



# THE ORDER OF AUSTRALIA ASSOCIATION

## G2 BOARD CHARTER

<b>Charter</b>	Board Charter
<b>Author</b>	National Secretary
<b>Document ownership</b>	National Board

### Table of Revisions

<b>No</b>	<b>Date Approved</b>	<b>Comments</b>	<b>Review Date As Required</b>
1	October 2020	Board Approval	
2	December 2020	Update Position Description Branch Nominated Director	
3	February 2021	To conform with new Constitution	
4	April 2021	6.4 update Board Committee structure	
5	January 2023	Clauses 3.1,4.2,4.4,6.1,6.2 Updated Position Description National Secretary Clause 3.5 Director Identification	
6	June 2023	Clauses 2, 3, 4, 4.1, 6.2,6.4 All Position Descriptions-updated Added Position Description for National President. Reformatted whole Charter	
	November 2023	Updated National Treasurer Position Description	

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## **1. ROLE OF THE NATIONAL BOARD**

The role of the National Board (the Board) of The Order of Australia Association (the Association) is to set and maintain purpose, values, and strategic direction of the company, to ensure good governance throughout the organisation and to ensure that strategic plans are executed efficiently and in a timely manner.

The Board operates within the framework of the Association Constitution. This Charter should be read in conjunction with the Association's policies, G10 Conflict of Interest Policy and GP15 Nomination and Appointment for Directors Procedure

The Board is also subject to the *Corporations Act 2001* and the *Australian Charities and Not-for-profits Commission Act 2012*.

## **2. RESPONSIBILITIES**

The Board is responsible for:

- a) maintenance of the Association's purpose and values in all activity undertaken within the organisation;
- b) protecting, promoting, and preserving the Association's reputation and standing in the community;
- c) providing leadership by developing appropriate culture and values, and always acting in a manner consistent with them;
- d) setting strategic direction, ensuring resources are allocated and aligned accordingly, and progress monitored;
- e) ensuring that the Association has a system of corporate governance that is compliant with relevant legislation, the Association's Constitution, By-laws, Policies, Procedures and good practice;
- f) setting and monitoring risk management controls;
- g) approving and monitoring progress with the Strategic Plan'
- h) reviewing and approving performance reports and financial statements;
- i) maintaining communication with members that exceeds their expectations;
- j) establishing committees as necessary to assist the Board in exercising its powers and executing its functions, appointing suitable people to serve on such committees, and overseeing their activities;
- k) monitoring of Board performance;
- l) succession planning, and
- m) recommending the appointment of external Auditors and approving their annual audit fees.

## **3 MANAGEMENT STRUCTURE**

The Association's management structure consists of a Board of Directors, supported by Board Committees, with State and Territory-based Branch Committees and Regional Groups, which may themselves have committees. This Charter deals with the Board and Board Committees. Operation of Branch and Regional Group Committees is set out separately in the Order of Australia Association By-laws Sections 2 and 3.

### 3.1 Board composition

The composition of the Board is prescribed in the Association's Constitution and allows no more than 13 Directors, as follows.

**Executive**-five Executive Directors (National Chairman, National Deputy Chairman, National Treasurer, National Membership Director and National Secretary) nominated by members and elected by the eight Branch Nominated Directors.

The five Executive Directors, act as the Executive Committee and perform the tasks that would normally be the responsibility of a Managing Director or a Chief Executive Officer.

**Branch Nominated Directors**-eight Directors, one from each of the Australian States and Territories, elected by the members of the relevant Branch. These Directors act as a 'college of electors' in the election of the Executive Directors.

**Term of Office**-Branch nominated Directors may serve for three years, with appointment 21 days before the National Annual General Meeting (AGM) (Constitution 43.5 b). They may be re-elected for two subsequent terms (Constitution 43.1) The Executive Directors may serve for three years from the day after the Annual General Meeting (AGM) following their election and may also be re-elected for two subsequent terms.

### 3.2 Board Renewal process

The Board is responsible for:

- ensuring that appropriate processes are in place and reviewed regularly, and appropriately complied with;
- conducting the induction process for new Directors; and
- Board succession planning.

Branch Committees are responsible for electing and nominating Branch Nominated Directors, having first ensured their eligibility to serve, and with skills applicable to the governance role of the Board.

#### Nomination Committee

The Nomination Committee is responsible for:

- advising and assisting the Board in fulfilling its responsibilities;
- advising the Board on the nomination, election and removal of Directors;
- identifying potential candidates for Directors'
- forwarding nominations for Executive Directors to the Branch Nominated Directors for consideration, having taken into account the particular skills required for the roles in line with the Board Skills Matrix.

#### National Chairman

The National Chairman is responsible for:

- succession planning to build a Board that comprises Directors with an appropriate mix of skills, knowledge, experience and perspective; and
- managing the induction of new Directors to the Board in accordance with the GP2 Nomination and Appointment of Directors Procedure

## **National Secretary**

The National Secretary is responsible for:

- notifying ACNC of the appointment and removal of Directors for a period of seven (7) years from the time they leave the Board;
- maintaining records substantiating the fitness and propriety of Directors; and
- assisting with the induction of new Directors

### **3.3-Role of Individual Directors**

Directors have responsibility for the overall success of the Association and must act in its best interests. They do not act as representatives of their individual Branch and are required to support decisions that are in the best interests of the Association. They are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, canvass all aspects of any issue confronting the Association and cast their vote on any resolution according to their own judgement. Directors must support the letter and spirit of Board decisions to all stakeholders.

Duties-In accordance with *ACNC Governance Standard 5*, the duties of Directors of the Association are:

- to act with reasonable care and diligence;
- to act honestly and fairly in the best interests of the Association and for its charitable purposes;
- not to misuse their position or information they gain as a Director;
- to disclose conflicts of interest;
- to ensure that the financial affairs of the Association are managed responsibly; and
- not to allow the Association to operate while it is insolvent.

Directors should act with integrity and common sense. Detailed Position Descriptions for Directors are set out in Appendix A.

**Networking**-Developing networks and working to promote the reputation of the Association are important ways for Directors to add value. Directors are expected to act as ambassadors and to develop and maintain connections for the benefit of the Association.

Directors are encouraged to attend Association events and other activities in addition to Board meetings.

**Confidentiality**-Confidential information received by a Board member during the exercise of Directors' duties must not be used or disclosed outside Board meetings without appropriate authorisation.

**Conflict of Interest**-Directors must comply with the Association's G10-Conflict of Interest Policy.

### **3.4 Executive Director's Nomination process**

Applicants for any of the five Executive Director positions are required to:

- complete the Nomination Form for an Executive Director Position (Appendix B);
- complete the Statutory Declaration for Directors of the Order of Australia Association (Appendix C); and
- attach a resume of no more than 400 words noting their skills and experience relevant to the position they are nominating for to support the nomination.

### **3.5 Director ID**

Australian Company Directors are required to have a Director Identification Number (Dir ID). Directors may be appointed to the Board but cannot take up their position as a Board member until they have a Director ID. Information on the process is available from the National Secretary.

## **4. KEY BOARD FUNCTIONS**

### **4.1 The Board and Strategy**

Setting the Association's strategic direction is an important Board function. This includes articulating the Association's vision, setting goals and objectives, assigning resources, and determining the metrics by which progress will be measured.

The Board has established a Board Executive Committee and exercises its powers within a policy framework determined by the Board. The Committee's scope and responsibilities are documented in G16 Board Executive Committee Charter

The Board has established a Strategy Committee as its principal instrument for developing the Strategic Plan (the Plan) and providing guidance on the overview of its implementation. The Committee's scope and responsibilities are documented in G4 Strategic Committee Charter,

The Board has established a Marketing Committee as an advisory committee to the Board and Branches and officials on marketing aspects of policies, strategies and implementation plans. The Committee's scope and responsibilities are documented in G3 Marketing Committee Charter.

### **4.2 Risk Management**

The Board is responsible for establishing and implementing a Risk Management Framework for the Association aligned to ISO.AS/NZS 31000/2009 Risk Management Standard.

The Audit & Risk Committee is the Board's principal instrument for operation of the risk management framework. The Committee's scope and responsibilities are documented in G20 Audit & Risk Committee Charter

### **External Audit**

The Board is responsible for recommending, for members' approval at the Association's AGM, the selecting, appointing, and removing of a qualified external Auditor. The Audit and Risk Committee will make recommendations to the Board on the effectiveness and appointment of the external auditor, being guided by the following principles:

- the Auditor must be a registered company auditor and a member of an accredited professional body;
- the Auditor must have actual and perceived independence from the Association;
- recommendations should be made to members at AGM with respect to Auditor appointment and termination; and
- the Auditor must be available to attend the Association's AGM and any Extraordinary General Meeting (EGM) and the Audit & Risk Committee in April each year.

### **4.3 Compliance**

The Board is committed to compliance with legislation and regulations to the maximum extent enabled by its limited resources. The Company Secretary is responsible for recording the Association's external compliance obligations. Executive Directors are responsible for satisfying these obligations within their respective portfolios. The Audit & Risk Committee is responsible for monitoring external compliance and recommending to the Board any controls necessary to address compliance risk.

The Board is responsible for ensuring internal compliance with the Constitution, By-laws, and Policies. Executive Directors and Board Committees are responsible for monitoring internal compliance within the scope of their respective portfolio responsibilities, reporting lack of compliance to the Board, and recommending any remedial action.

### **4.4 Policy Framework**

The Board makes such Policies and Procedures as it determines are required for the efficient and effective conduct of the Association's affairs. The five broad Policy categories are:

- Governance (G series);
- Administration (A series);
- Finance (F series);
- Membership (M series).and
- National Conference (N series).

Policy responsibilities are:

- a) Identification of Policy requirement by the Executive Committee;
- b) Management of Policy development, including securing of expert assistance, by the Executive Committee; and
- c) Review of Policy effectiveness by the Audit & Risk Committee

The Company Secretary maintains a copy of agreed Policies and Procedures and ensures that they are included on the Association's website.

### **4.5 Delegation of Authority**

The Board has reserved all powers for itself and delegated authorities to Board Committees as set out in the respective Committee Charters.

The powers to direct and govern the Association are the responsibility of the full Board. Directors have no individual authority to participate in the day-to-day management of the Association, including making any representation or agreements with suppliers, members, employees, or other parties or organisations. The exceptions to this are the Executive Directors, who have certain delegated authorities by virtue of their appointments and their joint



responsibility in exercising the duties of a 'chief executive officer', as set out in relevant Policies and Procedures.

## **5. BOARD EFFECTIVENESS**

### **5.1 Director Protection**

#### **Information seeking protocol**

Executive Directors and Committee Chairmen must supply Directors with information in a format, timeframe and of a quality that enables them to discharge their duties effectively. Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making.

#### **Access to professional advice**

Directors may request independent professional advice when they consider it necessary to discharge their duties. Costs incurred as a result of the Board consulting an independent expert will be borne by the Association. Director commitment to expenditure on professional advice requires prior approval by the National Chairman. The Board must receive any professional advice received at the request of individual Directors.

#### **Access**

Directors are entitled to access to all Board and Board Committee papers, the Association's accounts, and all financial and operational information in the custody of the Association. Directors also have unlimited access to the Association's external Auditor.

#### **Insurance**

The Association indemnifies Directors to the maximum extent permitted by law against liability incurred in or arising out of the conduct of the Association, or in or arising out of the discharge of their duties. Directors are not covered for potential breaches of their duty.

### **5.2 Board Evaluation**

#### **Board Performance**

The National Chairman is responsible for an annual review with the Board of their team performance. Identified individual performance deficiencies are addressed confidentially between the Director and the National Chairman.

#### **Board Skills**

The Board conducts an annual review of the matrix of the skills provided by its Directors. Perceived skills gaps, judged against agreed strategies and work plans, are advised to the National Nomination Committee and to Branch Chairmen to guide in the recruiting of new Directors from Branch members. (See 5.4 below).

### **5.3 Director Remuneration**

Directors act in a voluntary capacity. A Director is entitled to reimbursement of reasonable expenses incurred in the performance of their duty as a Director. Claim procedures are set out in FP5 Reimbursement of Expenses Procedure. A Claim form is available from the National Secretary.

## **5.4 Director Development**

The Association does not provide training for Directors. It is the responsibility of Branch committees and the Nomination Committee to ensure that persons being considered as Directors have the requisite competence. It is the responsibility of individual Directors to ensure that they acquire and maintain the competencies necessary for their roles.

