



AUSTRALIAN ASSOCIATION OF SOCIAL WORKERS LIMITED

ACN 008 576 010

GOVERNANCE CHARTER

A Public Company Limited by Guarantee

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1. The AASW

1.1. *Introduction*

The Australian Association of Social Workers (AASW Ltd) is a Public Company Limited by Guarantee being incorporated under the Corporations Act 2001. It needs to comply with the Corporations Act 2001 as well as all other applicable laws and statutes. Clause A.3 of the Constitution sets out the Objectives of the Company.

The Constitution is the key governance document for the association.

The AASW is the national professional and representative body for social workers in Australia. It was established in 1946 at a national level. The Association in its current form was incorporated in 1989 with the various state associations that had formed prior to this, being replaced by state and territory level branches.

Many members make volunteer contributions to the Association, its branch and committee structures, that are critical to achieving the Association's objectives stated in the Constitution.

Branches play a pivotal role in ensuring effective relations between the board, members, staff, the profession at large, and its stakeholders.

1.2. *The Social Work Profession*

The social work profession is committed to maximising the wellbeing of individuals and society. Social workers consider that individual and societal wellbeing is underpinned by socially inclusive communities that emphasise principles of social justice and respect for human dignity and human rights, including the right to freedom from intimidation and exclusion.

Drawing on theories of social work, social sciences, humanities and Indigenous knowledge, social workers focus on the interface between the individual and the environment and recognise the impact of social, economic and cultural factors on the health and wellbeing of individuals and communities. Accordingly, social workers maintain a dual focus in both assisting with and improving human wellbeing; and addressing any external issues (known as systemic or structural issues) that may impact on wellbeing, such as inequality, injustice and discrimination.

Social work is a tertiary-qualified profession recognised nationally and internationally. The academic qualifications that are accredited by the AASW include: a Bachelor of Social Work, Bachelor of Social Work with Honours, or a Social Work Qualifying Master's degree. The curriculum provides entry-level professional social work education addressing knowledge, skills and values that can be applied across the diverse range of practice settings, fields of practice and methods of social work practice, and includes an extensive period of field education.

1.3. *Mission, Pillars and Plan of the Association*

The Mission, Pillars and Plan of AASW are set out in other specific documents.

1.4. *Values and Principles of the Association*

The democratic values and principles embraced by the Company and its members include:

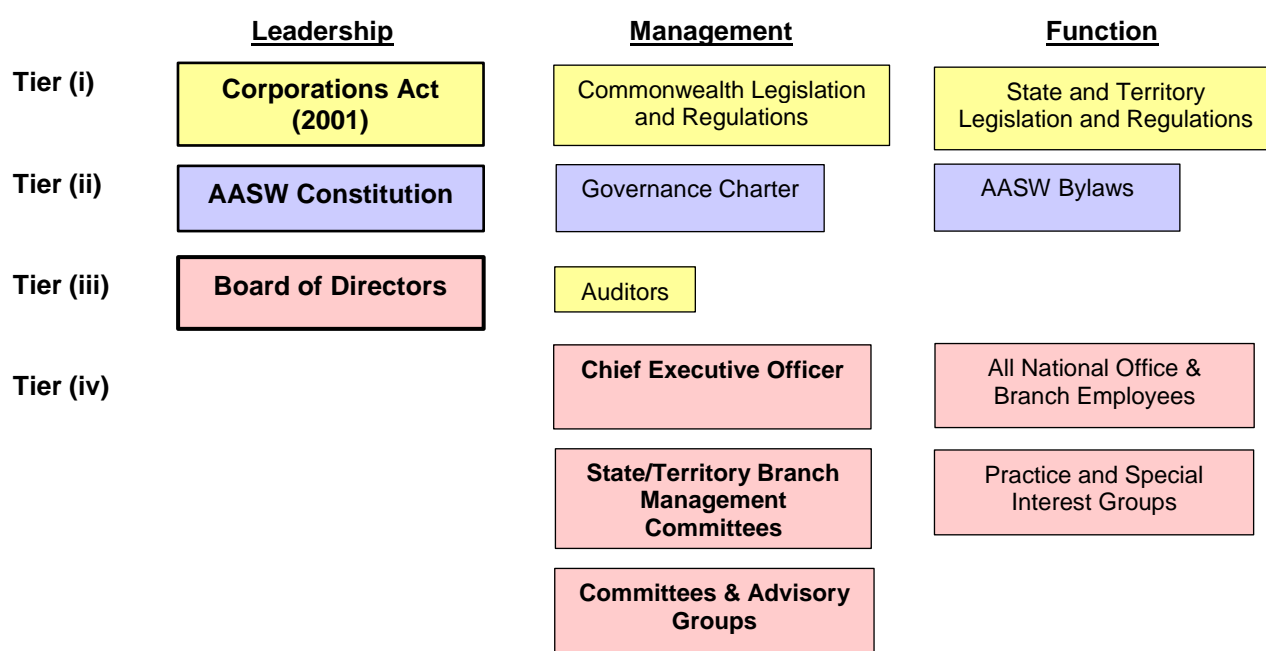
- a) compliance with the code of ethics;
- b) belief in the equal worth of all human beings;
- c) commitment to Australian plural democratic society with equality under law and equal opportunity;
- d) respect for others, including compassion, fairness, equity and justice;
- e) acceptance of the uniqueness of each individual;
- f) belief in collaboration as the cornerstone of effective practice;
- g) valuing families and communities as social structures fundamental to the functioning and wellbeing of individuals and society;

