



GOVERNANCE

CHARTER

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This Governance Charter is intended to clarify the content of the organisation’s Constitution by making explicit the underlying principles of governance approved by the organisation.

1. GUIDING PRINCIPLES

a. MISSION STATEMENT

“To empower people with disability through independent advocacy.”

b. VISION STATEMENT

“A world of equality, justice, choice and control.”

c. OBJECTS

1. To provide solutions through the application of advocacy principles, to enable people with disability;
2. To redress unjust circumstances; and
3. To make positive and equitable changes for a quality life;
4. To provide confidential and high-quality advocacy that strives for people with disability to achieve personal goals without harmful effect;
5. To analyse critically and respond to community attitudes, practices and service models that create dependency and segregation from community and that impact negatively on people with disability;
6. To support individual advocacy in ways that are creative, responsive and flexible; and
7. To undertake social action that pro-actively and assertively seeks to influence positive change to policies and procedures that affects the lives of people with disability.

d. QUALIFYING STATEMENTS TO OBJECTS

Independent Advocacy in the Tropics Inc., and all its registered Business Names (IATI) speaks, acts and writes with minimum conflict of interest by standing with people with disability to promote, protect and defend their welfare, rights and justice by:

Being on their side and no-one else’s, without jeopardy to the most vulnerable; being primarily concerned with their fundamental needs; and remaining loyal and accountable to them.

2. ORGANISATIONAL PRIORITIES

1. To provide strong independent advocacy support to people with disability in our funded Local Government Areas and to undertake other social advocacy activities in North Queensland and across the State of Queensland.
2. To maintain and strengthen the day-to-day operations of IATI and its accountability requirements and to maintain and strengthen a focused, viable and effective Management Committee and membership.

a. WE DECIDE ON:

What we believe

Why do we do the things we do?

IATI’s mission is to advocate against unfair and unjust things happening in the lives of people with disability by speaking, writing or acting for individuals so their fundamental needs can be met, their lives improved, and they are included in their community.

Who we will do these things for

People who have unfair and unjust things happening in their lives. People with disability, no matter their age, gender or cultural diversity who live in North Queensland particularly those within our funded areas.

Who will work at IATI to do these things

We have job descriptions and employment contracts with our staff. We work together to do the work at IATI. We support staff in carrying out the work of IATI.

The way our money is used at IATI

We ensure that IATI is an efficient, effective, transparent and accountable Organisation, with good bookkeeping and accounting procedures and we check that we spend the money on advocacy for people with disability.

What we will do

We set IATI's priorities and objectives each year.

3. DEFINITIONS

"CEO" means the Chief Executive Officer of Independent Advocacy in the Tropics Inc.

"Committee Member" means a member of the Management Committee of Independent Advocacy in the Tropics Inc.

"Disclosed Conflict of Interest" - an open declaration of a conflict of interest.

"IANQ" means Independent Advocacy NQ, a registered Business Name of Independent Advocacy in the Tropics Inc.

"IAT" means Independent Advocacy Townsville, a registered Business Name of Independent Advocacy in the Tropics Inc.

"IATI" means Independent Advocacy in the Tropics Inc.

"IATI Members" means Members of Independent Advocacy in the Tropics Inc.

"Independent Advocacy in the Tropics Inc." means Independent Advocacy in the Tropics Inc., including all its registered Business Names.

"Pecuniary Interests" - Pecuniary interests are also known as financial, monetary or fiscal interests.

"Personal or Material Interest" - A personal interest occurs when a decision a person makes directly or indirectly affects themselves or associates including (but not limited to):

- immediate and extended family members or other persons with a strong personal bond (e.g. partner, children, siblings, parents, other relations and friends); or
- organisations in which the person is actively involved (church, sporting club, etc); and/or ownership of or partnership in a business.

A personal or material interest occurs when a person and/or their associates may indirectly or directly stand to personally or financially profit from the decision being made by the decision maker.

A decision that involves the whole community or a specific group of people does not normally lead to a conflict of interest. For example, if the organisation is reviewing a program targeting youth, a committee member, employee or volunteer of the organisation will not have a conflict of interest just because he/she has an adolescent son or daughter.

"Potential Conflict of Interest" - A potential conflict of interest occurs when there is a risk that the matter could be considered a conflict of interest.

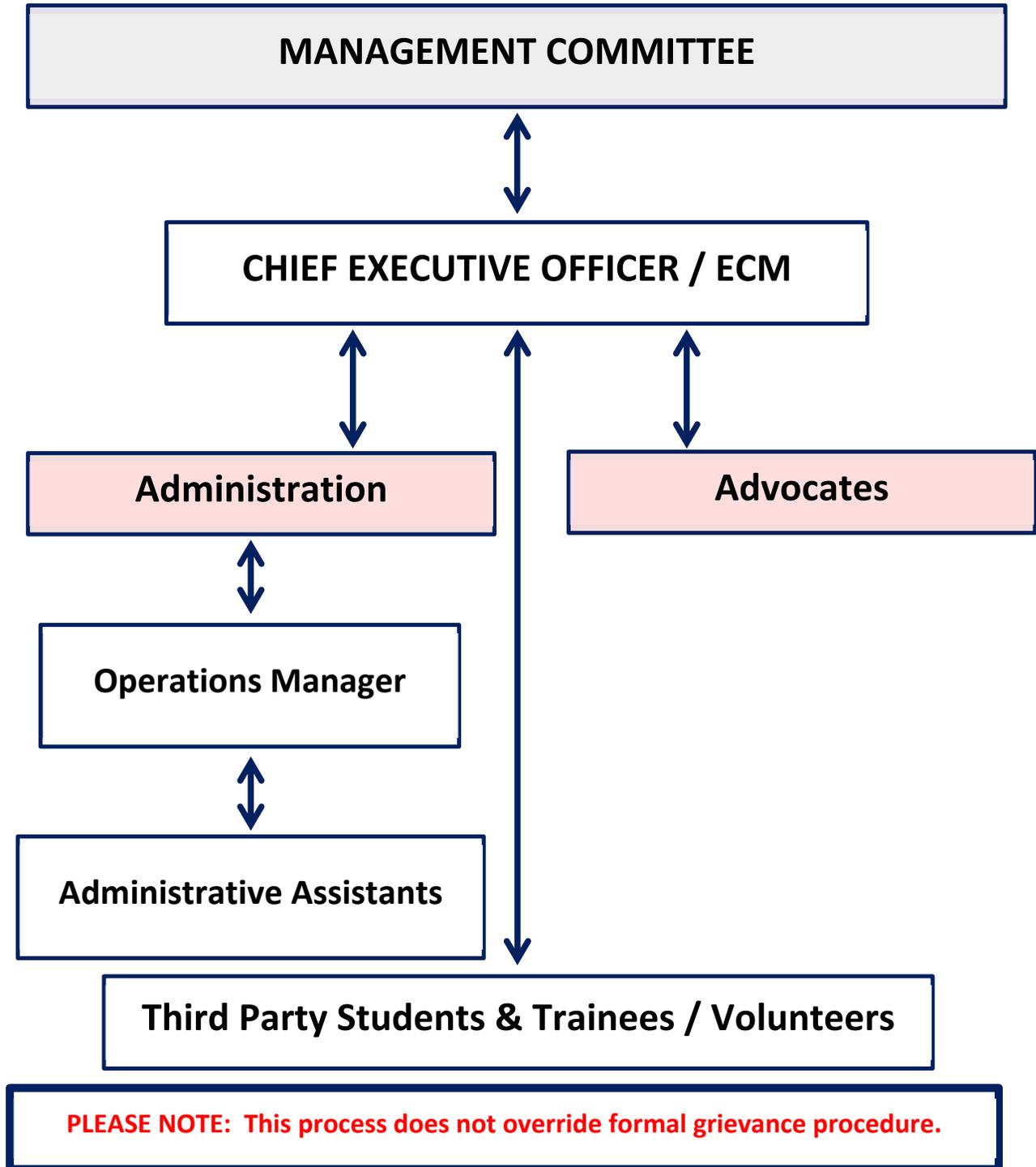
"Real Conflict of Interest" - A real conflict of interest occurs when there is an actual conflict of interest.

"the Chair" means the person (usually the President) who presides over Management Committee meetings and IATI general meetings including the annual general meeting or special general meetings.

"the Committee" means the Management Committee of Independent Advocacy in the Tropics Inc.

“the President” means the person holding office of the President of IATI’s Management Committee.

4. GOVERNANCE DIAGRAM



5. POLICIES

a. BUDGET PLANNING

The Committee of IATI has ultimate responsibility for overseeing the budget of the organisation and for ensuring that the organisation operates within a responsible, sustainable financial framework.

The Committee will conduct a budget planning process each year as part of its annual business/strategic planning.

The organisation operates under a budget that must be flexible in responding to unforeseen events, including possible reductions in cash flow due to loss of funding, and therefore be regularly monitored and reviewed.

It is the responsibility of the Operations Manager and the Treasurer to prepare all budgets and review budgets in consultation with the Finance Committee.

The Finance Committee consists of the:

- President;
- Treasurer;
- Chief Executive Officer; and
- Operations Manager.

b. ATTENDANCE, CHAIR APPOINTMENT AND CONDUCT – COMMITTEE MEETINGS

Attendance

Committee Members are expected to demonstrate their commitment to IATI by unbroken attendance except when prevented by planned leave or unforeseeable events.

Attendance at a Management Committee meeting may take the form of personal attendance, or attendance by electronic means such as but not limited to Skype, video conferencing or telephone.

