

Summary and Explanation of Changes Proposed to SACOSS Constitution

July 2019



Background

The SACOSS constitution was last reviewed and substantively amended in 2014. There have been changes in SACOSS and in the regulatory regime since then and a number of problems have been identified in the current constitution.

The Board has undertaken a simple review of the current rules and now recommends a small number of important changes that will facilitate the continued work of SACOSS.

The changes being proposed and the rationale for those changes are as follows:

1. The title Executive Director replaced by CEO

The title in the current constitution is dated and a number of years ago the Board moved to change the title of the senior employee to Chief Executive Officer. This simply brings the Constitution into line with current practice.

Motion 1

That the words “Executive Director”, each and every time they appear in the Constitution, be replaced with the words “Chief Executive Officer”.

2. Board Quorum (Clause 8.2)

The wording of clause 8.2 was clumsy and difficult to interpret and was a left-over from when the Board was much larger. This re-wording clearly sets a bottom line of half the Board, and makes it simple to establish whether the Board is quorate or not?

Motion 2

That is clause 8.2, the words “not less than one more than” be deleted.

3. Membership of Policy Council

There are two technical changes proposed here, and one substantive change – which itself requires a number of subsequent amendments.

The first technical change is required because clause 10.1.2 currently leaves open the possibility that we would breach our rules if there are not two members of the Board available to attend Policy Council. The proposed change makes the position more flexible (but still capped at two representatives) and is in line with current practice.

The substantive change (and the only one proposed in these changes) is to clause 10.1.3 and seeks to embed an acknowledgement of the special role that peak bodies play in our sector. The proposed clause gives any peak body that is a member of SACOSS the automatic right to nominate someone to Policy Council. This replaces the current limitation of 6 peak bodies on Policy Council and removes the requirement for election of peak body representatives.

A number of subsequent changes are required as a consequence of this change. With the peak bodies no longer to be elected positions on Policy Council, we need to separate those positions from the election provisions in clause 12, but ensure that peak bodies are included in the paragraphs dealing with attendance (10.8) and non-attendance (10.9.2). Further, given peak bodies will automatically have a position on Policy Council, they have been excluded from nominating for other positions (as this would give a peak multiple votes).

The final technical change in clause 10 amends clause 10.9.3 to close an oversight in the previous drafting which would allow non-members to vote on Policy Council and makes the currently convoluted wording in 10.10 simpler (with no change in the current process).

Motion 3

That the words “No more than” be added at the beginning of clause 10.1.2

Motion 4

That clause 10.1.3 be replaced with the words “A nominee of any peak body that is a current SACOSS member”

And subsequent to that:

- The words “Elected members comprising” be inserted at the beginning of Clause 10.1.4 and that existing clauses 10.1.4 to 10.1.9 become sub-clauses under those words;
- In clause 10.8, the words “who is a nominee of a peak body or” be inserted after the words “If a person”;
- In clause 10.9.2, the words “or nominated by a peak body” be inserted after the words “nominee of an organisation”;
- In clause 12.1, the paragraph above 12.1.1 be replaced with the words:
“Elected positions on the Board and the Policy Council shall be filled by vote of the members, with half of each of the Board positions referred to in clause 7.1.2 and half of the Policy Council positions in clause 10.1.4 being elected each year.”
- In clause 12.3 the words “referred to in clause 7.1.2” be inserted after with the words “Board members” and the words “referred to in clause 10.1.4” be inserted after the words “Policy Council”.
- In clause 12.5, the words “with the exception of a peak body” be inserted at the beginning of the clause, and the sentence “A peak body may not nominate a person for election.” be inserted at the end of the clause.

Motion 5

That:

- In clause 10.9.3 the words “ceases to be a member of SACOSS or” be inserted after the word election; and
- In clause 10.10, the last sentence shall be replaced by the words “If the vacancy relates to a person elected as a nominee of an organisation, the nominating organisation will be invited to recommend a replacement.”

4. Electronic Voting

The current election provisions which require a postal ballot are costly and inefficient to administer. These changes essentially seek to establish the capacity to undertake ballots by electronic means.

Motion 6

That:

In clauses 12.6 and 12.8, the words “or electronic voting” be added after the words “postal ballot”.

That a new clause 12.9 be added as follows:

12. 9 A ballot conducted by electronic voting can either be done via email, a website or other online platform.

12.9.1 an electronic ballot via email will require members to send an electronic copy of a completed ballot paper to a designated email address by a specified time;

12.9.2 an electronic ballot via website or other online platform will require members to access a password-secured platform and complete an electronic ballot paper by a specified time.