

BOARD OF GOVERNANCE POLICY

INTRODUCTION

In accordance with the NOSS Constitution (Appendix 1), the Association shall be governed by a Board of Governance consisting of the Chairman, Secretary, Treasurer and a minimum of one committee member. The Board will govern in accordance with the Mission Statement, Service Goals and Board Code of Conduct. In addition, NOSS adopts the principles of the State Disability Services Act, 1992 (Appendix 2).

PROCEDURES

1. Service Philosophy

1.1 Mission Statement

Northern Occupational Support Service Inc will work with people with a disability to enhance their quality of life through the provision of support in activities which promote their involvement in the community.

1.2 Service Goals

The goals of Northern Occupational Support Service Inc are:

1. To enhance the self image of people with a disability and promote their acceptance as valued and productive members of their community.
2. To integrate people with a disability into their community.
3. Whenever appropriate to use existing generic services and resources in the community to meet the individual needs of people with a disability.
4. To provide opportunities for people with a disability to increase their social networks and develop new friendships.
5. To enable people with a disability to access community-based social, recreational and vocational opportunities.
6. To develop employment opportunities for people with a disability.
7. To ensure that people with a disability are involved in making informed choices.
8. To enable people with a disability to maintain and develop social, recreational and vocational skills.
9. To encourage generic services, associations, clubs and places of employment to include people with a disability.
10. To advocate on behalf of people with a disability, as appropriate.
11. To develop networks with other services working within the disability sector.

The Bluegum workcrew has the following additional goals:

1. To provide real employment options for people with a disability.
2. To provide people with a disability training and support to develop the skills needed to obtain satisfying jobs in open employment.
3. To provide customers with quality service.
4. To encourage and support employees to be involved in decision making and planning processes associated with the business.
5. To promote the acceptance of people with a disability as valued and productive members of their community.
6. To provide opportunities for the personal development of employees i.e. self esteem, self confidence and self respect.
7. To provide opportunities for employees to increase their social networks and develop new friendships.
8. To provide a work environment free from any form of abuse.

1.3 Board Code of Conduct

Each Board Member has a duty to:

1. Act honestly and in the best interests of the Association at all times;
2. Use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
3. Recognise that the primary responsibility is to the Association but should, where appropriate, have regard to the interests of all stakeholders;
4. Ensure that information acquired as a Board member is not used improperly;
5. Declare any personal interest which may conflict with the interest of the Association;
6. Ensure the confidentiality of information received as a Board member and only disclose information in accordance with the NOSS Privacy Policy;
7. Act in a manner which will not bring discredit to the Association;
8. Comply with the spirit and the letter of the law at all times.

2. Board Role and Responsibilities

The Board's role is to direct and monitor the satisfactory achievement of the Service Goals. In particular:

1. Achieve agreed objectives in accordance with the Constitution of NOSS.
2. Maintain financial control through budget planning and evaluation.
3. Liaise with relevant stakeholders.
4. Fulfill all Employer responsibilities in order to give direction and protection to all workers, paid or unpaid and meet all industrial, ethical and professional requirements.

5. Provide a supportive working environment which promotes job satisfaction for paid and unpaid workers.
6. Allow and encourage informed debate and discussion.
7. Ensure that the best use is made of available resources.
8. Liaise with funding sources and ensure that all statutory, legal and policy requirements are met.
9. Setting policy for all aspects of governance, management and operation.
10. Ensure quality of service.
11. Adequately maintain facilities, buildings, grounds, plant, equipment and other assets.
12. Facilitate forward planning in such a way that the perspectives and opinions of all stakeholders are included.
13. Ensure a broad financial base for the future of the Association.

