

Summary of Changes to ADCSA Constitution

Name of section – new version	Inserted/Updated	Name of section – old version	New provisions in new version
1 - Name of Association	Updated	Name of Council	No material change, slight change in sentence structure
2 - Objects of the Council	Updated	Objects and Powers	No change
3 - Definitions	Inserted		Various definitions inserted to underpin the substantive clauses of the Constitution.
4 - Interpretation	Inserted		Note that definitions in the Associations Incorporation Act are brought in to the Constitution.
5 - Powers of the Council	Updated	Objects and Powers	<p>5.1; 5.1.1 - Added that Council powers are conferred by legislation and that the Council has the legal capacity of a natural person</p> <p>5.1.2 - List of ways in which Council can collect funds has been replaced with “<i>by any lawful means</i>”</p> <p>5.1.3 – List of steps which can be taken by Council to further Objects has been replaced with “<i>carrying out or furthering any or all of the Objects</i>”</p> <p>5.1.4 – Mostly unchanged from similar clause (9) in previous version</p> <p>5.1.5 – Similar to clause (10) in previous version</p> <p>5.1.6 – Mostly unchanged from similar clause (6) in previous version, except new requirement for approval by Members by Special Resolution</p> <p>5.1.7 – Added that Council may enter into contract of employment or</p>

			<p>contract for supply of services</p> <p>5.1.8 - Mostly unchanged from similar clause (8) in previous version, except new requirement for approval by Members by Special Resolution</p> <p>5.1.9 – Mostly unchanged from similar clause (15) in previous version</p> <p>All other clauses from previous version have not been transferred to new version: due to broader clauses in new version, in contrast to specificity of clauses in old version.</p>
6 - The Patron of the Council	Inserted		
7 – Membership categories	Updated	III - Membership	<p>7.1.4 – Has added the category of life member</p> <p>Otherwise other categories are mostly unchanged</p>
8 – General provisions about membership	Updated	III - Membership	<p>8.1 – Creates standards for members, requiring them to be fit and proper persons (8.1.1) and prepared to seek to advance Objects (8.1.2)</p> <p>Otherwise no material changes from corresponding clauses in old version</p>
9 - Subscriptions	Updated	IV - Subscriptions	<p>9.1 – Introduces a date for determination of annual fees for subscription</p> <p>No other details included</p>
10 – Resignation of Membership	Updated	V – Resignation and Cancellation of Membership	<p>10.1 – Specifies that resigning Member must deliver written notice to Public Officer</p> <p>10.2 – Allows Council to recover any outstanding subscription sums from resigned Member</p>
11 – Expulsion of a member	Updated	V – Resignation and Cancellation of	<p>11.1 – Identifies grounds on which and process following which Council may expel Members. Incorporates requirements from clause (2) in old</p>

		Membership	<p>version, but adds additional boundaries</p> <p>11.2 – Dictates how Board must communicate its decision to the expelled Member</p>
12 – Register of Members	Inserted		Important particularly for voting and Nominated Representatives.
13 – Life Members	Inserted		Creates the honorary position with the criteria for bestowing that title.
14 – Nominated Representatives of Corporate Members	Inserted		<p>Important in the way Corporate Members actually exercise their votes in the Council and on the Board.</p> <p>Note that the Corporate Member may be elected to the Board even though the Nominated Representative may change from time to time. The benefit is that the Corporate Member has a seat at the Board regardless of particular employees (similar to Ex Officio Board Members). The downside is that the Board will be affected by potential de-stabilising impact of Corporate employees changing roles and leaving/coming onto the Board.</p>
15 – Votes by Corporate Members	Inserted		To make clear that one member, one vote.
16 – Powers and functions of the Board	Updated	VI – Board of Membership	<p>16.1 – Added the power of the Board to do all things to “<i>give effect to powers of Council under the Act and this Constitution</i>” to further the Objects</p> <p>16.2 – Added the role of the Board to manage and control funds and property of Council</p> <p>16.3 – Added power of Board to affix common seal</p> <p>16.4 – Added responsibilities of Board about strategy for implementing Objects</p> <p>16.5 – Reiterates power to delegate to committee as in old clause (9) and adds power to delegate to officers and employees. Also provides</p>

			guidelines for delegation
17 – Composition of Board	Updated	VI – Board of Membership	<p>17.1 – Changes number of Members to minimum 12 and maximum 16 from previous numbers in old clause (1a)</p> <p>17.2 – Changes number of each type of member from previous numbers in old clause (1b)</p> <p>17.3 – Specifies length of time in office for Ordinary Board Members</p>
18 – Ex Officio Board members	Updated	VI – Board of Membership	<p>18.1; 18.2 – Replaces the list of ex officio Members in old clauses (1c-g)</p> <p>18.3 - Mostly unchanged from similar clause (2) in previous version</p> <p>Changes include reference to the hosting Council and to nominee of Minister for Aboriginal Affairs.</p>
19 – Election of Ordinary Board Members	Updated	VI – Board of Membership	Provides detailed steps for how Ordinary Members may be elected, replacing clause (3) of the old section
20 – Election of Office Bearers	Updated	VI – Board of Membership	Provides detailed steps for how Office Bearers may be elected, replacing clause (4) of the old section. Includes 2 year term for Chairperson (albeit the Chair is elected after the AGM, hence the slightly complicated description).
21 – Appointment of Members to the Board	Updated	VI – Board of Membership	Provides detailed steps for Members may be appointed to the Board, replacing clause (4A) of the old section
22 – Procedure of Board meetings	Updated	VI – Board of Membership	Provides detailed steps for how Board meetings are to be run, replacing clause (5) of the old section
23 - Committees	Inserted		Provides more detail on committees and their roles.
24 – General	Updated	VII – General	24.2 – Allows any Member to bring forward business in written motion

Meetings		Meetings	<p>24.4 – Allows Members to bring forward business without notice</p> <p>24.5 – Gives power to Chair to refuse motion without notice</p> <p>24.6 – Identifies quorum for General Meeting</p> <p>24.7 – Allows Members to attend in person or by audio/visual link</p> <p>24.8 – Allows Members to appoint proxies</p> <p>24.9; 24.10; 24.11 – Allows meeting adjournment when quorum not present; specifies procedure for adjourning meeting</p> <p>24.12 – Defines role of the Chairperson</p> <p>24.13 – Defines decision of the Council</p> <p>24.14 – Grants each Member at meeting 1 vote</p>
25 – Annual General Meeting	Updated	VII – General Meetings	<p>25.2 – States that the AGM shall be held no more than 5 months from the end of the financial year</p> <p>25.3 – Requires 35 days notice before AGM; reduction from 42 days notice as required in old version clause (1A)</p> <p>25.4 – Requires 28 days notice of any motion to be moved at the AGM; increase from 14 days notice as required in old version clause (2)</p> <p>25.5 – Requires the agenda, motions and nominations for election be sent to all Members no less than 21 days before the AGM</p> <p>25.6 – States that the procedure for an AGM will be the same as for a General Meeting</p>
26 - Notice	Updated	VIII - Miscellaneous	Replaces old version clause (2)
27 - Auditor	Updated	VII – General Meetings	Replaces old version clause (3)
28 – Public Officer	Updated	VIII - Miscellaneous	Replaces old version clause (4)

29 – Indemnity – section 39B	Updated	IX - Indemnity	<p>29.1 – Permits Council to carry insurance</p> <p>29.2 – Replaces old version clause (1) and (2)</p> <p>29.3 – Defines legal costs and proceedings</p> <p>29.4 – Council not required to indemnify person who is entitled to indemnity under insurance contract</p> <p>29.5 – States process which must be taken when person seeks to rely on indemnity</p> <p>29.6 – Council required to make books and records available for inspection</p> <p>29.7 – Obligations of Council in respect of an Officer cease after 7 years after person ceases to be Officer</p>
30 – Winding up	Updated	X – Winding up	<p>30.1 – Replaces old version clause (1)</p> <p>30.2 – Replaces old version clause (2); states that the remaining money and property must be transferred to a fund, authority or instruction determined by the General Meeting</p>
31 – Income and property	Updated	XI – Income and Property	<p>31.1 – Unchanged from old version</p> <p>31.2 – Unchanged from old version</p> <p>31.3 – Mostly unchanged from old version</p>
32 – Amendment to Constitution	Inserted		