## Special Resolution 5: Amendments relating to National Council

That Section 9 of the AUSIT Constitution relating to the National Council be amended as shown in the table that forms part of Special Resolution 5 .

## For your information: main changes proposed

- Clarifying the provisions relating to terms of office.
- Clarifying the provisions relating to branch delegates.
- Minimising repetition of information relating to several positions.
- Major updating of the provisions relating to National Council meetings.

| Section / Clause | Proposed amendments | Original text with amendments | Explanation | Text after amendment |
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| $\begin{gathered} 9.1 \\ \text { [Composition] } \end{gathered}$ | - After the word 'positions', insert the words 'at any one time'. <br> - At the end of the clause, delete the words 'and Professional Sections'. | The National Council of the Institute shall consist of the office-bearers of the Institute and the Branch Delegates. No member of the Council may hold more than one of these positions at any one time. <br> The Branch Delegates shall comprise one representative from each of the Branches and Professional Sections. | - Clarifies that this limitation applies only to simultaneous holding of two or more positions. <br> - [See explanation under Special Resolution 1.] | The National Council of the Institute shall consist of the office-bearers of the Institute and the Branch Delegates. No member of the Council may hold more than one of these positions at any one time. <br> The Branch Delegates shall comprise one representative from each of the Branches. |
| $9.2$ <br> [Election and Term of Service] | - In sub-clause (d) delete the number '6' and in its place insert the number ' 3 '. <br> - In sub-clause (f) delete the words | (d)If a member of the National Council is absent without the consent of the Council from all meetings of the Council or does not attend to National Council business conducted electronically during a continuous period of 63 months and fails to provide a valid proxy, that member shall forthwith be removed from office by the Council. <br> (f) Such representations shall at the request of that member, if not too long to exceed normalletter postage, be sent to all members of the Institute in sufficient time | - Shortens the period after which an inactive National Council member can be removed. <br> - The deleted words are no longer required when such information is now sent electronically. <br> - 'Sufficient' inserted for added clarity. | (d)If a member of the National Council is absent without the consent of the Council from all meetings of the Council or does not attend to National Council business conducted electronically during a continuous period of 3 months and fails to provide a valid proxy, that member shall forthwith be removed from office by the Council. <br> (f) Such representations shall at the request of that member be sent to all members of the Institute in sufficient time before the General Meeting ... |


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|  |  | before the General Meeting |  |  |
| $\begin{gathered} \text { 9.2.1 } \\ \text { [Office-bearers] } \end{gathered}$ | - In sub-clause (a) delete the words 'the Associations Act 1991, section 63 (1)' and in their place insert the words 'section 63 (1) of the Act'; delete 'section 63A' and in its place insert 'section 63A of' before 'the Act'; in the third sentence delete the words 'the member' and in their place insert the word 'their'. <br> - At the end of sub-clause (c) insert the words 'whichever occurs first'. <br> - Insert a new sub-clause (d) as shown in the next column. | (a)All office-bearers shall be financial Members who are not disqualified from office under the Associations Incorporation Act 1991, section 63 (1) section 63 (1) of the Act nor are subject to a disqualification order under section 63A of the Act, section 63A ... Officebearers shall hold office until the conclusion of the Annual General Meeting following the date of the member their election ... <br> (c)... until the conclusion of the leave of absence of the office-bearer or until the next Annual General Meeting after the date of the appointment, whichever occurs first. <br> (d)No office-bearer shall hold his or her particular office for more than six consecutive complete terms, or as specified in clauses 9.2.2 and 9.2.3. Incoming officebearers shall be installed at the conclusion of each Annual General Meeting of the Institute. | - 'The Act' has already been defined; standardises the method of referring to sections of it; corrects an awkward expression. <br> - Clarifies the sequence of priority. <br> - Places a limit on the number of terms that can be served in any particular office (which does not include branch delegates). <br> - Second sentence saves repetition for each of the office-bearers in later clauses. | (a)All office-bearers shall be financial Members who are not disqualified from office under section 63 (1) of the Act nor are subject to a disqualification order under section 63A of the Act ... Office-bearers shall hold office until the conclusion of the Annual General Meeting following the date of their election ... <br> (c)... until the conclusion of the leave of absence of the office-bearer or until the next Annual General Meeting after the date of the appointment, whichever occurs first. <br> (d) No office-bearer shall hold his or her particular office for more than six consecutive complete terms, or as specified in clauses 9.2.2 and 9.2.3. Incoming officebearers shall be installed at the conclusion of each Annual General Meeting of the Institute. |
| 9.2 .2 [President] | - Delete the first two sentences. <br> - Move the words 'No President shall hold that office for more than three consecutive | The President shall bea financial Member and shall be elected at an Annual General Aleeting. The President shall hold office until the completion | - Already stated in clause 9.2.1. <br> - Creates a more logical flow. | No President shall hold that office for more than three consecutive complete terms. In the event of a President failing ... |


