



Position Description ASLIA Board of Directors

Directors of the ASLIA Board work together to guide and direct the work of ASLIA for the benefit of all State and Territory Members. The Board is comprised of a President from each State association and one representative from each State and Territory. The Executive Director positions on the Board include the Chairperson, Vice Chairperson, Secretary and Treasurer. All positions on the Board of Directors must be an ordinary or life membership. Descriptions of the positions and the associated responsibilities are outlined in this document. This Document includes a Position Acceptance Form.

Note 1. This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Chairperson but it is not necessarily the Chairperson who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to committee members, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.

Note 2. *The Act* refers to the NSW Legislation - Associations Incorporation Act 2009 No 7. Further, *ASLIA Rules*, *ASLIA Constitution* and *Constitution* are used interchangeably.

Chairperson

1. Requirements of the ASLIA Chairperson

In accordance with the ASLIA Rules (June 2017), a Chairperson shall:

- a. not also be a Chairperson of any State ASLIA Association;
- b. act as spokesperson for ASLIA for internal and external stakeholders;
- c. report to the Board on behalf of the ASLIA Executive Directors and oversee the duties of the Vice-Chairperson, Secretary, the Treasurer, and any paid employees; and
- d. oversee any established sub-committees and report the activities and outcomes of the sub- committees to the Board.

2. General Responsibilities

The Chairperson is responsible for ensuring that the Board and its members:

- are aware of and fulfil their governance responsibilities
- comply with applicable laws and the ASLIA Rules
- conduct ASLIA Board business effectively and efficiently
- are accountable for their performance (see note 1)

In order to fulfil these responsibilities, and subject to the ASLIA Rules, the Chairperson presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of the ASLIA Board, submits various reports to the ASLIA Board, funders and to other "stakeholders", proposes the creation of sub-committees, appoints members to such sub-committees, and performs other duties as the need arises and/or as defined in the ASLIA Rules.

3. Accountability

The Chairperson is accountable to the ASLIA Board and Members as specified in the ASLIA Rules. The Chairperson may delegate specific duties to the Board Directors or the Executive Directors as appropriate; however, the accountability for these duties remains with the Chairperson.

Specific Duties

4. Meetings

The Chairperson ensures that an agenda is planned for General and Board meetings. This may involve periodic meetings with sub-committee chairpersons and the Board Executive to draft meeting agendas and reporting schedules.

The Chairperson presides over General Meetings. In this capacity, the Chairperson chairs meetings according to accepted rules of order for the purposes of:

- encouraging all members to participate in discussion
- arriving at decisions in an orderly, timely and democratic manner
- votes as prescribed in the ASLIA Rules

The Chairperson also performs the above duties for the Board Executive.

5. Sub-committees

The Chairperson (or their delegate) serves as an ex-officio member of sub-committees specified by the ASLIA Board. In this capacity, the Chairperson's role is:

- to serve as a voting member of the sub-committee (if specified in the ASLIA Rules);
- to negotiate reporting schedules;
- to identify problems and assist the sub-committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board.

6. Organisational Planning

The Chairperson provides leadership to the Board, who sets policy and strategic direction. The Chairperson encourages the Board's role in strategic planning, and is responsible to ensure that planning and planning reviews occur regularly, in accordance with organisational policies.

7. Community Relations

The Chairperson ensures that the organisation maintains positive and productive relationships with media, funders, donors, and other organisations. In this capacity, the Chairperson serves as primary spokesperson for the organisation.

Duties may include:

- representing the organisation to the media;
- representing the organisation on governmental or nongovernmental organisations and committees;
- timely and appropriate reporting of Board or sub-committee decisions and actions to members and/or funders and/or donors.

8. Signing Officer

The Chairperson is designated by the Board as one of the signing officers for certain documents. In this capacity, the Chairperson may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents, and co-authorise online financial transactions on behalf of the organisation.

9. Board Development & Succession

The Chairperson ensures that structures and procedures are in place for effective recruitment of Board Directors from states and territories without ASLIA associations, mentoring, training and evaluation of Board Directors to ensure the longevity of the organisation.

10. Fund Raising

The Chairperson ensures that structures and procedures are in place for securing the resources required by the organisation. This may require the Chairperson to play a leadership role in fundraising campaigns.

11. Delegation

Depending upon the organisation's needs and the ASLIA Rules, the Chairperson may establish or propose the establishment of sub-committees of the ASLIA Board, and may assign tasks and delegate responsibilities to Board Directors.

Vice-Chairperson

1. Requirements of the ASLIA Vice-Chairperson

In accordance with the ASLIA Rules (June 2017), a Vice-Chairperson shall:

- a. In the absence of the Chairperson, undertake all duties and functions that would normally fall to the Chairperson and that they continue to do so until the Chairperson is again able to resume their position; and
- b. Support the Chairperson in overseeing any established sub-committees and the reporting of sub-committee activities and outcomes to the Board.

