



FAMILIES OF VETERANS GUILD

Proudly owned & operated by Australian War Widows NSW Ltd



BOARD OF DIRECTORS 2025 CANDIDATE NOMINATION PACK

ABOUT US

The Australian War Widows NSW, now trading as the Families of Veterans Guild, has more than 79 years of history in supporting war widows and families of veterans. Founded by the incredible Jessie Vasey CBE OBE in 1946, just 9 years later in 1955, Jessie implored us to become an inclusive organisation, she said: *“We are now becoming an older women’s group and I feel that if we remain as such the organisation will die. We must become an inclusive group if we are to survive”*. We have held on to this steadfast belief. We have been listening and opening our organisation beyond the traditional widow of war for decades and this continues today.

We now provide these services to all families of veterans. Filling existing gaps for families who do not fit into existing services or whose needs are broader such as parents of veterans, spouses of veterans or adult children.

Since the very beginning, the Guild has devoted time, resources and funds to improving war widows’ lives. Through advocacy, lobbying and pure determination, the organisation has successfully helped thousands of widows to live fulfilling lives.

VISION & MISSION

Our vision is to see all families of veterans (including war widows) thriving, resilient, acknowledged and respected.

Our mission is to provide them with a voice, facilitate access to services, entitlements and support their social and emotional wellbeing.

WE VALUE

Respect, Inclusivity, Compassion, Community and Collaboration.

OUR GOALS

1. Grow members, beneficiaries and strategic partnerships
2. Be the leading voice for women and families
3. Ensure effective investment and financial management
4. Be a model citizen in veteran support sector

ABOUT THE BOARD

The Board is focused on the effective governance of the company, including strategic direction, reputation, finance, compliance and risk management. The Board does not manage staff other than the Chief Executive Officer (CEO) and is not involved in day-to-day operations.

The Board structure

The AWWNSW Board of Directors comprises 3 - 9 positions which are allocated as follows:

- * Up to 6 Directors to be elected by the membership.
- * Up to 3 Directors to be appointed by the Board based on their skills and experience.
- * At all times the Board must comprise a majority of Directors who are members of the Company.

Elected Directors are appointed for three years. Elected Directors can stand for re-election following completion of their first term. Elected Directors can serve a maximum of two consecutive terms.

As a Director you are required to:

- * Assess and determine for yourself (and as a Board) how any proposed action will affect business performance, especially if it involves the expenditure of money.
- * Obtain advice when you need more details to make an informed decision.
- * Prepare for and take part in Board and Committee meetings.

Board responsibilities

The Board is responsible for the governance and strategic direction of AWWNSW. The Board provides oversight to the operations to ensure alignment with strategy, policy and budget.

A key function of a Board is resource allocation to ensure that management has the means to carry

out the strategy set by the Board.

The Board's role

- * Set and monitor the strategic direction of the organisation.
- * Review financial statements, approve the budget and ensure that the financial assets of the organisation are safeguarded and used appropriately.
- * Monitor performance of the organisation and assure that the principal risks it faces are identified, and that appropriate controls are in place to manage the impact of those risks.
- * Ensure compliance with all governing laws and regulations.
- * Set, approve and amend governance policies and delegate the responsibility for implementation to the CEO.
- * Recruit, hire, evaluate, guide and manage the CEO, including determining the remuneration package.
- * Review the composition of the Board, including performance and refreshment.
- * Ensuring sound succession planning including strategies to assure the Board is comprised of individuals who are able to meet the responsibilities of Directors.

LEGAL RESPONSIBILITIES OF DIRECTORS

The expectations and duties of Directors of not-for-profit companies limited by guarantee are the same as a large for-profit company. The legal standard to which Directors are held to is the test of reasonableness, i.e., what would a reasonable person do in the circumstances? The test of reasonableness is assessed against community expectations.

Recently this has shifted from what Directors **did** know to what they **should** know.

Corporations Act 2001

Directors duties are governed by the *Corporations Act 2001* and include:

- * To act with care and diligence.
- * To act in good faith.
- * Not to improperly use position.
- * Not to improperly use information.
- * Disclosure of material personal interests.
- * Ensure the company isn't trading while insolvent.

