# Explanatory Statement – Amendments to the Constitution of Blind Citizens Australia

## Introduction:

Blind Citizens Australia (**BCA**) has reviewed its constitution and proposes a number of changes – primarily to facilitate the introduction of State divisions and to bring some provisions into alignment with changes to the law. However, we have also taken the opportunity to:

* streamline the process for the nomination and election of the president; and
* make a number of minor formatting, numbering and typographical amendments.

Adoption of the updated constitution will be subject to the approval of the members via a special resolution.

This statement outlines the substantive amendments proposed and provides a brief rationale for the changes to help members make an informed decision when voting on whether to approve the changes to the constitution.

The following documents have also been created and should be read in conjunction with this explanatory note:

* a revised constitution; and
* a set of State Division Guidelines.

**NOTE:** While adoption of the revised Constitution will be formally dealt with through consideration of the Special Resolution below, those present at the Annual Meeting will have the opportunity to comment on each of the substantive amendments before the resolution is put.

## Special Resolution:

"That the draft revised Constitution of Blind Citizens Australia, including the amendments detailed in the Explanatory Statement circulated with the Notice of the 2017 Annual General Meeting and dated October 2017 be adopted, to take effect from the close of the 2017 BCA Annual General Meeting."

## Substantive Amendments

### Clauses 21.1 to 21.4 and 22: Streamlined election arrangements for the president and directors

In light of recent events, the election timetable for president and directors has been altered. As a result, we propose a simplified arrangement to allow the president and directors to be elected when required as part of the same administrative process.

For efficiency and simplicity, it is anticipated that once the amended constitution is adopted, only one voting form will be required – rather than two as is currently the case when the position of president is up for election.

We have amended the constitution to reflect these changes, by:

1. removing clause 21.1.4, 21.1 and any references to them; and
2. describing 3 year terms for directors and president at cl.22, and 1 year term for immediate past president.

### Clause 27: Updated gift fund arrangements

As a result of changes in the legislation, BCA is no longer obliged to have a gift fund. However, as BCA has historically operated a gift fund, we have retained a legacy clause.

### Clauses 2.1 and 33: Adapted clauses relevant to the National Policy and Development Council to reflect change in name and role to the National Policy Council

As you are aware, our National Policy and Development Council has shifted its focus more onto our public policy work under the name, National Policy Council. We have updated the constitution to reflect this change, and have enacted a set of bylaws to govern this committee. To avoid duplication with the bylaws, we have deleted the sections in the constitution relating to governance of the council.

### Clauses 2.2(f), 17.3 and 21.3: Amendment of clauses referring to signing documents to enable flexibility in engaging with current and future technologies.

We have amended certain clauses referring to signing documents, allowing certain documentation, such as proxy and nominations forms, to now be administered and approved by the board.

We have also added a new part to the interpretation section the constitution definition of ‘signed’ to incorporate electronic authentication, using language adapted from corporations law.

This will enable the organisation to keep abreast of the rapid technological progress in this area.

### Clauses 2.1, 10.1 to 10.4 and 16.2: Added provision for State Divisions to be established and governed.

In order for the State Divisions to run effectively, we have enshrined their existence in the constitution, with scope for a State Division to be established in each of the eight Australian States and Territories. We have largely treated their governance as we do branches, but have constrained their ability to amend their own bylaws. All members of the organisation in each State or Territory will now automatically belong to their local division, including organisational members.

### Clause 14.2: Updated members’ rights to request a general meeting to address a current inconsistency in the constitution.

We have clarified that 5% of full members or 50 full members (whichever is the lower number) may request the board to convene a general meeting.

This addresses an internal inconsistency between the constitution (namely at clauses 14.1 and 14.2) and the requirements of the Corporations Act.

### Clause 26.6: Financial signatories to be managed under a board delegations policy.

To provide the organisation and the board with greater flexibility on how and who can sign on behalf of the organisation, and to help the organisation keep up with technological shifts in this regard, clause 26.6 has been removed from the constitution. Instead, authorities relating to signing will be implemented as a policy of the board.

## Clauses 20.1 and 21.1.2: Number of directors revised to reflect the law and the requirements of BCA

The Corporations Act requires that a public company (such as BCA) has a minimum of 3 members, and requires a resolution of the members to amend the maximum number of seats. As such, we have adjusted clause 20.1 to reflect these requirements, capping the total number at ten.

We have deleted clause 21.1.2 as this is no longer permitted at law.

## Further information and feedback

If you have any questions about the planned amendments to the constitution, please contact Company Secretary Emma Bennison emma.bennison@bca.org.au or the National Office.