2. Accountability

The Vice-Chairperson is accountable to the ASLIA Chairperson, ASLIA Board and Members as specified in the ASLIA Rules. Through the ASLIA Board, certain duties of the Vice-Chairperson may be delegated to the Board Directors and/or sub-committees as appropriate; however, the accountability for them remains with the Vice-Chairperson. The Chairperson may delegate specific duties to the Vice-Chairperson as appropriate; however, the accountability for these duties remains with the Chairperson.

3. Signing Officer

The Vice-Chairperson is designated by the Board as one of the signing officers for certain documents. In this capacity, the Vice-Chairperson may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents, and co-authorise online financial transactions on behalf of the organisation.

Treasurer

1. Requirements of the ASLIA Treasurer

In accordance with the ASLIA Rules (June 2017) and the Act, the Treasurer shall ensure:

- a. that all money due to ASLIA is collected and received and that all payments authorised by ASLIA are made, and
- b. that correct books and accounts are kept showing the financial affairs of ASLIA, including full details of all receipts and expenditure connected with the activities of ASLIA.

2. General Duties:

Manages the Board's review of, and action related to, the Board's financial responsibilities. Develops financial procedures and systems as required. Maintains the receipting and invoicing system, and the chart of accounts. Bank statements are filed and reconciliation of accounts is performed on a regular basis.

3. Reports:

Ensures that appropriate financial reports are made available to the Board at all meetings. Regularly reports to the Board on key financial events, trends, concerns, and assessment of fiscal health. Submits the Annual summary of financial affairs to NSW Fair Trading.

4. Finance Sub-committee:

Chairs the Finance Sub-committee (if/when it is established) and prepares agendas for meetings, including a year-long calendar of issues.

5. Auditor:

Recommends to the Board whether the organisation should have an audit. May meet annually with the auditor in conjunction with the Finance and/or Audit Sub-committees.

6. Cash Management and Investments:

Ensures sound management and maximisation of cash and investments.

7. Accountability

The Treasurer is accountable to the ASLIA Chairperson, ASLIA Board and Members as specified in the ASLIA Rules. Through the ASLIA Board, certain duties of the Treasurer may be delegated to the Chairperson, Board Directors and/or sub-committees as appropriate; however, the accountability for them remains with the Treasurer. The Chairperson may delegate specific duties to the Treasurer as appropriate; however, the accountability for these duties remains with the Chairperson.

Secretary

1. Requirements of the ASLIA Secretary

In accordance with the ASLIA Rules (June 2017) and the Act, the Secretary shall:

- i) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of Board Directors, and
 - (b) the names of Board Directors present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- ii) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- iii) The signature of the Chairperson may be transmitted by electronic means for the purposes of the subclause above.

2. General Responsibilities

Organisations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of the ASLIA Board.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements under the Act, and to enable authorised persons to determine when, how, and by whom the ASLIA Board's business was conducted. In order to fulfil these responsibilities, and subject to the organisation's constitution, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the ASLIA Board, maintains membership records, and performs other duties as the need arises and/or as defined in the constitution.

3. Accountability

The Secretary is accountable to the ASLIA Board and ASLIA members as specified in the constitution. Through the ASLIA Board, certain duties of the Secretary may be delegated to the Chairperson, Board Directors and/or sub-committees as appropriate; however, the accountability for them remains with the Secretary. The Chairperson may delegate specific duties to the Secretary as appropriate; however, the accountability for these duties remains with the Chairperson.

Specific Duties

4. Minutes

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. As an incorporated association under NSW jurisdiction minutes must be kept for general and Board meetings and these minutes would normally include the following:

- details of the day, date and place of the meeting
- the time the meeting started
- the names of those present and details of any apologies
- that the chair announced a quorum was present and that the meeting was duly constituted (if this announcement was made)
- a reference to minutes of the previous general meeting and the signing of them as a correct record
- details of every resolution put to members and whether it was passed with the requisite majority
- details of persons voting against a motion or abstaining from voting if those persons request that this be recorded
- details of any appointments made, persons elected to office and any leave of absence granted to a member
- an overview of discussions on decisions made

- the date and time for the next meeting (if this is determined during the meeting), and
- the time that the meeting ended.

The chairperson of the meeting, or the chairperson of the next succeeding meeting signs a copy of the final, approved minutes and ensures that this copy is maintained in the organisation's records.

Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest. These circumstances are: if the matter is contentious, if Board Directors dissent, if there is any concern about exposure to liability, or if a Board Director has a conflict of interest.

5. Custodian of records

The secretary ensures that the records of the organisation are maintained as required by law and made available when required by authorised persons. These records may include founding documents, (e.g. letters patent, articles of incorporation), lists of Board Directors and ASLIA Board meeting minutes, financial reports, a register of disclosure of interest and other official records.

