



# Governance Charter

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## Context

The South Australian Canine Association Inc (t/a Dogs SA) was established in 1952 and is incorporated as a prescribed association under the South Australian Associations Incorporation Act 1985 (the Act).

The objects, powers and governance structure of Dogs SA is determined by its Constitution.

This Governance Charter summarises Dogs SA's governance roles, Council functions and processes and factors in determining the effectiveness of the Council. If there is a discrepancy between this Charter and the Constitution, the Constitution is the primary document.

Nothing in this Charter may be read as in any way varying or diminishing the responsibilities of the President, Councillors or officers of Dogs SA under any legislation or under Dogs SA's rules and policies.

The term "Councillor" in all Dogs SA documents, policies and procedures refers specifically to individuals elected by Members to form the Dogs SA Council.

## Membership

The Members of Dogs SA are:

Voting Members - are primarily concerned with the breeding, caring, upbringing, training and exhibition of dogs.

Non-Voting Members - support the Dogs SA's Objects but are not eligible to be Voting Members

The Executive Officer maintains a Members Register detailing Members' names and contact details.

## Council composition

As per the Constitution, the Council consists of up to 11 Councillors and no less than 7 Councillors, all of whom are Voting Members.

The Council includes a President, a Vice-President and up to 9 Councillors. Councillors are elected by voting members for a three-year term.



## The Council's role

### Strategy

Council is responsible for ensuring that strategies and business plans are developed and implemented and that performance against those plans is monitored. This is achieved through:

- Strategic plans developed on a three-year basis taking into account the risks and financial position of the organisation and reviewed at least annually
- Business plans are developed and implemented annually reflecting the Strategic Plan
- Annual budgets and budget revisions are developed in the context of strategic, business and operational plans.

### Financial oversight

Council is responsible for approving the capital and operating budgets and monitoring the financial and operational performance. Councillors have a clear legal responsibility to maintain Dogs SA as a solvent organisation. The Council delegates some authority to the EO as detailed in the Delegations Authority Policy (See Appendix A).

### Executive Officer management

Council is responsible for appointing, advising, supporting and evaluating the Executive Officer (EO) and ensuring they deliver on Dogs SA's plans.

### Values

Council must exemplify the tone, ethics and behaviours required of Dogs SA in line with the agreed values and be ambassadors for the activities of Dogs SA to further its vision and purpose.

### Compliance

Council and the Public Officer must ensure compliance with all legislation, regulations, common law, equitable obligations imposed by the general law and all laws which are generally applicable to incorporated associations and charities in Australia. These include:

- The South Australian Associations Incorporation Act 1985, including the need to appoint a Public Officer
- The Australian Charities and Not-for-Profit Commission Act 2012 and the regulatory authority of the Australian Charities and Not-for-Profits Commission (ACNC)
- Taxation legislation and the regulatory and administrative authority of the Australian Taxation Office (ATO) and Revenue SA
- The Fair Work Act 2009
- The Work Health and Safety Act 2011 and the workplace health and safety legislation and regulations applying in each jurisdiction
- The Privacy Act 1988
- The Superannuation Guarantee (Administration) Act 1992.



Council must develop its own policies to ensure best practice management occurs in line with its legal obligations as well as ensuring it acts in compliance with its own Constitution.

Council must also comply with its obligations under contracts for funding and in-kind assistance and all contracts for the supply and acquisition of goods and services.

### Risk Management

The Council is responsible for ensuring Dogs SA's key risks are set out in its strategic plan and risks are recorded on a risk register which is reviewed by Council at least bi-annually.

### Stakeholder Communication

The Council is responsible for overseeing Dogs SA's communication with its key external stakeholders so they are informed of its strategic direction, plans and performance.

Communications with Dogs SA members are the shared responsibility of the President and the EO.

Councillors should ensure that any communication entered into by individual Councillors must only be about approved matters and not personal opinion or conjecture. If in any doubt Councillors should check with the President or EO to ensure they always act in the interests of Dogs SA and are not in danger of breaching the Code or Rules.

Communications with the media on matters associated with Dogs SA should only be through the President or EO (unless specific permission is given for this to be delegated).

If a Council member or employee is approached by the media for public comment, they must:

- Refer the person seeking comment to the President or the EO
- Not disclose any information, documents, or other forms of data to the person seeking comment without the prior approval of the President and EO.
- Inform the EO or President of the name of the person seeking comment, the reason for contact as well as a summary of any other relevant information as soon as possible.

Dogs SA official letterhead or branding should only be used for Dogs SA business matters.

Matters discussed at meetings of the Council and its appointed Committees considered by the Council as confidential may not be communicated to any person, organisation or media outlet.