3. Board Members Role and Responsibilities

Board members will be elected at the Annual General Meeting in accordance with the Constitution. Their roles are as follows:

3.1 Chairman

1. Oversee the management of the Association and the Board to ensure that all statutory regulations, agreements and the Association's rules, policies and procedures are followed.
2. Ensure that meetings of the Board and members are convened in accordance with the rules of the Association, that proper notice is given and that a quorum is present at each meeting.
3. Chair meetings of the Board and Association membership impartially and use discretionary powers in the best interests of the Association members. Specifically to:
4. maintain control of the meeting.
 - a) give adequate speaking opportunity to Board members.
 - b) give end-of-meeting summaries of decisions made and tasks allocated so that each person has a clear idea of what has happened and what is expected of them.
 - c) close a meeting only after the business at hand has been properly concluded.
 - d) sign the approved minutes of the Association.
5. Ensure that decisions and tasks decided upon by meetings of the Board and Association membership are implemented.
6. Act as the public spokesman of the Association.
7. Consider and act on staff complaints & grievances in accordance with agreements and policies.
8. The Chairman may, at the discretion of the Board, delegate any of the above duties to specific members of the NOSS management team or members of the Board.

3.2 Treasurer

1. Ensure that monies received into the Association are recorded, receipted and banked.

2. Ensure that monies paid out by the Association are recorded, approved by the Board for payment and paid.
3. Present an accurate and up-to-date statement of the Association's financial picture to each Board meeting.
4. Ensure that the Association has sufficient funds to pay its accounts as they fall due and to keep the Board alerted to any potential difficulty.
5. Ensure that an annual budget, linked to the strategic plan, is developed and presented for approval of the Board before the beginning of each financial year.
6. Provide information when requested and give advice on all financial aspects of the Association's decisions and activities.
7. Submit the financial records to audit as directed by the Board.
8. Present the audited annual financial reports to the members of the Association at each Annual General Meeting.
9. Manage investments on behalf of the Association as directed by the Board.
10. Ensure that the Association's financial records and documents are processed and maintained and reports presented to the Board on all financial negotiations on behalf of the Association.
11. Ensure that the financial and reporting requirements of funding bodies are met.
12. Promote the adoption of policies and procedures that ensure proper financial management and the reduction of risk.
13. The Treasurer may, at the discretion of the Board, delegate any of the above duties to specific members of the NOSS management team.

3.3 Secretary

1. In consultation with the Chairman of the Board, prepare agenda, setting out the items of business to be considered, along with any relevant supporting documents and circulate to members prior to the meeting.
2. Record minutes of all Board/Association meetings.
3. Maintain record of minutes, signed by the Chairman after confirmation by the meeting.
4. Distribute copies of minutes to all Board or Association members before the following meeting.
5. Ensure that copies of the constitution, policies and official minute records are available at each meeting.
6. Ensure that supporting information relating to business being considered by the meeting is available for reference.
7. Keep an up-to-date list of Association and Board members.
8. Present correspondence at each Board meeting.
9. Ensure that all Board correspondence is processed in accordance with Board decisions.
10. Ensure that all Board decisions, that are not delegated to other Board members or management, are carried out.
11. The Secretary may at the discretion of the Board, delegate any of the above duties to specific members of the NOSS management team.

3.4 Board member

1. Learn about the Association, its people, services and activities as background to informed decision-making.
2. Attend Board meetings and notify in advance when unable to attend.
3. Prepare for Board meetings by reading the agenda and any supporting documents, to be fully informed and able to participate in making sound decisions.
4. Participate in Board discussions and ask questions when something is not fully understood.
5. Respect differing points of view from other people in the Association.
6. Understand and abide by the Association's Code of Conduct.
7. Participate in both the formal and informal activities that take place in the Association.
8. Bring a positive approach to the work of the Board and activities of the Association.

4. Recruitment of Board Members

4.1 Tenure

Tenure of Board members is limited to three years, unless for practical reasons the Board considers that a particular Board member's tenure is required to be extended or renewed.

4.2 Election at AGM

Generally, new Board members will be elected during the AGM in accordance with the NOSS Constitution.

4.3 Filling of Casual Vacancy

In accordance with the NOSS Constitution, Board members have the power to co-opt other members to the Committee for such period as the Committee deems necessary.

