



RECONCILIATION
SOUTH AUSTRALIA



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Reconciliation SA Incorporated Board Candidate Nomination Pack

Reconciliation SA Incorporated Board Elections 2021

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Reconciliation SA Incorporated Board Candidate Nomination Pack

Reconciliation SA Incorporated Board Elections 2023 -2024

The Board

The Board of Reconciliation SA Incorporated is legally responsible for the governance of the organisation and overseeing its management including:

- Ensuring the Objects of Reconciliation SA Incorporated are carried out in accordance with its Vision, Purpose and Values
- Identifying opportunities to grow the organisation and its resources
- Deciding on the allocation of resources and approving an annual budget
- Approving new memberships and membership structures of the organisation
- Meeting Reconciliation SA Incorporated's legal responsibilities

The Reconciliation SA Board is responsible for governance matters, the day-to-day management, including personnel management, of Reconciliation SA Incorporated is delegated to the CEO.

Board members are expected to

- abide by the Code of Ethics and Code of Conduct.
- undertake a Police Check and Working with Children Check.
- attend all scheduled meetings (at least 8 times per year, including strategic & planning days).
- undertake board development opportunities.
- be an active participant in Reconciliation SAs RAP Deliverables assigned to board members.

Nomination Process

Nominating persons must

1. be natural persons who are eligible **Individual Members** of Reconciliation SA Incorporated.
2. ensure Individual Membership fees are settled and up to date prior to nomination.
3. have sufficient qualifications and experience to enable them to act responsibly in carrying out the duties of a Director of the Association.

Nominations will:

1. Open on **22 September 2023 at 9.00 am.**
2. Close on **6 October 2023 at 5.00 pm.**

As per section 7.12.3 of the Constitution candidates require another member of the Association to support their nomination and co-sign their nomination form.

Nomination forms can be found in this pack. Please complete and ensure the following

- Include a photo with your application
- Ensure all Individual Membership fees are settled and paid
- Gain support and co-signature from another member of the association
- Submit all completed and signed sections to the Public Officer by due date (see nomination form below for these details)



Election Process

Reconciliation SA

- has First Nation specific and non-First Nation specific Board Membership requirements as per section 7 of the Constitution.
- strongly supports gender balance on the Board. The Board will ensure there is a minimum of three female Directors on the Board as per section 7 of the Constitution.
- does not allow for an employee of the Association to be eligible as a Director of the Association.

The election for members will be done via electronic or postal voting. Voting will:

- Open on Monday 23 October 2023 at 9.00 am.
- Closed on Monday 13 November 2023 at 5.00 pm.

Information about the candidates for election will be made available to all members via

1. the *electronic voting system*
2. an information pack that will be sent to each member's email address.

Please note: Email addresses have been sourced via each members contact information as provided to the Association. Please update these on our website if your details have changed.

Voting will be conducted via *electronic and postal methods*.

The results will be announced at the AGM to be held on **Thursday 21 November 2023**.

Reconciliation SA Incorporated

Board Director Candidate Information

[Insert Photo]

Candidate Name: _____	
Current Positions(s) <i>Employment, Volunteer and/or Board</i>	1. _____ 2. _____ 3. _____
Are you an individual member of Reconciliation SA	Yes / No
Do you identify as a First Nations person	Yes / No
Current Reconciliation SA Board Member	Yes / No
Do you identify as female	Yes / No

As per 7.12.4 of the Reconciliation SA Incorporated Constitution Candidates for election shall prepare a brief statement (maximum 1 page and no more than 500 words) setting out their qualifications and experience that they bring to the Board of Reconciliation SA Incorporated. Please provide a photo along with your statement.

Nominee Statement

Candidate Print Name: _____ Supporting Member Print Name: _____

Candidate Signature: _____ Supporting Member Signature: _____

Please submit all signed and supported nominations to the Reconciliation SA Incorporated Public Officer, Jason Downs, Chief Executive Officer, Reconciliation SA by **5pm** on the **07 October 2022**, nominations will not be accepted past this date and time. Methods of submission include:
 Email: admin@reconciliationrsa.org.au
 Postal: GPO Box 11023, ADELAIDE SA 5001
 In Person: Level 1, 24 Pitt Street, ADELAIDE CBD, Karna Yerta
Please contact the Public Officer on 08 7079 9877 if you have any questions regarding the nomination or submission process.

Office Use ONLY	Received	Lodgement
	Date:	Method:
Member <input type="checkbox"/>	First Nation	
Candidate <input type="checkbox"/>	<input type="checkbox"/>	Male <input type="checkbox"/>
		Female <input type="checkbox"/>
		Photo <input type="checkbox"/>

Position: Board Director

Purpose	To set the strategic direction for Reconciliation SA and monitor performance and compliance through effective governance to ensure that the strategy is achieved.
Term	Elected members of the Board shall be appointed for a three-year term with eligibility to re-elect at the Annual General Meeting. All elected members must be individual annual financial members. This is a non-remunerated Board. Any member of the Board may resign from membership at any time by giving notice in writing to the Chairs. Resignation shall take effect at the time notice is received unless otherwise specified.
Meetings	There are up to eight meetings scheduled per calendar year and the schedule shall be released prior to the start of each calendar year. Time commitment of approximately two hours at each meeting.

Appointments to Board sub-committees and/or working groups may be required.
Attendance and support for events (up to three throughout the year) is required.

