

# The Mathematical Association of Victoria Council Charter

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**FINAL**

Approved by Council: 24<sup>th</sup> July 2018

To be reviewed by Executive Committee: June 2019 after approval of new Constitution at AGM

*Dear MAV Councillor,*

*A Council Charter is an invaluable guidance tool for Council members, prospective Council members and senior managers of organisations on how the Council functions and fits with the organisation.*

*Council Charters retain stability of process to facilitate the Council's operation while regularly evolving to accommodate changes to circumstances, technologies and the participants on the Council.*

*Please read this important document and if you have feedback please provide it to the President.*

<b>1</b>	<b>Overview .....</b>	<b>4</b>
1.1	About MAV .....	4
1.2	Status of this Charter .....	5
<b>2</b>	<b>Role of the Council .....</b>	<b>5</b>
<b>3</b>	<b>Responsibilities and functions.....</b>	<b>5</b>
3.1	Strategic Direction.....	6
3.2	Policy setting.....	6
3.3	Finance and Accounting.....	6
3.4	Risk Management .....	6
3.5	Compliance .....	7
3.6	Corporate Governance .....	7
3.7	Accountability.....	8
3.8	Decision making.....	8
3.9	Communication .....	9
3.10	Networking.....	9
<b>4</b>	<b>Council composition.....</b>	<b>9</b>
<b>5</b>	<b>Council selection and renewal .....</b>	<b>10</b>
<b>6</b>	<b>Role of Councillors and CEO.....</b>	<b>10</b>
6.1	In accordance with legal requirements and agreed ethical standards, Councillors are legally the Directors of a company: .....	10
6.2	Expectations of all Council members: .....	11
6.3	Requirements of Council Office Bearers and other positions: .....	11
6.3.1	President:.....	11
6.3.2	Immediate Past President.....	12
6.3.3	Vice President 1: .....	12
6.3.4	Vice President 2: .....	12
6.3.5	Secretary:.....	13
6.3.6	Treasurer:.....	13
6.3.7	Council member:.....	13
6.4	CEO.....	13
6.5	Company Secretary .....	13
<b>7</b>	<b>Committees.....</b>	<b>14</b>
<b>8</b>	<b>Council processes.....</b>	<b>15</b>
8.1	Council induction.....	15
8.2	Ongoing training .....	15
8.3	Council records.....	16
8.4	Access to association employees.....	16
<b>9</b>	<b>Councillor Code of Conduct .....</b>	<b>16</b>
9.1	Understand a Councillor’s role and duties by:.....	16
9.2	At all times not:.....	17
9.3	Be active by:.....	17
9.4	Participate in Council process and meetings .....	17
9.4.1	Attendance at meetings, handling of ‘apologies’ and ‘participation’ .....	17
9.5	Respect each other by:.....	18
9.6	Consult .....	18
9.7	Raise concerns by: .....	19
<b>10</b>	<b>Association obligation to Councillors.....</b>	<b>19</b>
10.1	General commitments .....	19

10.2	Protections .....	19
10.3	Reimbursement and remuneration.....	19
11	Council meetings.....	19
11.1	Overview .....	19
11.2	Agenda and Council Papers.....	20
11.2.1	Written reports for noting, vs items for discussion. Written reports from subcommittees. ....	20
11.2.2	Distribution and reading of Council Papers prior to meeting. ....	20
11.2.3	Call for agenda items, and focus on inclusion of items of strategic importance..	20
11.3	Minutes .....	21
12	Review of Council performance .....	21
13	Delegations .....	22
14	Financial delegations.....	23
14.1	Purpose of Delegations of Authority .....	23
14.2	Procedural Constraints .....	23
14.3	Operation .....	23
14.4	Authorisation Levels.....	23
14.4.1	Capital .....	23
14.4.2	Goods and Services.....	24
14.4.3	Travel .....	24
14.4.4	Write-offs / debt recovery / disposal of property.....	24

## 1 Overview

The purpose of the Charter is to define the rights and responsibilities of the Councillors of the association to assist them in fulfilling their duties and obligations. The Council is bound by the Memorandum and Articles of Association and the law. It also works to the policies of the organisation that are largely reflected in this Charter, which the Council can change as and when it needs. The Councillors must bear in mind that other documents as referred to in this Charter may need to be read in conjunction with this Charter in order to gain a full understanding of how the Council may operate and of Councillors' responsibilities.

### 1.1 About MAV

MAV was incorporated as a Public Company on the 5<sup>th</sup> of July 1971. MAV is registered as company with Limited Liability without the addition of the word 'Limited' to its name.

ACN: 004 892 755.

The Memorandum and Articles of Association of the Mathematical Association of Victoria were last amended on 8 May 2012. They can be accessed [here](#).

MAV is a not for profit and Clause III of the Memorandum & Articles of Association prohibits the company from being carried on for financial benefit of members and from members benefitting financially upon winding up of the company.

MAV is income tax exempt under Section 50-5 of the Income Tax Assessment Act 1997 (ITAA97) due to its status as a:

- Item 1.3: Scientific Institution; and
- Item 1.7: Society, association or club established for the encouragement of science.

This assessment is related to various factors being considered including that mathematics is considered a science.