- h) positive change that brings about growth and development for human beings;
- i) individual choice and both personal and collective responsibility;
- j) high quality social work service provision;
- k) the right of individuals to have their privacy respected;
- l) valuing diversity and difference; and
- m) promoting human rights.

1.5. Governance Model

The AASW is governed by a single Board of Directors who delegate many of their authorities to the CEO, the Branch presidents and committee members of branches, committees, advisory groups and practice groups, all of whom are supported by offices and staff across Australia.

The generalised Governance model for the Association comprises four tiers, (i) the external legislative environment, (ii) the Governance Portfolio, (iii) the Board of Directors and (iv) three organisational groups:



The Board of Directors is obligated to ensure the Association complies with Commonwealth, State and Territory legislation and regulations. These include for example, but are not limited to:

- a) The Corporations Act (2001) (Cth);
- b) Competition and Consumer Act (2010) (Cth) (formerly Trade Practices Act 1974);
- c) A New Tax System (Goods and Services Tax) Act (1999) (Cth);
- d) Payroll Tax Act (1971) (All States and Territories);
- e) Fair Work Act (2009) (Cth);
- f) Occupational Health and Safety Acts (2004) (all States and Territories);
- g) Work Health and Safety Act (2011) (Cth);
- h) Higher Education Support Act 2003 – HECS (Cth);
- i) Paid Parental Leave Act (2010) (Cth);
- j) Migration Act (1958) (Cth); and
- k) Privacy Act (1988) (Cth) and all subsidiary State and Territory Acts.

This wide range of Commonwealth, State and Territory legislation is always the primary responsibility of the Board. The Board delegates many compliance activities to the CEO but requires regular reporting of ongoing legislative compliance for members, employees, branches, the Association and stakeholders.

Under provisions of the Corporations Act 2001, the Board is the primary body that is legally responsible for the activities of the Association, and is the only group within the Association that can authorise certain actions described by Australian Commonwealth, State and Territory legislation.

The Board delegates to Branches responsibilities for member services such as continuing professional development activities and networking events. Branches also advise the Board on and engage in advocacy, as applicable, in relation to local social policy and stakeholder matters. The Board consults with Branches, led by Branch Presidents enabling contributions to the strategic and policy development of the Association.

The Board through its powers and accountabilities in the employment contract relationship delegates to the CEO management of National Office and all Branch and other employees. The Board delegates operational and compliance responsibilities to the CEO ensuring consistency of operation of the Constitution, Governance Charter and Bylaws across the Association, Branches and its many subsidiary groups.

