



# **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 30 May 2025.
- (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.

### **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: Membership**

### **2.1 Membership**

- (a) The Foundation offers free ordinary membership to all Clients and paid ordinary membership to others on application.

### **2.2 Membership Fees**

- (a) No annual memberships fee is payable by:
  - (i) Client Members;
  - (ii) Honorary Life Members; and
  - (iii) Life Members.
- (b) All other Members must pay an annual membership fee of \$50.00 for a full Membership Period, or \$25 if the Member is accepted or renews their membership with fewer than six months remaining in the Membership Period.

### **2.3 Membership Period and Renewal**

- (a) This By-Law 2.3 does not apply to Honorary Life Members or Life Members.
- (b) A membership period is the period from 1 July to 30 June, unless otherwise determined by the Board (Membership Period).
- (c) A person's membership takes effect on the date the Board or its delegate accepts their application for membership under clause 4.3(b) of the Constitution. That membership shall remain current until the end of the applicable Membership Period, unless the person ceases to be a Member.
- (d) If a Member meets the requirements to be a Client Member as at 1 July, their membership will automatically renew on that date for the following Membership Period as a Client Member, regardless of their membership category at the time of original admission.
- (e) Subject to By-Law 2.3(d) all other Members must renew their membership annually.

### **2.4 Waiver or Concession of Membership Fees**

- (a) The Board can choose to waive, reduce, or defer membership fees due to financial hardship or other special circumstances, or to promote inclusion.
- (b) A request for waiver, reduction, or deferral must be made in writing to the Company Secretary.
- (c) Any waiver, reduction, or deferral applies for a period determined by the Board and may be reviewed or revoked at any time.

## **2.5 Application for Membership**

- (a) For the purposes of clause 4.2(c)(ii) of the Constitution, an application is considered signed if the Board or Company Secretary accepts the method used as clearly showing the applicant's identity and intention to apply.
- (b) This may include a handwritten, typed, or electronic signature, a mark of indication, or a submission through an approved online system.

## **3. By-Law 3: Communication Person for Members**

### **3.1 Appointment of a Communication Person**

- (a) A Member may nominate a Communication Person to assist them in understanding and exercising their rights and fulfilling their obligations as a Member of the Foundation.
- (b) The nomination must be in writing to the Company Secretary and may be withdrawn or updated at any time by the Member.
- (c) The Communication Person may be a family member, support worker, advocate, carer, or any other trusted individual chosen by the Member.

### **3.2 Role of the Communication Person**

- (a) The Communication Person may:
  - i. receive correspondence and notices on behalf of the Member;
  - ii. accompany the Member to any meeting of the Foundation's Members, including general meetings and the annual general meeting;
  - iii. provide communication support or other form of assistance the Member may reasonably require to access and participate in meetings, including but not limited to physical access support, interpretation, or technology-related assistance.
- (b) The Foundation may communicate directly with the Member where necessary or appropriate and reserves the right to clarify instructions or decisions directly with the Member.

### **3.3 Limitations on Authority**

- (a) A Communication Person is not a Member of the Foundation by virtue of their role and has no right to vote, speak independently, or otherwise participate in meetings except to support the Member.
- (b) A Communication Person must not sign a proxy form or exercise a vote on behalf of the Member unless they are also:
  - i. the Member's formally appointed Attorney, guardian, or decision-maker under relevant law (including under an order of a court or tribunal); and

- ii. authorised to act in this capacity for the purpose of voting.

### **3.4 Conduct and Expectations**

- (a) The Foundation expects Communication Persons to:
  - i. act respectfully and in the best interests of the Member;
  - ii. not disrupt meetings or interfere with the rights of other Members; and
  - iii. comply with any reasonable directions given by the Chair or the Company Secretary.

## **4. By-Law 4: Advisory Groups**

### **4.1 Formation**

- (a) The Chief Executive Officer, in consultation with the Board, has the authority to establish one or more Advisory Groups.
- (b) As the date of these By-Laws, the Chief Executive Officer has established the following Advisory Groups:
  - i. the Home & Community Service Advisory Group;
  - ii. the Disability Employment Service Advisory Group; and
  - iii. the Client Advisory Group.
- (c) Advisory Groups are in addition to a range of other feedback mechanisms including Foundation community meetings, family support groups, client surveys, insight surveys, the feedback and complaints framework and other feedback channels.