1. All Board members must be financial members of the Association.
2. Any new Board member must be nominated by an Association member.
3. The applicant will provide a police clearance and a resume with referees.
4. At the discretion of the Board, the applicant will be invited to attend a meeting with three Association members including at least two Board members.
5. The new member shall be informed of the result in writing within one week.

4.4 Orientation

1. New members of the Board will attend an orientation session conducted by the NOSS Manager, followed by an inspection of the Bluegum workshop and a visit to a day support activity.
2. New members of the Board will be given:
 - This policy
 - NOSS Orientation Folder
 - Workcrew Employment Manual
 - Access to all NOSS Policies

4.5 Out of Pocket Expenses

Members will be reimbursed for any authorised out of pocket expenses incurred during the performance of their duties as members of the Board. Out of pocket expenses may include travel, parking fees or accommodation.

NOSS CONSTITUTION

1. NAME

The name of the Association shall be NORTHERN OCCUPATIONAL SUPPORT SERVICE INC.

2. INTERPRETATION

In this Constitution:

- 2.1 The word “Association” shall be deemed to be NORTHERN OCCUPATIONAL SUPPORT SERVICE INC.
- 2.2 The words “financial year” shall be deemed to be a period of twelve months ending on the 30th day of June each year.
- 2.3 The term “Committee” shall refer to the Management Committee of the Association.

3. OBJECTS

The Service will meet the occupational support needs of Community Integration Product participants living in the Launceston area. It will involve participants in appropriate occupational activities across six hours per day, Monday to Friday, for 47 weeks of the year or such other period of time as agreed to by the Committee.

- 3.1 To provide resources and support to create positive social environments for each of the participants.
- 3.2 To enable participants to access community based social, recreational, pre-vocational and employment opportunities, as individually appropriate.
- 3.3 To ensure that individual participants are involved in making choices about their types and levels of occupational support.
- 3.4 To enable participants to maintain and develop personal, social, recreational and employment knowledge, skills and attitudes.
- 3.5 To encourage generic services, association and clubs to include people with intellectual disabilities in their activities.
- 3.6 To advocate on behalf of people with intellectual disability, within the community.
- 3.7 To develop networks with other groups working with people with intellectual disabilities.
- 3.8 To trial and document a brokerage system approach to service provision of occupational support.
- 3.9 To publicise the work and aims of the Association and to develop interest in and support for those aims in the community at large.
- 3.10 To do all such things as are conducive either directly or indirectly to the aforementioned objects of the Association.

4. POWERS

The Association shall have the following powers:

- 4.1 To purchase, take on lease, or otherwise acquire any real or personal property.
- 4.2 To raise any monies required for the objects and purposes of the Association in such a manner and on such terms and securities as shall be lawfully determined from time to time by the Committee.
- 4.3 To invest and deal with the monies of the Association not immediately required for the purpose of the Association in such a manner as may from time to time be determined.
- 4.4 To open and operate any account with any bank, building society or credit union.
- 4.5 To appoint, employ and pay any staff as required. The Committee has the powers to dismiss staff members subject to normal industrial conditions.
- 4.6 To combine, cooperate, affiliate and enter into reciprocal arrangements with any other group or Association having objects wholly or in part similar to those of the Association.

5. INCOME AND PROPERTY

- 5.1 The income and property of the Association shall be applied solely to the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to persons, members or otherwise in return for services actually rendered to, or expenses incurred on behalf of, the Association.
- 5.2 An inventory of all real and personal property owned, hired, leased or otherwise acquired by the Association shall be maintained by the Secretary or person(s) designated by the Committee.

