Proposed ICPA (Aust) Constitution - Explanatory and Comparison Guide

Member Consultation Document

Contents

PURPOSE OF THIS GUIDE 1

WHY IS A REPLACEMENT CONSTITUTION BEING PROPOSED? 1

KEY TERMINOLOGY 1

UNDERSTANDING THIS GUIDE 3

CHANGE CATEGORIES 3

■ ILLUSTRATIVE DRAFT BY-LAWS 3

SECTION 1 – LEGISLATIVE AND REGULATORY AMENDMENTS 4

SECTION 2 - GOVERNANCE CHANGES 6

2.1 PURPOSES OF THE ASSOCIATION 6

2.2 THE ICPA FEDERATED STRUCTURE 7

2.3 BOARD AND DIRECTOR TERMINOLOGY 8

2.4 CHANGE FROM EXECUTIVE TO OFFICE BEARERS 9

2.5 IMMEDIATE PAST PRESIDENT 10

2.6 DIRECTOR TERM LIMITS 10

2.7 REMOVAL OF A DIRECTOR 12

2.8 MEMBERSHIP CLASSES AND CATEGORIES 13

2.9 RIGHTS AND OBLIGATIONS OF MEMBERS 15

2.10 VOTING MEMBER DELEGATES 15

2.11 MEMBER APPLICATIONS AND ADMINISTRATION 16

2.12 MEMBERSHIP FEES 17

2.13 CEASING TO BE A MEMBER 19

2.14 GENERAL MEETINGS AND THE ANNUAL CONFERENCE 20

2.15 ICPA (AUST) BOARD VOTING RIGHTS 21

2.16 PAYMENTS TO DIRECTORS 22

2.17 BOARD MEETINGS 23

2.18 PATRON 24

DRAFT

PURPOSE OF THIS GUIDE

This Guide has been prepared to assist members in understanding the proposed ICPA (Aust) Constitution during the consultation process.
It provides:

- an explanation of the purpose, legal necessity and practical effect of the proposed constitutional changes,
- a comparison between the current Constitution and the proposed Constitution by topic,
- an indication of the nature of each significant change (for example, legislative requirements, governance modernisation, terminology updates or governance policy decisions), and
- references to the relevant clauses in both the current and proposed Constitutions.

This Guide is intended to support informed discussion and feedback during the consultation process and should be read together with:

- the proposed Constitution,
- the illustrative By-laws, and
- any accompanying consultation material.

WHY IS A REPLACEMENT CONSTITUTION BEING PROPOSED?

The current Constitution has served ICPA (Aust) well for many years and has provided the foundation for the Association's governance as it has grown and evolved. Over time, however, it has been amended on numerous occasions, resulting in a document that can be difficult to navigate and contains a mixture of governance, administrative and procedural provisions.

As part of the constitutional review, legal and governance advice was obtained to consider the Constitution as a whole. Following that review, a replacement Constitution was developed using contemporary drafting principles. This approach provides the opportunity to improve clarity, consistency and usability while preserving the Association's member-driven, federated structure and the values that have guided ICPA (Aust) since its incorporation.

Many of the proposed changes are interconnected and have been designed to operate together as a single governance framework, supported by a suite of By-laws. For this reason, the proposed Constitution is presented as a complete document for members to consider, rather than as a series of individual amendments.

KEY TERMINOLOGY

Unless a comparison is being made with the current Constitution, this Guide generally uses the terminology contained in the proposed Constitution

The following terms are used throughout this document.

DRAFT

Current Constitution	Proposed Constitution	Meaning/Explanation
Federal Council	Board	The governing body of ICPA (Aust).
Federal Councillor	Director	A member elected to the ICPA (Aust) Board.
Executive	Office Bearers	Directors elected to specific offices such as President, Vice President, Secretary, Treasurer, Assistant Secretary and Publicity Officer. The proposed Constitution recognises these as Office Bearers rather than a separate Executive.
Ordinary Member	Ordinary Member	The concept is retained. An Ordinary Member may be an individual, one or both parents of a family, or a Lone Member. The proposed Constitution provides for family membership through the newly defined term Family Member, which describes the joint membership arrangement of two parents.
Ordinary membership may relate to one or both parents of a family	Family Member	A defined term for two parents of a family who hold joint membership and meet the membership requirements in the proposed Constitution.
State Council/State Association	Member Association	The incorporated ICPA Association in a State or Territory. Its governing body continues to be known as the State Council.
Member Bodies	Voting Members	The proposed Constitution identifies the categories of Branches, Member Associations, Lone Member Bodies, Federal Life Members and the Directors as Voting Members, with voting rights set out in the Constitution.
Lone Member	Lone Member	An individual or Family Member for whom membership of a Branch is impractical and who meets the requirements of the Constitution.
	Lone Member Body	The collective body of Lone Members within a State or Territory where there are at least five Lone Members.
Delegate	Delegate	An individual authorised to represent and exercise voting rights on behalf of a Voting Member at a General Meeting.
Federal Life Member	Federal Life Member	An individual awarded Federal Life Membership in accordance with the By-laws.
Annual General Meeting, General Meetings and Conferences	General Meeting	A formal meeting of Members, i.e. the Annual General Meeting (AGM) or a Special General Meeting. The former deals with statutory and constitutional business, while the latter allows