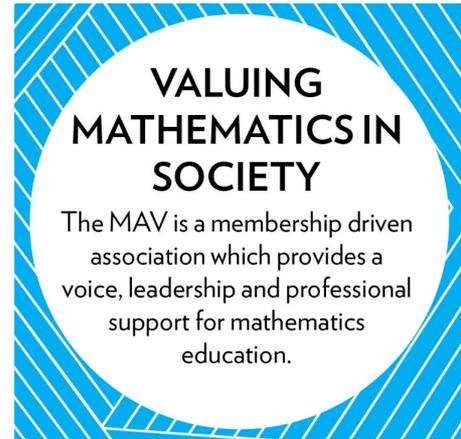
#### ***Core Statement: Valuing mathematics in society***

**The Mathematical Association of Victoria (MAV)** is an innovative membership-driven association. Through its programs and services, MAV promotes the importance of mathematics in society. Our Association has over 1400 members from all sectors of education including individuals, schools, universities and other institutions. This provides membership benefits to a growing network of over 13,500 mathematics educators. MAV has been a highly-respected and proactive not-for-profit professional association for more than 100 years.

MAV supports its members by working with leading education academics and researchers, education consultants, exemplary classroom teachers, the Victorian Department of Education and Training, the Victorian Curriculum and Assessment Authority (VCAA), and various industry partners to provide services in the interests of members and the wider community.

MAV's core services include:

- Membership
- Advocacy and representation
- Professional learning
- Professional advice
- In-school consulting
- Annual conference
- Primary conference
- Student-focussed activities
- Newsletters, journals and other publications



MAV is an affiliate of the Australian Association of Mathematics Teachers (AAMT).

## 1.2 Status of this Charter

The policies in this Charter are to be adopted by the Council and apply from the date shown on the document and as reviewed from time to time.

All policies in this Charter are to be read in the context of the Memorandum and Articles of Association and the relevant Acts and Regulations.

The Charter will be reviewed by the Council as required and at least once every two years to ensure currency of content and consistency with the Memorandum and Articles of Association, Laws and current policies of the Association.

This Charter uses the terminology as used in the Memorandum and Articles of Association and does not reflect that of the Corporations Act. For avoidance of any doubt about the responsibilities of Councillors and the Board, in accordance with the Corporations Act:

1. The Council is a Board, and the term 'Council' means 'Board'.
2. A 'Councillor' or 'Council Member' is a 'Director' of the Company.

## 2 Role of the Council

The Councillors jointly as the Council provide leadership, set strategic and policy direction; and oversee the business and affairs of the association for the purpose for which the association is established. The Council is accountable to the members of the association for the overall performance of the association.

The Council does not manage the day-to-day operations of the association. This is delegated to the CEO.

## 3 Responsibilities and functions

As well as the follow responsibilities, Council members should check The Memorandum and Articles of Association for any specific additional responsibilities or for any limitations on these responsibilities outlined as follows.

The Council in performing its role has a range of responsibilities that generally include:

## 3.1 Strategic Direction

- Overseeing the development, approval and periodic review of the mission, objectives/goals and ensuring consistency with the Objects as per the Memorandum and Articles of Association.
- Overseeing the development and approval of the strategic plan.
- Ensuring that the association has appropriate processes for regular (at least annual) review of the strategic plan and other key strategies.
- Monitoring and assessing achievements and performance against strategic and business plans.
- Acting on any recommendations from the CEO in regards to impediments, structural, resources, staffing or otherwise, that are impeding achievement of the strategic plan.
- Approving the association's annual budget.

## 3.2 Policy setting

- To facilitate the efficient working of the association the Council considers and approves broad policies developed by management (as for example on Child Safety and Protection).
- Such policies should follow a standard format, be as short as reasonable, be clear as to meaning and be readily available.

## 3.3 Finance and Accounting

- Assessing the Council's capability and financial knowledge and whether it has the necessary capacity to oversee the business and affairs of the association.
- Taking steps needed to ensure the Council addresses any shortfall in its financial knowledge and capacity to oversee the business and affairs of the association.
- Providing direction to management on financial matters.
- Overseeing the association's financial position including approving financial statements and monitoring financial performance at each Council meeting.
- Through the Finance Committee, monitoring the application of the association's financial control procedures to ensure internal compliance with established policies.
- Reviewing routine management financial reports.
- Approving annual accounts and reports in accordance with the Memorandum and Articles of Association and Chapter 2M of the Corporations Act.
- Ensuring appropriate financial policies and procedures are in place to safeguard the cash and finances of the association.

## 3.4 Risk Management

- Ensuring relevant and suitable risk assessment and management strategies are in place and reviewing risk management at least annually.
- Ensuring relevant insurance cover is in place and reviewing the adequacy of that cover annually.
- Considering the social, ethical and environmental impact of the association's activities and modifying policies as appropriate.

- Ensuring there is continuing education and information provided to Councillors regarding:
  - the business of the association;
  - the role of the Council and its functions and obligations; and
  - other relevant corporate governance issues.taking into account the skills and knowledge of the Councillors.

## 3.5 Compliance

- The Council is responsible for meeting specific statutory obligations:
  - Review of tax status – completed annually with the financial statements
  - Meeting the reporting requirements of s285A of the Corporations Act by approving and signing those requirements at a Council meeting following the end of the financial year.
  - In accordance with rule 8(A) of the Memorandum and Articles of Association, and s250N of the Corporations Act authorising the calling and holding of the AGM within 5 months of the end of the financial year.
- Each Councillor is responsible for advising the company secretary within 1 week of any changes occurring in their name, address or other details on the Councillor's Consent and Declaration form (the Company Secretary is then responsible under s188 (1) of the Corporations Act for advising ASIC of changes in required information within 28 days of the change).
- The Council is responsible for ensuring the Association meets the requirements of relevant legislation and the Memorandum and Articles of Association.

## 3.6 Corporate Governance

- The Council plays a pivotal role in the corporate governance of the association, predominantly overseeing, reviewing and updating corporate governance practices and procedures as necessary to support the Association to good practice corporate governance.
- The Council is responsible for ensuring the Association is in compliance with all applicable laws, regulations, standards and best practice guidelines including (but not restricted to):
  - Fair Work Act, Workplace Health & Safety Act, Working with Children, Environmental laws and any other applicable laws regulations, standards and best practice guidelines.
  - Annually reviewing the appropriateness and effectiveness of compliance controls to ensure compliance with relevant laws, regulations and industry codes.
  - Approving and annually reviewing the Council's delegations of authority.
  - Appointing and removing the CEO and determining his/her remuneration and conditions of service.
  - Overseeing the performance of the CEO, through the President and annually using the performance review methods applied to all staff.
  - In accordance with Article 12 of the Memorandum and Articles of Association and Part 2D.4 of the Corporations Act appointing and removing the Company Secretary/ies.

## 3.7 Accountability

- Having a system of accountability to members including those as outlined in the Memorandum and Articles of Association.
- Developing and implementing a system of accountability to other appropriate stakeholders eg staff, funders, service users, related organisations etc.
- Improving the credibility and objectivity of established accountability processes, including financial reporting.
- Gathering information from members and stakeholders about their concerns, needs, suggestions and aspirations.
- Assessing effectiveness of, and compliance with:
  - the Council Code of Conduct as set out in this Charter
  - any applicable members' code of professional conduct/ethics
  - compliance with internal plans, policies and procedures.
- Providing specific delegations to management.
- Identifying and managing, and minuting, conflicts of interest.
- Confirming annually that all these responsibilities have been carried out.

## 3.8 Decision making

- Councillors essentially do 1 of 3 things with matters that come before the Council:
  - **Note** matters the Council needs to be aware of
  - **Ratify** decisions based on recommendations made by others – committees or delegated individuals
  - **Decide** on matters before the Council – either where a matter is put before the Council for a decision, or a matter before the Council raises issues and the Council decides it wants action to clarify the matter.
- No individual Councillor has decision making power other than as may be specified in the Memorandum and Articles of Association or delegated by the Council.
- Decisions are made by the Council collectively. In coming to a decision each Councillor must:
  - Manage any conflicts they may have in accordance with Article 14 of the Memorandum and Articles of Association and Part 2D.1 Div 2 of the Corporations Act
  - Come to their own objective decision that is in the best interest of the Association
  - Consider relevant briefing advice, matters raised by their fellow Councillors and their own experience
  - Raise matters which in their view are of significance to the decision
  - Ask questions if they are unsure
  - Come to a decision for or against when a decision is taken, unless they are not in a position to make a decision and should abstain (eg they are attending a meeting via telephone and the matter is a visual presentation before the Council that they are not able to see)
  - Support the decision once it is taken whether the vote for or against – a Councillor who feels they cannot support a decision should consider resigning based on the significance of that decision.

## MAV Council Charter

### 3.9 Communication

The Council:

- provides information to members as required and by the Memorandum and Articles of Association and as otherwise agreed
- provides information to the key stakeholders as required on a regular basis.
- communicates relevant decisions clearly to management using the following process:
  - Through minuting Actions in Council meeting minutes
  - In writing and/or verbally providing instruction to management.
- reviews at least annually the scope, style, form and frequency of routine management reporting to the Council.

### 3.10 Networking

- Councillors are expected to volunteer their time to participate in networking events organised by the Association when applicable
- Councillors are expected to volunteer their time to participate in external networking events in order to project the reputation of the Association.

## 4 Council composition

The Council is structured according to Article 11 of the Memorandum and Articles of Association as follows:

11(A) There shall be a Council of the Association which shall consist of:

- (i) the President,
- (ii) the Immediate Past President (if any)
- (iii) two Vice-Presidents,
- (iv) the Secretary,
- (v) the Treasurer,
- (vi) not less than six and not more than twelve other Council Members (or such other minimum or maximum number as may be determined by a general meeting) elected by the members (excluding associate members) pursuant to Article 12 hereof or appointed pursuant to article 12(J) (i) hereof, and
- (vii) up to but not more than two members as may be appointed by the Council for the purpose of undertaking some specific responsibility on behalf of the Association pursuant to Article 12(J)(ii) hereof.

All Council Members shall be members of the association, either as an individual member or the Principal or Principal's nominee of a school holding institution membership or a head of department of an educational Institution holding an institution membership.

## 5 Council selection and renewal

Council members are required to submit themselves for re-election annually. Re-election is not automatic. It is preferable though that some councillors continue and are re-elected, as managed Council member rotation is important to minimise the risk of losing too much corporate memory in any one year

Council renewal including new members is also important to enhance the overall performance of the Council and the association.

