

CIRCULAR RESOLUTION POLICY

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INTRODUCTION

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

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

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.

Responses to a circular resolution must be made via Board Pro Software and should include both the text of the motion and the member's vote on that motion to avoid confusion.

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.

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.

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