'reasonable'** has a subjective definition in law and is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.

The term has the benefit of creating an onus without extending as far as micro-management.

I recommend changing the wording for calls for meeting (a)(iii) to do so within the timeframe and by the means given in the By-laws.

This is intended to be covered by cl.11.6(a)(i): "The Governing Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the law, this Constitution and the By-Laws".

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 21:43:24 -0700

In **cl.11.6(e)(vi)**, replace the whole with:

- (vi) Notwithstanding that no meeting has been held, the Governing Committee can pass a resolution by means of a Circular Resolution.

Insert the definition of Circular Resolution in cl.15.1.

#Doc4-12-00 Accountability

[This clause contains provisions necessary to establish the means whereby the governing committee will be effectively, not merely nominally, accountable to the membership.]

2 comments plus 0 votes

#122

Comment: **Some of the clause drafting also seems overly focused on provisions to facilitate members wishing to catch out or impede management and Management Committee, rather than provisions to facilitate the management and leadership of the society.** This may be an over-reaction to ACS recent history. Expert external eyes would be important to ensure that a skewed and problematic constitution does not result.

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:29:29 -0700

The provisions are expressly designed to earn trust by implementing effective accountability.

#457

Comment: **I consider Section 12 to be the most important part of the new constitution because it has the potential to impose a discipline in management process that will improve 'corporate memory', desensitise the ACS from undue influence from vested interests and personal agendas and reduce internal governance disputes.**

I strongly recommend that Section 12 be **extended to mandate that the GC must respond meaningfully to lawful resolutions passed by Congress, and a majority of BECs within the timeframes given in the By-laws**

See #Doc4-12-03.

There must also be mandated consequences if the GC does not comply. Note that censure is insufficient if the GC can choose to ignore it. A better system would involve a process where repeated non-compliance leads to an automatic spill of the GC and election of board members. For example, non compliance would generate 'strikes' and if these exceeded a pre-determined level, the board would be put on notice that without immediate remedial action, a board spill would be automatically triggered at a Special General Meeting that must be called within the specified time.

The key factor in this approach is determining who determines the level of board non-compliance and initiates the responses leading to the automatic board spill. My preference would be for all relevant parameters to be specified in By-laws rather than the constitution so they may be changed subject to member approval under clause 12.8.

The design of cl.12 enables a series of actions of increasing severity, culminating (if it is ever necessary) in removal of some or all of the Governing Committee members. It is impractical to attempt to specify in advance, in the constitution, precise conditions under which action can be taken.

In the remainder of my feedback for Section 12 where I have indicated **a preference for putting detail into the By-laws** I also, by implication, want any changes to these by-laws to be **subject to member approval and so they would be included in Schedule A.**

The rationale for this is to prevent the erosion of accountability and transparency for expediency without the express support of voting members.

From: paul.campbell@cogentia.com.au
Wed, 03 Aug 2022 23:48:48 -0700

#Doc4-12-01 Consistency with Values

The Governing Committee is responsible for ensuring that decisions made by the Governing Committee, and on behalf of the Society under delegation, are consistent with the Nature, Values, Mission and Purposes of the Society, as expressed in this Constitution. [1.1.1f, 2.3.1, 3.1.1, 5.4.1]

3 comments plus 5 votes, 5 in support

#293

Choice: I Support

Comment: 12.1: I strongly support the articulation that the governing committee must act in a manner consistent with the values of the society.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:50:10 -0700

#380

Choice: I Oppose

Comment: **Confusing terms of nature, values, mission, purposes. Replace with (single) Purpose and Values.**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 16:58:02 -0700

#451

Choice: I'm Neutral

Comment: **This wording is is cumbersome and I recommend replacing with The Governing Committee is responsible for ensuring that its decisions.....**

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 19:43:42 -0700

In **cl.12.1**:

- replace "decisions made by the Governing Committee" with "its decisions"; and
- insert before "on behalf of the Society" the words "decisions made"

resulting in:

"The Governing Committee is responsible for ensuring that its decisions, and decisions made on behalf of the Society under delegation, are consistent with the Nature, Values, Mission and Purposes of the Society, as expressed in this Constitution".

#Doc4-12-02 Criteria for Activities

The Governing Committee must ensure that all activities of the Society: [3.1.2]

- (a) contribute directly to the achievement of the Society's Purposes; or
- (b) support the professional activities of the Society by generating surplus to fund them.

2 comments plus 6 votes, 6 in support

#294

Choice: I Support

Comment: 12.2: I strongly support the articulation that the governing committee must ensure that all activities contribute to the goals of the society.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:50:54 -0700

#381

Choice: I Oppose

Comment: **Replace "Purposes" by "Value Generation Objectives". Delete (b) - this should be covered by (a).**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:00:28 -0700

#Doc4-12-03 Transparency

The Governing Committee is required to: [5.4.2]

- (a) be transparent to Society Members about its activities, including those relating to financial matters, strategy and risk;
- (b) provide explanations of the reasons for its major decisions; and
- (c) respond to reasonable requests for information from any Society Member.

2 comments plus 4 votes, 4 in support

#295

Choice: I Support

Comment: 12.3: I strongly support the transparency requirements.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:51:17 -0700

#459

Choice: I Support

Comment: **The term 'reasonable' has a subjective definition in law and is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.**

The term has the benefit of creating an onus without extending as far as micro-management.

I recommend changing the wording of (c) to respond to requests for information from Congress or any BEC or SIG (based on my proposed model) within the time frame outlined in the By-laws.

Members can apply to their BECs for endorsement of their information requests and have it passed on to the GC under the auspices of the BEC.