Key responsibilities	<ol style="list-style-type: none"> 1. Deliver effective governance and contribute to the formulation of Reconciliation SA's strategic direction including active participation in the strategic planning process and review. 2. Monitor the financial performance against an approved annual budget and longer-term objectives. 3. Participate in decision making of the Board, applying due care and diligence to decisions reached. 4. Ensure compliance with legal and regulatory requirements including those of being a Director. 5. Contribution to the development of relevant Board and organisational policies. 6. Ensure Reconciliation SA implements appropriate Risk Management strategies and monitor risks facing the organisation. 7. Regularly attend board meetings and prepare well for meetings with the ability to review and comment on minutes and reports. 8. Serve as an advisor to the CEO and provide the moral and professional support required to further Reconciliation SA's goals. 9. Contribute to the annual performance evaluation of the incumbent CEO. As required participate in the selection, appointment and performance management of the CEO. 10. Agree to not communicate, disclose or make available all or any part of confidential information (that which is not available in the public domain) gained through participation on the Board. 11. Act as an ambassador and help Reconciliation SA to achieve its fundraising objectives through personal giving and broader stakeholder engagement. 12. Serve on sub-committees or take on special projects as required.
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Skills required	<p>For effective Board performance, individual Board Directors and the Board collectively need to have a broad range of skills and personal attributes such as understanding, knowledge of and commitment to the objectives of Reconciliation SA; accountability; strategic thinking; networking and teamwork; personal integrity and professional credibility; all of which are considered to be core competencies.</p> <p>All Board Members will require a satisfactory police check and working with children checks.</p> <p>Board members should be able to demonstrate appropriate skills and expertise in at least one of the following skills:</p> <ul style="list-style-type: none"> • Management • Legal • Planning • Human Resources
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RECONCILIATION
SOUTH AUSTRALIA

- Accounting
- Finance/Investment
- Risk Management
- Information Computer
- Technology

- Corporate Governance/Policy
 - Business Development/Marketing
 - Cultural Connections/Networks
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Reconciliation South Australia Incorporated CONSTITUTION (“RULES”)

as adopted on 29 September 2020
as lodged on 19 October 2020



**RECONCILIATION
SOUTH AUSTRALIA**



The name of the Association is “Reconciliation – South Australia Incorporated” hereinafter referred to as “Reconciliation SA”.

1. Definitions and Interpretation

1.1. In this Constitution, the following terms have the following meanings:

“Aboriginal” means a person who:

- a) is of Aboriginal or Torres Strait Islander descent and
- b) identifies as such and
- c) is accepted as such by the Aboriginal Community in which he or she lives.

“The Act” means the Associations Incorporation Act 1985.

“Absolute majority” means the majority of serving Directors at the time.

“Association” means Reconciliation – South Australia Incorporated.

“Board” means the Board of Directors of the Association.

“The Commission” means the Corporate Affairs Commission of South Australia.

“Declaration on the Rights of Indigenous Peoples” is the resolution passed by the United Nations in 2007 that delineates and defines the individual and collective rights of Indigenous Peoples.

“Director” means a member of the Board.

“Eligible Member” means a member of a class prescribed by the Board as entitled to attend and vote at meetings of members of the Association.

“Notice” means any form of written communication sent to the registered address of the Association.

“Reconciliation” means building respectful relationships between First Nations people and the wider Australian community to enable them to work together to close the gaps, and to achieve a shared sense of fairness and justice. It is about:

- First Nations people and the wider Australian community sharing conversations, listening and talking with each other, and working together to overcome the inequality and inequity within our society
- Listening, acknowledging and addressing our shared history and finding ways to right these wrongs. It is not one act but a journey that requires a commitment from all Australians
- Recognising the dispossession, persecution and continued oppression experienced by First Peoples as a direct result of Australia’s colonisation and the consequential effects thereof
- Moving past our nation’s colonial legacy by recognising First Nations peoples right and capacity to practice self-determination.

“Special resolution” is a resolution considered at a meeting of the Association at which 21 days notice has been given for that purpose and which responses at least a three quarter majority of members voting in favour to pass.

“Statement from the Heart” is the collective statement released on 26 May 2017 made by the 250 Aboriginal and Torres Strait Islander delegates at the 2017 First Nations National Constitution Convention held at Uluru.

1.2. In this Constitution:

- a) The Headings form part of this constitution.
- b) Unless the context otherwise requires:
 - i. The singular includes the plural
 - ii. One gender includes all genders
 - iii. A reference to a Clause is to a clause in this Constitution.
- c) The Constitution is to be interpreted in accordance with the Act.

1.3. The Board is the sole authority for the interpretation of this Constitution and the decision of the Board on any question of interpretation or on any matter affecting the Association or members, for which no provision is made in this Constitution, is final and binding on all members.

2. Vision, Purpose and Values

Reconciliation SA's Vision is to strive for a reconciled and just South Australia that understands, values and actively supports the inclusion of First National people in all aspects of life. Reconciliation SA believes that at the heart of Reconciliation is respectful relationships and understanding between First Nations peoples and the broader community and that we must be bold, brave and courageous.

Reconciliation SA's Purpose is to champion a safe and inclusive South Australian society free from prejudice, discrimination and racism through education, information, conversation and advocacy.

Reconciliation SA will be guided by its core values of:

- **Courage:** the confidence to act in accordance with beliefs
- **Truth:** acting in an open and honest way without trying to hide anything
- **Acceptance:** that relationships between First Nations and the broader community have been unjust and the impacts are still felt today
- **Recognition:** formal understanding and acceptance of the rights of First Nations peoples and acknowledgement of cultural and heritage beliefs
- **Healing:** acknowledge that the process of grieving and healing enables opportunities for true Reconciliation for all people
- **Rights:** recognising and respecting the inherent value of all people.