### Monitoring

The Council should monitor the financial, operational and administrative performance at each scheduled meeting or at least quarterly.



## Code of conduct

### Councillor's duties:

- To act honestly and in good faith, including avoiding conflicts of interest
- To behave with integrity, treating everyone with respect and courtesy
- To act with care and diligence in the performance of their duties
- To exercise independent judgement and act in the best interests of the organisation
- Not to gain advantage by improper use of their position
- Not to misuse information
- To ensure compliance in the keeping of financial records, financial reporting and requirements that information be lodged with ASIC
- To prevent insolvent trading
- To act in accordance with the Dogs SA Code of Conduct for Members

At a minimum the [Act](#) requires Councillors:

- not to have been convicted of certain offences, such as serious offences, dishonesty offences or other offences that can affect a corporation,
- not to be an undischarged bankrupt or subject to a 'personal insolvency agreement' they have not followed
- not to be disqualified by the Australian Securities and Investments Commission (ASIC), the Office of the Registrar of Aboriginal and Torres Strait Islander Corporations (ORIC), or an Australian or New Zealand court.

In addition, it is important that Dogs SA members and the public have confidence in the suitability of the Council and as such asks Councillors to sign the Declaration for Responsible and Fit and Proper Person (see Appendix B).

### Conflicts of Interest

Conflicts of interest are not harmful in themselves providing Councillors declare such conflicts to the Council. Councillors must disclose to the Council any perceived, potential, or real conflicts that may or might reasonably be thought to exist between the interests of the Councillor and the interests of Dogs SA. On election, Councillors will have an opportunity to declare any such interests and they will be entered into Dogs SA's Register of Ongoing Conflicts of Interest. Councillors should update this disclosure by notifying the EO at the commencement of every meeting or in writing in between meetings if there are changes to be made.

Councillors are also expected to indicate to the President any potential, perceived or real conflict of interest situation as soon as it arises. To ensure that Councillors have an opportunity to disclose new conflicts of interests, one of the first agenda items for each Council meeting will be the disclosure or update of any conflicts of interest. Any amendments to disclosure are to be tabled at this time and entered into the Register of Ongoing Conflicts of Interest.



The Council can request the Councillor to take reasonable steps to remove any conflict of interest within a specified time limit. Where a Councillor cannot, or is unwilling to, remove a conflict of interest; and/or wherever a conflict of interest is disclosed, the Councillor must leave the room where the Council is meeting when it discusses and votes on matters to which the conflict of interest relates and this exit and re-entry must be recorded in the minutes of the Council meeting.

A Councillor, at a Council meeting, may come to be faced with a conflict of interest over some matter that they had not foreseen and thus had not declared in advance. They must immediately inform the President of the conflict of interest and remove themselves from the meeting while the Council discusses and votes on the matter.

Councillors do not have to absent themselves when either:

- A conflict of interest relates to an interest common to all members; or
- The Council passes a resolution that identifies the Councillor, the nature and extent of the Councillor's interest and clearly states the other Councillors are satisfied the interest should not disqualify the Councillor concerned from discussion and/or voting on the matter.

### **Hospitality and gifts**

While Dogs SA recognises the need to give or accept customary business courtesies, Councillors and Officers will not solicit such courtesies and will not accept, gifts, services, benefits, or hospitality that might influence, or appear to influence, the Councillors' and Officers' conduct in representing Dogs SA.

It is acceptable to receive small gifts of a personal nature, that are of a nominal value, generally used for promotional purposes by the donor or moderate acts of hospitality (such as a lunch or dinner). However, where the value of the gift or benefit is above \$250, it is to be treated as a 'reportable gift or benefit' and recorded in a Gift Register. If Dogs SA is engaged in a tender process, no gift, no matter how small or insignificant, shall be accepted from any of the parties involved in the tender process.

### **Confidentiality**

Council members must keep confidential all documents disclosed to them in confidence and must not use such information for any purpose unless approved by the Council. Council members must use information appropriately and in the best interests of the Association.

Council members must not improperly use information acquired as a Council member to gain personal advantage or advantage for any other person or to cause detriment to the Association.

### **Sanctions**

If a Councillor breaches this Code of Conduct, the matter will be investigated by a Disputes Committee appointed by the Council. The Councillor may be suspended by the Council pending a recommendation from the Disputes Committee, and a final decision on the action to take – including dismissal from the Council – will be taken by the full Council at a meeting. The Constitution explains the process.