To comply with clause 12.1, the response from the GC may either be to supply the information requested or to provide a detailed rationale why the information will be withheld.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 23:50:36 -0700

If a timeframe is specified in the By-Laws, it binds the Governing Committee, whether or not this clause contains mention of the By-Laws.

Append to **cl.12.3(c)** "within a reasonable timeframe", hence:

(c) respond to reasonable requests for information from any Society Member within a reasonable timeframe.

#Doc4-12-04 Engagement

The Governing Committee is required: [5.4.3, 2.4.2?]

- (a) to engage with Society Members about its activities; and
- (b) in the case of major decisions, to do so prior to entering into significant commitments.

3 comments plus 5 votes, 5 in support

#296

Choice: I Support

Comment: 12.4: I strongly support the engagement requirements.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:51:41 -0700

#442

Choice: I Oppose

Comment: **I oppose (b) as there is no definition of 'major' decisions**

From: rjbaecher@bigpond.com

Wed, 03 Aug 2022 02:50:29 -0700

#460

Choice: I Support

Comment: Similar to the use of 'reasonable' in 12.3, **the term 'significant' is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with qualitative measures that will withstand independent scrutiny and not lead to dispute. Measures may include the size of the financial commitment, the risk undertaken, the type of agreement sought or the type of asset to be purchased or leased.**

I recommend changing the wording of (b) to 'In the case of the type of commitments outlined in the By-laws , to do so prior to entering into these commitments.'

The term has the benefit of creating an onus without extending as far as micro-management, but see below for a means of clarifying the intention.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 23:51:27 -0700

Insert as **cl.12.4(c)**:

- (c) For the purposes of this clause, a decision is major if it materially affects the personal interests of Society Members, in particular in relation to their professional recognition, or it involves substantial investment or divestment, expense, contingent losses or risk, whether of a financial or non-financial nature.

#Doc4-12-05 Branch Committee Communication

In the event that any Branch Committee resolves to communicate to the Governing Committee a Motion of Concern or a Motion of Serious Concern, the Governing Committee is required to: [5.4.4]

- (a) receive and debate the Branch Committee resolution; and
- (b) respond to the Branch Committee within a reasonable timeframe.

2 comments plus 5 votes, 5 in support

#297

Choice: I Support

Comment: 12.5: I support the branch committee communication of dissatisfaction.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:52:47 -0700

#461

Choice: I Support

Comment: **The term 'reasonable'** has a subjective definition in law and is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.

I recommend changing the wording of (b) to respond to requests for information from the BEC (or SIG) within the time frame outlined in the By-laws.

The term has the benefit of creating an onus without extending as far as micro-management.

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 23:52:01 -0700

#Doc4-12-06 Removal

A member of the Governing Committee may be removed on the grounds that they have behaved in a manner materially inconsistent with any of their duties under the law or the Constitution, including under clauses 12.1 to 12.4. The process of removal must respect due process and procedural fairness, but may be by any of the following means: [5.4.7]

- (a) a motion at a properly constituted meeting of Congress supported by two-thirds of the Congress members voting on the motion;
- (b) a motion at a General Meeting or Online Vote of Financial Voting Members supported by two-thirds of those voting on the motion; or

[OPTION:]

(c) motions to that effect by a majority of the Branches within a period of 3 months.

8 comments plus 3 votes, 3 in support

#119

Choice: I Oppose

Comment: There are **too many parallel powers** to remove MC members (Congress, BECs and members). This has **potential for a small group of disaffected members to be very disruptive by initiating multiple actions if opposed to a legitimate MC decision**. We should apply the normal checks and balances for stable governance

From: Rupert.Grayston@acs.org.au

Tue, 21 Jun 2022 23:25:07 -0700

The normal checks and balances are demonstrably inadequate. The members want effective means to be available to them. Moreover, there may be very good reasons why members are "disaffected", and the "legitimacy" of governing committee decisions must be capable of being tested.

That said, provided that all other elements of cl.12 are in place, consideration can be given to including cl.12.6(a) plus only one of the two sub-clauses (b) and (c).

#188

Choice: I Support

Comment: **Congress, not Branches.**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:16:24 -0700

#224

Choice: I Support

Comment: 12.6 **I do not support adding clause (c). This should be covered already by (a).**

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:28:43 -0700

#298

Choice: I Support

Comment: 12.6: I support the removal of committee members clauses. **The optional clause 12.6 c however does seem to be a little challenging to restrict as it is congress, not the branches, that appoints the governing committee**, so in that respect I don't feel it is appropriate for a majority of branches to pass motions to the same effect within a 3 month period to boot someone off the governing committee, as I feel that should be congress.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:53:42 -0700

#382

Choice: I Oppose

Comment: **Only Congress to appoint and remove Governing Committee members. Delete (b) and (c).**

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:02:14 -0700

#401

Choice: I Support

Comment: support OPTION: sub-clause (c) is for consideration:

From: petermyeates@gmail.com

Mon, 01 Aug 2022 15:36:10 -0700

#443

Choice: **I Oppose**

Comment: **Option (c):** This numerically allows a lower number of members in a majority of smaller branches to remove a GC member, than by the number of members in a Congress Meeting. It is **numerically and procedurally unfair, nor does it give the GC Member the opportunity to address the motion it members n a meeting of Congress.**

From: rjbaecher@bigpond.com

Wed, 03 Aug 2022 02:50:36 -0700

#462

Choice: I Support

Comment: **I support the inclusion of a sub-clause (c) however I recommend that the wording is changed to:**

‘Motions to that effect carried by a majority of BECs within a 3 month period.’

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 23:52:24 -0700

In **cl.12.6(c)**, omit the Option, and include only the (a) and (b) Removal processes.

Alternatively, remove (b) and insert (c) in the following, amended form:

(c) motions to that effect by a majority of the Branch Committees within a 3-month period.

