

## **REVIEWING THE RULES OF CAFS(1)**

Early this year, the Board of Cafs decided to undertake a review of the current Rules of the Association. Following review, the Board adopted a proposal for redrafted rules to be considered by Members of the Association at its Annual General Meeting in October 2021.

The proposed new rules largely follow the current rules. But, in places, they differ in form and in the way in which they are expressed. They also contain some significant differences from the current rules.

### **Differences in form and expression**

A major difference in the proposed new rules is their form. Unlike the present rules, they are divided into 9 Parts, and two of the Parts are further subdivided into Divisions. But like the present rules, each rule retains a separate heading. The changes made are designed to classify the rules according to their subject-matter so that they are easily accessed and understood. The format reflects that of the 'Model Rules for an Incorporated Association' that have been published by the Victorian government.

The current rules have been redrafted in places to update and clarify them. For example, the Purposes of the Association are redrafted to avoid, as far as possible, reference to old concepts of welfare and to embrace the modern concept of child safeguarding. Moreover, the proposed new Rules have, where appropriate, adopted provisions from the Model Rules to clarify matters that are only implied in the current rules. Examples include statements of the general duties and functions of Board members and Officers. These additions to the rules not only make them more comprehensible but also state important principles to which Cafs subscribes.

### **Significant differences**

Important changes to existing rules centre on governance, membership and the powers and roles of the Board and the Officers of Cafs. They are:

#### *1. Governance*

- (a) A maximum period of tenure of 9 years is prescribed for Board membership, and a period of 6 years for service as an Officer of the Association. This aims to promote Board turnover so that the Association is constantly being renewed.
- (b) The Chief Executive Officer will no longer be the Secretary, who becomes an Officer of the Association. The aim is to underline the importance of separating governance and management in Cafs.
- (c) The key office-bearing roles are now referred to as the Chair and Deputy Chair (rather than as President and Vice-President). The aim is to highlight the modern role of Cafs, distinguishing it from the structures that operated when Cafs was an orphanage.
- (d) Officers of the Association are elected for a term of three years (rather than one) to provide some continuity and stability in the work of the Officers of the Association.

## 2. *Membership*

- (a) The right of members to attend, to be heard at, and to vote at, a general meeting is spelled out following the Model Rules. But a member may only act as proxy for up to two other members when voting at a general meeting.
- (b) Membership is limited to those aged over 18 years; entrance fees and annual subscription fees are introduced, and failure to pay fees results in suspension of membership. The aim is to promote expansion of the membership of the Association among persons who are interested in, and able to contribute to, its work and development.
- (c) No provision is made for the position of Life Governors, while the rights of existing Life Governors are retained. Those who have made an outstanding contribution to the work of Cafs are better acknowledged in other ways.
- (d) The requirements for independent and unbiased mediation in disputes between members, and between members and the Association, are strengthened, as are the requirements for independent and unbiased decision-making in disciplinary proceedings against members. These reforms are in the interest of justice and are based in part on the Model Rules.

## 3. *Powers and roles of the Board and of Officers*

- (a) For the avoidance of doubt, the Board's power of delegation, as well as its power to create subcommittees are expressly spelled out. This mirrors the Model Rules.
- (b) The general duties and functions of Board members and of Officers of the Association are expressly spelled out, reflecting the Model Rules.
- (c) The existing position is clarified that a Board member or Officer may only be removed by special resolution.

### **A detailed comparative table of the rules**

A detailed comparison of each of the proposed new rules to the corresponding current rule is attached. The Table indicates the nature of the changes proposed in respect of each Rule.