### **4.2 Purpose**

- (a) The Purpose of the Advisory Groups established under By-Law 4.1(b) is to provide advice and feedback to management to:
  - i. help plan and prepare for future service needs, preferences, risks, and opportunities;
  - ii. assist in achieving the amplification of Client's voices and help drive change in government policy, access, inclusion, and community attitudes.
- (b) The Home & Community Service Advisory Group will advise on:
  - i. delivering safe, high-quality services that reflect Client needs and preferences;
  - ii. raising awareness among people who could benefit from the Foundation's services but are not yet using them; and

- iii. any other matter considered beneficial by the Chair of the Home & Community Service Advisory Group.

(c) The Disability Employment Service Advisory Group will advise on:

- i. providing safe, meaningful employment that addresses the needs, preferences, and potential of people with an intellectual disability;
- ii. raising awareness and attracting potential employees who could benefit from employment with the Foundation; and
- iii. any other matter considered beneficial by the Chair of the Disability Employment Service Advisory Group.

(d) The Client Advisory Group will advise on:

- i. Client-related documents, including policies, procedures, or associated materials such as easy-read documents;
- ii. advocacy positions;
- iii. new programs or services; and
- iv. any other matter considered beneficial by the Accountable Executive.

#### **4.3 Composition**

(a) The Home & Community Service Advisory Group will consist of:

- i. three current Clients;
- ii. three family members (substitute decision-makers) of current Clients; and
- iii. such other individuals as required by the Chair to enable the Advisory Group to fulfil its purpose.

(b) The Disability Employment Service Advisory Group will consist of:

- i. three current or former employees we support who have leadership experience in their workplace;
- ii. two family members (substitute decision-makers) of current employees we support; and
- iii. such other individuals as required by the Chair to enable the Advisory Group to fulfil its purpose.

(c) The Client Advisory Group may consist of Clients from any of the Foundation's services.

(d) Membership for any Advisory Group is to be drawn from a broad geographical area and be a representative of the Foundation's services.



- (e) The Chair of each Advisory Group will be the member of the Executive Leadership Team who holds accountability for services considered by that Service Advisory Group.
- (f) The Chair of the Client Advisory Group will be appointed by the relevant Accountable Executive.
- (g) Members of a Service Advisory Group are appointed or removed by the Chair of the Service Advisory Group.
- (h) Members of the Service Advisory Group are appointed or appointed or removed by the relevant Accountable Executive.
- (i) Members of any Advisory Group may be accompanied by a support person. Participation by the support person is limited to that which is sufficient to appropriately represent the views of the member.

#### **4.4 Meetings**

- (a) Each Advisory Group will hold at least three (3) meetings per annum.
- (b) The Chair or the Accountable Executive of an Advisory Group may convene additional meetings at any time.
- (c) The Chief Executive Officer will have a standing invitation to attend any Advisory Group meeting.
- (d) Employees of the Foundation may attend Advisory Group meetings, or parts thereof, when invited by the Chair or the Accountable Executive of the Advisory Group. Their attendance must preserve the primary function of the Advisory Group, which is to hear the voices of its appointed members.
- (e) The Chair of the Accountable Executive shall prepare the meeting agenda. The agenda and appropriate briefing materials must be provided to members of the Advisory Group in advance.
- (f) Agendas, briefing materials, and presentations will be provided in an accessible format.

#### **4.5 Advisory Group Reporting**

- (a) The Chair or the Accountable Executive of an Advisory Group may provide reports the Board's Client Care Committee on any matters of concern or key feedback received.
- (b) Each Advisory Group will assess its performance annually and provide a report to the Chief Executive Officer.

