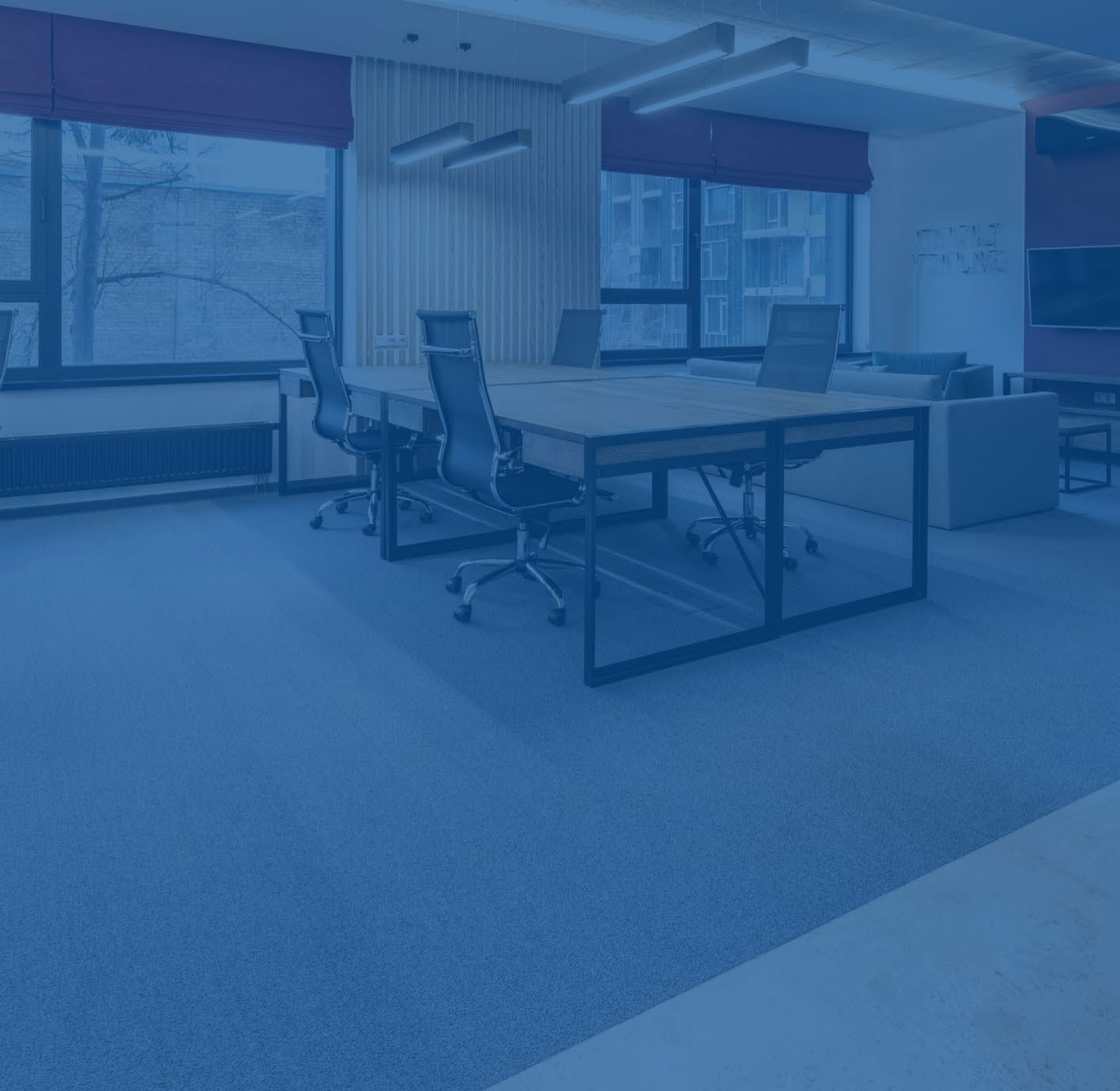


Apprenticeships
Are Us



CIRCULAR RESOLUTION POLICY



INTRODUCTION

As a registered Group Training Organisation (GTO), *Apprenticeships Are Us Ltd* follows the *National Standards for Group Training Organisations*. Circular resolutions must comply with *National Standard 3 – Effective Governance and Management*, which emphasizes the need for clear decision-making processes and accountability. This policy ensures that urgent matters requiring immediate attention are handled in a manner that supports sound governance and transparency.

Decisions made by the Apprenticeships Are Us Limited (ARU) Board are typically achieved through motions moved during ARU Board meetings. However, there may be circumstances when the ARU Board needs to make decisions promptly, without the ability to convene a formal meeting, either in person or through technology. In such instances, the use of circular resolutions, also known as resolutions without meetings or flying minutes, may be considered appropriate.

PURPOSE

As a registered charity under the *Australian Charities and Not-for-profits Commission (ACNC)*, ARU must comply with the *ACNC Governance Standards*, which require accountability, transparency, and proper record-keeping in decision-making. The use of circular resolutions must be consistent with these standards, ensuring that decisions are fully documented and reported to stakeholders where appropriate.