Rule 12 (A) ii of the Memorandum and Articles of Association requires that any Council member coming up for their 5th AGM as a Council member must stand down from re-election, but they are eligible to stand again after 1 year of not being a Council member in accordance with Article 11 of the Memorandum and Articles of Association.

As part of the strategic planning process the Council at least every third year shall complete a matrix analysis that assesses desirable skill, knowledge and perspectives the Council needs to in line with the strategic plan, reviews the skills and perspectives available on the Council and identifies the desirable skills and perspectives not available on the Council. In the interest of good governance, the Council shall then consider ways in which those shortages of skills and perspectives might be addressed

When assessing the nominations, the Council must consider the requirements for desired skills and perspectives and consider how best to communicate concerns about shortfalls to members.

The election process in accordance with Article 12 of the Memorandum and Articles of Association.

## 6 Role of Councillors and CEO

### 6.1 In accordance with legal requirements and agreed ethical standards, Councillors are legally the Directors of a company:

- Owe a fiduciary duty to the Association as a whole;
- Use the powers of the office for a proper purpose;
- Discharge their duties in good faith and honesty;
- Act with the level of skill, care and diligence expected of a Councillor of an Association;
- Demonstrate commercial reasonableness in their decisions;
- Act for the benefit of the Association;
- Do not make improper use of information gained through their position as a Councillor;
- Do not take improper advantage of the position of Councillor;
- Do not allow personal interests, or the interest of any associated person or organisation, to conflict with the interests of the Association;
- Make reasonable enquiries to ensure that the Association is operating efficiently, effectively and legally towards achieving its goals;
- Undertake diligent analysis of all proposals placed before the Board (Council);
- Do not engage in conduct likely to bring discredit upon the Association; and

- Comply with the spirit, as well as the letter, of the law and with the principles of the Memorandum and Articles of Association. Including compliance with the three duties: Duty of care, Duty of Loyalty and Duty of Obedience.

## 6.2 Expectations of all Council members:

Continue to participate as an active member of the Board and at all times act in the best interests of the company and its stakeholders. This will include but will not necessarily be limited to:

- Attending board meetings fully prepared: including clarifying with the President or CEO basic queries related to the briefing material they may have – generally around 2 hours preparation would be required prior to each meeting
- Be clear on what the Council has to achieve, both in the long and short term
- Ensuring that the company is compliant in relation to all relevant legislation and accounting standards
- Complying with the legal and fiduciary responsibilities of a Councillor
- Support setting the strategic direction of the company
- Promoting the organisation within the community
- Introducing potential customers, members and partners to the Association
- Participating in at Board Committees and special reference groups
- Attending at least one day of Councillor education each year
- Being an informed and active contributor at Board meetings
- Representing the Association by attending events supported by the Association
- Attendance at the Annual General Meeting
- Responding to communications in a timely manner enabling works to proceed
- Become familiar with the Memorandum and Articles of Association, with the regular reports, policies and operations of the Association and with the environment in which the Association operates and the laws applicable to the Association
- Draw to the attention of the Council matters of concern in relation to the Association of which they become aware.

Be activity involved in the workings of the Association through a selection of the following:

- Join special reference groups throughout the year as required (For example, strategic Plan development, Discussion paper development, or other working groups)
- Volunteer for special projects as required

## 6.3 Requirements of Council Office Bearers and other positions:

### 6.3.1 President:

- Chair of Council meetings
- Chair of Executive committee
- The principal role of the President of the Council is to manage and to provide leadership to the Council of the Association
- The President is accountable to the Council and acts as a direct liaison between the Council and the management of the Association, through the Chief Executive Officer.

In addition to the duties and responsibilities of Councillors, there are two main aspects to the President's role.

### ***Inside the Boardroom:***

- Establish the agenda for Council meetings in consultation with the CEO and Company Secretary
  - Chair Council meetings. If the Chair is absent from the meeting the Deputy Chair will chair the meeting.
  - Provide guidance to other Council members about what is expected of them.
  - Ensure that board meetings are effective in that:
    - the right matters are considered during the meeting (for example, strategic and important issues);
    - matters are considered carefully and thoroughly;
    - all Councillors are given the opportunity to effectively contribute; and
    - the Council comes to clear decisions and resolutions are noted.
  - Brief all Councillors in relation to issues arising at Council meetings.
  - Ensure that the decisions of the Council are implemented properly.
  - Ensure that the Council behaves in accordance with the Code of Conduct.
  - Commence the annual process of Council and Councillor evaluation.
- 
- ***Outside the Boardroom:***
    - In conjunction with the CEO, undertake appropriate public relations activities.
    - Be the spokesperson for the company at the AGM and in the reporting of performance and profit figures with the treasurer
    - Be the major point of contact between the Council and CEO.
    - Be kept fully informed of current events by the CEO on all matters that may be of interest to Councillors
    - Regularly review with the CEO, and other staff as the CEO recommends, progress on important initiatives and significant issues facing the company
    - Provide mentoring to the CEO and initiate and oversee the annual CEO evaluation process.

