



Webinar

Is your Constitution Fit for Purpose

The
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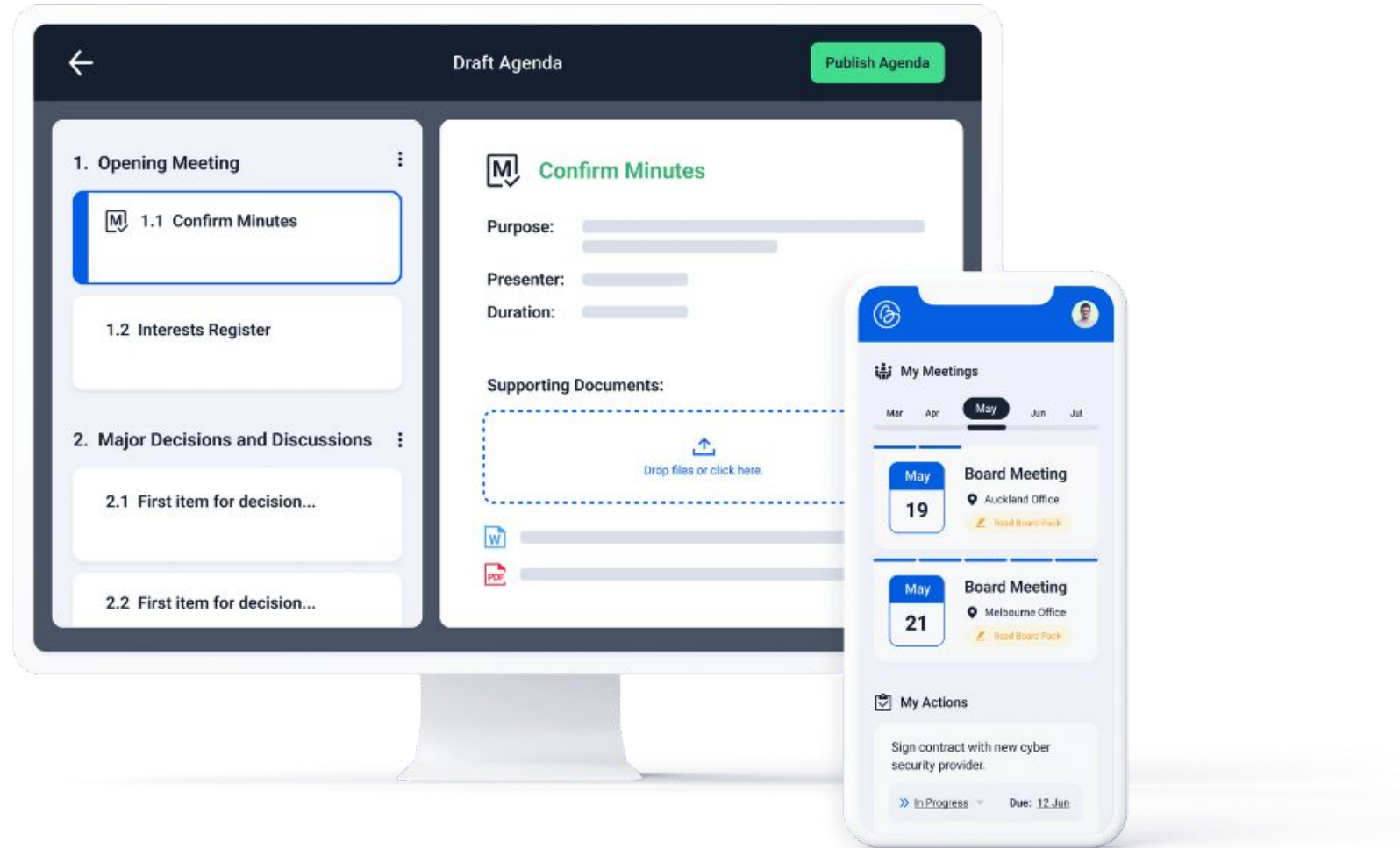
The
Breakthrough
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Breakthrough Solutions for Not-for-Profits.

Outsourced Not for Profit accounting, governance, human resources, and payroll solutions – under one roof.