1.6. Code of Ethics

The Association maintains and administers a formal code of ethics and related bylaws on ethics in the performance of the social work profession. This code is freely accessible to members and public stakeholders.

The bylaws on ethics set out:

- a) procedures for the promotion and maintenance of the principles in the code of ethics; and
- b) procedures for dealing with matters alleging serious breach of ethical and professional standards.

The Association reviews the code of ethics periodically according to the bylaws, with the review being presented to members at the general meeting following completion of the review.

1.7. Role of Member Participation in the Association

The AASW Ltd is an association of members where members actively and voluntarily participate in delegated activities primarily representing the development of the Association and the delivery of services to members and the profession at large.

The conduct of members in the performance of their roles and activities within the Association is determined by fundamental principles.

When applying for and accepting membership of the Association, members are required to commit to conduct themselves in a manner that upholds the integrity and reputation of the Association and is consistent with the statement of Conduct of Members of the AASW.

The democratic processes of the Association will see a natural progression of members coming into and retiring from positions of Association leadership. Transitions in leadership will be conducted with respect and active assistance for all members especially those entering or retiring from leadership roles.

During transitions in leadership roles, the generally accepted principles of the Caretaker Convention shall apply to Board actions and the use of resources for election or appointment processes.

1.8. Income of the Association

The income and property of the Association will be applied solely to further any of the objectives of the Association as set out in the Constitution. No income or property may be paid or transferred by way of dividend, bonus or otherwise to the members of the Association. It is permitted however to make payments in good faith, on arm's length commercial terms:

- a) as remuneration to any of the Association's employees or to any other person in return for any contracted services provided to the Association; or
- b) for goods and services supplied to the Association in the ordinary course of business;

or for the Association to:

- a) reimburse out-of-pocket and incidental expenses to any Director or member arising from duties in furthering the objectives of the Association; or

- b) paying reasonable and proper rent for premises and assets provided by any member; or
- c) paying reasonable remuneration for their ordinary services as Directors provided that the requirements of the Constitution are followed.

1.9. Relationship with the International Federation of Social Workers

As a member of the International Federation of Social Workers (IFSW), the AASW recognises that social workers in Australia are part of international community of like-minded and educated professionals dedicated to the development and success of the profession in meeting the needs of the communities in which they live and work.

As an IFSW member organisation, the AASW subscribes to the IFSW policies, statements and standards as they apply to Social work in Australia.

2. The Board

2.1. Board Composition and Terms

The Constitution of the AASW specifies that the association shall be governed by a Board of Directors.

Clauses D.6-11 of the Constitution sets out the terms of office of Directors. The Board is to be elected or appointed by and from the membership of the Association, within the provisions of the Constitution and the Act.

The Board must be comprised of not less than seven nor more than nine Directors, of whom one will be the National President and two will be National Vice President, and one position reserved for an Aboriginal and Torres Strait Islander Director.

All Directors are normally elected by the members for a period of up to three years, except for Director positions that are filled by special appointment, casual vacancy, or Alternate Director appointment as specified in the Constitution.

The Chief Executive Officer will not be a Board member but will normally attend Board meetings. Other staff will attend meetings by invitation.

2.2. Role of the Board

Per the Constitution, the Directors must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise. In particular, the Directors must:

- a) be proactive in pursuing the Company's objectives;
- b) ensure that the Company can pay its debts on time;
- c) ensure that the Company keeps proper financial records;
- d) act in the Company's best interests;
- e) use any information obtained through the position of Director properly and in the best interests of the Company;
- f) be fully up-to-date on what the Company is doing;
- g) take reasonable steps to assess how any proposed action will affect the Company's business performance;
- h) seek outside professional advice if necessary in order to make informed decisions.

2.3. Role of Board Committees

The Board may establish and disband Board Committees and/or Standing Committees to assist in the development and execution of key governance responsibilities, as determined by the Board.

