



# **Attachment 5 - Membership Policy**

**Version 2**

Owner: Company Secretary

## (1) About this Policy

This Membership Policy is a mandatory policy that is central to the Lifeline Australia Governance Framework. Lifeline Australia has two categories of Members - Affiliate Members and Non-Affiliate Members. Affiliate Members are bodies corporate that own and operate Lifeline Centres. Non-Affiliate Members are individuals, or bodies corporate nominated by current Members, who are committed to the objects and shared values of Lifeline Australia. The definitions of 'Eligible Affiliate' and 'Eligible Non-Affiliate' are detailed at Clause 3.3 of the Lifeline Australia Constitution.

The purpose of this Membership Policy is to set out the expectations for all Members to ensure an effective basis for contribution to Lifeline services by Affiliate Members and to protect the use of the Lifeline brand. It references the criteria for membership, the obligations on Affiliate Members to contribute to Lifeline flagship services and the processes to be followed where there are disputes between Lifeline Australia and Affiliate and Non-Affiliate Members including for non-compliance with any Lifeline policy.

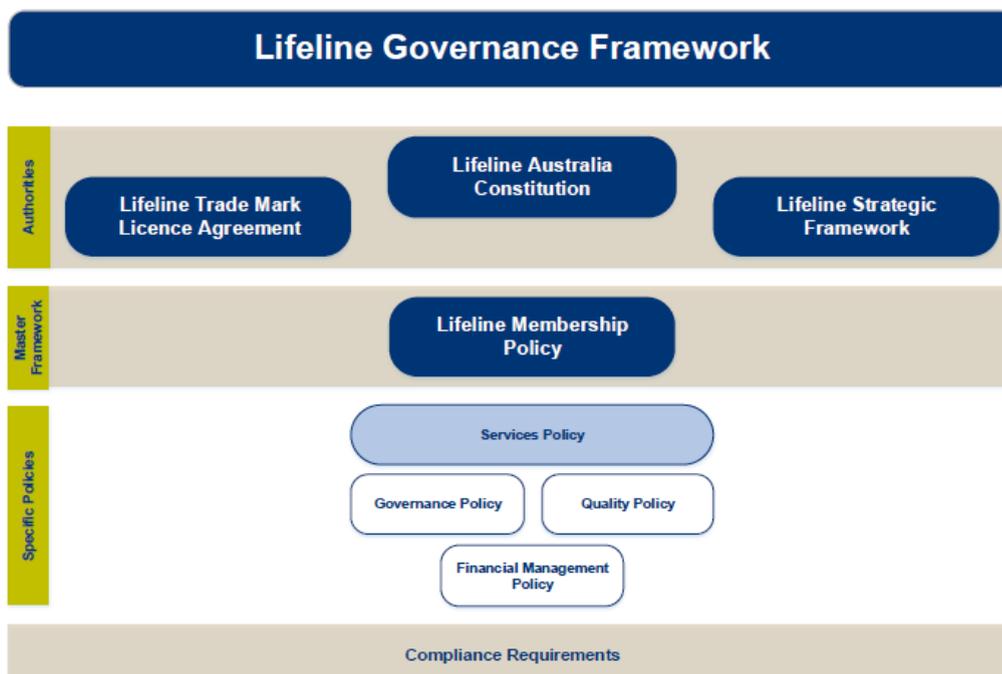
Requirements of this Membership Policy that relate to the provision of, and contribution to, services by a Member do not apply to Non-Affiliate Members.

## (2) Governance Framework

### 2.1 Overview

There are three sources of authority for the Lifeline Australia policies that make up the Governance Framework (illustrated in the diagram below). In the first instance, the Lifeline Australia Constitution gives the Board powers to admit Members and to withdraw membership. The policies are informed by Lifeline Australia's strategic objectives which are determined in consultation between the Board and Members. Finally, an Affiliate Member is entitled to use the Lifeline Trade Mark in providing Lifeline Services under the terms of the Lifeline Trade Mark Licence Agreement.

This Membership Policy sets out how the Board will exercise the authorities given to it under the Constitution. It makes reference to the key policies with which Members must comply



## 2.2 Constitutional powers

The Lifeline Australia Constitution gives the Board the power to review and determine applications by an Eligible Affiliate for Affiliate Membership and Accreditation of a proposed Lifeline Centre or Centres.

The application process is detailed at Clause 3 of this Policy.