Current Constitution	Proposed Constitution	Meaning/Explanation
		formal Association business to be dealt with outside the AGM where required.
	Annual Conference	The Association's annual forum for advocacy motions and related business. The relevant quorum, meeting procedures and voting requirements as set out in the proposed Constitution for General Meetings also apply to the Annual Conference.
Special Resolution	Special Resolution	A resolution at a General Meeting that must be passed by at least 75% of the votes cast by Members entitled to vote on the resolution e.g. constitutional or Policy Statement amendments.
	ACNC	Australian Charities and Not-for-profits Commission
	ACNC Act	Australian Charities and Not-for-profits Commission Act 2012 (Cth)
Act	Act	Associations Incorporation Act 2015 (WA)

UNDERSTANDING THIS GUIDE

CHANGE CATEGORIES

■ **Legislative/Regulatory Requirement**

Introduced to align the Constitution with applicable legislation or regulatory requirements.

■ **Governance Modernisation**

Reflects contemporary governance practice and improves clarity.

■ **Governance Policy Decision**

A discretionary proposal for Members to consider.

■ **Terminology Modernisation**

Updates terminology only. No intended change to the way ICPA operates.

■ **Administrative Clarification**

Clarifies existing practice without changing its effect.

■ ILLUSTRATIVE DRAFT BY-LAWS

To assist Members in considering the proposed Constitution, this Guide references the illustrative draft By-laws which have been prepared to demonstrate how each document is intended to complement each other. These draft By-laws are provided with the consultation information and should be read alongside this Guide and the proposed Constitution.

DRAFT

The current suite of Illustrative Draft By-laws includes:

1. The ICPA Federated Structure,
2. Membership Categories and Representation,
3. Membership Applications and Administration,
4. Membership Fees and Financial Status,
5. Rural and Remote,
6. Patron,
7. Supporters of ICPA (Aust) Subscription Category.

SECTION 1 – LEGISLATIVE AND REGULATORY AMENDMENTS

The proposed Constitution includes a number of amendments to align the Constitution with the Associations Incorporation Act 2015 (WA), referred to as 'the Act' in this table**.** These amendments are generally technical in nature and do not represent governance policy decisions. The table below identifies the key legislative amendments and briefly explains their purpose.

Current Constitution	Proposed Constitution	Subject	Explanation
Rule 19.7 Rule19.8 Rule 32: Inspection of Records of the Association	Clause 12	Register of Members	The proposed provisions update the register requirements, including statutory declarations for certain access requests, restrictions on access to personal information in prescribed circumstances, and the 30-day access timeframe. The provisions expressly refer to Sections 54 and 56 of the Act and regulations.
Rule 13: Disciplinary Action, Disputes and Mediation	Clause 14: Disciplining a Member	Disciplinary procedure	The new Clause 14 carries over the intent of the current Rule 13 but has been revised to reflect contemporary practice, timing and wording as set by the Act and expands the scope of actions the Board may take. Additionally, a Member who has been expelled may now apply to the State Administrative Tribunal for

Current Constitution	Proposed Constitution	Subject	Explanation
			review of the decision within six months of expulsion.
Rule 16: Resolving Disputes Rule 17: Mediation Process	Clause 15	Dispute Resolution	Rules 16 and 17 have been rewritten to align with the model rules in the Act. The intent remails the same.
Rule 25: AGMs/General Meetings/Conferences of the Association	Clause 16: Calling a General Meeting	AGM timing and meeting technology	The proposed Constitution requires the AGM to be held within six months after the end of the financial year. While it may align with the Annual Conference in practice, this will not be prescribed. Provisions have been added to expressly permit General Meetings to be conducted wholly or partly using virtual meeting technology. These provisions are aligned with the Act.
Rule 25.1: AGM/General Meeting/ Conference notice	Clause 17: Notice of a General Meeting	General Meeting notice period (AGMs and Special General Meetings)	The notice period is changed from the current 12 weeks to a minimum of 21 days, reflecting the requirements of the Act. Note: any Special Resolution to be proposed at the General Meeting (e.g. for proposed constitutional or Policy amendments) must be provided with the notice. The Board may provide a longer notice period where appropriate.
	Clauses 22.5 - 22.10	Provisions regarding polls	These provisions have been added to align with the Act.
Rule 20.1	Clause 29.1	Ceasing to be a Director	New Clause has been expanded to include other cessation events under the ACNC Act.
Rule 44: Material Personal	Clauses 31 - 33	Powers of the Board/By-	Clauses 31 and 32 confirm the powers of the Board. Clause

Current Constitution	Proposed Constitution	Subject	Explanation
Interests of Committee Members		laws/Duties of Directors	33 confirms the duties of Directors, including under the ACNC.
	Clause 44	Service of Notices	Provisions simplify the methods and timing for notices and allow for publication of notices on the ICPA website/portal. This is in line with the requirements of the Act and contemporary standards.
	Clause 50	Common Seal	This clause has been reinstated following advice from the regulator that the Constitution should expressly state that the Association does not have a common seal.
	Other Matters: Clauses 45 - 48 Clause 51	• Sources and Management of Funds • Accounts and Audits • Custody and Inspection of Records • Winding up the Association	These matters have been Updated to align with the Act, ACNC Act and model rules.
	Clause 52	Transitional Arrangements	This Clause outlines how the current membership structure and board structure will transition to the new structure under the new Constitution.

