

RESPONSIBLE PERSONS POLICY

Muhammadiyah Australia College



Approved:	September 2021
Approved by:	MAC Board of Directors
Next Review:	September 2024

RESPONSIBLE PERSONS POLICY

1. Purpose

The purpose of this Responsible Persons Policy (**Policy**) is to identify the Responsible Persons for **Muhammadiyah Australia College Ltd. ACN 626 804 877 (Company)** and to set the requirements and obligations for disclosures on appointment and on an ongoing basis to ensure compliance with the probity requirement under the *Education and Training Reform Regulations 2017 (Vic) (ETR Regulations)*.

This Policy also ensures disclosure of additional corporate probity requirements that apply under ACNC Governance Standard 4 to the Directors of the Company.

2. Scope

For the purposes of this Policy, Responsible Person includes:

1. a Director of the Company;
2. each member of a Board Committee;
3. the Principal and any other person who is concerned in, or takes part in, the management of the Company;
4. any person with responsibility in the Company governance structure for managing the Company or its finances; and
5. any other person or body who by their conduct assumes a position over the governance and management of the Company.

3. Declaration of Responsible Person

Each Responsible Person at the time of their appointment to the relevant position must complete and sign a declaration of fit and proper person in the prescribed form as required by the ETR Regulations, as well as any other school regulation requirement.

In addition, each Director of the Company at the time of their appointment must sign a declaration to the effect of the declaration in Appendix A. The Company Secretary must undertake a search of ASIC Disqualified Persons Register and ACNC Register of Disqualified Persons for each proposed Director to verify their declaration.

All declarations made by Responsible Persons must be submitted to the Company Secretary of the Company within 7 days from an appointment of a Responsible Person for verification and subsequent lodgement with the Victorian Registrations and Qualifications Authority (VRQA) which is due 30 days following the appointment.

The Company will keep a copy of the declarations of each Responsible Person for the Company for a period of seven years before archiving or disposing of the Declaration.

4. Continual disclosure

Each Responsible Person is required to provide notification of a 'notifiable disclosure event' being defined in the ETR Regulations as an event that occurs if the Responsible Person is the subject of:

1. an adverse finding or other action by a court, tribunal, professional discipline or regulatory body (in Victoria or elsewhere) where the adverse finding or the action relates to the responsible person's:
 - dishonest, misleading or deceptive conduct; or
 - non-compliance with a legal obligation relating to the provision of education; or
 - breach of duty; or
 - the commencement of legal or disciplinary proceedings in relation to the conduct of the Responsible Person that means the Responsible Person is not a fit and proper person within the meaning of the ETR Regulations.
2. By way of an example, the definition of 'notifiable disclosure event' in the ETR Regulations provides that VRQA must be notified if a Responsible Person is:
 - charged with an indictable offence; or
 - the subject of bankruptcy proceedings; or
 - the subject of proceedings to enforce compliance with an applicable professional or registration standard; or
 - the subject of proceedings for breach of a legal or fiduciary duty that applies to the Responsible Person.
3. The notification of a 'notifiable disclosure event' by a Responsible Person must be made to the Company Secretary no later than 48 hours from the occurrence of a notifiable disclosure event.

4. The Company Secretary must ensure that notification in writing is made to VRQA within 30 days of occurrence of a notifiable disclosure event in respect of a Responsible Person.

In addition to the above notification requirement for all Responsible Persons, each Responsible Person who is a Director of the Company must notify the Company Secretary within 48 hours if they become disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth) (**Corporations Act**) or they become disqualified by the Australian Charities and Not-for-profits Commissioner from being on the governing body of any charity.

5. Legal requirements for Responsible Persons that are Directors

Governance Standard 4 of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**) requires the Company to take reasonable steps to ensure that the members of the Board, are not disqualified from:

1. managing a corporation under the Corporations Act; or
2. being a Responsible Person by the ACNC Commissioner within the previous 12 months.

