



By-Laws

Endeavour Foundation Limited

ACN 009 670 704

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1. **By-Law: 1 Preliminary Matters**

1.1 **Operation of By-Laws**

- (a) These By-Laws are made pursuant to clause 16 of the Constitution and were adopted by the Board on 27 November 2023.
- (b) Where there is any inconsistency between these By-Laws and the Constitution the Constitution shall prevail.
- (c) These By-Laws aim to reflect the Foundation's advocacy for and representational commitment to its Clients, their families, carers and advocates.
- (d) Changes to By-Laws will only be made after consultation with the National Chairs Advisory Group.

1.2 **Definitions**

Expressions used in these By-Laws have the meaning set out in the Schedule to these By-Laws.

2. **By-Law 2: Area Advisory Groups**

2.1 **Formation**

- (a) As and from the date of adoption of the current Constitution of the Foundation, the ten Area Committees established under the previous Constitution (the **former Area Committees**) ceased to exist and this By-Law serves to provide for the Area Advisory Groups formed in their place.
- (b) Upon establishment of the Area Advisory Groups, the people who comprised the former Area Committees are automatically appointed to the Area Advisory Group for the relevant Area, subject to the provisions of these By-Laws.
- (c) Each Area Advisory Group will cover the same Area covered by the relevant former Area Committee and shall have the purpose and function as set out in these By-Laws.
- (d) Notwithstanding By-Law (c) above, the Board may redefine the Areas covered by an Area Advisory Group and may increase or decrease the number of Area Advisory Groups, considering input from the affected Area Advisory Groups, at any time.

2.2 **Purpose and Functions**

- (a) The purpose of the Area Advisory Groups is to assist the Foundation, through local knowledge and local contacts, to fulfil its constitutional objects at a local level, by:
 - (i) providing management with a link to families, carers, guardians and other interested local stakeholders;
 - (ii) providing advice and feedback on issues of concern in relation to the provision of services and support for people with a disability in each Area; and

- (iii) harnessing the resources of the community to support the Foundation's programs and services and provide opportunities to Clients.
- (b) The Area Advisory Groups may use their local knowledge and contacts to advise on:
 - (i) issues or concerns relating to the delivery of excellent and safe services to Clients;
 - (ii) potential employment opportunities in their local area where the Foundation can engage in creating employment for people the Foundation supports;
 - (iii) potential local businesses, philanthropists, schools and community groups who could support Foundation programs;
 - (iv) programs to locate and mobilise local volunteers;
 - (v) local fundraising activities for the Foundation programs;
 - (vi) raising awareness locally for donations and bequests; and/or
 - (vii) raising awareness at local community events and local forums, that will improve the Foundation brand and provide opportunities for our Clients.
- (c) The Area Advisory Groups may also assist by:
 - (i) Supporting the Foundation to operate local family support groups;
 - (ii) identifying potential new services and programs;
 - (iii) aiding the progress of Clients', family members', guardians', carers' and advocates' of Clients critical issues through the appropriate management channels as per Foundation policies;
 - (iv) identifying potential new Area Advisory Group Members;
 - (v) identifying potential new Directors;
 - (vi) identifying potential volunteers for programs identified by the Foundation;
 - (vii) encouraging membership of the Foundation;
 - (viii) supporting local Foundation activities, under the direction of Foundation staff, such as site open days, fundraising or awareness raising activities; and/or
 - (ix) undertaking other activities agreed by the Foundation and the Area Advisory Group.
- (d) The role of each Area Advisory Group will be flexible to harness the energy, knowledge and contacts of each group.

2.3 **Advisory Nature**

Area Advisory Groups are valuable groups comprised of dedicated volunteers who contribute their time and effort to support the Foundation's

mission. While members of the Area Advisory Groups do not hold any legal or official capacity to act on behalf of the Foundation, they may represent themselves as volunteers of the organisation. Members of the Area Advisory Groups collaborate with the Foundation, however as volunteers they cannot speak for, receive complaints, or engage in correspondence on behalf of the Foundation, including with members of Local, State, or Federal Parliament, without obtaining prior written authorisation from the Chief Executive Officer. The role of a member of an Area Advisory Group does not involve giving directions to Foundation employees, but rather focuses on offering valuable insights and recommendations to further enhance the organisation's initiatives.

- (a) A member of an Area Advisory Group shall be deemed to have obtained the prior consent of the Chief Executive Officer if they have obtained the written consent of the Accountable Senior Executive, or the Chief of Staff and Corporate Affairs.