3. Objects

The objects for which Reconciliation SA is established are:

- 3.1. To be leaders of education, information, support, and advocacy for the Reconciliation movement
- 3.2. To demonstrate the positive impact on the advancement of a reconciled South Australia through a focus on the dimensions of Reconciliation
- 3.3. To ensure Reconciliation SA is a sustainable and dynamic organisation with effective governance and viable operations
- 3.4. To facilitate opportunities for safe and inclusive conversation, truth telling and celebration

- 3.5. To have communities that are supported to accept, respect and value First Nation peoples through the promotion and protection of rights
- 3.6. To have a multi-sector contribution of organisations committed to Reconciliation and ensure they are harnessed, showcased, and leveraged to drive greater opportunities for Reconciliation
- 3.7. To develop and strengthen the understanding of First Nation views through awareness, promotion and understanding of the Statement from the Heart and the United Nations Declaration on the Rights of Indigenous Peoples. This includes ensuring that the activities and decisions of Reconciliation SA are consistent with both the Statement from the Heart and the Declaration on the Rights of Indigenous Peoples
- 3.8. To ensure local heritage, culture, knowledge, systems and stories are understood, accepted and valued.

4. Powers

The Association, shall for the purposes of carrying out its objects, have all the powers expressed and implied under, or by virtue of the provisions of Section 25 of the Act. In addition to those powers specified in the Act, the Association shall have the following and further powers:

- 4.1. Act as a not for profit organisation to receive and expend grants, subscriptions, gifts and donations for the purpose of attaining the objects of the Association;
- 4.2. Purchase, lease, hire or otherwise acquire any real or personal property necessary or convenient for any objects of the Association;
- 4.3. Construct, maintain or alter any building or works necessary or convenient for any objects of the Association;
- 4.4. Buy, sell, supply and deal in goods of all kinds necessary or convenient for any objects of the Association;
- 4.5. Take such steps as necessary to procure funds by way of grant, subscription, gift or donation;
- 4.6. Disseminate information, develop and publish educational materials, conduct research, act as a resource centre and information referral service to advance the objects of the Association;
- 4.7. Subject to the Act, borrow or raise money on such terms and conditions as agreed by the Board for any objects of the Association;
- 4.8. Delegate in writing any of these powers to such employees or Directors as the Board may from time to time determine;
- 4.9. Do all such lawful things as may be incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- 4.10. Through the Board to make by laws regulating the conduct of members and regulating classes of membership and obligations and duties of classes of membership of the Association and for any other purpose consistent with achieving the objects of the Association;
- 4.11. To retain and employ persons for the purposes of the Association;
- 4.12. To raise and obtain money by means of subscriptions, fees, businesses and commercial activities of any kind;

- 4.13. To invest and deal with the funds of the Association in such manner as the Board may determine from time to time for the purposes of the Association.

5. Income and Property

- 5.1. The income and property of the Association however derived must be applied solely towards carrying out its objects and no portion, transferred directly, indirectly, by dividend, bonus or otherwise to any member of it (other than out of pocket expenses);
- 5.2. Nothing in clause 5.1 prevents payment in good faith to an employee, member or Director of the Association as remuneration for services actually rendered to the Association, for goods supplied to the Association in the ordinary course of business, interest on loans at competitive rates, and reasonable and proper rent of premises leased from an employee, Director or member.

6. Membership

6.1. Classes of Membership and Eligible Members

- 6.1.1. Membership of the Association consists of such class or classes of members as the Board determines. The Board may determine which class or classes of members are Eligible Members.

6.2. Fees and Subscriptions

The Board may determine from time to time:

- a) entrance fees, subscriptions and other fees (if any) payable by members and the manner of payment;
- b) other qualifications for membership; and
- c) any concessions, loadings, remission and exemptions that may be provided by the Association to members or classes of members.

6.3. Refusal of Admission as Member

Subject to its obligations under the Act or any other applicable law, the Board has an unfettered discretion to refuse admission as a member. The Board does not need to give reasons for their decision.

6.4. Rights, Privileges, Obligations and Transfer of Membership

Members and classes of members will have such rights, privileges and obligations as the Board may fix from time to time. The rights and privileges of membership attach to the member and are not capable of being transferred or assigned.

6.5. Cessation of Membership

- 6.5.1. A member whose fees, subscriptions or other payments are overdue for more than three (3) calendar months ceases to be a member. The Board may reinstate such a person as a member on such terms as they think fit.

- 6.5.2. A member may resign from membership by giving Notice to the Association.

- 6.5.3. Subject to its obligations under the Act or any other applicable law, the Board has an unfettered discretion to suspend or terminate a member including for reasons where a member engages in conduct which, in the opinion of the Board, is unbecoming or prejudicial to the interests of the Association. The decision to suspend or terminate a

member will be communicated in writing to the member using the last address provided by the member to the Association. A member that is suspended or expelled may appeal in writing within 28 days to the Board who will consider the appeal. The decision of the Board on the appeal will be final.

7. Board of Directors

7.1. The Board is to comprise 9 Directors as follows:

7.1.1. Six (6) Directors elected in accordance with the provisions of Clause 18.1 (“Elected Directors”).

7.1.2. Three (3) Directors appointed by the Board after taking into account the needs of the Association for such a term as the Board may determine, but not longer than three (3) years (“Appointed Directors”).

7.2. Eligibility

7.2.1. Directors of the Association must be natural persons who are Eligible Members of the Association and who have sufficient qualifications and experience to enable them to act responsibly in carrying out the duties of a Director of the Association.

7.2.2. At least three (3) of the Elected Directors and one (1) of the Appointed Directors must be Aboriginal or Torres Strait Islanders.

