**Vision Australia Limited**

**ACN 108 391 831 (Vision Australia)**

**Client Reference Group Charter**

1. **Overview**

Vision Australia views it as essential that it engages with the blind and low vision community so that its operations, strategic planning, and direction are responsive to the needs of clients.

Vision Australia is committed to engaging with its clients, and the parents and carers of clients, at every level of the organisation including through its client representative body known as the Client Reference Group. This Group is established in accordance with the requirements of Vision Australia’s Constitution (**Constitution**).

This Charter sets out the principles for the operation and administration of the Client Reference Group from time to time.

1. **Role of the Client Reference Group**

The Client Reference Group has been established to represent the views of Vision Australia's clients, and to provide recommendations and advice to the Board of Vision Australia (**Board**) regarding those views.

The Client Reference Group will seek information and views from clients from time to time on various matters and clients may also provide information to the Client Reference Group for its consideration.

1. **Structure of the Client Reference Group**

**3.1 Composition of the Client Reference Group**

The Client Reference Group will be comprised of:

1. Client Members;
2. 2 Board Representative Members (ex officio); and
3. the Chief Executive Officer of Vision Australia (ex officio).

For the avoidance of doubt, **Client Members** are persons appointed to the Client Reference Group in accordance with section 3.2 of this Charter; and **Board Representative Members** are directors of Vision Australia that are appointed to the Client Reference Group in accordance with section 3.4 of this Charter.

**3.2 Appointment of Client Members**

Vision Australia may, from time to time, call for expressions of interest (**EOI**) for the appointment of one or more Client Members. The EOI may specify criteria (including particular knowledge or skill sets required) for the selection of those Client Members. Current Vision Australia officers, employees, and contractorsare not entitled to hold a position as a Client Member.

To be appointed as a Client Member, a person must:

1. be a client of Vision Australia (as determined by the Board from time to time);
2. hold the requisite qualifications or experience (if any) set out in the EOI; and
3. respond to the EOI with all information requested and within the timeframe required, under the EOI.

The Board will determine which, if any, of the persons that have responded to an EOI will be appointed as a Client Member (and the conditions (if any) attaching to their appointment) and will determine the number of Client Members to be appointed at any one time. In making these determinations the Board may also seek input from clients.

Client Members are appointed on a voluntary basis and will be required to meet and abide by all Vision Australia policies and procedures (including those relating to the Vision Australia workforce) as amended from time to time and notified to them in writing (**Policies**).

 Unless otherwise determined by the Board from time to time, each Client Member will be appointed (or re-appointed) for a term of three years, up to a maximum of two terms. Thereafter, Client Members may continue to serve on an exceptional basis where the Board considers that such extension would benefit Vision Australia, however their term expires annually.

**3.3 Removal or suspension of Client Members**

If a Client Member does not carry out his or her duties as a Client Member; refuses or neglects to comply with this Charter or with the Policies; engages in conduct unbecoming of a Client Member; or engages in conduct which is prejudicial to the interests of the Client Reference Group or Vision Australia, the Board may, in its discretion, at any time either suspend the Client Member for a specified period, or terminate their appointment.

**3.4 Board Representative Members**

In accordance with the Constitution, two of Vision Australia's directors will be members of the Client Reference Group at all times, being the **Board Representative Members**.

The Board Representative Members are responsible for:

1. presenting the views of the Client Reference Group to the Board from time to time (including any resolution of the Client Reference Group made in accordance with section 4.1 of this Charter); and
2. notifying the Client Reference Group of the Board's views from time to time on any matters presented to the Board on the recommendation of the Client Reference Group.

The Chairperson of the Board will, from time to time, notify the Client Reference Group who the two Board Representative Members are. For the avoidance of doubt, the Board Representative Members are not required to hold office for a period of 2 years, and will be appointed and replaced from time to time by the Board.

1. **Proceedings of the Client Reference Group**

**4.1 Decision making**

Any decision of the Client Reference Group is to be made by simple majority vote of the members present.

Each Client Member is entitled to one vote.

The Board Representative Members and the Chief Executive Officer of Vision Australia are non-voting members of the Client Reference Group and are not entitled to vote on any resolution proposed or passed by the Client Reference Group.

On an equality of votes, no Client Member will have an additional or casting vote.

**4.2 Recommendations and advice**

The Client Reference Group will provide recommendations and advice to the Board as required.

Any one or more Client Members (or the Client Reference Group as a whole) may advise the Board and management of Vision Australia on the views of clients, and may give recommendations or advice to the Board by submitting their recommendation or advice in writing to the office of the Chief Executive Officer of Vision Australia, without having to call or hold a meeting of the Client Reference Group.

The Board may engage directly with one or more of the Client Members (or any other client of Vision Australia that does not form part of the Client Reference Group) without the need to call or hold a meeting of the Client Reference Group.

**4.3 Twice yearly meetings**

The Client Reference Group must meet at least twice a year.

The Chairperson of the Board will call each meeting by giving at least 6 weeks written notice to the Client Reference Group, and will invite the Client Reference Group to submit items for the meeting agenda.

The Chairperson of the Board will circulate an agenda at least 2 weeks prior to the meeting, and will chair the meeting.

**4.4 Calling meetings**

In addition to meetings of the Client Reference Group called and held in accordance with section 4.3, a minimum of three Client Reference Group members may at any time call a meeting of the Client Reference Group on no less than 20 business days’ notice in writing to each member of the Client Reference Group.

**4.5** **Client Member meetings**

Client Members present at a meeting (other than any meeting held in accordance with section 4.3) will appoint a Client Member to chair that meeting.

Vision Australia will provide a secretary to take minutes for each meeting of the Client Reference Group. Minutes will be circulated to each member of the Client Reference Group no later than 15 Business Days after the date of the relevant meeting.

**4.6** **Use of technology**

Meetings of the Client Reference Group will ordinarily be held by telephone or other form of communication, including where one or more of the members is not physically present at the meeting, but where all members participating in the meeting are able to communicate with each other effectively, simultaneously, and instantaneously.

1. **Remuneration and expenses**

As volunteers, Client Members are not entitled to remuneration for services in their capacity as members of the Client Reference Group.

Subject to any restrictions or limits determined by Vision Australia from time to time, Client Members may be reimbursed by Vision Australia for reasonable out of pocket expenses incurred in the performance of any duty as a member of the Client Reference Group (provided that any such expenses are approved in writing by the Chief Executive Officer of Vision Australia (or his or her delegate) prior to being incurred).

1. **Amendments to the Charter**

This Charter may be amended by the Board in consultation with the Client Reference Group as contemplated by the Constitution.

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