In carrying out its responsibilities and functions, the Board may delegate any of its powers to a Board Committee. To assist in fulfilling its duties, the Board has established:

- Finance and Risk Committee
- Membership Committee
- National Ethics Panel
- Reconciliation Taskforce
- Education and Standards Committee.

The Board will establish such other committees as it considers necessary to oversee critical functions.

The Board will appoint the members of each committee, and the Chair of each committee. These appointments will be reviewed annually.

Each committee will have a clearly defined Terms of Reference setting out its structure, functions, duties and responsibilities, which will be reviewed annually.

With the exception of certain limited delegations contained in their Terms of Reference, recommendations of the committees are to be referred to the Board for approval.

Standing Committees:

- operate under Board approved Terms of Reference, established according to the bylaws;
- will regularly review their Terms of Reference with the Board as a whole;
- will be chaired by a Board member;
- will include the CEO and/or an appropriate Senior Manager as non-voting member(s);
- may have non-Director members with appropriate special skills; and
- will report their significant deliberations and decisions to the Board.

2.4. Board Relationship with Management

Management will supply the Board and Committees with information in a form, timeframe and quality that enables them to effectively discharge their duties.

The management function is conducted by or under the supervision of the CEO (and by other officers to whom a management function is properly delegated by the CEO).

The Board will provide regular feedback on performance compared to agreed objectives.

3. Positions in the Association

3.1. Directors

Directors duties are at times legally complex and onerous and all Directors are required to be familiar with the Association rules and requirements surrounding their position. They are to be especially competent in the application of the legislation and regulations that are enacted by Commonwealth, State and Territory Governments, and to seek professional advice when required to support the basis of any decision.

Directors will cast their votes on any decisions before them according to their own individual judgement; however they will act in support of any Board resolution once passed at a Board meeting.

Notwithstanding that Directors are individually responsible for their decisions under the Corporations Act, Directors will aspire to best practice governance practice working as a team, meeting regularly, making decisions in good faith, in furtherance of the Association's objectives.

Directors are expected to take personal responsibility for acquiring and keeping up to date their knowledge of best practice governance and the Act, as may be required to undertake their responsibilities as a Director. All Directors are required to participate in governance training as part of their induction. Directors are also expected to seek out other opportunities to further their knowledge and expertise in governance matters.

Directors have ultimate responsibility for the overall successful performance of the Company. Duties and responsibilities include:

- a. Preparing for, attending and participating at Board meetings and, where relevant, committee meetings.
- b. Performing with the expertise, competence and integrity required by the Board.
- c. Communicating openly within the Board and with management.
- d. Acquiring and developing general knowledge of the AASW, its purpose and the regulatory environment.
- e. Fulfilling their fiduciary duty to act in the best interests of the Company.
- f. Complying with their obligations under relevant law.
- g. Acting as ambassadors and developing or maintaining connections for the benefit of the AASW.
- h. Observe board solidarity re decisions reached and authority to act.
- i. Do not speak or write articles on the board's behalf unless they have been authorised by the board to do so.
- j. Directors must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise. In particular the Directors must individually:
 - k. Being proactive in pursuing the Association's objectives;
 - l. Ensuring that the Association can pay its debts in full as they fall due (Solvency Test);
 - m. Ensuring that the Association keeps proper financial records;
 - n. Acting in the Association's best interests at all times;
 - o. Using any information obtained as a Director in the best interests of the Association;
 - p. Being aware of the Association's operations;
 - q. Taking reasonable steps to assess how any proposed action will affect the Association's performance;
 - r. Identifying and acting when external professional advice is necessary to make informed decisions.

3.2. National President

Per clause E1 of the Constitution, the National President

- a) presides over meetings of the Board and general meetings of the Company;
- b) is available to consult with the CEO and delegated staff on Company matters between Board meetings;
- c) represents the Board and the Company between its meetings;
- d) reports all important interim actions to the Board;
- e) in consultation with the Board, nominates convenors of all national committees who are ratified by the Board;
- f) is an ex-officio member of all Company Boards, committees and other Company forums (excluding the ethics panel) but must not be appointed as a convenor of a national committee or a division of the Australian College of Social Work while holding the office of the National President;
- g) assumes portfolio responsibilities for national committees as outlined in the By Laws and determined by the Board;
- h) shall regularly communicate with members about the Company, its operations and issues affecting the profession;
- i) shall carry out any other duties as outlined by the By Laws; and
- j) must not hold any other office in the Company.