6. MEMBERSHIP

- 6.1 The Association shall consist of:
 - (a) **Ordinary Membership**
The Committee may admit as an Ordinary Member any person who has an interest in disability and/or occupational support and wishes to assist in the attainment of any or all of the objects of the Association. An Ordinary Member shall have the right to vote at any meeting of the Association.
 - (b) **Associate Membership**
The Committee may admit as an Associate Member any person who has an interest in disability and/or occupational support and wishes to assist in the attainment of any or all of the objects of the Association. An Associate Member will have no voting right.
 - (c) **Organisation Membership**
The Committee May admit as an Organisation Member any organisation whose objects include the welfare of people with disabilities and/or occupational support. Each Organisation Member shall nominate a delegate to attend special and general meetings of the Association. Each delegate shall have right to vote at any such meeting.
- 6.2 Applications for membership shall be made in writing and be signed by the applicant in such form as the Committee shall from time to time prescribe.
- 6.4 Each written application in the prescribed form shall be considered by the Committee and a decision shall be made as to the admission or rejection of the applicant as a member of the Association. The Committee shall not be obliged to provide reasons for the rejection of any applicant.
- 6.5 A register of members shall be kept showing each member's name, address and date of membership.

7. MEMBERSHIP FEES

- 7.1 For the purpose of the assessment of annual membership fees the financial year of the Association shall commence on the first day of July and the annual fees shall be due on that date.
- 7.2 Fees shall be determined by the Committee and the Committee shall have the power to revise the fees from time to time.

8. EXPULSION OF MEMBERS

- 8.1 A member may be expelled on the resolution of three quarters of the members present at a special meeting specifically convened for the purpose of considering the expulsion of the said member.
- 8.2 A member to whom a notice of proposed termination of membership is given may, with 21 days after the receipt of the notice, apply in writing to the Committee to have the proposal for termination of membership reviewed at a general meeting. Upon receipt of such an application, the Committee shall call a special general meeting at a convenient time and place in accordance with Clause 10. At the meeting the applicant and representatives of the Committee may submit relevant information and arguments for and against the member's expulsion and members present at the meeting may by majority vote to confirm or quash the proposed termination of membership.

9. ANNUAL GENERAL MEETING

- 9.1 The Annual General Meeting shall be held in the month of July of each year. Notification of date, time, venue and business shall be sent in writing to all members not less than ten days prior to the due date.
- 9.2 The ordinary business of the Annual General Meeting shall consist of:
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - (b) To receive from the Committee reports on the transactions of the Association during the last preceding financial year;
 - (c) To receive the Co-ordinator's annual report;
 - (d) To elect office-bearers of the Association and ordinary members the Committee;
 - (e) to elect the auditors for the Association;
 - (f) any special business (as specified in clause 9.3)
- 9.3 The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

10. SPECIAL GENERAL MEETING

- 10.1 Special General Meetings of all members may be called:
- (a) by resolution of the Committee;
 - (b) at the request of the President of the Association;
 - (c) by the written request of not less than six members of the Association;

- 10.2 A requisition by members for a Special General Meeting:
- (a) shall state the purpose(s) of the meeting;
 - (b) shall be signed by the members signing the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 10.3 Not less than ten days notice of any such meetings shall be given to all members. Where a meeting is requisitioned by members, the Committee shall ensure that a notice of such a meeting is sent to members within fourteen days of the receipt of the requisition by the President.
- 10.4 The non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any committee thereof.

11. CHAIRPERSON

- 11.1 The President of the Association shall preside at all general meetings. In the absence of the President, members present shall appoint a chairperson for that meeting.

12. QUORUM

- 12.1 At the Annual General Meeting and at any special general meeting convened, a quorum shall consist of twenty five percent (25%) of members. In the absence of a quorum matters of importance to the Association may be discussed but no vote on any such matters shall be taken.

13. VOTING OF THE MEETINGS OF THE ASSOCIATION

- 13.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or at least three ordinary members present.
- 13.2 All resolutions shall be determined by a simple majority of those members present and entitled to vote.
- 13.3 A resolution put to the vote of any annual general meeting or special general meeting of the Association shall be decided on a show of hands. In the case of an equality of votes, the Chairperson shall be entitled to a second or casting vote.