The legal fiduciary and statutory duties which apply to Directors demand that Directors do nothing to undermine the viability of the organisation. The legal duties referred to in this respect are:

- * The duty of 'good faith' under s.181 of the *Corporations Act 2001*, which demands that Directors 'exercise their powers in good faith in the interests of the company as a whole and for a proper purpose'. This duty generally demands that Directors avoid doing anything which may undermine the interests of the company.
- * The fiduciary duty to avoid 'conflicts of interest'.

Under each of these duties, a current or potential Director may be deemed 'ineligible' if involved in or associated with the management, operations, Directorship or promotion of a competing product or service to that of the organisation and which has the potential to jeopardise the

organisation's financial viability and capacity to deliver on its mission.

Directors must:

- * Act in the company's best interests, even if this may not be in your own interests.
- * Know what the company is doing.
- * Make sure that the company can pay its debts on time.
- * See that the company keeps proper financial records.
- * Be honest and careful in your dealings at all times.
- * Use any information you get through your position properly and in the best interests of the company. Using that information to gain, directly or indirectly, an advantage for yourself or for any other person, or to harm the company may be a crime or may expose you to other claims. This information need not be confidential.
- * If you have personal interests that might conflict with your duty as a Director, you must generally disclose these at Board Meetings.

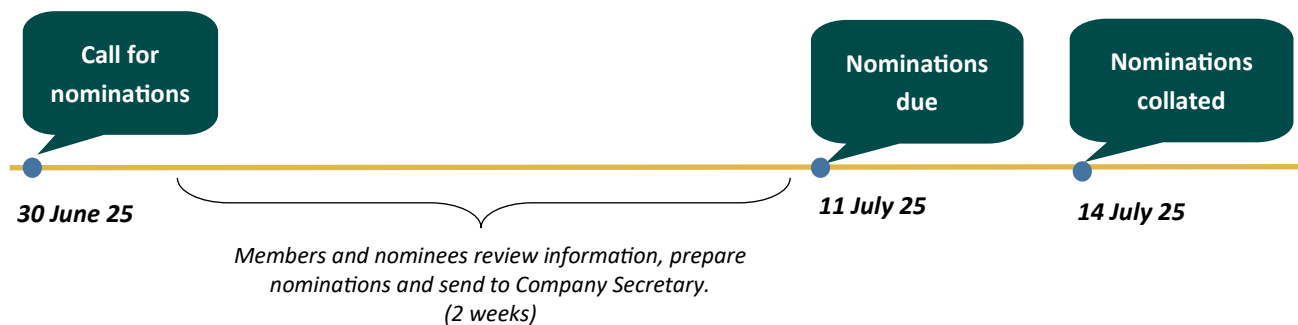
NOMINATION AND ELECTION PROCESS

Call for nominations is announced by the Company Secretary via the organisation's newsletter which is sent electronically to all members who have registered an email address and by post to those without. Completed nominations received by the closing date are collated by the Company Secretary.

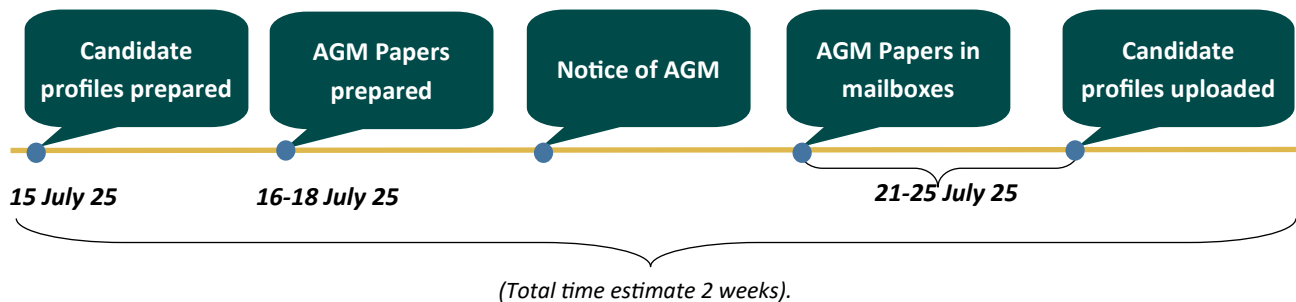
The Company Secretary will review the nominations to ensure those standing for election are eligible to do so having regard to the governing requirements of the company's Constitution, *Corporations Act* and the Australian Charities and Not-for-profits Commission (ACNC). Eligible nominations will then be presented to the membership. Candidates will be profiled in the AGM papers. Members will be invited to vote for their preferred candidate/s, should more than two nominations be received. The Company Auditors will oversee the counting of votes.

