

# **GOVERNANCE and COMMUNITY**

Stage I - An Exemplar Participative Constitution

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Peter Pacey [ [p\\_pacey@tpg.com.au](mailto:p_pacey@tpg.com.au) ]  
Paul Wildman [ [paul@kalgrove.com](mailto:paul@kalgrove.com) ]

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## Acknowledgments

We began this project after receiving a copy of a constitution written for an incorporated association in Victoria. That constitution allowed for more participation than others we had encountered. Some of the clauses in the constitution presented in this document have been taken from there and modified. We found that constitution a most useful and very helpful starting point for us and would like to thank Richard Mochelle for his efforts in developing that document.

Robin Brown, a professional manager in the disabilities area, read a very early draft of the participative constitution. His feedback was invaluable and confirmed for us that what we were developing here was needed and useful but that associations would require lots of encouragement and support in implementing anything like this. He also confirmed our belief that the key to real change in this area is in getting community organisations to use collaborative processes.

Liliana Pacey has been energetic in reading earlier drafts and offering many suggestions, modifications and additions. Liliana is a disabilities professional and has held senior managerial roles in not for profit incorporated associations in Queensland occupying the often difficult space between the board/committee of management and the organisation. Her suggestions were both timely and informative.

One of us first gained experience on the ground in setting up and facilitating a participative/collaborative structure and process between the community and the Department of Transport in Queensland in 1990. Many ideas included here came from the experience gained in working with the consultative team for that project. Those individuals are: Jenni Barrkmann, Joe Dennis, Martin Grimmer, Diane Guthrie, Jenny Horwood, Eve Robinson, Elizabeth Synnot, Vikki Uhlmann and John Wood. The head consultant was Bob Dick and to him is owed a profound practical and intellectual debt. A more personal debt is owed to Jenny Horwood as the immediate 'team pair' member for one of us and the debriefing sessions she enthusiastically participated in throughout the consultative process. The design team for the project was Elinor Drake, Alf Lizzio, Keithia Wilson and Bob Dick.

In the area of participative democracy the team at the Australian National University, in particular Fred Emery, stands as the most pioneering force we are aware of in Australia.

## Overview

Governance of a community organisation by its members is an important aspect of the organisation achieving the aims that the members have collectively endorsed. The Queensland Incorporated Associations Act 1981 allows this type of governance, however the design of the organisation has a crucial effect upon the freedom within limits needed if the members and the wider community are to be truly served. For incorporated associations this design begins with the constitution itself and there is currently only one constitutional design offered by the registering authority. That design is called the Model Rules.<sup>1</sup>

By contrast with the premises underlying the Model Rules there are ways to design systems so that they are conflict pre-emptive and in which decisions are closer to consensual than is majority rule. The system that fits the organisation is a matter to be decided by the organisational members and they are better able to do this if a greater variety of system designs are made available to them. We have designed a constitution that contrasts greatly with the model rules so that association members may, by way of comparison, challenge the design features of those model rules and, where they see a need, modify rules so that the end result may be a better overall fit for their organisation.

This document is stage 1 of an ongoing project, it presents theoretical principles and an exemplar non-adversarial, participative and more involving constitution for incorporated associations in Queensland than that provided for under the model rules. At the time of writing this document, if an association applied for incorporation in Queensland they would be sent an application kit. This kit includes the model rules and, as a consequence, many organisations merely adopt the model rules. We would urge each association to exercise a little more effort in the endeavour and to consider what social system designs and processes are available and which of these are more likely to deliver the overall outcomes they wish to achieve for all involved.

In the arena of social system design the constitution presented here acts as a tool for choice points. Choice is offered under the Queensland Incorporated Associations Act, however, because only the Model Rules are distributed, the choice is not made as explicit as it could be. If constitutions that differ from the Model Rules are on offer then we reason that the choice is somewhat more visible. These choice points are important because the choices aspiring incorporated associations make in the initial design of their constitution usually have powerful and enduring effects.

If we are allowed the distinction that social systems can exist at opposite ends of a continuum then it is helpful for us to construct such an arbitrary continuum. We would place the Model Rules at one end of this continuum and The Participative Constitution we present here at the other. Next we would label the endpoint where model rules is as “Representative/Adversarial” and the participative constitution endpoint as “Participative/Collaborative”. The following diagram depicts this.



Our wider society has a legacy of centuries of experience with representative and adversarial systems. For this reason if there exists a default modus operandi it is likely to be that systems tend toward the representative/adversarial end of the above continuum and so do our acquired skills. In view of this we do not recommend that any association wanting to incorporate, use the constitution presented in this document unless you have, or are prepared to have, members skilled in collaborative processes or ready access to similar resources. The authors can refer re finding resources to aid in developing these skills.

Instead of unmodified application, we intend this constitution to be a tool that presents quite different <sup>2</sup> concepts and practices that may be used for idea generation and to facilitate the process of any association wanting to develop a constitution that is different to the one on offer – the model rules. It is possible, if you are very game and have the requisite skills, to use the constitution presented in this document without modification\* in Queensland or elsewhere with slight modification where there are differences between the Associations Incorporation Act for the state at issue and the Queensland Act, but we do not recommend this.

Your incorporated association will have it's own individual flavour and we could not possibly know, beforehand, what that would be or where it would place you on the above continuum. We would therefore always urge you to design your own constitution hoping that reference to features of the model rules and the participative constitution herein will assist you. Stage 2 of this project will focus on designing your own constitution and will include practical processes for developing a constitution and for running meetings as well as traps to avoid, especially the trap in which a constitution may become a relatively static document difficult to change even when modification would achieve enhanced outcomes for all involved.

By contrast with the model rules any organisation or community group that wishes to achieve outcomes that may take more relevant views into account while simultaneously using processes that maintain more relationships may find this exemplar constitution a helpful tool. Beyond incorporated associations, the general principles, design aspects and decision making processes described here may be applied more widely. The next section explains further detail concerning the continuum presented above.

*\*[This document has been reviewed by key authorities both within government and community sectors, including authorities involved in the administration of incorporated associations. In all instances comments were addressed and the document returned for a further round of review. Such final reviews were met with approval in the community sector and did not generate any objections within government. However the constitution itself has not been presented for registration as a set of rules for an incorporated association. This later point means that any association wanting to use this constitution whether modified or unmodified will need to scrutinise it for themselves and the onus is on the association to ensure that the rules comply with the Associations Incorporation Act 1981. Each association must appoint a person to sign a statutory declaration to this affect. Additionally any association applying for incorporation using their "own rules" will need to complete Appendix A of the Application for Incorporation Form 1. Appendix A is merely a list that points to which rules in own rules provide for the requirements of the Act. We have included a section "Schedule of Requirements in the Act" to satisfy the requirements of Appendix A of Form 1. We hope that this, together with our Notes to Constitution, will assist organisations to do a crosswalk between the more conventional model rules and this exemplar participative constitution.]*

## **Representative/Adversarial Systems Vs Participative/Collaborative Systems**

The constitution presented here has, essentially, 2 design features. The designed organisation or social system may be described as a Participative Democracy <sup>3</sup> using Collaborative Processes <sup>4</sup> for interaction among it's members and with others

especially for decision making and most importantly when decisions are critical for the future of the system and its relationships. The design features, working in concert, are conflict pre-emptive and utilise important information such as divergent views in guiding the system towards an emerging consensus.

These 2 design aspects are explained below by description of their features and by contrasting them with the more usual Representative Democracy using Adversarial Processes.

## **Representation and Participation**

**Representation** is the more common method, in western societies, by which decision-making bodies hear the needs of the greater numbers of the population. One individual is charged with the responsibility to attend decision-making bodies and act on behalf of the interest group from which they come. The usual method by which individuals come to occupy the decision making body is an election in which those who receive the most votes, even by a majority of one, win a term in power. Representation was a practical solution to manage the dynamics of decision making by cutting down the numbers of individuals who would otherwise need to directly have their say.

### **Some issues with representation have been:**

- That it is difficult indeed for the representative to know truly at any instant what any member of their interest group would decide when the representative is involved in a changing debate within the decision making body
- The variance of the interest group is captured by a participation of one (the representative) and this is a very small capture resulting in sometimes poor outcome validity for decisions affecting any specific interest group
- Because representatives are elected they can be subject to pressures to achieve outcomes for factional interests that are at odds with the desires of their overall interest group
- Elections themselves can be affected by campaigning and, closely related to the immediately above, political favours and other deals may hold candidates under obligations that aren't truly representative
- Where election results are based on "a majority of greater than 50% wins" the wishes and views of large minorities may be over-ridden and less satisfactory or very poor outcomes can result for the organisation
- Due to some of the effects above the representative office itself can become one of privileged elitism.

**Participation**, as a decision-making method, has traditionally been more likely to occur when small numbers are involved rather than large divergent interest groups. However, in western societies, the dominance of the representative form has spread throughout our social systems so that today there are few participative decision making systems even where such systems could achieve more valid outcomes than representative ones.

### **Some issues with Representation that are resolved by Participation are:**

- If people participate as individuals then the information offered to decision making processes is truly valid for that individual

- Increasing the numbers of individual participation captures more of the variance of the system
- Participative systems use random selection from pools, with checks prior to appointment, instead of majority votes in polls. This means that each of the eligible individuals is as likely to be selected as any other individual and therefore the selection can't be influenced by lobbying and other deals
- It seems as though individuals who are appointed as a result of random selection tend to consider the entire community in their decision-making and therefore act in service rather than receive privilege.

## Adversarial and Collaborative Processes

**Adversarial processes** are more likely to be used within representative systems because often each representative on the decision-making body acts for their interest group in competition against other representatives. This antagonistic behaviour is more of an outcome of the representative form than it is a statement about human nature. A good example of adversarial process in action is to watch the behaviours of our political parties as they compete with each other. It is an odd fact that if two political competitors had exactly the same skill level and resources they would "cancel each other out" and the achievement of the greater task would be zero. This is because, as in debate, the greater agenda of adversarial process is to win by defeating the other.

Adversarial processes then are more likely to produce conflict and when conflict occurs they are not very effective as a means of conflict resolution.

**Collaborative processes** are needed within participative systems because greater numbers of individuals are involved in decision making and this generates more information while achieving greater validity provided that the process of information generation and analysis is handled well. Individuals do not compete but merely generate information until each person is satisfied that they have been heard and understood. This understood information is then used as a basis for action planning so that the final outcomes are more likely to take account of everyone's needs. In this sense the relationship dynamics among participants involved in the decision making process are to acknowledge and empower each other and the achievement of the task is enhanced. Unlike adversarial process, the greater agenda of collaborative process is to win by amplified mutual cooperation.

Collaborative processes are less likely to produce conflict and when well managed are conflict pre-emptive. When conflict does occur collaborative processes can be an effective means of conflict resolution.

Table 1 <sup>5</sup> below summarises the key features of collaborative and adversarial processes. *(Please note that the table refers to a document called "Meeting Manual" this is a manual containing collaborative processes for meetings for associations, the manual is currently under development and isn't included here. The manual will be included with stage 2 of this project.)*

Table 1: A comparison of Collaborative and Adversarial Processes related to the Participative Constitution

<b>Collaborative Processes</b> Win/win	<b>Addressed in Participative Constitution by</b>	<b>Adversarial Processes</b> (Win/lose)
Giving full and factual information	Metarule 3 and processes included in the meeting manual	Giving selective or inaccurate information
Seeking common ground	Metarule 3, meeting manual processes, facilitated consensual decision making e.g. clauses 4.2, 4.2.2, 15.5, 15.6, 16.5, 16.6, 16.9, 24.1	Bargaining from extreme positions
A third, or different, option often results	Meeting manual processes, clause 16.10	One option is often chosen
Options are chosen on their merits	Meeting manual processes, facilitated consensual decision making	Options are chosen on the political skills of the protagonists

**Source:** P Pacey & P Wildman (09-2004)

Some differences that are possible between a Participative/Collaborative and Representative/Adversarial Incorporated Association in operation are presented in table 2. *(The means by which these issues are addressed in the constitution presented in this document are listed in the second column).*

Table 2: Process Issues in contrasting a Participative/Collaborative Association with a Representative/Adversarial one

<b>Participative/Collaborative Association</b> (Win/Win)	<b>Addressed in Participative Constitution by</b>	<b>Process Issue</b>	<b>Representative/Adversarial Association</b> (Win/Lose), (Partial win/Partial lose)
Operational dynamic of management committee is to facilitate input from all involved.	Metarules 2 & 3, facilitator role – clause 7, committee members role clauses 6.5, 6.9, 6.11	Open information OR Selective information	Operational dynamic of management committee can be to push personal agendas
All members are encouraged to participate via processes that allow them to be heard, understood and acknowledged	Meeting manual processes, metarules 1 & 3, potential committee members – 8.1, 8.1.1, 8.1.2, 8.2	Empowerment of system members OR Control over system members	Members are encouraged to participate via majority voting for their position in opposition to that of others

Members who cannot attend a general meeting are given a mechanism to send their valid information concerning the meeting's topics into the process of the meeting itself	Clauses 16.3 i) & ii), 16.8	Valid information input from non-attendees OR Proxy voting	Members who cannot attend a meeting may send in a proxy vote with no requirement to show they are familiar with the issues at hand
Decisions are suspended until all valid offerings have been understood	Decision making processes in meeting manual, Metarule 3	Innovation OR Maintaining the status quo	Blocking of suggestions which come from outside the majority view
Consensual decision making processes in which valid information is heard, understood and used to generate options	Meeting manual, clauses 4.2, 4.2.2, 15.5, 15.6, 16.5, 16.6, 16.9, 24.1	Governance by consultation in decision making OR Governance by playing the numbers	Lobbying behind the scenes prior to meetings so the votes are "stacked" before meetings occur. This may occur within the management committee prior to any committee meeting and also within the wider membership, especially combined with use of proxies, prior to a general meeting or AGM.
Collaborative decision making processes which attend to relationships	Metarule 3	Conflict pre-emption OR Conflict creation	Competitive decision making processes which pit individuals against each other

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**Source:** P Pacey & P Wildman (09-2004)

## Skilled Behaviour

Both collaborative and adversarial processes are examples of skilled behaviour. These types of behaviours are most often performed on automatic pilot. This is an important consideration because when any given individual begins to act in a group process they will be performing a behaviour which is consistent with the skills they have acquired for these situations during the course of their own experience. In the context of interest here the situations are structurally controlled by the constitution. The dominance of the representative form and the pervasiveness of adversarial process means that it is reasonable to assume that varying degrees of adversarial process will exist in the acquired skill repertoire of many people. So new processes, collaborative ones, often need to be learned. If the players in the participative form, instead of learning collaboration, resort to adversarial processes the form itself will change and may begin to move to a representative one.

The above does mean that groups wanting to use a constitution more like the one presented here will need to be committed to the participative principle and to invest time in learning the approach and to be respectful and gentle with each other in this greater endeavour. We have included a requirement in this constitution for management committee members and the facilitator to attend at least one ½ day workshop on group facilitation run by an outside entity. This requirement may severely test the resources of some associations and can be omitted if necessary, especially if the association has individuals already skilled in collaborative processes. If you decide to omit the requirement and you don't have the necessary skills in your

association you may find that it is difficult for a participative style to emerge. We recommend that you anticipate stumbling blocks and seek support beforehand. As an aid to group facilitation the Meeting Manual <sup>6</sup> includes collaborative processes, which are both robust (applicable across a wide range of situations) and easy enough for novices to use. The manual also includes processes which require skilled facilitation. The skill level in the overall system will rise quickly if the system members are committed to learning. There are at least 3 substantive payoffs here:

1. The use of collaborative process skills can eventually result in faster decision making because more valid information is offered and many decisions do not have to be revisited.
2. The process itself becomes enjoyable because the acknowledgement and validation built into collaborative processes improves relationships and outcomes are more satisfying.
3. The constitutional design allows greater involvement by the associations members and multi-skills them in decision making processes. Participation in decision making increases commitment to the decisions including their implementation.

