

Summary of key proposed changes to the Constitution

Topic	Current constitution	Proposed constitution	Reason for change and benefit
General drafting and framework of constitution	Current constitution hasn't had a broad, holistic review since first drafted. Doesn't reflect modern drafting, including gender-neutral language.	Contemporary drafting format adopted, incorporating more modern and gender-neutral language, as well as basic clauses not covered in the current constitution, such as: • Duties of Councillors • Use of technology for meetings (currently only in by-laws) • Insurance • Indemnity	Supports a modern, professional organisation. Addresses matters not currently addressed by the constitution to support clarity for both Councillors and members.
Objects	Outdated language which in some areas is unclear and doesn't reflect the current purpose of the Society.	Modernised language while keeping consistent with intent/purpose of the Society.	To support a modern professional organisation.
Policies	Contains provision for the making of by-laws. References the making of policy and matters of rights of membership, without a clear link to an organisational policy-	Clear reference to an organisational policy-making function of Council, including requirement to be consistent with the constitution and binding nature on members where intended.	Modernised terminology (policies rather than by-laws) with clarity around policy application to members. Supports flexibility and adaption to changing Society requirements.

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	making function of the Council.		
Membership	Current drafting could be more clearly aligned to the legislation. Includes references to previous legislation that were not updated when current legislation was introduced in 2006.	Clarified drafting and consistency with requirements of the Legal Profession Act with respect to membership. References a Council-approved membership policy to provide for further guidance in support of the constitutional requirements.	Ensures membership provisions are consistent with the legislation. Reference to membership policy enables flexibility and adaption to changing Society requirements without requiring constitutional change. Where a conflict arises between the constitution and the policy, the constitution prevails.
Council terms	All Councillors vacate their role annually.	Three-year terms of appointment, with staggered appointments.	Promotes balance between knowledge retention/continuity and diversity and refreshment. Three-year terms are typical of most contemporary boards and facilitate staggered terms so that not all Councillors retire and seek reappointment at the same time, supporting continuity and refreshment for effective decision-making. Transitional clauses support establishment of staggered appointments.
Term limits	No term limits for Councillors (except President, limited to three consecutive one-year terms).	Each Councillor appointment will be for a 3-year term with a maximum of three consecutive terms (ie maximum 9-year consecutive tenure). A total maximum tenure of 12 years of service for all Councillors if non-consecutive terms. Flexibility to extend the term of a Councillor to facilitate a	Ensures regular turnover and renewal, preventing entrenchment and capture. Includes flexibility for non-consecutive terms to be longer but still capped. Reflects the approach of most contemporary boards

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		President appointment of up to three years.	
Council size and composition	Council comprises 16 Council members made up of 15 elected members including President, two Vice-Presidents, Secretary, Treasurer and ten ordinary members as well as the Immediate Past President, who is not elected. An Executive Committee of officeholders, Immediate Past President and one additional Council member is delegated with performing most of the 'board-related' functions of the Council, including financial oversight.	Reduce the size of Council to nine members. Constitution references a nominations policy to support Council to undertake an internal skills and experience assessment as part of the nominations process, to ensure members are informed and those nominated understand and can collectively contribute effectively to the requirements of the role as members of the Society's governing board. Executive Committee no longer required – Council retains board-related functions, including financial oversight.	Provides for effective decision-making and avoids the “passenger-effect” that sometimes arises in larger boards and committees. Ensures all members are active participants while also ensuring diversity and independence. Following the Council's decision to delegate conduct and licensing matters to dedicated committees focused on those matters, the Council has greater capacity to focus on strategy and financial and governance oversight, while also ensuring regulatory oversight. While the council size has reduced, the overall representation of members has increased, with members able to contribute to roles on Council, Conduct Committee and Licensing Committee. Improved governance approach as Council is not delegating most of its board-related functions to a committee (former Executive Committee). With that shift, a smaller Council of similar size to typical boards in corporate and non-profit organisations is appropriate. Provision for nominations policy and committee of Council ensures focus on diversity of skills and experience required to fill vacancies on Council as they arise.