SECTION 2 - GOVERNANCE CHANGES

2.1 PURPOSES OF THE ASSOCIATION

■ **Governance Modernisation**

This change updates the structure and drafting of the Association's purposes while retaining the intent of the existing Objects.

Current Constitution	Proposed Constitution

The Constitution sets out the Objects of the Association.	The Constitution adopts a contemporary Purposes clause that consolidates the existing Objects into an overarching purpose supported by more specific purposes.
Current Rules	**Proposed Clauses**
Rule 2.0: Objects	Clause 3: Purposes

Explanation
The proposed Constitution consolidates the existing Objects into overarching purposes. This structure expresses the Association's purpose more clearly while retaining the intent of the current Constitution.

Summary
The proposed Constitution modernises the drafting of the Association's Purposes while retaining the intent of the existing Objects.

2.2 THE ICPA FEDERATED STRUCTURE

■ **Governance Modernisation**
Introduces a specific constitutional provision clarifying ICPA's federated structure and the relationship between ICPA (Aust), Member Associations and Branches.

Current Constitution	**Proposed Constitution**
Establishes the governance framework for ICPA (Aust) and recognises Branches and State Councils within its membership and governance arrangements.	Introduces a specific provision clarifying the Association's federated structure within its Purposes.
Current Rules	**Proposed Clauses**
Relevant provisions relating to State Councils and Branches throughout the Constitution.	Clause 2.5: Type of Association

Explanation
The proposed Constitution introduces an express provision addressing ICPA's federated structure. This makes the relationship between ICPA (Aust), Member Associations and Branches clearer within the constitutional framework. The change is intended to clarify ICPA's longstanding structure, rather than change how the organisation operates.

Summary
The proposed Constitution expressly clarifies ICPA's federated structure and the relationship between ICPA (Aust), Member Associations and Branches.

■ **Related Illustrative Draft By-law**

The ICPA Federated Structure

Provides further detail on the respective roles of ICPA (Aust), Member Associations and Branches, and how they work together within ICPA's longstanding federated structure.

2.3 BOARD AND DIRECTOR TERMINOLOGY

Terminology Modernisation

This change updates governance terminology only. It is not intended to change the role, authority or operation of the governing body.

Current Constitution	Proposed Constitution
References to Federal Council as ICPA (Aust)'s national governing body and Federal Councillors as its representatives throughout the Constitution.	Replaces Federal Council with Board and Federal Councillor with Director throughout the Constitution.
Current Rules	**Proposed Clauses**
References to Federal Council and Federal Councillors throughout the Constitution.	References to Board and Directors throughout the Constitution.

Explanation

The proposed terminology is intended to better describe the governance responsibilities already undertaken by those elected to govern ICPA (Aust). It does not mean the Association is becoming more corporate or changing its fundamental nature. ICPA (Aust) will remain a member-driven, grassroots, volunteer organisation with the same purpose, advocacy role and federated structure.

The governing body of an incorporated Association may be called a Federal Council, Management Committee or Board. Regardless of its name, those elected to govern have legal duties and responsibilities under the Constitution and applicable legislation. The proposed terminology does not create new responsibilities, but more clearly describes those that already exist.

The reasons for adopting the proposed terminology are to:

- better reflect current governance practice,
- clearly communicate the responsibilities of those elected to govern,
- align with terminology commonly used by regulators, governments, funding bodies and partner organisations, and
- recognise the governance experience, responsibilities and leadership undertaken by volunteers representing the Association.

Many ICPA (Aust) volunteers also contribute to other community organisations, industry bodies and not-for-profit boards. The term *Director* more clearly describes their governance role and recognises the experience and leadership gained through their volunteer service.

Summary
The proposed Constitution updates governance terminology without changing the Association's member-driven nature, federated structure or operation.

2.4 CHANGE FROM EXECUTIVE TO OFFICE BEARERS

■ Governance Modernisation
This change reflects contemporary governance practice and improves clarity.

Current Constitution	Proposed Constitution
The Executive comprises the President, Vice Presidents, Secretary, Treasurer and Assistant Secretary.	The Office Bearers comprise the President, Vice Presidents, Secretary, Treasurer, Assistant Secretary and Publicity Officer. The proposed Constitution recognises the Publicity Officer as an Office Bearer.
Current Rules	**Proposed Clauses**
Rule 19: Management Rule 26: Election of Candidates to Federal Council	Clause 24: Board Composition Clause 28: Election of Directors

Explanation
The proposed Constitution replaces the term *Executive* with *Office Bearers* to clarify the relationship between the Board and the Directors who hold specific offices.

The change reinforces the principle that the Board is the governing body of ICPA (Aust), with governance decisions made collectively by all Directors. Office Bearers undertake additional responsibilities associated with their positions but do not constitute a separate governing body.

The change reflects contemporary governance practice and clarifies the distinction between the collective governance responsibilities of all Directors and the additional responsibilities associated with particular offices.

Summary
The proposed Constitution replaces Executive with Office Bearers to reinforce the principle of collective Board governance while recognising the additional responsibilities associated with particular offices.

■ Related Illustrative Draft By-law
Governance of the Association – Responsibilities of Board Directors
Explains that all Board Directors share the same governance responsibilities regardless of whether they hold an Office Bearer position, while recognising the additional responsibilities associated with particular offices.

2.5 IMMEDIATE PAST PRESIDENT

■ Governance Policy Decision
A discretionary governance proposal for Members to consider.