7.2.3. At least three (3) of the Elected Directors and one (1) of the Appointed Directors must not be Aboriginal or Torres Strait Islander Australians.

7.2.4. In calling for nominations for vacant Board positions, the Board shall encourage equal numbers of male and female candidates to stand for election.

7.2.5. Reconciliation SA strongly supports gender balance on the Board. The Board will ensure there is a minimum of three female Directors on the Board.

7.2.6. An employee of the Association is not eligible to be a Director of the Association.

7.3. Election and Appointment

7.3.1. The Board must, prior to each Annual General Meeting, arrange for the holding of an election as set out in Clause 18.1 for the positions of Elected Directors, whose term in office are due to expire at that Annual General meeting.

7.3.2. The Board must, within two (2) months of a Board vacancy arising, appoint a person to fill the vacancy for the remainder of the term of office of the vacating Director.

7.4. Term of Office

7.4.1. Subject to the Transition Arrangements, Elected Directors hold office from the date of their election to the date of the Annual General Meeting three (3) years following;

7.4.2. Directors appointed under Clause 7.3.2 hold office from the time of their appointment for the remainder of the term of office of the Director whose vacancy they are filling.

7.4.3. Subject to the Transition Arrangements, Elected Directors may only serve a maximum of four (4) terms.

7.4.4. Appointed Directors hold office for a term determined by the Board, but not for longer than three (3) years. At the conclusion of their term, the Board may re-appoint them for a further term. An Appointed Director can only serve a maximum of twelve years as a Director.

7.4.5.A Director may seek leave of absence with the consent of the Board.

7.5. A Director ceases to hold office if they:

- a) Are disqualified by Section 30 of the Act.
- b) Die.
- c) Resign in writing and have their resignation accepted by the Board.
- d) Become permanently incapacitated by ill health.
- e) Fail to attend three (3) consecutive meetings of the Board without registering an apology for non-attendance.

7.6. If a Board member fails to attend a minimum of five (5) meetings in any twelve (12) month period (even if they have registered an apology for non-attendance), the Board may vote to remove them from office.

7.7. The Board may continue to act despite any vacancy in Directors, provided that the total number of Directors does not fall below seven, in which case the Board may only act to appoint new Directors to make up a full complement of Directors.

7.8. Remuneration

7.8.1. The Board shall receive no payment for services other than out of pocket expenses reasonably and actually incurred.

7.9. Directors must undertake duties as Directors with:

- a) Reasonable care and diligence.
- b) Good faith and for a proper purpose.
- c) Proper use of their position.
- d) Proper use of information gained by them from their position as Directors.

7.10. Co-Chairs

Following each Annual General Meeting, the Board will elect two (2) Co-Chairs, one (1) of whom must be an Aboriginal or Torres Strait Islander and one (1) of whom must not be an Aboriginal or Torres Strait Islander and one (1) of whom must be female and one (1) of whom must be male. For the avoidance of doubt, the Co-Chairs may either be Elected Directors or Appointed Directors.

7.11. Board Powers and Responsibilities

7.11.1. Unless otherwise stated in this Constitution or in the Act, the management of Reconciliation SA and its property and affairs shall be under the control and management of the Board and the Board may exercise all the powers of the Association and do all such things as necessary to fulfil the Objects of the Association.

7.11.2. Subject to this constitution, the Board may:

- a) Establish committees or advisory bodies with such membership and approved terms of reference as it deems appropriate.
- b) Delegate by instrument in writing and as determined by resolution of the Board such of its powers as it sees fit to the Co-Chairs, a committee, or the Chief Executive Officer.

- c) By instrument in writing and as determined by resolution of the Board revoke any delegation made to the Co-Chairs, a committee, or the Chief Executive Officer.
- d) Establish a Charitable Trust for the purpose of collecting funds and elect from its membership Trustees for the conduct of the Trust.

7.11.3. The Board may authorise a Director or employee to make public statements on behalf of the Association.

7.11.4. No person may make any public statement on behalf of the Association unless authorised by the Board.

7.11.5. All Directors must abide by the Association's Code of Ethics and Code of Conduct.

7.11.6. The Board will appoint an auditor who will hold office for such time as the Board decides. An auditor so appointed must be duly qualified under the Act and must be independent of the Association.

7.11.7. The Board will appoint a Chief Executive Officer of the Association on such terms and conditions as it thinks fit. The Board shall be responsible for the appointment, performance management and termination of the Chief Executive Officer. The Chief Executive Officer will generally manage and supervise the affairs of the Association in accordance with delegations approved by the Board and in accordance with policies approved by the Board.

7.11.8. The Board will appoint a Public Officer. For the avoidance of doubt, the Board may appoint the Chief Executive Officer to be the Public Officer.

7.12. Nominations for election of Board Members:

7.12.1. Before the end of each financial year of the Association, the Board must determine the date by which nominations for election to the Board must be received ("the Nomination Date"), being a date not less than forty five (45) days prior to the date of the Annual General Meeting.

7.12.2. A retiring Elected Board member shall be eligible to stand for re-election but must advise the Public Officer in writing of their intention to stand as a candidate for re-election before the Nomination Date.

7.12.3. Eligible members who are natural persons shall be eligible to stand for election provided that another member of the Association has nominated that person by delivering the nomination of that person to the Public Officer of the Association prior to the Nomination Date. The nomination shall be signed by the proposer and by the candidate to signify willingness to stand for election.

7.12.4. Candidates for election shall prepare a brief statement setting out their qualifications and experience for the purpose of the election.

7.12.5. If insufficient nominations are received for the number of vacancies on the Board, any unfilled vacancies may be filled by appointment by the Board.

