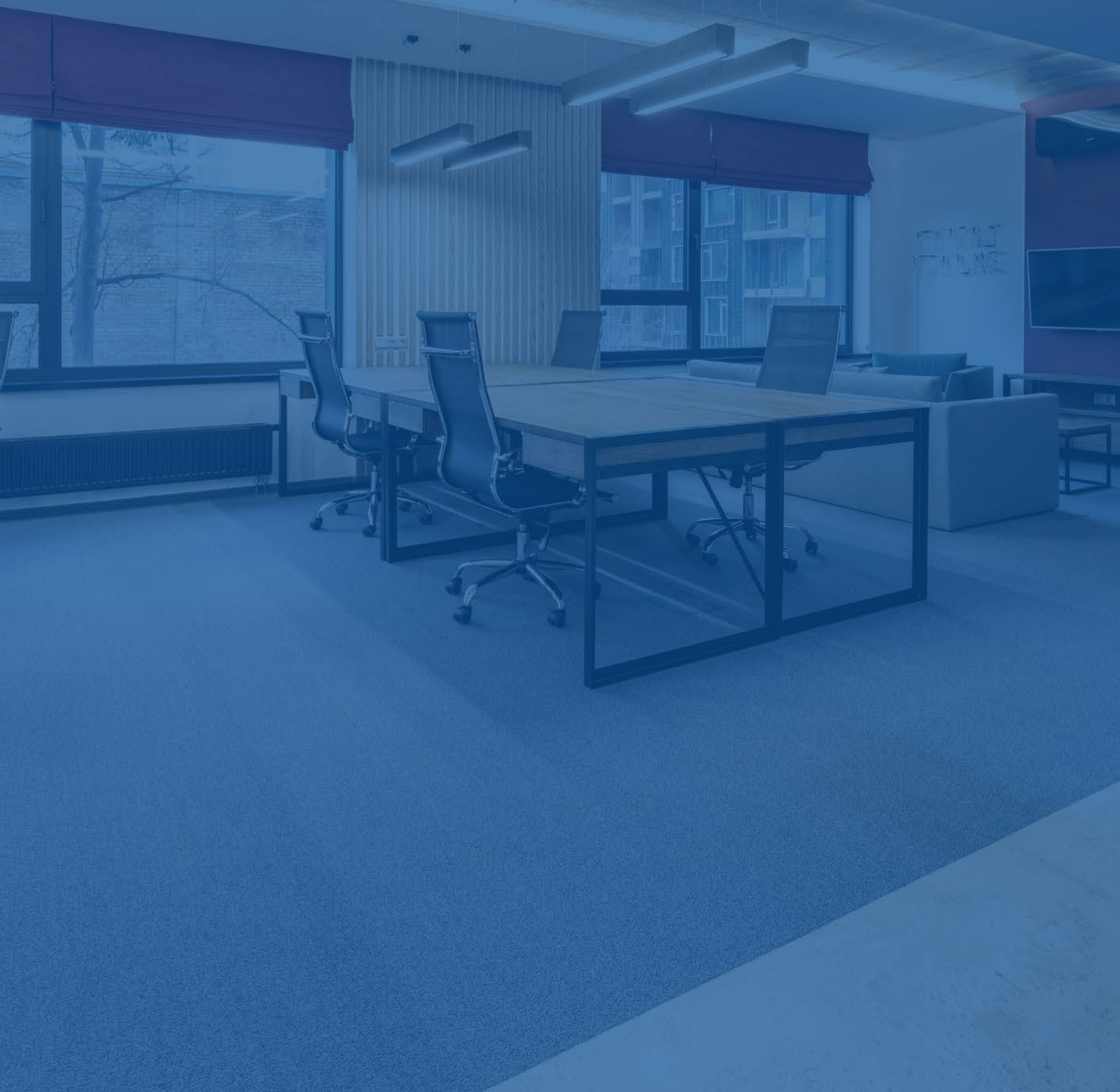


# CIRCULAR RESOLUTION POLICY



## 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.

## LEGISLATIVE & GOVERNANCE FRAMEWORK

This policy is governed by the following legislation, standards and governance requirements:

### Commonwealth Legislation

- **Corporations Act 2001 (Cth)** — particularly s.248A (Resolutions without meetings), s.180–184 (Directors' duties), s.191 (Disclosure of material personal interests).
- **Australian Charities and Not-for-profits Commission Act 2012 (Cth)** — Governance Standards 1, 2, 3 & 5.
- **Privacy Act 1988 (Cth)** — including the Australian Privacy Principles governing secure handling of Board information.
- **Cybersecurity Standards Act 2023 (Cth)** — governance requirements relating to digital security, access control and electronic decision-making.