Current Constitution	Proposed Constitution
Rule 19.2 provides for the Immediate Past President to be an ex-officio member of Federal Council and the Executive. Rule 26.7 limits Executive members to four consecutive years in any one position.	The Immediate Past President is no longer automatically a member of the Board after completing their term as President.
Current Rules	**Proposed Clauses**
Rule 19.2: Immediate Past President Rule 26.7: Executive Term Limits	N/A

Explanation
The proposed Constitution no longer provides for the Immediate Past President to automatically remain a member of the Board after completing their term as President. Under the current Constitution, the Immediate Past President automatically remains on Federal Council in an ex-officio position for a maximum of four consecutive years following completion of their term as President.

This means a President who serves the maximum four consecutive years could potentially remain on the Board as the Immediate Past President in an ex-officio capacity for a further four years. The proposed change recognises that this may result in a lengthy period of continuous Board service and provides greater flexibility for former Presidents who may wish to step away from formal Board responsibilities after completing their term.

Former Presidents may continue to contribute to the Association in an advisory capacity where appropriate if they choose to do so. As for all Directors, former Presidents can also choose to stand for re-election to the Board following a minimum one-year break.

Summary
The proposed Constitution no longer provides for the Immediate Past President to automatically remain a member of the Board after completing their term as President. The change provides greater flexibility for former Presidents while preserving opportunities for them to continue contributing to the Association in an advisory or observer capacity should they choose to do so.

2.6 DIRECTOR TERM LIMITS

■ Governance Modernisation
Introduces limits on continuous service in specified Office Bearer positions and an overall limit on consecutive years of service as a Director.

Current Constitution	Proposed Constitution
Executive positions are limited to four consecutive years in the same position.	President, Secretary and Treasurer are limited to four consecutive years in the same position.
No overall maximum period of service on Federal Council for other positions.	All Directors, including President, Secretary and Treasurer are limited to a maximum of ten consecutive years' service on the Board.
Current Rules	**Proposed Clauses**
Rules 26.7 and 26.8: reference to Term Limits	Clause 25: Terms of Office for Directors Clause 26: Term Limits of Directors

Explanation
The proposed Constitution introduces two complementary term limits intended to support succession planning and leadership renewal while retaining organisational knowledge and experience.

The first change limits continuous service as President, Secretary or Treasurer to four consecutive years in the respective office. These positions carry significant leadership, governance and financial responsibilities, and the limit is intended to create opportunities for leadership renewal.

The four-year office limit does not extend to all Office Bearer positions. The proposal retains flexibility for the Vice Presidents, Assistant Secretary and Publicity Officer, recognising the value of continuity, experience and specialist skills in these roles.

The second change introduces an overall limit of ten consecutive years' service as a Director. This applies to all Directors, including those holding Office Bearer positions, and is intended to balance continuity and experience with opportunities for new skills and perspectives on the Board.

The proposed Constitution does not permanently prevent a former Director from serving again. After a one-year break, a former Director may nominate for election again, subject to the Constitution's requirements. Members retain responsibility for electing Directors and Office Bearers.

Summary
The proposed Constitution limits the President, Secretary and Treasurer to four consecutive years in their respective offices and introduces a maximum of ten consecutive years' service on the Board for all Directors. After a one-year break, former Directors may nominate for election again.

DRAFT

2.7 REMOVAL OF A DIRECTOR

■ **Governance Modernisation**
Updates the Director removal process by introducing an alternative Board-led process alongside removal by Voting Members at a Special General Meeting.

■ **Governance Policy Decision**
A discretionary proposal for Members to consider.

Current Constitution	Proposed Constitution
Rule 15 allows removal of a Federal Councillor by a two-thirds majority at a General Meeting on specified grounds.	Clause 30 allows Voting Members to remove a Director by ordinary resolution at a Special General Meeting. It also allows the Board to remove a Director by a two-thirds majority at a Board meeting.
Current Rules	**Proposed Clauses**
Rule 15: Removal of a Member of Federal Council	Clause 30: Removing a Director

Explanation
The proposed Constitution revises the process for removing a Director. It retains the right for Voting Members to remove a Director by ordinary resolution at a Special General Meeting and introduces an additional process under which the Board may remove a Director by a two-thirds majority of votes at a Board meeting.

The Board process is intended to provide an alternative to a removal decision being considered at a meeting of the wider membership. This may reduce public confrontation and protect the privacy of those involved.

Under Clause 30.2, a Director who is the subject of a proposed removal resolution may make written representations and request that they be provided to the Board and/or Members or read out at the relevant meeting.

If a Director is removed by the Board, they have the right to initiate the dispute resolution process outlined in Clause 15 of the proposed Constitution.

Summary
The proposed Constitution introduces a Board process for removing a Director by a two-thirds majority, alongside removal by Voting Members at a Special General Meeting. The Board process is intended to reduce public confrontation while retaining an opportunity for the Director to make representations.

2.8 MEMBERSHIP CLASSES AND CATEGORIES

■ **Governance Modernisation**

Simplifies the membership structure by grouping Members into two constitutional classes according to the rights they hold, while preserving the voting rights of all current Members who have them.