8. Transition Arrangements

8.1. The Board will identify two (2) of the current Directors who will continue to serve until the 2021 Annual General Meeting and two (2) of the current Directors who will continue to serve



until the 2022 Annual General Meeting. At the 2020 Annual General Meeting, all other current Directors will cease to hold office.

- 8.2. At that 2020 Annual General Meeting an election shall be held for two (2) Elected Board positions.
- 8.3. For the 2020 Annual General Meeting, the Nomination Date in accordance with Clause 7.12.1 will be determined by the current Board and will be not less than four (4) weeks prior to the Annual General Meeting.

9. Board Meetings

- 9.1. Meetings of the Board must be held at least eight (8) times per year.
- 9.2. The quorum for Board meeting is the presence (in person or by the use of technology) of an absolute majority of the Directors lawfully elected or appointed at the time.
- 9.3. Notice:
 - 9.3.1. Each Director must be given at least seven (7) days' notice in writing of the date, time, and place of ordinary meetings of the Board.
 - 9.3.2. Notice may be given of more than one ordinary meeting of the Board at the same time.
 - 9.3.3. Notice must include the date, time, and place (or places) of the meeting and where practicable the business of the meeting.
 - 9.3.4. In cases of urgency, a meeting may be held without the notice required in clause 9.3.1 provided that:
 - i. As much notice as possible is given by whatever means will reach each director soonest.
 - ii. No resolution may be passed at the meeting except by an absolute majority of the Board.
 - 9.3.5. Directors must give Reconciliation SA their mail address and their email address for any notices and they must advise of any change in that address.
 - 9.3.6. Notice may be given to a Director by sending it to either the email or the mail address last given by the member.
 - 9.3.7. The period of notice of a meeting expressed in days.
 - i. Includes the day on which the notice is given.
 - ii. Does not include the day on which the meeting is held.
 - 9.3.8. Notices sent by mail are taken to have been given on the third day after posting.
 - 9.3.9. Notices sent by email are taken to have been given on the business day after sending.
- 9.4. Use of Technology
 - 9.4.1. Meetings may be held at more than one place, provided that the technology used enables each Director present at all places the meeting is held to communicate with every other attending Director clearly and simultaneously.

9.4.2. Minutes must be kept of all meetings and resolutions duly passed. The minutes of all meetings must be presented for approval at the next Board meeting.

9.5. Chairpersons

9.5.1. If both Co-Chairs are present, they must nominate which one of the co-chairs will chair the meeting.

9.5.2. If only one Co-Chair is present, she or he must chair the meeting.

9.5.3. If neither Co-Chair is present, the meeting must appoint a Director as Chairperson.

9.5.4. The chair of the meeting has a deliberative vote and a casting vote.

9.6. Voting

9.6.1. Each Director has one vote.

9.6.2. There is no voting by proxy.

9.6.3. If an equal number of votes are cast for and against a motion or amendment the chair of the meeting has a casting vote.

9.7. Resolutions without Meetings

9.7.1. A resolution set out in a document or documents by email and/or phone ring around, or using any other technological means endorsed by all Directors entitled to vote, and specifying the time, date and place at which they voted, and the Board process which led to them doing so and stating that they are in favour, has the same effect as a resolution passed at a meeting of the Board.

10. Patrons

The Board may appoint (and remove) a Patron or Patrons of Reconciliation SA. The role and responsibilities of Patrons will be determined by the Board.

11. Disclosure of Interest

11.1. Each Director who has a material personal interest or a conflict of interest in a matter that relates to the affairs of the Association must as soon as becoming aware of the interest give the other Directors notice of the interest at a meeting of the Board unless otherwise provided by Section 31 of the Act. The notice must include the following details for recording in the minutes of the meeting:

- a) The nature and extent of the interest.
- b) The relation of the interest to the affairs of the Association.

11.2. Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not vote on the matter except as provided for in Section 32 of the Act.

11.3. Where a Board member declares a conflict of interest (other than a material personal interest), the Board will determine the extent to which they are able to be involved in discussions relating to the matter over which they have a conflict as well their ability to vote on the matter.

12. Disqualification

In the event that disqualification criteria under Section 30 of the Act apply or, during the term of their Directorship become applicable to a Director, that Director must immediately inform the

Board Co-Chairpersons of all of the circumstance giving rise to the disqualification and state whether the Director wishes to immediately resign their position or stand down whilst they seek leave from the Commission to remain a Director, and subject to such conditions and limitations as the Commission sees fit.

Indemnity

- 12.1. The Association indemnifies its Directors against any liability incurred in that capacity, unless the liability arises out of conduct involving a lack of good faith.
- 12.2. No member of the Association is by virtue only of that person's membership thereby liable for any debts incurred by the Association.

13. Annual General Meeting

- 13.1. An Annual General Meeting of the Association shall be held each year within five (5) months of the end of the Association's financial year on a day and at a time and place to be determined by the Board.
- 13.2. The ordinary business of the Annual General Meeting shall be:
 - a) To confirm the minutes of the last Annual General Meeting and of any General Meetings held within the previous twelve (12) month period.
 - b) To receive from the Board the Annual Report of the Association including the Annual Financial Statements for the preceding financial year prepared in accordance with the Act.
 - c) To receive the report from the Auditor prepared in accordance with the Act.
 - d) To declare as elected to the Board those members who have been elected to serve on the Board in accordance with Clause 18.1.
- 13.3. At the Annual General Meeting general business relating to the affairs of the Association may be discussed from the floor of the meeting subject to the Chairperson of the meeting having the right to bring general business to an end so as to enable the meeting to conclude at a reasonable time.
- 13.4. Any other business duly specified by the Board or requisition of members pursuant to Clause 15 hereof may be discussed at an Annual General Meeting.