### National Standards for Group Training Organisations (2017)

- **Standard 3: Effective Governance and Management** — requiring transparent, documented decision-making processes, accountability mechanisms and controlled recordkeeping.

### Internal Governance Documents

- ARU Constitution
- ARU Code of Conduct
- ARU Conflicts of Interest Policy
- ARU Records Management Policy
- ARU Cybersecurity Policy

Circular resolutions must comply with these instruments in full.

## 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 ARU 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

## DEFINITIONS

### **“Circular Resolution”**

A resolution passed without holding a meeting, requiring unanimous written agreement of all directors entitled to vote.

### **“Unanimity”**

Every director eligible to vote must vote “in favour”; a single abstention, objection, or failure to vote results in a failed resolution.

### **“Quorum”**

Not applicable to circular resolutions — unanimous agreement replaces quorum.

### **“Digital Voting”**

Electronic voting facilitated through BoardPro or another ARU-approved secure platform, subject to cybersecurity protocols.

### **“Conflict of Interest”**

A situation where a director has a personal, professional, or financial interest that could improperly influence their vote.

### **“Reasonable Timeframe”**

A defined period (generally 48–96 hours) determined by the Chair depending on urgency and availability of directors.

### **“Record of Resolution”**

The complete documentation of the circular resolution including the motion, supporting papers, voting outcomes, conflicts disclosed, and confirmation at the next Board meeting.

## **POLICY**

ARU’s 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 ARU Board members, as required by the Act.

Circular resolutions must not be used for decisions that:

- i. relate to strategic direction, long-term planning, or ARU Board-level debate
- ii. involve material financial risk, major expenditure, or entering significant contracts
- iii. involve director appointments or removals (unless expressly permitted by the Constitution)
- iv. involve disciplinary matters regarding directors
- v. relate to real property, major asset acquisition, or lease commitments
- vi. require in-depth deliberation, legal advice, or assessment of complex risks

In these cases, a Board meeting, virtual or in person, must be convened.

Circular resolutions are intended solely for urgent, low-risk, administrative, or procedural decisions.

This policy applies in situations where:

- ARU needs to make a decision before the next scheduled ARU’s Board meeting.
- Convening an ad hoc or emergency ARU 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 ARU 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 ARU Board members. If a detailed discussion is necessary to support the decision, ARU 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 ARU 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 ARU Board members.

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

## **DIGITAL SECURITY AND CONFIDENTIALITY REQUIREMENTS**

Because circular resolutions involve electronic communication and voting, the following protocols apply:

- Directors must use ARU-controlled email accounts or BoardPro authentication.
- Directors must not forward, screenshot, or download sensitive circular resolution material to personal devices.
- All voting must occur via BoardPro or another ARU-approved secure platform.
- Documents must be stored in accordance with the Privacy Act 1988 and ARU cybersecurity protocols.
- Access logs, timestamps, and identity verification information generated by BoardPro form part of the official record.

## **WITHDRAWAL OR TERMINATION OF A CIRCULAR RESOLUTION**

A circular resolution must be withdrawn if:

- any director objects to the use of a circular resolution;
- a director requests discussion;
- a conflict of interest emerges requiring clarification; or
- new information arises requiring deliberation.

Once withdrawn:

- the resolution must not be voted on or acted upon;
- it may only be resubmitted at a formal ARU Board meeting;
- the withdrawal must be recorded in BoardPro and reported at the next 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.

The Chair must specify a timeframe for voting that is:

- proportionate to the urgency;



- reasonable given director availability;
- no less than 48 hours except in extreme urgency;
- normally no more than 96 hours.

Votes received after the deadline are invalid.

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.

## CONFLICTS OF INTEREST PROCEDURES

Where a director declares a conflict of interest:

1. The conflict must be recorded in BoardPro before voting.
2. The conflicted director must abstain from voting.
3. The circular resolution is invalid if unanimity is not achieved.
4. The matter must be redirected to a formal Board meeting.
5. The conflict must be included in the register of interests.

This ensures compliance with:

- Corporations Act s.191
- ACNC Governance Standard 5
- ARU Conflicts of Interest Policy

## AUDIT TRAIL AND RECORDKEEPING

ARU must maintain a complete audit trail for every circular resolution, including:

- motion text;
- supporting documents;
- identity-verified votes (via BoardPro metadata);
- timestamps of voting;
- declared conflicts of interest;
- decision outcome;
- confirmation at next Board meeting.

Records must be stored securely for seven (7) years, or longer where regulatory or legal requirements apply.

Access is restricted to:

- Board members

- Managing Director
- Company Secretary
- Auditors
- Regulators

## 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
1.4	M. Wentworth	27/11/2025	All	Information update