## **5.5 Director Selection and Induction**

### **Selection**

The National Chairman has primary responsibility for working with Branch Chairmen to ensure the nomination of Directors who best meet the Association's needs.

**Induction**-The Association's Director Induction arrangements are set out in detail in GP15-Nomination and Appointment of Directors Procedure.

### **Access to professional advice**

Directors may request independent advice when they consider it necessary to discharge their duties. Costs incurred as a result of the Board consulting an independent expert will be borne by the Association. Director commitment to expenditure on professional advice requires prior approval of the Board.

## **6. BOARD PROCESSES**

### **6.1 Board Meetings**

#### **Meeting Frequency**

The Board is required to meet at least twice each year. Meetings via technology (teleconference, video-teleconference or online) may be convened as well as physical meetings.

Meetings are usually held on the Third Friday (except if a Public Holiday) in February, April, June, August, October and December via TEAMS

An attended meeting is held immediately prior to the National Conference/AGM, which is conducted in the National Conference/AGM location. From time to time, attended Board meetings may be held in other centres to enable Directors to engage with Branch Committees and members.

#### **Meeting Preparation**

Draft agendas are issued in time for input by Directors and are reviewed by the National Chairman before finalisation. Briefing papers are provided sufficiently in advance of meetings to allow Directors to study them thoroughly and to seek additional information as required.

The National Secretary maintains a Schedule of Meeting Dates and the timing of availability of briefing papers.

#### **Standing Orders for Board Meetings**

Meetings are conducted in a courteous and relaxed manner with the processes of motion, discussion, decision, and resolution observed. Voting, where necessary, is done as specified in the Association's Constitution.

## **Out of Session Decision-Making**

Any urgent decision that cannot wait until the next Board meeting may be dealt with by a written Circular Resolution out-of-session (Constitution 57). Email advice is distributed to all Directors with a closing date set for voting on the matter. The decision is made by a simple majority of Directors eligible to vote. The collated email responses form the record of the decision. Where a unanimous vote is required, the minute will be noted accordingly.

## **Record-keeping and Note-taking by Directors**

The National Secretary is to maintain a complete set of Board papers in the Association's online Office 365 registry. Directors may choose to keep their own personal notes or comments on Board papers but should be aware that such notes and comments are discoverable under law.

## **6.2 Minutes**

Minutes of a Board meeting follow the outline of the meeting agenda and contain at a minimum:

- the date, time, and location of the meeting;
- a list of participants and apologies;
- a list of any conflicts of interest declared;
- advice that the Business Papers have been read by all attendees;
- a list of agenda items discussed with resolutions adopted; and
- an Action Statement listing actions/outcomes from Board meetings.

The National Secretary prepares draft minutes and provides them to the National Chairman for review within five working days of each Board meeting. Once the draft Minutes have been approved by the National Chairman, the National Secretary will circulate to the Executive and then to all Directors. Directors should send any suggested changes to the National Secretary with a copy to the National Chairman within 5 working days of receiving the draft minutes. The Minutes are then provided to Branch Chairmen for restricted discussion with Branch Committees

## **6.3 Board Calendar**

The National Secretary is responsible for proposing a Board Calendar for each financial year. The Calendar should be agreed by the Board not later than the final Board meeting each year.

## **6.4 Board Committees**

Board committees comprise:

- Executive Committee.
- Audit & Risk Committee.
- Board Nomination Committee.
- Strategy Committee.
- Marketing Committee; and
- Other committees and working groups as required.

The role and functions of these Committees are set out in their respective Charters and their membership agreed by the Board annually.

Each Committee must maintain minutes of its meetings, which must be made available at the earliest practicable Board meeting following the Committee meeting.

## **7 RE-IMBURSEMENT OF EXPENSES**

Directors are entitled to reimbursement of expenses incurred in the performance of their duties.

Directors should seek approval from the National Chairman or National Treasurer before incurring out of pocket expenses.

## ATTACHMENT A - POSITION DESCRIPTIONS

### Branch Nominated Director (BND)

Purpose of the Position: To guide the Association on behalf of its members.