3.3. National Vice Presidents

Per clause E2 of the Constitution, the National Vice Presidents:

- a) will fulfil the duties of the National President if the National President is absent, disabled or deceased;
- b) must report all important interim actions to the Board;
- c) must not serve on a branch management committee;
- d) must not be a convenor of a national committee or a Division of the Australian College of Social Work; and
- e) shall carry out any other duties as outlined in the By Laws.

3.4. Company Secretary

The responsibilities of the Company Secretary are as per the requirements under the Corporations Act, including:

- a. Ensuring that all company secretarial requirements under the Act and the Constitution are met in a timely manner.
- b. Managing Board processes, providing secretarial and support services to the Board and its sub committees.
- c. Managing the preparation of the annual report.
- d. Ensuring the Company complies with its legal and statutory obligations, and that requirements of ASIC and other regulators are met.
- e. Organising the Annual General Meeting of the company.
- f. Developing, implementing, communicating and maintaining compliance policies, processes and procedures.

The Company Secretary reports to the National President and is accountable to the Board in relation to compliance with the Act and corporate governance matters.

3.5. Chief Executive Officer

Per clause E3 of the Constitution, The CEO is appointed by the Board and will:

- a) report to and keep the Board informed about all aspects of the Company and its operations;
- b) manage the staff and operations of the Company;
- c) undertake duties at the direction of the Board;
- d) consult with and advise the National President about those matters affecting the operations of the Company;
- e) may attend meetings of the Board but is not be entitled to vote; and
- f) receive such remuneration and other benefits as are agreed by the Board

4. Board Matters

4.1. Director Induction and Development

An induction program exists for new Directors. Directors are encouraged and supported to undertake the Company Directors course through the Australian Institute of Company Directors (AICD) or similar. AASW funds will be allocated for all Directors to receive the equivalent of one day AICD training at the rate of \$1100 per term of office, payable directly to the training provider.

4.2. Delegation of Authority

The Board may delegate its powers and authorities subject to the Constitution and the Act:

- a) Under a Power of Attorney;
- b) To a properly constituted and minuted committee of the Board;
- c) To a Branch Committee or special purpose committee of members; and

- d) To the Chief Executive Officer.

Further:

- a) The Board may delegate any of its powers and functions to a specific Director, Board Committee and to Management.
- b) The delegation may be set out in the Terms of Reference of Committees or the Contract of Employment of staff.
- c) In addition, the Board may also delegate specific powers for executing contracts and approving expenditure. Such powers will be specified in an instrument of delegation approved by the Board.
- d) Irrespective of any formally delegated responsibility, final authority and responsibility rests with the Board
- e) The CEO may recommend, for ratification by the Board, delegation levels for members of the senior management team and other staff, within his/her own delegation levels
- f) During periods of leave or business travel, the CEO may appoint an Acting CEO as approved by the Board. Delegations to the CEO may be exercised by an Acting CEO and similarly for other acting appointments.
- g) All delegations shall be recorded and regularly reviewed.

The Board cannot delegate its Governance responsibilities under the Act by this provision.

4.3. Board Meetings

The Board will meet as it sees fit and as stated by the Constitution. A Board meeting may be held by any technological means. A quorum consists of five Directors being present. The Company Secretary will attend Board meetings.

The National President, in conjunction with the CEO, will determine the agenda for Board meetings. The Company Secretary (or delegate) will:

- Arrange meetings;
- Distribute agendas and supporting papers to directors at least 7 days before the relevant meeting;
- Keep and distribute minutes of each meeting; and
- Ensure that minutes and reports are provided to the Board.