If a Committee Member is absent for two (2) consecutive meetings without first notifying the President of their absence, or if a Committee Member is absent for three (3) consecutive meetings having notified the President of their absence, that Committee Member is in breach of their obligations and is liable to be removed from the Committee.

Chair Appointment

The President of the Committee shall be elected as laid down in its Constitution. Subject to anything in the Constitution:

- In the President's absence, the Vice-President shall preside as Chair at each General Meeting of the Organisation.
- If the President and the Vice-President are absent from a General Meeting or a Management Committee meeting, or are unable to preside, or decline to preside, the Members present must elect one of their number to preside as Chair.
- Meetings of any Management Committee Sub-Committees shall be chaired in the manner laid down by the Committee in the Sub-Committee's Terms of Reference.
- A person should not preside as Chair over the part of a meeting concerning the election of the President, nor should the Chair give instructions as to the procedure to be followed, in respect of an election for the position of Chair. A temporary Chair should be appointed for that purpose to ensure a fair, unbiased election.

Conduct

Primary responsibility for Committee Member conduct in meetings rests with the Chair and ultimately the President. To achieve that, broad discretion and authority is given to the Chair to make rulings on questions of meeting procedure.

The Chair shall conduct meetings according to IATI's Constitution and Governance Charter, and any other resolution of the Committee.

Where directions in IATI's Constitution and/or the Governance Charter are ambiguous or contestable or silent, and there are no other Committee directions given on the subject, the Chair has discretion to rule as to the practices to be followed.

Where there is continuing disagreement on any ruling by the Chair, any member may move a motion of dissent to the Chair's ruling. If this motion is seconded a vote shall be taken. If the motion of dissent is carried, the Chair's decision is reversed.

C. CONFIDENTIALITY

Committee Members must keep confidential all information pertaining to matters dealt with by the Committee. This includes Committee meeting minutes, agendas, reports to the Committee and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Committee.

Maintaining confidentiality as a general rule will also help ensure observance by Committee Members of the following legal duty:

"A person who obtains information because they are, or have been, a member of the Management Committee must not improperly use the information to:

- gain an advantage for themselves or someone else; or
- cause detriment to the organisation."

If a request is made for access to one or more Committee Papers, the Committee may on a case-by-case basis resolve to provide access to the document/s. In considering this request, the Committee will have regard to:

- the importance of maintaining confidentiality to facilitate effective Committee meetings;
- the importance of complying with the law – including privacy law - and recognizing that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a IATI Member, and the important role of IATI Members in holding the Committee accountable; and
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this policy is intended to prevent the Committee from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Committee in carrying out its functions.

Any person [such as the CEO] who is not a member of the Management Committee but is present at a Committee meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

"Committee Papers" means all written communications to Committee Member/s including without limitation monthly/quarterly Committee papers, submissions, minutes, letters, emails, memoranda, sub-committee papers and copies of other documents referred to in any of the abovementioned documents made available to Committee Members during his or her time in office.

d. CONFLICT OF INTEREST

Notice of any Conflict of Interest is to be given to the CEO as soon as possible to allow IATI to operate and engage in open, transparent and ethical decision-making processes. A Conflict of Interest Register (“the Register”) is to be kept.

This policy has been developed to provide a framework for all Committee Members in declaring conflicts of interest; and for the Committee in determining how to deal with situations of conflict.

A conflict of interest may occur if an interest or activity influences or appears to influence the ability of a Committee Member to exercise objectivity. The Committee places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the Member concerned and documented in the Register.

A Committee Member who believes another Committee Member has an undeclared conflict of interest should notify the Chair in writing stating the basis of this potential conflict.

Where a Committee Member has a conflict of interest, as defined by statute, that Committee Member shall not initiate or take part in any Committee discussion on that topic (either in the meeting or with other Committee Members before or after the Committee meetings), unless expressly invited to do so by unanimous agreement by all other Committee Members present.

Where a Committee Member has a conflict of interest, as defined by statute, that Management Committee member shall not vote on that matter.

The Committee may supplement the statutory definition of conflict of interest if it so wishes, in which case the same procedures shall apply.

Committee Members are not barred from engaging in business dealings with the organisation, provided, that these are negotiated at arm’s length without the participation of the Committee Member concerned.

e. GOVERNANCE

The Committee takes ultimate responsibility for the governance of the organization

The Committee of IATI is to manage the organisation in accordance with its Constitution and Governance Charter, other policies and procedures and in line with its Mission and Vision Statements.

The Committee of IATI is to collectively ensure the delivery of the organisation’s objects, to set its strategic direction, and to uphold its values.

The Committee should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.

f. INCORPORATION**Requirements of Incorporated Associations**

Independent Advocacy in the Tropics Inc. (IATI) must comply with both the *Associations Incorporation Act 1981* and *Associations Incorporation Regulation 1999*.

IATI’s financial affairs will need to be audited or verified annually and financial statements lodged.

Any member of the public can access copies of the documents IATI are required to provide to the Office of Fair Trading, including a copy of IATI’s Constitution, Annual Returns and Audited Financial Statements.

Review of Constitution

The Committee should review the Constitution every three (3) years to ensure that it is up-to-date and relevant to the changing environment in which IATI operates.

g. SELF EVALUATIONS

IATI believes it is imperative to show accountability for the organisation as a whole. Is it achieving what it ought to achieve? The Committee sets the direction for the organisation, if the Committee is not doing its job effectively, the whole organisation suffers.

The Committee is responsible for its own development, job design, self-discipline and performance. Self-evaluation is a way to assure that we take accountability seriously. The purpose of the Committee Self-Evaluation is not to evaluate individual Committee Members, but the performance of the Committee as a whole.

Self-evaluation should be:

- Positive – We should come away with a sense of what the Management Committee’s strengths are.
- Constructive – We should identify specific changes that need to be made.
- Educational – We should identify what we still need to learn about and make plans to learn it.
- Overviewed - Self-evaluation should be viewed with an appropriate professional who will provide feedback and offers any further suggestions.

h. SUB-COMMITTEES

The Committee has the authority to establish standing Sub-Committees to assist it in its work. Sub-Committees should always have regard to the achievement of the purpose of IATI, in accordance with the vision and strategy determined by the Committee when exercising its functions.

The number of committees will be kept to a minimum.

The Committee shall clearly define the terms of reference of each Sub-Committee, including their membership, roles, procedures and functions, and the boundaries of their authority.

Sub-Committees may from time to time co-opt non Committee Members to serve on a Sub-Committee in order to bring additional skills, experience or networks, provided that it is not inconsistent with any directions given to the Sub-Committee by the Committee.

Unless explicitly empowered by the full Committee, Sub-Committees cannot make binding Committee decisions. For the most part, the function of Sub-Committees is to solve problems for and/or make recommendations to the Committee on which the latter, and only the latter, has the power to make decisions or policy. Even where power is delegated, the Committee still bears responsibility.

Unless the Committee determines otherwise, the CEO shall sit ex-officio on all Sub-Committees, but may delegate their attendance to any other person.

6. THE COMMITTEE

The Committee of Independent Advocacy in the Tropics Inc., (IATI) is an elective, representative, and collective body.

- It is **elective**, in that the determination of Committee Members is the prerogative of IATI Members through the election process.
- It is **representative**, in that no Member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of IATI. Whatever the constituency of any Member, all Members are committed to acting **selflessly** and making decisions and voting on governance decisions solely in the best interests of IATI.
- It is **collective**, in that while each Member should put the point of view of their constituency, and each Member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Committee Members are required to support that decision.

a. CEO SELECTION BY COMMITTEE

One of the most crucial roles of the Committee is to select the CEO for the organisation. As the leader of the management team, the value of the CEO to the organisation cannot be underestimated. The Committee and CEO should aim to work in close co-operation with one another.

CEO succession planning is an important aspect of the Committee's role. The needs of an organisation will change over time and a CEO who is an excellent appointment today and in the short term may not be the best person for the longer term. For example, an organisation undergoing a period of major change can benefit from a CEO with skills and experience in this area but may respond better to a CEO with a different skill set when the period of major change is over and the circumstances are more settled.

b. DECISION MAKING

All Committee decisions are made collectively and all Committee Members share equal responsibility for Committee resolutions even if they may have expressed reservations at the time. This collective responsibility, accountability and wisdom (with its implicit checks and balances) are an important feature of good governance and decision making.

c. CODE OF CONDUCT

Each Member of the Committee recognises and agrees to uphold the following standards of behaviour by signing a Code of Conduct Agreement:

1. To take personal responsibility for contributing impartially to the decisions of the Committee, with no thought given to personal gain.
2. To actively seek adequate knowledge about the role and business of the organization.
3. To provide positive input into the development of organizational policy and strategic plans.
4. To provide strong support for the long-term strategies and goals of the organization.
5. To accept the need to sufficiently prepare for the Committee meetings and decisions, and to insist on sufficient information to enable informed debate and decision making.
6. To perform the assignments delegated by the Committee.
7. To delineate and state personal positions vs organizational positions on controversial matters to better enable the Committee to make informed decisions for the betterment of the organization.
8. To devote sufficient time to the duties of a Committee Member.
9. To uphold high ethical standards and abide by the Code of Conduct at Committee level.

