

Internet Society of Australia
Proposed Replacement Constitution
Explanatory Notes

Purpose

The Board's aims in developing the draft were as follows:

- (1) to update the form of the organisation's constitution
- (2) to shorten the constitution and improve its readability
- (3) to update the content of the organisation's constitution in order to reflect changes in communications technology and practices (e.g. removing the need for a company seal, enabling remote voting at AGMs, enabling digital proxies)
- (4) to remove some highly specific wording relating to procedures, which create difficulties in administering meetings and membership (e.g. freeing up forms design, enabling cycle-billing)
- (5) to ensure that only those substantive changes are made that are intended, and that the features that define the organisation's purpose and its governance mechanisms, are carried over to the new document

General Matters

- Redundant transitional provisions have been omitted
- Provisions that simply mirror requirements of the Corporations Act have generally been omitted
- Some instances of excessive procedural detail have been removed
- Some instances of dated expression have been updated
- Some unnecessarily long-winded provisions have been expressed in more direct language
- The sequence has been adapted in order to bring all associated clauses together

As a result, the proposed replacement Constitution is shorter (6,600 words compared with 11,400 words of the M&AA). It avoids accidentally ham-stringing the Board. It's much easier to navigate. And it's much easier to ensure that the organisation operates in compliance with its rules.

Specific Matters

MEMBERSHIP

- **Types of Member**

In cl.5, the term 'categories of members' has been changed to 'classes', and the subsidiary term 'classes of members' has been changed to 'sub-classes'. This aligns the terms used in the Constitution with the Corporations Act 2001.

- **Rejection of Applications and Disciplining of Members**

The M&AA was vague about how these actions could be taken. Under cl. 5.1.2, an applicant for membership would now need to "support the Objects" of the organisation, providing a clear basis for the Board to reject applications (cl. 5.7) and to discipline members (cl. 7).

- **Definition of Financial Member**

In cl. 1, the term 'financial' is defined. This overcomes ambiguities about the effects of late payment and non-payment of fees, and will simplify membership administration and accounting.

GENERAL MEETINGS

- **Remote Participation and Virtual Meetings**

Greater flexibility has been provided in relation to the form of General Meetings (cls. 10.3, 10.7, 10.8). This enables full advantage to be taken of communications technologies.

- **Nomination of Candidates**

In cl. 12.3, there is no longer a prohibition on a member nominating more than one candidate. This unusual provision caused the Company significant problems about 4 years ago.

THE BOARD

- **Titles of Office-Bearers**

In cls. 1.1 and 12.4, the titles are now Chair (previously President), Vice-Chair (previously Vice-President), Treasurer and Secretary (previously Honorary). This align with contemporary conventions for associations.

- **The Number of Vice-Chairs**

In cl. 12.4, rather than "a Vice-Chair", the wording proposed is "one or more Vice-Chairs". It is highly desirable to have an additional senior office-bearer, both when communicating with other organisations, and in internal operations, as a member of the Executive Committee.

- **Executive Committee**
- **Alternate Directors**
- **Executive Director**

These are no longer defined in the Constitution, because the provisions are outdated and/or unnecessary.

- **The Quorum at Board Meetings**

Under cl. 5.1.4, the formula for computing a quorum now requires a minimum of 6 of the 12 Directors to be present, rather than the present 3 plus with a Board discretion to set a larger number. This is because Board meetings are held with electronic support, so it is now practical to set the bar higher than 3. (Attendance in 2013-15 has averaged 9, with no failures to meet the new quorum).

- **Remote Participation and Virtual Meetings**

Greater flexibility has been provided in relation to the form of Board meetings (cl. 15.2). This enables full advantage to be taken of communications technologies.