#Doc4-12-07 Minutes

The Governing Committee is required to:

- (a) publish the Minutes of its meetings to Society Members, but subject to justifiably in-confidence information being recorded in closed Appendices; [5.4.9]

[The law may or may not provide member access to the minutes, and the law can be changed at any time to not provide that right. Further, regulators, tribunals and courts have a discretion to ignore breaches of such provisions, and routinely do so. Providing the right in the Constitution enables members to themselves enforce it (absent an actual legal prohibition on member access being enacted).]

OPTION 1:

- (b) publish to Society Members the Key Performance Indicators, and the annual reports against the Key Performance Indicators of:
- (i) each major national Committee;
 - (ii) each Panel; and

OPTION 2:

- (iii) { the Chief Executive Officer OR each senior executive }.

OPTION 3:

- (b) publish to Society Members the Key Performance Indicators of:
- (i) each major national Committee;
 - (ii) each Panel; and
 - (iii) { the Chief Executive Officer OR each senior executive }(c) publish to Society Members the annual reports against the Key Performance Indicators of:
 - (i) each major national Committee; and
 - (ii) each Panel[*A measure along these lines has been proposed by some participants, as specific means of ensuring transparency of the Society's behaviour to the membership. Each element is onerous ('micro-management'). In addition, reports on staff-members relating to performance against KPIs might collide with labour law (although it's difficult to tell). Consideration is needed as to whether the many other features relating to transparency and effective accountability are enough to adequately inform the membership, and encourage trustworthiness.]*

8 comments plus 3 votes, 3 in support

#190

Choice: I Oppose

Comment: Absolutely this is **micro-management gone crazy**, to have a clause like this in the Constitution! If a national committee or Panel aren't transparent, Congress and/or members should use their powers in this constitution. Executives are the responsible and accountable to the CEO - if the CEO isn't holding them accountable, then we change the CEO.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:23:36 -0700

Neither the members nor Congress can remove the CEO. Only the Governing Committee can do so; and, during 2018-20, the then Management Committee proved to be very hesitant to act. In addition, publication of Minutes is a mainstream way of achieving transparency.

#225

Choice: I Oppose

Comment: 12.7(a) I support, but not (b) or (c). GC has the responsibility by virtue of an earlier clause (eg 10.1(v)) for monitoring the performance of its committees, etc, and that should appear in its Minutes, so that should be sufficient. I agree that otherwise there is too much micro-management.

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:40:56 -0700

#299

Choice: I Support

Comment: 12.7: I support the publishing of minutes.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:54:07 -0700

#300

Choice: I Support

Comment: 12.7 b: **I support option 3 where we publish KPI's of major national committees, panels, CEO and senior executives, etc. I know that might be considered overreach, but I see this as establishing the transparency required to continue the trust that is being rebuilt now.**

From: sam@horwood.id.au
Sun, 24 Jul 2022 22:54:07 -0700

#402

Choice: I Support

Comment: **12.7 support as proposed (with out the options or sub options proposed).**

From: petermyeates@gmail.com
Mon, 01 Aug 2022 15:39:00 -0700

#421

Choice: I Support

Comment: Option B:

I recommend that KPI's are published for each major national Committee and each Panel. KPI's should not be published to Society Members for senior executives. It is not appropriate for general membership to review senior executives' performance. That is the responsibility of the CEO and Governing Committee.

From: adrian.porteous@gmail.com
Tue, 02 Aug 2022 00:49:29 -0700

#436

Choice: I Oppose

Comment: KPI's have tried before in the ACS for branch and national staff and managers. They were an administrative nightmare, and deceptive as they were easily able to hide the real performance of the person. They turned out to be more trouble than they were worth, and were also a source of great staff dissatisfaction.

From: rjbaecher@bigpond.com
Wed, 03 Aug 2022 00:24:08 -0700

#463

Choice: I Support

Comment: **The term 'timely'** has a subjective definition in law and is not defined in the constitution. So without a formal definition to set the bounds on this term it is wise to replace it with a qualitative measure that will withstand independent scrutiny and not lead to dispute.

I recommend changing the wording for (a) to do so within the timeframe and by the means given in the By-laws.

I support the inclusion of sub-clause (a) (b) to restrict access to staff KPIs to the CEO.

I support the inclusion of sub-clause (b) (b) however I would change the wording to: 'publish to Society Members the annual performance reports against the Key Performance Indicators of:'

From: paul.campbell@cogentia.com.au
Wed, 03 Aug 2022 23:53:08 -0700

KPIs for the CEO and senior executives (and reports against them), are matters for the Governing Committee and the CEO rather than for Congress or the membership.

KPIs for Panels and major national committees may be overkill.

Re **cl.12.7(b)**, omit the whole sub-clause.

Re the Optional **cl.12.7(c)**, substitute the following:

(c) publish annual reports by each Panel and Committee in relation to their performance against their Terms of Reference.

#Doc4-12-08 Member Approval

In respect of the categories of decision listed in clause 12.8(d): [5.4.6, 5.5.1]

- (a) The Governing Committee is required to conduct a referendum in which all Financial Voting Members are entitled to use an Online Voting facility to vote on the proposal that the Voting Membership approves the decision;
- (b) The threshold for approval of a proposal is 50% of the votes cast;
- (c) In the event that a proposal does not achieve the required threshold, the Governing Committee is not permitted to proceed with the proposal;
- (d) The categories of decision to which this clause is applicable are:
 - (i) creation, material modification or disestablishment of any **Grade of membership**;
 - (ii) material modification to the **qualifications for entry to and retention of any Grade of membership in the Professional Division**; and
 - OPTION – (iii) only:**
 - (iii) **material modification to the qualifications for entry to and retention of any non-professional Grade of membership**; and
 - (iv) those which make any material change to **any document listed in Schedule A** to this Constitution.