10. Committee Members shall, at all times, conduct themselves in an ethical and professional manner, on the understanding that they are representing IATI at all times whilst conducting the business of the Committee, including attendance at training, functions, conferences and the like.
11. To show respect towards fellow Committee Members, staff, IATI Members, clients, and the general public regardless of differences and conflicts that may arise.
12. To tender a resignation if unable to uphold any of the above standards of behaviour.
13. Any statements, utterings or actions by a Committee Member that brings the reputation and or viability of IATI into disrepute or question will be viewed as a serious disciplinary matter.
14. Committee Members are to speak to all other members of staff, clients, suppliers and or any member of the public having dealings with IATI in a courteous and non-threatening manner.
15. Any forms of discrimination, sexual harassment or bullying in relation to other Committee Members, employees, clients and suppliers and or any member of the public having dealings with IATI will not be tolerated, and will be treated as a serious disciplinary matter.
16. Committee Members make a commitment to accept the complaints procedure as one of the ways IATI maintain the highest quality service delivery and Organisational health and agree to actively promote and support its aims
17. Committee Members must not act on IATI matters without the consent of the Committee, and without prior consultation with the CEO, including undue or inappropriate involvement in the day-to-day operations of IATI;
18. No Committee Member is to make any public comment whatsoever about any facet of the business of IATI to anyone including all media outlets, television journalists, radio announcers, the police and/or members of the general public without the prior knowledge and consent of the President and/or CEO;
19. Excessive swearing and/or use of profane language is not acceptable in the workplace at IATI.
20. All Committee Members, employees, volunteers and clients of IATI are entitled to privacy with regards to their personal and professional information. All Committee Members are to respect all other person's privacy considerations at all times.

d. CONFIDENTIALITY

Management Committee confidentiality is important. It encourages open and frank discussion at meetings, helps facilitate the development of vision and the implementation of an effective strategy to achieve that vision, and protects information that is confidential, personal, or relates to employment, commercial or legal matters.

The President should ensure that Committee Members are familiar with the Confidentiality Policy and sign a Confidentiality Agreement.

e. CONFLICT OF INTERESTS

The President should ensure that Committee Members are familiar with the Conflict of Interest Policy, and that the procedures required by that policy are observed by Committee Members. All Committee Members must sign a Conflict of Interest Declaration when a conflict arises.

The Committee member shall inform IATI of when that conflict ceases which will also be recorded in the register.

Clear conflicts of interest do, and may, arise in the following situations:

1. whereby a person is employed by IATI's funding body;
2. whereby a person is employed by a service/organisation that IATI is constantly advocating against;

3. whereby a person holds a position on a board or other Management Committee of an organisation with which IATI is involved in an advocacy support role to consumers of that organisation;
4. whereby a person is a member of a Management Committee or employed by a disability specific service against which IATI may be required to take an advocacy position;
5. whereby a person is employed to undertake project work that has an impact on or directly relates to IATI;
6. whereby a person is employed by IATI.

This does not mean that people in the situations above cannot or should not speak up or represent the interests of people with disability – but that, for IATI’s management positions we must be mindful of the different levels of conflicts of interest and seek to minimise them where possible.

Where a Committee Member finds him or herself in a conflict of interest situation regarding a committee issue, he/she will remove themselves from the discussion for that issue.

If a Committee Member fails to abide by the above rules they may be liable to expulsion from the Committee.

f. ELECTION OF MEMBERS TO THE COMMITTEE

Members of the Committee shall be elected or appointed by the method specified in IATI’s Constitution.

If there is no method specified in the Constitution, then the following general principles apply to elections occurring at general meetings: separate elections must be held for each office bearer position, where applicable (eg President, Vice-President, Secretary, Treasurer).

1. A person may be nominated, and stand, for election to more than one position but may not be elected to more than one position.
2. A single election may be held to fill all the vacant ordinary member positions.
3. If the number of persons nominated to fill the vacant position/s is less than or equal to the number to be elected, the Chair of the meeting must declare each of those persons elected to the position.

g. ETHICAL STANDARDS

Compliance with the law is the minimum standard for running an organisation. There are ethical values which should govern the way in which an organisation operates.

ACNC Governance Standards

Standard 1: Purposes and not-for-profit nature of a registered entity

Registered charities (‘registered entities’) must be not-for-profit and work towards their charitable purpose. A charity must be able to demonstrate this to the ACNC and provide information about its purpose to the public (for example, by having a copy of its rules on the ACNC Register).

Standard 2: Accountability to members

Charities must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed. This standard only applies to charities that have members (so not to trusts).

Standard 3: Compliance with Australian laws

A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a civil penalty of at least 60 penalty units (as at June 2013, this is \$10,200).

Standard 4: Suitability of board members ('responsible persons')

Charities must take reasonable steps to ensure that their board members are not disqualified from managing a corporation (under the Corporations Act) or currently disqualified from being a board member for a registered charity by the ACNC Commissioner. Charities must take reasonable steps to remove board members who do not meet these requirements.

Standard 5: Duties of board members ('responsible persons')

Charities must take reasonable steps to make sure that their board understand and carry out the duties set out in this standard. See page 14 for more information.

h. EVALUATIONS**Self-Evaluation**

The purpose of the Committee Self-Evaluation is not to evaluate individual Committee Members, but the performance of the Committee as a whole. Self-evaluation should be done annually and be:

- Positive – We should come away with a sense of what the Management Committee's strengths are.
- Constructive – We should identify specific changes that need to be made.
- Educational – We should identify what we still need to learn about and make plans to learn it.
- Overviewed - should be viewed with an appropriate professional who will provide feedback and offers any further suggestions.

Stakeholders

The purpose of the Stakeholder evaluation is to gauge the performance of the organisation as a whole. This evaluation should be done annually and should be:

- Positive – We should come away with a sense of what the organisation's strengths are.
- Constructive – We should identify specific changes that need to be made.
- Educational – We should identify what we still need to learn about and make plans to learn it.
- Overviewed - should be viewed with an appropriate professional who will provide feedback and offers any further suggestions.

i. FUNCTION

The function of the Committee is to collectively ensure the delivery of IATI's objects, to set its strategic direction, and to uphold its values. The Committee should collectively be responsible and accountable for ensuring and monitoring that IATI is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.

j. GOVERNANCE

Governance can be defined as the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in organisations. There are practical benefits for an organisation in having effective governance.

The Committee is responsible for the Governance of IATI. Good governance for an organisation depends on the organisation's size (scale and geographic spread), people (skills and experience), business model (mature or evolving), nature of operations (relatively simple or complex), regulatory exposure and risk profile, to mention but some aspects.

k. RESPONSIBILITIES

The Committee is responsible for the overall governance, management and strategic direction of IATI and for delivering accountable corporate performance in accordance with IATI's goals and objectives. This responsibility is set out in IATI's Constitution or in the enabling legislation under which IATI is incorporated and registered. In performing its role, specific responsibilities commonly reserved to the Committee either in its Constitution, its Governance Charter or by cultural practice include:

1. Providing strategic direction to IATI and deciding upon IATI's strategies and objectives in conjunction with the CEO;
2. Monitoring the strategic direction of IATI and the attainment of its strategies and objectives in conjunction with the CEO;
3. Monitoring the operational and financial position and performance of IATI generally;
4. Driving organisational performance so as to deliver member value or benefit;
5. Assuring a prudential and ethical base to IATI's conduct and activities having regard to the relevant interests of its stakeholders;
6. Assuring the principal risks faced by IATI are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks;
7. Creating, reviewing and approving internal compliance and control systems:
 - a) it's guiding principles;
 - b) governance policies,
 - c) conduct, ethics and diversity statements;
 - d) delegated authorities to the CEO;
 - e) securities trading, disclosure of securities' price sensitive information;as listed within the Governance Charter;
8. Assuring that IATI's financial and other reporting mechanisms are designed to result in adequate, accurate and timely information being provided to the Management Committee;
9. Appointing and, where appropriate, removing the CEO, monitoring other key appointments, and planning for management succession;
10. Overseeing and evaluating the performance of the CEO, and through the CEO, receiving reports on the performance of other senior managers in the context of IATI's strategies and objectives and their attainment;
11. Reviewing and approving the CEO's and being advised by the CEO, other staff remuneration;
12. Approving IATI's budgets and business plans and monitoring major capital expenditures, acquisitions and divestitures, and capital management generally;
13. Ensuring that IATI's financial results are appropriately and accurately reported on in a timely manner in accordance with constitutional and regulatory requirements;
14. Ensuring that IATI's affairs are conducted with transparency and accountability;
15. Ensuring sound Committee succession planning including strategies to assure the Committee is comprised of individuals who are able to meet the responsibilities of Committee Members of IATI;

I. ROLE

The Committee is to manage IATI in accordance with its Constitution, its Governance Charter, policies and procedures and in line with its Mission and Vision Statements.

The role of the Committee including governing, directing and monitoring IATI's business, affairs and operations is defined in two broad areas:

- **Overall organisational performance:** ensuring IATI develops and implements strategies and supporting policies to enable it to fulfill the objectives set out in its Constitution. Though the Committee delegates the day-to-day operations of IATI to the management team via the CEO, it remains accountable to the members for its performance. The Committee monitors and supports management in an on-going way.
- **Overall compliance/conformance:** ensuring IATI develops and implements systems, processes and procedures to enable it to comply with its legal, regulatory and industry obligations (complying with the law and adhering to accounting and other industry standards) and ensure IATI's assets and operations are not exposed to undue risks through appropriate risk management.

The differing emphasis of these two areas of organisational performance and conformance/compliance responsibilities can result in conflicting pressures on the Committee and its Members. The Committee must balance these roles and give appropriate attention to both.

m. STRATEGIC PLANNING

Developing and setting a clear strategy for the organisation and then implementing it are vital to the success of an organisation. Without clarity of strategic purpose and certainty about what the organisation does and doesn't do, the organisation may have trouble achieving its objectives.

