Australian Computer Society
CONSTITUTIONAL REFORM
Membership Consultation Document – Round 1
Version of 21 September 2021

Background

After 50 years of growth in scale, scope, revenue and influence, the Society has outgrown its current constitutional arrangements. The Management Committee and Congress have agreed that a new constitutional document needs to be developed, in a form suitable for the 21st century. This will probably involve conversion into a company limited by guarantee. Further information about the context, purpose and process is in an article that appeared in the Society's publication 'Information Age' on Thursday 30 September 2021.

The Congress has appointed a Constitutional Reform Working Group (CRWG). The CRWG is conducting a deliberative, open and consultative process with the ACS membership. This co-design process is to culminate in a recommendation to Congress of a Constitution for the membership to approve.

Three rounds of consultation will be conducted. The purpose is to focus first on the requirements of members, and to then move to abstract design then detailed design of a constitution that addresses those requirements, subject to the constraints of law and good governance:

1. The process needs to be based on a shared understanding of what the Australian Computer Society is, of its **mission and purposes**, and of the **functions** it performs. This will provide insights into the values that guide the behaviour of its members and itself, and result in a set of **principles** that will guide the subsequent work.

2. The Working Group will then present to the membership an outline of the **possible features of a constitution** to fulfil those principles.

3. Based on the outcomes of the first two rounds, the Working Group will then prepare **a draft Constitution**, and conduct a third round of consultation.

This should enable the production of a Constitution that reflects the discussions to the extent legally feasible, and that has the broad support of the membership. That Constitution will then be the basis for the formal approval process specified in the Society's current Rule 19.

The purpose of this document is to initiate the first round of consultations. It comprises sections on the nature of the ACS, its mission and purposes, the functions it performs, and a draft of a possible set of principles to guide the development of the Constitution.

Members' input is requested, including feedback on any and all aspects of this Consultation Document. Members are encouraged to draw the consultation to the attention of professional colleagues who may be interested in contributing, whether or not they are currently members.

1.   The ACS's Nature

The ACS is a member of the Australian Council of Professions, so the definition used by that organisation is an appropriate starting-point (emphases added):

> "A Profession is *a disciplined group of individuals* who adhere to *ethical standards* and who hold themselves out as, and are accepted by the public as *possessing special knowledge and skills* in a widely recognised body of *learning derived from research, education and training [and/or deep experience] at a high level*, and who are prepared to apply this knowledge and exercise these skills *in the interest of others* ... [with] high standards of behaviour in respect to the *services provided to the public* and in dealing with professional colleagues. Further, these *codes are enforced* by the Profession and are acknowledged and accepted by the community".

A professional society is an organisation that comprises and is governed by members of a particular profession.

Q1:   Should the ACS continue to be a professional society?

2.   The ACS's Mission and Purposes

Although the current, formal Objects of the Society need review, they are an appropriate starting-point for defining the mission and purposes of the organisation in the modern world.

The "Principal Object" is currently expressed as *"to promote the development of Australian information and communications technology resources"*. Changes to this expression of the Society's Mission need to accommodate the fact that it represents undertakings to regulatory agencies (ATO and ACNC), in particular in relation to the primacy of the public interest.

The current "Secondary Objects" are the:

•   advancement of professional excellence in ICT;
•   furthering ICT study, science and application;
•   promotion, development and monitoring of competence in the practice of ICT;
•   definition and promotion of the maintenance of standards of knowledge in ICT;
•   support for the formulation of effective policies on ICT and related matters;
•   extension of the knowledge and understanding of ICT; and
•   promotion of the code of ethics.

Q2:   Is 'ICT' still a suitable summation of the ACS's scope? Should the breadth of coverage be clarified by including some examples of technologies within ICT?

The term 'technology sector' seems too broad. Other terms in current use include 'digital profession(s)' and 'data profession', within the Australian Public Service. Perhaps 'ICT' should be complemented, e.g. by appending 'including such aspects as data analytics, AI and robotics'.

Some re-phrasing is suggested below. It involves replacement of the dated word 'Objects' with 'Mission and Purposes', explicit reference to benefits to the general public and benefits to members, understanding of the implications of ICT, and re-expression as intended outcomes.

Material changes to Purposes, as distinct from editorial adjustments, may require resubmission to relevant government regulators in order to maintain the Society's current approvals. Evaluations by government agencies place particular weight on the clarity of the professional society's commitment to the interests of the public.

The **Mission** of the Society is to advance the science, practice and application of information and communications technology (ICT) for the benefit of society.

In performing its Mission, the Society pursues the following **Purposes**:

(1)   The establishment and maintenance of high professional standards

(2)   The maintenance of a code of ethics and promotion of its observance

(3)   Education of its members and the community in the science, practice, application and implications of ICT

(4)   Assurance that Society Members maintain and extend their professional knowledge appropriate to their grade

(5)   Facilitation of the exchange of ideas and information among Society Members and with the community

(6)   Encouragement of and contributions to the development of knowledge and competency in ICT

(7)   The delivery of benefits to the Society's members and benefits to the public

(8)   The provision of information and advice to community leaders and decision-makers in relation to effective policies on the science, practice, application and implications of ICT, information infrastructure resources, and related matters

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Q3:   Are any of the terms and expressions in the Mission and Purposes misleading or dated? Should any alternative or additional terms or expressions be considered?

3. Implications of the ACS's Nature, and Mission and Purposes

The ACS's role as a professional society brings with it a number of responsibilities.

3.1 Primacy of the Public Interest

It is inherent in the notion of a professional society that the public interest takes precedence over other interests. This is encapsulated in Item 1 of the ACS Code of Ethics. It is also a condition that needs to be fulfilled in order to sustain the Society's relationships with governments.

3.2 A Society of Professionals

Professionals are individuals who satisfy threshold requirements in relation to intellectual understanding (by means of education), practical expertise (through training and experience), ethicality of behaviour, and the pursuit of Continuing Professional Development (CPD).

Additional categories of membership may exist, comprising in particular people who are not currently ICT professionals, such as students preparing to become professionals, retirees, and people who wish to have an affiliation with the ICT profession, such as practitioners in other fields.

Because of the centrality of professionalism to the Nature of a professional society, and in its Mission and Purposes, the Society needs to consider whether and how to transition to a position in which members only acquire voting rights when they have demonstrated that they satisfy threshold requirements.

During the last decade, the Associate grade has had no threshold requirements in relation to any of the segments of intellectual understanding, practical expertise, ethical behaviour, and continuing professional development. In view of the upward trend in Associate grade numbers, it may be that, in order to sustain its standing as a professional association, the Society needs to ensure the primacy of the professional grades, define threshold requirements, and establish transitional arrangements and pathways to accommodate the various profiles within the Associate grade.

Q4: Does the ACS need to re-establish threshold requirements for the Associate grade, and pathways and support processes to assist current Associates to satisfy them?

A further possibility is the recognition of additional categories such as 'executive responsible for ICT', 'manager of ICT professionals' and 'professional user of ICT', with threshold tests appropriate to each form of professionalism, and appropriate pathways to it.

Q5: Should the ACS embrace managers and users of ICT, subject to defined thresholds of professionalism, as being within the scope of the Society's professional membership?

3.3 A Society of Professionals and/or of Corporations

Just as professional associations perform important functions, so too do industry associations. An important distinction between the two relates to their different Nature, and to the Mission and Purposes that they pursue, and that are expressed in their constitutions:

- A professional association includes as its primary purpose a statement that it is to act for the benefit of the public good; whereas
- An association of corporations generally has the interests of its member corporations as its primary purpose, with benefit to the public good as at best a secondary purpose.

Many ACS members are active in both categories of organisation. Industry and professional associations often have good relationships and work together where their interests coincide. There is however, always a possibility of conflict, due to the differences in their Nature, Mission and Purposes, and the adoption of different policy positions on particular issues.