5 comments plus 3 votes, 3 in support

#191

Choice: I Support

Comment: **Do not support the optional sub-clause (iii).**

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:25:02 -0700

#226

Choice: I Oppose

Comment: I agree with most of clause 12.8, but I **don't agree that (d)(iii) should be included, and I am neutral on (d)(iv) though I think *some* (but not all) of the documents in Schedule A (eg Code of Ethics) should be subject to a referendum of voting members.**

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:47:20 -0700

#301

Choice: I Support

Comment: 12.8: **I support the wording that requires member approval for some critical foundational elements of our society (i.e. any document listed in schedule A).**

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:55:51 -0700

#302

Choice: I Support

Comment: 12.8 d iii: I can understand the differentiation between the non-professional grades of membership being less critical than the professional grades of membership, however I am of the opinion that **we should also be seeking approval from the voting members when making manifest changes to non-professional membership grades too, as ultimately all non-professional membership grades (in my humble opinion) are just stepping stones on a pathway to becoming a professional member**, and I'm not supportive of having a broad non-professional member base who have no interest or inclination for becoming professional members at some point (noting that the future point may be well off in the distance). For me it's a skin in the game decision, and I feel the hurdle of getting voting member approval for non-professional member grade changes is sufficient disincentive for diluting the intent and focus of our professional society.

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:58:49 -0700

#403

Choice: I Support

Comment: **support OPTION: sub-clause (iii)**

From: petermyeates@gmail.com

Mon, 01 Aug 2022 15:41:45 -0700

In cl.12.8(d)(iii) adopt the provisions re non-professional grades, hence:

(d) The categories of decision to which this clause is applicable [include]:

- (iii) material modification to the qualifications for entry to and retention of any non-professional Grade of membership

Given the adoption of almost all of the effective accountability' measures in cl.12, consideration needs to be given to the need for each individual item to be in Schedule A, rather than being delegated to Governing Committee by inclusion in Schedule C.

#Doc4-12-09 Member Ratification

In respect of the categories of decision listed in clause 12.9(c): [5.4.5, 5.5.2]

- (a) The Governing Committee is required to conduct a plebiscite in which all Financial Voting Members are entitled to use an Online Voting facility to vote on the proposal that the Voting Membership ratifies the decision;
- (b) The outcome of each such plebiscite is non-binding on the Governing Committee, but is to be regarded by the Governing Committee as being advisory, with its weight indicated by the proportions of votes for and against, and the proportion and number of Voting Members who cast their vote;
- (c) The categories of decision to which this clause is applicable are:
 - (i) those that involve **substantial investment or divestment, expense, contingent losses or risk**, whether of a financial or non-financial nature;
 - (ii) those that do not contribute directly to the achievement of the Society's Purposes;
 - (iii) those that are, or have the appearance of being, **in conflict with key interests of Society Members**; and
 - (iv) those that make any material change to **any document listed in Schedule B** to this Constitution.

4 comments plus 4 votes, 4 in support

#192

Choice: I Oppose

Comment: I have some sympathy for some of these categories, but overall no. If Governing Committee does not act appropriately, change the Governing Committee.

Unfortunately, that has the ring of a Pyrrhic victory, in that the damage has already been done.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:28:41 -0700

#227

Choice: I Support

Comment: I support this idea.

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:48:46 -0700

#303

Choice: I Support

Comment: 12.9: I support the wording that requires member ratification for some critical foundational elements of our society (i.e. any document listed in schedule B).

From: sam@horwood.id.au

Sun, 24 Jul 2022 22:59:27 -0700

#465

Choice: I Support

Comment: The use of 'ratification' in its legal sense implies that the GC is not authorised to make the relevant changes and requires member approval to do so. However the preamble for 12.9 clearly shows that the GC has this authority and is seeking to gauge the amount of member support for their decision without being bound to comply with it.

I recommend the following wording for the relevant parts of 12.9:

12.9 Member Support for Governing Committee Decisions

In respect of the categories of decision listed in clause 12.9(c): [5.4.5, 5.5.2]

(a) The Governing Committee is required to conduct a plebiscite in which all Financial Voting Members are entitled to use an Online Voting facility to vote on the proposal that the Voting Membership supports the decision;.....

From: paul.campbell@cogentia.com.au

Wed, 03 Aug 2022 23:54:14 -0700

The OED confirms that the interpretation of "ratify" was quite wrong.

If cl.12 measures are mostly adopted, give consideration to the following options:

- substitute a better word for 'Ratification', e.g. 'Member Plebiscite re GC Decisions'
- shift the 4 entries in Schedule B down to Schedule C, delete Schedule B and cl.12.9(c)(iv);
- transfer the content of (c)(i)-(c)(iii) to cl.12.8, requiring Member Approval, and delete cl.12.9;
- delete (c)(i)-(c)(iii) and hence cl.12.9 as a whole – but this may require strengthening of the wording and comprehensiveness of cl.12.3 on Transparency and/or cl.12.4 on Engagement.

#Doc4-13-00 CEO

13. The Chief Executive Officer

[This clause contains the provisions necessary to establish and empower the CEO.]

13.1 Subject to the law, the Constitution and the By-Laws:

- (a) The Governing Committee may appoint a Chief Executive Officer, for such period and on such terms as Governing Committee resolves [5.1.4, 5.2.6]
OPTION: {, subject to any policy requirements set by the Congress};
- (b) Subject to the law, the Constitution and the By-Laws, the Governing Committee may terminate, vary or suspend the appointment of the Chief Executive Officer at any time, with reasonable cause.