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|  | complete terms' before the words 'In the event of ...'. <br> - Delete the final sentence. | of the next Annual General Aleeting of the Institute. No President shall hold that office for more than three consecutive complete terms. In the event of a President failing ... <br> The incoming President shall be installed at the conclusion of each Annual General Meeting of the Institute. | - Already stated in clause 9.2.1. |  |
| $\begin{gathered} 9.2 .3 \\ {[\text { Vice- }} \\ \text { president(s)] } \end{gathered}$ | - In the first sentence, before the word 'determined' insert the words 'may be', and delete the words 'and described'. <br> - Delete the second and third sentences. <br> - Move the words 'No Vicepresident shall hold that specific office for more than three consecutive complete terms' before 'In the event of'. <br> - Delete the final two sentences. | Where the National Council so decides, there may be more than one Vice-president position, with such duties and responsibilities as may be determined and describedin the by-laws. The Vice-president(s) shall be financial Members. The Vice-president(s) shall be elected at an Annuat General Meeting. The Vicepresident(s) shall hold office until the completion of the next Annual-General Meeting of the Institute. No Vice-president shall hold that specific office for more than three consecutive complete terms. In the event of Vice-president(s) failing for any reason to complete their term of office, the National Council shall appoint successor(s) to serve the unexpired portion of the term. Such an appointed Vice-president shall succeed to the office of President only with the consent of the Annual General Meeting following the appointment. | - Provides greater clarity and avoids reduncancy. <br> - Already stated in clause 9.2.1. <br> - Creates more logical flow; also allows a Vice-president to move to a different vicepresidential position after three terms. <br> - The first sentence is not needed, as it assumes that a Vice-president will automatically succeed to the office of President. The second sentence has already been stated in clause 9.2.1. | Where the National Council so decides, there may be more than one Vice-president position, with such duties and responsibilities as may be determined in the by-laws. No Vice-president shall hold that specific office for more than three consecutive complete terms. In the event of Vicepresident(s) failing for any reason to complete their term of office, the National Council shall appoint successor(s) to serve the unexpired portion of the term. |


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|  |  | The incoming Vice-president(s) shall be installed at the conclusion of each Annual General Meeting of the Institute. |  |  |
| 9.2.4 <br> [Immediate Past President] | - In the first sentence, delete the words 'shall be a financial Member and shall'. <br> - In the same sentence, delete the words 'the next Annual General Meeting of the Institute' and in their place insert the words 'all terms of office of the succeeding President'. <br> - At the end of the second sentence, insert the words 'of the Immediate Past President so replaced'. <br> - Delete all remaining sentences in toto. | The Immediate Past President shall be a financial Member and shall automatically succeed to that office from the office of President and hold that office until the completion of the next Annual General Aleeting of the Institute all terms of office of the succeeding President. In the event of an Immediate Past President failing for any reason to complete his or her term of office, the National Council shall appoint a successor to serve the unexpired portion of the term of the Immediate Past President so replaced. Such an appointed Immediate Past President shall serve a second term only with the consent of the Annual General Meeting following the appointment. <br> No Immediate Past President shall hold office for more than three consecutive complete ferms. The incoming Immediate Past President shall be installed at the conclusion of each Annual General Meeting of the Institute. | - Already stated in clause 9.2.1. <br> - Clarifies otherwise confusing description of when the IPP's term ends. <br> - Clarifies which 'term' is being referred to. <br> - With the clarifications in the first two sentences, the third sentence is not needed. The remaining two sentences have already been stated in clause 9.2.1. | The Immediate Past President shall automatically succeed to that office from the office of President and hold that office until the completion of all terms of office of the succeeding President. In the event of an Immediate Past President failing for any reason to complete his or her term of office, the National Council shall appoint a successor to serve the unexpired portion of the term of the Immediate Past President so replaced. |
| 9.2.5 <br> [Branch Delegates] | - In the first paragraph, delete the words 'Branch Delegates for each Branch and Professional Section shall be | (a)Branch Delegates for each Branch and Professional Section shall be selected from the Branch or Section | - Removes references to professional sections; clarifies that there is only one delegate for each branch, and | (a)A Delegate from each Branch shall be elected at a general meeting of that Branch held not later than 2 |