Category	Responsibilities
General	On accepting a nomination, undertake in writing to fulfill the duties of a Director of the Association and comply with relevant laws and regulatory requirements.
	On being elected to the Board, undertake induction and training procedures as provided by the Board.
	Maintain a relationship with, and awareness of issues in, his/her nominating Branch and report back to Branch meetings on Board issues,
Governance	Consider, debate, and vote on issues before the Board on the basis of the best interests of the Association.
	Comply with the Association's Constitution, By-laws and Policies and Procedures.
	Contribute to the development and review of the Association's Policies and Procedures.
	Respect confidentiality of Board Decisions.
Planning	Review and approve the Association's Strategic Plan and other consequential arrangements.
Meetings	Attend all meetings or apologise in advance for absence.
	Read papers and consider issues before each Board meeting.
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate.
Alternate Proxy	The Constitution (54.2) allows for a BND to appoint another member as their Alternate BND to advise the National Chairman and National Secretary of the arrangements. A Proxy would be appointed only if a vote was required on a specific matter.
Committees	Serve on Board Committees as required.
Media	The National Chairman is the media spokesperson on behalf of the Board.
Promotion	Promote the Association in the community as opportunities arise.
Legal and Ethical	Act with reasonable care and diligence.
	<b>Act in good faith in the best interests of the Association.</b>
	<b>Act for a proper purpose – that is, exercise powers only for the purpose for which they were given.</b>
	Disclose and manage conflicts of interest in accordance with the Association's Conflict of Interest Policy.
	Ensure the financial affairs of the Association are managed responsibly.
	Do not allow the Association to operate while insolvent.
	At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus.
	Be eligible to obtain an ASIC Director ID

Responsibilities shown in **bold** are legal requirements.

## National Chairman

Purpose of the Position: To lead the Board in guiding the Association on behalf of its members.

### Responsibilities:

With the Board and Branch Chairmen:

<b>Category</b>	<b>Responsibilities</b>
Governance	Provide leadership to the Board and the Association.
	Ensure the Association pursues its charitable purpose and develops in an appropriate direction.
	Ensure the Association operates in an ethically, environmentally, and socially responsible fashion.
Planning	Participate in development and regular review of the Association's Strategic Plan.
Meetings	Ensure standing orders for Board meetings are in place.
	With the National Secretary, prepare the agenda for Board and General meetings.
	Chair Board meetings in accordance with Standing Orders.
	Rule on issues of Board meeting procedure not covered in Standing Orders.
	Report to the AGM on the state of the Association.
Board	Oversee the business of the Board.
	Manage recruitment and induction of Directors.
	Manage assessment, review and renewal of the Board.
	Ensure harmony of Board deliberations.
	Manage succession of the position of Chairman.
Committees	Chair the Executive Committee.
	Liaise with Board Committee Chairmen
	Assign Committee duties to Board members and, if necessary, co-opt volunteers to meet skills requirements.
Media	Serve as spokesperson for the Association as appropriate.
Negotiation	Lead negotiation with other organisations.
Legal	Ensure that: <ul style="list-style-type: none"> <li>• legal requirements are included in the Association's governing documents and appropriately addressed;</li> <li>• performance of legal requirements is reported to the Board; and</li> <li>• performance of legal requirements is fully documented.</li> </ul>
	Ensure legal requirements are met.
Finance	With the Treasurer, ensure the Association's Financial Control Policies and Procedures are adequate and that financial risk management strategies are in place.
Other duties	Serve on the Board of the Order of Australia Association Foundation.
	As for Branch Nominated Directors.

## Deputy National Chairman

Purpose of the Position: To understudy and deputise for the National Chairman.

Responsibilities:

<b>Category</b>	<b>Responsibilities</b>
Governance	Assist the National Chairman in providing leadership to the Board and the Association.
	Act as the Board's point of contact with the Branch National Conference Organising Committee
Planning	Contribute to the development of the Association Strategic Plan as required.
Committees	Serve on the Executive Committee.
	Chair the Audit & Risk Committee.
Other duties	In the National Chairman's absence, act in his/her place.
	Carry out other duties as directed by the National Chairman or agreed by the Board.
	Act as the Board representative on the annual National Conference Planning Committee and report to the Board on the progress of the Conference.
	As for Branch Nominated Directors.

