

PROPOSAL TO CHANGE OUR STRUCTURE AND CONSTITUTION

SPECIAL REPORT IPWEAQ CONSTITUTION

What is a constitution?

The constitution sets out the rules that govern the operation of the Institute for the benefit of its members. It is a contractual obligation between the Institute and each member and between members.

Why do we need a new constitution?

The Institute is currently an incorporated association under the [Associations Incorporation Act 1981](#). The Institute is also a registered charity with the ACNC (Australian Charities and Not-for-profit Commission).

An incorporated association is considered an inferior corporate structure to a Company Limited by Guarantee (CLBG). It is suitable for small associations and start-ups which may not have the capabilities or resources to adequately manage its own affairs. As a result, ultimate authority for determining the rules that will govern members and their Institute rests with the CEO of the [Office of Fair Trading](#).

As a CLBG under the *Corporations Act*, the authority to determine the rules that govern the Institute, will belong to its members.

When a CLBG is a charity, its main regulator becomes the ACNC and less complex laws apply because various provisions in the

Corporations Act switch off for registered charities that are CLBGs.

Because we are changing our corporate structure, we are not amending the current constitution but replacing it with a brand new constitution with clauses suitable for a CLBG. Very few rules in the current constitution continue in the new constitution unchanged.

There are a number of prescriptive rules in the current constitution which restrict the ability of the Institute to adapt to changing circumstances for example, categories and definitions of membership which under the new constitution can be amended from time to time by the Board.

Note however, that members have the right to veto Board decisions in a General Meeting under the new constitution [Clause 42(c)]

There are some rules in the current constitution that attempt to usurp the authority of the IPWEAQ Board to make decisions for IPWEAQ members and there are some rules that attempt to usurp the authority of members to determine the rules that will govern their institute. We have removed these rules and other void or inoperable rules.

Our constitution has not been updated since 2006 and owing to various ad hoc amendments over the years, there are a number of conflicting rules and others that

don't respond to the needs of a modern organisation eg postal voting rather than electronic voting.

More than 48 years ago on 7 October 1970, Geoff Wilmoth chaired a meeting in Rockhampton of shire engineers keen to establish an association to advance the interests of those working in local government. We will return to Rockhampton 9-11 May 2019 for the CQ Branch conference when we will also hold a General Meeting of members to consider and adopt our new structure, a Company Limited by Guarantee, and our new constitution.

Our new constitution is on our [website](#) for you to review together with our current constitution (2006) for comparison. There is a form for you to ask questions or please email me directly.

If you are unable to attend the General Meeting in Rockhampton in May 2019, please cast your vote by completing the Proxy Form on our website.

I look forward to discussing the new constitution with you.

Leigh Cunningham
Chief Executive Officer