

THE REGULATIONS OF AUTISM SPECTRUM AUSTRALIA (ASPECT)

1. Membership

- 1.1. Ordinary Members can take out membership for one year (\$75) or three years (\$200).
- 1.2. Membership fees will fall due on the last day of the particular month, 12 months after or 3 years after membership was last paid depending on the period paid by the Member.

(The Board approved the amended Regulation #1 on 14 December 2015.)

2. The Election of Office Bearers

- 2.1. The Company Secretary chairs the first Board meeting following each Annual General Meeting in order to conduct the election of the Chair of the Board and then once elected hands over to the new Chair.

(The Board approved the amended Regulation #2 on 6 March 2019.)

3. Board Committees

- 3.1. Each Board Committee is chaired by a Board Director.
- 3.2. There is at least one other Board Director on each Committee.
- 3.3. Committee membership must be approved by the Board.
- 3.4. The appointment of an external individual invited by the Board to become a member of a Board committee is for a term of three (3) years. At the end of three (3) years the appointment ceases but the person can agree to be reappointed for another term. There is no limit to the number of terms. A person can resign from the committee at any time. Also, the appointment of the person to the committee automatically ceases if the person is absent from three (3) consecutive meetings without leave of absence from the Chair of the committee
- 3.5. Board Directors and external individuals invited by the Board on to the Committee are members of the Committee and have the right to vote on the Committee, while members of staff are only in attendance, provide advice to the Committee and do not have the right to vote on any matter.
- 3.6. Committee meetings follow the same meeting procedures set out for the Board in the Constitution, noting in particular that a quorum is 50% of the appointed membership.
- 3.7. The Board has five Committees: the Finance, People & Audit Committee, the Governance Committee, the Fundraising & Communications Committee, the Strategy Committee and the Education Strategy Oversight Committee.

(The Board approved the amended Regulation # 3 on 4 September 2019.)

4. The Terms of Reference for Board Committees

- 4.1. The terms of reference for the Finance, People & Audit Committee, which meets ten times each year, are to:
 - Approve the monthly management accounts;
 - Approve budget variations, unless, because of their magnitude, the Committee decides to refer the matter to the Board;
 - Monitor Aspect's investment portfolio within the parameters of the Board's investment policy;
 - Review and recommend to the Board the annual operating and capital budgets;
 - Assess the scope and quality of the external audit program;
 - Assess and monitor the integrity and effectiveness of internal control systems and the adequacy of reporting procedures;
 - Track financial trends and oversight the need for corrective action for the future;
 - Oversight Aspect's assets;
 - Oversight capital projects other than for those that are part of the education strategy (see Regulation # 4.5);
 - Oversight the development of financial management systems and controls;
 - Assess financial risk to the organisation;
 - Approve Aspect's financial policies;

- Approve the annual remuneration review;
- Oversight issues relating to the management of Aspect's staff such as WHS and employment issues;
- Approve and monitor the annual business plan for Aspect's People;
- Oversight the identified Financial Risks;
- Oversight the identified People Risks; and
- Oversight the identified Digital Risks

(The Board approved the amended Regulation # 4.1 on 18 January 2021.)

4.2. The terms of reference for the Governance Committee, which meets up to six times a year, are to:

- Provide advice to the Board on significant governance matters;
- Provide advice to the Board on processes and procedures to review its effectiveness;
- Monitor issues related to Board succession;
- Engage in the ongoing development of selection criteria for new Board members with reference to the skills, knowledge and experience required to be a Board Director, taking into account such criteria as gender, age, race or ethnicity, professional background and expertise, community connections, understanding the role and responsibility of directors under the Corporations Act 2001, knowledge/experience of the not for profit sector and knowledge and experience of the disability sector and in particular autism;
- Screen suitable candidates according to the selection criteria and make recommendations to the Board;
- Review the performance and recommend the remuneration of the Chief Executive Officer;
- Oversight the identified Quality and Compliance Risks;
- Oversight the identified Legal and Regulatory Risks;
- Oversight Aspect's Policy Framework, and
- Approve all Aspect's policies other than for financial policies, unless, because of the magnitude of the issue under discussion, the Committee decides that the matter should be referred to the Board;

(The Board approved the amended Regulation # 4.2 on 18 January 2021.)

4.3. The terms of reference for the Fundraising & Communications Committee, which meets at least twice a year, are to:

- Review and monitor the ongoing implementation of Aspect's Fundraising strategies;
- Review and monitor the ongoing implementation of Aspect's Communications strategies with particular reference to internal communications, social media and traditional media;
- Review the outcomes of the annual set of actions for Fundraising and Communications;
- Ensure there is a strategic marketing perspective, both for Fundraising and Communications, as well as for Aspect more generally;
- Monitor Aspect's brand alignment and reputation, and
- Make sure there is a strategic marketing perspective, both for Fundraising and Communications, as well as for Aspect more generally.

(The Board approved the amended Regulation # 4.3 on 18 January 2021.)

4.4. The terms of reference of the Strategy Committee which meets at least five times each year are to:

- Comprise at least four Board Directors as permanent members while the remaining Board Directors, who are not appointed to the Strategy Committee as permanent members, are invited to attend each meeting and all Board Directors automatically have full access to the papers.
- Provide the Board with advice on Aspect's high level strategy and its execution;
- Focus on Aspect's Core Strategies and their implementation including particular strategic initiatives;

- Monitor and review the outcomes of Aspect's strategy;
- Consider the risks associated with Aspect's strategy, and
- Review Aspect's strategic plan prior to its submission to the Board for approval.