The Board may grant Accreditation to a proposed Lifeline Centre where the Applicant and the proposed Lifeline Centre meet and continues to meet any requirements set out in the Membership Eligibility Guidelines and:

- pays the annual membership fee as determined by the Board (Cl. 15.3(a))
- is not in material breach of the Trade Mark Licensing Agreement (Cl. 15.3 (b))
- complies with all Lifeline policies – including active participation in any continuous improvement program as established by the Board (Cl. 15.3(c))
- demonstrates financial viability to the reasonable satisfaction of the Board (Cl. 15.3d))

The Constitution expressly notes that the Board's determination of Accreditation of a Lifeline Centre can include one conducted from more than one location (Cl.7.6)

The Constitution also gives the Board the authority to suspend or withdraw a Lifeline Centre's accreditation in specified circumstances (Cl. 16).

## 2.2 Specific Policies

Lifeline Australia's specific Policies encompass financial management, governance, quality assurance and service delivery. Other specific Policies may be developed as required.

Each Policy sets out the principles that must be met by Members. These principles constitute minimum standards – Members may decide that they aspire to higher standards than those specified. Commentary is provided as to the types of practices that are likely to meet the principles. The Policies aim to recognise the diversity within the Membership (class, size, sophistication of systems, breadth of services etc.) and that some variation in practices will be appropriate. The Policies also specify reporting requirements to enable Lifeline Australia to monitor compliance. Lifeline Australia will issue an annual schedule detailing the reporting timeframes to assist Members with policy compliance activities and deadlines.

## (3) Membership applications

### 3.1 How to apply

The eligibility to apply for Membership; and the Membership and Accreditation application processes are detailed at clauses 3.3, 7 and 8 of the Lifeline Australia Constitution. The eligibility criteria are set out under the definitions of "*Eligible Affiliate*" and "*Eligible Non-Affiliate*" (Cl. 3.3). The definitions also outline the initial requirements that need to be met for the Board to consider a Membership or Accreditation application.

#### ***Affiliate Members***

An organisation seeking to be approved as an Affiliate Member must provide a written application to the Lifeline Australia Board that demonstrates a sound understanding of Lifeline Australia's key policies and sets out how the Affiliate Member will comply with those policies

The definition of "*Eligible Affiliate*" applies to organisations that seek Affiliate Membership and are able to demonstrate that they:

- Beneficially own a business that has been determined by the Board to have aims and objectives that are consistent with those of Lifeline Australia (or have been otherwise approved by the Board in

accordance with the Membership Eligibility Guidelines);

- have appropriate premises to operate a Lifeline Centre,
- agree to abide by the Membership Policy,
- are financially sound; and
- are run by fit and proper individuals.

An applicant for membership may propose either to establish a new Lifeline Centre, including an application for Accreditation, or to acquire an existing Accredited Lifeline Centre.

An applicant for membership is expected to work closely with Lifeline Australia management to ensure their application includes all information the Board will need to make a decision.

### ***Non-Affiliate Members***

The definition of "*Eligible Non-Affiliate*" applies to individuals and organisations that seek Non-Affiliate Membership and are able to demonstrate that they share the values of Lifeline Australia and are fit and proper persons or entities.

An Eligible Non-Affiliate may apply for Non-Affiliate membership by:

- submitting a completed application for membership (in the form determine by the Board from time to time) along with the applicable membership fee and supporting Member nomination; and
- demonstrating, as required by the prescribed membership form, the individual's commitment to the objects and shared values of Lifeline Australia.

### **3.2 Lifeline Australia's consideration of applications**

Once Lifeline Australia has all the information necessary to enable an application for membership to be decided, the application will be put to the next meeting of the Lifeline Australia Board to decide. The Board must inform the applicant of the outcome in writing and refund any application fee if the application is rejected. The Constitution provides that failure to give reasons in writing does not invalidate the Board's decision and that the Board's decision is final (See Clause 6 of the Constitution).

### **(4) Centre Accreditation applications**

An Affiliate Member or an applicant for Affiliate Membership wanting to establish a new Lifeline Centre must provide a written application to the Lifeline Australia Board for review and determination by the Board in accordance with Clauses 3.3 and 15 of the Constitution.

The Board will require information in support of the application in accordance with the Constitution, Membership Eligibility Guidelines – as well as:

- plans for establishment of the centre including projected timeframe;
- how the centre's establishment will be funded;
- the plans for the centre's operation including;
  - what services will be provided;
  - how the Centre will contribute to Lifeline Australia's flagship 13 11 14 service;
  - who will manage the centre and their skills and experience;
- how Lifeline Australia's policy requirements will be met; and
- cash flow projections for the centre for the next two [2] years;

An applicant for accreditation is expected to work closely with Lifeline Australia management to ensure their application includes all information the Board will need to make a decision.