2.4 Composition and Membership

- (a) An Area Advisory Group shall consist of not more than 12 persons and not less than four persons, or such other number determined by the Board.
- (b) Applications for membership of an Area Advisory Group must be in writing in the form determined by the Board.
- (c) Applications for membership of an Area Advisory Group will be considered by the Chief Executive Officer, in consultation with the Chair of the Area Advisory Group and the Accountable Senior Executive, and the Chief Executive Officer may accept or reject any application.
- (d) To be eligible for appointment or reappointment to, and for continuing membership of, an Area Advisory Group, a person must:
 - (i) be a member of the Foundation or apply for membership in accordance with By-Law 2.4(e); and
 - (ii) be a Direct Family Member of a Client; or
 - (iii) be a non-family primary carer, guardian or advocate of a Client; or
 - (iv) have attributes that are deemed of value to the Area Advisory Group to which the application relates and be able to demonstrate to the satisfaction of the Chief Executive Officer that they are a bona fide supporter of the Foundation, its Clients, carers and families.
- (e) If an individual is not a member of the Foundation at the time of their application to join an Area Advisory Group, they are required to apply for Foundation membership within 30 days of their appointment. Any appointment to an Area Advisory Group is conditional upon acceptance of the person's Foundation membership application.
- (f) Applications for membership, including renewals, must be lodged with the Accountable Senior Executive.
- (g) Foundation Directors are not eligible to be appointed to an Area Advisory Group, however all Directors will be an ex-officio member of all Area Advisory

Groups and have the flexibility to attend any Area Advisory Group meeting. Each Director will attend one or more meetings per year.

2.5 **Term of Appointment**

- (a) Subject to By-Law 2.4, Area Advisory Group Members are appointed for a term of three years which is renewable by the Chief Executive Officer, provided the person is still eligible for reappointment under By-Law 2.4.

2.6 **Chair**

- (a) An Area Advisory Group Chair will be elected, by a majority vote of the Area Advisory Group's Members, until the expiration of their current term as a member of the Area Advisory Group.
- (b) A Chair is eligible for a maximum term of nine years. If a period of six years has elapsed since a person was Chair of an Area Advisory Group, they are eligible to be elected again as an Area Advisory Group Chair and may serve further tenure periods up to a maximum of nine years.
- (c) Any person holding the position of Chair of a former Area Committee upon adoption of these By-Laws and who has been in the Chair position for nine or more years, may serve up to a further five years from the date of approval of these By-Laws, provided they are not a Foundation Director.

2.7 **Meetings**

- (a) Area Advisory Groups will:
 - (i) meet quarterly to fulfil their role and functions or as agreed between the Accountable Senior Executive and the Chair of an Area Advisory Group; and
 - (ii) provide a short report twice a year to each National Chairs Advisory Group meeting.
- (b) The Foundation will support the Area Advisory Groups by:
 - (i) organising and convening meetings;
 - (ii) setting the meeting agenda in consultation with each Area Advisory Group Chair;
 - (iii) keeping a record of actions and appropriate follow up, feedback and requests arising out of meetings (but they will not be required to take formal 'minutes' of meetings); and
 - (iv) assisting in compiling the report to the National Chairs Advisory Group.

3. **By-Law 3: National Chairs Advisory Group**

3.1 **Formation**

- (a) As and from the date of adoption of the current Constitution of the Foundation, the National Council established under the previous Constitution ceased to exist and this By-Law serves to provide for the National Chairs Advisory Group formed in its place.

- (b) Upon establishment of the National Chairs Advisory Group, the Chairs of the Area Advisory Groups, created under By-Law 2.1(b), are automatically appointed to the National Chairs Advisory Group.

3.2 Purpose and Functions

- (a) The purpose of the National Chairs Advisory Group is to provide a national forum for Area Advisory Groups:
 - (i) to share knowledge, insights and items of mutual interest among the Area Advisory Group Chairs; and
 - (ii) where the Foundation can receive input from, and share knowledge and information with, all Area Advisory Groups through their Chairs.
- (b) The National Chairs Advisory Group will fulfil its purpose through the following functions:
 - (i) promoting knowledge sharing across different regions;
 - (ii) fostering a sense of community and shared purpose among Area Advisory Group Chairs;
 - (iii) ensuring that the Area Advisory Groups are aligned with the Foundation's goals and values;
 - (iv) assisting the Chairs and their Area Advisory Groups to fulfil their roles more effectively;
 - (v) providing an update on each Area Advisory Group's achievements, challenges, and successes;
 - (vi) discussing topics of mutual interest or concern; and
 - (vii) providing an avenue of advice and input to the Foundation on other matters or issues raised by the Accountable Senior Executive.