(The Board approved the amended Regulation # 4.4 on 4 September 2019.)

- 4.5. The terms of reference of the Education Strategy Oversight Committee which meets at least four times each year until 2024, when its term is reviewed, are to:
- Oversight the ongoing development and implementation of Aspect's Education Strategy until 2024 when the Committee's timeframe is reviewed and a decision is made as to whether to extend the life of the Committee or not;
 - Oversight the capital projects and major maintenance works undertaken in Aspect Education as part of the implementation of Aspect's Education Strategy;
 - Expenditure for new schools, purchase of land or other highly strategic purposes are decisions for the Board. ESOC has the delegation to approve expenditure for projects approved by the Board, up to the approved funding limit including contingency. In addition, ESOC can approve minor projects which are part of the Education Capital Program Master Plan from the CEO's delegation up to the value of \$3 million.
 - Oversight the improvements to quality service provision in Aspect Education undertaken as part of the implementation of education strategy;
 - Oversight the implementation of the digital strategy in Aspect Education, beginning first with the distance education strategy and later advancing to digital education products;
 - Oversight the financial arrangements required to implement the education strategy with particular reference to cashflow and balance sheet management, and
 - Make sure government funds for each school that can be applied to Aspect's Education Strategy are expended annually in line with government requirements.

(The Board approved the amended Regulation # 4.5 on 18 January 2021.)

5. Aspect Advisory Council

- 5.1. The Aspect Advisory Council, which comprises up to seven (7) people on the autism spectrum, is an essential part of the governance of Autism Spectrum Australia (Aspect).
- 5.2. The Council provides independent advice to the Board of Autism Spectrum Australia (Aspect) and Aspect's Executive team on Aspect's governance which includes the management of strategy and the company's corporate risks based on the Members' insights and experiences.
- 5.3. Council Members are appointed by the Board for a period of two years on the recommendation of the Council's Nomination Committee comprising the Council's facilitator (see Regulation #8.8), one other Council Member selected by the Council, Aspect's CEO and one of the staff members assisting the Council.
- 5.4. The tenure of two Council Members holding office prior to each Annual General Meeting of Autism Spectrum Australia (Aspect) less the number of Members who have retired or been removed (see Regulation #9.16) since the last Annual General Meeting, will automatically expire.
- 5.5. Those Members whose tenure will automatically expire shall be determined by selecting from among those Member who have been a member for two (2) or more years, beginning with those who have been in office for the longest continuous period of time, and where two (2) or more Members have held office for an equal continuous period of time, then the selection between them shall be determined by lot administered by Aspect's CEO.
- 5.6. Where the tenure of a Member expires, that person is eligible to be re-nominated by the Nomination Committee for a further two year term.
- 5.7. No Council Member shall serve for more than eight (8) consecutive years in office (the maximum term).
- 5.8. The Council shall elect a facilitator to chair its meetings from among the Members for the term of one year. The election takes place at the next meeting after the Annual General Meeting.
- 5.9. The Council is assisted by two Aspect staff members, while the CEO provides advice and support to the Council's operation and its links with the Board and the Executive.
- 5.10. The Council meets at least four times each year with two or more face to face meetings.
- 5.11. The Council meets with the Board and separately with the Executive at least once a year.

- 5.12. The Council is represented by up to two Members at the annual one-day Board/Executive Strategy Workshop and the annual Strategic Planning Workshop with the Aspect staff leadership group.
- 5.13. The Council is invited to send up to two representatives to each Strategy Committee meeting.
- 5.14. Aspect pays Council Members an agreed rate for their time and meets the cost of travel and incidental expenses.
- 5.15. Council Members can resign at any time and removal from the Council is in line with the requirements set for Board Directors in Aspect's Corporate Governance Statement.
- 5.16. If a Member resigns or is removed during the period between Aspect's Annual General Meetings, the Board can appoint a suitably qualified person as recommended by the Council's Nomination Committee to fill any casual vacancy on the Council until Aspect's next Annual General Meeting.
- 5.17. The Council reports annually on its activities to the Board in the period leading up to Aspect's Annual General Meeting.

(The Board approved the revised Regulation # 5 on 4 September 2019.)

6. The Winding Up of an Aspect School

- 6.1. If upon the Aspect Central Coast School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.2. If upon the Aspect Hunter School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.3. If upon the Aspect Macarthur School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.4. If upon the Aspect Riverina School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.5. If upon the Aspect South Coast School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to

an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.

- 6.6. If upon the Aspect South East School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.7. If upon the Aspect Treetop School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.8. If upon the Aspect Vern Barnett School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.
- 6.9. If upon the Aspect Western Sydney School ceasing to operate there remains after the satisfaction of all debts and liabilities in connection with the School, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Approved Authority, but the same shall be used within the Approved Authority for related educational services to school-aged children or students, or given or transferred to some other body within the Commonwealth of Australia which provides related educational services to school-aged children or students and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Approved Authority, as is determined by the members by majority vote or before the School ceasing to operate, or in default of such determination, by a member of a Court of competent jurisdiction.

(The Board approved the amended Regulation # 6 on 4 September 2019.)