

**THE AUSTRALIAN  
AA SERVICE MANUAL**

**SECTION NINE**

**THE GENERAL  
SERVICE BOARD**

**(THE TRUSTEES)**



**The Board**

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# WHAT IS THE BOARD?

*The General Service Board of Alcoholics Anonymous, Australia, is the chief service arm of the Australian General Service Conference and is essentially custodial in its character ...*

Excepting for decisions on matters of policy, finance or AA tradition liable to affect AA as a whole, the General Service Board has entire freedom of action in the routine conduct of the policy and business affairs of the AA service corporation ...

**- excerpt from the Conference Charter**

The Trustees of Alcoholics Anonymous are concerned with everything happening inside and outside AA that may affect the health and growth of the movement.

The Trustees are close to the National Office's activities and are often the first to become aware of trends that may influence AA's future. However, as the Charter points out, their duties are essentially custodial. Whenever a decision on movement-wide policy is needed, they turn to the Conference. And, because they are a part of the Conference body, they participate in policy-making, but only as individual Conference members, not as a group.

The Trustees do much of their work through the Trustees' committees. The diagram "*The Australian General Service Conference Structure*" at the end of Section 1: "The Conference Plan" clearly shows how the General Service Board fits into the whole picture, and how the Trustees derive from the Conference what 'authority' they have. This relationship was established when the Conference structure was first set up in the USA and Canada. Experience there, and in Australia, has demonstrated that this relationship continues to work well, and there is every indication that it will continue to do so in the future.

It was felt, even at a relatively early date in our national development, that a General Service Board would eventually become a necessity. State Trustees gradually became an integral part of the Conference structure and were granted full debating and voting rights at the Adelaide Conference in 1969. In 1970 Conference ratified the appointment of the first Non-alcoholic Trustee, Dr Bill Spence.

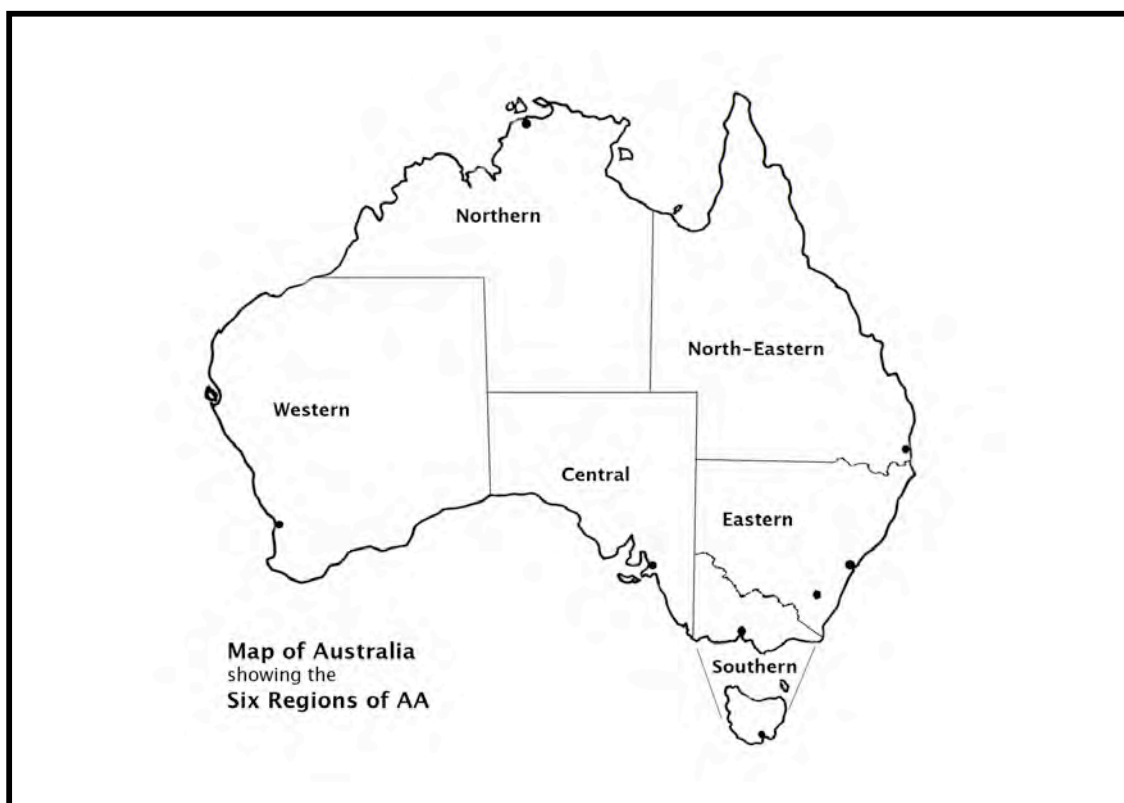
In that year also, the establishment of an Australian General Service Board was formally approved, and methods of implementing its functions first discussed and put into motion. The Board adopted the North American structure, with a mixture of alcoholic Trustees (*Class B*) and non-alcoholic Trustees (*Class A*). Most alcoholic Trustees were *Regional Trustees*. It was also agreed that for the Board to operate effectively, some Trustees must be available within easy reach of the National Office of Alcoholics Anonymous to serve as the nucleus of a working structure. It was considered necessary to have two such Trustees, appointed by the Board and designated '*General Service Trustees*'.