Current Constitution	Proposed Constitution
Six membership categories are established in the Constitution, together with the eligibility criteria for each category.	Two constitutional membership classes are established – Voting Members and Ordinary Members. The Constitution provides for the categories of Voting Members. Membership voting rights and provisions remain unchanged.
Membership voting rights are attached to the existing membership categories.	Membership rights are attached to the two constitutional membership classes and the voting rights they have.
Member Bodies (Branches and State Councils) are provided for in Rule 11. Member Bodies have voting rights via up to two Delegates.	Branches and Member Associations are recognised under the Voting Members class.
Rules 6.5 and 6.6 provide for Corporate Membership and School Corporate Membership.	Corporate Membership and School Corporate Membership categories are not carried forward as membership categories and instead will have a separate subscription arrangement.
Current Rules	**Proposed Clauses**
Rule 3.6: Definitions Rule 6: Members Rule: 11 Member Bodies	Clause 7: Classes of Membership

Explanation

The proposed Constitution distinguishes between membership classes and the recognised membership categories that sit within those classes.

The proposed Constitution establishes two membership classes—Voting Members and Ordinary Members—and preserves the constitutional rights attaching to those classes, including voting rights and representation. These rights remain protected by the Constitution and cannot be altered except through the constitutional amendment process.

The Constitution identifies the recognised categories of Voting Members and carries over established rights and voting entitlements.
The change is intended to simplify the composition of the Association, not to remove existing voting rights. All current Members who hold voting rights will retain those rights under the proposed structure.

The proposed Constitution clarifies which body holds membership of ICPA (Aust) and the associated voting rights at General Meetings and the Annual Conference. Under the existing Constitution, the State Council is recognised as the Member Body. Under the proposed Constitution, membership is held by the State Association itself, with the State Council recognised as its governing body, hence the change in terminology from State Council to Member Association.

Legal advice obtained clarifies that membership of an association is a contractual relationship, meaning that only legal persons (i.e. individuals or entitles with legal capacity) can enter into such contracts. A legal person can be a natural person (individuals) or a legal entity (e.g. a corporation or association). A governing body (e.g. a State Council, a Board of Directors, a management committee etc) in itself is not a legal person rather it is a part of the entity and acts on its behalf. The governing body may make decisions on behalf of the entity, but it does not personally or independently become a member.

For example, under the proposed Constitution, ICPA NT is the Member Association, while the NT State Council is its governing body. ICPA NT holds membership of ICPA (Aust), and the NT State Council nominates delegates from its Council to represent ICPA NT and exercise its voting rights in accordance with the Constitution.

Removal of Corporate and School Corporate Membership

The existing Constitution provides for Corporate Membership and School Corporate Membership under Rules 6.5 and 6.6. These categories have not been carried forward into the proposed Constitution as membership categories.

Feedback sought has indicated that organisations participating in these categories wish to support ICPA rather than be Members of the Association. In response, the proposal is to establish a separate subscription category for organisations wishing to support the Association without formally becoming Members. An Illustrative Draft By-law has been prepared for consideration.

Summary

The proposed Constitution simplifies membership into two classes based on Members' rights, clarifies that Member Associations hold membership and voting rights in ICPA (Aust), and preserves the existing voting rights of Members.

The Corporate and School Corporate Membership categories are not carried forward as membership categories and a subscription arrangement will be proposed.

Related Illustrative Draft By-laws

Membership Categories and Representation

Provides further information regarding the recognised membership categories, representative arrangements and the practical operation of the constitutional membership framework.

Supporters of ICPA (Aust) – Subscription Category
A proposed subscription category for supporters to receive ICPA (Aust) publications and advocacy updates without membership rights.

2.9 RIGHTS AND OBLIGATIONS OF MEMBERS

■ **Governance Modernisation**
Consolidates member rights and obligations into a single clause.

Current Constitution	Proposed Constitution
Member rights and related provisions are spread across several rules of the current Constitution.	Clause 8 brings the rights and obligations of Members together in one place.
Current Rules	**Proposed Clauses**
Rules 5.3, 6, 7, 10, 13.9, 18.4–18.5, 19.7 and 27.1	Clause 8: Rights and Obligations of Members

Explanation
The proposed Constitution consolidates provisions relating to member rights and responsibilities into a single clause. Clause 8 sets out the rights associated with Voting Members and Ordinary Members and expressly identifies member obligations, including compliance with the Constitution, By-laws and any applicable Code of Conduct.

This makes member rights and responsibilities easier to locate and understand.

Summary
The proposed Constitution brings member rights and obligations together in one clause.

2.10 VOTING MEMBER DELEGATES

■ **Governance Modernisation**
Consolidates provisions relating to Delegate appointment, eligibility and representation.

Current Constitution	Proposed Constitution
Rule 27.1 sets out Delegate entitlements and arrangements for Branches, State Councils, Lone Members, Federal Life Members and serving Federal Councillors. Rule 18.5 requires Delegates from Branches and State Councils to be financial Members of the Association.	Clause 9 updates Delegate appointment and eligibility provisions to reflect the new Voting Member classes and categories. The requirement for fees to be paid before Delegates can vote is addressed separately in Clause 21.1.
Current Rules	**Proposed Clauses**

Rules 18.5: refers to a financial member Rule 27.0:Voting Entitlements	Clause 9: Voting Member Delegates Clause 21.1: refers to financial member

Explanation
The proposed Constitution updates the Delegate provisions to reflect the revised membership classes and categories, including the terminology used for the bodies represented by Delegates.