## National Secretary

Purpose of the Position: To oversee the Association's corporate governance, including compliance with ACNC's governance standards, and manage the business of the Board.

### Responsibilities:

Category	Responsibilities
Governance	Liaise with and report to ACNC as required. This includes lodgement of the Annual Information Statement and notifications of appointments/resignations of Board members: compliance with ACNC standards reviews.
	Keep in custody all books, documents, and securities, and make them available to members as requested. These are to be kept in permanent electronic form as approved by the Board from time to time.
	Manage Board and Committee access to the Office 365 system.
	Prepare the Annual Report and liaise with the Auditor for inclusion of the Financial Accounts in the Report.
Meetings	<p>Ensure administrative arrangements are in place for Board and General meetings as follows:</p> <ul style="list-style-type: none"> <li>• Issue timely notifications for Board and General Meetings.</li> <li>• Prepare in consultation with the National Chairman and Directors, agendas for meetings of the National Board and the Annual General Meeting and other general Meetings;</li> <li>• Receive briefing items for meeting agendas, including Special Resolutions for General meeting briefing papers;</li> <li>• Collate and distribute Board and General meeting briefing papers;</li> <li>• Manage administrative processes of General Meetings including attendance recording and direct and proxy voting;</li> <li>• Take, or arrange to have taken, minutes of each Board and General Meeting (The Board may approve an external minute taker to record meetings);</li> <li>• Review draft minutes with the National Chairman and issues final draft minutes to the Board;</li> <li>• Issues Board approved minutes to Branch Chairmen excluding any 'motions in confidence';</li> <li>• Manage business arising from the minutes, within own responsibilities; and</li> <li>• Carry out other activities as required by the National Chairman or Board.</li> </ul>
Board and Committees	Serve on the National Board, Executive Committee; Audit & Risk Committee and other committees as required
Legal	Serve as Company Secretary and Public Officer.
Other	Carry out administrative duties as directed by the National Chairman. As for Branch Nominated Directors.



## National Treasurer

Purpose of the Position: To lead financial management of the Association.

Responsibilities:

<b>Category</b>	<b>Responsibilities</b>
Governance	Ensure the Board maintains the degree of financial literacy necessary to conduct the business of the Association.
	Advise the Board on financial matters.
	Ensure appropriate financial policies and procedures are in place and reviewed regularly.
	Ensure financial risk management strategies are in place.
Planning	Contribute to the development of the Association Strategic Plan as required.
Meetings	Provide the National Secretary the necessary financial data for inclusion in each Board Agenda.
	Report at each Board meeting on the Association's financial situation and variances from the approved Budget.
	Report to the Annual General Meeting on the financial situation of the Association.
Committees	Serve on the Executive Committee.
	Serve on the Audit & Risk Committee.
	Serve on the Investment Committee.
Branch Liaison	Liaise with Branch Committee Chairs/Treasurers on financial issues.
Finance	Oversee the Association's Investment Portfolio
	Ensure the Association's financial records are adequate, protected, backed up and accessible.
	Prepare the annual Budget in support of the Strategic Plan.
	Oversee the Association's bookkeeping.
	Oversee the Association's banking.
	Maintain the Association's Asset Register.
	Oversee collection and receipt of all money due to the Association and the making of payments authorised by the Association.
	Review income and expenditure against the Budget on a continuous basis.
	Prepare the Association's accounts for annual audit and liaise with the Association's Auditor as required.
Legal	Ensure the Association's compliance with accounting standards, taxation and employment obligations.
Insurances	Manage the Association Insurance Policies.
Other duties	As for Branch Nominated Directors.

## National Membership Director

Purpose of the Position: To oversee administration of the Association's members.

