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# Blind Citizens Australia Constitution Update 2023

# Explanatory Memorandum

The board of Blind Citizens Australia (BCA) has undertaken a review of the current constitution and proposes a revised constitution to BCA members. The review included consultation with members and we thank those who contributed. Below you will find a brief summary of the proposed changes. The proposed revised constitution, the current constitution and a document outlining all changes entitled 'List of changes to BCA's Constitution 2023', is available on BCA's website: <https://www.bca.org.au/bca-constitution-update/>

The legal firm Baker and McKenzie, reviewed the draft documents and offer the following statement:

"We did not identify any proposed changes to the constitution that would cause BCA to no longer meet its legal requirements as a company, charity, public benevolent institution and deductible gift recipient."

This explanatory memorandum accompanies the Notice of Meeting at which members will vote on a resolution to adopt the revised constitution, as required by clause 40 of BCA's current constitution.

## About the Proposed Changes

The Australian Charities and Not-for-profits Commission (ACNC), the governing body for not-for-profit organisations like BCA, recommends that organisations regularly review their governance documents. Our constitution was last updated in 2017. The board undertook the current review and consultation with members over the past two years. The proposed constitution is a substantial revision of the current document. There are three broad reasons for the proposed changes.

First, mindful of BCA's enduring mission and values, there are changes that ensure that the constitution accurately reflects the way we understand and talk about our purpose and activities today. These ensure that our constitution is contemporary and relevant, while remaining anchored in its original intent.

Second, there are changes because the Board decided to align our constitution with the recommended template constitution for a charitable purpose company limited by guarantee, published by ACNC. We want our constitution to reflect best governance practice, and meet the expectations of government and funding bodies. This is a one-off change and has resulted in a large number of amendments. Many of these are minor, as they simply re-order or shift provisions within the current constitution from one place to another, rephrase provisions in simpler language or are stylistic in nature. Some are more significant, such as new additions relating to dispute resolution and disciplinary procedures.

Third, there are other stylistic changes that we have initiated so that our constitution reflects contemporary language use.

### Details of the main changes are listed in brief below:

* update the statement of BCA's charitable objects and purposes – modern and positive language to describe what we do and reflect our purpose and activity in line with our Strategic Plan (clause 6)
* define blindness and vision impairment using functional rather than medical tests – that is, blind means having no or little usable sight and vision impairment looks at the impact vision has on the way a person undertakes daily activities (definitions clause 54)
* remove class A and class B organisational members from BCA's categories of members – in practice our members are individuals not organisations. BCA's current practice is to develop partnerships with other organisations for our mutual benefit (clause 10)
* Accept members who "live" in Australia, rather than imposing citizenship or residency requirements (clause 10).
* simplify rules relating to branches and the NSW/ACT State Division (clause 15)
* recognise that general meetings and member forums or conventions may be held entirely virtually and more often (clause 16)
* define the duties of directors (clause 30), including the president and vice-president, and integrate the Board Charter (clause 33) – these clauses also reflect the ACNC template
* limit the number of consecutive full terms a director and President can serve to 3, meaning each director, including the President, may be elected for a total of nine consecutive years. There is currently no limit to a director's time on the board. (clause 34)
* change the name of National Policy Council to National Policy Committee (clause 43)

### Aligning with ACNC template

* insert headings to separate sections e.g., "Preliminary", "Charitable purposes and powers" and "Members".
* introduce dispute resolution including mediation for resolving disputes between and among members and BCA (clause 13) – this clause does not apply to disputes about service provision which will remain covered by BCA's Service Charter and complaints policy
* reintroduce disciplinary procedures – the power for the board to warn, suspend or expel a member from BCA in very limited circumstances and following specific processes, designed to safeguard members' rights. This can only happen if a member has breached the constitution or their behaviour is causing harm to BCA. Currently, for example, a member who commits a criminal offence against BCA would be entitled to remain a member. (clause 14)
* remove the provision for the Immediate Past President to automatically remain a director - consistent with the changes to directors' terms, which promote leadership renewal (clause 20 in the 2017 constitution)
* give members the right to dismiss a director (clause 30)
* more specific and stringent rules relating to conflicts of interest (clause 42)
* introduce a Deductible Gift Recipient revocation clause, required by the Australian Tax Office as a condition of Deductible Gift Recipient status (clause 53.3)