13.2 The Chief Executive Officer is responsible to the Governing Committee for the day-to-day management of the Society.

13.3 The Governing Committee may provide { instructions OR additional specific delegations } to the Chief Executive Officer from time to time in relation to tasks in support of strategy and policy.

13.4 The Governing Committee may revoke or vary any { instruction OR specific delegation } to the Chief Executive Officer.

13.5 The Chief Executive Officer may not be a member of any Committee of the Society.

13.6 In relation to meetings of the Governing Committee and the Congress:

- (a) Each is required to invite the Chief Executive Officer to participate in **OPTION: { all relevant items of their meetings OR all items of their meetings other than those in which the Chief Executive Officer has a personal interest } ; and**
- (b) When present, the Chief Executive Officer has the responsibility to participate, and has the right to speak and be heard on all items, but not to move, second, or vote.

[The intention is that:

- the Chief Executive Officer have and exercise considerable powers in relation to the Society's ongoing operations, and to interact with the Chair, the Governing Committee and Congress on an ongoing basis and in a meaningful and constructive manner;

but also that:

- the Chief Executive Officer not have the inherent conflict of interest involved in being a part of the Society's governance structures.]

13.7 The Chief Executive Officer may attend any meeting of any Committee of the Society, and has the right to speak and be heard, but not to move, second, or vote.

13 comments plus 1 votes, 1 in support

#167

Choice: I Support

Comment: **Important that the CEO is not a congress member or member of the governing committee**

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:00:25 -0700

#193

Choice: I Support

Comment: **Only option I agree with is 13.6 (a).** Do not agree with 13.7. It seems I am an outlier on this one. I think the CEO should be part of the governance of the Society, and if the CEO has a (significant) proposal voted down, that indicates a loss of confidence in the CEO.

From: associations.acs@various.sent.com

Sat, 25 Jun 2022 23:33:42 -0700

#199

Choice: I Support

Comment: Accept all red options

From: duncan_roe@optusnet.com.au

Sat, 09 Jul 2022 00:49:03 -0700

#228

Choice: I Support

Comment: **I support 13.6(a) with the replacement phrase "all items of their meetings other than..."**.

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 02:53:54 -0700

#304

Choice: I Support

Comment: 13.1 a: I think it's reasonable to **include the condition of policy requirements set by Congress**. I'm not sure what they would be, but it seems reasonable.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#305

Choice: I Support

Comment: 13.6 b: **I think it's reasonable to exclude the CEO from motions or votes from congress or governing committee.**

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#308

Choice: I Support

Comment: 13.3: I think it's reasonable for the governing committee to provide instructions or additional specific delegations from time to time.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#311

Choice: I Support

Comment: 13.6 a: **I'm happy with all items of the meetings other than those in which the CEO has a personal interest.** I think the governing committee needs to collaborate effectively with the CEO, so I think it's reasonable to establish that as a requirement.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#312

Choice: I Support

Comment: 13.5: I think it's fair for the CEO to be excluded from any committee.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#314

Choice: I Support

Comment: 13.4: I think it's reasonable that these instructions or specific delegations may be revoked from time to time.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:40 -0700

#383

Choice: I Oppose

Comment: The Chief Executive Office does not have the right to attend Governing Committee meetings, but may be invited to do so.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:07:40 -0700

#384

Choice: I Oppose

Comment: The Chief Executive Office must be invited to attend all Governing Committee, Congress, Panel and Branch Committee meetings.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:07:40 -0700

#467

Choice: I Support

Comment: 13.1

I oppose the option to involve Congress in the appointment of the CEO.

13.3 & 13.4

I support retaining the term 'instructions'.

13.6

I support the inclusion of the option however I recommend changing 'personal interest' to 'conflict of interest' as this latter terminology is used elsewhere and has a broader scope.

From: paul.campbell@cogentia.com.au

Thu, 04 Aug 2022 00:11:24 -0700

In cl.13.6(a) adopt the Option, resulting in:

- (a) Each [of the Governing Committee and Congress] is required to invite the Chief Executive Officer to participate in all items of their meetings other than those in which the Chief Executive Officer has a material conflict of interest.

#Doc4-14-00 Other Provisions

14. Other Provisions

14.1 Financial Records

- (a) The Society is to make and keep written financial records that:
 - (i) accurately and comprehensively record and explain its transactions and financial position; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Society is to keep written records that correctly record its operations.
- (c) The Society is to retain its records for at least 7 years, or for such longer period as may be required by law, this Constitution or the By-Laws.
- (d) The Society is to take reasonable steps to ensure that the Society's records are kept safe.
- (e) The records are to be kept at the Registered Office or place or places as the Members of the Governing Committee think fit and are to be open to the inspection of the Members of the Governing Committee during usual business hours.
- (f) A Member, other than a Member of the Governing Committee, does not have the right to inspect any document of the Society except:
 - (i) as provided by the law, this Constitution or the By-Laws;
 - (ii) as determined by the Governing Committee from time to time; or
 - (iii) as authorised by the Members in General Meeting, subject to the law and this Constitution.

[The purpose of (iii) is to ensure that the Society Members remain confident that the GC is fulfilling its obligations in relation to the Society's activities, and to transparency and engagement, under cls. 12.1-12.4.]

14.2 Auditor

- (a) The Society is to observe the provisions of the law in relation to the appointment, removal and resignation of an Auditor.
- (b) The Auditor is entitled:
 - (i) to attend any General Meeting of the Society;
 - (ii) to receive all notices of and other communications relating to any General Meeting which a Society Member is entitled to receive; and
 - (iii) to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity, irrespective of whether the Auditor retires at that meeting or a resolution to remove the Auditor or the agent from office is passed at that meeting.

14.3 Indemnity

- (a) The Society indemnifies each officer of the Society out of the assets of the Society, to the relevant extent, against all losses and liabilities incurred by that person as an officer of the Society.
- (b) In this clause:
 - (i) Losses and Liability includes costs, expenses and charges;
 - (ii) Officer means a Member of the Governing Committee, of Congress or of a Branch Committee, and a Secretary, and includes a former Officer, but does not include an auditor or agent of the Society;
 - (iii) 'to the relevant extent' means:
 - (A) to the extent that the Society is not precluded by law from doing so; and
 - (B) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person, including an insurer under an insurance policy.

14.4 Notices

- (a) The Society may serve notice on any Society Member:
 - (i) personally;
 - (ii) by sending it through the ordinary post to the Society Member's address in the Register;
 - (iii) by leaving it at the Society Member's address in the Register in an envelope addressed to the Society Member;
 - (iv) by sending it by Electronic Means reasonably nominated by the Society Member, which may include sending sufficient information by Electronic Means to reasonably enable the recipient to access the document electronically.
- (b) A notice of meeting sent by Electronic Means is taken to be served on the business day after it is sent.
- (c) Any notice sent by post is taken to be served three days after the day it is posted. In proving such service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
- (d) A certificate in writing signed by the Secretary or Governance Officer or any other officer of the Society that the envelope containing the notice was properly stamped, addressed and posted, or that the electronic communication was properly addressed and sent, is conclusive evidence of the service of such notice.

14.5 Enforcement

- (a) Each Society Member submits to the non-exclusive jurisdiction of the courts of New South Wales, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

5 comments plus 1 votes, 1 in support

#111

Choice: I'm Neutral

Comment: **In cl.14.1(a), "financial records" are included, but "budgets" are not. They're of importance, not least because they represent authority for expenditure.**

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:47:08 -0700

I take Mike's point. Is it mainstream to treat budgets as being archivable?

In cl.14.1(a)(i), consider appending "and budgets".

#168

Choice: I Support

Comment: **The Society is to keep.... computer-based & written records that correctly record its operation**

My understanding is that "written" is now interpreted at law to encompass machine-readable / computer-based records.

From: Dennisfurini@gmail.com

Fri, 24 Jun 2022 18:04:13 -0700

#229

Choice: I Support

Comment: 14.3(b)(ii) should include all members of all duly constituted Committees and volunteers duly authorised to be engaged in Society business.

14.4(a) should have ", or" at the end of subclauses (i), (ii) and (iii).

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 05:02:28 -0700

In cl.14.3(b)(ii), insert before "and a Secretary" the words "and of duly constituted committees of any of them", resulting in:

(ii) "Officer means a Member of the Governing Committee, of Congress or of a Branch Committee, and of duly constituted committees of any of them, and a Secretary, and includes a former Officer, but does not include an auditor or agent of the Society".

#385

Choice: I Oppose

Comment: Jurisdiction should remain in the ACT.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:11:10 -0700

The current Rules are silent on this question, and hence the jurisdiction of incorporation is probably the default, i.e. the ACT. However, both bitter experience and legal advice lead to the conclusion that neither the ACT's regulators nor its courts have any expertise in, or indeed interest in, the administrative travails of not-for-profit organisations. The NSW regulator is similarly something of a vacant space; but the Sydney courts are well-used to dealing with relevant matters.

#468

Choice: I Support

Comment: I am concerned that previously MC has withheld sensitive financial records from Congress and would like this addressed with appropriate checks and balances.

From: paul.campbell@cogentia.com.au

Thu, 04 Aug 2022 00:19:04 -0700

The intention of cl.12.3 is that transparency about "activities, including those relating to financial matters, strategy and risk" is a firm requirement, and failure to comply represents grounds for removal under cl.12.6.

#Doc4-15-00 Definitions and Interpretation

[The long clause of definitions has been omitted from this document]

0 comments plus 1 votes, 1 in support

Insert:

Circular Motion refers to an arrangement whereby each of the members of an organ of the Society signs a document containing a statement that they are in favour of a resolution set out in that document, which resolution is deemed to have been passed at a meeting held on the day and time of the signing by the last member. A Circular Resolution may consist of several documents in identical terms, each signed by one or more members.

Open Vote means a system of voting in which voters indicate their choices in a manner visible to those present, such as by a show of hands or equivalent indications in dispersed and technologically-supported meetings.

Secret Ballot means a system of voting in which voters designate their choices by some relatively secure means, such as marks on an unidentified ballot paper placed in a ballot box, or an online form operated using software designed to not disclose any voter's choices.

Insert one of the following:

Optional Preferential Voting is a scheme whereby a vote is valid if it unambiguously indicates one candidate as the voter's first preference (in particular, with the digit '1'), with further candidates optionally indicated in an unambiguous sequence (in particular, with the succession of digits '2', '3', etc.), but without any requirement that all candidates be ranked.

Optional Preferential Voting is a scheme whereby a vote is valid if it contains the digit '1' indicating the voter's first preference, and possibly successive digits thereafter to indicate further preferences, but without any requirement that there be as many digits as there are candidates.

Re-check all Definitions for completeness and consistency with the text.

#Doc4-16-00 Transitional

[Multiple provisions are needed to ensure as smooth a transition as practicable from the Society's operation under the existing Rules to operation under the new constitutional document.]

2 comments plus 1 votes, 1 in support

#309

Comment: 16: I support the transitional provisions.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:57:29 -0700

#469

Comment: **If the decision is ever made, I do not believe these current provisions are sufficient to enable the ACS to transition to a CLG without further changes to this constitution.**

For example, the ACS must change its name from ACS inc to ACS ltd and there also needs to be a process to handle existing members who do not agree in writing to accept the financial liability associated with them becoming members of a CLG.