14. General Meetings

- 14.1. The Board may, whenever it thinks fit, convene a General Meeting of members of the Association.
- 14.2. The Board shall, on a requisition of not less than five (5) Eligible Members, proceed to convene a general meeting of the Association within twenty-one (21) days of receipt such written notice of requisition.
- 14.3. A request for a General Meeting shall state the objects of and the business to be considered at the meeting and must be signed by five (5) Eligible Members making the request and deposited at the registered office of the Association and may consist of

several documents in like form each signed by one or more of the people making the request.

- 14.4. A request for a General Meeting made on the requisition of members may not include in its proposed business an amendment to this Constitution.
- 14.5. If the Board does not proceed to call a General Meeting of members within twenty-one (21) days from the date on which the request thereof was deposited at the registered office, the persons making the request or any of them, can convene the meeting, but any meeting so convened shall be held within three (3) months from the date of the deposit of the request.
- 14.6. Any General Meeting convened in pursuance of Clause 15.2 of this Constitution shall be convened in the same manner as nearly as possible as that in which such meetings are convened by the Board and all reasonable expenses incurred in so convening the meeting shall be refunded by the Association to the persons incurring the same, if so approved by the meeting.

15. Notice of General Meetings and Annual General Meetings

- 15.1. Except in the case where twenty-one (21) days notice is required, seven (7) days notice, at the least, shall be given of all Annual General Meetings and General Meetings of the Association.
- 15.2. The notice must specify the place, time, date and business of the meeting, and shall be advertised by written notice to members or may be advertised to members by other means which may include email, advertisements or communication on the Association's Website at least twenty-one (21) days or seven (7) days before the meeting, as the case may require.
- 15.3. The notice must include a statement that members who are not natural persons may appoint one (1) representative to speak and vote at the meeting.

16. Proceedings at General Meetings and Annual General Meetings

- 16.1. No business shall be transacted at any General Meeting or Annual General Meeting unless a quorum of Eligible Members is present at the time when the meeting is considering that business. A quorum shall be twenty five (25) members.
- 16.2. If within thirty (30) minutes after the time appointed for a meeting a quorum is not present, a meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the members present shall be a quorum.
- 16.3. As determined by the Board or as determined between themselves, one of the Co-Chairs of the Board shall preside as Chairperson at each General Meeting and Annual General Meeting of the Association.
- 16.4. If there is no such Chairperson, or if at any meeting neither of the Co-Chairs is present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the members present shall choose one of their number to be the Chairperson for that meeting.
- 16.5. The Chairpersons may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place

to place, but no business shall be transacted at any adjourned meeting other than the business of which notice has already been given in accordance with Clause 16 of this Constitution and which was left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

17. Voting for Directors and Voting at General Meetings and Annual General Meetings

17.1. Voting for Directors

- 17.1.1. The voting for Elected Directors will be via electronic and postal voting.
- 17.1.2. All Eligible Members will be entitled to one (1) vote.
- 17.1.3. The Board shall be responsible for determining the specific method to be used for undertaking the electronic and postal voting of Elected Directors.
- 17.1.4. The Public Officer will be responsible for managing the process for the election of Directors and ensuring it is conducted fairly and accurately and in accordance with the requirements of the Board.
- 17.1.5. The voting for Elected Directors will be conducted so that all voting concludes three (3) days prior to the Annual General Meeting so that the results can be declared at that meeting.
- 17.1.6. The details of all nominations for Elected Members, including the short statement prepared in accordance with Clause 7.12.4, shall be made available to Eligible Members via the Association's website at least two (2) weeks prior to the date of voting being closed. These details will include noting which Directors are currently serving and are re-nominating for another term.

17.2. Voting at General Meetings and Annual General Meetings

- 17.2.1. All business raised at General Meetings or at the Annual General Meeting and any matters which are put to the vote shall be decided by simple majority of Eligible Members present except constitutional amendments made pursuant to Clause 23.7 and any question which requires the passing of a special resolution by virtue of the Act.
- 17.2.2. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Eligible Members present, unless a poll is (before or on the declaration of the result of a show of hands) demanded by at least five (5) Eligible Members. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried by a simple majority, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 17.2.3. If a poll is duly demanded on the election of a Chairperson, or on a question of adjournment, it shall be taken forthwith. A poll demanded on any other question shall be taken at such a meeting in a manner in which the Chairperson shall direct, and the result of the poll be deemed to be the resolution of the meeting.

- 17.2.4. On a show of hands or on a poll every Eligible Member present in person shall have one vote.
- 17.2.5. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

18. Finance

- 18.1. Financial Year
 - 18.1.1. The financial year of the Association is from 1 July to 30 June.
 - 18.1.2. Financial Records
 - 18.1.3. The Association must keep written financial records that:
 - a) Correctly record and explain its transactions, and financial position and performance; and
 - b) Would enable true and fair financial statements to be prepared and audited as required by Part 4 Division 2 Sections 35 and 39C of the Act.

19. Tax Exemption and Deductibility

- 19.1. If the income of the Association is exempt from income tax:
 - 19.1.1. The Association must promptly notify the Australian Taxation Office of all amendments to this Constitution; and
 - 19.1.2. On winding up, its remaining assets may only be given to an entity of similar purpose that is also exempt from income tax.
- 19.2. If gifts and contributions to the Association are deductible for the purposes of income tax:
 - 19.2.1. The Association must promptly notify the Australian Taxation Office of all amendments to this Constitution; and
 - 19.2.2. On winding up, its remaining assets may only be given to an entity of like purpose to which gifts and contributions are also deductible for the purposes of income tax.