An important part of developing and implementing strategy is to clearly delineate between the roles of the Committee and management. The level of Committee contribution to strategic thinking and planning may vary according to the organisation, its current situation, its size, its people and any other number of factors. Large businesses tend to have a strong and highly skilled executive team who can help in formulating the essence of a sound strategic direction for consideration and approval by the Committee. In this case, the Committee's role may centre more on questioning, challenging and clarifying.

In smaller organisations the Committee itself may play a more instrumental role in support of management in the development of strategy prior to its submissions to the Committee for approval. An organisation in crisis might also require greater Committee involvement than usual.

Generally management has the responsibility to implement the strategy so it is important that the key executive management personnel support it.

To formulate strategy, offsite sessions are often recommended by business commentators and advisers to minimise distraction and to allow a different type of thinking from day to day or regular work to occur. Annual sessions are common in strategy development and review, although more frequent reporting (at least quarterly or half yearly) is common with respect to the Committee monitoring the organisation's progress against its strategic plan.

Developing and communicating a clear strategy for the organisation can help to build stakeholder and investor confidence.

n. SUB-COMMITTEES

Management Committees are responsible for monitoring and overseeing many aspects of an organisation. To help cope with the scope of work and the technical complexities of some of these aspects, they create Sub-Committees of some of their Members to review issues and make recommendations to the Committee for collective decision making. These Sub-Committees can focus on the following:

- Community and stakeholder engagement
- Finance;
- Governance;
- Nominations;
- Remuneration;
- Risk Management
- WHS/Environment

o. WORK HEALTH AND SAFETY

Committee Members have a direct legal duty to implement and monitor systems which ensure safe working conditions in their workplaces as far as reasonably practical. Committee Members can be personally liable for breaches of this duty and the penalties can involve imprisonment and very substantial fines. Good governance practice ensures that every Committee meeting has work, health and safety as a topic on the agenda.

IATI and its officers recognise that the health and safety of all workers and visitors is of the utmost importance and vital to the success of our business. As such we aim to continuously improve health and safety in the workplace through consultation and increased health and safety awareness of management and workers.

Through the co-operative efforts of management and workers, we are committed to:

- providing a safe environment for all workers and visitors to our workplace
- providing and maintaining buildings, plant and equipment in safe working condition
- supporting the on-going training and assessment of workers
- developing, implementing and monitoring safe work practices
- continuously improving the standards of health and safety in the workplace
- managing risks in the workplace
- providing information, instruction and supervision.

The focus of IATI's health and safety management system is preventing hazards. We will develop a framework for health and safety management and a plan for systematic risk assessment and control of hazards, to progressively improve safe behaviours and safe systems of work across the business.

7. COMMITTEE MEMBERS

a. RECRUITMENT

1. Six months prior to the Annual General Meeting
 - a. Identify potential members for Management Committee.
 - b. Hold a Workshop for potential Management Committee members.
 - c. Invite potential members to any Management Committee skills training.
 - d. Communicate to all members that there is an expectation to attend Workshops and meet with the Management Committee before nomination to the next Management Committee.
2. Three months prior to Annual General Meeting
 - a. Invite members to come together with present Management Committee to talk about what it is like to be on the committee and meet the present committee.
3. Two months prior to Annual General Meeting
 - a. Identify who on present Management Committee are going to re-nominate.
 - b. Identify gaps and skills needed.
 - c. Approach specific people with those skills to nominate.
4. One month prior to Annual General Meeting
 - a. Notify all members of Annual General Meeting and call for nominations.

b. SKILLS

IATI's Committee needs to have a broad mix of skills, knowledge and experience. The goal in selecting Committee Members is to build a mix that can work as a well-rounded team of people each with an appropriate range of experience skills and attributes relevant to the purpose, needs and strategies of IATI.

It is important to select Members to govern IATI giving consideration to their skills, knowledge, attributes and who have sufficiently broad experience in the issues and opportunities being faced now or likely to be faced in the future. While specific skills required by each organisation differ, there are some core skills that should be represented on a Management Committee as a whole (not necessarily in one person). These include:

1. Strategic expertise – the ability to set and review strategy through constructive planning, questioning and suggestion;
2. Accounting/Financial literacy – the ability to read and comprehend the accounts and the financial material presented to the Committee, in addition to understanding financial reporting requirements – the Centro case (ASIC v Healey (2011)) has emphasised the need for basic financial literacy for all Committee members;
3. Legal skill – the ability to understand and oversee compliance with numerous laws;
4. Managing risk – experience in risk management and mitigation principles;
5. Human resource skills – experience in human resource management;
6. Marketing and communications – experience in media and marketing;
7. Industry knowledge – experience in similar organisations or industries;
8. Information technology – there is a growing need for directors with an understanding of information and communication technology;
9. Capital markets experience – experience in capital raising and mergers and acquisitions.

As diversity of perspective is seen as a valuable addition to a Committee's deliberations, Committees should have diversity including diversity of gender, age, ethnicity and life's experiences particularly for IATI, persons living with disability.

c. SUPPORT

IATI recognises for Committee Members to be given every opportunity to fully be involved in the requirements of being a Committee Member a range of supports need to be provided.

The following supports will be provided to Committee Members:

1. IATI provides, upon request, a Support Worker to attend Committee Members' residence and provide assistance prior to and after all meetings and training for any Committee Member with disability.
2. IATI provides a floating Support Worker at all Management Committee meetings to assist Committee Members if requested by the Committee.
3. eTickets available, upon request, to all Committee Members for transport to and from Management Committee meetings and training.

8. THE PRESIDENT

The President acts as an important link between the Committee and the organisation's management via the CEO. The role of the President is not defined in the *Associations Incorporation Act 1981*, thus many functions of the President are customary rather than formalised by law.

a. FUNCTIONS AND TASKS

1. Convenes Committee meetings;
2. Oversees the agenda for Committee meetings;
3. Oversees the adequacy, timeliness and appropriateness of information provided to Committee Members;
4. Oversees the quality, sufficiency and relevance of financial information made available to the Committee;
5. Runs Committee meetings including:
6. Ensuring the business of the meeting is dealt with effectively and efficiently;
7. Encouraging participation in deliberations by all Committee Members so that the benefit of each member's perspectives and contribution can be shared and considered;
8. Maintaining the meeting's focus on strategic and other priority matters;
9. Setting standards of behaviour and engagement at Committee meetings and discouraging behaviour inconsistent with those standards;
10. Keeping the meeting's focus on the subject matter to hand.
11. Oversees aspects of Committee engagement including:
 - a) Developing a culture of respect and inclusion amongst Committee Members and the executive;
 - b) Counselling Committee Members and the CEO;
 - c) Facilitating Committee and Committee Member evaluations and reviews;
 - d) Facilitating Committee Member, the Committee, CEO and President succession planning and its execution;
12. Acts as the Committee's representative in communications between the Committee and the:
 - a) IATI Members (as applicable) and broader stakeholders;
 - b) CEO;
 - c) Management;

13. Effectively and fairly represents the organisation, in co-operation with the CEO, in the organisation's communications with its broader stakeholders, respecting the primacy of the CEO's role in this respect;
14. Exemplifies the organisation's agreed values and standards of behaviour;
15. In alignment with the CEO, is visible at times of crisis where trust and confidence in the ability of the Committee and management to respond to the crisis is important.

b. APPOINTMENT

Subject to the terms of the Constitution, the President is appointed to the Committee from amongst IATI Members and holds office at the discretion of the Committee until removed from office by the Committee or until their resignation from office or is no longer a Committee Member.

In the absence of the President, the Vice-President (if there is one appointed by the Committee) or the senior or lead independent Committee Member, should assume the role that otherwise would be performed by the President if the President was not absent.

Desirably the President should be Non-Executive and independent and the roles of the President and the CEO should not be exercised by the same person, except in special circumstances approved of by the Committee.

c. ABILITIES

The Committee should ensure the selection process considers the key aspects of the role of President and any prospective candidate's ability to meet them. These include:

1. Maintaining an effective working relationship with the CEO;
2. Expected time commitment required by the role, including preparing for and participating in Committee meetings, Committee/Committee Member/CEO evaluations, preparing for and participating in IATI Member meetings, acting as spokesperson for the Committee and the organisation (as appropriate in co-operation with the CEO), regular meetings with the CEO and other senior executive officers, and representing the organisation at industry and community gatherings;
3. Balancing the numerous personal traits required of an effective President including tact and diplomacy, the ability to reconcile opposing views and the power to influence.

d. BUSINESS COMPETENCIES

1. Knowledge of corporate governance – the ability to facilitate the governance processes and ensure regulatory compliance.
2. Facilitate leadership – the ability to inform and brief fellow Committee Members on current organisational matters and strategies and the ability to lead constructive and timely discussion and debate, drawing on the expertise of the Committee.
3. Business acumen – having a strong understanding of the organisation's business and financial model and key elements which drive their performance.
4. People skills – experience in motivating, managing and dealing with people including evaluating performance, succession planning and executive remuneration.

e. ATTRIBUTES AND SKILLS

1. Fostering a stimulating and challenging boardroom environment with full and frank debate on issues as well as leading the Committee to making a decision in a timely manner after all relevant perspectives have been contributed;
2. Being respectful, yet candid and decisive, in facilitating Committee, Committee Member and CEO evaluations, reviews and succession planning;
3. Being open and engaging and having good interpersonal skills enabling the President to communicate effectively with and gain the trust and confidence of his/her intended audience;