## COMPOSITION & TERM OF SERVICE

### COMPOSITION

The Australian ratio calls for four non-alcoholic Trustees on a Board of twelve, so the General Service Board today consists, where possible, of 12 men and women, 8 alcoholics (Class B) and 4 non-alcoholics (Class A), who bring varying talents and backgrounds to their service responsibilities. There is always a careful balance on the Board between Trustees who are elected primarily to bring regional and AA service experience to the Board and those selected primarily for business or other professional backgrounds.

The following map shows the AA Regions. For a formal description see Section 13 *Articles of Association* Article 1.



**Figure 8 The Six Regions of AA**

## **DURATION OF TRUSTEE APPOINTMENTS**

A Trustee who resigns may not be reappointed.

Class A Trustees are usually elected by the Board in July, and attend their first Board meetings at Conference the following November. In all cases the Australian Securities and Investment Commission must be notified within two weeks of the appointment's becoming operational. They may serve for five consecutive years with the option of serving a further five-year period subject to Board approval followed by Conference disapproval (a 2/3 vote of all Conference Members, disapproving the motion).

The six Regional Trustees and two General Service Trustees serve a four year term. All Class B Trustees must rotate off after four years. Class B rotation occurs on the last day of December and the new Trustee takes up the position on 1st January, with the first Board meeting attended being in February.

Interim appointments are for four years from the date of appointment.

While a new Trustee does not usually attend Board meetings until his or her predecessor has rotated out of the job, both the incumbent and the General Service Trustees elect may attend the February Board meeting to preserve continuity.

Where possible, but at the Board's discretion, interim appointments are avoided, and casual vacancies left until the following Conference. The Board has the right to act to keep its numbers at an appropriate level.

# THE TRUSTEES: QUALIFICATIONS

## AN EFFECTIVE TRUSTEE

AA has been fortunate over the years in having many competent Trustees, both AA members and Non-alcoholics, and the choice of Trustees remains one of the most important factors in ensuring AA's future. There are no hard-and-fast rules governing qualifications. In general though, there are certain things to look for.

## NON-ALCOHOLIC TRUSTEES ('Class A')

In seeking candidates for Class A Trustee positions, the Board looks for men and women with a proven track record in their own fields, with a demonstrated interest in Alcoholics Anonymous, and some experience in working with AA and its members. It would be safe to say that the busiest people have made the largest contribution and shown the greatest dedication and judgment. From time to time the Board has included members of the medical and nursing professions, accountancy, the Law, researchers, people familiar with the media, as well as those well versed in the general business world. They have all made their various contributions, not only in their own special fields but often also in the wider world of organisational management.

AA's debt to those who do not share our disease but willingly share our problems is immense, going back to the beginning. Bill W wrote: "In the days when AA was unknown, it was the nonalcoholic Trustees who held up our hands before the general public. They supplied us with ideas ... They voluntarily spent hours on end, working side by side with us and among the grubbiest of details. They gave freely of their professional and financial wisdom. Now and then they helpfully mediated our difficulties." Written in 1966, those words hold true today. Nonalcoholic Trustees remain a rich source of wisdom and perspective.

The experience of the Fellowship in North America has shown the wisdom of selecting non-alcoholic Trustees as described in Bill's introduction to this Manual. We, in Australia, benefit similarly from their professional experience.

Since they need not maintain anonymity, Class A Trustees are also our public face, should it become necessary to put AA before the general public in any matter. They are often called upon to chair meetings and committees, to speak at Regional Forums and take formal roles at major Conventions.

The Chair of the General Service Board is traditionally a Class A Trustee, partly due to the public aspects of the role, but there have been exceptions where alcoholic Trustees have held the position. The Board will always seek to select the best person available for the task.

## ALCOHOLIC TRUSTEES ('Class B') – GENERAL SERVICE & REGIONAL TRUSTEES

Experience has shown that AA Trustees, who are strong in one or more of the following Areas, have contributed most to matters that come before the Board:

### Length of sobriety:

Experience shows that a minimum of ten years of continuous sobriety is right for Regional Trustees, although not mandatory. For General Service Trustees seven years of continuous sobriety is suggested.

## **Business or professional background:**

While business experience is not necessary for all alcoholic Trustees, it has proved essential for General Service Trustees, who deal with the business affairs of the Fellowship. Regional Trustees with sound professional qualifications are always valuable to the Board, but may also be stronger in other Areas.

## **Leadership:**

In AA this seems to mean qualities enabling a member to deal with AA growth and affairs with good feeling and a minimum of friction. Good leaders can bring to the Board the quality of resoluteness and the courage of their convictions, along with good judgment, objectivity, and the willingness to stand up and express themselves. Such candidates generally have the love and respect of AAs in their community or Region and can represent the Board and interpret its actions back home.

## **Grasp of AA structure:**

Some AAs have special aptitude for the AA structure and are thoroughly familiar with all its elements, from the Group through the Area to the Board and the Conference. They are usually familiar with AA's history and the trends that affect its future.

## **Work Load / Availability:**

All Trustee candidates need to think long and hard about the time they have available, without hurting family or career. Trustees have especially time-consuming jobs. In addition to two Board meetings plus travel time, they are required to attend another Board meeting and the four-day General Service Conference in November, and often have demanding travel schedules within their Regions. Throughout the year, these Trustees keep in touch with their colleagues on the Board and with the National Office.

## **Availability of General Service Trustees to National Office:**

General Service Trustees must be available for consultation with the National Office staff members at any time. The two General Service Trustees are very active members of the Board who reside within commuting distance of the National Office of Alcoholics Anonymous. They are available every week, and sometimes every day, for the solution of problems about which National Office staff may need help.

They bring to the problems of a growing movement the kind of experience and training that can prove most useful. While there are no 'specialists' in AA - only recovered drunks - it has been possible to choose for General Service Trusteeships, men and women with the kind of business and professional acumen that is particularly applicable to problems at hand, whether their business backgrounds are in, for example, publishing, accounting, public relations, administration or the Law.

## **REGIONAL TRUSTEES AND REPRESENTATION:**

Whilst no Trustee can be said to 'represent' a geographical section – all Trustees represent only the Fellowship as a whole – Regional Trustees bring to the Board's discussions a Regional AA point of view and experience that is invaluable.

# HOW AA CHOOSES ITS TRUSTEES

## HOW AA CHOOSES ITS CLASS A TRUSTEES

*Class A Trustees* are nominated and elected by the *General Service Board* itself, after an extensive search. This begins by asking current and past members of the Board, Area Delegates, and the National Office staff to submit names and background information for 'friends of AA' to fill a vacancy. An advertisement is placed in "AA Around Australia" so that the whole Fellowship can be informed of, and involved in, the selection process. The list is narrowed down by the *Trustees' Nominating Committee* which then forwards it with CVs to the *Conference Committee on Trustees* for comment.

Feedback will need to be sought from the Conference Committee on Trustees before the election is expected. Taking all available information, including CV and feedback from the Conference Committee on Trustees, the candidate is selected by the full Board of Trustees, requiring a 2/3 majority vote, or *Third Legacy Procedure* for more than one candidate, and ASIC is notified within two weeks. The following Conference is given the opportunity to disapprove, requiring a 2/3 vote against the appointment to overthrow it. Interim appointments are carried out along similar lines.

## HOW AA CHOOSES GENERAL SERVICE TRUSTEES

General Service Trustees (GSTs) are nominated and elected by the *General Service Board* itself, after an extensive search and interview process. Approximately 12 months before a General Service Trustee rotates off, the canvassing process begins. Current and past members of the Board, Area Delegates, and the National Office staff are asked to submit names and background information for suitably qualified candidates who live within commuting distance of the National Office. An advertisement is placed in *AA Around Australia* so that the whole Fellowship can be informed and involved in the selection process.

Potential Trustees are invited to attend monthly *National Office Management Group* meetings (see description under Trustees' Service Committees below). This gives them valuable insight into the demanding features of the job before officially submitting their nomination. It also gives the Management Group an opportunity to assess their skills and knowledge of the General Service Structure.

Election usually takes place at the Board meeting during Conference. This means that feedback will need to be sought from the Conference Committee on Trustees before this. Taking all available information, including CV and feedback from the Conference Committee on Trustees, the candidate is selected by the full Board of Trustees, requiring a 2/3 majority vote, or *Third Legacy Procedure* for more than one candidate. Conference is given the opportunity to disapprove, requiring a 2/3 vote against the appointment to overthrow it. ASIC is notified within two weeks. Interim appointments are carried out along similar lines, but during the year.

The Trusteeship becomes active on March 1, however as the new GST already lives in Sydney, he or she is asked to attend the February Board meeting along with the outgoing GST, for continuity reasons.

## HOW AA CHOOSES REGIONAL TRUSTEES

Candidates for Regional Trustee are proposed by the Areas, either one candidate from each Area or, in some cases, one candidate is put forward by two or more Areas acting together. Each Region tends to have its own preference. Most commonly, those Regions with more numerous or more geographically separated Areas tend to invite each Area to elect its own candidate, and all the candidate CVs are sent to Conference for final selection by a special nominating session as

described below. In Regions with smaller numbers of Areas it is easier to come together to select a single nominee for the Region at a local level. Such candidates only need Conference ratification before being elected to the Board, which traditionally accepts Conference's nominees. The same National Office notification system applies.

This responsibility should be considered carefully by the AAs involved. It is suggested that along with the qualifications and responsibilities required to fill the Trustee position described, that this entire section of the *Service Manual* plus the *Conference Charter* and the full version of the "Twelve Concepts for World Service" be carefully reviewed before the selection is made. By doing so, an informed Group of AAs will participate in selecting a candidate.

## Notification

Delegates and Area Committee members in a Region required to select a Regional Trustee candidate, will be informed by the National Office. All AA Groups in the Region will also be notified of the vacancy, and the suggested selection procedures, through the following issue of "AA Around Australia".