The Company may undertake a search of the ASIC Disqualified Persons Register and the ACNC Register of Disqualified Persons for each proposed Director to determine whether they are disqualified. If the Company determines that a person is either listed on one of these registers, refuses to sign the Corporate Probity Declaration, or is otherwise not satisfied that the person is not disqualified from the above positions, it must not appoint the person as a member of the Board. If the person is already appointed, the Company must take reasonable steps to remove them from the Board.

The Board should begin by asking the person to resign as a Director of the Company. Failing this, the Board should recommend to the members of the Company that the person should be removed as a Director.

6. Induction process for Responsible Persons

The Company requires all Responsible Persons to be introduced to the Company through informed consultation and orientation to policies and procedures, with access to documentation that enables the Responsible Persons to be fully informed of their obligations and duties. In inducting a Responsible Person, the Company will ensure that the Responsible Person:

1. meets the Principal and the Chair of the Board and receives a tour of the College to see its buildings, grounds and facilities;

2. receives a copy of the key governance documents of the Company, access to the Company's Policies and Procedures, recent minutes of meetings of the Board and the most recent audited financial statements of the Company; and
3. is made aware of the primary governance responsibilities of acting in the interests of the Company, confidentiality and conflicts of interests.

The Company will maintain a register of the induction program for each new Responsible Person in the form attached to this policy at Appendix B, which records their name, the date of becoming a Responsible Person, role, qualifications, receipt of induction documents and the date, and will maintain each entry in the register for seven years from the date of entry before archiving or disposing.

7. Responsible Person Register

The Company will maintain a Responsible Persons' Register in a form to the effect of that set out at Appendix C to this policy to be updated annually or on a more frequent basis if required. The Responsible Persons' Register will, as a minimum, record the following information in relation to each Responsible Person of the Company:

1. confirmation that the probity declaration(s) have been received;
2. confirmation that the annual Conflicts of Interest Disclosure Statement has been received;
3. confirmation that the Related Party Transactions Register has been updated to reflect annual conflicts of interest disclosure statement;
4. confirmation that the Register of Professional Learning Register has been updated to reflect the annual disclosure statement; and
5. confirmation that, if the Responsible Person has been appointed that year, the Register of Induction has been completed (not applicable if the Responsible Person has not been appointed in that year).

The Company Secretary must ensure each entry in the Responsible Persons' Register is retained for seven years following the date of the entry in the register before archiving or disposing.

8. Professional Learning of Responsible Person

At the commencement of each year, the Board will determine which areas of professional learning are relevant to the needs, skills and experience of its Responsible Persons, especially in relation to compliance, risk management, finance, legal obligations, conflict of interest, related parties and education.

1. The Company will approve a minimum of twelve hours of professional learning with regard to governance issues for each Responsible Person over each three year period (beginning from the time a person commences as a Responsible Person).
2. The Company will reimburse reasonable expenses associated with professional learning approved by the Board.
3. The Company Secretary must maintain a register of each Responsible Person's professional learning annually to the effect of the Register set out in Appendix D of this policy. This register will record the names, role, date, nature and hours of professional learning.

The Company Secretary must ensure each entry in the Responsible Persons' Professional Learning Register is retained for seven years following the date of the entry in the register before archiving or disposing.

9. Professional Learning of Responsible Person

This Policy will be reviewed regularly by the Board and at least once every three years, and may be revised to improve existing procedures or reflect changes in any applicable legislation. The Chair of the Board is responsible for ensuring that:

1. this Policy, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
2. the current updated version of this Policy is provided to all Responsible Persons.

RELATED POLICIES

MAC Related Party Transactions Policy

MAC Conflicts of Interest Policy

APPENDIX A

Muhammadiyah Australia College Directors Corporate Probity Declaration

I, _____
(full name)

of _____
(address)

_____ (occupation)

declare that:

- I am not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth); and
- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person (what the ACNC Act calls a 'responsible entity') of a registered charity.

While I am a Director of Muhammadiyah Australia College, I agree to notify the Board of the College as soon as possible if I do become disqualified from managing a corporation within the meaning of the *Corporations Act 2001* (Cth), or if I am disqualified by the Australian Charities and Not-for-profits Commissioner.

Declared at: [location]

On: [date]

.....

Signature

Name:

Position:

