

Australian Computer Society
Constitutional Reform Working Group (CRWG)
Final Report to Congress

18 October 2022

Summary

In mid-2021, the ACS Congress formed a Constitutional Reform Working Group (CRWG) to conduct three rounds of consultation with the membership, and provide Congress with a replacement constitutional document that reflects the interests of members and has a high chance of being supported in a General Meeting.

Some problems were experienced during the establishment phase, which resulted in several months' delay before the first round of consultation could commence. The three rounds were then conducted as foreseen in the original proposal to Congress, but extending over a longer period than originally envisaged.

The project followed a period in 2018-20 in which a degree of upheaval had occurred within the Society, and a considerable amount of concern was apparent among members. The problems had come to a head at the time of an unsuccessful proposal to replace the existing Rules with a new Constitution. Many of the concerns were matters appropriately addressed by developing a replacement constitution that features more effective governance processes and accountability mechanisms than the current Rules embody, and that is far better attuned to the members' expectations than that proposed in 2019.

The CRWG's primary function was to provide members with the opportunity to express their views on the constitution, initially in general terms, then in relation to features it should embody, and finally in terms of the specific formulation of clauses to articulate those features.

The degrees of freedom available in the design of a constitution are of course subject to legal requirements, including interpretations of the law by regulatory agencies. In addition, governance conventions need to be considered, in the context of a not-for-profit organisation and the quite specific needs of a professional society. Available templates and exemplars relevant to professional society constitutional documents were also taken into account. Further, important considerations were the retention of positive features of the current Rules and National Regulations; corrections and improvements to overcome their negative features; and transitional provisions to ensure a smooth switchover from the existing Rules to the new constitutional document.

This Report provides background information on the conduct of the project. The recommended new constitution and further recommendations are provided as Annexes to the Report.

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Introduction

On 27 May 2021, ACS Congress formed a Constitutional Reform Working Group (CRWG) to conduct three rounds of consultation with the membership, and provide Congress with a replacement constitutional document that reflects the interests of members and has a high chance of being supported in a General Meeting. The Terms of Reference and the final composition of the Working Group are in [Appendix 1](#).

Process

The establishment phase faced some challenges. A number of matters needed to be addressed at an early stage, including the composition of the Working Group, its convenorship, staff support and a budget. Its *modus operandi* was impacted by closedowns necessitated by the COVID epidemic, which was at its height during the first two-thirds of the project's duration. It had been intended that the meetings would be mostly video events. However, the planned face-to-face establishment meeting was precluded by the circumstances. Some members of the CRWG had not met, and at the end of the project still had not been able to meet one another in person.

Further challenges arose, throughout the project, as a result of inadequacies in the Society's technical infrastructure and difficulties in gaining timely support from some staff-members. In order to get the project up and running, it was necessary for the Working Group to establish its own Online Forum at short notice, using the groups.io service, and to establish and run its own web-site at <https://crwg.org> to support web-forms to pipe members' responses to the Online Forum.

The focus of the first consultation round in October 2021 was members' general requirements. These established the principles to guide the development of a new constitution.

The second Round in February-March 2022 moved the consultation into the conceptual design phase, with the focus on the key elements that make up an appropriate constitution. Elements were included primarily on the basis of the input provided by members during October-November 2021, but with an eye also to the requirements and norms of constitutional documents.

In the third Round, members were invited to comment on a draft constitution prepared by the CRWG to reflect the members' requirements, as communicated during the preceding 9 months.

By the time Round 3 consultation commenced, the Management Committee (MC) was giving consideration to the advantages and disadvantages of two alternative forms of incorporation. Pending the outcomes of that process, CRWG designed the draft constitution in such a way as to facilitate customisation to either continuation as an association or conversion to a company limited by guarantee (CLG).

In the final phase, the CRWG assimilated the third round of feedback from members, conducted a review of governance and operational practicality, and arranged and took into account the results of two rounds of legal review, followed by a third review once the final adjustments had been made to reflect the MC's decisions relating to the form of incorporation and charity status.

Further details on the process are provided in [Appendix 2](#).

Outcomes

Unanimity is of course not achievable in relation to the features of a constitution. However, the cumulative, three-step approach that was adopted enabled CRWG to gain considerable insight into the key concerns of the membership. The first round established principles. The second then enabled the desired features to be delineated. In the third round, clauses were presented that articulated those features, with alternatives and options offered in areas where more detailed understanding was needed.

The result was a constitutional design that reflects the input from participants. The process was designed to provide a series of opportunities to members to contribute, and to enable them to provide only general feedback, or input on only a few specific points, or on any and all aspects, as they preferred. Much as it would be preferable to have had votes and comments from a larger proportion of the membership, CRWG submits that the recommended constitution is as good a

reflection of the wishes of the membership as a whole as can be achieved, and believes that it can gain the required 75% support in a general meeting.

The salient aspects of the recommended constitution are identified in [Appendix 3](#). These relate to, above all, the governance and accountability aspects of the Governing Committee to Congress and to the membership, plus much widened eligibility for Governing Committee positions. Congress becomes a specifically member-representative body. Provisions are included that ensure the ability of Branch Committees to deliver regionally appropriate services to their members. Anomalies in relation to voting rights, which arose from changes to the Rules a decade ago, are corrected.

Conclusion

The members of CRWG thank ACS members for their energetic contributions across the three Rounds of the consultation process. The CRWG also records its considerable gratitude to the ACS Governance Officer, Anthony Ellard, who provided continual, effective and thoughtful support throughout the entire period, and to several other staff-members who willingly provided assistance.

CRWG submits that the constitution it is recommending fulfils all aspects of the Terms of Reference, reflects members' requirements, and balances effective accountability against operational efficiency. It overcomes many weaknesses of the existing Rules while carrying over the features that work. To the extent feasible, it avoids creating undue governance load and operational challenges, and ensures smooth transition from the existing Rules to the new constitutional document. CRWG believes that it lays the foundations for efficient and trusted operation of the Society for the coming decade or two.

Appendix 1: Terms of Reference and Composition

Terms of Reference

The role of the Constitutional Reform Working Group (CRWG) is to conduct a deliberative, open and consultative process with the ACS membership, which is to culminate in a recommendation to Congress of the Constitution to be put before the membership for approval. The Constitution will establish governance structures, powers and responsibilities, incorporate appropriate checks and balances, enable efficient operation, and ensure legal compliance.

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

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

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

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

The CRWG is to take into account developments in parallel activities, particularly those relating to governance processes, strategy, branding and positioning.

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

Composition (alphabetical by first name)

The composition was based on relevant experience and expertise, collaborative working style, preparedness and capacity to commit the time, and diversity particularly re geography and gender. Joint convenorship was agreed as being appropriate, with the asterisked members being appointed.

Cindy Chung	MACS, NSW	Congress
Don Fraser	FACS, Vic	
Jacky Hartnett	FACS CP, Tas	Tas BEC
Jo Dalvean	MACS (Snr), Vic	Management Committee
Nick Tate *	FACS CP, Qld	Management Committee
Paul Campbell	FACS, Qld	Congress
Roger Clarke *	FACS, Cbr	Congress
Tony Errington	FACS CP, WA	WA BEC
Alternate for Tony Errington:		
Jerome Chiew	MACS (Snr) CP, WA	WA BEC

Appendix 2: Conduct of the Project

Establishment Phase – 27 May 2021 - 31 July 2021

The Congress meeting on 27 May 2021 approved the proposal, including the draft Terms and the Working Group's preliminary composition. However, several aspects were only approved-in-principle, with delegations to the then President, Ian Oppermann, in relation to refinement of the Terms, finalisation of the Working Group's composition, negotiation of a budget, allocation of staff support, and determination of the Convenorship. These took until 5 July to complete.

CRWG first convened by video-conference on 30 Jun 2021. This established its *modus operandi*, and a weekly time-slot was agreed by Doodle poll in early July. However, the first face-to-face meeting, which was intended as both a meet-and-greet and a 4-hour working meeting to complete the establishment phase and make progress on the Round 1 design, and which was planned for 21 July, fell victim to COVID-driven closedowns. As a result, all meetings have been undertaken, throughout, by video-meeting, and inter-working by means of email, drop-boxes and phone-calls.

The Task-List and Timeline were in place from early July, and then maintained on an ongoing basis. The Stakeholder Analysis, Engagement Plan, and Specifications for an Online Forum, were developed between late June and early July, and progressively refined thereafter.

Progress reports were provided to Congress and Management Committee on about a monthly basis throughout.

Round 1 Consultation – 31 July 2021 - 13 December 2021

The Consultation Document and associated communication tools for Round 1 were developed through the period July-September 2021. However, significant resistance was evident from some staff-members, and this significantly slowed progress, particularly during the early phases.

Three documents were prepared, in PDF, including the primary, 9-page consultation document. The Society's infrastructure proved to be not capable of making an Online Forum available, at least not at the few weeks' notice that was available. This only became apparent shortly before the launch. CRWG implemented the Forum over a weekend, using a readily-available commercial service.

The consultation documents were published on 30 September 2021 at <https://crwg.acs.org.au> (later re-published at <https://crwg.org/#About1>), and promoted by means of an Information Age article and a President's email to members. The Branches, still considerably muted by the events of 2018-20, proved to be unable or unwilling to run the events that had been envisaged. The CRWG accordingly ran a series of 15 national video-conference events, supported by the Society's Governance Officer. Reminders were sent to members via national and Branch channels.

Participants were able to provide input on the Online Forum at <https://groups.io/g/CRWG-1>, or by submitting responses directly via a web-form or by uploading a file. In addition, events were supported by facilitators and note-takers, mostly provided by CRWG, enabling the capture of verbal input. The Online Forum was complemented by channels for direct submission, and pseudonymous and anonymous comments were supported.

The consultation was open for 6 weeks, until 12 November 2021. There were about 2200 individual comments on items from about 160 participants, arriving by means of 30 written submissions, meeting notes from 24 events, and about 400 postings to the Online Forum.

The Report Back to Members was published on 13 December 2021 at <https://crwg.org/1/CRWG1-Report.pdf>, with Appendices at <https://crwg.org/1/CRWG1-RptApps.pdf>, and Annexes containing all of the members' input at <https://crwg.org/1/CRWG1-RptAnn1.pdf> and [CRWG1-RptAnn2.pdf](https://crwg.org/1/CRWG1-RptAnn2.pdf), and analyses at <https://crwg.org/1/CRWG1-RptAnn3.pdf> and [CRWG1-RptAnn4.pdf](https://crwg.org/1/CRWG1-RptAnn4.pdf).

Key points made were:

- **ACS as a Professional Society:** Participants reaffirmed the importance to them of the ACS as their professional society. Considerable attention was paid to criteria for entry, to criteria and supporting services to attain promotion through the various grades, and to certification;

- **ACS Activities:** Participants said they wanted the Society's activities to be both driven by and constrained by its values, and by statements of its mission, purposes and key functions embedded in the constitutional document. The most commonly mentioned key functions related to standards and the assurance of professional quality. However, networking aspects of professional development activities were also seen as a key function. Participants also wanted to see the delegation of policy development to appropriately-constituted committees of members;
- **Centralisation of Power:** Participants were dissatisfied with the centralisation of power and control, especially the management of funds and the bureaucratisation of processes. Calls were made for much greater agility in all aspects of ACS activities;
- **Branches and SIGs:** Participants identify with their Branches and Chapters much more strongly than with the national organisation. There was widespread support for the restoration to Branches of their capacity to serve members, with power and resource control devolved to Branches in relation to local activities. Strong desire was expressed for the re-establishment of SIGs;
- **Business Lines and Industry Associations:** An argument was put for the strategic alignment of business-lines with the interests of the professional membership, and hence with the public good. The purpose of business-lines was seen as the generation of surplus for application to key functions. Allocation of surplus to incubators was not supported. Having industry associations within the ACS structure was seen to create a conflict of values that is difficult to resolve;
- **Specialisations:** Support existed for ACS to address ICT specialisations more effectively, both through external collaborations and partnerships, and by the hosting of sub-organisations;
- **Accountability:** There is a strong desire for the governing committee to be subject to effective accountability to the members and to Branches. An electoral scheme was sought that provides for more member involvement than the current electoral college arrangements, but that also protects against dominance by the larger numbers of members in the bigger states.

Round 2 Consultation – 13 December 2021 - 25 April 2022

The CRWG assimilated the materials provided by contributors, and identified a range of features that it appeared were needed to satisfy members' requirements. Three consultation documents were prepared, in HTML4 and CSS, with inserted web-forms, and server-side PHP to pipe input directly to the Online Forum. It was then discovered that the Society's IT infrastructure provides no support for conventional web-sites of this nature. It was therefore necessary for the Working Group to acquire its own domain-name and ISP, establish a web-site, and implement and test the site. This had to be done during the last week of January, in time for the scheduled launch on 3 February.