## Procedure for Election

1. A Conference 1997 Advisory Action should be kept in mind, which states that Area Delegates are not eligible for Trustee appointments until twelve months after their last Conference as a Delegate, except under extraordinary circumstances such as early resignation or death of the incumbent.
2. At the Area level, the Delegate(s) or Area Committee(s) should decide whether the candidate presented by Area will be selected at a meeting of the *Area Committee* or by an *Area Assembly*. In any case the *Third Legacy Procedure* should be used (Section 12: "AA's Traditional Legacy Documents").
3. The *General Service Conference Delegate* or *Chair of the Area Committee* should send to the National Office a complete report of all procedures followed in the selection.
4. A résumé for the Trustee candidate selected, should be forwarded to the National Office on the correct form, *by the Area Delegate or nominated Area Officer*. A special form is available for this purpose from National Office, and it should be completed by the candidate and signed by someone from Area other than the candidate. It should be sent by registered mail, and should cover professional, business and AA service qualifications, with name and address and full contact information.
5. In the event that circumstances prevent an Area's candidate for Regional Trustee from serving as Trustee, the same Area will have the right to submit another candidate subject to the approval of the *Trustees' Nominating Committee* and the *Conference Committee on Trustees*.
6. The Trustees' Nominating Committee and Conference Committee on Trustees review all candidate CVs for eligibility. Then, at the Conference, a nominating session chooses one Regional Trustee nominee from the candidates. The session is a secret ballot co-chaired by the Chairs of the Trustees' Nominating Committee and the Conference Committee on Trustees. It meets in a roped-off, or otherwise demarcated section, and the selection process can be observed by all Conference members.
7. Voting members of this nominating session are: (1) Delegates from the Region involved and (2) an equal number of voters - one-half to come from the Conference Committee on Trustees and one-half to come from the Trustees' Nominating Committee.
8. The names of candidates are posted on a black/whiteBoard and the session follows the *Third Legacy Procedure*. This version of the procedure, providing automatic rather than optional withdrawal of candidates, was approved by the 19<sup>th</sup> North American Conference

and an approved Australian version, located in Section 12, was accepted by the Australian General Service Conference in 2003.

9. The Conference then has an opportunity to disapprove the nomination of the selected candidate or the regional nominee by a 2/3 disapproval vote of all registered Conference Members.
10. Finally, the Board of Trustees formally elects the new Trustee(s) at its meeting following the Conference. Traditionally, the General Service Board will accept for election the Regional Trustee nomination of Conference. ASIC is then notified as specified.

## **INTERIM APPOINTMENTS**

In the event that any member Trustee shall resign or die, or if the Trusteeship becomes vacant under other subclauses of *Article 6*, the Trustees may at any regular or special meeting elect a new member Trustee to fill such a vacancy, or, alternatively, permit such a vacancy to continue until the next annual meeting of the General Service Board. In 2003 the Conference resolved that the following procedures be observed.

### ***Regional Trustees***

1. If possible delay the appointment until the next Conference.
2. Areas are asked to nominate new candidate(s). Both the Trustees Nominating Committee and the Conference Committee on Trustees representing the Conference vet the nominees' CVs.
3. If not delayed to the next Conference the election is performed directly by *Third Legacy Procedure* by the Board.
4. All Delegates are notified with the next mailing.
5. Australian Securities and Investments Commission (ASIC) is notified.
6. The Trustee elect is presented to the next Conference for disapproval, if any.

### ***General Service Trustees & Class A Trustees***

1. The need is announced in *AA Around Australia* and all are requested to help search for potential candidates.
2. The Trustees Nominating Committee vets all CVs and chooses a short list.
3. The short list is referred to the Conference Committee on Trustees for comment.
4. The Board elects the appropriate candidate.
5. All Delegates are notified with the next mailing.
6. Australian Securities and Investments Commission is notified.
7. The Trustee elect is presented to the next Conference for disapproval, if any.

# WHY THE BOARD CHOOSES ITS MEMBERS

The General Service Board has much work to do for the Fellowship during the year. The Trustees must work together, frequently, and therefore must have faith and confidence in the professional capacities of the people with whom they work. Furthermore the Board members know what professional qualities are most needed on the Board. They may see that there is a need for people with specific professional qualifications and experience in, for example: health, management, accountancy, public relations, publishing, media, education or the law. In this case a search can be made for people with these skills. The Board must be trusted to choose the people it needs, for Class A, General Service and interim appointments. The Fellowship still has the right to 'disapprove' of the Board's selections through its Delegates, the Conference Committee on Trustees, which is consulted, and the Conference, if it can be shown that a candidate is unsuitable. The Fellowship also has a direct opportunity to participate in the selection process for the six Regional Trustee positions, at grass roots level. Areas nominate candidates or collaborate to select one Regional nominee, and later the Area Delegates of that Region participate directly in any final nominee selection at Conference. By tradition, the Board will normally accept and elect Conference nominees for Regional Trustee positions, and Conference will accept the nominee selected by the nominating session. Further information may be found in Concept VII and Concept III.

## 'DISAPPROVAL' VOTES AT CONFERENCE.

Where one part of AA is contemplating overturning the considered decision of another group, duly acting in its Area of responsibility, a serious, binding decision is made. Therefore the electorate for such decisions is all the registered Members of Conference, and the disapproval voting level required is 2/3. Examples of where disapproval may be entertained by Conference are Board appointments of Class A and General Service Trustees, the acceptance from combined Areas of a single regional nominee for a Regional Trustee position, interim Board appointments and Conference ratification of changes by the Board to its own documents.