## **(5) Contribution to Flagship Service**

Lifeline's 13 11 14 service is core to its vision of an Australia Free of Suicide. Not all Affiliate Members deliver this service, however, it is fundamental to our brand recognition and is the primary crisis prevention service offered by Lifeline. It is imperative that all Affiliate Members recognise 13 11 14 as our flagship service and actively support its efficient and continuing operation.

Affiliate Members of Lifeline Australia must contribute to the flagship service. Under the Lifeline Australia Governance Charter (Declaration of National Services and Requirements of Lifeline Centres), it is the responsibility of the Board of Lifeline Australia to develop and approve the principles and requirements for the implementation and operation of contribution to service (Guidelines for Contribution to Service). These guidelines are available from the Lifeline Australia Secretariat.

The Guidelines for Contribution to Service will be provided to Affiliate Members and may be updated by the Board and notified to Affiliate Members from time to time. The Guidelines for Contribution to Service must be consistent with the Lifeline Australia Constitution and this Policy. Failure to contribute to the flagship service in accordance with this policy and the Guidelines for Contribution to Service will be considered a breach of this Policy.

## **(6) Disputes**

### **6.1 Goodwill commitment**

Lifeline Australia and its Affiliate and Non-Affiliate Members are committed to working together in a co-operative way to jointly progress our shared vision of an Australia free of suicide. If a dispute arises, either Lifeline Australia or the Affiliate or Non-Affiliate Member may request a meeting to be attended by a senior representative of each organisation to seek to resolve the matter.

To protect the interests of all Members, Lifeline Australia is not required to follow the dispute resolution process in this clause 6 in relation to decisions to grant, suspend or terminate an Affiliate Member's Accreditation or to expel a Non-Affiliate Member. Clauses 9 and 16 of the Constitution contain protections for the affected Members in these circumstances.

### **6.2 Mediation**

If Lifeline Australia and the Affiliate or Non-Affiliate Member fail to resolve the dispute, or agree on a method of resolving the dispute, within 14 days of the meeting of senior representatives as contemplated by paragraph 6.1, the dispute will be submitted to mediation as follows:

- An independent mediator will be chosen by the parties within a further 14 days or failing agreement will be appointed by the Chair of the 'LEADR' Mediation Program or the Chair's designated representative;
- The manner and timeframe for the mediation will be determined by the mediator after input from both parties, bearing in mind the need to keep the costs of mediation as low as possible and to resolve the dispute in a fair and timely way; and
- Each party will bear their own costs of the mediation and contribute equally to the costs of the mediator.

## **(7) Non compliance**

### **7.1 Constitutional powers**

While ensuring that the Lifeline network and brand is protected, the Constitution also enshrines protections for Affiliate and Non-Affiliate Members.

Under Clause 16 it gives Lifeline Australia the powers:

- to review a Lifeline Centre's Accreditation where there are reasonable grounds to do so; and
- to suspend or terminate a Lifeline Centre's Accreditation but only where there are significant concerns, notice and an opportunity to answer the concerns has first been provided to the Lifeline Centre and Lifeline Australia has tried to assist the Centre to remedy the concerns.

This Membership Policy expands upon the Constitutional provisions to provide further guidance for the benefit of Lifeline Australia and all its Members.

### **7.2 Review**

Lifeline Australia will generally only commence a formal review of a Centre's Accreditation under Clause 16 of the Constitution where it considers that there may be grounds to suspend or terminate the Centre's Accreditation.

Lifeline Australia may utilise either a Lifeline Australia employee or an external service provider, as Lifeline Australia considers is appropriate in the circumstances. The scope of the review may be focused on a particular issue or cover all of the Centre's compliance with its obligations. Lifeline Australia will usually first discuss with the Centre what will be involved, what is required of the Centre and the proposed timing of the review.

The review may have the following outcomes:

- A report that makes no finding of non-compliance with Lifeline Policies or makes some best practice suggestions to the Affiliate Member that is responsible for the running of the non-compliant Centre;
- A report that identifies poor internal controls or non-compliance with Lifeline Policies and sets out recommended action that is agreed with the Affiliate Member (responsible for non-compliant Centre) to be achieved by specified dates which must not be unreasonable; or
- A report that constitutes a Notice of concerns for the purposes of Clause 16.3(a) of the Constitution that could potentially lead to suspension or termination of the Centre's Accreditation.