## Roles of office holders

### President

The President is considered the “lead” Councillor and uses their experience, skills and attributes to facilitate the governance processes for Dogs SA. The President’s primary function is to ensure the Council accomplishes its role as expressed in the Constitution and this Charter, and to be the conduit between the Council and the EO. The President’s role is to:

- Ensure the Council operates as an inclusive, well-functioning team
- Provide guidance to new Council members on what is expected of them, including by ensuring they are offered an induction program
- Establishing an effective working relationship with the EO and acting as a link with the Council
- Shaping agendas which reflect the appropriate role of the Council, focusing on goals, strategy, budget, performance and risk management
- Chairing meetings efficiently and effectively in accordance with the Constitution
- Encouraging the participation of Council members in meetings and related activities and addressing any under-performance on the part of Council members
- Overseeing negotiations relating to the appointment of the EO and performance evaluations
- Acting as a spokesperson for the Council and for the Association.

### Public Officer (may be fulfilled by Executive Officer)

The Public Officer is appointed by the Council as required by the Act. The Public Officer reports to the President and must be accessible to all Council members. The Public Officer is responsible for:

- Carrying out the duties of the Public Officer as required by the Act
- Ensuring that all necessary registers are established and maintained
- Ensuring the Association’s financial records are maintained and reports are prepared in accordance with legislation
- Supporting the Council in ensuring the Association complies with its statutory obligations and that all requirements of the ACNC and other regulators are met
- Supporting the President in the preparation of agendas for Council and general meetings
- Ensuring that meetings are properly called and held and the Council and its committees have the information required to make informed decisions.
- Ensuring minutes of each council meeting are kept and include those present, declarations of interest, an overview of the key discussion points, decisions made and actions arising. The draft minutes are to be reviewed by the President and then forwarded to Councillors within two weeks of the meeting. The draft minutes will be included in the following meeting’s papers and modified if necessary prior to approval by the Council.
- Saving approved minutes electronically and making them available to be viewed by Members.



### Executive Officer (EO)

The Executive Officer (EO) is appointed by the Council. The EO can attend and speak at all meetings but does not vote in Council decisions.

The EO's primary objective is to ensure the ongoing success of Dogs SA by effectively implementing all aspects of the business operations and development of Dogs SA with staff.

The EO is of critical importance to Dogs SA in guiding it to develop new and imaginative ways of providing services and securing resources. The EO's roles are to:

- Maintain a Council calendar that will identify the dates for all Council activities, including meeting dates and when plans, budgets and policies will be reviewed and work with the President to ensure these activities occur.
- Assist the Council to develop a Strategic Plan that responds to current and emerging realities in the environment, engages stakeholders, delivers services for members and strengthens the financial sustainability of Dogs SA.
- Implement the Strategic Plan through the annual Operational Plan and related annual budget preparation and periodic performance/progress reviews.
- Implement the policy framework for the efficient and effective management of business operations, approved by the Dogs SA Council. This includes implementing the Risk Management Plan and upholding and reviewing policies and procedures.
- Ensure Council is kept up to date and advised of all matters in relation to the organisation, including monthly reports on communications, strategic work and any other matters that should be brought to Council's attention.
- Participate in discussions at Council meetings and provide information to assist the Council with its decision making.
- Manage income and expenditure aligned with approved Budget and with approved delegations from the Council.
- Manage day-to-day operations of Dogs SA including staff meetings and ensuring statutory, legal, and regulatory compliance with the Public Officer. All communication between Council and staff in relation to their work or the day-to-day operations of Dogs SA will occur via the EO.
- Hire, supervise, lead and appraise staff. This includes ensuring that an effective staff performance appraisal system is used.
- Set and maintain corporate culture and ensure its alignment with Dogs SA's values.
- Ensure a safe workplace.
- Any other accountabilities specified in the Dogs SA Constitution or as detailed in the position description from time to time.



## **Council member protection**

The Councillors, former Councillors and other officers are indemnified to the maximum extent permitted by law.

Dogs SA will include an indemnity policy for Councillors as part of its annual renewal of its insurance coverage.

## **Dogs SA sub-committees**

The Dogs SA Council has approved the following Guidelines for all Committees:

- Every Committee should have terms of reference which are approved by the Council
- Minutes of every committee meeting should be included in Council papers
- Membership composition of Committees will be set by the Council and must include people with suitable expertise
- Any delegated powers of Committees must be approved by the Council and included in Committees' terms of reference
- Resources to be used by the Committee are to be set by the Council
- The Council will monitor the effectiveness of each Committee.



## Appendix A – Delegations of Authority

The Council is able to delegate any or all of its powers and functions to another body or individual as per Clause 17.2 of the Constitution. This is done to facilitate the efficient management of the organisation and to delineate clear lines of responsibility and accountability.

