**Summary of BCA Inform – consultation on BCA board's proposed draft constitution**

On Tuesday 7th March, BCA Inform was held to explain and discuss a proposed draft constitution. This is the result of the board's review of BCA's current constitution in light of changing legal requirements and context, which has been conducted during the past two years. The aim of the session was to gain members' feedback on the changes proposed, so that this can be taken into account before a final draft constitution is put before members. A general meeting must be held to approve the adoption of a new constitution, and 75% of the members present must vote in favour. It is important that an organisation's governing document reflect the will of its members and is accepted by them.

Pleasingly, around 30 people attended the meeting, including several former leaders, current directors, members and staff.

The meeting was chaired by Sally Aurisch, BCA CEO.

A recording of the meeting is available. Below, we summarise the areas covered and detail some of the issues raised. Some questions raised on the night have been answered here, as post-event comments.

Stephen Belbin, BCA Vice-President and Aboriginal Elder, opened the meeting with an Acknowledgement of Country.

Stylistic changes

Angela Jaeschke, BCA General Manager Operations, explained the stylistic changes that have been made in the draft constitution. Several suggestions were made around the more effective use of headings and about the style of the headings.

ACNC related changes

Andrew Webster, BCA Treasurer, spoke about the board's decision to base the draft constitution on the template constitution created by our regulator, the Australian Charities and Not-for-profits Commission ′ACNC′. Modernisation of the constitution involves introducing several new clauses, including:

Mediation and discipline: there are currently no provisions for dispute resolution or disciplining members who harm BCA. Both these clauses have been modified to take into account the specific needs of BCA members, ensuring that they are able to have support people and that they receive relevant information in alternative formats. It was suggested that, in the circumstances, it would be desirable that this be in the accessible format preferred by the member concerned. They should not unfairly bear the onus of clearing their name. Disciplinary clauses would only be used in exceptional circumstances, such as where members had committed fraud or gross misconduct. We were reminded that earlier versions of BCA's constitution, including its initiating document, included disciplinary provisions. While examples are provided here, it is difficult to define the circumstances when this clause would be used, as they are by their nature unforeseen and unpredictable. They would also be rare.

Definition of President: This role is currently not defined. It was suggested that the proposed definition is too detailed and that it covers matters which are more properly the role of the board, such as approving the strategic direction of BCA and reviewing the performance of the CEO. The board will look to other constitutions for examples of definitions of this role.

Terms of office for directors: It is proposed that all directors are limited to nine years of continuous service on the board. The current draft proposes that a person serving as President could serve for an additional three years. Several attendees questioned the justification for this, when the objective of this clause is renewal and invigorated leadership.

Composition of the board: In line with limiting director tenure and with the ACNC template, the draft constitution removes the entitlement of an Immediate Past President to remain a director. It was suggested that BCA consider allowing the board to appoint people who are not BCA members ′i.e., not blind or vision impaired′ for one or two years. This would give the board increased access to specialised skills in governance, risk and cyber security, for example.

Post-event comment: This would be a major shift in BCA philosophy and would require separate consideration by members. It is not a part of the current proposed draft. However, the current and draft constitutions do give the board the power to appoint independent people to the Finance Audit and Risk Management Committee.

BCA specific changes

Fiona Woods, BCA President, outlined some changes that are specific to BCA.

Purpose: BCA retains its charitable purposes but has updated the wording of these. These changes reflect the words used in BCA's Strategic Plan 2022-25.

Members: The draft Constitution does not change who can join BCA - people who are blind or vision impaired - but does change how they qualify. The definitions of blindness and vision impairment relate to functional impacts on the person, rather than strict medical definitions. Most attendees welcomed this approach, while some preferred clearer definitions. The draft also removes the requirement for members to be Australian citizens, allowing people in residing in Australia for at least six months to become full members. Some attendees thought this was more inclusive and could build international connections. There was some discussion about whether people who leave Australia should be entitled to retain full membership and voting rights.

For many years, organisations could be members of BCA, if the majority of their members were blind or vision impaired. These members paid an annual subscription. No organisations have been BCA members for many years. All provisions relating to organisational members have been removed in the draft constitution. The question was asked whether this category should be removed, just because it is not utilised.

Junior members are a separate category. Attendees suggested the process for them transitioning into full membership should not rely on individuals notifying BCA of their eighteenth birthday!

Post-event comment: the current and draft Constitutions allow people to cease being members by resigning.

Branches and State Divisions: The current constitution allows for the creation of State Divisions. Only one State Division has been created, in NSW/ACT. The draft constitution retains this as the only State Division. This recognises the uniqueness of this area, which has six branches. All other States have only one branch or none. The question was asked whether this should be retained in the constitution for only one area. The board reaffirms its commitment to the State Division concept for NSW/ACT, as part of BCA's commitments undertaken when Blind Citizens NSW merged with BCA.

The uniqueness of each branch is again highlighted by the fact that Blind Citizens Western Australia is incorporated, because it was so when it became a BCA branch. Branches are not permitted to incorporate in any version of the constitution. The board and BCWA will explore ways to resolve this, which recognise BCWA's dual status as an entity and as a valued BCA branch.

Other questions raised:

Why are there references in the draft to Victoria, when BCA is a national organisation?

Post-event comment: every company must have a registered office and a principal place of business. BCA was first incorporated in Victoria, with our registered address still in Melbourne. Although BCA can operate in all States and Territories, the jurisdiction governing it remains Victoria. It therefore makes sense for any issues arising involving BCA to be dealt with by Victorian bodies.

Why is BCA a not-for-profit and a charity and what is the difference?

BCA is a not-for-profit, which means any profits it makes can not be distributed but are used to continue its work. BCA is also a charity. This is a smaller subset of not-for-profits, which exist only for charitable purposes and for public benefit. Both these terms have very specific meanings in law.

Post-event comment: Here is a useful summary of the different types of organisations.

<https://gradaustralia.com.au/career-planning/not-for-profits-charities-ngos-whats-the-difference>

Next steps

The board is delighted with the level of interest in constitutional change. The board will be considering and discussing all feedback received in coming weeks. Several improvements have already been suggested, however, not all suggestions can be adopted. The board will need to ensure that BCA's constitution continues to meet our legal requirements, be internally consistent and be fit for purpose. An updated draft will be available soon.

Your feedback is still welcome. You can email bca@bca.org.au or call 1800 033 660.