This potential for conflict challenges a professional organisation that has structural relationships with associations of corporations. ACS acquired several industry associations in 2019. **We are therefore seeking members' thoughts on how this potential for conflict might be handled in the new constitutional structure.**

Some of the possible approaches suggested to us are:

- The establishment of an operating subsidiary (e.g. ACS Enterprises Pty Ltd), with the ACS exercising control over that subsidiary and applying ethical investment principles to it. However, this would on occasions constrain the freedom of the industry associations to represent the interests of their corporate members.
- An arrangement such as that adopted by Engineers Australia, which provides a home for a range of 'Technical Societies', some of which are professional in nature, while others are relatively small, specialised industry associations
- A decision that the risk of such conflict is so small that it can be ignored
- Implementation of risk mitigation strategies that reduce the harm to both the professional association and the industry associations to a sufficiently low level
- Reconsideration of the future of the existing industry associations, but in any case ensuring an orderly process that enables all parties to perform their functions and prosper

We encourage your thoughts and suggestions on the issues canvassed in this section, and on any other relevant aspects not addressed here. In particular:

Q6: Should the ACS devise a risk-managed way to host industry associations in order to avoid harm to the professional society and relevant industry associations, or should the Society devise an organisational structure that avoids tensions between their distinct objectives, stakeholders and value-sets?

4.   The ACS's Key Functions

A professional society, in order to reflect its Nature, and to fulfil its Mission and Purposes as discussed in the previous sections, needs to perform a wide variety of functions. ***Appendix A*** lists functions that are key to the achievement of the ACS's Mission and Purposes, as reflected in its current constitutional documents, web-site and practices. Consideration has also been given to the functions performed by a range of other such organisations.

Distilling those functions suggests the following clusters:

- **Professional Standards** – including the Code of Ethics, ICT technical standards, ICT bodies of knowledge, express entry criteria, application assessment, accreditation of educational providers and courses for entry qualifications and for postgraduate and professional studies
- **Professional Development** – including provision of professional education programs and of continuing professional development events, the operation of communities of practice, learned publications, professional publications
- **Benefits for the Public and Members** – including community outreach, networking events, facilitation of communications among members, information resources, professional insurance, career advice, employment assistance, advocacy to governments
- **Public Policy** – including public statements, submissions and publications in relation to ICT and information infrastructure resources, their applications, and their implications

We encourage your thoughts and suggestions in relation to the Society's Key Functions. In particular:

Q7: Are any functions of the ACS missing, under-emphasised, or over-emphasised?

5.   The ACS's Commercial Business Lines

The ACS has been active, and successful, in seeking business lines that can generate surplus to support the achievement of its Mission and Purposes. However, members may consider that some factors relating to the Society's business-lines should be addressed in the Constitution.

Here are some factors that members might wish to consider:

- Specify that revenue-generating activities need to be not inconsistent with the Nature of the Society, and, for example, its Objects and Code of Ethics

- Specify structural separation between ACS as a professional association and the commercial business lines that it operates.

  Commercial business lines exist primarily to generate revenue to support the activities of ACS as a professional association and it should be clear that they are doing so. Separation between the professional association and supporting business-lines could have the advantage of providing for a Board with business expertise.

  However, some business-lines may also offer potential synergies with other ACS functions, including means of engagement with particular categories of external organisations

- Embed a framework for the allocation of surplus arising from business-lines
- Strongly emphasise the allocation of surplus to the Key Functions, as discussed in 4. above
- Ensure that lower-priority functions do not absorb material amounts of the surplus arising from business-lines

**We encourage your thoughts on this, and alternative and additional suggestions.
In particular:**

Q8: *Is substantial, direct support for innovation, for example through the ACS Labs Division, a key function of the ACS? If so, to what level should the Society support the activity from its available surplus?*

6.   Towards Principles to Guide the Drafting of the New Constitution

The preceding discussions identify a significant range of issues that need to be satisfactorily resolved as part of the process of establishing requirements for the Society's new constitution.

A set of Principles is needed, to encapsulate the Society's values, purposes and priorities. This section suggests a set of draft principles.

> **It is stressed that these draft principles are intended as a basis for discussion and challenge**. Their purpose is to assist in the emergence of a shared understanding of what the Society's membership as a whole wants the Constitution, and the governance structures and processes of the Society, to be like.

The Draft Meta-Principle

The following Meta-Principle underpins the others:

(0)   The Centrality of the Professional Membership
Members may want the Constitution to entrench direct involvement of the professional membership in the determination of the Society's values, purposes, strategy and priorities.

We seek your thoughts on whether this is an appropriate foundational statement.