It also addresses Delegate appointment and eligibility, while the requirement for fees to be paid before Delegates can vote is dealt with separately in Clause 21.1.

Summary
The proposed Constitution updates Delegate arrangements to align with the revised membership structure and terminology.

2.11 MEMBER APPLICATIONS AND ADMINISTRATION

■ **Governance Modernisation**
Reorganises the membership framework by bringing individuals and organisations within two membership classes and removing the separate Member Bodies section.

■ **Administrative Clarification**
Moves detailed membership application, registration and ongoing recognition requirements from the Constitution into the supporting By-law.

Current Constitution	**Proposed Constitution**
Rules 6 and 7 set out membership categories, fees and related requirements. Rule 11 sets out registration requirements and arrangements for Branches and State Councils.	Clause 10 establishes the application framework and gives the Board discretion to approve or reject membership applications. Detailed application, administration and ongoing recognition requirements are set out in an Illustrative Draft By-law.
Current Rules	**Proposed Clauses**
Rules 6: Members Rule 7: Membership Fees Rule 11: Member Bodies	Clause 10: Application for Membership

Explanation
The proposed Constitution establishes two classes of membership – Voting Members and Ordinary Members – collectively referred to as Members of the Association. This brings individuals and organisations within a common membership framework, rather than retaining the separate *Member Bodies* section of the current Constitution.

The requirements previously set out in Rule 11 for Branches and State Councils are addressed through the proposed membership framework and the supporting Illustrative Draft By-law.

Clause 10 establishes the framework for membership applications and gives the Board discretion to approve or reject applications. The By-laws set out the detailed application, administration and continued recognition requirements for individuals, Branches and Member Associations.

Summary
The proposed Constitution reorganises the membership framework, replacing it with a common membership structure and moving detailed application, registration and ongoing recognition requirements into the supporting By-law.

■ **Related Illustrative Draft By-law**
Membership Applications and Administration
Sets out the application, administration and ongoing recognition requirements for individuals, Branches and Member Associations under the proposed Constitution.

2.12 MEMBERSHIP FEES

■ **Governance Policy Decision**
A discretionary governance proposal recommended by the Board for Members' consideration.

■ **Administrative Clarification**
Moves detailed membership application, registration and ongoing recognition requirements from the Constitution into the supporting By-law.

Current Constitution	Proposed Constitution
Under Rule 7, membership fees are determined by Members at the Annual General Meeting.	Responsibility for determining membership fees rests with the Board.
The Constitution specifies arrangements for payment of membership fees, including payment methods and timing.	Detailed payment and timing arrangements are addressed in the Illustrative Draft Membership Fees and Financial Status By-law.
Under Rule 18.3 a member paying manually through a Branch is not considered financial until the Branch Treasurer forwards the relevant affiliation fees.	The related financial-status provision is addressed in the Illustrative Draft Membership Fees and Financial Status By-law, which recognises the date the Member pays as the payment date, notwithstanding subsequent delays in processing or remitting the fees.
Current Rules	**Proposed Clauses**
Rule 7: Membership Fees Rule 18: Annual Subscription	Clause 11: Membership Fees

Explanation
The proposed Constitution places responsibility for determining membership fees with the Board. This reflects the Board's responsibility for the financial management of the Association, including ensuring its ongoing financial sustainability and solvency.

Clause 11 expressly provides for the Board to set different fees, waive or vary fees, determine payment methods and due dates, and manage membership where fees remain unpaid. It also addresses reinstatement following termination for non-payment and refunds for Members who are suspended or expelled.

The Board recognises that membership fee decisions have significant operational implications. Changes to membership fees require sufficient time for budgeting, communication with Members, website and system updates, and the administrative processes undertaken by Branches, Member Associations and the Membership Officer before the commencement of the membership year.

For this reason, *the Illustrative Draft Membership Fees and Financial Status By-law* establishes an operational framework to guide how this responsibility is exercised. The Illustrative Draft By-law provides that, in determining membership fees, the Board must have regard to matters including:

- providing certainty to Branches, Member Associations and Members,
- budgeting and financial planning,
- member communications,
- website and system updates, and
- the administrative arrangements required before the commencement of the membership year.

The Illustrative Draft By-law further provides that membership fees should ordinarily be determined by 30 June for the following membership year and should ordinarily take effect from 1 January. This allows sufficient time for budgeting, communication and the administrative processes required to implement any changes.

The Illustrative Draft By-law also recognises that, in exceptional circumstances, the Board may need to determine membership fee changes at another time where it reasonably considers this necessary in the best interests of the Association, including to maintain its financial sustainability or solvency.

In practice, membership fee adjustments have historically been modest. The Board recognises that membership fees directly affect Members and would continue to consider the views of Members, Branches and Member Associations when determining any future membership fee changes.

The By-law also changes the treatment of manual membership payments. Under current Rule 18.3, a member paying through a Branch is not considered financial until the relevant fees are forwarded. Under the proposed By-law, payment is recognised from the date the Member pays, so a Member is not disadvantaged by subsequent delays in processing or remitting the payment.

DRAFT

Summary
The proposed Constitution transfers responsibility for setting membership fees from the AGM to the Board and expressly sets out the Board's powers concerning fee levels, waivers, payment arrangements and non-payment. The Illustrative Draft By-law provides an operational framework for fee decisions and protects Members from being disadvantaged by delays in processing or remitting fees they have paid.