4. Having good public and private speaking, and listening, attributes to enhance his/her ability to effectively fulfil the roles and responsibilities of the office of President;
5. Treating other Committee Members with respect and make clear that the contributions of all Committee Members are valuable, while finding ways to deal tactfully, yet effectively, with Committee Members who may otherwise be disruptive;
6. Being approachable and impartial in their dealings with Committee Members, Officers, key stakeholders or IATI Member representatives and others in the best interests of the organisation;
7. Being aware of the powers entrusted to him/her by the organisation's Constitution, Governance Charter and at general law, including with respect to the conduct and running of meetings (Committee and Stakeholder/IATI Member);
8. Through the President's displayed skills, experience, knowledge, inter-personal skills, values and conduct, gaining the trust and confidence of the Committee Members and the stakeholders or IATI Members of the organisation so as to garner sufficient informal power and authority to properly represent the Committee and to discharge the responsibilities expected of a President;
9. Being respectful of the responsibilities of the office of President and the limitations of his/her powers and authorities, so as not to bring the office of President into disrepute or overstep those limitations of power/authority.

f. PERSONAL ATTRIBUTES

1. Integrity – meeting fiduciary duties and responsibilities, acting ethically, having appropriate independence, putting the organisation's interests before personal interests.
2. Collaborative leader – the ability to inspire the individual contribution and participation of each board member and senior executive to fully utilise their collective expertise to set the aims, strategies and policies of the organisation.
3. Effective communicator – the ability to engage and effectively communicate with all stakeholders.
4. Emotional intelligence – as well as self-awareness and self-management, the chair needs to be able to motivate and be able to empathetically manage situations where strong emotions are present.
5. Commercial astuteness – demonstrates good business instinct and acumen.
6. Engaged commitment – a willing participant with genuine interest in the organisation and its business.

9. THE VICE-PRESIDENT

The main role of the Vice-President is to perform the President's listed duties in the absence of the President and support the President in the performance of these duties.

Ideally, the Vice-President, as understudy to the President and potential leader of the Organisation, is someone who has a genuine interest in voluntary committee work in general and the objectives of the Organisation in particular. They are well informed about all of the Organisation's activities and are aware of the future directions and plans of Members.

They have a good working knowledge of the Organisation's Constitution and the duties of all office holders and is a supportive leader for all the Members. And has the ability to make decisions based on principles rather than on personalities and can communicate effectively and is not afraid to stand up and speak to a crowd. They are able to act with diplomacy, tact and discretion, particularly when conflict arises during a meeting.

1. To perform the role and functions of the President in the absence of the President for any reason;
2. To be available to facilitate the following matters when and as appropriate and required:
 - a. chair succession planning;
 - b. approvals and actions required to be performed by the chair where the chair actually or potentially may be compromised due to personal or other conflict of interest;
3. At the request of the chair, to support the chair in the performance of the role and function of the chair.

Desirably, the Vice-President should be an independent Non-Executive Committee Member and should not also be the CEO.

10. THE SECRETARY

There are three officers of incorporated associations who have specific responsibilities under the *Associations Incorporation Act*. They are the President, the Secretary and the Treasurer. The Act's policy is to make the Secretary the public point of contact. It is the secretary who is liable for many defaults under the Act.

The Secretary is a key person in the success of any incorporated association. The Secretary not only has the responsibilities set out in the Act and the Rules of the incorporated association, but also unwritten obligations that will provide work for the Secretary. A secretary should not assume office without an enthusiasm for the association that will last until the next annual general meeting, adequate time for the task, interest in committee work, knowledge of the association, and a good rapport with the President.

a. DUTIES

Associations Incorporations Act

The Secretary is the person whom the *Associations Incorporation Act* focuses on to maintain the records of the association with the Office of Fair Trading. If the obligations are not carried out there is often the possibility of committing an offence. The following is a list of duties and obligations placed by the Act on the Secretary:

- Section 17(4) - the Secretary to notify any change of address of the association's registered office;
- Section 24 - the Secretary is responsible for ensuring the change of records for any land owned by the association on its incorporation or afterwards;
- Section 48(4) - the Secretary's statutory declaration on amendment of the rules;
- Section 53 - the Secretary is required to provide members with a copy of the association's rules on request and payment of reasonable charges;
- Section 54 - the Secretary is required to ensure that the rules are in a legible state;
- Section 59(4) - the Secretary to lodge financial statements;
- Section 68(3) - the Secretary to notify any change to officers;
- Section 68(4) - the Secretary to notify any change of the Secretary's address;
- Section 70(2) - the Secretary is required to notify the arrangement of the association's insurance.

Associations Incorporations Rules

The following are the duties and obligations placed on the Secretary by the model rules:

- Clause 9(1) - members may resign by giving notice in writing to the Secretary.
- Clause 10(1), (2), (3), (7) - rejected or terminated members can give written notice of appeal to the Secretary and Secretary must convene a general meeting to determine the appeal.
- Clause 11(4) - the Secretary usually keeps possession of the Register of Members and must allow Members to inspect it.
- Clause 18(5) - special meeting of the Management Committee to be convened by the Secretary on a written requisition.
- Clause 18(10) - the Secretary shall give at least fourteen (14) days notice of any Special Management Committee meetings.
- Clause 26 - this clause details how a Special General Meeting can be called and convened by the Secretary.
- Clause 27 - the manner of the notice to be given by the Secretary for the convening of all General Meetings to hear membership appeals.
- Clause 29(1)(p), (q) - this provision places responsibility for the minutes of the association with the Secretary.
- Clause 32(3)(a) - the Secretary may countersign the affixing of the association's seal.

Other Duties

1. The main role of the Secretary is to take minutes of all meetings and ensure that all decisions and actions made are recorded.
2. Ensure Committee Attendance Register is available at each Committee meetings.
3. All minutes must be properly filed and distributed to all Members of the Committee before the next meeting.
4. Prepare the agenda of meetings in consultation with the President.
5. The Secretary is to provide the Committee with a copy of the organisation's Incoming and Outgoing Correspondence Register.
6. Ensure the Committee deals promptly with its correspondence.
7. Ensure that the official files and records pertaining to the Committee are maintained.

11. THE TREASURER

a. ROLE

The main role of the Treasurer is to take responsibility for financial management of the Organisation. To oversee the financial management of the Organisation with the CEO and Operations Manager.

The Treasurer's prime role is to ensure that the organisation's financial affairs are conducted correctly and efficiently. Treasurers have a variety of responsibilities and, while many duties can be delegated to staff and selected volunteers, responsibility cannot be delegated.

Treasurers must take great care, especially when working with non-profit organisations. Failure to comply with any of the legal requirements could expose them to personal liability for negligence.

b. RESPONSIBILITIES

1. Ensure that the finances are planned in advance by supporting staff with the preparation of a proposed budget, for the Committee's approval. This will assist the Committee when making decisions about the finances in the Organisation.
2. Be available to process automatic financial institution transactions, sign cheques, revise and sign cheque requisitions. Prepare a regular financial statement and summary report (Treasurer's Report) to be presented to the Committee meetings. The treasurer's report, highlighting any significant matters in the financial statements.
3. Ensure that an audit of the books is prepared each year and that the accounts of the Organisation show the financial position at the end of the preceding financial year, and is submitted to Members at the Annual General Meeting.

c. DUTIES

1. Act honestly, with due care and diligence;
2. Understand the specific responsibilities of the position;
3. Ensure the safe custody of all money;
4. Keep the organisation out of financial trouble;
5. Make sure that adequate records are kept and that audit trails are available for all transactions;
6. Be sure about the accuracy and timeliness of financial information circulated to everyone in the organisation;
7. Communicate key financial information in the best way possible - for example, by circulating regular reports - to everyone involved;
8. Explain to board and committee members their duties and responsibilities under the laws governing their organisation;
9. Make certain all tax regulations are complied with, especially payroll tax, fringe benefits tax, income tax and GST;
10. Remember that colleagues may have little understanding of accounting and financial jargon;
11. Consider the possibility of appointing external auditors and setting up an audit committee;
12. Review all internal control procedures annually, or arrange for a qualified person to do this. In light of the review, implement any changes necessary to improve their effectiveness;

d. SKILL REQUIREMENTS

- Qualifications in accountancy;
- a strong empathy with the goals and aspirations of the organisation;
- a caring attitude to other people and a willingness to help;
- experience with community groups; and
- an ability to communicate financial information.

12. THE CHIEF EXECUTIVE OFFICER

The most senior executive in an organisation is usually referred to as the Chief Executive Officer (CEO). A CEO may or may not also be a Director on the Committee of IATI.

If that person also is a Director of the Committee, then commonly that person may also be accorded status as the Executive Director (“ED”). CEO and ED terms are often used interchangeably and the functional roles of CEO and ED are often held simultaneously by the same person. However, there are differences in legal standing and authority between the different descriptors.

a. DELEGATION/RESPONSIBILITIES

Generally, the CEO is authorised and responsible for the management of IATI and its operations by way of delegated authority from the Committee, or as expressed in IATI’s Constitution.