20. Seal and Seal Holders

- 20.1. The Association must have a common seal.
- 20.2. A document may only be sealed with the common seal if authorised by resolution of the Board, and in relation to documents, which require the affixing of the Common Seal, pursuant to section 26 of the Act.
- 20.3. The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by resolution, one being one the Co-chairs.
- 20.4. The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 21.3.
- 20.5. The Public Officer must provide for the safe keeping of the common seal.

21. Minutes and Records

- 21.1. Minutes must be kept of all proceedings of General Meetings of the Association and of meetings of the Board.
- 21.2. The minutes must be confirmed by the members or Directors present at a subsequent meeting and must be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson presiding at the meeting at which the minutes are confirmed.
- 21.3. Where minutes are entered and signed these shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to be valid.
- 21.4. Minutes of all General Meetings must be made available to members in accordance with the Act.
- 21.5. Minutes of Board Meetings may be provided to members by the Board upon request, provided that the Board may resolve, in relation to minutes of its meetings, that they be kept confidential.

22. Amendment of Constitution

- 22.1. The Constitution (or the name of the Association) may be altered, whether by making a new Constitution or rescinding or amending Clauses of this Constitution in force, by a resolution of the Association at General Meeting.
- 22.2. Resolutions for amendment of this Constitution may only be presented to General or Annual General Meetings of the Association by the Board.
- 22.3. The Public Officer shall, pursuant to the Act, within one (1) month after the making of the alteration file with the Corporate Affairs Commission a notification of the alteration.
- 22.4. The alteration shall not take effect unless and until approved by the Corporate Affairs Commission.
- 22.5. Constitutional amendments may only be proposed at Annual General Meetings or at Special General Meetings which have been called by the Board pursuant to Clause 16.1 and this Clause 23 hereof.
 - 22.5.1. At least twenty-one (21) days by written notice of the meeting shall be given to members and may be advertised to members by email and advertisements which specify the time, date and place of the meeting and the nature of the Constitutional amendments proposed.
 - 22.5.2. The notice shall specify that precise details of the proposed amendments may be obtained from the Public Officer of the Association.
- 22.6. A special quorum of fifty percent (50%) of the total Eligible Members shall be required.
- 22.7. No resolution to amend the constitution shall be passed without approval by two-thirds (2/3rds) majority of Eligible Members present at the meeting.



RECONCILIATION
SOUTH AUSTRALIA

23. Dissolution

- 23.1. The Association may be wound up in accordance with provisions of Part 5 Division 1 Section 41 of the Act
- 23.2. All remaining assets must be given to an entity that:
 - 23.2.1. Has similar objects to Reconciliation SA.
 - 23.2.2. Also prohibits the distribution of profit, income, and assets to its members to at least as great an extent as this Constitution.
 - 23.2.3. The entity referred to in clause 24.2 must be decided by a resolution of the Board passed by a three quarter (3/4) absolute majority.

Code of Ethics

Purpose

The Code of Ethics (including Code of Conduct at Appendix 1) is to outline the values and behaviours Reconciliation SA's Board members, staff, volunteers and members are expected to embody while supporting Reconciliation SA's work towards mutual respect, goodwill and equity for First Nations people.

Context

The ethical climate of Reconciliation SA is an essential element in establishing its credibility and furthering its goals.

The Code of Ethics and Code of Conduct applies to Board members, staff, volunteers and members in all their work-related interactions with each other, and with customers, contacts or members of the public.

It applies in the workplace or off site, at work-related functions (including social functions and celebrations), while on trips and attending conferences.

The Code of Ethics and Code of Conduct does not address all possible situations but is a set of principles that provide guidance on acceptable and unacceptable behaviour.

Responsibilities

The Reconciliation SA Board is responsible for demonstrating commitment to the spirit and intent of the Code of Conduct in all their actions.

The Reconciliation SA Board, Chief Executive Officer, staff and volunteers must be familiar with the contents of the Code of Ethics and Code of Conduct and act consistently with the values and standards expected.

The Chief Executive Officer is responsible for distributing the Code of Conduct and ensuring that it is observed by staff and volunteers.

Responding to reported breaches

The Reconciliation SA Board is committed to supporting staff, volunteers and members to comply with this Code of Ethics and the Code of Conduct.

Reported breaches (complaints) will be investigated. The rules of natural justice will apply.

Complaints can be made and will be assessed and acted upon as follows.

Making a complaint

Complaints must:

- Be in writing;
- Identify the principle(s) of this Code that allegedly have been breached;
- Include all available evidence of the alleged breach;
- Provide all available evidence that supports the allegation(s) of breach, and

- Be delivered to the Chair if about a Board member (Co-Chair or Deputy if about the Chair) or to the Chief Executive Officer if about a staff member, volunteer or Reconciliation SA member.

On receipt of a complaint

Receipt of the complaint will be provided to the complainant within 7 days of receiving written documentation.

The person who is the subject of the complaint will be notified, within 7 days, of the fact but not the detail of the complaint.

The complaint will be treated with strict confidentiality until such time as it has been fully investigated and finally determined.

The complainant will also be expected to observe confidentiality.