Responsibilities:

Category	Responsibilities
Governance	Advise the Board on membership matters.
	Ensure appropriate membership Policies and Procedures are in place and reviewed regularly by the Board.
	Liaise with Branch Chairmen and Membership Secretaries on membership opportunities, issues and challenges.
	Supervise the National Membership Officer and oversee the National Office.
Planning	Contribute to the development and monitoring of the Strategic Plan.
Meetings	Provide the National Secretary the necessary data for inclusion in each Board Agenda.
	Report at each Board and General meeting on the Association's membership data.
Committees	Serve on the Executive Committee.
	Chair the Strategy Committee.
	Serve on the Marketing Committee.
	Serve on the OPH Operations Committee.
Office of the Governor General	Liaise with the Director, Communications and Creativity on issues of mutual interest.
OA Recipients	Provide Branch Membership Secretaries with the 'Embargoed List of Award Recipients' for the AD and KB awards.
	Draft congratulatory letters to the Order of Australia AD and KB Honours recipients for the National Chairman to sign, mailed from the National Office with Membership Invitation and Application Form.
Members	Oversee the Stepsoft Register of Members.
	Oversee member management, including admissions, resignations and payment of fees.
Association website	Manage the National Section of the Association website.
	Review Branch webpages to ensure they are current and accurate.
Other duties	As for Branch Nominated Directors.

## National President

Purpose of the Position: In accordance with the Company's Constitution the President is not a Director of the Company.

Role: To provide broad policy advice as appropriate to the National Chairman, Board and Executive Committee on matters related to the development and organisation of the Association. This will be achieved as follows.

<b>Category</b>	<b>Responsibilities</b>
Governance	Attendance at Board and Executive Committee meetings as an ex-officio member.
	Attending the Annual National Conference, the Conference dinner including the OAA Foundation Scholarship Awards.
	Chairing the Annual General Meeting and any General Meetings of the Association.
	Regularly liaising with the National Chairman on matters of mutual interest.
Governor General	Representing the Association in dealings with the Governor General and Government as appropriate.
Improve Awareness	Promoting the Order of Australia Award system whenever possible.
	Promoting the purpose of the Association within the Australian community as a whole.
Media	Providing an article for each of the quarterly issues of <i>The Order Magazine</i> .

**ATTACHMENT B - STATUTORY DECLARATION FOR DIRECTORS OF THE ORDER OF AUSTRALIA ASSOCIATION**

I,

(First name, last name and postnominals)

of

(Address)

make the following declaration under the *Statutory Declarations Act 1959*:

1. The following are the details of my date of birth, place of birth and occupation:

Date of Birth:

Place of Birth:

Occupation:

2. I am/am not a member of the Order of Australia Association.

(Delete as appropriate)

3. I am not, and have never been, a disqualified person.

4. Declaration of good character:

(Please answer yes or no to the following questions.

If "yes", you must attach relevant particulars.)

- a. Have you ever been refused membership of any professional body, business organisation or charity? YES/NO
- b. Have you been, or are you currently, subject to any proceedings that may lead to either a civil or criminal charge and/or conviction? YES/NO

- c. Have you had any judgement against you including findings in relation to fraud, misrepresentation or dishonesty in any civil proceedings?

YES/NO

- d. Have you been subject to any professional indemnity claims in relation to professional practice or subject to any disciplinary action by any professional body, business organisation or charity?

YES/NO

- e. Have you been removed from membership, or disciplined by, any professional body, business organisation or charity?

YES/NO

- f. Have you been engaged in the management of or served on the Board of any business organisation or charity that has had an external administrator appointed or that has been declared insolvent?

YES/NO

5. I also declare that:

(Strike out whichever text is not applicable):

- a. I do not hold any office or possess any property whereby duties or interests might create a conflict of interest with my duties as a Director of the Order of Australia Association; or
- b. I hold the following offices/possess the following property whereby duties or interests might create a conflict of interest with my duties as a Director of the Order of Australia Association:

(List offices or property here or attach list)

6. I agree to:

- a. fulfill the duties of a Director as set out in the Association's Board Charter
- b. comply with relevant laws and the requirements of all relevant regulatory authorities.

c. consent to the collection and use of information for the purpose of the Association's fitness and propriety assessment.

7. I undertake to notify the Directors of the Association immediately of any changes in the above statements.

8. I understand that I will automatically cease to be a Director of the Order of Australia Association if I become a disqualified person or if I am no longer a fit and proper person under the Association's Board Charter.

I understand that a person who intentionally makes a false statement in a statutory declaration is guilty of an offence under section 11 of the *Statutory Declarations Act 1959*, and I believe that the statements in this declaration are true in every particular.