14. MANAGEMENT COMMITTEE

- 14.1 The Association shall be managed by a Management Committee, the Committee consisting of the president, secretary, treasurer and a minimum of one committee member.
- 14.2 The Committee shall be elected at the Annual General Meeting and subject to termination of office by resignation or otherwise shall remain in office until their successors are appointed at the Annual General Meeting next following their appointment. The Committee shall have power to fill any vacancy that may occur but the proceedings of the Committee shall not be invalidated in the consequence of there being less than the required number. The retiring officers and other members of the Committee shall be eligible for re-election.
- 14.3 The Committee shall have the power to co-opt two other members to the Committee for such period as the Committee deems necessary.
- 14.4 In the event of a Committee member foreseeing a period during which she/he will not be able to attend regular Committee meetings, that member will be requested to apply for leave of absence from those meetings for the required period.

- 14.5 At the discretion of the Committee a person may be co-opted to fill the casual vacancy for the period occurring as in Clause 14.4.
- 14.6 Any Committee member who fails to attend three consecutive meetings without notification to the Association shall be deemed to have resigned from the Committee and after due notification to the said member, his or her place shall be filled by a co-opted member.
- 14.7 In the event of a vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 14.8 Sub-committees may be set up comprising members of the Committee and/or other persons for purposes of furthering the objects of the Association.
- 14.9 Each sub-committee so constituted shall appoint a convenor who will be responsible to the Committee and shall be required to report on the actions of the sub-committee.

15. ELECTION OF COMMITTEE MEMBERS

- 15.1 Any two members may nominate any other member or members to serve on the Committee. Nominations of candidates for election as officers of the Association or as ordinary members shall be provided in writing or made verbally to the Secretary not less than half an hour before the holding of the Annual General Meeting.
- 15.2 A member may be nominated for more than one office or position at the same election but may be elected to only one such office or position.
- 15.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 15.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 15.6 A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- 15.7 For the purpose of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
- (a) ceases to be a member of the Association;
 - (b) resigns her/his office by verbal or written notice given to the secretary or chairperson;
 - (c) is absent without consent of the Committee from three consecutive meetings;
 - (d) holds any office of profit under the Association;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health.
 - (f) dies.
- 15.8 Voting shall be by a simple majority and every member shall be entitled to vote for as many candidates as there are offices or positions to be filled. The candidates who receive the most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the chairperson shall have a second casting vote.

16. DUTIES OF OFFICE BEARERS

- 16.1 The President shall preside at all meetings.
- 16.2 The Secretary shall keep records, take minutes, deal with correspondence and such other secretarial duties as the Committee directs.
- 16.3 The Treasurer shall be responsible for the finances of the Association and shall present a financial report monthly or as requested by the President.
- 16.4 The Treasurer shall maintain a bank account on behalf of the Association. Authorisation for withdrawals shall require the signatures of two office bearers.
- 16.5 Other members of the Committee may be allocated special duties as the Committee directs.

17. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 17.1 The Committee may meet to deal with the business of the Association at such places and at such times as it shall think fit provided always that the Committee shall convene at least twice in anyone calendar year.
- 17.2 Any meeting may be convened on the written requires of at least three members of the Committee not less than seven days after notice of such meeting being given.
- 17.3 At any meeting of the Committee, a quorum shall consist of one half of total members of the Committee plus one additional member.