### **6.3.2 Immediate Past President**

- Member of the Executive Committee

### **6.3.3 Vice President 1:**

- Member of the Executive Committee
- Chair one Portfolio Committee of Council
- Together with the other VP, undertake a 6 monthly review of the strategic plan implementation once implemented, and reporting this back to Council

### **6.3.4 Vice President 2:**

- Member of the Executive Committee



## MAV Council Charter

- Chair one Portfolio Committee of Council
- In close collaboration with President, take a lead on development of the strategic plan; organising those who volunteered to meet, taking minutes and leading the process of the development of the plan to ensure it happens.
- Together with the other VP and CEO, undertake a 6 monthly review of the strategic plan implementation once implemented, and reporting this back to Council

### 6.3.5 Secretary:

- Member of the Executive Committee
- Taking responsibility for managing the risk register on behalf of the Executive Committee
- Collating, reviewing or creating Council policies

### 6.3.6 Treasurer:

- The Treasurer has a watchdog role over all aspects of financial management, working closely with other members of the Council and the CEO to safeguard the Association's finances
- Member of the Executive Committee
- Chair of the Finance Committee
- Advise the board on financial and investment strategy

### 6.3.7 Council member:

Be actively involved in the workings of the Association through a selection of the following:

- Join the Finance Committee
- Chair a Portfolio Committee
- Be a member of a Portfolio Committee

## 6.4 CEO

The CEO's responsibilities include:

- Being a primary source of advice to the Council on matters affecting the Association;
- Implementing and being accountable for the strategic plan implementation;
- Managing and administering the day-to-day operations of the association;
- Supervising staff and representing them to the Council;
- Informing the Council of any matters of which the Council should be made aware; and
- Exercising such specific and express powers as are delegated to the CEO by the Council from time to time.
- Acting as the Company Secretary.

## 6.5 Company Secretary

The Company Secretary supports the effectiveness of the Council and as an officer under the Corporations Act has a role as chief governance officer to:

- Monitor Council actions to ensure that policy and procedures are followed and to draw the attention of the President for failures to follow requirements; and

- Monitor legal obligations and to draw the attention of the Chair when legal responsibilities of the Association are at risk of not being met.

The Company Secretary has specific obligations in accordance with s188 (1) of the Corporations Act regarding regulatory obligations.

All Councillors have direct and confidential access to the Company Secretary for advice or assistance on governance matters.

## 7 Committees

Articles 13(G) and 13(H) of the Memorandum and Articles of Association deals with Committees of the Council.

Subject to the Memorandum and Articles of Association, the Council may from time to time establish committees to assist the Council to consider particular matters in detail.

Subject to the Memorandum and Articles of Association all Committees operate under Terms of Reference that detail their purpose, composition, meeting and reporting requirements, review date and whether or not they have delegated decision making power, and if so any limitations.

The terms of reference and continuation of each committee should be reviewed as required or at least every two years.

Current committees and their purpose are:

Committee	Purpose
Executive Committee	Provide leadership on behalf of Council to progress the Council's activities and ability to make decisions effectively. Support strong overall governance, risk, strategy and policy for the association.
Finance Committee	Maintain strong overall financial management. Review and advise the Council on the financial management and financial sustainability.
Membership, Marketing and Communications Committee	Advise MAV with the membership, marketing and communications program. The Committee will work closely with MAV staff in this regard to ensure that membership, marketing and communications strategies and initiatives align to the mission, vision and strategic plan.
Publications Committee	Advise MAV on the Publication services.
Annual Conference Committee	Assist and provide advice on the construction of the Annual Conference program, the development of the Conference Proceedings and volunteering to assist with duties that may arise during the conference.
Student Activities Committee	Advise on the various activities that are available for student participation.

Professional Learning Committee	Advise on the Professional Learning program and events.
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## 8 Council processes

### 8.1 Council induction

All new Councillors appointed to the Council must be provided with information that covers Councillors' roles and responsibilities, Council operations and overview of the association. The type of material that new Councillors would be provided with would be:

- A letter or written confirmation of appointment
- Memorandum and Articles of Association, by-laws and governance charter
- Last annual report and the last 2 years audited statements
- List of Council members, their contact details and bios
- The current year schedule of Council and committee meetings, including new Councillor induction
- List of committees with names of members
- How the Council operates including this Council Charter, confidentiality and code of conduct
- Minutes of most recent AGM and Council meeting
- Organisational chart with staff names and titles and position description of CEO
- Strategic and business plan/budget
- Material on legal responsibilities under the governing act, fiduciary, conflict of interest etc
- Relevant policies and procedures
- Delegations, as included in this Council Charter
- Schedule of briefings by key staff members if required.

The Council with the CEO conducts an annual review of the Council induction process to ensure that it is relevant and effective.

### 8.2 Ongoing training

The Association will provide ongoing training for Councillors:

- A session for new Councillors to be held once per year after the AGM
- A session for all Councillors once per year to advance their knowledge in specific areas of Councillorship.

Where appropriate, Council meetings will include a component where management or external experts will present or workshop material for Councillors that will likely impact on the Association.

Councillors are expected to maintain and develop the skills required to discharge their obligations to the Association. For this purpose Councillors are encouraged to attend relevant technical or professional development courses or networking opportunities to assist them to develop their skills.

