



# THE ORDER OF AUSTRALIA ASSOCIATION

## G19 CONSTITUTION COMMITTEE CHARTER

<b>Charter</b>	Constitution Committee
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### VERSION CONTROL

No.	Date Approved	Comments	Next Review
1		Initial-May 2021	May 2022
2	March 2024	Committee membership updated	March 2027

### 1 Establishment

1.1 The Constitution Committee (the Committee) was established as a committee of the Board of the Order of Australia Association (the Board) at its meeting on 16 April 2021 under Clause 46 of the OAA Constitution.

1.2 The Committee exercises its powers within the governance framework of the Board.

### 2 Purpose

2.1 The purpose of the Committee is to deal with matters or issues associated with the current Constitution and/or the current By-laws, and report related discussions and recommendations to the Board.

### 3 Membership

3.1 The membership of the Committee consists of four Board members.

3.2 Committee membership will be decided each year at the April Board Meeting.

### 4 Meetings

4.1 The Committee meets as required. A member of the Committee may request the Chairman to convene a meeting.

4.2 At least two members must be in attendance for a meeting to be held. In the case of one member being unable to attend, a Board member may deputise for that member.

4.3 The Chairman is responsible for both the Agenda and minutes of the meeting.

4.4 Any Agenda items should be submitted at least five days prior to the scheduled meeting.

4.5 A draft set of minutes (plus an action sheet if applicable) is to be sent to Committee members and anyone else in attendance at that meeting preferably within ten days. Once confirmed by the Committee members, the minutes are to be sent to the National Secretary for inclusion in the agenda papers of the

next National Board meeting. The minutes are to be signed by the Committee Chairman at the next meeting.

4.6 Technology for meetings. Clause 55 of the Constitution states that:

55.1 The directors may hold their meetings by using any technology or a combination ('hybrid': physical location plus technical platforms) that is agreed by all the directors.

55.2 The directors' agreement may be a standing (ongoing) one.

55.3 A director may only withdraw their agreement within a reasonable period before the meeting.

## **5. Working parties**

5.1 The Board may request that a working party be set up to address a particular matter. The working party is to be chaired by a member of the Board. OAA members or individuals with relevant expertise may be invited to join the working party. The Chairman of the Committee is an *ex-officio* member of working parties.

## **6. Management of conflict of interest**

6.1 Clause 50 of the Constitution defines Conflict of Interest as under;

'50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest that is being considered at a meeting of directors (or that is proposed in a circular resolution):

(a) to the other directors, or

(b) if all directors have the same conflict of interest, to the members of the Association at the next national general meeting, or at an earlier time if reasonable to do so.

## **7. Review of Committee Charter**

7.1 Any modifications to this Charter must be ratified by the Board in consultations with other appropriate Committees.

## **8. Annual performance evaluation.**

8.1 A biennial performance review of the Committee will be conducted.

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