Signature:

Print name:

Declared at..... on..... of.....  
(Place) (Day) (Month and Year)

Before me:

Signature:

Print name and  
qualification:

**A statutory declaration under the *Statutory Declarations Act 1959* may be made before—**

(1) a person who is currently licensed or registered under a law to practise in one of the following occupations:

Chiropractor	Dentist	Legal Practitioner
Medical practitioner	Nurse	Optometrist
Patent attorney	Pharmacist	Physiotherapist
Psychologist	Trademarks attorney	Veterinary surgeon

(2) a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described); or

(3) a person who is in the following list:

Agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public

Australian Consular Officer or Australian Diplomatic Officer (within the meaning of the Consular Fees Act 1955)

Bailiff

Bank officer with 5 or more continuous years of service

Building society officer with 5 or more years of continuous service

Chief executive officer of a Commonwealth court

Clerk of a court

Commissioner for Affidavits

Commissioner for Declarations

Credit union officer with 5 or more years of continuous service

Employee of the Australian Trade Commission who is:

(a) in a country or place outside Australia; and

(b) authorised under paragraph 3 (d) of the Consular Fees Act 1955; and (c) exercising his or her function in that place

Employee of the Commonwealth who is:

(a) in a country or place outside Australia; and

(b) authorised under paragraph 3

(c) of the Consular Fees Act 1955; and (c) exercising his or her function in that place

Fellow of the National Tax Accountants' Association

Finance company officer with 5 or more years of continuous service

Holder of a statutory office not specified in another item in this list

Judge of a court

Justice of the Peace

Magistrate

Marriage celebrant registered under Subdivision C of Division 1 of Part IV of the Marriage Act 1961

Master of a court

Member of Chartered Secretaries Australia

Member of Engineers Australia, other than at the grade of student

Member of the Association of Taxation and Management Accountants

Member of the Australasian Institute of Mining and Metallurgy

Member of the Australian Defence Force who is:

(a) an officer; or

(b) a non-commissioned officer within the meaning of the *Defence Force Discipline Act 1982* with 5 or more years of continuous service; or

(c) a warrant officer within the meaning of that Act

Member of the Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants or the National Institute of Accountants

Member of:

(a) the Parliament of the Commonwealth; or

(b) the Parliament of a State; or

(c) a Territory legislature; or

(d) a local government authority of a State or Territory

Minister of religion registered under Subdivision A of Division 1 of Part IV of the *Marriage Act 1961*

Notary public

Permanent employee of the Australian Postal Corporation with 5 or more years of continuous service who is employed in an office supplying postal services to the public

Permanent employee of:

- (a) the Commonwealth or a Commonwealth authority; or
- (b) a State or Territory or a State or Territory authority; or
- (c) a local government authority;

with 5 or more years of continuous service who is not specified in another item in this list.

Person before whom a statutory declaration may be made under the law of the State or Territory in which the declaration is made  
Police officer  
Registrar, or Deputy Registrar, of a court  
Senior Executive Service employee of:

(a) the Commonwealth or a Commonwealth authority; or

(b) a State or Territory or a State or Territory authority Sheriff

Sheriff's officer

Teacher employed on a full-time basis at a school or tertiary education institution.





(c)

## ATTACHMENT C - NOMINATION FORM FOR EXECUTIVE DIRECTOR

I, \_\_\_\_\_, being a financial member of The Order of  
(Insert name of first member making nomination)

Australia Association Ltd, **DO HEREBY NOMINATE**

(Insert first name, last name and postnominals of person being nominated)

of

(Insert address of person being nominated)

for the position indicated below, with effect from the year 20 \_\_\_\_ .

(Insert calendar year)

(Please place an X in the appropriate box)

- NATIONAL CHAIRMAN
- DEPUTY NATIONAL CHAIRMAN
- NATIONAL SECRETARY
- NATIONAL TREASURER
- NATIONAL MEMBERSHIP DIRECTOR

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**FIRST FINANCIAL MEMBER MAKING NOMINATION**

Name:

Signature:

Date: / /20

**SECOND FINANCIAL MEMBER MAKING NOMINATION**

Name:

Signature:

Date: / /20

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I agree to accept this nomination for

(Insert calendar year)

Signature of

Date: / /20

Member Nominated:

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**Received by Chairman Nominations Committee**

Signature:

Date: / /