## 8.3 Council records

Councillors have rights of access to books and records of the Association to allow them to fulfil their statutory obligations as Councillors. Councillors, as a right, do not have access *carte blanche* to all records of the Association.

Privacy, conflict of interest, commercial-in-confidence, contractual and service obligation issues all impinge on the rights of a Councillor to access to the books and records of the Association.

Councillors do have some statutory rights under the Corporations Act. Section 198F gives a Councillor access to books other than financial records for the purposes of legal proceedings against them while they are a Councillor and for 7 years after they cease to be a Councillor. Section 290 gives a Councillor a right of access to the financial records at all reasonable times.

1 copy of Council papers and minutes are kept securely by the Company.

## 8.4 Access to association employees

Except in unusual circumstances Councillors do not manage the day-to-day affairs of the Association so it is vital that in any communications with staff a Councillor is not seen to be 'issuing instructions'. That is the role of the CEO. When dealing with staff:

- Access must always be through the CEO or with the CEO's agreement;
- Must always respect the CEO's role and not bypass or undermine the CEO in any way;

## 9 Councillor Code of Conduct

To effectively perform their role, Councillors are expected to:

### 9.1 Understand a Councillor's role and duties by:

- Gaining a clear understanding of the role or purpose of the Council as well as the statutory and regulatory requirements of a Councillor carrying out their duties.
- Developing an understanding of the environment in which the Council operates.
- Staying informed about all relevant activities affecting the Council.
- Complying with legal obligations and implement the decisions taken by the Council.
- Acting in good faith.
- Acting in the best interests of the Association as a whole.
- Acting with care and diligence.
- Acting for a proper purpose as determined by the Objects in the Memorandum and Articles of Association.
- Maintaining confidentiality of Council decisions, materials and discussion
- Publicly acting in solidarity with decisions made by the Council
- Acting in accordance with statutory and common law duties
- Being independent in judgement and action
- Disclosing and appropriately managing conflicts of interest as set out in the Conflicts of Interest Policy
- Respecting accountability and commit to delivering results and meeting deadlines

- Be willing to undertake Company Councillor training
- Identifying and appropriately managing related party transactions
- Providing support to staff in areas of expertise as requested and where available
- Promoting the Association, its services and membership through community networking etc.
- Disclosing any matters that may impact on insurance policies or other undertakings of the Association in relation to Councillors, including change of personal details.

## 9.2 At all times not:

- Make improper use of information acquired as a Councillor
- Engage in conduct likely to bring discredit upon the Association
- Personally benefit at the expense of the Association or give the appearance of doing so
- Take inappropriate advantage of their fiduciary positions
- Make improper use of information acquired in their role
- Exercise powers of the Council individually without the approval of (delegation by) the Council.

## 9.3 Be active by:

- Attending all Council meetings. Where attendance is not possible, the Councillor must submit an apology (See section 9.4)
- Making available adequate time to fulfil their duties
- Preparing and participating in the discussion and the deliberations of the Council
- Bringing to the Council table, and share with the group, their individual skills, experience, competencies and knowledge
- Making a time commitment which includes attending Council meetings plus additional days per month as required for other association activities
- Attending the Annual General Meeting and any Special General Meetings.

## 9.4 Participate in Council process and meetings

### 9.4.1 Attendance at meetings, handling of 'apologies' and 'participation'.

In relation to a council member's 'participation', it is a requirement for a Director to be fully engaged in the council process and other related responsibilities of being a Director.

The duty of care: to 'act as an ordinary, prudent person would in like circumstances. This requires diligent, attentive and informed participation'.

Any council member who does not comply with this Duty of Care, the Duty of Loyalty and/or the Duty of Obedience can find themselves having criminal actions taken against them as an individual or a board.

In relation to this, a process is required to ensure 'participation' and to therefore protect all council members:

1. Firstly, it is noted that council members will do their utmost to attend all council events, and only be absent in extenuating circumstances.

2. Even holidays do not remove a Director from having to fulfill their responsibilities; if for example they are away they are still required to read the papers and respond to any queries in a timely manner.
3. If a council member cannot undertake to attend a meeting, they will give the President notice. This is not taken as an apology.
4. The President shall respond by asking that the Director read the council papers. The Director must send a note stating that they have done so, and include any questions or comments that the President can take to the meeting.
5. If this is completed the Director will be recorded as an accepted apology.
6. If this is not completed the Director will be recorded as absent, as they have not fully participated according to their responsibilities.
7. If a Director has had three absences during a term on Council they can be removed for not 'participating'. This falls under the Memorandum and Articles of Association which states under "11(E) *The office of a Council Member shall be vacated: (iii) if he/she absents himself/herself from the meetings of the Council for a continuous period of six months without special leave of absence from the Council and the Council resolves that his/her office be vacated,*"
  - Normally three absences would equate to 6 months, although each case must be assessed.
  - The following process should be undertaken and considered in each case:
    - a. After any and each absence the President should contact the absent Director to ascertain if reasons for non-participation. The Director should be reminded of their responsibilities, and asked if they require any support or assistance in meeting their responsibilities.
    - b. Circumstances of the absence should be understood and considered prior to recording the absence in the final approved Minutes and Council records. The President should consult with Council if required, but has the discretion to not list the Director as absent in extenuating circumstances.
    - c. Removal of a Director requires a majority vote from Council in order to action the removal. It should be noted that retaining a Director on the Council who is not participating creates risk for all Directors.
8. Any Director that does not think they can meet the commitments of being a Director should disclose this to the Council. It is acknowledged that circumstances change and Directors sometimes must resign prior to end of a term. This is more desirable as an outcome than non-participation.