The Draft Principles

In all cases, members' thoughts and suggestions are sought on the issues canvassed.

(1)   Embodiment of Values
Reflecting the Nature of a professional society, members may want the Constitution to embody its values, including those in the Code of Ethics, and particularly the primacy of the public interest.

(2)   Behaviour Consistent with Values
Reflecting the Society's Nature, members may want the Constitution to provide assurance that business objectives, strategies, priorities, judgements, policies and practices are based on, and are at all times consistent with, the Society's purposes and values.

Q9:   How should the ACS ensure its business-lines are consistent with the Society's values?

In particular, members may see the Society's business lines as means to an end, not ends in themselves. Further, they may want prioritisation of the allocation of surpluses from operational activities to reflect the Society's Nature, Mission, Purposes and Key Functions.

For example, these principles could be one possible basis for ACS strategic decisions:
1.   ACS is to pursue sufficiently diverse sources of revenue beyond membership fees, provided that each business-line is not inconsistent with the Society's values.
2.   In allocating surplus arising from business-lines, ACS is to prioritise expenditure on the ACS's Key Functions, in particular services to the public and to the membership.
3.   Business-lines that do not deliver surplus are to be limited to activities that are closely related to the Society's Key Functions, or that absorb only small-scale cross-subsidies.

Q10: How should the ACS allocate available surplus?

(3)   Dispersed Responsibilities, Powers and Funds
Reflecting the Society's Nature, members may want the Constitution to allocate
responsibilities, powers and funding according to the principle of subsidiarity,
i.e. decisions are to be made only as remotely from the members as is justified.

For example, standards and public policy positions need to be consistent nationwide;
whereas outreach and events with a local footprint, especially events with a large inter-
personal networking component, service local needs and can be run by the local Branch.

*Q11: Should ACS Branches continue to have primary responsibility for activities within
their geographical area, and powers and resources to enable them to perform those
activities?*

(4)   Sub-Societies or Colleges
Considerable fragmentation of specialisations has occurred within ICT, and codified
knowledge can now be acquired from a wide range of sources. Members may want the ACS
to have the constitutional capability to operate as an umbrella organisation or hub, which
fosters and administers specialist associations.

*Q12: Should the ACS have the constitutional capability to operate as an umbrella
organisation or hub, which fosters and administers specialist associations?*

(5)   Open Nomination Processes for Board Positions
Good governance requires that the Board as a whole have the skills, commitment and
knowledge of the Society and the ICT industry. This suggests that nominations will most
appropriately be from among experienced and senior professional members. However,
provisions are needed to safeguard the retention of corporate memory, in particular through
careful design of election cycles and terms.

In addition, mechanisms to ensure breadth, depth and diversity of expertise need to mature
in concert with Australian law and good practice, rather than move out ahead of it. There is a
particular need for training for governing committee members and for ready access by them
to professional advice, e.g. in relation to negotiations re senior staff contracts and KPIs.

*Q13: Should any professional ACS member be able to nominate as an ACS Director, or
should ACS anticipate future legal requirements and require relevant qualifications, or
evidence of prior expertise and experience in the work of association or corporate
Boards?*

(6)   A Dual-Electorate Mechanism to Ensure Balance among Interests
To reflect the twin factors of being both national and regionally diverse, members may want
the Constitution to adopt the principle applied in the Australian Constitution, whereby some
Directors are elected by the voting members as a whole, and some by an electoral college
comprising members drawn equally from each Branch.

(7)   Workable Delegations
Both the practicalities of operating the Society, and the law, demand that the constitution
establish and enable delegations of responsibility, powers and accountability, so that the
Board, other internal organs, and the senior staff-member and staff, can conduct the
Society's ongoing business in an efficient and effective manner, with the scope for sufficient
flexibility, adaptability, growth and extensibility.

This implies:
- **carefully framed delegation of responsibilities to the Board**, with responsibility
balanced by transparency, accountability, and actionable rights and remedies for
members in relation to the Board's behaviour relative to the Society's Nature, Mission,
Purposes, the delegation provided, and trust; and
- **carefully framed delegation of the Board's and other internal organs' tasks and
powers to the staff through the senior staff-member,**
with responsibility accompanied by transparency, accountability and effective controls
by the Board of the staff, through the senior staff-member.