3.3 Meetings

- (a) The Accountable Senior Executive will convene, on at least four weeks' written notice, a minimum of two meetings of the National Chairs Advisory Group per year.
- (b) Meetings of the National Chairs Advisory Group may be held face to face or using any technology which enables members to participate in a discussion.
- (c) Where the Chair of an Area Advisory Group is unable to attend a meeting, they may nominate an alternate member of the Area Advisory Group to attend in their place.
- (d) The Chair of the Board and the Chief Executive Officer, or their delegate, will attend each National Chairs Advisory Group meeting.

4. By-Law 4: Client Advisory Groups

4.1 Formation

- (a) The Foundation will establish one or more Client Advisory Groups.

- (b) Client Advisory Groups are to represent a range of services and locations. They will also include family members or other supporters as requested or required.

4.2 Purpose and Function

- (a) Client Advisory Groups will provide a valuable perspective on policies, procedures, and other initiatives that affect Clients. By involving Clients in these processes, the Foundation can ensure that its policies and programs are relevant, effective, and responsive to the needs, preferences and concerns of its Clients.
- (b) The purpose of Client Advisory Groups is to provide feedback and guidance to the Foundation on Client related documents, this may include:
 - (i) Policies and procedures: Reviewing Client related documents, this includes policies and procedures, or associated documents, which are specifically designed to address the needs and concerns of Clients. Client Advisory Group feedback is to ensure these documents are clear, effective, and aligned with the needs of Clients; and
 - (ii) Easy-Read Documents: Reviewing easy-read documents to ensure they are easy to understand, and effective in conveying important information to Clients.
- (c) Client Advisory Groups will fulfil their purpose through the following functions:
 - (i) Ensure client-centricity: Help ensure that policies, procedures, or services are formed around the needs and preferences of Clients;
 - (ii) Provide feedback: Aid the Foundation in the formation of policies, procedures or services that affect Clients; and
 - (iii) Identify areas for improvement: Assist in identifying areas where current policies, procedures or services are not meeting the needs and preferences of Clients.
- (d) Client Advisory Groups may be utilised for broader consultation including but not limited to:
 - (i) Advocacy positions: The group may provide input into the Foundation's advocacy positions on issues that affect Clients or people with a disability more broadly; and
 - (ii) New programs or services: The group may provide feedback on proposed new programs or services to ensure they are aligned and effective in meeting the needs of Clients to live their best life, to live, learn, work and flourish.

5. By-Law 5: Accountable Senior Executive

5.1 Appointment

- (a) The Chief Executive Officer will appoint a senior executive who will be responsible for the operation of the advisory groups set out in these By-Laws,

this includes the Area Advisory Groups, the National Chairs Advisory Group and the Client Advisory Groups (Accountable Senior Executive).

5.2 **Responsibilities:**

- (a) The Accountable Senior Executive will be responsible for:
 - (i) providing reasonable administrative assistance to the National Chairs Advisory Group, including convening meetings and sending invitations;
 - (ii) providing reasonable administrative assistance to each Area Advisory Group as set out in By-Law 2.7(b), including convening meetings and sending invitations;
 - (iii) ensuring members and Chairs of Area Advisory Groups are provided with sufficient induction and support to understand their role and functions;
 - (iv) providing Area Advisory Group membership applications, including renewals, to the Chief Executive Officer;
 - (v) preparing a report following each National Chairs Advisory Group meeting, to the Foundation on the functioning and activities of the National Chairs Advisory Group;
 - (vi) preparing reports, at least half yearly, to the Foundation on the functioning and activities of the Area Advisory Groups, or such other matters as required by the Board; and
 - (vii) ensuring an appropriate employee/s of the Foundation attend each Area Advisory Group meeting.

6. **By-Law 6: Escalation of Critical Incidents**

6.1 **Escalation of Critical Incidents**

- (a) If a participant in an Area Advisory Group, the National Chairs Advisory Group, or a Client Advisory Group raises a matter of concern about the health, safety or wellbeing of any Client or employee of the Foundation, it must be escalated immediately to the Accountable Senior Executive who will allocate it to the appropriate person at the Foundation to respond to as required by Foundation policies and procedures.
- (b) Due to the Foundation's ethical and legal duties to our Clients, employees and others, Foundation employees may not be in a position to discuss specific critical incidents with an Area Advisory Group, an Area Advisory Group Member or a Client Advisory Group participant.

7. **By-Law 7: Board Nominations Process and Committee**

7.1 **Formation**

- (a) The Board will form a Nominations Committee to assist it in the selection of new directors for election or appointment to the Board.