While the ACS has not made any decision to transition to a CLG at this time and may never choose to do so, it would be prudent to take legal advice on inserting the necessary transitional clauses into this new constitution to remove the cost and workload of seeking approval from members to make these necessary changes in the future.

Agreed that a no-changes approach is infeasible. The intention is to achieve alignment with the most useful parts of CLG law and practice, and reduce the enormity of the undertaking if and when conversion is undertaken.

From: paul.campbell@cogentia.com.au

Thu, 04 Aug 2022 02:18:03 -0700

#Doc4-16-01 Prior Actions

16.1 Validity of Prior Actions

Everything done under the previous Rules of the Australian Computer Society Incorporated continues to have the same operation and effect after the date on which this Constitution comes into force as if properly done under this Constitution.

0 comments plus 1 votes, 1 in support

#Doc4-16-02 Initial Governing Committee

16.2 The Initial Governing Committee

- (a) If an election is undertaken in accordance with the provisions of this Constitution prior to the date on which this Constitution comes into force, it is not invalid merely because of that deficiency.
- (b) On the first occasion on which an election is held, all positions are vacant, the candidates are sorted in order of the most votes received, and the successful candidates are allocated 3, 2 or 1 year terms, in order to establish a steady cycle in which similar numbers of positions fall vacant each year.

[With 9 members of Governing Committee, 3 would retire each year.

With 10 members, 1 of whom, the Chair, is on their own 3-year cycle, there would be 3 vacancies to fill each year, plus the Chair every third year.

With 11 members, the pattern would be 4, 4 and 3 in each 3-year cycle.

With 12 members, there would be 4 vacancies to fill each year.

It would be considerably more complicated if the Chair has a different-length term from the other members.]

1 comments plus 2 votes, 2 in support

#386

Choice: I Oppose

Comment: Unnecessary as Governing Committee composition is covered by 16.3 Interim Governing Committee Members.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:15:27 -0700

One will end up redundant, but we won't know which one until after the members have approved the new Constitution. So it's highly advisable to cover both possibilities.

#Doc4-16-03 Initial Governing Committee Members

16.3 Interim Governing Committee Members

If, on the date when this Constitution comes into force, no election has been held, then, notwithstanding the provisions in this Constitution relating to retirements and maximum terms of Governing Committee members, each of the members of the Management Committee of the Society at that date shall be deemed to be a member of the Governing Committee for a sufficient period to enable the first elections of Governing Committee members to be undertaken in an orderly manner, after which they (unless elected through that process) shall cease to be members of the Governing Committee.

0 comments plus 2 votes, 1 in support, 1 neutral

#Doc4-16-04 Prior Service

16.4 Prior Service on Management Committee

In respect of each member of the Management Committee during the 2 years preceding the date on which this Constitution comes into force, the term they have served on the Management Committee counts towards determining the term that they have served as a member of the Governing Committee for the purposes of cl. 10.2.

[The '2 years' provision caters for the fact that, under cl. 10.2, the 'maximum term' threshold is defined as "may not be elected if they have served in that capacity for more than 7 years in the previous 9-year period".]

0 comments plus 2 votes, 2 in support

#Doc4-16-05 Existing Internal Organs

16.5 Existing Internal Organs

At the date on which this Constitution comes into effect, all then-existing sub-organisations of the Society continue as sub-organisations of the Society.

1 comments plus 1 votes, 1 in support

#171

Choice: I Oppose

Comment: these organisations should be subject to review as a part of this exercise

From: dennisfurini@gmail.com

Fri, 24 Jun 2022 18:17:13 -0700

The scale of the undertaking is too great to achieve that. The first priority is to adapt the current National Regulations so that they fulfil the function of the By-Laws. After that, a step-by-step review of internal organs is desirable.

#Doc4-16-06 By-Laws

16.6 Existing Regulations and Additional Required Documents to be By-Laws

At the date on which this Constitution comes into effect, the then-current versions of each document in each of Schedule A, Schedule B and Schedule C is adopted into the By-Laws.

1 comments plus 2 votes, 2 in support

#97

Choice: I'm Neutral

Comment: A check is needed that, on the date the switch occurs, all elements of the current National Regulations have been carried over into the new By-Laws.

From: Michael.Cullen@acs.org.au

Thu, 16 Jun 2022 21:14:09 -0700

Agreed. That's been done once, and will be done again in the coming months.

#Doc4-16-07 Society Members

16.7 Society Members

At the date on which this Constitution comes into effect, each person who is part of the then Membership continues to be a Society Member, in the grade in which they were at that time.

0 comments plus 3 votes, 3 in support

TEXT

#Doc4-16-08 Organisational Members

16.8 Organisational Members

At the date on which this Constitution comes into effect:

- (a) If the Society is an incorporated association, each person who is part of the then Membership becomes an Organisational Member; and
- (b) If the Society is a company limited by guarantee, each person who is part of the then Membership and who has signified consent to be an Organisational Member, becomes an Organisational Member.

1 comments plus 3 votes, 2 in support, 1 neutral

#398

Choice: I Oppose

Comment: ACS should not have corporation members. Only individual members directly attached to ACS and not mass recruitment through organisations.

From: awakista@woolworths.com.au

Sun, 31 Jul 2022 15:46:06 -0700

The comment is based on a misinterpretation. In this context, "Organisational Member" refers to a natural person who is a member of the organisation, not an organisation that is a member.

This is yet another instance of the challenges arising from the overloading of the word 'member', combined with the mis-matches between the associations and corporations laws.