6. Membership Records

The Secretary works with the Treasurer and Public Officer to ensure that official records are maintained of members of the organisation and ASLIA Board. They ensure that these records are available when required for reports, elections, referenda, other votes, etc.

7. Constitution

The Secretary ensures that an up-to-date copy of the constitution is available at all meetings.

8. Communication

The Secretary ensures that proper notification is given of ASLIA Board and General Meetings, professional development, and other events, as specified in the constitution. The Secretary manages all correspondence of the ASLIA Board, except for such correspondence assigned to others, and tables relevant correspondence at meetings. This encompasses electronic mediums including ensuring email enquiries are responded to and the ASLIA website is kept up to date with contact information and relevant documentation.

9. Meetings

The Secretary participates in ASLIA Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the Chairperson (and Vice-Chairperson), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The secretary records meeting minutes as described above. The Secretary also performs these duties for general meetings.

10. Signing Officer

The Secretary may be designated by the ASLIA Board as one of the signing officers for certain documents. In this capacity, the Secretary may be authorised or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents, on behalf of organisation.

11. Filing of Documents

The Secretary may be the nominated Public Officer with respect to the laws of the jurisdiction; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the association are filed.

Board Director

Are representatives from States and Territories. While representatives of their State or Territory, their purpose is to prioritise ASLIA as a whole. ASLIA Board Directors shall:

1. Contribute to ASLIA's Strategic direction and governance.
2. Collaborate on ASLIA and State/Territory Association projects and initiatives as requested.
3. Maintain confidentiality about sensitive or controversial matters that may become known to them as a result of their role as a Board Director. All Directors will be expected to sign a Confidentiality Agreement after being appointed to the position.
4. Promote the goals of ASLIA by supporting interpreting colleagues and working to improve the profile and standards of the sign language interpreting profession within Australia and abroad.
5. Attend meetings at a minimum of once every three (3) months (either face to face or via other alternate means)
6. Carry out his or her functions for the benefit, so far as practicable, of ASLIA and with due care and diligence.

ASLIA Board Directors may:

- Take on the role of ASLIA Chairperson, except where a Board Director is also a State President
- Take on an ASLIA Executive Director role (Secretary, Treasurer or Vice-Chairperson)
- Be part of an ASLIA sub-committee on, for example:
 - educational interpreting
 - mental health interpreting
 - other relevant areas

The Public Officer

1. Requirements of the ASLIA Public Officer

In accordance with the ASLIA Rules (June 2017), the Public Officer shall perform all duties as required by the Act.

2. Accountability

The Public Officer is accountable to ASLIA as specified in the Act.

Specific Duties

3. Custodian of records

The Public Officer is the official point of contact for the association with NSW Fair Trading which administers the Act. This person ensures that the records of the organisation are maintained as required by law and made available when required by authorised persons. These records may include founding documents, (e.g. letters patent, articles of incorporation), lists of Board Directors and ASLIA Board meeting minutes, financial reports, and other official records.

Except as otherwise provided in the constitution, all records, books and other documents relating to ASLIA must be kept in New South Wales:

- at the main premises of ASLIA, in the custody of the Public Officer or a member of ASLIA (as the Board determines), or
- if ASLIA has no premises, at ASLIA's official address, in the custody of the Public Officer

The Public Officer is also responsible for:

- notifying Fair Trading of any change in the association's official address within 28 days
- collecting all association documents from former committee members and delivering the documents to the new committee member
- returning all association documents to a committee member within 14 days, upon vacating office

- acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as practicable

An application for registration of a change in ASLIA's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Board Director

4. Register of Board Directors

Under the ASLIA Constitution, the Public Officer shall maintain the register of each Board Director's:

- a. name, date of birth and residential address,
- b. the date on which the Director takes office,
- c. the date on which the Director vacates office,
- d. such other particulars as may be prescribed by the regulations.

Reference documents

http://www.fairtrading.nsw.gov.au/ftw/Cooperatives_and_associations/Running_an_association/General_meetings.page viewed 30 June 2018

http://www.fairtrading.nsw.gov.au/ftw/Cooperatives_and_associations/Incorporating_an_association/Public_officer.page? viewed 30 June 2018

<https://www.legislation.nsw.gov.au/#/view/act/2009/7/part5> viewed 30 June 2018

<https://www.legislation.nsw.gov.au/#/view/act/2009/7/part4/div1/sec30a> viewed 30 June 2018



Acceptance By The Nominated Committee Member

I accept the position of _____ for the period of _____
to _____ and undertake to comply with the responsibilities of this position as
set out in this document and the constitution.

Name: _____

Signature: _____

Date: ____/____/____

Version History

<i>Version Date</i>	<i>Prepared by</i>	<i>Checked by</i>	<i>Approved by motion</i>	<i>Summary of updates</i>
V1 2018	Danielle Ferndale	Kylie Scott Amy Blaylock	Approved	