## 9.5 Respect each other by:

- Treating each other with respect, courtesy and professionalism
- Listening to all Councillors
- Fostering a positive working relationship with other Council members and staff
- Not improperly influencing other Council members, including not caucusing
- Acting loyally and in good faith.

## 9.6 Consult

- Consult with stakeholders and associated parties with issues under consideration but in consultation with the Council.

## 9.7 Raise concerns by:

- Expressing concerns to the President prior to meetings about issues or decisions that run contrary to the Council's duty
- Expressing concerns during the meeting about issues or decisions that run contrary to the Council's or the Councillors' duties
- Being prepared to resign if you feel the Council is refusing to deal with an important matter in an appropriate way.

## 10 Association obligation to Councillors

### 10.1 General commitments

In support of their role as Councillors the Association will support Councillors to fulfil their duties, and ensure that Councillors are supplied with all necessary information to do so.

### 10.2 Protections

Apart from as indicated elsewhere, in support of their role as Councillors the Association will:

- Indemnify Councillors to the full extent permitted by law. The Association cannot provide indemnity for a:
  - liability owed to the Association;
  - liability for a pecuniary penalty order;
  - liability arising out of conduct that is not in good faith
  - legal costs in defending criminal proceedings or actions if liability is established.
- Provide Councillors' and Officers' Liability Insurance.
- Offer induction and exit interviews if requested.
- In accordance with the law and Memorandum and Articles of Association, provide a right of access to Council documents after they leave the Council.

### 10.3 Reimbursement and remuneration

- In accordance with Article 11(C) of the Memorandum and Articles of Association in support of their role as Councillors the Association will pay all reasonable out of pocket expenses related to their duties.

## 11 Council meetings

### 11.1 Overview

Council will meet approximately every two months, or 6 times per year.

The CEO attend Council meetings by standing invitation to be of assistance and the principal adviser in the consideration of items of business before the Council. Councils may need to require the CEO to leave for some items (usually in relation to the CEO's evaluation and remuneration). Councils should minimise such occasions as they deprive themselves of their

primary source of advice. The Council may invite other persons to its meetings at it deems necessary or appropriate.

The Company Secretary has governance duties to ensure the Councillors are proceeding in accordance with requirements, and should therefore be present at all times possible.

Regular attendees at Council meetings, as officers, as defined by s 9 of the Corporations Act, and/or fiduciaries, have a duty to keep all information presented to (whether written or oral) or discussed at Council meetings confidential, or as otherwise agreed by the Council.

As per the memorandum of Articles of Association the following processes apply to meetings:

- Fifty percent of Council Members plus one will constitute a quorum. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities powers or discretions vested in or exercisable by the Council generally.
- The President shall be entitled to take the chair at every meeting of the Council but if there is no President or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting the Council Members present shall choose one of their number to be the chairperson of such meeting.
- Questions arising at any meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to his/her primary vote.

## 11.2 Agenda and Council Papers

### 11.2.1 Written reports for noting, vs items for discussion. Written reports from subcommittees.

The agenda format has items for noting (which are starred). A \* next to an item means it is for noting only, as a 'Non-discussion' agenda item. If a Council member wants a starred item discussed they must indicate this prior to the meeting while the draft Agenda is being confirmed in order for it to become part of the agenda.

Noted items will include committee reports, unless these reports require a decision to be ratified.

### 11.2.2 Distribution and reading of Council Papers prior to meeting.

It is agreed that to allow Council members time to read the papers prior to a meeting they will be distributed seven days prior, allowing time for reading to be done prior to the meeting. These will be distributed electronically.

It was agreed that the 30 minute reading time prior to the actual meeting is not an appropriate time to read and fully consider all the information required to be reviewed. Nor does this timeline allow for Councillors to ask questions or raise items to be added to the agenda based on these papers and issues that arise. Participation requires thorough reading and consideration of the council papers.

### 11.2.3 Call for agenda items, and focus on inclusion of items of strategic importance.

1. The Company Secretary will draft the agenda and circulate it, based on the President's list of items to be included.

2. If a Councillor wants to include an agenda item they request this through the President. The President controls the agenda, and will ensure that items included are of strategic importance to the Council so as not to waste meeting time.
3. Items for the agenda should be accompanied where possible by a short paper or description that allows Councillors to become familiar with the issue while reading the papers. All papers for inclusion must be supplied to the Company Secretary in time for inclusion in the papers to be sent out. Late items will be struck from the agenda if they are not ready for inclusion in the papers when finalised and sent for reading.
4. Papers should be of three types;
  - a. For noting (see above)
  - b. For discussion
  - c. For decision; outlining options and recommendations to be agreed.

## 11.3 Minutes

Section 251A of the Corporations Act requires minutes of Council meetings and Council committee meetings. It requires the minutes cover proceedings and resolutions. It requires resolutions passed without a meeting be minuted. It requires the minutes be in the minute book within 1 month and be signed by the Chair or chair of the following meeting within a reasonable time.