### **7.3 Notice of concerns**

Lifeline Australia will only issue a Notice of concerns under Clause 16.3(a) of the Constitution where it considers that there is strong and reliable information that supports the suspension or termination of a Centre's Accreditation. This information may have been gathered from the Affiliate Member's own reporting (or failure to comply with reporting obligations) or in the course of a review undertaken under Clause 16.2 of the Constitution.

A Notice of concerns must identify the concerns to the Affiliate Member and the general nature of the information leading to those concerns, however, it is not required to particularise these in detail.

A Notice of concerns may be signed by Lifeline Australia's Chief Executive Officer relying on their general delegation of power from the Board.

Lifeline Australia will generally provide the Affiliate Member with at least 4 weeks in which to respond to the

Notice of concerns, taking into account, for example, when the Affiliate Member's next Board meeting is scheduled to occur. Where there is some greater time risk involved, Lifeline Australia may require the Affiliate Member to respond more quickly. An Affiliate Member may ask Lifeline Australia to extend the due date for a response, giving reasons for its request. Lifeline Australia must consider both the risks and the benefits of any such extension.

An Affiliate Member is not obliged to respond to Lifeline Australia's Notice of concerns. Where an Affiliate Member fails to respond within the requested time period, or any extension agreed to, Lifeline Australia is entitled to view this as acknowledgement by the Affiliate Member that the concerns expressed in the Notice are valid.

#### **7.4 Remediation**

Generally, Lifeline Australia has an obligation to try to assist an Affiliate Member to remediate matters raised in a Notice of concerns. This may include:

- Engaging a consultant at the Affiliate Member's cost to review the non-compliant Centre's activities and provide advice as to how to strengthen the Centre's viability;
- Facilitating assistance from another Affiliate Member – eg. a secondment of staff; or
- Supporting the Centre through a contraction of its services or activities.

Lifeline Australia is not, however, obliged to bear the costs of its assistance. Where the Affiliate Member responsible for the non-compliant Centre does not have the resources for remediation, or is not prepared to resource remediation, Lifeline Australia is not required to fund remediation itself.

Where remediation is possible, this is likely to be in the interests of the Centre, Lifeline Australia and the community. But sometimes remediation will not be possible or prudent. When assessing the Centre's situation, Lifeline Australia must make realistic assessments and ensure that an unacceptable situation is not unduly prolonged.

#### **7.5 Suspension or termination**

It is for the Lifeline Australia Board to decide whether:

1. Grounds for suspension or termination exist; and
2. Whether it is appropriate in the circumstances to suspend or terminate the Affiliate Member.

(In accordance with applicable laws and good Corporate Governance practices, any member of the Board who has a conflict of interest would not be able to vote on a resolution to suspend or terminate the Affiliate Member.)

If an Affiliate Member is not able to pay its debts as and when they fall due, the Affiliate Member is insolvent and is prohibited at law from continuing to incur debts (whether to staff, a landlord, suppliers or anyone else). Insolvency is, therefore, a ground for suspension or termination under the Constitution.

A significant breach of one of Lifeline's key policies is also a ground for suspension or termination under the Constitution of Lifeline Australia. It is a factual question as to whether there has been a significant breach. The Constitution provides guidance as to the factors that must be considered when assessing this. The result is that a single important matter may be a significant breach or a number of less important breaches may together represent a threat to the good reputation and standing of the Affiliate Member and therefore be a significant breach.

Where the Board does decide to suspend or terminate an Affiliate Member, Lifeline Australia must give the Affiliate Member written notice of this decision including the reasons for the decision.

If an Affiliate Member disputes the Board's decision to terminate the Affiliate Member may rely on the

Dispute Resolution Process at clause 6 of this Policy.

### **7.6 Expulsion of Non-Affiliate Members**

Provided the Board adheres to the process outlined under clause 9.2 of the Constitution, the Board may expel a Non-Affiliate Member if (CI 9.1):

- the Non-Affiliate Member is in breach of a provision of the Constitution;
- any act or omission of the Non-Affiliate Member is, in the opinion of the Board unbecoming of Membership, or prejudicial to the interests or reputation of Lifeline Australia;
- the Non-Affiliate Member is, or any step has been taken for that Non-Affiliate Member to become, either an insolvent under administration or an externally administered body corporate; or
- there is a succession by another body corporate or entity to the assets and liabilities of the Non-Affiliate Member.

### **(8) Changes to this Policy**

This Policy may change from time to time, subject to consultation with Affiliate and Non-Affiliate Members and in accordance with the Lifeline Governance Framework. The most up to date version will be made available to Affiliate and Non-Affiliate Members.