For example, rigorous processes are gone through in searching for and selecting, Class A and General Service Trustee candidates. If due processes have been followed, all sections of the Fellowship, through advertisements and trusted committees, have had an opportunity to suggest or vet candidates before the Conference meets.

For Trustee selections, with the exception of Regional Trustees, a Conference vote is not legally required. But an opportunity is given to the whole Conference to 'disapprove' of a nominee in the extraordinary event that a Conference member has information, not previously revealed, which would disqualify a Trustee nominee from filling a vacancy on the General Service Board.

Our leaders are *trusted* servants and are therefore trusted to carry out these important duties, in line with Concepts III, IV and VII, which cover the *Rights of Participation* and *Decision*, and the checks and balances built into the AA system with regard to the appointment of Trustees.

# TRUSTEES' SERVICE COMMITTEES, SUBCOMMITTEES & RELATED BODIES

## GENERAL INFORMATION ABOUT BOARD COMMITTEE FUNCTION

There are many Trustees' committees, most of which have corresponding Conference committees. To optimise communication and understanding of Trustee activities during the year, the Chairs of the Trustees' committees act in a non-voting capacity as *Trustee Liaison* to advise their related Conference committees during the annual General Service Conference. They also write to their corresponding Conference Chairs following the February and July Board meetings and confer with them during the year as necessary to keep them informed, seek advice or draw on additional skills (See Conference Structure Chart in Section 1: "The Conference Plan". The Board is empowered to dismantle or set up other service committees as the need arises, and to co-opt extra, non-voting members if necessary.

In 2003 the Board adopted a new process whereby for all ordinary Board meetings in Sydney, all Board members sit on each Committee. This was done in order to save double handling and to access a wider array of talents for each task. The Chair of each Committee is a Trustee, elected as before, by simple majority for a two-year term, and chairs the relevant section of the Board meeting. The Chair manages the relevant Committee Reports, correspondence and projects, and now has access to the full range of Board skills in selecting project teams.

The quorum for each committee is 5 voting members. Coordinator and Minute Secretary roles are taken by the National Office staff, and Board meetings are now recorded, to facilitate accurate reporting to the Fellowship. The National Office Manager is *ex officio* a voting member of all the Board committees but not of the Board as such.

## TRUSTEES' COMMITTEES & OTHER ENTITIES

### ***TRUSTEES' FINANCE COMMITTEE***

Even before the recent changes whereby all Board members sit on all committees, this committee was composed of the full Board membership.

If possible, the accountant attends to present the financial details and answer questions. The Committee meets in February and July, and more often if necessary, by telephone, teleconference, fax or email. The Auditor's Report is presented to the Board at the Annual General Meeting in November. Financial matters can be raised at the General Service Board Meeting in November, but no specific Finance Committee meeting is held at the time of the Conference. The Committee reviews any matters concerning AA finance, reviews the budgets of the National Office and the General Service Conference and reviews General Service Trustee requests for expenditure.

### ***TRUSTEES' NOMINATING COMMITTEE***

This committee is chaired by the Chair of the General Service Board. The Committee oversees all nominations for membership to the General Service Board. The Nominating Committee acts to see that all vacancies for *Trustees*, including *Class A Trustees*, also *World Service Delegate* and *National Office Manager* positions, are properly filled, in terms of the greatest possible competence, stability and industry. This includes careful deliberation, painstaking investigation and interviewing, refusal to accept casual recommendations and preparation of suitable candidates well

in advance, resisting any temptation to snap decisions or hasty judgment. The ongoing success of AA Service depends on the quality control exerted by this committee.

The committee maintains a close relationship with the Conference Committee on Trustees in the review process of Trustee nominations, either at Conference or during the year if interim appointments to the Board are considered necessary. It is less directly involved in International Delegate nominations, receiving information but only occasionally advising.

Recommendations are received from the Management Group at National Office when the position of National Office Manager must be filled.

## **TRUSTEES' LITERATURE & ARCHIVES COMMITTEE**

This has the highest workload of any of the Conference or Trustees' committees. When developing new literature or other media it may work hand in hand with the *Conference Literature Committee* on a year-round basis. It also works, at times, with the *Report, Charter and Service Manual Committee*, or *Conference Finance, Trustees' Treatment & Correctional Facilities, Trustees' Public Information & Cooperation with the Professional Community*, Committees when they have requested the development of specialised literature. It meets twice annually but its project teams may need to spend a great deal of time between meetings, reviewing, writing or reading manuscripts for new or revised pamphlet material. The Committee also reviews audio-visual needs and develops new material of this type.

In addition, the Committee is concerned with preserving and organising records of AA history already to hand and seeking out further material. An *Archives Liaison Officer* other than the Chair (ideally the National Office Manager) communicates with archives specialists on their activities and the management, recording and preservation of the national archives collection, and reports to each Board meeting. An *Archives Officer* is appointed by the Board for a two-year term.

Non-voting *Editorial Consultants* may be co-opted to assist with literature writing, assessment and editorial tasks.