The minutes need to be kept securely at the principal place of business of the Association (or the registered office).

Minutes shall be taken by the company secretary who will provide a draft to the President within 48 hours and President endorsed minutes will be forwarded to Councillors for comment within 7 days after the meeting. Councillors are expected to provide feedback to the Company Secretary within 1 week.

As the Council is responsible for the minutes and may need to rely upon the minutes the Council should agree the form in which the minutes are kept taking into account the obligations in Part 9.3 of the Corporations Act.

## 12 Review of Council performance

Councils that review their performance perform better. There are various ways to review performance – jointly/individually, every meeting/periodically, internally/externally.

The Council is to undertake a formal review of its performance, policies and practices at least every two year period. The Council's performance is based on agreed performance criteria including how it performs against this charter. The review includes:

- Assessment of the performance of the Council against the requirements of this Charter;
- Assessment of the performance of the Council Committees against the requirements of their respective Terms of Reference;
- Examination of the effectiveness and composition of the Council, including the required mix of skills, experience and other qualities which the Councillors should bring to the Council for it to function competently and efficiently;

- Assessment of outcomes in relation to the association’s strategic direction and objectives have been met;
- Assessment of the appropriateness of corporate governance practices within the association; and
- Assessment of whether the expectations of varying stakeholders have been met.

## 13 Delegations

The Council delegates management of the association to the CEO.

Subject	Instruction	Officer	Comment
Appointment and retention of staff	Creation of a new permanent position.	Council	Within the context of the strategic plan and the budget
	With respect to an approved permanent position, approve the appointment terms and conditions of employment, discharge and remuneration of staff.	CEO	Negotiation of salary for new appointments, resulting from performance reviews and for actions positions must be in accordance with relevant Council policies. Council to be advised.
	Approval of temporary employment.	CEO	Provided expenditure is contained with salary estimates. Council to be advised.
Leave approval	Approve leave of absence of the CEO.	Chair of Council	
	Approve leave of absence of staff.	CEO	
Operational policy approval	Approve policies and administrative orders that effect the overall management of the association.	CEO	Policies must be consistent with Council Policies, decisions and relevant statutes.
Public Relations	Authorise routine public / media statements on behalf of the association.	CEO	

Subject	Instruction	Officer	Comment
	Respond publicly to significant issues on behalf of the association.	CEO in consultation with Chair of Council	

## 14 Financial delegations

### 14.1 Purpose of Delegations of Authority

Delegations of Authority are a mechanism by which MAV:

- (a) enables officers of MAV to act on behalf of MAV by providing the formal authority to commit The MAV and to incur liabilities for MAV; and
- (b) defines limits and establishes accountability of officers of MAV.

### 14.2 Procedural Constraints

The delegation can only be exercised within the financial limits set by the budget and subject to the availability of funds.

Credit card limits are not in themselves authorisations to expend or approve budget allocations or submit purchase orders up to the limits specified. All expenditures by these methods must be within budget limits, subject to all procedures relating to the authorisation of purchase orders for goods and services.

It is expected that when large or new expenditure is required that multiple quotes or comparisons are made.

### 14.3 Operation

The Financial Delegations shall be reviewed every year by the Finance Committee. Any changes to the positions and limits in the Financial Delegation list must be endorsed by the Council.

### 14.4 Authorisation Levels

All values quoted are GST inclusive.

#### 14.4.1 Capital

Authority to purchase office furniture and equipment within budget

Position	Limit	Comments
CEO	\$5,000	Finance Committee informed of purchase at next meeting
Council	Over \$5,000	Decision based on recommendation from the Treasurer after Finance Committee consideration

## 14.4.2 Goods and Services

Authority to commit funds, including by credit card, or approve payment for purchases, including signing of requisitions and invoices, and certifying credit card acquittals

Position	Limit	Comments
CEO	\$25,000	Provided all expenditure is of a normal business nature and within budget
Council	Over \$25,000 or out of budget	Decision based on recommendation from the Treasurer after Finance Committee consideration

## 14.4.3 Travel

Authority to commit funds, including by credit card, or approve payment for purchases of travel services and certifying credit card acquittals

Position	Limit	Comments
Education Consultants	\$2,000 per event/trip/person	Provided expenditure is consistent with project budgets and the CEO is informed of travel purchase prior to purchase
CEO	\$5,000 per event	Provided all expenditure is consistent with budgets Finance Committee informed of travel purchase at next meeting
Council	Over \$5,000	Decision based on recommendation from the Treasurer after Finance Committee consideration

## 14.4.4 Write-offs / debt recovery / disposal of property

Position	Limit	Comments
CEO	Write-offs up to \$5,000	Finance Committee and Council to be advised of amounts and reasons of write-offs
CEO in consultation with Finance, Audit and Risk Committee	Write-offs up to \$5,001 and \$10,000	Council to be advised of amounts and reasons of write-offs
Finance, Audit and Risk Committee and Council	Write-offs over \$10,000	
CEO	Approve the recovery of debts by instalment	
CEO	Authorise the recovery of debts by court action	

# MAV Council Charter



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CEO	Make declaration of indebtedness of behalf of the association in cases of insolvency of a debtor	
CEO	Disposal of property	