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|  | selected from the Branch or Section Committee at general meetings of the Branches and professional sections' and in their place insert the words 'A Delegate from each Branch shall be elected at a general meeting of that Branch'. <br> - Insert a new sub-clause (b) as shown in the far column, and renumber the following paragraph. <br> - At the end of the existing second paragraph, insert the words 'A Branch Committee may also appoint an Alternate Branch Delegate to be available when needed as a proxy for that Branch's delegate'. | Committee at general meetings of the Branches and professional sections A Delegate from each Branch shall be elected at a general meeting of that Branch held not later than 2 months before the Annual General Meeting of the Institute. <br> (c) A Branch Delegate or Council Member who is unable to attend meetings of the Council shall appoint a proxy, who shall be a financial Member. A Branch Committee may also appoint an Alternate Branch Delegate to be available when needed as a proxy for that Branch's delegate. | that the delegate is elected at a general meeting, not selected from the branch committee. <br> - Clarifies what needs to occur if a branch delegate position is vacant. <br> - Provides a mechanism for appointing a permanent proxy when appropriate. | months before the Annual General Meeting of the Institute. <br> (b)When a general meeting fails to elect a Branch Delegate, or an elected Branch Delegate is unable to complete his or her term, the Branch Committee shall appoint a financial Member of that Branch to that position for the remainder of that term. <br> (c) A Branch Delegate or Council Member who is unable to attend meetings of the Council shall appoint a proxy, who shall be a financial Member. A Branch Committee may also appoint an Alternate Branch Delegate to be available when needed as a proxy for that Branch's delegate. |
| 9.3.1 [Time \& Venue] | - Delete the word 'before' and in its place insert the word 'after'. <br> - After the word 'times' insert the words 'and by such other means,'. | The National Council shall meet at the place of and at a convenient time immediately be-fore-after the Annual General Meeting and at such other places and times, and by such other means, as may be deemed needful, but at least 4 times per year. Between these | - Aligns the meeting time with current practice. <br> - Provides for meetings by videoconferencing and similar means. | The National Council shall meet at the place of and at a convenient time immediately after the Annual General Meeting and at such other places and times, and by such other means, as may be deemed needful, but at least 4 times per year. Between these meet- |


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|  | - After the word 'needful' insert the words 'but at least 4 times per year'. <br> - Delete the words 'or Professional Section'. | meetings, the National Council shall communicate online to transact the general business of the Institute, and such business as may have been deputed from any Branch or Professional Section, ... | - Clarifies that meetings of National Council should as a matter of standard practice be more than annual, thereby aligning with current arrangements. | ings, the National Council shall communicate online to transact the general business of the Institute, and such business as may have been deputed from any Branch ... |
| 9.3.2 [Executive Officer] | - Delete the heading and in its place insert the new heading 'Appointed Officers'. <br> - In the text, delete the words 'The Executive Officer' and in their place insert the words 'Persons appointed under Clause 8.2'. | Executive Officer Appointed Officers <br> The Executive Officer Persons appointed under Clause 8.2 shall be entitled to attend meetings of the National Council at its discretion but shall not be entitled to vote. | - Allows National Council to have at its meetings (to provide advice or secretarial services, as currently occurs) any of the appointed officers, not just an Executive Officer. | Appointed Officers <br> Persons appointed under Clause 8.2 shall be entitled to attend meetings of the National Council at its discretion but shall not be entitled to vote. |
| $9.3 .3$ <br> [Convening ...] | - In the heading delete the words 'and Notice'. <br> - In the text, delete the first and third sentences. <br> - In the remaining sentence, delete the words 'shall be set' and in their place insert the words 'may be specified in an annual schedule but shall be confirmed'. | Convening and Notice The National Secretary shall convene additional meetings at the request of any member of the National Councit. The date, time and venue for an ordinary meeting shall be seł may be specified in an annual schedule but shall be confirmed by the preceding ordinary meeting. Written notice of any Council meeting shall be given by the National Secretary to each member of the Council at least 14 days before the time appointed for the meeting, of such other period as may be unanimously agreed on by the members of the Council. | - The existing clause describes the arrangements when National Council typically only met once per year. The amended clause aligns the constitutional provisions with longstanding practice. | Convening <br> The date, time and venue for an ordinary meeting may be specified in an annual schedule but shall be confirmed by the preceding ordinary meeting. |
| 9.3.4 <br> [Business] | - In the heading delete the word 'Business' and in its place insert the word 'Agenda'. | Business Agenda <br> The notice agenda of any Council meeting shall specify the general nature of all the | - [See explanation in 9.3.3.] <br> - Also removes the (inflexible) requirement for unanimous acceptance of unschedul- | Agenda <br> The agenda of any Council meeting shall specify the nature of all the business to be |