The consultation documents were published on 3 February 2022 at <https://crwg.org/#R2>, and promoted by means of an Information Age article and a President's email to members. The email distribution process initially failed to include the significant numbers of currently unfinancial members and recent ex-members, which probably reduced their input to the process. Unlike Round 1, this process was well-supported by all Branches, with 14 events across the country, plus multiple meetings of national committees and Boards. With COVID restraints still in force, most were by video-conference. Reminders were sent to members via national and Branch channels. The Online Forum at <https://groups.io/g/CRWG-2/> gathered both direct postings and all input provided by participants via web-forms. Channels for direct submission were also made available, and pseudonymous and anonymous comments were supported.

There were about 1100 individual comments on items, plus 650 votes (that is to say, uses of web-forms that communicated a choice but did not include any text in the comments field), for a total of about 1750 responses, from about 170 participants.

The Report Back to Members was published on 25 April 2022 at <https://crwg.org/2/CRWG2-Report.pdf>, with Annexes at <https://crwg.org/2/CRWG2-RptAnn1.pdf> and [CRWG2-RptAnn2.pdf](https://crwg.org/2/CRWG2-RptAnn2.pdf).

For the most part, Round 2 input reaffirmed and further articulated views provided in Round 1. Participants placed considerable emphasis on:

- Respect for the Society's values;
- Assurance that Society activities are consistent with those values;
- Focus on professionalism and the professional members;
- Appropriate powers and resources for Branches and for Committees of members;
- Governing committee arrangements that ensure closer connections with members than has been the case in recent years; and
- Effective accountability mechanisms by the governing committee to the membership.

Round 3 Consultation – 25 April 2022 - 8 September 2022

The CRWG assimilated the input provided by members during the first two Rounds. It then framed a constitutional document that reflected members' expressed views. This was articulated utilising available templates and exemplars, and relevant text in the current ACS Rules, then reviewed and adapted. In multiple areas, alternatives and options were offered, in order to gauge the feelings of members on key aspects.

A first round of legal advice was acquired on statutory and other regulatory requirements. These involve a cluster of agencies including ACNC, the ACT Registrar-General and/or ASIC, and the ATO. A set of four documents was prepared, at varying levels of granularity, to assist members with varying degrees of expertise in, familiarity with, and interest in, constitutional matters.

The consultation was open from 23 June to 5 August 2022. It utilised similar infrastructure to that used in Round 2, comprising documents accessible at <https://crwg.org/#About3>; promoted by means of an Information Age article and a President's email to members; supported by events in most Branches; with reminders to members via national and Branch channels; and an Online Forum at <https://groups.io/g/CRWG-3/>, which included both direct postings and all input provided by participants via web-forms.

There were about 450 individual comments on items, plus about 350 votes, for a total of about 800 responses from about 100 unique participants. The decline in participation from Round 1 to Round 3 appears to have reflected a combination of survey fatigue and satisfaction that the directions of discussion and development were consistent. There was strong support for those directions, and there was little opposition to the general framework.

Across the three rounds, there were over 4500 responses from a little over 250 unique participants. During the period, there were somewhat fewer than 5,000 Professional Division members and a further nearly 5,000 Associates with the right to vote. The small proportion of members who participated (c.2.5%), despite direct communications to each member on about 10 occasions over the 10-month period, reflects the level of interest that is excited by detailed and lengthy discussions of constitutional questions.

The Report Back to Members was published on 8 September 2022 at <https://crwg.org/3/CRWG3-RptAnn.pdf>, with an Annex containing all members' input at <https://crwg.org/3/CRWG3-RptAnn.pdf>.

Reporting Phase – 8 September 2022 - 31 October 2022

The comments and votes in Round 3 evidenced very high levels of support for the majority of the features of the draft constitutional document. It was also clear that a high degree of consistency existed between the comments in Round 3 and participants' input in previous Rounds of the consultation process. Because of the cumulative nature of the views across the three Rounds, the Working Group judged that (with some qualifications) it had appropriately interpreted members' requirements and preferences, and appropriately reflected them in the draft.

CRWG assimilated the Round 3 comments, and reflected them in about 100 revisions to the draft constitutional document, varying from editorial corrections to substantive and substantial modifications.

In a relatively small proportion of elements, there were differing and even opposing views, so it was of course not possible to satisfy all participants' preferences. CRWG aimed in these circumstances to do what it could to balance the design, and deliver a cohesive, effective and workable constitutional document.

The revised draft was then evaluated from the perspectives of governance and operational practicality. A second round of legal advice was acquired on the statutory and other regulatory requirements. This was reflected in further revisions.

