INFORMATION SHEET:
CHANGES TO CONSTITUTION

It has been proposed that ACEN make significant changes to its constitution to better align this document with the practices and procedures of the association as it has developed and matured.

It is therefore proposed that ACEN change from an incorporated association under Queensland law, to a company limited by guarantee under Commonwealth law.

A special general meeting of members will be held on 5 June, 2013 to discuss and vote on this change. The following information is for members to provide some background as to why these changes are being proposed and what impact it will have on how ACEN operates.

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All members are invited to participate in the Special General Meeting and can join by teleconference.

To facilitate attendance at the meeting, teleconference participation has been arranged. Members wishing to participate through teleconference are invited to call the appropriate number and use the access code provided:

Capital City Dial In Numbers (cost of local call):
- Melbourne 03 8779 7440
- Canberra 02 6210 0851
- Hobart 03 6218 0647
- Adelaide 08 8220 0836
- Darwin 08 8989 0817
- Perth 08 9460 0829
- Hobart 03 6218 0647
- Gold Coast 07 5560 0956
- Sydney 02 9696 0774

National TOLL FREE Number: 1800 857 029 (for participants outside capital cities)

Guest Access Code (needed after you dial the relevant number above) 75660836#

Please indicate your likely attendance by sending an email to admin@acen.edu.au with the subject ‘Likely special meeting attendance’. This will assist with the conduct of the meeting.

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Where a member has any questions regarding this change they are encouraged to contact the ACEN Secretariat via email at admin@acen.edu.au.

Why is ACEN making the change?

In 2010, as part of regular review processes, the National Executive began a review of all governance policies, procedures and processes that impact on the way the association operates. This review was considered important as the Executive wished for there to be transparency in their decision making and that the association continued to ensure that it was fully inclusive of all members.

As part of this review questions were raised around the most appropriate structure of the
association. In 2011 the ACEN Executive began a proper review of the constitution under advice from Williams Graham Carman Lawyers and NFP Analysts Pty Ltd. Details of this review were shared with members at the 2012 Annual General Meeting, and also in the 2012 National Director’s Report.

ACEN was originally established as an incorporated association under Queensland law. This sets a range of expectations around how we conduct our business. In particular without the association incorporating in every state it can limit our ability to operate nationally.

To ensure that ACEN can operate as a truly national association that has a clear structure built around our important state chapters, it was decided to explore options for reforming the organisation under Commonwealth law. Upon the advice of experts the Executive decided that it was most advantageous to reform as a company limited by guarantee, registered with ASIC and governed by the requirements of the Commonwealth Corporations Act.

What are the key differences between the two constitutions?
There are a range of differences between the current constitution and the proposed constitution. Members are encouraged to read both documents and seek clarification on any particular issue.

The following highlights some of the more significant differences that members’ attention should be drawn to.

Currently ACEN is registered as an incorporated association under Queensland law. Because ACEN operates outside of Queensland it is required to also be registered under the Corporations Act as a Registrable Australian Body.

The regulations pertaining to an incorporated association are primarily designed for small local entities. The proposed constitution will reform ACEN as a company limited by guarantee. ACEN will then be governed by the regulations of the Commonwealth Corporations Act.

Being a company registered under this legislation will impose clearer governance obligations, and clarity of member rights and director duties. It will also reduce the current requirement of ACEN to comply with administrative requirements from multiple jurisdictions.

Changes to terminology
The proposed constitution will change a number of terms used to describe various parts of the organisation, such as the National Executive will now become a Board of Directors, the National Director will now become the National President. These changes are needed to better reflect the wording of the Corporations Act.

Change to election and nature of the Secretary
Within our current constitution, due to requirements of Queensland law, the Secretary of the association must be both a member of the association as well as “residing in Queensland, or in another State but not more than 65km from the Queensland border”. Under the proposed Constitution, and according to Commonwealth law, the Secretary can be an elected member or an appointed non-member. The Secretary would no longer be required to reside within Queensland. This change will allow ACEN to have a secretary elected from various states.

Change to requirements around the holding of a general meeting
Some of the regulatory changes include increasing the amount of notice required for a general meeting from 14 days to 21 days, and clearer requirements around proxy voting and counting of votes.

Change to the terms of National Executive members
The proposed constitution also places limits on terms for members of the National Executive
(Board of Directors), of a maximum of 3 terms, each being 2 years in duration, and for the National Director (President), of two consecutive terms, each of 2 years duration. Our current constitution does not have any requirements around maximum terms.

Will the change affect the state-based chapters?
Yes. Our current constitution makes no real mention of the state-chapters, including no information on their structure, governance, or reporting. At present the only representation of state-based activities is via the election of a representative of each chapter to the national executive.

The proposed constitution reflects the current practice of our 5 state-based chapters (i.e. NSW&ACT, Qld, Vic&Tas, SA&NT, and WA) as being instrumental to the organisation of the association. The proposed constitution outlines requirements for their structure, internal election processes and also more clearly explains the proper representation of the chapters within the National Executive / Board of Directors.

Will this change affect my membership and benefits?
The proposed changes will not affect the nature of membership categories. That is, ACEN will still retain the current 5 categories, including the current institutional membership provisions, as well permitting individuals to be members. Subsequent benefits of being a member will not be affected as these are governed by decisions of the National Executive / Board of Directors and are not part of the constitution. There are no proposed changes to the fees for membership.

At this stage there is nothing further that you will have to do to remain a member of ACEN.

Why is the proposed constitution longer?
The constitution is longer to include various more exacting requirements under the Corporations Act such as details related to notices.

Much of the intent of the current Constitution remains intact, although generally with the meaning more clearly delineated.

When will these changes take affect?
The members of the association are being asked to consider and vote on these changes as part of a Special General Meeting to be held on 5 June, 2013. If the majority of members in attendance vote in favour of these changes the new constitution will take affect as soon as registration can occur with ASIC.