This delegation of authority generally includes responsibility for:

1. Developing business plans, budgets and strategies for consideration by the Committee and, to the extent approved by the Committee, implementing these plans, budgets and strategies;
2. Ensuring IATI’s operations and business are within the parameters set by the Committee from time to time and that the Committee is kept informed of material developments in IATI’s affairs, operations and business;
3. Where proposed transactions, commitments or arrangements exceed threshold parameters set by the Committee, referring the matter to the Committee for its consideration and approval;
4. Identifying and managing operational and corporate risks for IATI and, where those risks could have a material impact on IATI, formulating strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the Committee;
5. Managing IATI’s financial and other reporting mechanisms, and control and monitoring systems, to ensure that these mechanisms and systems capture all relevant material information on a timely basis, are functioning effectively and are founded on a sound basis of prudential risk management;
6. Ensuring that the Committee is provided with sufficient accurate information on a timely basis in regard to IATI, its operations, business and affairs, and in particular with respect to IATI’s corporate performance, financial condition, operations and prospects, so as to reasonably position the Committee to fulfil its governance responsibilities;
7. Implementing the policies, processes and codes of conduct approved by the Committee and facilitating the monitoring and reviewing of, and reporting against, those policies, processes and codes of conduct.

The CEO is expected to:

- provide management oversight and responsibility across IATI to ensure the effective and efficient functioning of IATI;
- provide strong and clear leadership internally to the organisation and its people and externally to the organisation’s stakeholders.

The CEO is also expected at all times to act and behave with integrity and in accordance with IATI’s code of conduct and values.

The scope of the CEO’s role, authority and responsibilities should be set out in IATI’s this Governance Charter as well as in a formal job description in his/her employment contract or letter of appointment.

The CEO should propose from time to time for consideration and adoption (as applicable) by the Committee, a delegated authority matrix (or similar instrument) specifying the levels of delegated authority applicable at Committee, Committee Member, CEO/MD, Secretary, Senior Executive and/or other management levels (as appropriate).

b. ROLE

The CEO is the head of the executive team and manages the day-to-day operations of IATI, its people and resources. The CEO implements the strategy approved by the Committee and ensures that IATI's structure and processes meet the strategic and cultural needs of IATI.

Primary authority for the governance, direction, control and management of an organisation is constitutionally and legally vested in the Committee. The Committee has delegated primary authority to the CEO, so as to empower the CEO to take responsibility for the day to day operations and management of IATI and is a Duly Authorised Person. The CEO can then sub-delegate certain of those delegated powers to other executive officers and/or managers of IATI.

This is commonly effected by a delegated authority matrix proposed by the CEO and approved by the Committee.

In addition to the general responsibilities of a CEO mentioned above, the following further expectations commonly apply to the CEO.

1. With respect to Committee accountability, the CEO should:
 - a) Report to the Committee on the status of policies, strategies, directions and plans (business and otherwise) set or approved by the Committee;
 - b) Inform the Committee of all events within, or which reasonably should be within, his/her knowledge or awareness, which may or do have a material impact on IATI's activities or well-being;
 - c) Observe limitations of authority as set from time to time by the Committee; and
 - d) Regularly meet and consult with the President (as the lead representative of the Committee) on all such matters.
2. With respect to leadership, the CEO should:
 - a) Provide a strong, clear leadership to IATI;
 - b) Ensure IATI's code of conduct/values is a living document, regularly updated, monitored and communicated with ongoing training provided;
 - c) Provide internal leadership direction, goals and energy to IATI's personnel;
 - d) Create and sustain a culture of innovation and enablement, underpinned by and expressing the values and philosophy of IATI.
3. Monitor and interpret the external environment in order to continually position IATI in its markets to best advantage;
4. Maintain awareness of political, governmental, business and industry components of the external environment, on a local, national and international level;
5. Participate in appropriate business and professional associations, networks and activities relevant to IATI's interests;
6. Ensure relationship building with external stakeholders.

7. With respect to overall management oversight and responsibility of IATI, take responsibility in:
 - a) The appointment and management of key executive and management personnel;
 - b) Setting up, maintaining and reviewing organisational structure, systems, policies, processes and procedures, in order to guide, support, inform, service and monitor the prime functions of IATI;
 - c) Ensuring legal, ethical and professional practices and boundaries consistent with IATI's code of conduct/values are adhered to;
 - d) Ensuring financial activities are managed within agreed budgets and informing the Committee in a timely manner should the CEO become aware of any material adverse movements to the budget;
 - e) Ensuring effective and efficient functioning of IATI and all its operating divisions.
8. With respect to overall integrity, at all times personally behaving and conducting him/herself consistent with IATI's code of conduct/values and in such a manner so as not to bring IATI into disrepute or disrespect.

c. SKILLS AND COMPETENCIES

Some or all of the following are needed to perform the role of the CEO:

1. comprehensive knowledge of policies and procedures, programs, guidelines of the organisation and external bodies;
2. detailed knowledge of statutory requirements
3. application of a high level of discipline knowledge;
4. qualifications are generally beyond those required through degree courses alone, typically acquired through completion of at least diploma or post-graduate level and extensive relevant experience;
5. lesser formal qualifications with acquisition of considerable skills and extensive relevant experience to an equivalent standard; or
6. attained through previous appointments, service and/or study with a combination of experience, expertise and competence sufficient to perform the duties required.

d. ATTRIBUTES – CEO

1. **Integrity** – fulfilling a CEO's duties and responsibilities, acting ethically, appropriate independence, putting the organisation's interests before personal interests. An ECM needs to be mindful of conflicts of interest and act accordingly;
2. **Collegiality** – in most instances, an CEO will have detailed knowledge of the organisation and its issues, and greater access to information. The ability to reasonably share this insight with the Committee and employees, and to raise matters for discussion, is an important aspect of this role;
3. **Collaborative yet curious and courageous** – a CEO must be able to function as an effective team member but must also have the curiosity to ask questions, and the courage to persist in robust discussion with senior managers and the Committee where required;
4. **Emotional intelligence** – as well as self-awareness and self-management, a CEO needs to demonstrate empathy manifested through strong interpersonal skills. A CEO must work well in a group, listen well, be tactful and yet be able to communicate a cogent and candid viewpoint;
5. **Commercial judgment and instinct** – a CEO needs to demonstrate good business instinct and acumen and be able to assimilate and synthesise complex information;

6. **Active contribution** - a CEO needs to be an active contributor with genuine interest in the organisation and its business.

e. TERMS OF APPOINTMENT

The terms and conditions of the CEO's appointment plus the extent of the CEO's authority should be reflected in either a letter of appointment signed by both parties or in a more formal executive service agreement. Typically this will cover the CEO's:

- duties and responsibilities;
- length of contract and conditions for reappointment;
- structure of remuneration package, including incentives and other financial benefits;
- entitlements to leave and any special benefits;
- any special conditions to apply in the case of a takeover or merger with another organisation;
- any special requirements such as prohibition from having interests in competing organisations;
- frequency of performance evaluations;
- commitment to abide by company and regulators' rules;
- commitment to always promote the interests of the organisation and not to engage in any conflicting interests;
- obligation to return all organisational information to the organisation when leaving;
- confidentiality clauses;
- circumstances in which termination may occur, and associated procedures and entitlements.

f. COMMITTEE EXPECTATIONS OF DELEGATION OF AUTHORITY TO CEO

The process of formalising the CEO's powers and responsibilities in writing will help the Committee to clarify its expectations. At the same time the Committee's responsibilities should be made clear in its own charter. These documents are meant to give both sides freedom to act within boundaries, rather than to constrain.

Conversely, not defining the boundaries of the CEO role means that a CEO has to regularly approach the Committee for approval of activities and plans. This can be an ineffective use of time, does not encourage high performance and risks misuse of the Committee's skills, knowledge and experience by making it a checker of operational matters. By communicating expectations and responsibilities, the CEO is free to work within these boundaries to achieve organisational goals, and the Committee is not left to make operational decisions which should be the domain of management.

An important clarification concerns matters which are within the domain of the Committee for decision or approval. As Committee Members have specific duties under the *Associations Incorporations Act 1981* and *Associations Incorporation Regulation 1999* they should retain control over some matters. This will vary from organisation to organisation and even from time to time within the same organisation depending upon circumstances then applying.

Delegations should be reviewed regularly as a matter of course but may need extra revision if unanticipated situations arise.

Ultimately, it should be noted that Committee Members are generally responsible for the exercise by the CEO of any powers delegated by the Committee to that person.

g. RELATIONSHIP BETWEEN COMMITTEE AND CEO

A most important role of the Committee is to appoint and work effectively with the CEO. In practice the two are mutually dependent on one another. The Committee relies on the CEO to provide input into strategic development, implement strategy, communicate management's perspective and alert the Committee to material issues that are relevant and material to IATI. The CEO relies on the Committee for delegation of authority, clear direction, mentoring and support.

This relationship is crucial to IATI's success. It can be hampered by a lack of clearly defined responsibilities/delegations or by either party stepping outside of those agreed terms. The respective roles and responsibilities of both the Committee and the CEO should be captured in writing, in IATI's Governance Charter, and in respect of the CEO, in the CEO's Employment Contract or Letter of Appointment.

h. REPORTING TO THE COMMITTEE

Expectations regarding CEO communication with the Committee - for example, frequency and format - are important. Generally the CEO should write a report for inclusion with the Committee papers for each Committee meeting and invariably will probably speak at the meeting on matters arising.

To use this opportunity effectively the CEO should focus on the role of the Committee – governance and oversight – and use the Committee's expertise to assist with experienced and skilled consideration and deliberation of such issues. The CEO should ensure that the Committee receives reports in time to consider them fully.

Commonly CEOs provide a more general "CEO's Report" to regular Committee meetings on a range of matters relevant to the organisation to help keep Committee Members "informed" generally concerning the organisation, the environment in which it operates, its business and affairs. Matters requiring decisions or substantial discussion by the Committee are better placed as separate Committee meeting agenda items. The CEO may also need to refer matters to the Committee at other times. In these cases, the President is the main contact point for the CEO.