#Doc4-16-09 Associate Voting

16.9 Voting Rights of Associates

- (a) Notwithstanding clause 5.1(b), the right to vote in General Meetings of the Society, in Branch meetings and in all forms of Online Voting, is available to an Organisational Member who is in the Associate grade at the date on which this Constitution comes into force, and who, at the time of the vote taking place [1.2.2, 5.3.2]:
 - (i) is a citizen or permanent resident of Australia; and
 - (ii) is not a Student.
- (b) The right to vote under sub-clause (a) is suspended if, at the time of the vote, the person is a staff-member of the Society and has the right to vote solely because of sub-clause (a). [5.3.3]

4 comments plus 2 votes, 1 in support, 1 neutral

#230

Choice: I Support It

Comment: **16.9(a)(ii) should read "is not a Student Member" or some such. ("Student" has not been defined elsewhere).**

From: alex.reid@uwa.edu.au

Sat, 16 Jul 2022 05:10:59 -0700

The term 'Student' is defined in National Regulation 2.7.8, which will be carried over into the By-Laws.

#306

Choice: I Support It

Comment: 16.9 a: I strongly support the removal of voting rights from associate (non-professional) members except in conditions where these voting rights are grandfathered for legal reasons and are subject to the same restrictions as of citizenship and residency as professional members.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:46 -0700

#315

Choice: I Support It

Comment: 16.9 b: I strongly support the restrictions of voting rights from ACS staff members. If they feel strongly enough that they wish to vote on society matters, then great, become a professional member.

From: sam@horwood.id.au

Sun, 24 Jul 2022 23:31:46 -0700

#388

Choice: I Oppose It

Comment: Only professional members should have the right to vote.

From: acs@ugovern.com.au

Thu, 28 Jul 2022 17:19:38 -0700

#Doc4-SA Schedule A

[Document-titles in italics may or may not exist at the date this Constitution comes into force. All documents require review. Many may require at least some degree of revision.]

The following documents are adopted as By-Laws, and are subject to **Member Approval**:

- *The Society's Key Functions*;
- *Principles for Determining how Surplus from the Society's Operations is to be Allocated*;
- Code of Ethics - National Regulations 4;
- *Process and Authority for Amendment of the Code of Ethics*;
- Membership Grades - National Regulations 2.1, 2.5;
- Qualifications for Admission - National Regulations 2.2;
- *List of Panels*;
- Terms of Reference, for:
 - *Panels*;
 - Branches and Branch Committees - National Regulations 7 and 8;
 - National Special Interest Groups - National Regulations 9;
- Procedures for Elections and Operations, including:
 - *Panels*;
 - Branch Committees - National Regulations 8;
 - National Special Interest Groups - NatRegs 9;
- *Procedure Proposals for Major Initiatives*;
- *Dispute Resolution Procedure*;
- *Principles Underlying the Fee Schedule, including gratis memberships*.

1 comment plus 3 votes, 3 in support

#310

Choice: I Support

Comment: I support the document list in schedule A (noting that documents need updating).

Sun, 24 Jul 2022 23:59:53 -0700

From: sam@horwood.id.au

Consideration needs to be given to the importance of each item in this list being subject to member approval. With the improvements already made in trustworthiness, plus the strength of the new constitution, in particular in cls. 1, 8 and 10-12, and the gradual recovery of member trust, some may now be seen as over-reach.

Consider adding to Schedule A:

- That part of the Procedures for Membership Administration that implements cl.5.4 (in which case cl.5.4 can be deleted from the constitutional document)

Consider moving from Schedule A to Schedule C:

- Terms of Reference for Panels
 - Procedures for Elections and Operation for Panels
-

#Doc4-SB Schedule B

The following documents are adopted as By-Laws, and are subject to **Member Ratification**:

- *Guidelines for Branch Chapters;*
- *Guidelines for Branch SIGs and Communities of Interest or Practice;*
- *Procedures for General Meetings;*
- *Procedures for Online Voting.*

1 comment plus 3 votes, 2 in support, 1 neutral

#307

Choice: I Support

Comment: Schedule B: I support the document list in schedule B.

Sun, 24 Jul 2022 23:59:53 -0700

From: sam@horwood.id.au

Provided that cl.12 is implemented in full, consideration can be given to transferring these segments of the By-Laws to Schedule C, and deleting Schedule B, and hence cls.12.8 and 7(c).

#Doc4-SC Schedule C

The following documents are adopted as By-Laws, and are subject to **Governing Committee**

Approval:

- Code of Professional Conduct;
- *Code of Ethics Supporting Materials;*
- Terms of Reference for the Governing Committee's *Committees, Task Forces, Working Groups, National SIGs, etc.*
- Procedures for Elections and Operations for the Governing Committee's *Other Committees, Task Forces, Working Groups, National SIGs, etc.*
- Standing Orders for Meetings;
- Definitions and Procedures for Special Categories of Membership - National Regulations 2.6-2.8;
- Course Accreditation - National Regulations 2.4;
- Schedule of Fees;
- Procedures for Admission of Members - National Regulations 2.3;
- Disciplinary Procedures - Rule 7, National Regulations 5;
- Procedures for Membership Administration - National Regulations 2.9-2.12, 2.14;
- Membership Fee Administration - National Regulations 3.
- Inter-Member Communications Services

1 comment plus 3 votes, 3 in support

#313

Choice: I Support

Comment: I support the document list in schedule C.

Sun, 24 Jul 2022 23:59:53 -0700

From: sam@horwood.id.au

Add to Schedule C:

- Procedure for Governing Committee Amendments to By-Laws listed in Schedule C

Consider transferring into Schedule C:

- All items currently in Schedule B
 - Terms of Reference and Procedures for Panels, currently in Schedule A
 - Possibly some other items currently in Schedule A
-