Related Illustrative Draft By-law
Membership Fees and Financial Status
Clarifies the arrangements for determining and administering membership fees, including payment methods and Members' financial status, to support the implementation of Clause 11 of the proposed Constitution.

2.13 CEASING TO BE A MEMBER

Governance Modernisation
Consolidates the circumstances in which membership ceases and clarifies the consequences. Introduces additional grounds for membership to cease, a standard clause in constitutions.

Current Constitution	Proposed Constitution
Sets out the circumstances in which membership ceases, including death, winding up, resignation and expulsion. Non-payment of membership fees is addressed separately, including the provision for discretionary reinstatement if late payment is accepted.	Consolidates the circumstances in which membership ceases, retains existing grounds and introduces additional grounds relating to membership eligibility, failure to provide required information, failure to meet undertakings and other circumstances specified in applicable membership terms. It also addresses the consequences of cessation, including outstanding fees and readmission.
Current Rules	**Proposed Clauses**
Rules 7.4 - 7.5: Non-payment of membership fees Rule 8: When Membership Ceases Rule 9: Resignation Rule 10.2: Refunds	Clause 13: Ceasing to be a Member

Explanation
The proposed Constitution brings the circumstances in which membership ceases together in Clause 13. It retains existing grounds such as resignation, death, winding up and expulsion, and adds further grounds relating to membership eligibility, failure to provide information required for renewal, failure to meet undertakings given on admission, and other circumstances specified in applicable membership terms.

Clause 13 also sets out the consequences of membership ceasing. A former Member is not entitled to a refund of membership fees and cannot be readmitted until outstanding fees, including any applicable interest or other charges, have been paid. The provisions should be considered alongside Clause 11, which addresses membership fees, non-payment and reinstatement.

Summary
The proposed Constitution introduces additional grounds for membership cessation.

2.14 GENERAL MEETINGS AND THE ANNUAL CONFERENCE

■ **Governance Modernisation**
Clarifies the distinction between the Association's General Meetings and its Annual Conference.

Current Constitution	Proposed Constitution
Provides for Annual General Meetings (AGMs), General Meetings and the Annual Conference, with provisions governing their respective purposes and procedures.	Distinguishes between General Meetings (i.e. the AGM and Special General Meetings) and the Annual Conference as separate processes.
Provides for the AGM and Annual Conference to share certain procedures, including quorum and voting arrangements.	Applies the relevant General Meeting quorum and procedural provisions to the Annual Conference.
The date of the AGM and Annual Conference is determined at the previous AGM. The State or Territory in which they are to be held is determined at the AGM two years beforehand.	The location of the next Annual Conference is determined at the current AGM. The proposed Constitution does not specify the same advance arrangements for determining the dates and location of the AGM and Annual Conference.
Provides for Annual Conference motion submission timeframes and certain motion procedures.	Requirements for Annual Conference motions and submission timeframes are addressed in an existing ICPA (Aust) By-law.
Current Rules	**Proposed Clauses**
Rule 25: Annual General Meeting, General Meetings and Conferences of the Association	Part C: General Meetings (Clauses 16 - 23) Clause 40: Annual Conference

Explanation

Distinguishing General Meetings from the Annual Conference
The existing Constitution distinguishes between General Meetings and the Annual Conference, while providing for certain procedures to apply to both. The proposed Constitution makes this distinction clearer by addressing General Meetings and the Annual Conference in separate sections, recognising that the Annual Conference is not itself a General Meeting.

General Meetings, i.e. the Annual General Meetings and Special General Meetings, are the formal meetings of Members conducted in accordance with the Constitution and applicable legislative requirements. The Annual Conference remains the Association's principal annual gathering and the forum for developing national advocacy positions, considering advocacy motions and conducting related business.

Although the proposed Constitution addresses the Annual Conference separately, the existing arrangements for conducting formal business at the Conference will continue, including the application of relevant quorum and procedural provisions. This is a clarification of the constitutional structure, rather than an intended change to how the Annual Conference operates, how its business is conducted or how Members participate.

Other changes to General Meetings and the Annual Conference
The proposed Constitution adds the standard provision for a General Meeting to be convened if requested by Voting Members meeting the specified 10% threshold. It also removes the Chairperson's casting vote when a motion is tied, meaning the motion does not pass.

The proposed Constitution changes the arrangements for determining the dates and location of the AGM and Annual Conference. Under the current Constitution, dates are determined at the previous AGM and the host State or Territory two years beforehand. Under the proposed Constitution, only the location of the next Annual Conference is required to be determined at the current AGM. This does not prevent ordinary motions about Annual Conference planning being submitted for consideration at the Conference.

Detailed requirements for Annual Conference motions and submission timeframes are removed from the Constitution and are addressed in an existing ICPA (Aust) By-law.

Summary
The proposed Constitution clarifies the distinction between General Meetings and the Annual Conference, applies relevant meeting procedures to the Conference, and changes how its location is determined. It also clarifies Members' ability to request a General Meeting and removes the chairperson's casting vote when a resolution is tied.

2.15 ICPA (AUST) BOARD VOTING RIGHTS

■ **Governance Modernisation**
Changes national-level voting representation by providing two votes for the Directors collectively, rather than individual voting rights for serving Federal Councillors.