## **TRUSTEES' PUBLIC INFORMATION & CO-OPERATION WITH THE PROFESSIONAL COMMUNITY COMMITTEE**

This meets at least twice a year, in February and July, and more frequently if necessary. It is responsible for determining policies and supervising activities that increase public understanding of AA and prevent, or at least lessen, public misunderstanding of our program. It seeks to create mutual understanding and co-operation between the Fellowship and those professional Groups and individuals concerned with alcoholism and the sick alcoholic. It also has close ties with the Trustees' Literature & Archives Committee, as their activities are complementary.

It is through this committee that the Class A Trustees can play their major role of being the public face of the AA Fellowship – by facilitating and attending activities such as seminars and press/media releases, and promoting co-operation with professional community programs, e.g. in medical, nursing or law schools.

## **TRUSTEES' TREATMENT & CORRECTIONAL FACILITIES COMMITTEE**

This committee works to further the acceptance of AA in hospitals, rehabilitation centres and correctional facilities to bring additional help to alcoholics under treatment and/or serving time. Its activities include research, investigation and development of recommendations put forward by the Conference committee of the same name. This committee is concerned with clarification of what AA can and cannot do within its Traditions, to assist the patient or inmate while hospitalised or incarcerated and on discharge or release.

Class A Trustees can also play a major role here of being the public face of the AA Fellowship – by promoting co-operation with legal, law enforcement or correctional institutions and their programs, being available for interviews or facilitating or participating in educational activities.

## **TRUSTEES' INTERNATIONAL COMMITTEE**

This committee is chaired by a Trustee, and includes two *World Service Delegates* who have voting rights when they are present (see International Section (Section 8) for information of International Delegate roles and responsibilities). The committee meets twice yearly in February and July, and between times by mail, fax, email or teleconference, as required. Its functions centre around advising the General Service Conference in Australia on matters of our participation and service obligations to, and with, the world-wide Fellowship of Alcoholics Anonymous, and on related budgetary matters. This committee is also involved in a number of activities concerning literature: The *International Literature & Sponsorship Fund*, developing and distributing foreign language literature in Australia, and obtaining overseas literature and supportive contacts for Australian endeavours such as literature and archives development. It facilitates participation in international service programmes.

The International Literature and Sponsorship Fund is administered by the *Chair of this Committee*, the *Committee Coordinator* from National Office and the *World Service Delegates*.

## **TRUSTEES' GENERAL SERVICE CONFERENCE COMMITTEE**

This committee is chaired by a *General Service Trustee*. The *Manager of the National Office* acts as Coordinator. It meets twice annually and works on the Conference procedures, agenda and theme. It sees that Delegates are appropriately assigned to the Conference committees. Throughout the year it shares responsibility for the *Conference Agenda* and *Theme* with the *Conference Agenda Committee*, and the Chairs of the two committees meet during the Conference. The Committee Chair reports to the Conference Committee in full, and also reports, in recommendation format, to the entire Conference. Committee activity has a prescribed pattern that reflects its preparation for the next Conference and its review of outcomes after it. While assisting the Conference Agenda Committee it also takes an overview role with the goal of improving the quality of the Conference itself, and the selection and allocation of its topics. At the end of each Conference it receives *feedback forms* from Conference members and uses this information to inform its continual improvement commitment.

## **BOARD INVENTORY MEETINGS**

These are an opportunity for the Board to review its responsibilities and performance. It is a type of quality control system, initiated in 1999. These meetings are also an opportunity for the Board to appraise its adherence to AA traditions in the conduct of its business. Meetings are in February and March and chaired by the Chair of the General Service Board.

## **TRUSTEES' CO-ORDINATION & REVIEW COMMITTEE**

This is a committee of review, facilitation and encouragement. It is made up of the *General Service Trustees* and the *National Office Manager*. It meets bi-monthly at National Office to review the progress of *Conference Advisory Actions*, *Board decisions*, *General Service projects*, *National Convention Host Committees*, *Regional Forums* and other AA events. It reports to the Board and the Australian General Service Conference.

## **THE DOCUMENT INTEGRATION GROUP**

This is an *ad hoc* committee that replaces the '*Constitutional Working Party*' set up in 2002 to complete the process of Australian AA Service Manual updating, structural document review and integration, and Guideline development for structural document change.

It is coordinated by the Chair of the General Service Board and has a maximum of six members, including a balance from Board and Area Delegates, at least access to a person with legal or constitution-drafting knowledge, at least one person with high level AA knowledge, and the Chair(s) of Conference Committees affected by changes to structural documents, including the Report, Charter & Service Manual Committee.

***Its purpose is to take responsibility for the structural consequences of all Conference or any other decisions that may impact any AA structural document, and to ensure they will be implemented fully, including coordinating the change(s) across the full set of documents as appropriate, and ensuring that for each, the proper processes are followed and completed according to the Guideline.***

After each Conference, the Chairman of the General Service Board will peruse the *Conference Report* for Advisory Actions that trigger this need, and will set up a Document Group for that year if justified. Simple tasks are dealt with by the Board or National Office. See “*Procedures for Change of AA’s Traditional ‘Legacy’ Documents*” below and *Guideline* GL-027: “*Process for Changing AA Service Documents*”. Also see “*A Note About Changing the AA Service Documents*” in Section 7: “The Conference”.