Investigation

The Chair or the Chief Executive Officer will:

- Provide the person the subject of the complaint with a written statement of the allegations and the opportunity to respond and make written submissions in response.
- Undertake a thorough and balanced assessment of the available evidence regarding the alleged breach, the relevant circumstances at the time of the alleged breach and any other factors deemed relevant to making a fair and reasonable judgement on the matter.
- Provide the person and the complainant with a reasonable opportunity to put their case, or to show cause, at a hearing, at which they may be accompanied by a representative of their choice.
- Ensure an accurate written record is made of the hearing and engage an independent person to take minutes of the proceedings, if necessary.
- Upon completion of its investigation, prepare a written report for the Reconciliation SA Board summarising the substance of the complaint, the response of the person, including the written record of the hearing (if applicable), details of the assessment of the complaint and recommendations regarding action to be taken.
- Provide the person with a reasonable opportunity to comment in writing on the contents and findings contained in the report and on the appropriateness of the action recommended. The complainant is not able to comment, as natural justice attaches to the person complained about and not the complainant.

Outcome of the complaint

The report delivered to the Reconciliation SA Board is final. The final report will be presented at a Reconciliation SA Board meeting in confidence. The Reconciliation SA Board will consider all the documentation provided, and make a decision on the recommendations put before it.

The Chair (or the Chief Executive Officer) of the Board must convey the Reconciliation SA Board's decision to the person and the complainant together with a copy of the final report. The Reconciliation SA Board's decision is final and there is no right of appeal.

Should there be a finding that there has been a breach of this Code of Conduct, the Reconciliation SA Board will determine the appropriate course of action. The Board has the authority to impose any or all of the following:



RECONCILIATION
SOUTH AUSTRALIA

- Request the person make a formal written apology in relation to the breach.
- Request the person undertake a particular training course or receive appropriate instruction relevant to the breach.
- Remove the person from the Reconciliation SA Board or terminate employment or voluntary position.
- Expel the person from membership of the association.

Related Documents

- *Association Incorporation Act 1985*
- *Work Health and Safety Act 2012*
- Reconciliation SA Constitution
- Child Safe Policy
- Conflict of Interest Policy
- Fraud & Corruption Prevention Policy
- Complaints Policy and Procedure



Reconciliation SA Code of Conduct

Introduction

Reconciliation SA is committed to values of respect, trust, collaboration, honesty and integrity.

Board members

All Board members will:

- Act ethically in keeping with Reconciliation SA values
- Act with care and diligence in connection with their role
- Observe the provisions of the Constitution, Reconciliation SA policies and rules
- Put the interests of Reconciliation SA over their own interests or any other person in all business conducted for and on behalf of Reconciliation SA and declare and manage any conflicts of interest so that Reconciliation SA is not compromised
- Be open to and acknowledge differences of opinion and feedback
- Attend enough Board meetings to effectively contribute to Reconciliation SA and if unable to attend, will notify the Chief Executive Officer of their absence in advance of the meeting
- Devote the time required to carry out duties thoroughly and effectively
- Treat the other members of the Board, staff, volunteers and members of Reconciliation SA with respect and never contribute to or accept bullying or harassment
- Be open and accountable and support building Reconciliation SA's reputation
- Disclose any historical or current misconduct matters that affect Reconciliation SA's reputation.

Staff and Volunteers

All staff and volunteers will:

- Behave honestly and with integrity in connection with their role
- Act ethically and with care and diligence in connection with their role
- Put the interests of Reconciliation SA over their own interests or any other person in all business conducted for and on behalf of Reconciliation SA and declare and manage any conflicts of interest so that Reconciliation SA is not compromised
- Observe the provisions of the Constitution, policies, and rules of Reconciliation SA
- Treat Board Directors, other staff, volunteers and members of Reconciliation SA with respect and courtesy and without bullying and harassment
- Undertake any training necessary for the performance of their duties
- Maintain confidentiality about personal information received in the course of their work for Reconciliation SA or confidential information or official dealings of Reconciliation SA
- Not use any inside information, their status or position with Reconciliation SA for a personal benefit for themselves or another or to act in a way that is detrimental to Reconciliation SA
- Follow the directions of their designated supervisors in any work carried out for Reconciliation SA
- Comply with any legislative requirements including the *Work Health and Safety Act 2012*, and any lawful and reasonable direction given by a supervisor or person with authority to give the direction
- Use all Reconciliation SA resources in a proper manner for proper person and not act in a way that would damage Reconciliation SA's reputation.



- Display and maintain a high standard of personal behaviour in the workplace which includes:
 - Not commencing work, returning to work, or engaging in work duties while under the influence of illegal drugs or alcohol
 - No fighting in the workplace
 - No swearing in the workplace.

Members

All persons applying to become members will:

- Will observe the provisions of the Constitution, policies, and rules of Reconciliation SA
- Will treat Board Directors, staff, volunteers and other members of Reconciliation SA with respect
- Will not act in a way that that would damage Reconciliation SA's reputation.

Board Directors Responsible Person Declaration

I understand my duties as a Board Director are to:

- act with reasonable care and diligence
- act honestly and fairly in the best interests of Reconciliation SA and its purposes
- not misuse the position or information gained as a responsible person
- disclose any actual or personal material conflicts of interest
- ensure the financial affairs of the Reconciliation SA are managed responsibly
- not allow Reconciliation SA to operate while insolvent

During the previous 12 months I have not been disqualified from being a Responsible Person or from managing a corporation.

Signed

Print Name

Date

Reconciliation SA Board Director Annual Commitments

- Attendance at Board Meetings
- Membership of one Sub Committee
- Board Annual Planning Day
- Participation in Reconciliation SA Events
 - Apology Event
 - Reconciliation SA National Reconciliation Week Event



RECONCILIATION
SOUTH AUSTRALIA

- External National Reconciliation Week Event
- NAIDOC Week event
- Annual Cultural Competency Training
- Annual Declaration of Responsible Person