4.4. Conditions of appointment

The terms and conditions of the appointment of Directors are contained in a letter of appointment.

4.5. Confidentiality

Directors will keep confidential Board discussions and deliberations unless minuted in the Board minutes. Directors will keep confidential any materials received in the performance of their duties.

4.6. Director's Ethical Conduct

The AASW's Code of Conduct supports the ethical standards required of Directors.

4.7. Director protection mechanisms

As a matter of policy, the following measures of Board member protection apply for Directors of the AASW, as adopted by formal resolution of the Board:

- Directors' and Officers' Liability Insurance.

4.8. Conflicts of interest

Per clause 22 of the Constitution, a Director who has a material personal interest in a matter that is being considered at a Board meeting:

- a) must not vote on the matter;
- b) must not be present while the matter is being considered at the meeting; and

c) must not be counted in a quorum except in the circumstances set out in the Corporations Act.

Per clause 23. A Director must not be taken to be interested or to have been at any time interested in a contractor proposed contract merely because:

a) where the contract or proposed contract relates to a loan to the Company, the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or

b) where the contract or proposed contract has been or will be made with or for the benefit of, or on behalf of a body corporate that is related to the Company and the Director is a Director of that body corporate.

A Conflicts of Interest policy sets out the process for conflicts of interest for Board and Committee members. It is expected that Directors will act with the highest standards of integrity, care, skill and diligence in the interests of the AASW.

4.9. Matters raised by Members to Directors

Enquiries from members to Directors on matters to be put to the Board should be redirected to the AASW office in the first instance.

4.10. Board Access to Information

Management will supply the board and committees with information in a form, timeframe and quality that enables them to effectively discharge their duties.

The Board may request that management provide any information relevant to an issue before the Board, subject to such a request not breaching the privacy of any individual (AASW member or staff member).

Directors may take independent professional advice related to the discharge of their responsibilities as directors at the AASW's expense, subject to the prior approval of the National President.

4.11. Board Skills

All Directors shall bring specific skills and experience that add value to the Company. Directors are expected to have or acquire the relevant skills to perform their duties.

4.12. Board Performance Reviews

The Board will periodically monitor and evaluate its performance in order to determine the extent to which it is assisting the AASW achieve its purpose. This will involve evaluating Board meeting process, performance of the Board as a whole, the workload of the Board and the contribution of Directors of the Board. An independent annual Board review will be conducted.

4.13. Attendance and leave of absence

The AASW encourages a 'culture of attendance' across all levels of the Association, from Board Directors, Branch Management Committee members, committee members and staff.

The following guidelines apply to Directors, elected officeholders and other Board appointees of the Association.

Reasonable periods of absence from AASW officeholder positions may be requested and may be approved from time to time, as per the requirements set out in the AASW Constitution and Bylaws.

Generally a leave of absence will not be approved for a period of more than three months. This is to enable stability and continuity of work. In exceptional circumstances an officeholder may apply to the Board for a period of leave greater than three months. Such requests will be considered on a case-by-case basis.

4.14. Use of Social Media by Directors

Directors need to be familiar with the AASW Social Media Guidelines. Directors must adhere to the AASW Social Media Guidelines and must not publish any material that contradicts Board decisions.

As per the Governance Charter, Directors must observe Board Solidarity regarding decisions reached and authority to act.

Any officeholder, branch or staff member who want to place items on the AASW Social Media pages must submit the article to the Senior Manager Policy and Advocacy to be evaluated for suitability and sustainability.

4.15. *Student Members*

Student members are not eligible to be elected or appointed to Board of the Association.

Student members are eligible to participate in elections of Directors, office holders and office bearers and may vote as a full member of any committee, group, or forum of the Association to which they are elected or appointed.

Student members may be elected or appointed to Branch Management Committees, national committees and other groups and forums within the Association but are not eligible to be elected or appointed as Chair or Deputy Chair, or Branch President or Branch Vice-President of those groups, except upon the establishment for special purposes by the Board of any ad hoc committee composed of only student members.

Approved by the Board: (20 June 2017)