7.2 Purpose

- (a) This By-Law is designed to ensure the Board comprises a diverse group of directors who can work as a well-rounded team in fulfilling the Board's duties and responsibilities.
- (b) In approving candidates for appointment or election to the Board, the Board will consider the skills and experience needed to govern the Foundation both now and in the future. Each director will be appointed or elected because they possess special skills or experience that can assist with the issues and opportunities the Foundation is facing.
- (c) This procedure applies to the Board when recruiting and selecting directors, whether to fill a casual vacancy, or as a nominee for election or appointment to the Board.

7.3 Function

- (a) The function of the Nominations Committee is to assist the Board in fulfilling its responsibilities in relation to the nomination and selection of candidates for election or appointment to the Board.
- (b) The Nominations Committee is not a decision-making body but assists the Board by reviewing, advising and making recommendations to the Board in relation to director eligibility and Board composition, in accordance with the Board Composition and Eligibility Requirements.
- (c) The Board may in its absolute discretion adopt or reject all or any part of any recommendation from the Nominations Committee with or without further amendment.
- (d) The Nominations Committee shall review, advise and make recommendations to the Board on:
 - (i) identification and recommendation of suitable candidates for appointment and election to the Board;
 - (ii) eligibility of any nominations received from individuals who wish to be appointed or elected to the Board in accordance with the criteria and guidelines set out in the Board Composition and Eligibility Requirements; and
 - (iii) any training and development opportunities a candidate may benefit from if appointed or elected to the Board.

7.4 Composition and Term

- (a) The Nominations Committee is a committee of the Board.
- (b) The Nominations Committee may be a standing committee or formed for the purposes of reviewing the appointment or election of one or more directors.
- (c) All appointments to the Nominations Committee must be approved by the Board.
- (d) The Chair of the Nominations Committee is appointed by the Board.
- (e) The Nominations Committee shall comprise of:

- (i) at least two directors;
 - (ii) one appropriately experienced external person, who has at least 10 years' experience as a member of two or more boards at organisations of complexity commensurate with that of the Foundation; and
 - (iii) one ex-officio member from the National Chairs Advisory Group. The National Chairs Advisory Group will choose from their membership one suitably qualified member to fulfil this role.
- (f) A person is not eligible to be a member of the Nominations Committee if:
- (i) they are a candidate being considered by the Nominations Committee for election (or re-election) or appointment (or reappointment) to the Board;
 - (ii) they are currently an employee of the Foundation; or
 - (iii) they have during the previous 12-month period been an employee of the Foundation.

7.5 Meetings

- (a) The Nominations Committee will hold meetings as required.
- (b) Committee members are required to disclose conflicts of interest at the commencement of each meeting.
- (c) Where a member of the Nominations Committee has a close personal relationship or possible conflict of interest with an applicant, the member shall disclose such personal relationship or possible conflict of interest to the Chair. Such disclosure should be made before the short-listing of applications or, where this action was not taken, before the holding of interviews.
- (d) Meetings of the Nominations Committee may be held face to face or using any technology which enables members to participate in a discussion.
- (e) The Nominations Committee may invite other people to attend, consult with other people and/or seek any information which will help it to fulfil its responsibilities.
- (f) The Chair of the Nominations Committee will communicate the recommendations of the Nominations Committee to the Board.
- (g) Matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the members present.

8. By-Law 8: Director Eligibility and Board Composition

8.1 Purpose

- (a) This By-Law sets out the criteria for the appointment or election of directors and the preferred composition of the Board in terms of skills, background and experience.

8.2 Director Eligibility

- (a) To be eligible for election as an Elected Director or to be appointed as an Appointed Director, a person must fulfil the requirements of the Constitution, as well as:
 - (i) demonstrate how they are a bone fide supporter of the objects of the Foundation; and
 - (ii) comply with the Board Composition and Eligibility Requirements.

8.3 Board Composition

- (a) The Board composition should entail a mix of personal skills, experience and attributes which enable it to fulfil its role effectively.
- (b) At least two directors should have Lived Experience.
- (c) At least one director should come from each of the Board Designated Regions.

