

## **Australia Tibet Council**

### **Proposed new constitution**

ATC's constitution was adopted in 2006. Since then, there have been major changes to the regulatory environment within which ATC operates, including ATC registering with the Australian Securities and Investments Commission (ASIC) as a company limited by guarantee, amendments to the Corporations Law and the establishment of the Australian Charities and Not-for-Profits Commission (ACNC).

There have also been significant changes to our operating environment, such as the increasing use of technology to hold meetings.

ATC's Board has reviewed ATC's constitution to determine if it remains fit-for-purpose and continues to meet regulatory requirements.

#### **Why has a new constitution been proposed?**

The Board considers that most of the significant elements of our constitution remain appropriate for the organisation and its members. However, other elements are outdated and deserve revision.

In addition, the Board has decided that there are benefits in ATC registering as a charity under the ACNC Act. To do this, ATC is required to lodge its constitution with ACNC for its approval.

#### **How does the proposed new constitution differ from the current constitution?**

The proposed new ATC constitution looks a little different from our current (2006) constitution as it closely follows the formatting and sequencing of the ACNC's template constitution. The Board considers that this will enhance the chances of our proposed new constitution gaining ACNC approval.

The major differences between the substance of the current (2006) constitution and the proposed new constitution include:

- Clause 9: a statement on how to amend the constitution, consistent with ACNC guidance material.
- Clause 25: a group may join ATC and be represented at a general meeting.
- Clauses 22.5(d)(iii), 37.7: 48-hour deadline to receive proxies; to facilitate meeting administration, consistent with ACNC guidance.
- Clause 23 defines quorum for meetings as 7 members either physically or electronically present.
- Clauses 41.2, 41.3: ATC directors may elect a co-chairperson and a deputy chairperson.
- Clause 44: statement on powers of directors; consistent with ACNC guidance.
- Clause 59: explicit reference to legal requirements about financial reporting.
- Clause 65: explicit statement of ATC's financial year; consistent with ACNC guidance.
- Clauses 69 and 70: processes to be followed if company wound up, consistent with ACNC guidance.

#### **How has the proposed new constitution been developed?**

ATC's Board established a Governance Committee, comprising both directors and members, tasked it with reviewing the constitution and where appropriate proposing amendments. In April and May 2019, the Governance Committee met to prepare drafts of the proposed new constitution.

The Board has endorsed the proposed new constitution and recommends that ATC's membership formally approves it.

Upon approval by ATC members, the new constitution will be submitted to the ACNC for its approval.