This policy has been established to provide board members with guidance on when and how circular resolutions may be used to make decisions. It aligns with legal and governance standards, including the Corporations Act, Australian Charities and Not-for-profits Commission (ACNC) Governance Standards, and the guidelines of the Australian Institute of Company Directors (AICD).

SCOPE

This policy applies to the following individuals and entities:

- Employees
- Directors
- Officers
- Contractors (including employees of contractors)
- Volunteers
- Suppliers
- Consultants

POLICY

Board decisions made through circular resolutions must comply with the *Corporations Act 2001 (Cth)*. Under section 248A of the Act, directors may pass a resolution without a meeting, provided that all directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution. This policy ensures that circular resolutions are only valid if passed unanimously by all Board members, as required by the Act.

This policy applies in situations where:

- ARU needs to make a decision before the next scheduled board meeting.
- Convening an ad hoc or emergency board meeting (including via technology) is not feasible.
- The Chair believes that in-person debate or discussion would not be beneficial.

The Chair of ARU may propose a circular resolution after consultation with the Company Secretary or Managing Director.

The proposed circular resolution must be circulated to the board using Board Pro Software, either by the Chair or the Secretary, or another ARU Board member directed by the Chair.

Since there is no guarantee that all ARU Board members will have access to material submitted by others before voting, no debate will be entertained on any circular resolution.

Amendments to a circular resolution cannot be proposed.

To ensure the integrity of the decision-making process, circular resolutions will be conducted through *Board Pro Software*, which offers secure access and voting. All Board members must follow ARU's IT security protocols to protect the confidentiality and integrity of resolutions and ensure compliance with the *Privacy Act 1988*. This ensures that sensitive decisions are protected from unauthorized access or tampering. Circular resolutions must be passed unanimously. Circular resolutions should be used sparingly and only for urgent matters that do not require extensive discussion by board members. If a detailed discussion is necessary to support the decision, a board meeting should be convened.

The time frame for returning votes, the format, and the process must be clearly defined and must comply with ARU's governing document, which includes its constitution. The time frame should be reasonable, taking into account the nature of the decision, the context, and the availability of board members.

If one or more board members object to the use of a circular resolution, the proposed resolution must be withdrawn, and it may only be considered at an ARU Board meeting.

Once the Chair, Managing Director, or Company Secretary is informed of the outcome of the circular resolution, it must be communicated to all board members.

The details and outcome of the circular resolution must be documented and confirmed as part of the next ARU Board meeting.

RESPONSIBILITIES

The **Chair** is responsible for:

- Determining whether a circular resolution is warranted and consistent with this Policy.
- Seeking agreement from the Company Secretary that a circular resolution is warranted and consistent with this Policy.
- Ensuring all board members have the opportunity to respond to the resolution.
- Ensuring compliance with the Constitution and this policy regarding circular resolutions.
- Designating a temporary replacement if absent.

The **Company Secretary** is responsible for:

- Properly drafting the circular resolution.
- Reviewing it with the Chair.
- Circulating it, along with any necessary supporting documents, to all board members.
- Distributing the outcomes of the circular resolution to board members.
- Ensuring the details and outcome are documented and confirmed at the next board meeting.

Board members are responsible for:

- Responding to circular resolution motions in good faith and within the specified time frame.
- Board members must declare any actual, potential, or perceived conflicts of interest before voting on a circular resolution. Any member with a conflict must abstain from voting, and the conflict must be noted in the resolution documentation. This complies with the *Corporations Act 2001 (Cth)* and the *ACNC Governance Standards* regarding managing conflicts of interest in decision-making.

The Chair or Company Secretary must ensure that the details of all circular resolutions, including the decision outcome and any relevant discussions, are reported to the full Board at the next scheduled meeting. This ensures transparency and accountability, in line with the *ACNC Governance Standards* and ARU's commitment to responsible governance.

PROCEDURES

The circular resolution must include:

- The text of the motion.
- Any necessary supporting documents.
- Instructions on how each board member should submit their vote.
- A deadline for valid votes.
- Votes received after the specified date will not be valid.

All circular resolutions, including supporting documents and the final vote outcomes, must be documented and stored securely in accordance with ARU's *Records Management Policy*. These records must comply with the *Corporations Act 2001 (Cth)* and the *ACNC Governance Standards*, ensuring that they are available for review by auditors, regulators, or other stakeholders. Documentation of circular resolutions must also be presented at the next Board meeting for formal confirmation.

RELATED DOCUMENTS

Constitution.

AUTHORISATION

Michael Wentworth



Managing Director
Apprenticeships Are Us Limited

DOCUMENT CONTROL

Version	Authorised by	Authorisation Date	Sections	Amendment
1.1	M. Wentworth	27/10/2022	All	N/A
1.2	M. Wentworth	07/11/2023	All	Cover page, information update
1.3	M. Wentworth	30/10/2024	All	Cover page, information update