(8) Accountability and Transparency to and Engagement with Members
Good governance requires timely and balanced disclosure of all matters that may have a material effect on the interests of the members and the public.

Members may also want the Constitution to require that members' input and feedback be gathered, and that the Board and management be responsive to members' input and feedback.

(9) Endorsement by the Professional Membership of Key Policies

Members may want the Constitution to include a further feature of the Society's accountability mechanisms. This may require that any changes to the policies that define the Society's internal structures, processes, norms and priorities need to be consistent with the Society's Nature, Mission and Purposes, and that the members would need to endorse the changes. This could be achieved in a prompt and timely manner using electronic communications and secure online voting facilities.

Q14: What member involvement is appropriate for the creation and amendment of key policies that define the ACS's internal structures, processes, norms and priorities?

(10) The Potential Role of Branches
National matters are appropriately the responsibility of national organs.

However, reflecting the Society's Nature, and the principle of subsidiarity in Draft Principle (3) above, members may want the Constitution to feature elected Branch Committees each of which has authority in relation to activities within its own geographical area, is assured of resources, and has effective working relationships with Branch staff.

Good governance requires that such Committees be subject to transparency and accountability requirements to Branch members and to the Board, and be subject to financial management norms.

(11) Appropriate Governance
Subject to the other Principles, the structure, powers, processes and responsibilities must be workable, with necessary controls designed so that they do not lead to governance paralysis, and do not seriously harm the capacity of the Society to make decisions and take actions sufficiently quickly.

(12) Legal Compliance
The constitutional document must be compliant with relevant laws, including the Corporations Act and requirements of Company Limited by Guarantee, and the ACNC Act.

Your thoughts and suggestions are sought on any and all of the above draft Principles.

Appendix A: Key Functions of a Professional Society

- **Technical and Ethical Standards**
  - Establishment, promulgation, articulation, enforcement and adaptation of a **Code of Ethics** and more detailed standards of professional behaviour
  - Establishment or adoption, promulgation, articulation, enforcement and adaptation of **professional and technical standards**, where appropriate in conjunction with other professional, industry and international associations
  - Establishment or adoption, promulgation, application, articulation, enforcement and adaptation of **accreditation standards**
- **Membership Requirements**
  - Formulation, adaptation and interpretation of threshold requirements for the various **grades of professional and other membership**
  - Formulation, adaptation and interpretation of threshold requirements for **certification of members** for practice and specialisations
- **Knowledge and Skills Assessment**
  - **Accreditation** of post-secondary educational institutions
  - Accreditation of courses of study relating to entry to the profession
  - Accreditation of providers of and courses for postgraduate and specialised studies
  - **Assessment** of applications for admission to the various grades of professional and other membership and for certifications
- **Professional Development**
  - **Professional education programs**
  - Support for **continuing professional development** across the full range of technical, managerial, executive, legal, economic, social and environmental aspects of IT
  - Operation of and/or support for **communities of practice, special interest groups and colleges** that focus on particular aspects of ICT, its applications and implications
  - Operation of and/or support for:
    - learned **publications**
    - technical publications
- **Benefits for the Public and Members**
  - Operation of and/or support for **Networking Events**, including geographically dispersed activities through branches, chapters, communities of practice and colleges
  - Operation of and/or support for **Information Resources**
  - Analysis and publication of **Employment Roles, Skills and Career Pathways**
  - **Career advice**, counselling, mentoring, employment assistance
  - Operation of and/or support for **Insurance**
  - Operation of and/or support for **Public-Outreach Publications**
  - **Outreach Events** to Schools and Communities
- **Public Policy**
  - In relation to ICT and information infrastructure resources, their applications, and their economic, legal, social and environmental implications:
    - **proactive formulation and publication of policies** and other measures to influence public policy-makers
    - **reactive preparation and submission of responses** to enquiries and proposals
    - **critical reviews of policy impacts**
    - **contributions to media and social media discussions**
- **Internal Functions**
  - Governance and operational management
  - Strategic, tactical and risk assessment and management
  - Communications with and among the membership
  - Maintenance and enhancement of governance expertise among the membership