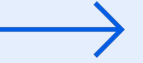






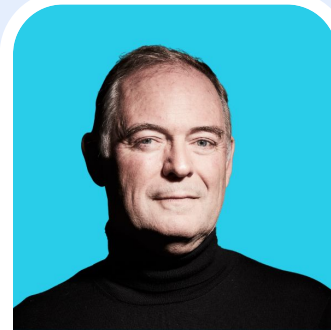


Making the fundamentals of governance free and easy to implement



**Anna
Fitzgibbon**

Executive | Governance
The Breakthrough office



**Steven
Bowman**

Managing Director
Conscious Governance



**Gordon
Shaw**

Independent Director
Grounded Governance

**Slides, webinar video,
resources and presentation will
be sent to you.
Relax, listen and ask questions**





Webinar

Is your Constitution Fit for Purpose

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01

Purpose of your constitution



- Legal contract with society and members
- Tax status
- Operations
- Company Limited by Guarantee (Corps Act)
- ACNC (Australia)

- Associations Incorporations Act (State/Territory)
- Cooperatives Act
- Royal Charter (Commonwealth)
- And many others

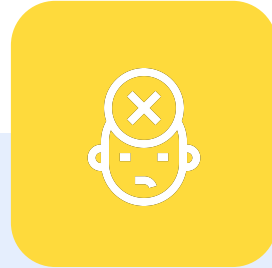


02

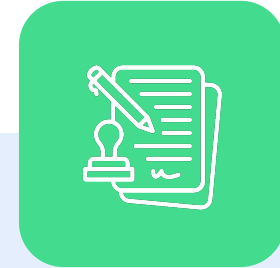
How to read your constitution



Things we have to do-are we doing it



Things we cant do-are we not doing that



Any changes to law

Put yourself in the shoes of an activist/active member



03

Why your constitution has some strange clauses



→ Historical

→ Meddling/power

→ Don't ignore it



04

How to change it with member approval

- a. Identify the changes required, and reasons for change
- b. Submit to Board for approval/discussion
- c. Seek feedback from members re proposed changes
- d. Develop FAQs after member feedback
- e. Develop and implement member comms plan
- f. Final changes sent to members for approval at General Meeting





05

Three Phases



Phase 1: Procedural

- Procedural alignment of Constitution with ACNC and Corporations Act requirements.

Phase 2: Clarification

- Procedural clarification of specific requirements.
- Board needs to approve the clarifications.
- Communications plan with members for approval of changes.

Phase 3: Member Engagement and feedback on Substantive changes

- Options for specific requirements re key areas of member interest.
- Board create Taskforce with Terms of Reference
- Taskforce develop workplan and timeframes (including research)
- Develop Communications processes with members for ongoing feedback
- Approval by members at General Meeting.



06

When to toss it all in?



→ Use template constitution

→ Mark up changes



07

Modern Trends

- Smaller Board size
- Term limits of 3 years, not 1 year, usually 3 terms max plus one year off
- Independent/co-opted Directors to fill skills gap
- Board elects Chair, not members
- Chair And President positions co-existing
- Executive Committees disbanded
- Treasurer is now Chair of Finance (FAR) ctee
- Paying Directors
- Federations becoming single entity





08

Key clauses that create angst



01

The most politically charged - Size and structure of Board eg representation and/or independent/co-opted

02

Term limits and staggering

03

Too much information- Role of ByLaws/Policies and Procedures (vs constitution)

04

Objects. Current objects and activities may be out of sync with those stated in their constitutions. Best to have fewer rather than all encompassing in excruciating detail

05

Membership structure. Has it grown out of control? Are rights and responsibilities clearly described?

06

Dispute resolution



09

Downloadable Assets



01

[AICD 2021 Summary of Amendments](#)

02

[Constitution Analysis](#)

03

[Downloadable resource from the trenches](#)



The Breakthrough Office Launch

Corporate Secretarial



Outsourced Corporate Secretarial support, exclusively for Not-for-Profit organisations.



Creation and ongoing development of governance and compliance documents including: policies; procedures; registers; and other documents relevant to the life cycle of the Board.



Drafting and lodging key regulatory reporting deliverables, including ASIC and ACNC lodgements.



Preparing Agendas, Board Packs, and Minutes through the BoardPro Software.

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Thank you



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