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|  | - Delete the word 'notice' and in its place insert the word 'agenda'. <br> - Delete the word 'general' and after the words 'nature of' insert the word 'all'. <br> - Delete the words 'business that' and in their place insert the words 'as agreed by'. <br> - Delete the words 'unanimously agree to treat as urgent business'. | business to be considered at the meeting and no other business shall be transacted at that meeting except business that as agreed by the Council members present at the meeting unanimously agree to treat as urgent business. | ed items of business. | considered at the meeting and no other business shall be transacted at that meeting except as agreed by the Council members present at the meeting. |
| 9.3.5 <br> [Presiding Member] | - In the second sentence: <br> + Move the words 'in order of preference' to after the word 'chaired'. <br> + Delete the words 'the Branch Delegate of the Branch in which the meeting is being held' and in their place insert the words 'another Council member agreed by thos present'. <br> - Delete the third sentence. | ... If the President is unable to attend a meeting of the Council, then in order of preference the meeting shall be chaired, in order of preference, by a VicePresident, the Immediate Past President or the Branch Delegate of the Branch in which the meeting is being held another Council member agreed by those present. In the case of a Branch Delegate presiding, that Delegate shall-appointa proxy Delegate to take his or her place as Delegate to the meeting. | - [See explanation in 9.3.3.] | ... If the President is unable to attend a meeting of the Council, then the meeting shall be chaired, in order of preference, by a Vice-President, the Immediate Past President or another Council member agreed by those present. |
| 9.3.6 [Quorum] | - In the second sentence, delete the word 'five' and in its place insert the word 'seven'; delete the words 'present in person or via telephone conference call and the like' and the words 'must include'. | ... Quorum for the National Council shall be five seven members including at least two office-bearers-present in person or via telephone conference eall or the like and must include representation of at least three Branches. | - [See explanation in 9.3.3.] Also adjusts the quorum figure for the current size of National Council. | ... Quorum for the National Council shall be seven members including at least two office-bearers and representation of at least three Branches. |


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| 9.3.8 (new) [Minutes] | - Insert a new clause 9.3.8, headed 'Minutes', as shown in the far column. | - | - These matters should be formally specified. | The minutes of National Council meetings shall record the names of all Council members present, any apologies, the matters discussed, and any decisions made. When a formal vote has been taken, the minutes shall record the number of votes for and against. |
| 9.4 <br> [Executive Committee] | - Delete Clause 9.4 in toto, and renumber succeeding clauses. | - | - This clause relates to a time when National Council did not meet regularly and most decisions had to be made by the Executive Committee. | - |
| 9.4 <br> (renumbered) [Delegation to Committees] | - Delete the word 'rule' (thrice occurring) and in its place insert the word 'clause'. <br> - At the end of the final paragraph, insert the words 'unless otherwise specified in the instrument of delegation'. | ... under this rule clause ... <br> (f) A committee may meet and adjourn as it thinks proper unless otherwise specified in the instrument of delegation. | - Corrects terminology. <br> - Most committees' terms of reference specify a minimum frequency of meetings. | ... under this clause ... <br> (f) A committee may meet and adjourn as it thinks proper unless otherwise specified in the instrument of delegation. |
| 9.5.1 <br> [Decisions] | - Delete the words 'arising at' and in their place insert the words 'to be decided by'. <br> - Delete the words 'the committee present at the meeting or' and in their place insert the words 'that body'. <br> - Delete the words 'by postal ballot where such ballot is authorised by the Executive Committee'. | Questions arising at to be decided by the National Council, the Executive Committee or any committee appointed by the National Council shall be determined by a majority of the members of the committee present at the meeting of that body voting by postal balloł where such ballot is authorised by the Executive Committee. | - Greater clarity. <br> - More generic word than 'committee' needed; and presence at a meeting does not need to be specified. <br> - Postal ballots are no longer required when emails and videoconferencing are now available. | Questions to be decided by the National Council, the Executive Committee or any committee appointed by the National Council shall be determined by a majority of the members of that body voting. |

