

Charter:

Foundation Board of Alkira Centre - Box Hill Inc.

May 2011

Alkira Centre - Box Hill Inc. - 3 Thurston Street, Box Hill, Victoria 3128
ABN: 47 368 869 748
Organisation Number: A0024382B

To enable Alkira Centre - Box Hill Inc. ("Alkira") to be effective in meeting its long-term objectives, the Board of Alkira intends to create an auxiliary under clause 78 of the Alkira Constitution, to be known as the "Foundation Board".

The purpose of the Foundation Board is to oversee the fundraising activities of Alkira, and these activities are to be known as the "Alkira Foundation".

The Alkira Foundation is not established as a separate legal entity, but is to be an integrated element of the structure of Alkira.

Subject at all times to the discretion of the Board of Alkira, the Foundation Board shall operate pursuant to this Charter. The Charter sets out the role, structure, composition and responsibilities of the Foundation Board.

For good cause shown, the Board of Alkira may at any time withdraw its authority for the Foundation Board and the Foundation to operate as an auxiliary and carry out the role set out in this Charter.

1. OBJECTIVES AND ROLE

The objectives and role of the Foundation Board are as follows:

- To provide supervision of the Alkira Foundation, including:
 - To oversee the fundraising activities of the Alkira Foundation;
 - To provide leadership and direction to the Alkira Foundation;
 - To establish long and short term goals, objectives and priorities for the Alkira Foundation in achieving its mandate.
- To represent the Alkira Foundation to the community.
- The Foundation Board may, at any time, convene a sub-committee, for example a "Board of Ambassadors", comprising of individuals with a high

community profile, but shall not delegate its supervision role to any such sub-committee.

2. MEMBERSHIP AND ATTENDANCE

- The Foundation Board shall comprise the Chief Executive Officer of Alkira, at least one member of the Board of Alkira, and up to six other members appointed by the Alkira Board, being responsible persons in the community with the appropriate skills, experience, time and commitment to govern the Alkira Foundation.
- The term of office of each member of the Foundation Board shall be two years, with eligibility to be re-appointed.
- The Chair of the Foundation Board shall be appointed by the Board of Alkira and must be a member of the Foundation Board other than the Chief Executive Officer of Alkira.
- The Alkira Board may at any time by resolution remove any member of the Foundation Board before the expiration of his/her term of office and may appoint another individual in their place,

3. FINANCE AND LEGAL

The financial and legal responsibilities delegated by the Alkira Board to the Foundation Board are as follows:

- To provide to the Secretary of Alkira, as defined in its Constitution, funds raised at regular intervals or when requested by the Alkira Board. The purpose/s to which funds raised are applied shall be decided by the Alkira Board.
- To furnish a written annual report and audited financial statement to the Board of Alkira for their financial year preceding, by the thirty-first day of August.
- To ensure the financial integrity of the Alkira Foundation.
- To be accountable to donors of the Foundation for all funds received.
- To seek and evaluate guidance on the investment and dispersal of funds received by the Alkira Foundation and to make recommendations to the Alkira Board on these matters.
- To review compliance with relevant material laws affecting the Alkira Foundation.
- To be aware of and abstain from any conflict of interest.

4. MEETINGS

- The Chair shall preside at Foundation Board meetings but in the absence of the Chair, the Foundation Board may appoint a Chair for the meeting.

- The Foundation Board will meet at least four times in each calendar year, with such additional meetings as the Chair may decide, where necessary for the Foundation Board to fulfil its duties.
- The Chair shall call a meeting of the Foundation Board if requested to do so by the Board of Alkira or at least two Foundation Board Members or the auditor of Alkira.
- Meetings of the Foundation Board may be held face to face or held using any instantaneous communication device or technology as considered appropriate by the Chair.

5. QUORUM

- A quorum for any meeting of the Foundation Board shall be no less than 50% of the Foundation Board members and must include at least one Alkira Board member

6. REPORTING

- The Chair shall regularly report to the Board of Alkira or to such management representative as the Board of Alkira directs, providing a summary of the Foundation Board's work and results. Such report must include:
 - any formal resolutions of the Foundation Board; and
 - any major items which the Foundation Board considers the Board of Alkira should be made aware of.
- The Foundation Board's report may contain recommendations to the Board of Alkira, but shall, in no case, constitute a determination of the Board of Alkira in its own right.

7. AMENDMENTS TO CHARTER

- The Foundation Board may, if it considers it appropriate, review this Charter and propose amendments to it for the consideration and approval of the Board of Alkira.