8.4 Board Composition and Eligibility Criteria

- (a) The Board will approve an eligibility and success profile known as the Board Composition and Eligibility Requirements, prior to the commencement of the process for the nomination of candidates for election or appointment to the Board.
- (b) The Board Composition and Eligibility Requirements will address the following criteria:
 - (i) Lived Experience requirements;
 - (ii) geographical location requirement;
 - (iii) current and previous directorial, executive and/or professional experience;
 - (iv) desirable or required skills and/or other qualifications;
 - (v) demographic diversity requirements or aspirations; and
 - (vi) any other attributes that may benefit the Foundation which may include time to devote to Board work, communication skills and such other personal attributes as the Board determines.
- (c) Following approval of the Board Composition and Eligibility Requirements a call for nominations will occur, with the Board Composition and Eligibility Requirements provided to interested candidates.
- (d) The Nominations Committee will review all nominations for Board Appointed and Elected Directors with reference to Board Composition and Eligibility Requirements.

8.5 Nomination for Elected Director

- (a) All nominations for Elected Directors must:
 - (i) be made in writing in a form the Board prescribes from time to time; and

- (ii) be lodged at the Foundation's registered office, addressed to the Company Secretary, by the date fixed by the Board, being a date before the date fixed for the holding of the Annual General Meeting at which the result of the election will be announced.

8.6 Determination of Nominees

- (a) Following the close of nominations for Appointed and Elected Directors, the Board following receipt of a report from the Nomination Committee, will determine in its discretion which nominees are eligible to be appointed or stand for election under the Constitution as an Elected Director having regard to the Board Composition and Eligibility Requirements.
- (b) For clarity, the Board may in its discretion determine that none of the nominees are eligible to be appointed or stand for election. If the Board determines that a nominee is not eligible, it must inform the nominee as soon as practicable after making that determination. The Board is not required to provide reasons for that determination.

9. Schedule 1 - Definitions

- (a) In these By-Laws words and expressions shall have the meaning given below.
 - (i) **Accountable Senior Executive** means the senior executive responsible for the operation of the Advisory Groups in accordance with By-Law 5.
 - (ii) **Advisory Groups** means the advisory groups set out in these By-Laws, as determined by the Board from time to time. The current advisory groups are the Area Advisory Groups, the National Chairs Advisory Group and the Client Advisory Groups.
 - (iii) **Appointed Director** means a director appointed in accordance with clause 7.9 of the Constitution;
 - (iv) **Area** means the area defined by the Board for each Area Advisory Group in accordance with By-Laws 2.1(c) and 2.1(d). Attached at Schedule 2 is a map of the current Areas;
 - (v) **Area Advisory Group** means an advisory group established in accordance with By-Law 2.1;
 - (vi) **Area Advisory Group Chair** means a chair of an Area Advisory Group appointed in accordance with By-Law 2.6;
 - (vii) **Area Advisory Group Member** means a member of an Area Advisory Group;
 - (viii) **Board** means the board of directors of Endeavour Foundation Limited;
 - (ix) **Board Composition and Eligibility Requirements** means the criteria developed by the Board in accordance with By-Law 8.4;
 - (x) **Board Designated Region** means the regions in which the Board will seek to have representation from, these regions are designated

by the Board and may change from time to time. The current regions are South East Queensland, Regional Queensland, New South Wales and Victoria;

- (xi) **Client Advisory Group** means an advisory group established under By-Law 4.1(a);
- (xii) **Chief Executive Officer** means the chief executive officer of Endeavour Foundation Limited;
- (xiii) **Client** means a person who receives assistance, support, care, guidance or any other services offered by the Foundation or a related entity.
- (xiv) **Constitution** means the constitution of the Endeavour Foundation Limited ACN 009 670 704;
- (xv) **Direct Family Member** means an individual who shares a close familial relationship with a Client by blood, legal adoption, or marriage. It includes immediate family members such as parents and siblings, as well as grandparents and in-laws.
- (xvi) **Easy-Read Document** means written material that is designed to be easily understood by Clients with a disability who may have difficulties with reading, comprehension, or processing information;
- (xvii) **Elected Director** means a director elected in accordance with clause 7.7 of the Constitution;
- (xviii) **Foundation** means the Endeavour Foundation Limited ACN 009 670 704;
- (xix) **Lived Experience** means the perspective, knowledge, and understanding gained by an individual through their personal experiences as a person living with an intellectual disability, or as a close family member, guardian, care giver or advocate. This could include a family member, guardian or caregiver of a person with an intellectual disability, where their lived experience encompasses the day-to-day challenges, joys, and emotions that come with providing care and support for a person with a disability. It includes the practical knowledge and skills gained from navigating healthcare systems, education systems, and social services, as well as the emotional impact of caring for someone with an intellectual disability;
- (xx) **National Chairs Advisory Group** means the advisory group established under By-Law 3.1(a); and
- (xxi) **Nominations Committee** means the committee established in accordance with By-Law 7.1(a).

10. Schedule 2 - Area Map