All decision making processes in this participative constitution are facilitated. The role of facilitator is crucial as it allows the decision making bodies to concentrate more on the task while the facilitator keeps the collaborative group process on track assisting all involved in the uptake of collaborative process skills.

This constitution states that all management committee decisions are by consensus. This is because the participatory constitution is an exemplar of collaborative decision making. Some Associations may find that a combination of consensus and voting (for simple decisions) works better for them. Please bear in mind that majority vote decisions do eventually lead to adversary, so it is important to hear information from the minority. It is usually possible to alter the decision so that it is satisfactory to all. We will have more to say about this in the Meeting Manual which will also offer processes to generate more agreement in cases where a minority has strong objections.

We make reference, in this constitution, to “conflict resolution proceedings in accord with the procedures for members in the associations Grievance Resolution Policy”. We have not included a grievance resolution policy here because we view that as a task for each association reflecting the unique values of their system while also complying with the principles of natural justice. Conflict resolution processes for conflict between individual and individual, individual and group, group and group will be included in the Meeting Manual.

The appendices “Associations Values and Principles” and “Code of Behaviour” are part of the overall exemplar presented here and, like the participative constitution, are not intended to be taken and used as is but instead to be used as a development tool by interested parties. Stage 2 of this project will include processes for associations to make explicit, their own values and principles. The next section of this document presents the participative constitution with explanations and diagrams as aids

intended to guide the reader through some of the more involved aspects such as formation of pools for random selection.

# **RULES OF ASSOCIATION**

## ***WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT***

A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

### ***NAME***

The name of the incorporated association is PARTICIPATORY ASSOCIATION.

### ***DEFINITIONS***

#### **Consensus:**

Consensus means that individuals in the group fall within the range of:

*I Agree – Don't agree but I am at least prepared to try it*

#### **Group Consensus Decision:**

An outcome of a non-adversarial process that occurs when most individuals fall within the consensus range above and includes the case where one or a few individuals fall outside the range and agree that all of their valid information has been heard and understood by the group (Consensual decision making processes are included in the Meeting Manual).

#### **Management Committee Consensus:**

Defined as per the definition for Group Consensus Decision.

#### **Adversarial Process:**

A decision making mode in which one individual or group attempts to persuade all present to adopt their own view and discard the view of the other individual or group. The dynamics are win/lose. Also includes negotiation where one individual or group gives some ground in order to receive some ground from the other individual or group – here the dynamics are partial win/ partial lose.

#### **Collaborative Process:**

A decision making mode in which all present offer all of their valid information, with no attempt to persuade, regarding a topic so that the decisions can reflect the needs of all the system members. Valid information is information that is honest and doesn't include attempts to persuade by withholding information that is disadvantageous to the offerer's position but may include information about feelings and revealing assumptions whenever asked for by others. The dynamics are win/win.

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**RULES 1 : STATEMENT OF MISSION, PURPOSES AND POWERS**

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**MISSION**

<< Insert Mission here, an example follows >>

*‘To enhance the lives of people with disabilities’*

**PURPOSES**

In accord with the mission:

**METAPURPOSE**

<< Insert metapurpose here – metapurpose must be linked to the mission and values and principles (see appendix I) - an example follows >>

*‘To create, in accord with our mission and values and principles, an adaptable organisation that can offer real, current and valid life enhancements to people with disabilities’*

**PURPOSES**

In accord with the mission and metapurpose:

<< Insert purposes here >>

**POWERS**

The association has the powers of an individual.

The association may, for example:

- enter into contracts; and
- acquire, hold, deal with and dispose of property; and
- make charges for services and facilities it supplies; and
- do other things necessary or convenient to be done in carrying out its affairs.

The association may take over the funds and other assets and liabilities of the present unincorporated association known as the << insert name >>.

The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

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## **RULES 2 : STATEMENT OF RULES**

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### **METARULE 1**

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All aspiring members, employees and volunteers shall be given a copy of this constitution, Associations Values and Principles, and Code of Behaviour. Individuals participating in this association will also be required to attend a workshop in relation to understanding and applying these rules and to do their very best to abide by these rules.

The facilitator, after checking with the members present and as stated in clauses 7.3 and 7.3.1, may ask any person to leave the group activity if the individual is persistently disruptive to the group purpose or the association's purposes or persistently in violation of the agreed groundrules for group behaviour or the values and principles.

Scope Of Metarule 1: Metarule 1 applies to all meetings of the association. The rule also applies to all meetings of the association's employees and volunteers. If any of these meetings are not facilitated then the group may perform an internal regulating function such that all group members will be responsible to monitor the group for observance of metarule 1 and when departures occur, bring this to the groups attention so that the group may regulate it's behaviour.

### **METARULE 2**

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Individuals participating in this association act as individuals and not as representatives of any interest group. If an individual is in a position, e.g. member of the management committee, such that they are the only person in a decision making group from a specific stakeholder group it is understood that they may be able to provide valid information which may not otherwise be available and in this sense they increase the validity and relevance of decision making for the overall organisation and it's clients. However, such an individual may not act on behalf of the stakeholder group from which they come, instead they act on behalf of the entire association and it's clients.

### **METARULE 3**

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Decision making processes used in Participatory Association are Collaborative. There is one exception <sup>7</sup> - where a group consensus decision cannot be reached regarding a special resolution the group may use a conventional majority voting technique.

Scope of Metarule 3: Metarule 3 applies to all meetings of the association, the association's employees and volunteers. If any of these meetings are not facilitated then the group may perform an internal regulating function such that all group members will be responsible to monitor the group for observance of metarule 3 and when departures occur e.g. adversarial processes, bring this to the groups attention so that the group may regulate it's behaviour.

## **METARULE 4**

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Part 5 – Rules, Clause 47 subsection (1) of the Queensland Associations Incorporation Act 1981 does not apply to the rules of Participatory Association.<sup>8</sup>

## **METARULE 5**

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Every effort must be made to offer information in such a way that all others present may be able to receive and understand it. Some members may have disabilities that interfere with their ability to receive and understand information e.g. hearing impairment, visual impairment, intellectual disability. As a for instance, in the case of hearing impairment information could be offered in writing or electronically, in the case of visual impairment information could be offered in brail, in the case of intellectual disability sentences could be structured so that they deal with only one concept and use plain language. Some individuals may still have difficulties, this is acceptable as long as every effort is made to assist their understanding and to seek clarification of this from them. Every effort must be made by committee members to understand offered information and continually develop their skills in this area through their practice on the committee. We do not intend that this rule slows normal discussion around matters to be decided however we do intend that stakeholders are given every opportunity to understand information before any major decision or any decision that directly concerns them personally is passed.

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Each of the above metarules is consistent with the Associations Values and Principles and is bound by those values and principles.

## **MEMBERSHIP**

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### **1 MEMBERS, BENEFACTORS AND SPONSORS DEFINED:**

- 1.1 The membership of the association consists of ordinary members.<sup>9</sup>
  - 1.1.1 The number of ordinary members is unlimited.
- 1.2 **Members** shall be those individuals who:
  - 1.2.1 Register their agreement to adopt the responsibilities conveyed in Participatory Assn's statement of mission and purposes.
  - 1.2.2 Agree to accept these rules.
  - 1.2.3 Have applied for membership on Participatory Assn's membership form whereupon is registered the above agreements.
  - 1.2.4 Have paid the prescribed annual membership fee.

- 1.3 In addition to satisfying the conditions 1.2.1 through 1.2.4 all membership applications will be subjected to a selection check as follows:
- i) 3 character references are given.
  - ii) Any other such check, interview and validation that the management committee considers necessary from time to time.
- 1.4 Applications are processed by the management committee. At the first committee meeting after the applicant has satisfactorily met the selection process the management committee formally accepts the applicant as a member.
- 1.5 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 1.6 There is no appeal.
- 1.7 If the management committee decides to call a general meeting to decide a special resolution the membership of Participatory Assn. is frozen until the special resolution has been decided.<sup>10</sup>
- 1.8 **Benefactors** shall be non-member individuals accepted by the management committee, who make substantial donations in cash or in kind to Participatory Assn., receive correspondences, and are upheld as benefactors. Benefactors have no decision making rights in Participatory Assn.
- 1.9 **Sponsors** shall be non-member 'legal persons', institutions, or corporations accepted by the management committee, who make annual donations in cash or in kind to Participatory Assn., receive correspondences and are upheld as sponsors. Sponsors have no decision making rights in Participatory Assn.

## 2 MEMBERSHIP REGISTER:

- 2.1 The membership register containing membership details will be maintained at the address of the associations registered office by the secretary.
- 2.1.1 The registrar of members must include the following particulars for each member -
- (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide.
- 2.2 The register must be open for inspection at all reasonable times.
- 2.3 However, before the member may inspect the register, the member must apply to the secretary to inspect it.

- 2.4 The secretary collects, records and maintains the membership details and registry in accordance with the organisational privacy policy. Notwithstanding the provisions of clauses 2.1 through 2.3, if anything in clauses 2.1 through 2.3 violates Commonwealth Privacy Legislation then the provisions of the privacy legislation shall apply.

### **3 MEMBERSHIP AND SPONSOR FEES:**

Membership and Sponsor fees to be regularly reviewed and set by the management committee.

### **4 CESSATION OF MEMBERSHIP:**

A person ceases to be a member of the association thus:

- 4.1 Non-renewal of membership after 2 months from expiry date.
- 4.1.1 Notwithstanding clause 4.1 if membership fees are in arrears by 4 months or greater a member in this situation may apply to the management committee for special consideration as per the Organisational Fees Policy.
- 4.2 Termination of member by management committee consensus decision after non-compliance by member to the conflict resolution provisions of these rules (see clause 21). If the member concerned is a committee member they shall not take part in the management committee decision making process regarding the termination.
- 4.2.1 A terminated member has 2 weeks within which to give written notice, requiring the termination to be reconsidered.
- 4.2.2 Reconsideration of termination shall be the task of a Terminations Committee formed from 3 office bearing committee members (unless the terminated member is an office bearer – see 4.2.4) and a random selection of an additional 3 individuals from the potential committee members (see 8.1). If no, or insufficient, potential committee members are available then the additional individuals needed may be randomly selected from the membership. Any member or potential committee member thus selected has the right of decline in which case a further selection occurs to replace the declining person. Decision making is by group consensus.
- 4.2.3 There is no appeal for the decision of the Terminations Committee.
- 4.2.4 If the terminated member is an office bearer their place on the Terminations Committee is filled by random selection from the non-office bearing committee members.
- 4.3 When written notice of resignation is delivered to the secretary. Resignation does not release person from fees or payments owing in arrears.

- 4.4 An entry shall be made in the membership register recording the date on which the person ceases to be a member.

## **MANAGEMENT: THE MANAGEMENT COMMITTEE AND THE MEETING FACILITATOR**

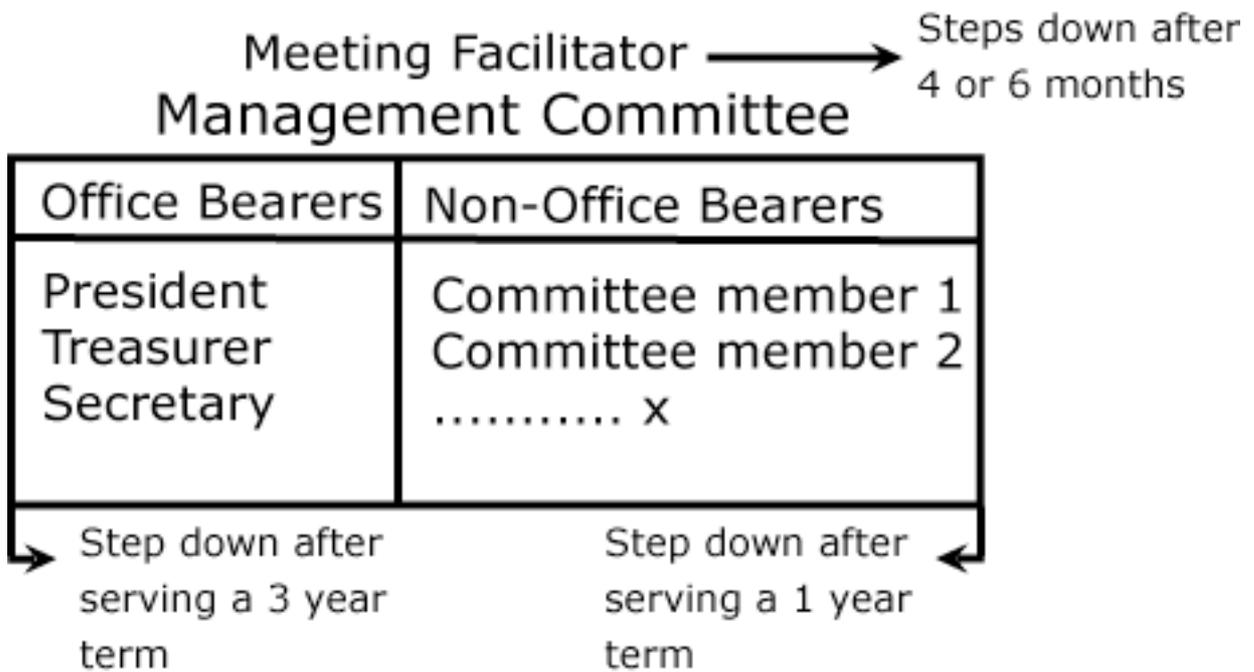
### **5 COMPOSITION OF MANAGEMENT COMMITTEE:**

- 5.1 The management committee consists of 3 office bearers and a number of non-office bearing committee members.
- 5.2 The office bearers are:
- President
  - Treasurer
  - Secretary
- 5.3 All meetings of the management committee are facilitated. The facilitator isn't a member of the management committee.

### Meeting Facilitator Management Committee

Office Bearers	Non-Office Bearers
President	Committee member 1
Treasurer	Committee member 2
Secretary	..... X

**Note:** In following sections selections and appointments of committee members and the facilitator are described. The facilitator usually serves a 4 or 6 month term.<sup>11</sup> Non-office bearing committee members serve for 1 year and the office bearers serve a 3 year term. This means that in the course of 3 years at least 6 facilitators will cycle through the Meeting Facilitator role, there will be 3 cycles of Non-Office Bearing Committee Members and the Office Bearers will change once.



**6 ROLE/RESPONSIBILITIES OF MANAGEMENT COMMITTEE MEMBERS:**

- 6.1 To provide, promote and evaluate Participatory Assn’s long-term vision, priorities and purposes and the major ethical, policy, strategic, review and learning decisions required to realise these in an ongoing sense.
- 6.2 To review overall budget, decide budgeting priorities, membership fees and disbursement of funds.
- 6.3 To appoint and employ CEO if required.
- 6.4 To appoint an external facilitator where required.
- 6.5 To monitor, review and, if needed to suggest changes to this constitution, values and principles, code of behaviour and grievance resolution policy in collaboration with the membership and employees of the association.
- 6.6 To provide Participatory Assn’s public voice, via appropriate spokespersons selected from the management committee.
- 6.7 To regularly evaluate the management committee’s own performance using the feedback from the management committee observers (see 14) as a catalyst for this activity.
- 6.8 To direct, support and monitor contracted senior managers and not to do their contracted tasks for them. While Participatory Assn. is without such staff, the committee members shall manage all affairs of Participatory Assn.
- 6.9 To ensure, in collaboration with the facilitator, that the management committee membership takes account of stakeholder groups when such groups exist. Each management committee member and the facilitator need to be especially aware of metarule 2 and clause 8.1.2 in fulfilling this responsibility.

- 6.10 To be committed to arranging opportunities for training the associations facilitators. A minimum training commitment will be for each facilitator to attend at least one ½ day experientially based workshop on group facilitation run by an outside entity.
- 6.11 Each management committee member will also need to attend at least a ½ day experientially based workshop on group facilitation run by an outside entity. This would usually be the same workshop that the facilitator attends.
- 6.12 **Mentoring:** Outgoing management committee members who are not reappointed (see 8.2 and 12.1) shall make themselves available for mentoring and attend the next 2 management committee meetings in that role. Mentors will attend management committee meetings by sitting with the management committee observers (see 14) and participating in the management committee feedback activity. These mentors shall act as a resource for the new management committee members as needed.

## 7 **ROLE/RESPONSIBILITIES OF FACILITATOR:**

- 7.1 The facilitator is not a member of the management committee instead he or she is responsible (unless an outside facilitator has been appointed for any specific meeting) for the facilitation of the process of all management committee meetings, general meetings of Participatory Assn. and the Annual General Meeting (AGM).
- 7.2 The facilitators role is to assist the overall group through processes so that the individuals themselves generate valid data, reach decisions, set goals, develop solutions etc. The facilitator does not provide input into decisions, goals etc. instead this, i.e. the task and discussion content, is the responsibility of the group. Each group member is encouraged to take responsibility for how the group performs and thereby aid the facilitator, however ultimately decisions concerning the group process are made by the facilitator.
- 7.2.1 To facilitate the management committee's learnings and assist the management committee in evaluating their own performance using the feedback from the management committee observers as a catalyst for this activity.
- 7.3 The facilitator may ask any member or other individual present to leave the meeting or group activity if the individual is persistently disruptive to the group purpose or the association's purposes or persistently in violation of the agreed groundrules for group behaviour or the values and principles.
- 7.3.1 The facilitator's behaviour must be consistent with the agreed groundrules for group behaviour and the guidelines in the meeting manual.
- 7.3.2 Any member asked to leave a meeting or group activity by the facilitator may instigate conflict resolution proceedings as per clause 21.

- 7.4 The facilitator, even if she/he is a member of Participatory Assn., has no voting rights unless conventional voting procedure (see 16.9) is adopted at a general meeting or the AGM.
- 7.5 Facilitators are required to attend a minimum of one ½ day training workshop organised by the management committee (see 6.10).
- 7.6 **Mentoring:** Outgoing facilitators shall make themselves available for mentoring and attend the next 2 management committee meetings in that role. Mentors will attend management committee meetings by sitting with the management committee observers and participating in the management committee feedback activity. If asked by the current facilitator mentors may become a co-facilitator or assistant facilitator for some or all of the current facilitation term.

## 8 SELECTION OF OFFICE BEARING MANAGEMENT COMMITTEE MEMBERS, STAKEHOLDER GROUPS:

- 8.1 An initial pool of Potential Management Committee Members is created. Potential committee members are members who declare themselves available to serve as committee members and who are prepared to commit to the role responsibilities required of committee members.



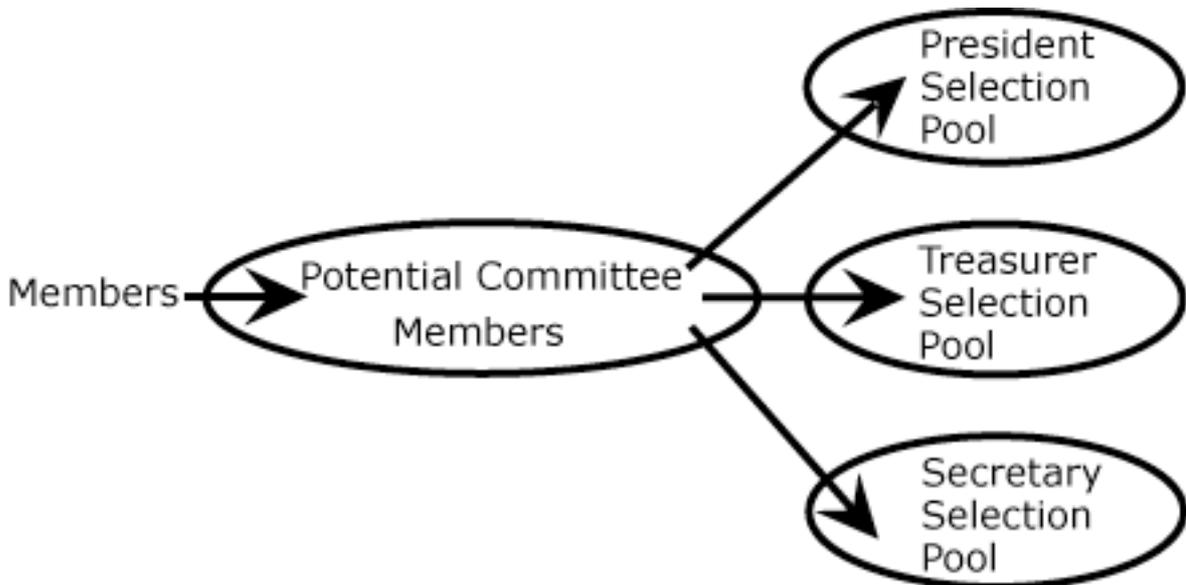
- 8.1.1 The number of potential committee members shall not be limited. All members are at liberty to move in and out of the potential committee members group at any time as they desire so that the potential committee members pool is a dynamic, growing, changing resource for the association's meetings.
- 8.1.2 **Stakeholder Groups and Potential Committee Members:** If different stakeholder groups exist among the membership each of the differing stakeholder groups shall ensure that they provide a potential committee member from their number. Whenever these potential committee members become committee members they shall not act as representatives of the stakeholder groups from which they come instead, and in accord with the values and principles, they participate as individuals. Such individuals may be able to provide valid information, which may not otherwise be available, and in this sense they increase the validity and relevance of decision making for the overall organisation and it's clients.
- 8.2 Individuals in the potential committee members pool who commit to the prerequisite conditions (see 8.2.1 – 8.2.2 below) required of office bearers may self-select into any of the selection pools:

President Selection Pool, Treasurer Selection Pool, Secretary Selection Pool\*.

\* See clause 8.8 below regarding the Secretary.

Outgoing (see 9.1) non-office bearing management committee members may also self-select into the above pools.

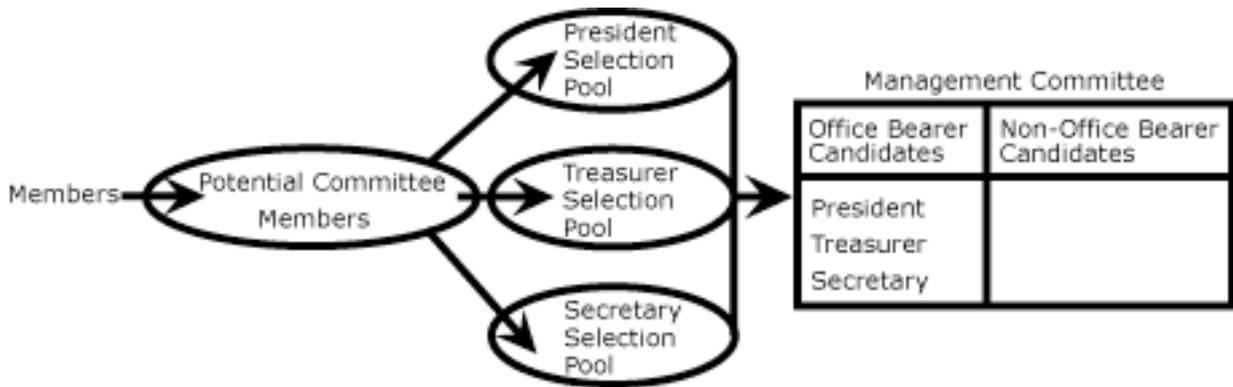
This self-selection would usually occur at the management committee meeting immediately before the AGM to allow for appointment of office bearers at the AGM.<sup>12</sup> For the inaugural management committee the self-selection would occur at any meeting called for this purpose.



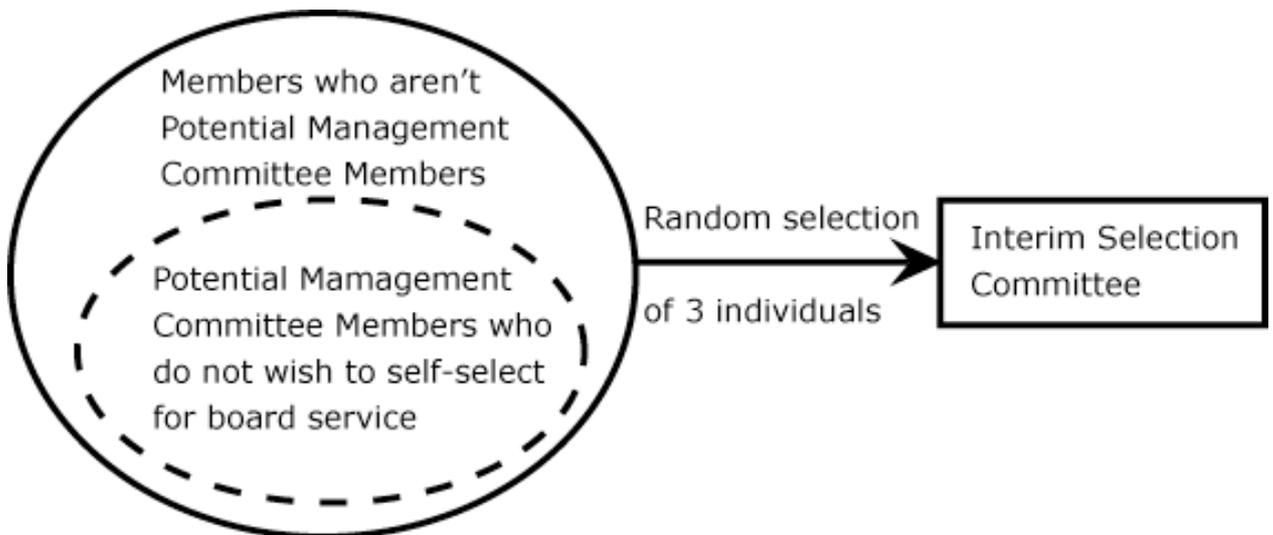
The prerequisite conditions required of office bearers are:

- 8.2.1 That such members familiarise themselves with the responsibilities required of committee members, with meeting procedure and with the minutes of the management committee meetings for the previous 6 months. To enable familiarisation the management committee shall ensure that 2 mentors are available to guide prospective office bearers outside meetings. If the inaugural management committee is being selected there is no requirement for familiarisation with the previous minutes.
- 8.2.2 Applicants must take a management committee observer role (see 14) at management committee meetings for at least 2 consecutive meetings unless the selection is for the inaugural management committee.
- 8.3 A President, Secretary and Treasurer are randomly selected from the respective selection pools. These individuals become the office bearer candidates.

*Any association using this constitution for selection would now have randomly selected the 3 office bearer candidates. This is shown below.*



- 8.4 All office bearer candidates will be subjected to a selection check as follows:
- i) A curriculum vitae is submitted
  - ii) 3 character references are given
  - iii) Any other such check, interview and validation that the management committee considers necessary from time to time
- 8.5 Provided that the candidacy is not for the inaugural management committee, the management committee examines the information for each candidate, matching the curriculum vitae to the association's position description for the office bearing committee membership under consideration. If the management committee is able to establish a good fit, as per the guidelines of the organisations recruitment practices, between the position description and the curriculum vitae 2 referees are contacted. If needed interviews are then arranged for each candidate and following this the management committee is at liberty to make a decision for each candidate. If for some reason the management committee is not satisfied in respect of any particular candidate a further random selection for that committee membership is made from the relevant selection pool and the process 8.4 through 8.5 is repeated.
- 8.6 In the event of more than one cycle through 8.3 – 8.5 there may be insufficient time to select and then appoint the new office bearer(s) at the AGM. In this case the incumbent person shall remain in the position until it is filled.
- 8.7 If the candidacy is for the inaugural management committee the association will already have interim officers as per the Act Part 2 Section 8. These interim officers and any other members may self-select into the selection pools as per 8.2. An Interim Selection Committee is formed by randomly selecting 3 individuals from the entire remaining membership who have no wish to declare themselves available for any type of management committee service on this occasion. The Interim Selection Committee, shown in the diagram below, has the duty to fulfil the selection check requirements as per 8.4 and the selection process as per 8.5 – 8.6 that the ongoing management committees will fulfil for future candidates. These inaugural candidates can then be appointed at any general meeting scheduled soon after the random selection from the pools.



8.8 The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border.

8.8.1 The secretary must be a member of the association in the case of the inaugural management committee and, unless the secretary has been co-opted to fill a casual vacancy, he or she must be a member of the incorporated association for subsequent management committees.

8.8.2 The management committee may not appoint and remove the association's secretary at any time, instead the secretary is appointed as per the procedures detailed in this constitution. The one exception to 8.8.2 is in the filling of a casual vacancy (see clause 9.2.1) should such vacancy arise in the office of secretary.

## **9 TERM OF SERVICE, FILLING CASUAL VACANCIES AND TERMINATION OF OFFICE BEARING COMMITTEE MEMBERS:**

9.1 Office bearers step down at the end of 3 years of service.

9.2 Vacancies arising in the office bearers may be filled by repeating the process 8.2 through 8.6.

9.2.1 If there is no President, Treasurer or Secretary Selection Pool available for random selection the existing committee members may co-opt an appropriate member or outside individual to serve for the remainder of the term or until an eligible member becomes available. Here appropriate means the individual would still need to satisfy the selection criteria and process 8.4 and 8.5.

9.3 Any office bearing committee member ceases to be a member of the management committee upon:

- i) Resignation in writing
- ii) Termination or suspension as a member of the association
- iii) Absence for three successive management committee meetings without acceptable explanation to the management committee.

## 10 SELECTION OF THE MEETING FACILITATOR:

10.1 A Facilitator Selection Pool is created by potential committee members self-selecting into this pool.

Depending on the status of the management committee and facilitator cycles the facilitator selection pool would be created at one of the meetings below:

- i) the meeting where the office and non-office bearer selection pools are created – i.e. the 3 year cycle and the meeting is the one before the AGM
- ii) the meeting where only the non-office bearer selection pool is created – i.e. the 1 year cycle and the meeting is the one before the AGM
- iii) the meeting immediately before the meeting at which the incumbent facilitators term of service ends but where no office bearers or non-office bearers are due for renewal – i.e. a 4 or 6 month cycle.

The inaugural facilitator selection pool would be created at the same meeting where the inaugural management committee is selected.



Individuals self-selecting into this pool are required to familiarise themselves with the role responsibilities of facilitators and with the meeting manual. The role of facilitator can then either be filled by random selection from this pool or it can be rotated around the pool. The inaugural facilitator will be given the option to ask for an outside, or inside if available, experienced facilitator to guide them for part or all of their term.

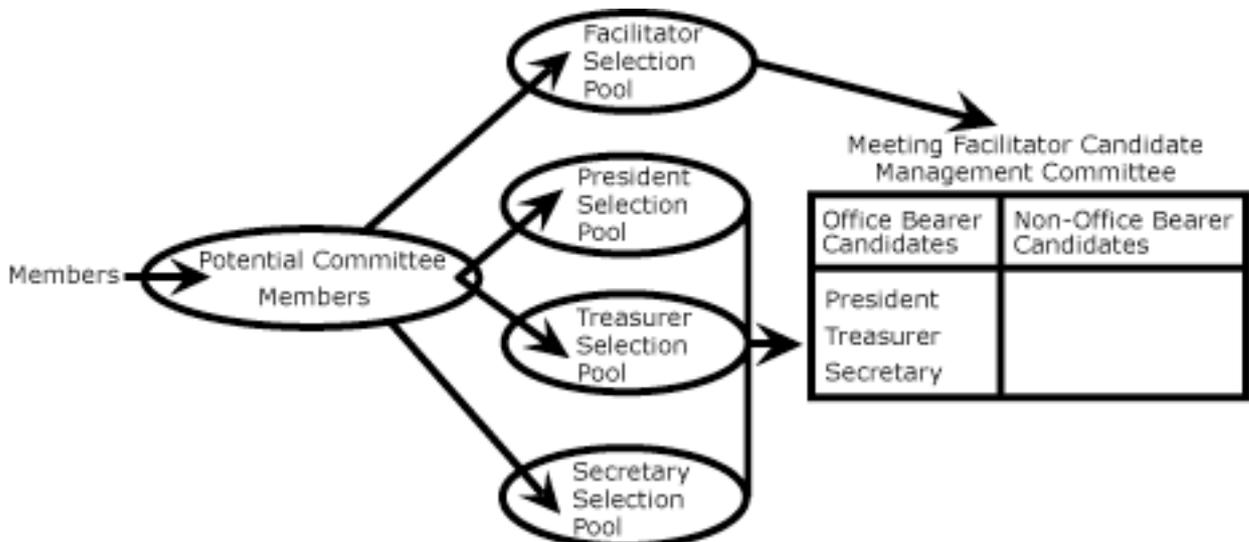
10.2 The **facilitator candidate** is appointed either at the AGM or the meeting at which the incumbent facilitators term of service ends and this person begins their term of facilitator service at the meeting following their appointment. If the facilitator candidate is for the inaugural position she or he is appointed at the same meeting as the inaugural management committee.

## 11 FACILITATOR TERM OF SERVICE, FILLING CASUAL VACANCIES, EXTERNAL FACILITATION, TERMINATION OF FACILITATOR:

- 11.1 The usual facilitation term is 4 months, however the management committee in consultation with the facilitator may extend any specific facilitation term to 6 months if all parties agree.
- 11.2 A vacancy arising in the facilitator role may be filled by repeating a random selection process from, or rotating to the next individual in, the facilitator selection pool described in 10.1.
- 11.3 The management committee may, in consultation with the facilitator, recruit a facilitator from outside the membership at any time that circumstances indicate such a need. Examples are the AGM or a general meeting called to decide upon a special resolution in these instances an outside facilitator may aid the overall group process.
- 11.4 The facilitator ceases to occupy this role upon:
- i) Resignation in writing
  - ii) Termination or suspension as a member of the association
  - iii) Absence for two successive management committee meetings without acceptable explanation to the committee

## 12 SELECTION OF NON-OFFICE BEARING COMMITTEE MEMBERS:

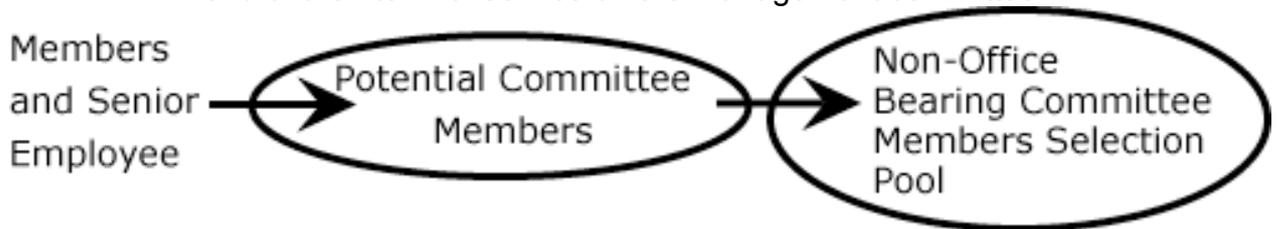
*Any association using this constitution for selection of a full management committee, i.e. a 3 year cycle, would now have randomly selected the 3 office bearer candidates and the meeting facilitator candidate. This is shown below.*



- 12.1 Individuals in the potential committee members pool who commit to the prerequisite conditions required of office bearers but who would rather serve on the management committee without office may self-select into the Non-Office Bearing Committee Members Selection Pool. Outgoing (see 13.1) office bearing management committee members may also self-select into this pool.

12.1.1 Senior Employee: The senior employee of Participatory Assn. will, if they desire, automatically become a potential committee member. However they cannot become an office bearer. If the senior employee does not wish to become a potential committee member she or he will still be required to attend management committee meetings as a Committee Observer whenever the management committee asks them to do so. This employee may also attend management committee meetings as a guest whenever they wish.

12.1.2 Whenever the senior employee is selected as a non-office bearing committee member she or he automatically becomes a member of the association with full voting rights. This membership will expire at the end of their term of service on the management committee.



12.2 Depending on the status of the management committee and facilitator cycles the Non-Office Bearing Committee Members selection pool would be created at one of the meetings below:

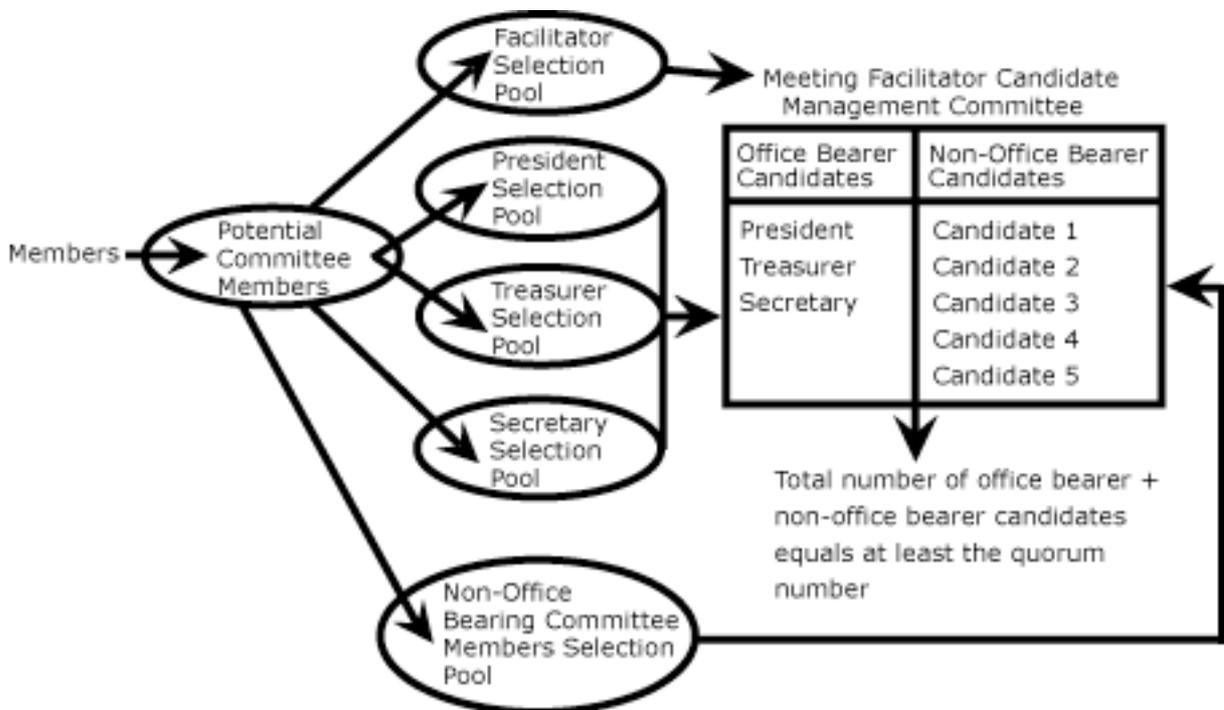
- i) the meeting where the office bearer and facilitator selection pools are created – this would be a 3 year cycle and the meeting would usually be the one immediately before the AGM.
- ii) the meeting immediately before the incumbent non-office bearers term of service expires – this would be a one year cycle and the meeting would usually be the one immediately before the AGM.<sup>13</sup>

For the inaugural management committee the non-office bearers selection pool is created at any meeting called for this purpose and this would be the same meeting at which the inaugural office bearers selection pool is created.

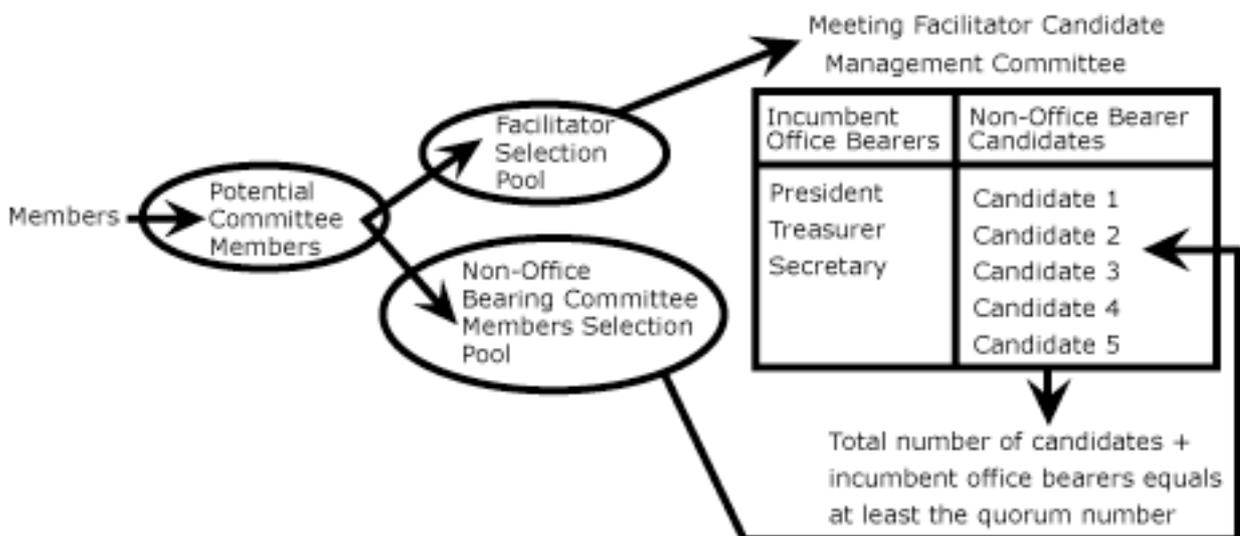
12.3 The facilitator candidate, in consultation with the 3 office bearer candidates at a 3 year cycle or in consultation with the incumbent office bearers at a 1 year cycle, and having regard for the quorum number (see 15.3), declares the number of individuals on the management committee that she or he believes they will be able to facilitate effectively. Non-office bearer candidates equal to the total agreed number of management committee members less the 3 office bearers are then randomly selected from the Non-Office Bearing Committee Members Selection Pool with such selection taking account of stakeholder groups if they exist.

For the inaugural management committee the facilitator candidate declares the number they believe they will be able to facilitate on the management committee at the meeting where all the inaugural selections occur.

Any association using this constitution for selection of a full management committee, i.e. a 3 year cycle, would now have randomly selected the 3 office bearer candidates, the meeting facilitator candidate and the non-office bearer candidates. This is shown below.



If the selection is for a one year cycle and therefore involving only the selection of a facilitator and non-office bearers then the diagram would look like the one below:



12.4 All non-office bearer candidates, except the senior employee if she or he is in this group, will be subjected to a selection check as follows:

- i) 3 character references are given
- ii) Any other such check, interview and validation that the management committee considers necessary from time to time

- 12.5 Provided that the candidacy is not for the inaugural management committee, a reference check is done by the incumbent management committee on any candidate who has not been so checked for the previous 18 months. If needed Interviews are then arranged for each candidate and following this the management committee is at liberty to make a decision in respect of each candidate. If for some reason the management committee is not satisfied in respect of any particular candidate a further random selection for that committee membership is made from the relevant selection pool and the process 12.3 through 12.4 is repeated.
- 12.6 In the event of more than one cycle through 12.3 – 12.4 there may be insufficient time to select and then appoint all of the new non-office bearers at the AGM. In this case the incumbent person shall remain in the position until it is filled.
- 12.7 If the candidacy is for the inaugural management committee the Interim Selection Committee has the duty to fulfil the selection check requirements as per 12.4 and the selection process as per 12.5 that the ongoing management committees will fulfil for future candidates. These inaugural candidates can then be appointed at any general meeting scheduled soon after the random selection from the pools.

### **13 TERM OF SERVICE, FILLING CASUAL VACANCIES AND TERMINATION OF NON-OFFICE BEARING COMMITTEE MEMBERS:**

- 13.1 Non-Office bearers step down at the end of 1 year of service.
- 13.2 Vacancies arising in the non-office bearers may be filled by repeating the process 12.1 through 12.5.
- 13.2.1 If there is no Non-Officer Bearers Selection Pool available for random selection the existing committee members may co-opt an appropriate member or outside individual to serve for the remainder of the term or until an eligible member becomes available. Here appropriate means the individual would still need to satisfy the selection criteria and process 12.4 and 12.5.
- 13.3 Any office bearing committee member ceases to be a member of the management committee upon:
- i) Resignation in writing
  - ii) Termination or suspension as a member of the association
  - iii) Absence for three successive management committee meetings without acceptable explanation to the committee.

**MEETINGS: MANAGEMENT COMMITTEE OBSERVERS,  
MANAGEMENT COMMITTEE MEETINGS, GENERAL  
MEETINGS, ANNUAL GENERAL MEETING**

**14 MANAGEMENT COMMITTEE OBSERVERS:**

14.1 Management Committee Observers are those potential committee members and mentors present at any meeting but not participating on the facilitated management committee. Consistent with 8.1 and 8.1.1 any member may cycle through the potential committee members pool whenever they wish. This is shown below.



14.2 Committee observers fulfil a management committee meeting process observation/feedback <sup>14</sup> role and also provide a pool from which the facilitator may select assistant facilitators if needed for any particular meeting.

14.3 While the management committee meeting is occurring the committee observers note down their observations of the management committee's performance in the meeting. Although there can be exceptions, it is best if these notes target the overall group behaviour rather than address specific individuals. The committee observers may use the groundrules (see 15.6) as a tool on which to base their feedback. They may also want to consider:

- i) Relevance of the discussion to the meeting agenda
- ii) Relevance of the meeting agenda to the association's purposes
- iii) Relevance and priority of meeting items to the strategic plan
- iv) Degree of consistency with values and principles

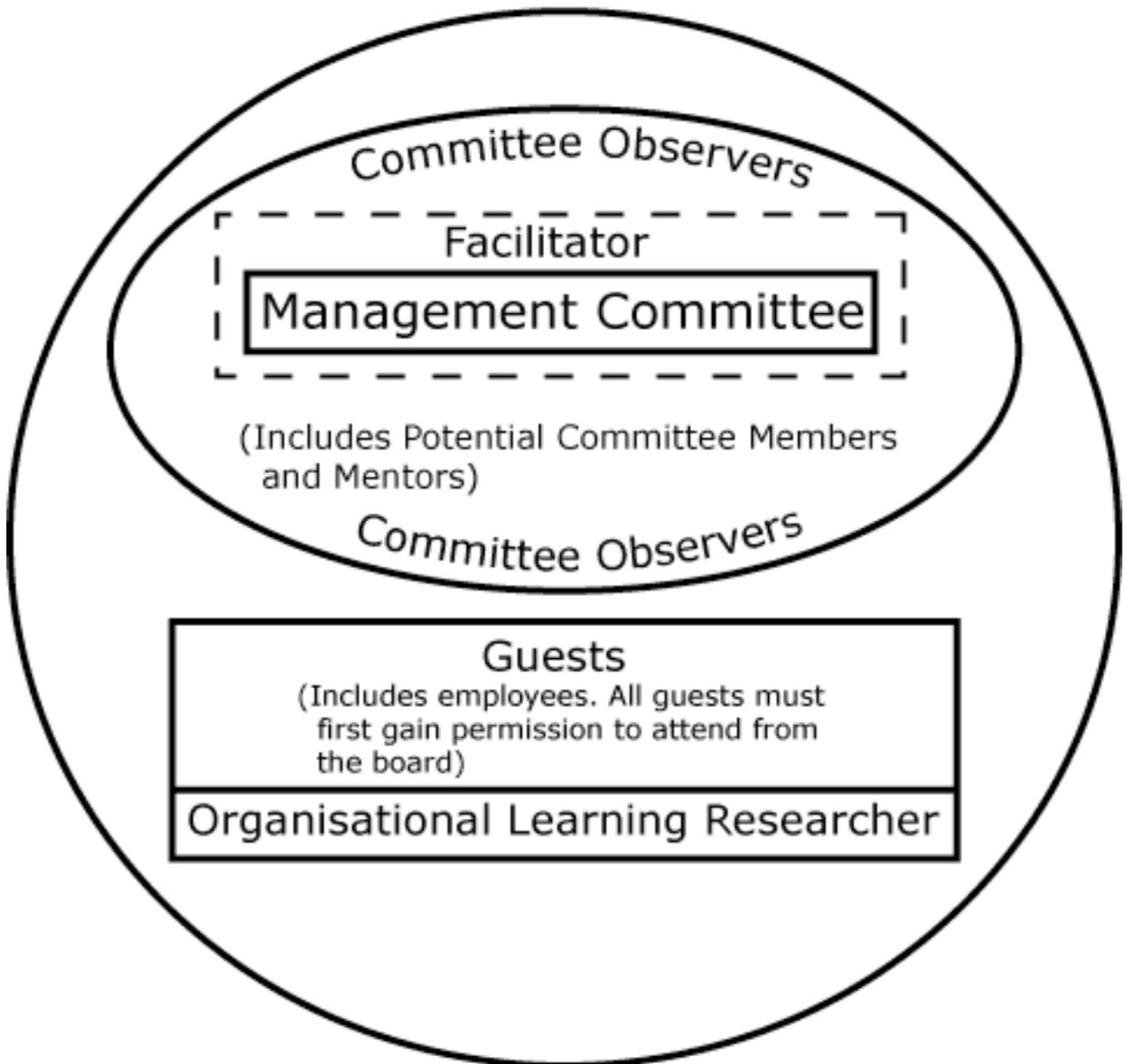
- v) If there are high priority items that aren't on the agenda

Feedback is at it's best if it also includes suggestions for improvement. These feedback notes are then handed to the facilitator at the end of the meeting.

## **15 MANAGEMENT COMMITTEE MEETINGS:**

- 15.1 Management Committee meetings are held at regular periods set by the committee, usually monthly and at least once every 4 months. Management committee meetings are attended by members of the management committee, the current facilitator, current mentors and potential committee members as committee observers, guests who can be any non-members, employees or other members who have first gained permission from the management committee. If the role of Organisational Learning Researcher (see 22) has been filled this individual also attends the meeting as a guest. A diagram of a management committee meeting appears below.

## Meetings of the Management Committee of Participatory Association



- 15.2 The management committee must decide how a meeting is called and notice of a meeting is given in the way decided by the management committee.
- 15.3 **Quorum:** Direction shall be vested in meetings or tele-conferences of not less than 5 committee members i.e. the quorum number.
- 15.4 Management committee meetings are opened and closed by the president, or in the president's absence, by another office bearer. All activity between the opening and closing is facilitated.
- 15.5 Decision making occurs only by management committee members and decisions are by group consensus. The facilitator does not take part in the discussion/decision making but merely facilitates the process.

15.6 **Groundrules:**<sup>15</sup> For the inaugural management committee meeting groundrules can be collaboratively developed or offered by the facilitator to the management committee. If offered the following is a suggestion:

- Agree on and pursue the common goals of the association
- Share time and decisions
- Attend to others and listen for understanding
- Build on ideas, help ensure their sound design
- As far as possible reveal assumptions and motives before acting on them
- All take responsibility for the group's effectiveness
- Abide by the values and principles

For ongoing management committee meetings and after any introductory/climate setting activities (see the meeting manual) have occurred the groundrules for the group behaviour from the previous meeting are displayed. The facilitator gives the feedback developed by the committee observers at the previous meeting to the management committee. Any modifications are made to the groundrules and these become the groundrules for the current management committee meeting.

The groundrules are displayed prominently so that all, including the committee observers can see them clearly.

15.7 If some information is required during the meeting that can only be provided by a committee observer or a guest the facilitator may ask that individual for the information. In this event the individual shall merely provide the information without entering into discussion about it other than answering any forthcoming questions for purposes of clarification.

15.8 The facilitator will ask guests for any questions to the management committee during the course of the meeting. Management committee members will either answer the questions or agree to gather further information and reply in writing as soon as practicable. If available time doesn't permit this activity the facilitator shall ask any guests with questions to hand these in writing to the secretary at the close of the meeting. The questions will either be answered before the next management committee meeting or become part of the agenda for that meeting.

## 16 GENERAL MEETINGS:

16.1 Meetings of all members may be called by:

- i) Resolution of the management committee<sup>16</sup>
- ii) Such a general meeting shall be held no less than 14 days or more than 1 month after the request or resolution is made. In the case of (ii) the members may convene the general meeting if a meeting has not been held within the required time.

16.2 **Quorum:** A quorum at any general meeting shall be the number of members on the management committee plus 3. If within 30 minutes from the time appointed for the meeting, a quorum is not present, then the meeting is adjourned to another day for a period not exceeding 21 days and notice is

given as usual. Those present at the adjourned meeting shall constitute a quorum for the purposes of that meeting.

**16.3 Notice of Meeting:** The Secretary shall, at least 14 days before the date fixed for a general meeting, (unless the business of the meeting is to consider a change in the constitution – see clause 24), notify all members and employees verbally or in writing via newsletter or special letter, or by fax or computer noticeboard to those members having the equipment. The notice shall state meeting place, date, time and proposed agenda and any motions to be put to the meeting. Material notices shall include space underneath any motions so that members who cannot attend may send in relevant information.

i) Each non-attending member may detail under the appropriate motion information concerning any suggestions that would aid them in finding the motion more acceptable. In such cases the information must be received by the secretary at least 7 days before the meeting to ensure it is considered in the meeting. In the case of computer noticeboard non-attending members may send in relevant information by email or post. All information must be clearly labelled in respect of which motion it refers to.<sup>17</sup>

ii) In the case of employees a consultative process shall be run in the organisation to generate valid information, for each motion, that may not otherwise be heard in the meeting. The information will be collated in the organisation, clearly labelled in respect of which motion it refers to, and given to the secretary at least 7 days before the meeting to ensure it is considered in the meeting.<sup>18</sup>

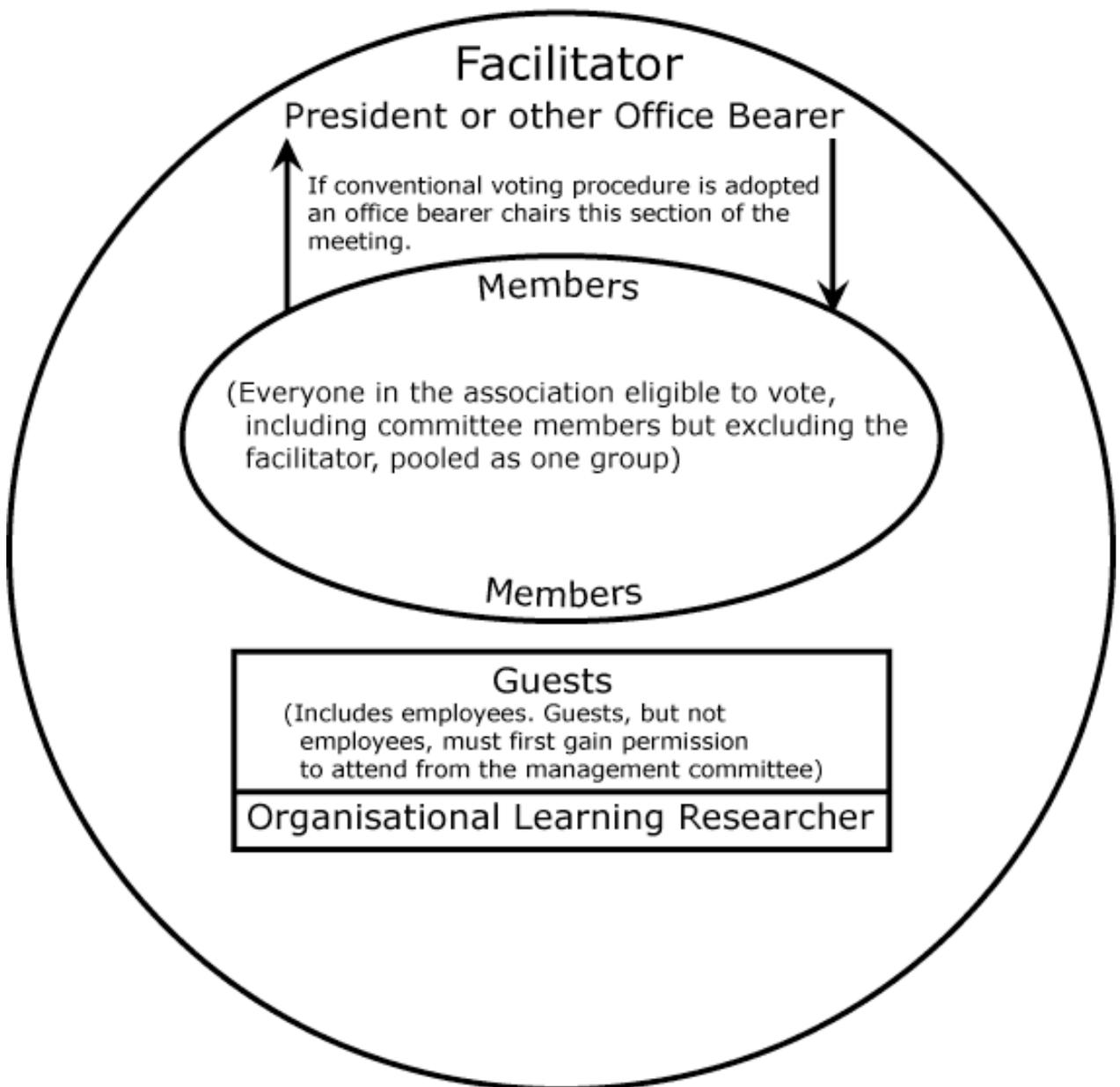
**16.4** General meetings (not including the AGM) are attended by the current facilitator, all other members eligible to vote, including the management committee, pooled as one group, guests who can be any non-members or members not eligible to vote who have first gained permission from the management committee, any employee and the organisational learning researcher if this role has been filled.

**16.5** General meetings are opened and closed by the president, or in the president's absence, by another office bearer – the person opening and closing the meeting merely steps out of the group pool to perform this duty. All activity between the opening and closing is facilitated unless conventional voting procedure (see 16.9) is adopted.

**16.6** Decision making is by all members present and who are eligible to vote. Decisions are by group consensus unless conventional voting procedure is adopted. The facilitator is not eligible to vote even if she or he is a member unless conventional voting procedure is adopted. The facilitator does not take part in the discussion/decision making but merely facilitates the process.

A diagram of a general meeting appears below.

## General Meetings of Participatory Association



- 16.7 **Groundrules** from the last management committee meeting are displayed prominently and may be used for this general meeting.
- 16.8 Any information from employees and also members who cannot attend but would be eligible to vote if they could attend is displayed prominently. Each member circulates to read all of this displayed information.
- 16.9 The meeting shall attempt to reach a group consensus decision regarding any special resolution. If after a substantial attempt, a decision has not been made, a  $\frac{3}{4}$  majority may elect to adopt the following conventional voting procedure:<sup>19</sup>
- i) The facilitator hands the chairing of this section of the meeting over to the president or other office bearer if the president isn't in attendance.

- ii) If the facilitator isn't a member or if they are a member and they don't wish to participate in the voting then they act as an observer of the process of this section of the meeting. Such observations may be fed back to the group later if the facilitator wishes.
- iii) If the facilitator is an eligible voting member and they wish to vote then they participate in this section of the meeting as an ordinary voting member.
- iv) Each registered and paid up member who is present at the meeting is entitled to 1 vote.
- v) All votes shall be given personally and no proxy voting is allowed.<sup>20</sup>
- vi) The meeting may by a show of hands of at least 1 eligible voting member, or by signal if tele-conferencing, require any vote to be by secret ballot.
- vii) A declaration by the chair that a  $\frac{3}{4}$  majority resolution has been carried or not shall be sufficient evidence of members voting intent, unless 3 members call for a poll. When polling, votes for and against shall be recorded.
- viii) After poll votes have been counted the chair then declares the resolution passed or not passed and hands the process of the meeting back to the facilitator.

16.10 If a resolution is passed, using conventional voting procedure, and there were some votes against, it is the responsibility of the facilitator, and in accord with the values and principles, to collect information from those individuals who voted against the resolution. This information must be the suggestion from these individuals of how the resolutions could be modified so that they would find them at least acceptable. The facilitator may do this directly at the meeting or ask each person concerned to fill in a form during the coming week and ensure that the information reaches the facilitator who is currently serving their term.<sup>21</sup>

This information must reach the facilitator at least 2 weeks before the next management committee meeting to ensure it is considered for the agenda for that meeting such that:

- i) The information is given to the secretary by the facilitator and it becomes part of the agenda for the next monthly meeting.
- ii) If the management committee is able to incorporate the suggestions and thereby modify the resolution so that it may be more satisfying to all a further general meeting is called within 2 months to decide the modified resolution.
- iii) If the management committee cannot incorporate the information from members who voted against the special resolution a letter, signed by

the president, is sent to each member concerned acknowledging this fact and detailing the reasons why.

- iv) Any member who upon receipt of such a letter still feels strongly on the issue may instigate conflict resolution proceedings in accord with Participatory Assn's policy.

## **17 ANNUAL GENERAL MEETINGS:**

17.1 Annual general meetings (AGM's) shall be held once in each calendar year, at a time and place to be ratified by the management committee

17.2 AGM's are attended by the members of the management committee, the current facilitator, current mentors and potential committee members as committee observers, other members, guests who can be any non-members who have first gained permission from the management committee or any employee, and the organisational learning researcher if this role has been filled.

17.3 The ordinary business of the AGM shall be to:

- i) Confirm the minutes of the preceding AGM
- ii) Receive a report from the management committee of any major transactions of the association during the preceding financial year
- iii) Receive and consider the audited financial report
- iv) Receive reports from other committees of Participatory Assn. and any interest or project groups
- v) Establish a general direction for the forthcoming year e.g. through confirmation of the strategic plan
- vi) Appoint office bearers, who would have been randomly selected at the previous management committee meeting, if the incumbents 3 year term expires at the end of the AGM
- vii) Appoint non-office bearers, who would have been randomly selected at the previous management committee meeting, if the incumbents 1 year term expires at the end of the AGM
- viii) Appoint a facilitator, who would have been randomly selected at the previous management committee meeting, if the incumbents 4 or 6 month term of service expires at the end of the AGM

17.4 The AGM for ordinary business follows the format of a usual Management Committee Meeting with the exception that employees may attend without prior permission from the management committee.