At the date of reporting, Management Committee's final decision had not yet been received in relation to the form of incorporation and charity status. The CRWG finalised the document based on the assumptions that the Society will remain as an association incorporated in the ACT, and will continue to claim charity status. Contingency plans are in place to make the necessary adaptations, should either assumption transpire to have been inappropriate.

The assumptions were reflected in refinements to the recommended constitution, and a third round of legal review was acquired. This resulted in a final set of refinements to the document.

Conclusions

The CRWG met on 42 occasions over a 16-month period, and its 9 members performed a great deal of work outside those meetings, including the establishment and operation of its own IT infrastructure.

The challenges were such that the project duration was significantly longer than originally envisaged. However, all aspects of the Terms of Reference were fulfilled, and a constitutional document delivered to Congress that, the CRWG submits, reflects the members' views, balances effective accountability against operational efficiency, avoids mistakes embodied in the existing Rules, ensures a smooth transition period, and lays the foundations for efficient and trusted operation of the Society.

The CRWG records its considerable gratitude to the ACS Governance Officer, Anthony Ellard, who provided effective and willing support throughout the entire period.

The CRWG notes that the level of engagement from other parts of the organisation varied. It was further noted that the poor state of the society's ICT infrastructure proved frustrating to staff and CRWG members alike and increased the workload for CRWG members.

Appendix 3: Key Features of the Recommended Constitution

This Appendix briefly summarises the salient aspects of the recommended constitution, with emphasis on the features most strongly desired by participants in the consultation rounds, together with differences from the existing Rules.

- **Branches (cl.8)**

The Society is a national organisation, but, despite the greater role of electronic channels, most members continue to have strong associations with their Branch. Provisions guard against any attempt to emasculate Branches. They are assured of existence, powers and resourcing, to enable regional delivery of member services of a nature, and in styles, that work locally.

- **Constitutional Standing Committees (cl.9)**

Similarly, the constitution assures what are currently called Boards of existence, powers and resourcing. The Branch Chairs Forum, which has existed informally from time to time in the past, is formalised as a recognised channel for communication to Governing Committee, when needed.

- **Voting Rights (cls. 5.1, 16.9)**

The anomalous changes of a decade ago are corrected, with voting rights again being available to professional members only. Existing Associates' voting rights are grandfathered, but the voting rights of Associates who are staff-members at the time of the vote are suspended.

- **Congress (cl.10)**

Congress becomes specifically representative of the interests of members, and does not contain Governing Committee members. Its responsibilities remain the election and if necessary removal of Governing Committee members, the election of Panel (Board) Chairs, and the monitoring of the performance of the Governing Committee. Eligibility remains broad. The size of Congress will be between 16 and 20. It elects its own Chair.

- **The Governing Committee (cl. 13)**

The members of the Governing Committee exercise the powers of the Society, and have full, joint-and-several responsibility at law and to the members. Each is elected by Congress to a 3-year term, on a cyclical basis and with term-limits, in order to balance corporate memory with refreshment of Governing Committee talent and energy. All professional members who have at least 1 year's ACS Committee experience are eligible to stand. The 9-12 Governing Committee members elect from among themselves a Chair and 2 Vice-Chairs.

- **Effective Accountability (cl.12)**

The constitution now places express requirements on Governing Committee members. They must ensure decisions are consistent with the Society's Nature and Values. Transparency and Member Engagement are formal obligations. Branch Committees are empowered to communicate dissatisfaction, facilitating early warning of discontent. Congress has the power to remove Governing Committee members on the grounds of performance "materially inconsistent with any of their duties under the law or the Constitution". Membership Approval is needed for changes to some By-Laws, and a non-binding vote of Congress is required in respect of Major Decisions.

- **The Society's Nature and Values (cl.1)**

The formal expressions of the Society's Nature, Values, Mission and Purposes, and the Code of Ethics, are now incorporated into the constitution, to underpin Governing Committee accountability.

- **The CEO (cl. 13)**

The CEO continues to be responsible for day-to-day management of ACS, and may be provided specific delegations from time to time in relation to strategy and policy. The participants in the consultation were emphatic that the CEO must be an active participant of the Governing Committee but not a member of it. Since the consultation rounds were completed, some current Management Committee members, and some individual members of CRWG, have voiced their opinions that ACS Governance will be more effective if the CEO remains a member of the Governing Committee. The legal advice received firmly favours the CEO being an active participant, but not a member.