However, the Council always retains the right to confirm, revoke or vary any decision taken by a delegate and can, at any time, require a delegate to account for the way in which a delegation has been exercised.

Accordingly, all delegates have an obligation to ensure they exercise delegated authority in a manner consistent with Council policy and any other relevant requirements.

Delegations are made on the following basis:

- delegates must act within the budgetary and other limitations imposed by the Council;
- delegations are made to a position; not to an individual;
- delegated authority cannot itself be further delegated;
- a delegate can't exercise authority where this directly or indirectly affects their own interests.

### A.1 STAFFING

<u>Delegation</u>		<u>Delegate</u>
1.1	Appointment of staff to existing positions	EO
1.2	Creation of new positions	Council
1.3	Temporary appointments (up to 3 months & within budget)	EO
1.4	Engagement of Consultants (up to \$10,000 per occurrence & within approved annual budget)	EO
1.5	Approval of overtime	EO
1.6	Disciplinary Procedures: (1) Suspension from duties (2) Admonishment of staff (3) Dismissal	EO in consultation with the President
1.7	Acceptance of Resignations	EO



## **A.2 ADMINISTRATIVE (LEAVE)**

<b>2.1</b>	<b>Recreation Leave</b>	<b>EO</b>
<b>2.2</b>	<b>Sick Leave</b>	<b>EO</b>
<b>2.3</b>	<b>Long Service Leave</b>	<b>EO</b>
<b>2.4</b>	<b>Leave without Pay (up to 6 months)</b>	<b>EO</b>
<b>2.5</b>	<b>Leave without Pay (over 6 months)</b>	<b>Council</b>
<b>2.6</b>	<b>Special Leave with Pay (other than Bereavement Leave) – up to 5 days only)</b>	<b>EO</b>
<b>2.7</b>	<b>Leave in Advance</b>	<b>EO</b>
<b>2.8</b>	<b>Bereavement Leave</b>	<b>EO</b>
<b>2.9</b>	<b>Parental Leave</b>	<b>EO</b>

## **A.3 ADMINISTRATIVE (OTHER)**

<b>3.1</b>	<b>Reimbursement of Travel Expenses</b>	<b>EO</b>
<b>3.2</b>	<b>Motor Vehicle Mileage Reimbursement</b>	<b>EO</b>
<b>3.3</b>	<b>Air Travel (Intra &amp; Interstate)</b>	<b>EO</b>
<b>3.4</b>	<b>Air Travel (Overseas)</b>	<b>EO (Council to approve if unbudgeted)</b>
<b>3.5</b>	<b>Removal &amp; Travel Expenses for new appointees</b>	<b>EO</b>
<b>3.6</b>	<b>Telephone Expenses Reimbursement</b>	<b>EO</b>
<b>3.7</b>	<b>Approval to undertake professional development</b>	<b>EO</b>
<b>3.8</b>	<b>Entertainment Expenses</b>	<b>EO</b>

**Note: The President or, in the absence of the President, the Vice President, must approve the financial amount of the EO's long service leave, leave without pay and any other expenses of the EO.**



## **SECTION B: FINANCIAL DELEGATIONS**

### **B.1 AUTHORITY TO EXPEND OPERATING FUNDS**

<b><u>Delegate</u></b>		<b><u>Limit</u></b>
<b>1.1</b>	<b>Council</b>	<b>Items exceeding \$30,000 &amp; any funds over \$3000 outside of approved budget.</b>
<b>1.2</b>	<b>EO</b>	<b>Up to and including \$30,000 per item within approved budget and up to \$3000 outside of approved budget. In the case of BAS payments only, the Chief Executive may expend over \$30,000.</b>
<b>1.3</b>	<b>Other team members</b>	<b>Up to \$1,000 per item within approved budget, for items of a recurrent nature.</b>

### **B.2 CHEQUE SIGNATORIES & ON-LINE BANKING AUTHORITIES**

All cheques and authorisations by way of on-line banking shall be approved and signed (as applicable) by any two people in accordance with the following:

Cheque signatories or on-line authorisations for Dogs SA shall be:

- President, EO and Finance Officer (any two to authorise or sign)
- Two signatories must sign or authorise for all transactions.

### **B.3 PROCUREMENT CONTRACTS**

Only the EO or President are empowered to enter into binding contracts for and on behalf of the Association for a term exceeding 12 months where such expenses have been budgeted.

Where the value of such a contract exceeds \$20,000 in aggregate, the prior approval of the Council is required to execute the contract.