A diagram of the AGM for conducting Ordinary Business is shown below.

## Annual General Meeting of Participatory Association for Ordinary Business

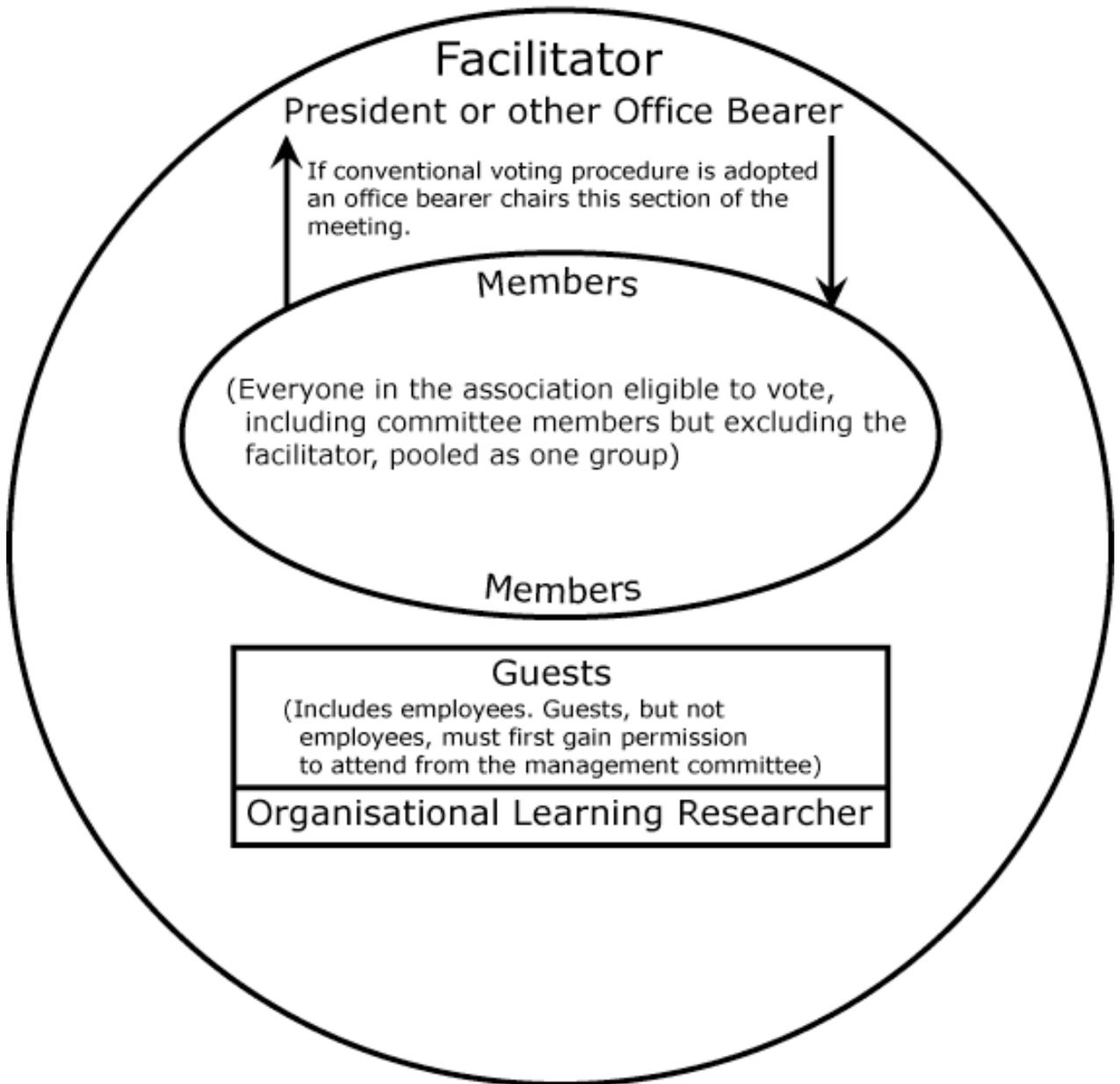


17.5 Additional business of the AGM may be to decide a special resolution. If a special resolution is to be decided at the AGM all other business is done first. The facilitator then asks the group whether there is time to decide a special resolution. In the event that time is too short the management committee convenes a general meeting for consideration of the resolution. If there is available time for the special resolution the meeting moves to the format of a general meeting and then moves to deciding the special resolution as per 16.8 through 16.10.

17.6 The AGM for additional business follows the format of a General Meeting.

A diagram of the AGM for conducting Additional Business is shown below.

## Annual General Meeting of Participatory Association for Additional Business



## **18 DUTIES OF OFFICE BEARERS**

### **18.1 President**

18.1.1 Verify the accuracy of minutes of management committee meetings and general meetings by signing all such minutes as soon as they are available after each meeting.

18.1.2 If the president wasn't present at any specific meeting then the minutes must be signed by the treasurer.

18.1.3 In the event that both the president and treasurer were absent for any specific meeting then the minutes must be signed by a non-office bearing committee member who attended the relevant meeting and who is nominated by the president or treasurer.

18.1.4 Additional duties as per the association's position description.

### **19.1 Secretary**

19.1.1 Shall keep the Common Seal, to be fixed only by management committee resolution and in the presence of two office bearers. Each instrument to which the Common Seal is fixed must be signed by an office bearing management committee member and countersigned by someone appointed by the management committee.

19.1.2 Shall cause to give notice of general meetings as per 16.3 and 24.1.

19.1.3 Shall ensure that records are maintained:

- (a) The constitution: statement of purposes and rules, the values and principles and code of behaviour.
- (b) Register of members and details.
- (c) Policies and rationales.
- (d) Register of notices.
- (e) Register of minutes of management committee meetings, general meetings, sub-committee meetings, interest groups.
- (f) Files of correspondences.
- (g) Records of submissions and reports made by or on behalf of the association.
- (h) Instruments of title and securities of the association.

19.1.4 Shall ensure minute taking of management committee and general meetings.

19.1.5 Shall ensure that members have access to Participatory Assn. records for inspection such access complying with organisational privacy policy and Commonwealth privacy legislation.

19.1.6 Additional duties as per the association's position description.

## 20.1 **Treasurer**

20.1.1 Shall cause monies received to be paid into an account in Participatory Assn's name. Payments from the account shall be as petty cash or by cheque signed by two authorised signatories of whom there shall be no more than five appointed by the management committee.

20.1.2 Shall be custodian of all funds, payments, receipts and other financial transactions.

20.1.3 Shall ensure that financial budgets and statements are prepared and shall submit a report at each management committee meeting.

20.1.4 Shall cause to nominate to the management committee for its approval, an auditor for the preparation of the annual audit of Participatory Assn's financial affairs as required by the Act.

20.1.5 Shall ensure that an audited statement of financial affairs is presented to the annual general meeting.

20.1.6 Additional duties as per the association's position description.

## 21 **CONFLICT RESOLUTION**

Where a member or management committee member persistently acts contrary to these rules, or prejudicially to Participatory Assn's purposes, or is aggrieved by actions or decisions of the management committee or employees, or where any persistent and harmful conflict arises within the membership, the management committee or aggrieved parties shall instigate conflict resolution proceedings in accord with the procedures for members in Participatory Assn's Grievance Resolution Policy prior to any resort to termination.<sup>22</sup>

Any member who refuses to comply with the Grievance Resolution Policy may be terminated by the management committee. Such termination must be in accord with the principles of natural justice such that the member is made aware of the grounds for termination, is given the information regarding appeal (see clause 4.2.1), and the overall process must be fair to all involved.

## 22 **ORGANISATIONAL LEARNING RESEARCHER**

22.1 The organisational learning researcher is an optional role at meetings and upon request in the operations and project implementations of the association and other meetings of the organisation. This individual is an independent researcher from outside the organisation. For instance, Participatory Assn. may decide to form a relationship with an outside educational institution or another research body/interest group. The role of organisational learning researcher could then be filled from this outside body.

22.2 **Duties:** As per the joint association/organisation position description.

## **23 FINANCES, PROPERTY AND FUNDING SOURCES**

- 23.1 The income, property and funds shall be used and applied solely for the attainment of Participatory Assn's purposes and shall not be paid or transferred to the members or relatives of the members. Nothing herein contained shall prevent any payment, in good faith and without undue preference, to any person or member in return for services rendered in furtherance of the purposes of the association.
- 23.2 The funds of the association shall be derived from entrance fees, sponsorships, donations, annual subscriptions and such other sources as the management committee determines.
- 23.3 The financial year of the association closes on (dd/mm/yyyy) in each year.

## **24 AMENDMENT OF CONSTITUTION: CHANGING THE MISSION, PURPOSES, RULES, VALUES AND PRINCIPLES**

- 24.1 Any alteration or addition to the Rules of Association shall require a group consensus decision or at least a majority of  $\frac{3}{4}$  of the votes cast in a special ballot at a general meeting of which no less than 21 days written notice of the proposed alteration has been distributed to all members and employees. No alteration shall be made except in accordance with the Act.<sup>23</sup>
- 24.2 An amendment, repeal, or addition to the constitution is valid only if it is registered by the chief executive.
- 24.3 The Associations Values and Principles may change if an evaluation and future oriented goal setting process involving the membership and stakeholders reveals values that are not accounted for in the current Values and Principles. Any such process would need to be a collaborative process engaging as many members and stakeholders as possible.<sup>24</sup>
- 24.3.1 A change in the Values and Principles would usually suggest a scrutiny of the constitution and if needed may provide a rationale for changes to the mission, purposes and rules to be taken to the membership under the process listed at 24.1 above.

## **25 DISBANDMENT OF THE ASSOCIATION**

In the event of a wind-up resolution at a general meeting, any property or funds remaining after satisfaction of all debts and liabilities shall be given or transferred to some other non-commercial institution having purposes similar or compatible to those of the Association, provided that such body also prohibits the distribution of income and property to its members to the extent stated herein. The recipients shall be determined by a postal ballot of the Association at or before its dissolution.

## **26 MEMBERS' LIABILITIES**

- 26.1 Forthwith on receiving a certificate of incorporation, the members of the management committee must ensure the incorporated association takes out insurance in respect of damage to property, death or bodily injury occurring

upon the property of the incorporated association for a cover of at least \$1,100,000.00, and shall keep such insurance cover current at all times.

26.1.1 Requisite and sufficient indemnity insurance will be taken out in relation to the operations of the management committee.

26.2 The liability of a member to contribute to the payment of debts and liabilities of the association or the expense of winding up of the association is limited to the amount owed by the member in respect to the membership fee and any other debts and guarantees arising from documented contracts made between the member and Participatory Assn.

Note: The requirements below have been taken directly from Appendix A For Application For Incorporation of Form 1 (effective 1<sup>st</sup> July 2003) from the Queensland Government Department of Tourism, Fair Trading and Wine Industry Development ABN 29 597 409 596.

**SCHEDULE OF REQUIREMENTS IN ACT (1981)**  
Includes commenced amendments up to 2003 Act  
No. 94

**Provision in Rules Page**  
**No. (stated if applies)**  
**otherwise Clause No. is**  
**shown.**

**Matters to be provided for in Rules Part 1 – Matters with examples**

1	Name of Incorporated Association	...	Page 1
2	Objects or Purposes	...	Page 2
3	Membership Fees	...	3
4	Termination of Membership	...	4
5	Appeal against membership termination	...	4.1.1, 4.2.1, 4.2.2, 4.4
6	Minutes – recording and inspection of	...	19.1.4, 19.1.5
7	Verification of accuracy of minutes	...	18.1.1 – 18.1.3
8	Amendment, rescission of, addition to rules or purposes	...	24.1
9	Validation of amendment, rescission of or addition to rules	...	24.2
10	Form, custody, and use of the common seal	...	19.1.1
11	The way income and property is used	...	23.1
12	Custody of books, documents, instruments of title and securities	...	19.1.3
13	Closing date of the incorporated association's financial year	...	23.3
14	Distribution of surplus assets on winding-up	...	25

**Matters to be provided for in Rules Part 2 – Matters without examples**

1	The following matters about membership:		
	(a) Classes of membership	...	1.1
	(b) Conditions of entry to a class	...	1.2, 1.3
	(c) Whether membership of a class is limited	...	1.1.1
	(d) How a class is limited	...	N/A (only one unlimited class, see 1.1.1)

- |   |  |     |                                |
|---|--|-----|--------------------------------|
| 2 | The following matters about the management committee:  |     |                                |
|   | (a) Designation of positions and how committee members are elected or appointed  | ... | 5, 8, 10, 12                   |
|   | (b) Term of office   | ... | 9.1, 11.1, 13.1                |
|   | (c) Resignation  | ... | 9.3 i), 11.4 i), 13.3 i)       |
|   | (d) How a member is removed from office  | ... | 9.3 ii), 11.4 ii), 13.3 ii)    |
|   | (e) Appeal rights if removed from office   | ... | 4.2.1                          |
|   | (f) Filling of casual vacancies  | ... | 9.2, 9.2.1, 11.2, 13.2, 13.2.1 |
|   | (g) Frequency of management committee meetings, how meetings are called and notice requirements  | ... | 15.1, 15.2                     |
|   | (h) Size of quorum, procedure for meetings   | ... | 15.3, 15.4 – 15.8              |
|   | (i) Functions and powers of management committee   | ... | 6                              |
| 3 | The following matters about general meetings:  |     |                                |
|   | (a) The grounds for calling a meeting  | ... | 16.3, 24.1                     |
|   | (b) How a meeting is called  | ... | 16.1 i), 16.1 ii), 16.3        |
|   | (c) Size of quorum, meeting procedure  | ... | 16.2, 16.4 – 16.10             |
| 4 | How the register of members is kept  | ... | 2                              |
| 5 | The way the income and property of the incorporated association is managed and how the association's cheques must be drawn and signed  | ... | 23.1, 20.1                     |
| 6 | Preparation of statement of income and expenditure, assets and liabilities, mortgages, charges and securities affecting the property of the incorporated association for each financial year, and the presentation of the statement, after audit, to the members | ... | 20.1.5                         |
| 7 | How often the financial affairs of the incorporated association are to be audited, and the presentation of auditor's reports to the members  | ... | 20.1.4, 20.1.5                 |

## NOTES TO CONSTITUTION

1. The Model Rules Version 5 is a constitution distributed with the application for incorporation kit in Queensland. This constitution is intended to simplify the registration process for associations by offering a ready made document that includes all the requirements of the Act. The model rules have been designed using the principles of representation and adversarial process. The model rules can be downloaded directly from the web site of the Queensland Government Office of Fair Trading <http://www.consumer.qld.gov.au/oft/oftweb.nsf>.
2. Different is really to soft a description. The concepts and practices developed in this document are a quantum shift for our culture.
3. A system of social organisation in which the systems' members are encouraged to participate as individuals rather than have one member act as a representative for them. The increase in the internal validity of the system is substantial provided that the process of interaction among the systems' members and between the system and other systems is well managed. Fred Emery from the Centre for Continuing Education, Australian National University has written extensively about Participative Democracy. A relevant document is: Merrilyn Emery, ed. (1989), *Participative design for participative democracy*, Canberra: Centre for Continuing Education, Australian National University.
4. These are the processes for interaction that are needed by a participative democracy to manage the differences in structural design of the system and participation of its members. They have often been described as win/win processes and therefore contrast with adversarial processes such as debate and negotiation which are win/lose and partial win/partial lose respectively. Practitioner and theoretical descriptions and also practical processes for collaboration can be found in the writings of Bob Dick. A relevant reference is: Dick B, (1991) v2.01, *Helping groups to be effective: skills, processes and concepts for group facilitation*, Brisbane, Chapel Hill: Interchange.
5. The items in columns 1 and 3 of this table have, with slight modification, been taken from Dick B, (1990), *Processes for community consultation*, Brisbane, Chapel Hill: Interchange.
6. This document will be part of stage II of this project which will focus on practical considerations for designing your own constitution and present processes for designing, running meetings and conflict resolution.
7. This exception is to satisfy the condition in the Act which states in Division 2 – Amending Rules 48 (1) “An incorporated association may, by special resolution, decide to amend its rules”. The Act defines a special resolution as - “special resolution of an association means a resolution passed at a general meeting of the association by the votes of  $\frac{3}{4}$  of the members who are present and entitled to vote on the resolution”.
8. For this rule we have invoked clause 47 subsection (3) of the Act. Our reasoning for this is explained below.