13. DUAL CEO AND COMMITTEE ROLE (ECM)

It is common in the corporate sector for the CEOs to act as both head of the executive team and also sit on the Management Committee and are an Executive Committee Members ("ECMs") and it is becoming more common within the not-for-profit and public or government sectors.

There will be times when it is important for the Committee to meet without any management personnel present.

ECMs in practice may also absent themselves from parts of Committee meetings in order to deal with real or perceived conflicts of interests. ECMs are not usually present for Committee proceedings when the CEO's performance or remuneration are being discussed. They may also be invited to leave the meeting momentarily when the Committee or a relevant Sub-Committee is meeting with the auditor to allow the auditor to be frank with Committee Members as to the performance of the finance executive team.

It is also considered good governance practice for the Committee to meet from time to time in "closed session" without the presence of executives, again to facilitate open candour when the Committee may wish to critically reflect upon the performance of management.

a. SKILLS AND COMPETENCIES –ECM

1. **Knowledge of a Committee Member’s responsibilities** – includes an understanding of the role as well as legal, ethical, fiduciary and financial responsibilities involved and the ability to separate, where necessary, the role of Committee Member and employee;
2. **Strategic expertise** – the ability to differentiate between operational and strategic matters, to review the strategy constructively and openly, and contribute to the effective decision making of the Committee;
3. **Accounting and finance** – the ability to read and comprehend the organisation’s accounts, financial material presented to the Committee, financial reporting requirements and some understanding of corporate finance;
4. **Legal** – the Committee’s responsibility involves overseeing compliance with numerous laws as well as understanding the individual Committee Member’s legal duties and responsibilities;
5. **Risk management** – experience in managing areas of major risk to the organisation;
6. **Managing people and achieving change** – experience in current management thinking on engagement branding, strategic vision and stakeholder communication; experience in executive remuneration and compensation;
7. **Industry and organisation knowledge** – experience at the organisation, in the industry, managerial or senior management experience and/or tertiary qualifications and any other experience relevant to the Committee’s composition and the industry.

b. ATTRIBUTES – ECM

8. **Integrity** – fulfilling a ECM’s duties and responsibilities, acting ethically, appropriate independence, putting the organisation’s interests before personal interests. An ECM needs to be mindful of conflicts of interest and act accordingly;
9. **Collegiality** – in most instances, an ECM will have detailed knowledge of the organisation and its issues, and greater access to information. The ability to reasonably share this insight with the Committee, and to raise matters for discussion, is an important aspect of this role;
10. **Collaborative yet curious and courageous** – a ECM must be able to function as an effective team member but must also have the curiosity to ask questions, and the courage to persist in robust discussion with management and fellow Committee Members where required;
11. **Emotional intelligence** – as well as self-awareness and self-management, a ECM needs to demonstrate empathy manifested through strong interpersonal skills. A ECM must work well in a group, listen well, be tactful and yet be able to communicate a cogent and candid viewpoint;
12. **Commercial judgment and instinct** – a ECM needs to demonstrate good business instinct and acumen and be able to assimilate and synthesise complex information;
13. **Active contribution** - a ECM needs to be an active contributor with genuine interest in the organisation and its business.

14. FINANCIAL MANAGEMENT AND DELEGATION**Purpose and Scope**

The financial management and delegation authorities of Independent Advocacy in the Tropics Inc., (IATI) including all its registered Business Names determine how we safeguard the funds we manage by providing guidelines for who can approve expenditure, ensuring that financial records are kept to a proper standard and preventing fraud or mismanagement. This ensures that we protect and make the best use of our available funds.

In managing our finances, we also provide accountability to our members for the use of organisational funds and to funding bodies and donors for the funds they have provided.

Definitions and Roles

Accountant - an Accountant engaged to perform pre-audit checks and adjustments for EOFY payroll and financial accounts/Annual Budget/Quarterly and Annual Financial Acquittals. The Accountant will also be available for ongoing financial support when the Administration Officer is on Leave.

Administration Officer - IATI's Administration Officer carries out the day-to-day financial and HR tasks of the organisation.

Bookkeeper - A bookkeeper engaged to carry out electronic Payroll Processing/BAS/IAS/Superannuation and QLeave PLSL Levy. The Bookkeeper will also be available for ongoing financial support when the Administration Officer is on Leave.

CEO - the Chief Executive Officer of Independent Advocacy in the Tropics Inc. The CEO (together with the Treasurer) is responsible for the employment, and supervision of the Administration Officer. The CEO is responsible for the overall appointment of and instructions to the Accountant and Bookkeeper;

Committee - the Management Committee of Independent Advocacy in the Tropics Inc. The financial management of IATI is the responsibility of the Management Committee.

IATI – Independent Advocacy in the Tropics Inc., and all its registered Business Names/

Treasurer - the Treasurer of IATI's Management Committee. The Treasurer is responsible for ensuring that the financial policy and procedures set down by the Committee are followed.

Monthly and quarterly financial statements should be presented by the Treasurer or delegated to the Administration Officer, for submission to the Committee for endorsement.

The Treasurer should highlight any issues requiring Committee consideration. These financial statements are prepared by the Administration Officer.

Annual Budget

An annual budget should be developed by the Treasurer, the Accountant and the Chief Executive Officer (CEO) for presentation to the Committee in the first month of the financial year.

The budget for the preceding year should also be included.

Approval and Delegations

All financial transactions (including electronic banking, transfers and cheques by IATI's financial institution) are to be authorised by two authorised Committee Members. One of whom must be either the President, Vice-President, Treasurer, or Secretary (if the Secretary is not the CEO).

All authorisations should be approved in writing, prior to expenditure being incurred.

Approved by	Item	Notes	Limit
Management Committee	Individual expenses	Not included in the rollover of unspent funds in the budget. *	\$10,000 >
CEO or Management Committee member, preferably the Treasurer	ATO & Salary expenses	EG: staff salaries, PAYG/BAS and superannuation payments.	Unlimited
CEO *	Individual expenses Limit per purchase	Delegation of responsibility to authorise the rollover of any unspent funds in the budget to CEO. The amount must be within budget. Accessing, where required, underspent line items in budget for operational reasons.	\$10,000

* Amended at Management Committee Meeting held on Friday 9 April 2021

Bank Accounts

IATI's bank accounts are held with any financial institution decided on by the Committee.

“Main Operating Account” - used for day-to-day operational expenditure, and the deposit of all income received.

“Gift Account” - for financial gifts and donations received.

“Term Deposit Account” - IATI operate at any given time a number of term deposit accounts set up for Business Contingencies and unforeseen financial expenses not budgeted for. These funds can only be accessed by approval of the Committee and noted in Committee Meeting minutes.

“Corporate Credit Card” - facility credit limit of \$20,000.00. The CEO is issued a Credit Card which is capped at \$5,000.00 per monthly credit cycle.

Cheques

Cheques must be co-signed by the following:

- Either the President, Vice-President, Treasurer or Secretary (if the Secretary is not the CEO); and
- one other authorised Committee Member.

Blank cheques must never be signed.

Duly Authorized Person

The CEO has been appointed by the Committee under its Constitution as a Duly Authorized Person.

Legal Contracts

All formal legal documents must be approved by the Committee by way of formal resolution. Extensions to Funding Agreements will not need a formal resolution.

The Common Seal is to be fixed to formal legal Contracts and Agreements by the Committee at its discretion or where required by the other party to the document.

Each instrument to which the seal is attached must be signed by two of the following persons:

- (a) the President and another member of the Management Committee; or
- (b) the President and the CEO as a duly authorized person; or
- (c) any other two members of the Management Committee; or
- (d) any other member of the Management Committee and the CEO as a Duly Authorized Person.

Maintaining Appropriate Records

IATI will use an electronic accounting software for all bookkeeping and accounting (“financial activities”).

IATI will ensure all financial recording meets Australian Accounting Standards by ensuring financial activities are undertaken by appropriately skilled and qualified Employee or external organisation.

Petty Cash

IATI will hold an imprest system for Petty Cash, with a cash float of \$50.00 to pay for minor incidentals, eg., milk and parking fees. A Petty Cash policy is maintained by IATI to provide guidance to staff using petty cash.

The Administration Officer will be responsible for the day-to-day management of Petty Cash and the CEO is responsible for monthly check of Petty Cash and electronic signing of Petty Cash Spreadsheet.

Current Allowance: Staff Lunch Day Trip (not overnight) Travel Allowance: \$20

Preventing Fraud and Financial Mismanagement

- All payments should be in accordance with Approvals and Delegations within this document.
- All expenditure must be approved by the relevant delegated person or Committee Member/s. Financial Reports including Profit & Loss Statements and Bank Statements are to be presented as part of the Financial Report at each Committee Meeting.
- The Treasurer, Administration Officer and the CEO, will be responsible for the monitoring and checking of accounts and bank reconciliations at the end of each month.
- An annual Audit shall be undertaken each year by a qualified auditor appointed by the Committee. The Auditor will present the Audited Financial Statement for the previous financial year at the Annual General Meeting and it is to be forwarded to each funding body.
- All payments (except petty cash) must be made by credit card or electronic transfer. All cheques must be crossed Not Negotiable.
- The Treasurer, President or Secretary (if the Secretary is not the CEO) will be available at least once fortnightly for the purpose of signing cheques and authorising electronic transfer.
- In extreme circumstances, if the Secretary is the CEO, they are able to authorize electronic transfer if only one other Committee Member is available. In these circumstances, the Secretary must not be the first to authorize transfers.
- Banking Royal Commission. It may be a result of which that the Government will not cover more than \$250,000 of Term Deposit funds. Needing to check whether this is under one banking institution, one or a combined total of deposits or by an organization. This is to be noted in as a Risk Management and will continue to be monitored and Committee updated once the Royal Commission concludes and reports and recommendation in banking practices released.