## **SECTION C: CORPORATE DEBIT CARDS**

### **C.1 AUTHORITY TO EXPEND OPERATING FUNDS ON CORPORATE CARD**

The EO will be issued with a corporate card. Other staff may use a corporate card as authorised by the EO. The authority/limits to expend funds on corporate cards shall be in accordance with Section B.1 above.

### **C.2 PROCEDURES**

The card holder will retain all supporting documentation for each transaction on the card.

Each month, the cardholder will attach all supporting documentation to the statement from the bank that has issued the debit card and write that "the charges are correct and necessarily incurred on behalf of Dogs SA".

The statements and supporting documentation will be forwarded to the President for approval.

Personal credit cards may only be used to purchase goods and services on behalf of the Association in extraordinary circumstances. Extraordinary circumstances are defined as those in which there is no practical alternative available (for example due to the need for expediency in effecting payment or due to the location of the employee). When seeking reimbursement, the tax invoice must be annotated with the reason why the transaction was undertaken using a personal credit card.

## **SECTION D: ELECTRONIC SIGNATURES**

### **D.1 PURPOSE**

This policy provides general guidelines for the adoption and use of electronic signatures. The Association accepts electronic signatures, approvals and authorisations required for the purpose of conducting business as legally binding and equivalent to a handwritten signature.

### **D.2 AUTHORITY TO DEPLOY ELECTRONIC SIGNATURES**

Where appropriate to the form of transaction or communication being entered into the following forms of electronic signature may be deployed in accordance with the administrative and financial delegations set out above:

- The combination of the username, a pin number or password
- A digital signature which uses encryption and decryption technology
- A typed name at the end of an email message
- Clicking or ticking an 'I Agree' or 'Purchase Now' button or box on a computer screen
- A digitised version of a manuscript signature



### D.3 PROCEDURES

The use of electronic signatures in contracts or transactions initiated by the Association must be approved by the EO and satisfy the following criteria:

- the method used must identify the person and indicate the person's approval/acceptance;
- the method used must be reliable and appropriate for the purpose for which the approval/acceptance is sought;
- the person to whom the signature is provided consents to the use of the e-signature method.

Proposals by other parties to transactions/contracts to employ forms of electronic signature not listed above must be approved by the EO.

Digitised versions of manual signatures should be avoided wherever possible however they may be used in the case of a bulk mail-out or a situation requiring a rapid response where the proposed signatory is unavailable to sign correspondence.

If a digitised version of a manual signature is to be used the following requirements must all be met:

1. The explicit permission of the signatory must be obtained (preferably via email) for the use of their digital signature
2. As soon as is possible, a copy of any correspondence using a digital signature must be provided to the signatory for their records
3. Any correspondence that is emailed using a digital signature should be sent in pdf format only to avoid others accessing the digital signature and potentially using it without consent.



## Appendix B - Declaration for Responsible and Fit and Proper Person

We have a high expectation of the character and community standing of our Council members and staff. We ask that you read the following declaration carefully.

I, [name] .....

of [address].....

declare that:

- I am not disqualified from managing a corporation, within the meaning of the Corporations Act 2001 (Cth)
- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person of a registered charity.
- I do not have any perceived or actual undeclared material conflicts of interest between my (future) duty to act in the best interests of Dogs SA and any personal interests for myself or any other person.
- I have not behaved or acted in any of the following ways:
  - a) dishonestly in my dealings with other persons;
  - b) corruptly (including soliciting, accepting or offering a bribe, or facilitating payments or other such benefits);
  - c) fraudulently;
  - d) illegally (including theft, drug sale, violence or threatened violence or property damage);
  - e) undertaken improper conduct relating to accounting, internal controls, compliance, actuarial, or audit;
  - f) undertaken a serious impropriety or an improper state of affairs or circumstances;
  - g) in a manner endangering health or safety,
  - h) in a manner damaging or substantially risking damage to the environment;
  - i) in a manner constituting serious mismanagement of an organisation's resources;
  - j) detrimentally to an organisation's financial position or reputation;
  - k) in a manner constituting maladministration (an act or omission of a serious nature that is negligent, unjust, oppressive, discriminatory or is based on improper motives);
  - l) in a manner concealing reportable conduct.
- I have not been investigated for, or acted in breach of any regulation, internal policy or code (such as a Code of Conduct/Behaviour) or caused harm by way of any type of harassment, bullying, discrimination or predatory behaviour) at any current or previous workplace/organisation;

I agree, that if requested, I will subject myself to any relevant Police or other checks as determined by Dogs SA. If any of my circumstances change with regard to any of these above declarations, I agree to notify the Dogs SA Public Officer immediately.

Signature:

..... on ...../...../20.....