The entire clause 47 states:

*47 Matters not provided for in rules provided for in model rules*

- (1) If a matter is not provided for under an incorporated association's own rules but the matter is provided for under a provision of the model rules (the "additional provision"), the association's own rules are taken to include the additional provision.*
- (2) This section does not affect the ability of an incorporated association to amend its rules under this Act.*
- (3) Subsection (1) does not apply to an incorporated association as far as its own rules provide that the subsection does not apply to the association.*

The constitution presented in this document is a philosophical leap from the Model Rules. If we don't invoke 47(3) there may be some grey areas where one individual's interpretation differs from another's and this could lead to a situation where some association members want to use rules from the Model Rules by invoking 47(1) from the Act. We would like to avoid this situation because sections of the Model Rules are actually in violation of the values and principles of Participatory Association. So to avoid any ambiguity we invoked 47(3). As long as Participatory Associations Rules comply with the Act there will be no issue with MetaRule 4.

9. We would have liked to be able to include employees as members. We reasoned that if we allowed employees to become voting members then this could detract from the managers and even management committee members ability to achieve outcomes in accord with the association's purposes. We imagine that for associations with no paid employees this would be less of an issue. Overall we would like to remain open on this point and await more feedback.
10. If a special resolution is to be decided or an election will soon be held then it is reasonable to assume that very new members will not have had the time to familiarise themselves with the issues and this is the reason for the existence of this clause.
11. The role of facilitator is not only vital for the success of the group process it is also a different learning activity because the learning is occurring at a level removed (or above) from that experienced by the group members involved in the task. Because facilitation is a role experienced less often in our society we have designed the system to expose more individuals via a shorter cycle. In this way we hope that the overall system will skill up on this role a little faster than would occur if the cycle was 12 months or longer. The actual experiences in any association may differ however and our plan may not necessarily be the best for a specific association. Please experiment with this cycle to achieve your best result.

12. In this constitution individuals, who wish to become management committee members, always self select into the relevant selection pools at the meeting prior to the AGM so that they can then be appointed to office at the AGM. This is to fulfil a requirement of the Act Part 7 – Management Committee, Clause 62 (1), which states:

“The members of the management committee shall be elected at the annual general meeting or any general meeting of the incorporated association in accordance with its rules”

To fulfil the requirement that management committee members are elected at a general meeting we decided to have terms of office in multiples of years to coincide with AGMs and to have the selection occur, at the meeting, prior to the term’s expiration so that the appointment, i.e. this constitutions election result, would occur at the AGM. This requirement also influences the inaugural appointments so that selection can be made at any time but a general meeting would then have to be called for the appointment of candidates.

We suspect that this section of the Act assumes a majority vote election process and we would like to see it altered to be more inclusive of other processes and allowing more flexibility in the design of constitutions.

The requirement of the Act also gets a little messy for this constitution, or for a model rules constitution modified to include checks prior to appointment, if a selected individual is found via the appointment checks to be unsuitable. It is then possible that the checks for the next candidate may not be completed before the AGM. In such cases a further general meeting would have to be called so that the candidate could be either appointed under the participatory constitution or elected under a model rules styled constitution.

13. See Note 12 above.
14. The facilitator selection pool is formed from within the potential management committee members pool. Functioning as a committee observer gives aspiring facilitators some initial training via process observation of both the management committee meetings and the meeting facilitator. Aspiring management committee members also learn from the experience and the management committee itself receives valuable feedback from the observations.
15. Most of these groundrules have been taken from *Processes for community consultation*. See Note 5 above. The groundrules work well, however the best groundrules are those that are collaboratively developed with any group at the start of the meeting.
16. In this constitution the AGM and other “special” general meetings may only be called by resolution of the management committee. The model rules allows for members calling a special general meeting. We tried to imagine positive reasons under which members, and not the management committee, would want to call a general meeting and we were hard pressed to find any. So we decided that a general meeting of members would most likely be to resolve

conflict or push adversarial agendas. This constitution has conflict resolution provisions, including a valid conflict resolution process and this is the appropriate arena for such issues. Hence general meetings may only be called by the management committee. This in no way contradicts the Act Part 6 – General Operation of Incorporated Association 57 General Meetings (1), which states, “The members of the management committee of an incorporated association must ensure that the association complies with its rules about the calling and holding of meetings”. This also highlights an omission in the Model Rules in that it has no formal conflict resolution process and therefore members may have to call a general meeting to deal with conflict.

17. Other systems have proxies, however we believe this version is more participative and informative. Clause 16.8 and Note 20 below give more details.
18. We included this feature in the design so that employees (who don't have membership rights in this constitution – see note 9 above) could participate by providing information to the meeting.
19. See Note 7 above.
20. See clauses 16.3 i) and 16.8 and also Note 17 above. Instead of the use of proxies this constitution involves its members in a more participative, and we think valid, way by asking non-attending members to send in information that all present at the meeting may view and consider in their decision making. If we instead included proxy voting then a mere tick in a box doesn't convey much information and makes it difficult for the attending decision makers to modify decisions so that they are more inclusive.
21. Adding this step to the process compensates for some of the adversary that occurs due to the requirement of the Act (Note 7 above). The compensation is to increase the overall validity of the decision and also to attend to the relationships involved. The most extreme situation that could be encountered here is that 75% of members vote for and 25% vote against. We consider a 25% minority to be highly significant and suggestive that there is something in the system requiring modification.
22. Conflict resolution processes for conflict between individual and individual, individual and group, group and group will be included in the Meeting Manual with stage II of this project.
23. This is a requirement of the Act Division 2 – Amending rules 48 (1), which states, “An incorporated association may, by special resolution, decide to amend its rules”. A “special resolution” is defined by the Act as, “a resolution passed at a general meeting of the association by the votes of  $\frac{3}{4}$  of the members who are present and entitled to vote on the resolution”.

The participative constitution allows for amendment of rules by consensus, which is a greater agreement than a  $\frac{3}{4}$  majority vote, however if the consensus cannot be reached then a lower agreement that satisfies at least the minimum requirements of the Act must be obtained by gaining at least a  $\frac{3}{4}$  majority in favour.

24. A process known as Search will be included in Stage 2 of this project. Search is a consensual goal setting process which reveals the agreed collective values of the group. A further process which can be used to reveal gaps, omissions and redundancies among the relationship between goals (which may be expressed as values and principles) and the constitution will also be included in Stage 2. This process may be used as a check to ensure consistency between the goals and the rules of the association. Any discrepancies which are found may suggest modifications to the rules or reveal values which were not captured by the goal setting process.

# Appendix I Associations Values and Principles

## Values and Principles: for the development and operationalisation of a Constitution for a Participative Association [CPA]

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**Acknowledgement:** This MC draws from the work the first author undertook in, and the deliberations of, the Civic Integrity Development Association (2001-2003) – CIVIDA – Australia, and the theoretical work of Dr. Richard Mochelle viz. Towards a New Constitutionalism: Developing Global Civic Responsibility through Participation in World Constitutional Deliberation. 2001, RMITU (Royal Melbourne Institute of Technology University) (unpublished PhD Dissertation).

Paul Wildman Peter Pacey

[paul@kalgrove.com](mailto:paul@kalgrove.com); [p\\_pacey@tpg.com.au](mailto:p_pacey@tpg.com.au)

V 9 @ 1.00pm 24-02-2005 comm 03-07-2004

*Section 1: What is a MC? Why is it necessary? And where does it fit in? Background explanation.*

### ***What is a MC?***

In short a **Metaconstitution or Associations Values and Principles** details, usually in the form of principles or guides, how people from different backgrounds agree to associate together to deliberate and act in order to protect and enhance a particular social concern as expressed in the group association's constitution.

### ***Why is it necessary?***

A MC is critical as it outlines if you like guiding principles for table manners – the rules folk accept to aid them in coming to the table to decide upon and operate within something in this instance a constitution for a participative association. The guiding principles are intended to express the systems overarching values and therefore act as exemplars that the overall system and each system member may use as yardsticks for their intentions and actual outcomes of their behaviour.

### ***Where does a MC fit in?***

It generally comprises the overarching document that explicates how the interface occurs. The following components are illustrated in Appendix: A

Documents in a participative governance system include:

- 1 **Metaconstitution** - values and process list of ways we come together to decide on, and operationalise, the Constitution.
- 2 **Constitution** - content and process list of things we wish to protect and advance through certain ethical behaviours
- 3 **Code of Behaviour** – inc. conflict pre-emption – the code that we subscribe to apply to enact our constitution using agreed processes
- 4 **Meeting Manual** for agreed group inc. meeting processes – the processes we agree with to manage our actual day to day meetings, enacting and reporting
- 5 **Policies and Rules** – these are the agreed modus operandi for operations including grievance resolution
- 6 **Strategic Plan** – a plan of action to achieve the above esp. no. 2 leads to an operational plan etc to do this

*Section 2: Articles of the Metaconstitution or Associations Values and Principles on Formal Incorporation of the Association.*

**Article 1 Universality Principle**

Consistent with the Golden Rule\*, the universality principle requires that deliberants give equal regard for the fulfilment and protection of the *universal interests (basic needs)* of all others, globally, including future generations as they do to the protection of their own interests.

\*A version of the Golden Rule is 'do unto others ..... (as you would have them do unto you)'.

**Article 2 Autonomy Principle**

Consistent with the Golden Rule, this principle is a necessary condition for deciding on moral preferences and the validity of moral judgments. Where free will cannot be exercised, where the deliberative agenda is confined to a status quo framework, mutually protective decision making is compromised and placed at risk. Moral autonomy (inc. non domination, transparency, accountability, integrity, ethical inclusion and so forth) is in contrast to market autonomy.

**Article 3 Public Contestability Principle**

As an independent, world-serving moral agent and constitution maker, the deliberant is responsible to publicly disclose the normative decisions arising from his or her deliberations, along with the reasons for the decisions.

**Article 4 Common Meanings - Linguistic Consistency Principle**

As far as possible deliberants must not, in their proposals or arguments, use the same term or expression with different meanings. Consequently deliberants, in their proposals and suggestions, must strive to develop common meanings for terms and expressions so that terms used by deliberants throughout the course of deliberation may refer to one definition only. Key terms used by all deliberants throughout the course of deliberation must refer to one definition only.

**Article 5 Priorities Principle for Agenda Setting**

This principle governs the determination of the deliberative agenda, and the driving of the organisation from that agenda. Given the multitude of possible agenda items calling for attention, deliberants are responsible to ensure that the most important priorities serve as the focus for deliberation.

**Article 6 Integrity Principle**

Deliberants should be committed to dependable enactment, critique and contestability of their publicly disclosed normative decisions arising from deliberations.

**Article 7 Commitment to Participatory Constitution in an Exemplary Org. Principle**

An individual's integrity cannot be demonstrated in isolation. It is demonstrated only in one's interactions and relationships with others. Nor can outcomes consistent with one's integrity be easily achieved with those whose ethics are fundamentally different. Such outcomes are more likely among those who share a similar set of ethics. The ethics are embodied in the organisations constitution as such they call for a participative not representative system of Governance. Commitment to these autonomously chosen universal ethics requires actors having similar ethics to come

together and exemplify them within organisations that are constituted upon those ethics. The organisation is the observable, active demonstration of these governance principles.

### ***Article 8 Information Sharing Principle***

As far as possible, any factual information that is used by any deliberant to provide grounds for deliberation and normative decision making should be disseminated for consideration by all participants.

### ***Article 9 Accountability Principle***

720 degree accountability\* needs to guide conduct and in a deliberative circle seeking to implement a global citizenship we are accountable to ourselves and one another and to those above and below us (so to speak). Such accountability should be positive i.e. appreciative rather than punitive however this principle recognises that punitive or justice is crucial as an option. If we can agree on general principles of accountability, we have the basis for developing the basic standards for answering to the public. Here are ten illustrative principles – listed in the explication of this principle.

\* 720 degree accountability is accountability that is practiced in relation to your equals, your peers and those who answer to you. Generally accountability is only seen as vertical eg to a higher authority however this 720 degree or spherical concept extends accountability to the social system in general.

### ***Article 10 Aesthetic Principle***

Proposals are to respect the contestable concept of beauty and harmonising of diversity, rather than centralising of conformity, and acknowledge its importance in design considerations.

### ***Article 11 Innovation/Creativity Principle***

Proposals and proposers recognise that creativity and innovation are to be encouraged and that this may be destructive of existing means and systems, and not necessarily predictable or determinable in terms of eventual outcomes.

### ***Article 12 Artificing Principle***

Recognition is given to the importance of balance between the Idea | the subsequent Design and | its ultimate Implementation i.e. I | D | I . Each component is to be given equal weight. Normally I as in Idea predominate and I for Implementation is seen as subsequent and secondary. This means learning through doing and doing for learning i.e. action learning with an eye to the big picture and a commitment to act for a better world, a process of virtuous action herein called artificing, is part of how we engage with our world and with one another.

### *Section 3: Illustrative explication of selected articles of particular import.*

As a 'for instance' several of the key articles are explicated below. The principles presented in this document are outcomes of reflective observations of practitioners working for socio-economic change in Australia during the last 2 decades. Regardless of this the key principles of operational and therefore practical relevance for any group are those which they develop for themselves.

An offshoot of this process issue is that, if the group uses their own developed list of shared values and principles as a tool to reveal gaps between their espoused intentions and the actual results they achieve then there is an opportunity for learning but this is less likely to occur for any group trying to 'implement' a list of principles given to them by another. We would therefore encourage each group to consider the list presented in this document but to come together as a community and devise their own Associations Values and Principles.

#### **Article 1 Explicated – Universality Principle**

##### **1.2 Impartiality**

Proposals must not, without apologetics, favour the welfare of certain groups or persons over others, nor current generations over future generations, nor adults over children.

##### **1.3 Generality**

Proposals should apply generally, without exception or favour, and not be tied to prevailing roles, authority figures, regimes, institutions, nations, cultures, associations, traditions or persons. By the same token, deliberants must not participate 'in role' as an authority figure, but rather as one unaware of future role. Proposed principles should be capable of serving in a charter of a well-ordered global society, in perpetuity, and be formulated without reference to proper nouns.

##### **1.4 Reversibility**

Advocates of a proposal must be prepared to trade places with those who would be the most disadvantaged by the proposal.

##### **1.5 Acceptability of consequences of general compliance**

Advocates of a proposal are responsible for considering - what if everyone complied with a proposal? Advocates should be capable of justifying the proposal in terms of the acceptability of the consequences.

##### **1.6 Acceptability of system design implications**

Advocates of a proposal should be prepared to consider and accept the system and organisational design implications of a proposal.