## **5. By-Law 5: Escalation of Critical Incidents**

### **5.1 Escalation of Critical Incidents**

- (a) If a member of an Advisory Group or any attendee at an Advisory Group meeting raises a matter of concern regarding the health, safety or wellbeing of any Client or employee of the Foundation, the matter must be escalated immediately to the Chair of the Advisory Group or to the Accountable Executive. The Chair or Accountable Executive will ensure the matter is referred to the appropriate person within the Foundation to respond in accordance with the Foundation's policies and procedures.
- (b) In line with the Foundation's ethical and legal duties to Clients, employees, and others, Foundation employees may not be in a position to discuss specific critical incidents with an Advisory Group or individual Advisory Group members.
- (c) All members of Advisory Groups, and all attendees at any Advisory Group meeting, must respect the confidentiality of any information disclosed and follow relevant protocols for reporting an escalation.

## **6. By-Law 6: Board Nominations Process and Committee**

### **6.1 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.

### **6.2 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.

### **6.3 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.

### **6.4 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; and
  - 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.
- (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.

## **6.5 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.

## **7. By-Law 7: Director Eligibility and Board Composition**

### **7.1 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.

### **7.2 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.

### **7.3 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.

### **7.4 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 for an Elected Director position a call for Elected Director nominations will occur.
- (d) The Board Composition and Eligibility Requirements will be provided to interested candidates for an Elected Director or Appointed Director role.
- (e) The Nominations Committee will review all applications/nominations for Board Appointed and Elected Directors with reference to Board Composition and Eligibility Requirements.

### **7.5 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.

#### 7.6 Determination of Applicants/Nominees

- (a) Following the close of applications/nominations for Appointed and Elected Directors, the Board following receipt of a report from the Nomination Committee, will determine in its discretion which applicants/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 applicants/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.

### 8. Schedule 1 – Definitions

- (a) In these By-Laws words and expressions shall have the meaning given below.
  - i. **Accountable Executive** means a member of the Executive Leadership Team designated by the Chief Executive Officer as responsible for the operation of an Advisory Group;
  - ii. **Advisory Group** means any group established by the Board under clause 13 of the Constitution or by the Chief Executive Officer in accordance with By-Law 4.1(a);
  - iii. **Appointed Director** means a director appointed in accordance with clause 7.9 of the Constitution;
  - iv. **Board** means the board of directors of Endeavour Foundation Limited;
  - v. **Board Composition and Eligibility Requirements** means the criteria developed by the Board in accordance with By-Law 7.4;
  - vi. **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;
  - vii. **Chair** means the person appointed to preside as chair of the relevant Advisory Group or Nominations Committee in accordance with these By-Laws;
  - viii. **Chief Executive Officer** means the chief executive officer of Endeavour Foundation Limited;

- ix. **Client** means a person who receives Support from the Foundation;
- x. **Client Member** means a Member who at the relevant time is a Client and has been a Client for at least the preceding three months;
- xi. **Communication Person** means a person appointed by a Member in accordance with By-Law 3.1;
- xii. **Constitution** means the constitution of the Endeavour Foundation Limited ACN 009 670 704;
- xiii. **Disability Employment Service Advisory Group** means the Advisory Group referred to in By-Law 4.1(b)(ii);
- xiv. **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;
- xv. **Elected Director** means a director elected in accordance with clause 7.7 of the Constitution;
- xvi. **Executive Leadership Team** means the group of senior executives appointed by the Chief Executive Officer responsible for the overall leadership, strategic direction, and operational management of the Foundation;
- xvii. **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;
- xviii. **Foundation** means the Endeavour Foundation Limited ACN 009 670 704;
- xix. **Home and Community Service Advisory Group** means the Advisory Group referred to in By-Law 4.1(b)(i);
- xx. **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;
- xxi. **Nominations Committee** means the committee established in accordance with By-Law 6.1(a);

- xxii. **Service Advisory Group** means an Advisory Group referred to in By-Law 4.1(b)(i) or 4.1(b)(ii); and
- xxiii. **Support** means any assistance, care, guidance, supervision, training, or service provided by the Foundation to promote the wellbeing, inclusion, independence, or skill development of a person with disability, but does not include:
  - a) traineeships or apprenticeships; or
  - b) services provided to individuals who are receiving the services due to a government-mandated program, or mutual obligation requirement and not by their own choice.

Support may be delivered in the home, in the community, in the workplace, or through other programs and services.