15. MEETINGS

IATI will have Committee meetings at least eight (8) times a year at a date and time convenient to the committee and staff. The meetings will last an average of 2 hours depending on the business to be conducted at that meeting.

If Committee Members require assistance to understand processes at meetings, they can be provided with support.

The CEO and the Operations Manager will upload to the Committee OneDrive folder an agenda, previous meeting minutes, Treasurer's Report, staff reports and any relevant information that should be attached, preferably seven (7) days prior to the meeting.

The Secretary or appointed secretariat takes the minutes of the meeting which are then uploaded to OneDrive for perusal by members of the Committee. A true and correct copy of the Minutes of the meeting is to be approved and signed at the next Committee Meeting.

Members arrive early for meetings to go through letters and other relevant documents.

IATI will provide resources to assist Committee Members to travel to Management Committee meetings.

Regular attendance at Committee Meetings is essential in order to maintain continuity and cohesion in the management and governance of Independent Advocacy in the Tropics Inc. (IATI).

a. ATTENDANCE

A register of attendance is to be kept. Attendance is deemed to be in person, via electronic means or Proxy given to another Committee Member.

1. If a Committee Member is absent for two (2) consecutive meetings without first notifying the President of their absence.
2. If a Committee Member is absent for three (3) consecutive meetings having notified the President of their absence,

that Committee Member is in breach of their obligations and is liable be removed from the Committee.

b. NOTICE OF MEETING

Notice shall be given of Committee Meetings according to the provisions specified in IATI's Constitution. The notice should include an adequate and candid description of the business to be transacted at the meeting. The purpose of notice is to enable persons to know what business is proposed for a meeting, so that they can make up their minds whether or not to attend.

If there is no method specified in the Constitution then the following general principles apply:

1. Wherever possible, ten (10) working days' notice shall be given of the date, time and place of Management Committee meetings. Where urgent matters arise, shorter notice may be given.
2. Notice shall be given of meetings of any Management Committee Sub-Committees as laid out in the Terms of Reference, or (where this has not been specified in the Terms of Reference) at the discretion of the Chairs of those committees.
3. Where possible, agendas and any papers to be discussed at the meeting should be circulated in advance of the meeting.
4. Ordinary meetings of the Committee shall be held at the dates, times, and places decided by the Committee from time to time, except that no fewer than eight meetings shall be held in any one year.
5. A special meeting of the Committee shall be called at any time at the request of no fewer than three Committee Members. Ten (10) working days' notice must be given of any such meeting.

c. QUORUM

The quorum for any Management Committee meeting shall be as laid down in the Constitution. The quorum for the meeting of any Sub-Committee shall be as laid down in the Committee's Terms of Reference, or if not there specified shall be as adopted by the Committee.

At any point after the opening of a meeting, any member of the Committee may call attention to the lack of a quorum. The meeting may be terminated.

d. SPEAKING

The Chair of a general or special meeting should provide a reasonable opportunity for Members to ask questions of the Committee, and any of the Committee Members. In all cases, the Chair should have regard to the following in determining what is reasonable:

1. The purpose of the meeting;
2. The time available at the meeting, and the need to ensure that there is sufficient time allocated to conduct the business included in the notice of meeting;
3. The desirability of the meeting closing on-time;
4. The relevance of the questions being asked to the business included in the notice of the meeting;

5. The relevance of the questions being asked to the meeting as a whole and whether the matters being raised could be more appropriately addressed in another forum;
6. The most appropriate person/s or entities to whom the questions should be addressed;
7. The desirability of ensuring that members have an adequate opportunity to raise concerns about the governance of IATI; and
8. Any other matter considered relevant by the Chair.

e. MINUTES

Minutes of any meeting of the Committee shall be circulated to all Members as soon as possible after that meeting, and before the scheduled date of the next meeting. The minutes shall record:

- the date, time and venue of the meeting;
- the names of those members and officers present;
- the name of the meeting Chair;
- any apologies tendered;
- any failure of a quorum;
- a list of items considered;
- any resolutions pertaining to those items; and
- details of any declarations of pecuniary interest.

Any other matters may be recorded at the discretion of the Chair.

f. MOTIONS

The Chair should put to the meeting any motion, except:

1. If it is vague or ambiguous; or
2. the motion initiates a subject for discussion unless notice has been given to Members that the subject would be covered at the meeting.

Unless it is required by the Constitution or By-Laws of IATI, or it involves a motion to overturn a decision of the Chair, it is not necessary for a motion to be seconded.

g. SPEAKING TO A MOTION

Members may speak to any motion when granted the right to speak by the Chair. The mover of any motion has the right to speak first on that motion for the time period allocated by the Chair.

The Chair shall grant priority to members who express an intention to move dissent with a decision of the Chair.

In speaking to any motion or amendment, members are to confine their remarks strictly to such motion or amendment, and shall not introduce irrelevant matters or indulge in needless repetition. In this matter, the Chair's ruling is final and not open to challenge.

h. AMENDMENTS TO MOTIONS

A resolution put to a meeting that has not yet been passed will be referred to as a "motion".

In circumstances where one or more members wishes to amend a motion prior to it being passed at a meeting, the following process should be adopted:

1. The motion (in its original form) should be put to the meeting by the Chair.
2. A member may propose an amendment to the motion ("the amendment").
3. Another member can then second the amendment [subject to the comment below about seconding].
4. The Chair should allow a reasonable opportunity to discussion of the amendment.

5. The Chair should then call a vote on the amendment. If the vote passes, the motion will be amended.
6. If a member wishes to make another amendment to the motion, then steps 2 - 5 should be followed again.
7. Once all the amendments have been made, the Chair should put the motion to meeting for a vote on whether to pass the motion or not.

Notwithstanding the above, the Chair should not allow any amendment to a motion to be put where:

1. The proposed amendment introduces substantially new subject material remembering that members will have decided whether to attend the meeting on the basis of the notice of meeting. If the meeting considers subject matters not included in the notice, it could be unfair to members that are not present.
2. The proposed amendment has the effect of negating the motion in its original form.
3. There have already been two amendments, unless the Chair in his or her discretion believes there is good reason to allow more. That is, only two amendments should be moved to any motion, after which the meeting should debate and vote on the motion as amended, unless there is good reason to allow further amendments.

i. VOTING – GENERAL MEETINGS

Subject to IATI's Constitution:

1. Members at any meeting may vote for any motion or may abstain.
2. A motion shall be declared carried if a plurality of Members present (that is, a majority of Members present and voting) vote in its favour.
3. In the event of an equality of votes for and against a motion, the Chair shall have no casting vote and the motion will automatically lapse.

Voting at a General Meeting (Clause 35)

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present;
2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting;
4. The method of voting is to be decided by the management committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

j. VOTING RETURNING OFFICER**Duties**

In the capacity of a Returning Officer, you are an impartial employee of the Independent Advocacy in the Tropics Inc.

You must not give advice on how to vote, or comment on this issue.

You should refer voters to the “Case for and Case Against” parties if they have any enquiries.

Procedure at General Meeting (Clause 34)

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
3. At each general meeting –
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

Quorum and Adjournment (Clause 33)

1. The quorum for a general meeting is at least the number of ordinary members elected or appointed to the management committee at the close of the association’s last general meeting plus 1.
2. However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association –
 - a. the meeting is to be adjourned for at least 7 days; and
 - b. the management committee is to decide the day, time and place of the adjourned meeting.
6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

Marking Off Votes

1. Locate name on roll and ensure they are current members entitled to vote.
2. Rule through their name and initial.
3. Spoilt ballot slips should be placed in blank envelope, sealed and write “Spoilt Ballot” on the envelope and initial.
4. All “Spoilt Ballot” envelopes are to be placed in the Ballot Box.

Counting Votes

1. Both Returning Officers are to count each vote and initial the Ballot Paper
2. One Returning Officer is to record the number of votes received by each candidate on the Ballot List with the other Returning Officer checking and initially each entry.

Voting Results

1. The Returning Officers on completion of the Ballot, shall hand the Ballot List with voting results clearly marked. It is the responsibility of the Chairman to advise the members present of the results.
2. Once the Chairman has announced the winners of the Ballot, he/she shall return the Ballot List to the Returning Officers.

Retention of Voting Paperwork

1. All “Spoilt Ballot” envelopes are to be placed into one larger envelope and clearly marked **“SPOILT BALLOT ENVELOPES FOR AGM (YEAR/YEAR)”** and stapled firmly to the back of the Ballot List.
2. At the completion and passing of the Ballot, all Ballot Papers are to be placed in an envelope and clearly marked **“BALLOT PAPERS FOR AGM (YEAR/YEAR)”** and stapled firmly to the back of the Ballot List.
3. The Returning Officers are to then hand all paperwork to the person taking the minutes to be included in the official records of the AGM which will record the full names of both Returning Officers.

16. AMENDMENTS TO GOVERNANCE CHARTER

The Management Committee may amend Governance Charter at any time, either permanently or for a specified period. Amendments to the Governance Charter apart from format/layout or changes or additions to position titles, are to be approved by the Committee.

Review Details:

Version	Revision Type	Approval Date	Next Review Date
01	Original document	Endorsed Management Committee Meeting May 2021	January 2023
02	Format Corrections	Not required to be approved – September 2021	January 2023
03	Format Corrections	Not required to be approved – March 2022	