##### **1.7 Universal validity of argumentation**

Advocates advocating a particular position in support or critique of a particular proposal need to assume that their proposal could, and should be able to, apply generally to the broader community.

## ***Article 2 Explicated – Autonomy Principle***

### **2.1 Non domination**

Every deliberant must be able to participate, without coercion, or domination by other deliberants or non-participants.

### **2.2 Freedom of thought**

Deliberants must be given opportunity, encouraged and enabled to exercise right to freedom of thought, to think independently, creatively, 'out of the box'.

### **2.3 Unconstrained, unencumbered deliberation**

Deliberants have the right and the responsibility to determine future norms, strategies and arrangements without constraining themselves or other participants (in the bracketed space of the deliberation) to status quo norms, ideas, customs, traditions or political arrangements.

### **2.4 Is does not equal ought**

Currency does not equal validity. That 99% of a population may engage in customary practices does not in itself confer moral validity to those practices. The predominance of such practices should not be permitted to unduly influence deliberation.

### **2.5 Non doctrinaire learning**

The members of the association must be given sufficient opportunity and educational assistance *at the earliest possible time* to determine future terms of cooperation and association direction, and to do so freely and independently, without encumbrance by status quo ideas, or domination by prevailing authority.

### **2.6 Deliberator as independent, world political actor**

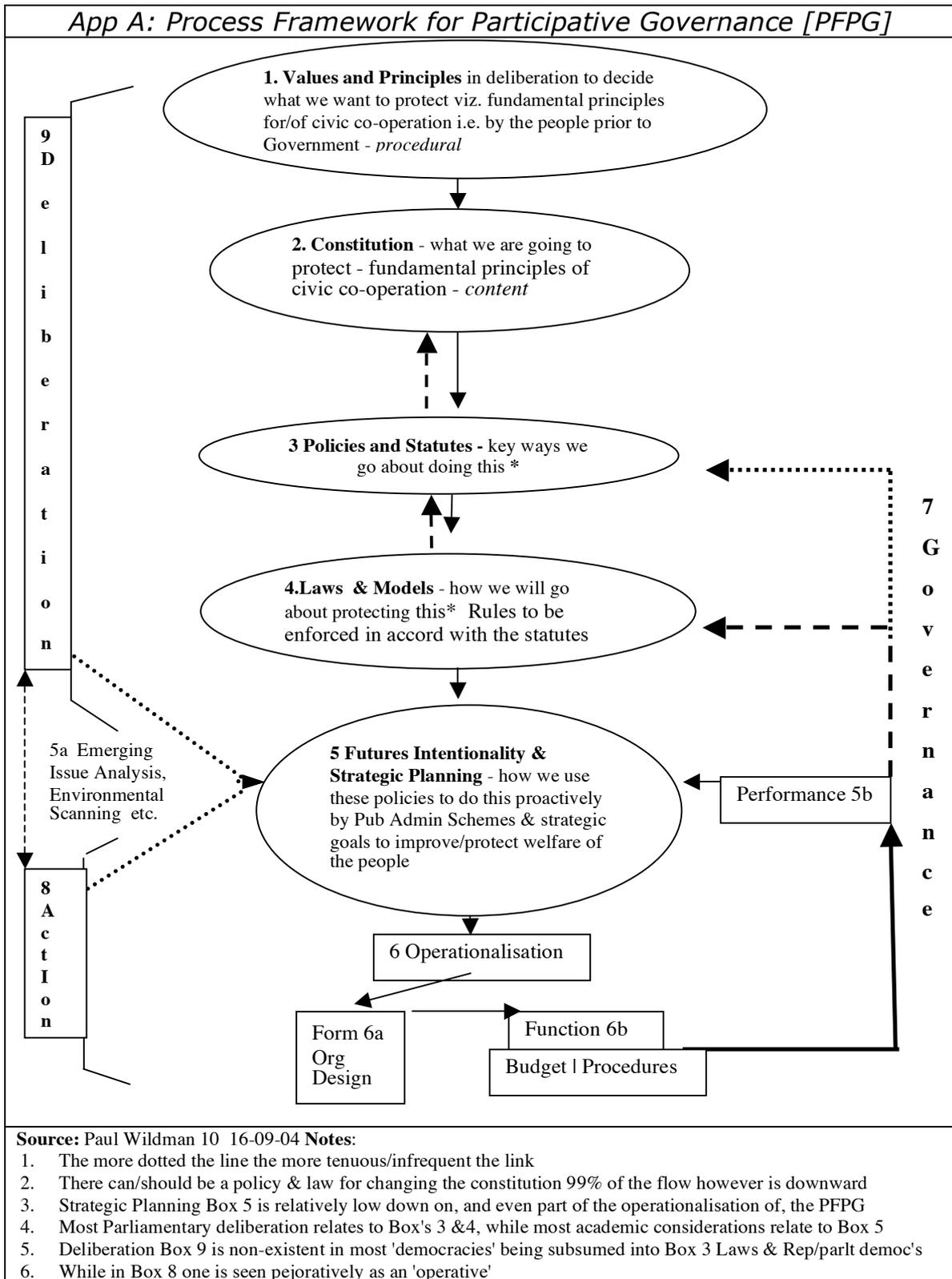
In the course of the deliberation, deliberants must not serve as members or representative of any other association, organisation or political party, and must exercise free will and dignity as an independent, association and ultimately world-serving moral and political agent.

## **Article 9 Explicated - Accountability Principle**

- 9.1 **Disclosure of intentions.** People in authority who are intending action that would affect others in important ways must tell those others the results or outcomes they seek to bring about. They must state why they think the outcomes they intend are desirable and fair and how the intended actions will generate the required results, as well as the probability of this result generation.  
**Explication:** This is to allow for innovation and research and pilots where the probability may be even 0. This is not to play into the bureaucrats hands of risk avoidance not success seeking. Social Innovation demands risk and trial and failure.
- 9.2 **Performance visibility.** Actual performance must be disclosed through adequate public answering by those who have the performance responsibilities. Those in authority must answer publicly and promptly for the results of their actions and for any learning they have applied from them.  
**Explication:** Results must not be only in terms of outcomes but also linkages, potentials uncovered, next steps taken, facilitative processes implemented. Often times in innovatory systems outcomes are the least important of measurements.
- 9.3.1 **Identifying the directing mind/intent.** In every government, corporation or other organization there is a "directing mind and will" which must be identified as the body/person/process publicly accountable for what people in the organization or set of organizations intend to do, actually do, or fail to do. Deming tells us 80% of what an organisation achieves is through its structure (inc. policy, processes and procedures) and 20% through people. So transparency of intent and process are key accountabilities in this regard. In chaordic organisations (which seek to synergise turbulence/change/chaos with order cha-ord-ic) it is more the issues of intent, pattern recognition and self-organisation that are 'responsible'.  
Deming, W. Edwards (2002). Various Deming web resources:  
The Deming Institute: <http://www.deming.org/>  
The Deming co-operative <http://www.deming.edu/demingcoop.html>  
Deming electronic website  
<http://deming.eng.clemson.edu/pub/den/>.  
**Explication:** This is really about disclosure of the 'real agenda' and transparency as to how to meet its requirements. This is a profoundly important accountability and goes to the heart of integrity and ethics.
- 9.4.a **Responsibility for taking innovatory risks.** Decision-makers in authority have a duty to be innovative yet to inform themselves adequately about significant risks to people's safety, to the environment, and to social and legal justice. They must meet the intent of the risk taking principle in their decision-making. They must answer publicly for any failure to obtain reasonable assurance that it is safe to proceed or, if in doubt, for failure to err on the side of safety. (The U.S. Challenger space shuttle disaster is a well-known example of directing minds waiving the precautionary principle).

**Explication:** This aspect is to ensure risk is taken and acceptable.

- 9.4.b **The citizens' innovatory risk principle.** Citizens must apply the innovatory principle to justice, equity, and the preservation of community as well as to safety and environmental protection.  
**Explication:** Citizens must, in appropriate forums, set the anticipated directions and yearned for outcomes for decision-makers-in-authority to meet in publicly answering for their intentions, and they must hold them fairly, entrepreneurially and publicly to account.
- 9.5 **Audit.** Important answering must be validated by knowledgeable public interest groups or by professional practitioners, or both.  
**Explication:** This aspect is to transcend reliance on compliance auditing as audit of first resort and to confirm it as audit of last resort. Much more important is facilitative achievement auditing undertaken on a collaborative basis.
- 9.6 **Right-roles.** Those who are actually accountable must answer publicly and quickly for their intentions and results. The answering obligation is **not** to be shifted to external inspectors, commissioners, auditors, ombudsmen or other examiners.  
**Explication:** Further right-roles implies a certain integrity and positive commitment by those involved therein. That is right roles implies an inside out as well as outside in balance.
- 9.7 **Corporate fairness.** The directing minds of corporations and bureaucracies must answer publicly for serving the public interest when, in decision-making within their power, a significant difference is likely to exist between serving the public interest and serving the wants of corporation owners and management.  
**Explication:** Reporting by those who are responsible for the oversight of corporations must include the extent to which their supervision meets the intent of the precautionary principle.
- 9.8 **Governing body and citizen responsibility.** To ensure continued answering, those legitimately holding responsible parties to account must themselves act fairly and responsibly on answering given in good faith.  
**Explication:** This applies to both governing bodies and public interest groups.
- 9.9 **The wages-of-abdication principle.** To the extent that citizens abdicate their responsibility to decide standards for public answering and fail to hold responsible parties fairly to account, they generate the environment to create civic incompetence and give tacit authorisation of the abuse of power.  
**Explication:** We are all culpable for maintaining the macro system that 'does things to us' especially if we don't take action i.e. we do nothing.
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## Appendix II Code of Behaviour

### Code of Behaviour for Participatory Association Inc.

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Paul Wildman Peter Pacey  
[paul@kalgrove.com](mailto:paul@kalgrove.com); [p\\_pacey@tpg.com.au](mailto:p_pacey@tpg.com.au)  
V9 1.00pm 24-02-05

## Preamble

*[Process]* Members, in particular those with positions on the management committee and related committees, commit to being exemplar role models of the operation of the Values and Principles, Constitution and Code of Behaviour.

*[Commitment Priority]* Furthermore members acknowledge the importance of ongoing commitment and therefore acknowledge their commitment to prioritise their involvement in the Association such that, wherever possible, they can give a commitment to ongoing regular support and involvement for at least a two-year period.

*[Content]* Members and Management Committee Members, who were selected rather than co-opted, may have a direct interest even passion in the basic purpose and operations of the Association.

*[Method]* Management Committee Members actualise their interest through their work on the management committee and other relevant committees. Other members may actualise their interest through work with the Association at any level or any manner of assistance. Such work to be, as outlined in the Values and Principles, transparent, done with integrity and accountability, respect for the individual rights and nature of the person assisted.

*[Individual | Association]* The Association acknowledges that the majority of causation of inappropriate behaviour or actions or decisions of an Association come not from the individual concerned rather from the structures and processes therein. Thus while this code is written from the point of view of an individual it is equally applicable to the organisational entity itself. Infractions of the Code usually point to two things an individual lack of compliance or understanding and an Association need for improvement. So the meaning of the code is Code of Individual and Associational Behaviour.

*[Complaints | Compliments | Support]* Codes of Behaviour are sometimes seen retrospectively punitively i.e. where an individual or group gets into trouble for what they did wrong. The reinforcement/reward contingencies of such a system may create learning environments in which development becomes focused on avoidance of mistakes and real developmental growth is slowed. A balanced approach would contain true validation for the receiver encouraging their learning through rewarding exemplary behaviour and exhibiting unconditional support.

*[Maintenance | Improvement]* Generally speaking the Association continually seeks improved ways of operating. Simple maintenance is a recipe for stasis and in a dynamic environment decline of the organisation. This points to the importance of the Association's Strategic Plan and acceptance of the view that improvements can often shift resources from the existing pattern of allocation and as such challenge the existing system of admin or maintenance. It is a key role of the management committee to balance these ends. To this end the Association runs in addition to the code of behaviour a code of an improvement scheme to encourage and reward ideas for improvement.

## Code

Members individually in writing commit, to the best of their ability, to:

- Following the Values and Principles
- Rules of Association
- Using the processes outlined in the above and the meeting manual
- The above commitments to be discharged in line with this code.

### Exceptions

Any individual applying for membership who, for their own reasons, cannot commit to any of the above will not automatically be excluded from membership. Instead such individuals will need to submit relevant information to be considered by the management committee. An interview with management committee members may be arranged to clarify the situation and this may result in suggested modifications to the items of commitment so that they are more inclusive. Decisions by the management committee however are final and no further communication will be entered into.

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In over view this code is for each individual whatever is at issue. It may be seen as a conflict pre-emption process rather than conflict resolution process. If however all else fails then the following procedure is to be applied.

### Infraction of this code

Should someone consider the above Code of Behaviour has not been manifest by an organisational staff member (including volunteers), association member, management committee member, system or policy of the association they can activate the process below, usually in the following order but having regard for the exceptions identified in this process.

1. Discuss the matter directly with the person(s) involved with a focus on achieving a positive overall outcome. This is a first level informal intervention.

This first level intervention can include:

- 1). Communication aids
- 2). Technology
- 3). A third person to help the individual(s) plead their case such person not being a legal professional and who is also in respect of the person they are pleading for:
  - a). Empathic<sup>1</sup>
  - b). Primarily concerned with their fundamental needs
  - c). Loyal and accountable to them.
- 4). In some cases a mediator may be needed. The association maintains a list of mediators and a request may be lodged with the association.

## Exceptions

If you suspect that the infraction may be of a criminal nature or may seriously jeopardize the well being or reputation of the organisation/association then immediately report it to the President or, if not available, the Treasurer or Secretary and also to the CEO/Senior Employee. These individuals are then charged with the responsibility of contacting the appropriate authorities if needed. If you have evidence and firmly believe that all of the decision makers mentioned immediately above are involved in the infraction then you may wish to report the matters directly to the relevant authority.

*If the process at step 1 did not resolve the matter proceed to step 2.*

2. Lodge an infraction notice with the person's supervisor. This notice must include the nature of the infraction and action taken at step 1. The supervisor will then process the notice as per the Organisational Grievance Policy.

## Exceptions

If you suspect that the infraction may be of a criminal nature or may seriously jeopardize the well being or reputation of the organisation/association then immediately report it to the President or, if not available, the Treasurer or Secretary and also to the CEO/Senior Employee. These individuals are then charged with the responsibility of contacting the appropriate authorities if needed. If you have evidence and firmly believe that all of the decision makers mentioned immediately above are involved in the infraction then you may wish to report the matters directly to the relevant authority.

*If the process at step 2 did not resolve the matter do the following.*

Cycle through step 2 again but replacing the person's supervisor in the process with the supervisor occupying the next higher position on the organisational chart. Continue to cycle through step 2 in this manner until the matter is resolved.

Once a formal complaint has been lodged it must be recorded in the complaints register. The complaints register shall be available on request and upon request names can be suppressed in accord with the requirements of Privacy Legislation and the Freedom of Information Act. A brief outline of the complaint and its resolution with timelines are also to be recorded in the complaints register.

## NOTES TO APPENDICES

1. This description of a third person has been taken, and modified, from the description of an advocate in Fitzgerald J, (1994), *Include Me In. Disability, Rights & the Law in Queensland*, Brisbane, Queensland Advocacy Incorporated.

Item a) has been changed to “Empathic” from the original “Being on their side and no-one else’s”. The modification isn’t because we disagree with the description of advocacy offered in the reference instead it is meant to reflect the role of such a third person in a participative/collaborative system. We understand this role to be focused on a win/win outcome and therefore requiring the third person to “be on the side of all involved”.