18. MANAGEMENT OF THE ASSOCIATION

- 18.1 The affairs of the Association shall be managed by the Committee which may exercise all powers of the Association as are not, by statute or by these rules, required to be exercised by the members in general meeting, subject nevertheless to these rules and such other rules as may be prescribed by the members in general meeting. No rule made by the members in general meeting shall invalidate any prior act of the Committee which would have been valid if that rule had not been made.
- 18.2 In addition to all powers hereby expressly conferred upon it but subject always to the Objects of the Association, the Committee shall have the power;
 - (a) to expend the funds of the Association in such manner as it shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as it shall think fit.
 - (b) to enter into any contracts on behalf of the Association.
 - (c) to borrow monies on security of any property of the Association and to grant or direct to be granted mortgages for securing the same.
 - (d) to authorise the Common Seal of the Association to be affixed to any document.
 - (e) to appoint or engage on such terms as it shall think fit and dismiss any officer or employee of the Association.
 - (f) to control the raising of funds by the Association and its members for the carrying out of the objects of the Association with power to impose conditions and restrictions in respect thereof.
 - (g) to take and defend all legal proceedings by or on behalf of the Association and to appoint solicitors for any such purpose.
 - (h) to open and operate any account with any bank, building society or credit union and to authorise the signature and endorsement of cheques thereon.

19. COMMON SEAL

- 19.1 The Common Seal of the Association engraved with the name of the Association shall be kept in the office of the Association. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the presence of the President and two members of the Committee both of whom shall subscribe their names as witnesses.

20. ACCOUNTS AND AUDITING

- 20.1 The Committee shall cause proper accounts to be kept of the Association and shall submit to the Annual General Meeting of the Association a statement of income and expenditure and a statement of assets and liabilities.
- 20.2 The Auditor's Report, when available, shall be advised to members in an official publication of the Association.
- 20.3 Any member of the Association shall be entitled to receive copies of the statement of income and expenditure and the balance sheet and the report of the Auditors on request to the Secretary provided that the member pay such sum as is required to copy the said documents.
- 20.4 The Auditor shall be appointed by the members at the Annual General Meeting. Auditing of the books of account shall be conducted annually just prior to the Annual General Meeting so that an audited financial report shall be available at the meeting.

21. AMENDMENTS TO THE CONSTITUTION

- 21.1 These rules may only be amended by a resolution passed by a two thirds majority of members present at any Annual General Meeting or at a special general meeting specifically convened for the purpose of considering the proposed amendments. At least 20 days written notice of the proposed amendments must be given.

22. DISSOLUTION OF THE ASSOCIATION

- 22.1 The Association shall be dissolved in the event of a membership of less than six persons or upon the vote of a three fourths majority of members present at a special general meeting specifically convened to consider such questions.
- 22.2 If upon dissolution of the Association there shall remain, after the satisfaction of the debts and liabilities of the Association, any monies, properties or assets whatsoever of the Association, these shall be distributed to an organisation or fund approved under item 81 (1) (c) of the Sales Tax (Exemptions and Classifications) Act, as well as under sub-paragraph 78 (1) (a) (ii) of the Income Tax Assessment Act. If effect cannot be given to the aforesaid by reason of the fact that no other such institution, association or society exists, then the monies, property and assets of the Association shall be given to such charitable organisation having similar objectives, as may be determined by the Management Committee.
- 22.3 The Deputy Commissioner of Taxation in Tasmania shall forthwith be notified by the Secretary of the date of dissolution of the Association.

Principles of the State Disability Services Act 1992

3. Persons with disabilities are individuals who have the inherent right to respect for their human worth and dignity.
4. Persons with disabilities have the same human rights as other members of society and are entitled to be assisted to exercise these human rights
5. Persons with disabilities have the same rights as other members of society to realise their individual capacities for physical, social, emotional and intellectual development.
6. Persons with disabilities and carers of persons with disabilities have the same right as other members of society to services, which will support their attaining a reasonable quality of life.
7. Persons with disabilities have the same right as other members of society to make and actively participate in, direct and implement the decisions which affect their lives.
8. Persons with disabilities have the same right as other members of society to receive services in a manner, which results in the least reasonable restriction of their rights and opportunities.
9. Persons with disabilities have the same right of pursuit of any grievance in relation to services as have other members of society.
10. Persons with disabilities who wish to pursue such a grievance have the right to adequate support to enable them to pursue the grievance and to pursue the grievance without fear of discontinuation of services or recrimination from any person who may be involved in, or be the subject of, the grievance.