The successful candidate/s will be advised of forthcoming meeting dates. Elected candidate/s officially take office for a term of three years following the 2025 AGM.

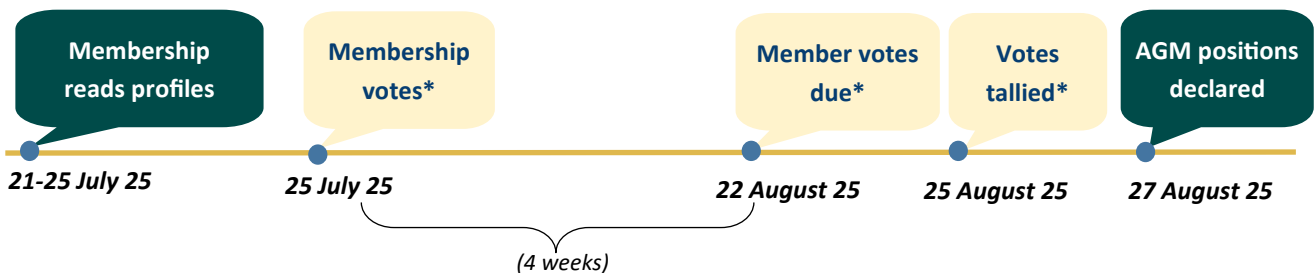
STAGE ONE NOMINATIONS:



STAGE TWO PROCESSING:



STAGE THREE VACANCIES FILLED:



* votes to be cast by way of postal ballot **only if** more than two nominations are received.
Company Auditors to oversee process.

BOARD COMMITMENT

The primary commitment as a Board Director is time. The Board will meet at least four times a year in person. At times, meetings may occur by teleconference or video conference.

To prepare for Board meetings, Directors must allow time to review the agenda papers and come sufficiently prepared to participate in the discussion. The Board also has a number of committees that Directors can nominate to; additional time will be required to undertake the work of the respective committees.

Confidentiality

Directors have a right to information and receive confidential material or information. These materials are provided in good faith and Directors will ensure that confidentiality is maintained. Documents and discussions that are confidential will be identified. Directors must respect the position they hold regarding access to information from AWWNSW and not disclose or use this position in any way for personal gain.

FREQUENTLY ASKED QUESTIONS

Am I eligible to nominate?

To be eligible for nomination you must be over 18 years and be nominated by a financial member of the organisation

Who can be a Director?

Individuals who are supportive of the company's objectives can be nominated as a Director.

Nominees **must** be nominated by a financial member of the organisation.

Importantly, you must not act as a Director without court consent if you:

- * are an undischarged bankrupt.
- * are subject to a personal insolvency agreement or an arrangement under the Bankruptcy Act 1966 (Bankruptcy Act) that has not been fully complied with.
- * are subject to composition under the Bankruptcy Act and final payment has not been made, or
- * have been convicted of various offences such as fraud or offences under company law, such as a breach of your duties as a Director or insolvent trading.

If you become bankrupt, enter into a personal insolvency agreement or are convicted of a relevant offence at a time while you are a Director, then your appointment to the Board automatically ceases.

How can I be nominated to become a Director?

All nominees must be nominated by a financial member of the organisation. The nomination must also be seconded by another financial member of the organisation.

Documentation required to support nominations is detailed in the *Nominations Checklist*.

Do I receive financial support to fulfil my role as a Director?

Directors on the Board are remunerated for their services. An annual honorarium is available to all Directors. Directors are also entitled to be reimbursed for expenses incurred in performing their role as Directors as determined by the Board.

Examples of these expenses include the costs associated with attending Board meetings and attending events on behalf of the Board or State President.

Why is the composition of the Board so important?

Board composition is a critical success factor for any not-for-profit charity. Diversity in skills and experience enables good and sound decision making.