## **THE NATIONAL OFFICE MANAGEMENT GROUP**

This group consists of both *General Service Trustees*, one or more *office staff* including the *National Office Manager*, and the *financial adviser*. A quorum consists of one General Service Trustee and one other member. The Group meets at least monthly, and circulates its minutes to the Board in a timely manner. The Management Group is set up in response to *Articles of Association* 18 and 19, which spell out the duties and powers of the General Service Trustees, especially with regard to their responsible management of the Company’s business, and their setting up of committees. Such committees may include non-Trustees, but must be chaired by a General Service Trustee. The Management Group also responds to the *Concepts for World Service* VI and VII, which explain the corporate responsibilities of the Trustees and how they interface with the traditional aspects of AA service management. This committee operates right at the functional core of AA Australia, and is usually the first to become aware of troublesome trends and impending financial difficulties.

## **NATIONAL CONVENTION HOST PLANNING COMMITTEES**

AA National Convention Committees are considered **subcommittees of the General Service Board** and are ultimately answerable to the Board. The Chair of the General Service Board is ex officio a member of each Convention Host Committee, and should receive all minutes. The Board underwrites the Conventions, takes ultimate financial responsibility and has the final word on where and if they are run. The Board normally loans seeding money for the Convention Committees once their budgets and auditors are in place. Traditionally the Board is given any surplus funds together with repayment of the seeding funds after the final Convention accounting. The seeding funds are recycled, and any surplus used where needed in the Service Structure, at the Board’s discretion. The Host Planning Committee is asked to include the Regional Trustee as Chair, and to ensure that the key roles are occupied by experienced members. The Regional Trustee is responsible to the Board for all aspects of the Convention.

A useful database, managed by the National Office, has been set up to pass on learned experience from one Convention to the next. *Guideline* GL-14 “*Conferences & Conventions*” and GL-15 “*The National Convention*” are also essential references for Host Planning Committees and should be read before making a bid to run a Convention.

## **NATIONAL ‘WORKING WITH OTHERS’ FORUMS AND COORDINATORS**

The form and function of these Forums are *works in progress*. They are national scale, initially seeded by the Board, and now underwritten and hosted by Areas successfully bidding at Conference. They were initiated in 2001, with the ‘PI Forum’ (Public Information & Cooperation with the Professional Community ~ PI&CPC). A PI Coordinator was appointed in 2004, and in 2006 Conference decided to institute similar arrangements for Treatment and Correctional Facilities (T&CF), with a Coordinator, and Forums alternating with the PI Forum after 2007.

The Coordinators' main roles are to coordinate the Forums and to collect and disseminate PI&CPC or T&CF information nationally, including contribution to the news sheets that accompany *AA Around Australia*.

The Conference delegated the implementation of these new systems to the relevant Trustees' committees, including appointment of the Coordinators.

Nominations from internal AA advertising and from the floors of the Forums go to the Board for selection and appointment (2 years).

See Guideline GL-30 "*PI&CPC and T&CF Coordinators & Forums*" (in progress).

## LEGAL STRUCTURE OF THE BOARD

### THE COMPANY AND ITS NAME

The Board's principal legal responsibilities are to protect the intellectual property of the Fellowship; to protect the financial and policy integrity of its services; to provide services for the Fellowship and fulfil the legal requirements for the operation of the Company formally named *The General Service Board of Alcoholics Anonymous Australia (Limited)*. AA has legal permission not to use the term 'Limited' in its title. The company structure is known as a 'non-profit public company limited by guarantee', which is not the same as a Proprietary Limited Company. It does not have shareholders, but has a membership of Trustees. This arrangement allows the Fellowship to remain at arm's length from necessary matters of finance, taxation and legality, in order to concentrate more fully on the primary purpose of helping suffering alcoholics to become and stay sober.

### THE COMPANY'S 'CONSTITUTION'

The *Corporations Act* 2001, introduced since Alcoholics Anonymous Limited was established, requires a *Constitution* to be lodged with the Australian Securities & Investments Commission (ASIC), for which standardised '*Replaceable Rules*' could be used, which would replace the original *Memorandum* and *Articles of Association*. The purpose of this was to enable easier setup of standard companies in Australia.

AA's unusual structure would not be well-served by the new arrangements, and we are legally able to continue to adhere to our original constitutional documents based on the 1961 Act, but now require notification to the Australian Securities Commissioner of any amendments to the *Memorandum* or *Articles* within two weeks of amendment. The proper process according to the Act now requires a Special Resolution of the General Service Board, with a minimum 3 weeks' prior notice. Where the two Acts conflict, the more recent one has precedence.

Words like '*Constitution*' solely apply to the Board in its corporate role and its legally registered documents. The *Conference Charter*, while essential to the Company's Constitution, may be referred to as a 'core, traditional, structural' document. The term 'structural document' is used to include all the documents that explain AA's structure and thus facilitate and explain AA's function, such as the above mentioned documents, together with this *Service Manual*, the *Guidelines* and the *Composition, Scope and Procedure* documents for all the various Conference and Trustees' committees.