Current Constitution	Proposed Constitution
Serving Federal Councillors attend as Delegates and exercise individual votes at Annual General Meetings, General Meetings and Annual Conferences.	The Directors collectively comprise one Voting Member, entitled to two votes at General Meetings and Annual Conferences, exercised by appointed Director Delegates.
Current Rules	**Proposed Clauses**

Rule 27: Voting Entitlement	Clause 7: Voting Members Clause 9.4: Delegates representing the Directors Clause 21: Methods of Voting at a General Meetings Clause 40: Annual Conference

Explanation
Under the current Constitution, serving Federal Councillors attend as Delegates and exercise individual votes at Annual General Meetings, General Meetings and Annual Conferences. With a full Federal Council, this can result in up to 15 votes being exercised by the national governing body, compared with a maximum of two votes for each Branch, State Council and Lone Member body.

The proposed Constitution changes this arrangement by providing for the Directors to comprise one Voting Member, with the Directors collectively entitled to two votes. The Association itself cannot be a member of itself. Nor can the Board, as a governing body, hold membership in its own right. The voting entitlement is therefore attached to the individual Directors, who comprise the Voting Member under the proposed Constitution.

This structure retains national-level representation within ICPA (Aust)'s federated model, in which Members are represented at Branch, State/Territory and national levels.

Summary
The proposed Constitution changes national-level voting representation by providing two votes for the Directors collectively, exercised by appointed Director Delegates, rather than individual voting rights for each serving Federal Councillors. This retains national-level representation while establishing a consistent two-vote entitlement for the Directors, Branches and Member Associations.

2.16 PAYMENTS TO DIRECTORS

■ **Governance Modernisation**

■ **Legislative/Regulatory Requirement**
Updates the circumstances in which Directors may be reimbursed for expenses or paid for work performed for the Association outside their role as a Director and establishes approval requirements for these payments.

Current Constitution	Proposed Constitution
Rule 22.6 provides for reimbursement of committee members' reasonable out-of-pocket expenses.	Clause 34 permits reimbursement of reasonable expenses and payment for other work performed for the Association but prohibits fees for serving as a Director. Payments require Board approval, with

	additional Voting Member approval for payment for other work.
Current Rules	**Proposed Clauses**
Rule 22.6: Committee member expenses	Clause 34: Payments to Directors.

Explanation
The proposed Constitution updates the arrangements for reimbursing Directors and paying them for work performed outside their Director role. It prohibits payment for serving as a Director and requires approval by the Board and, *for other work, Voting Members at a General Meeting*. (See Section 1 Legislation table re: Clause 34.3)

Summary
The proposed Constitution establishes clearer controls on payments to Directors, distinguishing reimbursement and payment for other work from fees for serving as a Director.

2.17 BOARD MEETINGS

■ Governance Modernisation
Reflects contemporary governance practice and improves clarity

Current Constitution	Proposed Constitution
Sets out the arrangements for Board meetings, including meeting procedures and notice requirements.	Updates Board meeting procedures, reduces the standard notice period from four weeks to seven days, removes the chairperson's casting vote, and permits resolutions to be passed without holding a Board meeting.
Current Rules	**Proposed Clauses**
Rule 22: Meetings of Federal Council, including Rule 22.2 on notice of meetings.	Clause 35: Board Meetings Clause 36: Notice of a Board Meeting; Clause 38: Decisions of the Board without a Board Meeting.

Explanation
The proposed Constitution updates the procedures for conducting Board business.
The standard notice period for a Board meeting is reduced from four weeks to seven days, while allowing a different period if unanimously agreed by the Directors and shorter notice in urgent circumstances.

The chairperson no longer has a casting vote if votes are tied, meaning the motion does not pass. The proposed Constitution also allows the Board to pass written resolutions without holding a meeting, provided a majority of Directors assent to the resolution. This provides flexibility for decisions that do not require a formal meeting.

Summary
The proposed Constitution modernises Board meeting procedures by reducing the standard notice period, removing the chairperson's casting vote and allowing Board resolutions to be passed without a meeting.

2.18 PATRON

■ Governance Modernisation
Removes the specific constitutional provision for appointing a Patron and addresses the proposed Patron arrangements in an Illustrative Draft By-law.

Current Constitution	Proposed Constitution
Rule 28.1 provides that a Patron may be appointed by Federal Council, subject to any By-laws of the Association.	The specific provision for appointing a Patron is removed from the Constitution. The proposed arrangements for the appointment and role of a Patron are set out in the Illustrative Draft By-law – Patron.
Current Rules	**Proposed Clauses**
Rule 28: Patron	N/A

Explanation
The proposed Constitution removes the specific provision for appointing a Patron, allowing the arrangements for the role to be addressed separately in an Illustrative Draft By-law. This keeps the Constitution focused on the Association's core governance framework while providing greater flexibility to establish and amend arrangements for the Patron role without requiring a constitutional amendment.

Summary
The proposed Constitution removes the Patron provision to keep the Constitution focused on core governance arrangements, with greater flexibility provided through an Illustrative Draft By-law.

■ Related Illustrative Draft By-law
Patron
The draft By-law provides for the appointment of a Patron and outlines the honorary and ceremonial nature of the role, the Patron's permitted activities and limitations, and the circumstances in which the appointment may end.

DOCUMENT CONTROL

Version	Date	Related Constitution Version
1.0	29.10.26	ICPA (Aust) Draft Constitution Version 2.0