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Reduce officeholders	Currently: President 2 Vice-Presidents Secretary Treasurer By-laws introduced in August 2025 ensure members elect Council members but Council elects officeholders from the members of Council, to provide increased accountability of officeholders. The President is not the chair of the Council - a Vice-President is elected by Council to be chair of the Council.	Two officeholder roles: President and Vice President (who can step in for President as needed to support chairing and ambassadorial functions). Treasurer and Immediate Past President roles removed and Secretary is appointed by Council (not required to be a member of Council). Clarifies that President is the Chair of Council. Council is able to appoint and remove officeholders. President may be appointed for up to a total of three years - consistent with current constitution. Vice-President may be appointed up to a total of six years.	Ensures smooth transitions, continuity and strategic appointment of officeholders considering required skills and experience for each role. Contemporary boards provide for the board to elect the chair to serve for such period as the board determines (which allows a board to also remove a chair if necessary, providing a risk management mechanism). Provides for higher level of accountability of officeholders to the Council. Term limits also provide guardrails for such appointments. Eliminates ambiguity around responsibilities of Secretary, Treasurer - currently largely honorary. Treasurer role typically found in associations that are largely volunteer led. Intent would be to appoint a finance, audit and risk management committee with a chair of that committee rather than a Treasurer. Secretary to be appointed to perform the role of Company Secretary, not just honorary - does not need to be a Council member. In 2024 and 2025 the Council has not had an Immediate Past President attending meetings. Feedback from a past President also supported this change, noting that many past Presidents typically offer informal advice and support and this does not need to be within Council meetings, and allows a President to find their own style to chairing and ambassadorial

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			functions without a former President “looking over their shoulder”.
Council meetings	Constitution does not explicitly provide for meeting participation through technology or provide rules relating to out of session decision making.	Clarifies requirements for participation electronically, quorum and decision making at meetings of Council, and out of session meetings of the Council.	Provides clarity and aligns to contemporary governance standards.
Eligibility Requirements	The constitution is silent on eligibility requirements for nomination. While the constitution makes clear that associate members are not eligible to serve on Council, there is no express right in the constitution for (full) members to nominate for election to Council. By-laws passed August 2025 addressed eligibility criteria, including that nominees must be members.	Clarifies that Council members must be full members of the Society. Eligibility requirements incorporated from by-laws into the Constitution, including excluding those who have: • had findings of professional misconduct and/or are listed in the Society’s published Register of Disciplinary Action; • had a finding of Unsatisfactory Professional Conduct in the past five years; • been found not fit and proper to hold a practising certificate in the past five years. Includes exclusions typical for directors (e.g. banned and disqualified directors, bankruptcy, criminal convictions).	Maintains regulatory integrity and public confidence as self-regulating profession in the ACT, noting higher contemporary standards for directors. Addresses the fact that there is currently provision to remove someone from Council for bankruptcy etc but not to prevent someone being elected against those criteria. Addresses the potential conflict of interest where someone has previously been involved in investigations on behalf of the Society being elected to Council within a period of 5 years.

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Election of Council	By-laws amended in 2024 to simplify the voting process. Further updates made in August 2025, previously announced to members.	Incorporates voting provisions into the constitution. Links to a nominations and election policy set by Council.	Aligns with non-profit governance standards. Provides clarity on voting processes and flexibility around nominations and election policies.
Appointment Process for Council vacancies	Council fills vacancies.	Council continues to have ability to appoint vacancies.	Updated language and clarifies that casual appointments of less than 11 months won't contribute to a maximum term limit.
Governance and Delegation Framework	Council may delegate functions to committees and staff.	Strengthens language to clarify that Council retains accountability for oversight of all policies and governance instruments (including delegations). Delegation to staff or committees continues to be permitted, with clear reporting and review mechanisms to be set out in policy.	Maintains governance oversight and accountability while enabling operational flexibility.
Remuneration and expenses of Councillors	The constitution does not clearly address remuneration of officeholders or Councillors or reimbursement of expenses. President is currently remunerated on resolution of the Council, and this is	Provides clarity on process for remuneration of the President and ability for members to approve remuneration for other Councillors if desired in future. Provides clarity on expense reimbursement for Councillors and process if a Councillor provided a service to the Society outside	Aligns with non-profit governance standards while providing transparency and flexibility. Ensures transparency and accountability in remuneration. Ensures legal clarity for payments in a not-for-profit context.

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	reported in the annual financial statements of the Society.	of Councillor duties on arms-length commercial terms.	
Meeting flexibility (hybrid, electronic voting)	In by-laws or informal practice.	Incorporates meeting and voting flexibility in Constitution.	Improves access for members (and Council members for Council meetings); continues to enable online and hybrid AGMs and Council meeting following current practices.
General meeting notice	14 days notice.	21 days notice.	Brings notice period into line with most contemporary boards.
Compliance Framework / Conduct of Council members	Not specifically addressed.	Provides a mechanism for accountability of Council members to Council policies, providing a process for suspension and or removal for non-compliance.	Meets contemporary governance expectations. Provides a higher standard and clear mechanism for accountability for Council members.
Remove by-laws for core matters	Current by-laws on a range of matters that are normally addressed directly in a constitution of most contemporary boards.	Moves appropriate provisions into Constitution and/or provides reference to ability of Council to develop policies to provide for necessary procedural arrangements.	Contemporary governance approach providing both clarity and flexibility.
Transitional provisions	None.	Adds transitional rules to support changes.	Ensures smooth implementation of governance reforms, including a mechanism for transitional clauses to expire automatically.