The *Twelve Steps, Traditions and Concepts* are also core structures of a very special category, and rarely if ever, subject to change (see below). These latter express the spiritual core of AA, yet are woven deep into the fabric of the legal documents also, so that notwithstanding the legal obligations of the Company, this spiritual values system is ever present. Thus the Trustees'

traditional role is written into the Board's constitutional documents, the *Memorandum and Articles of Association*, requiring the Board to make all their deliberations in the context of the *Conference Charter* and the *Twelve Steps, Traditions and Concepts*. While the traditional arrangements are not legally enforceable, the checks and balances learned from long experience and provided by the *Charter* and *Concepts*, organise AA activities and the relationship between Board and Conference in ways that repeatedly demonstrate their inherent wisdom.

The full versions of the *Twelve Steps, Twelve Traditions* and *Twelve Concepts* and the *Conference Charter* together with the Conference approved version of the *Third Legacy Procedure* are located together in Section 12: "AA's Traditional 'Legacy' Documents".

The Company's constitutional (legal) documents, the *Memorandum of Association* and the *Articles of Association*, are found in Section 13: "AA Service Documents". The "Guidelines", which are another, highly practical and informative type of service document, are normally published separately, but have their own Section (14).

## **THE COMPANY AND THE CORPORATIONS AND TAXATION ACTS**

As a *Registered Company* (ACN 001 417 125) Alcoholics Anonymous Australia is required to adhere to the Australian law relating to corporations and taxation. By private Taxation Office ruling, most AA literature items are sold GST-free on the basis that their price is less than 50% of the market value, as specifically defined.

The Company submits *Annual Company Returns* to the Australian Securities and Investments Commission (ASIC). It must have its books audited at least once annually. The books are open to Conference, and to the Trustees at any time. All Conference members are given a copy of the annual *Auditor's Report*, which is also published in the Conference Report, and available to all members.

The Corporations Act 2001 requires Directors to comply with and be bound by, the terms and conditions of the Company's *Memorandum and Articles of Association*. The *Trustees* are legally registered *Directors and Members of the Company* for their term of office only, carry a limited liability (\$50) in the event of Company wind-up, and must have *Directors' Liability Insurance* paid for by the Company. They must resign Board membership and Trusteeship at the expiry of their terms or at the request of Conference. By the non-profit legal structure, the Trustees are forbidden from benefiting personally from any profits made by the Company. Any profits must be invested back into the Company's approved activities for the benefit of the Fellowship.

# OVERVIEW OF AA'S CORE STRUCTURAL DOCUMENTS

## **THE CONFERENCE CHARTER**

The Charter, adopted by the 20<sup>th</sup> Annual Convention of AA North America in 1955, describes in detail the body of principles and relationships through which AA services function as a whole. The Conference itself is not incorporated, and its Charter is not a legal document – it is truly an informal agreement between the Fellowship as a whole and its Trustees, setting forth the means by which AA can give worldwide service. The Australian equivalent Resolution process was unanimously adopted by the 1970 Australian General Service Conference of Alcoholics Anonymous held at Rockdale Sydney, NSW, on March 29, 1970. See Section 1: The Conference Plan.

## **COMPANY MEMORANDUM OF ASSOCIATION**

The *Memorandum of Association* preoccupies itself with the legal structure and objectives of the *Company Alcoholics Anonymous Australia Ltd*, commits the Board to serving the Fellowship of AA Australia, to implementing the decisions of Conference and to working within the framework of the AA traditions. It defines the relationship between the Company and the Trustees as legal and financial custodians.

## **COMPANY ARTICLES OF ASSOCIATION**

The *Articles of Association* preoccupy themselves with the structure and function of the *Company Alcoholics Anonymous Australia Ltd*, meeting as a *Board of Trustees*. It covers such arrangements as Trustee selection, appointment processes, meeting types, notification and voting procedures, records, wind-up and various duties. It reciprocates with the *Conference Charter* and the *Twelve Concepts for World Service* in defining the relationship between the Board and the Australian General Service Conference.

## **PROCEDURES FOR CHANGE OF AA'S TRADITIONAL 'LEGACY' DOCUMENTS**

As mentioned above, a Resolution was passed by Conference in 1970 that took responsibility, on behalf of Alcoholics Anonymous Australia, for the *Three Legacies (Recovery, Unity, Service)*, for the Australian AA services, for the voicing of the Australia-wide *Group Conscience*, and guardianship of the *Twelve Traditions*. In particular, Conference agreed never to change or amend the *Traditions* nor the *General Warranties of the Conference* (see Clause 12 of the *Conference Charter*, also expressed as *Concept XII*), without first obtaining a written authority from 3/4 of responding Groups globally, in a minimum 6-month period: a process mediated through AA North America. If the *Concepts* are changed the originals must remain beside them. See Section 1: "The Conference Plan".

Changes to AA Australia's core structural documents require a 3/4 vote of all members of Conference in the case of the *Conference Charter*, or of 3/4 of all Board members in the case of the *Memorandum* and *Articles of Association* (which is required by the Corporations Act). As a courtesy, changes to formal Board documents are by tradition submitted to the full Conference to invite a 2/3 disapproval if any. See "*The Document Integration Group*" above under "*Trustees' Service Committees, Subcommittees & other Related Bodies*" and *Guideline GL-27 "Process for Changing AA Service Documents"*.