



**PROFESSIONS  
AUSTRALIA**

Dear Members

### **New Constitution - Explanatory Memorandum**

Our existing Constitution was adopted by members of the Australian Council of Professions (“Professions Australia”) in 2005. At the time it was considered a suitable constitutional framework to reflect the needs and wishes of the members. Increasingly however it has become outdated and very difficult to manage. The Board believes it has reached the point where it is reasonable to consider it unworkable and seeks to replace it with a constitution which will better enable Professions Australia to carry out its mission and achieve its vision.

To position the Australian Council of Professions as an organisation which is forward-looking and provides significant thought leadership in the areas such as ethics, professionalism, accreditation and best practice the Board has commissioned a new, more appropriate Constitution for the future. It has been prepared by a senior legal practitioner in consultation with members of Professions Australia who serve as directors. Now it is time for the membership to review this work and consider the motion of the Special General Meeting on Monday 30 April 2018 to adopt the new Australian Council of Professions Constitution.

The President and Board Directors are very pleased to be able to share the attached proposed Constitution which is in line with best practice in modern not-for-profit organisations and good governance, for your review.

Key changes proposed within the new Constitution include:

- changing of the name and number of office holder positions from President, Senior Vice-President, Junior Vice-President, Honorary Treasurer and Immediate Past President (5) to Chair, Deputy Chair and Treasurer (3).
- at its first meeting after the annual general meeting each year the Board will elect the office-bearers from among the directors rather than as a direct election of representatives by members.

- quorum of members needed to consider ordinary business at the annual general meeting has been changed from five members to four members entitled to vote to more easily allow for the conduct of business at the AGM.
- directors' terms will change from one year terms to staggered two year terms.
- each voting Member association will have one vote a principle adopted universally by many not for profit organisations giving expression to the view that each Member is equally as important as another.
- directors will cease to hold office if they cease to be the representative of a member thereby strengthening the links between Professions Australia and its Members

I urge you to read this Constitution and discuss with your association member representative ahead of the Special General Meeting in Melbourne at 11.00 am on 30 April 2018. Voting will be enabled through physical attendance and by proxies. Remote participation will be provided for those who wish to attend the meeting by virtual means.

Kind regards

**Liz Lang**  
Chief Executive Officer  
Professions Australia