

# Limbs 4 Life Board of Management Information Pack



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# 1. Limbs 4 Life Overview

## 1.1 Our Mission

*“To provide information and access to support and resources to amputees and their care givers while promoting an inclusive community.”*

## 1.2 Our Vision

*“To ensure that no amputee goes through the process of limb loss alone and has access to an organisation that can facilitate their needs.”*

## 1.3 Our Value Proposition

*“Limbs 4 Life empowers amputees with knowledge and support to make a real difference, because no one should have to go through limb loss alone.”*

## 1.4 Background

Limbs 4 Life was legally incorporated in 2004 and is a not-for-profit, non-government charity and the peak body for amputees in Australia. The organisation was developed to provide information, support and access to resources for people in the Australian community affected by limb loss.

Our objective is to ensure amputees and their care givers are aware that they are not alone and have access to an organisation that understands the unique experience of limb loss and provide assistance as required. In addition, Limbs 4 Life also raises awareness of limb loss in the wider community and advocates on behalf of amputees through a mix promotional activities, public education and liaison with government.

Since establishment Limbs 4 Life has proven to be an important and in-demand organisation with links to amputee support organisations internationally and in other parts of Australia. The value of Limbs 4 Life’s work has been recognised by a range of philanthropic and corporate supporters and government agencies. Limbs 4 Life has won a number of awards including the Australian Government ‘National Disability Award for Social Inclusion’ in 2009.

## 1.5 Strategic Objectives

Limbs 4 Life’s key objectives can be broadly categorized under the terms ‘information’, ‘support’ and ‘inclusive community’ which align with our underpinning organisational mission.

### **1.5.1 Information**

Limbs 4 Life provides information to our members and stakeholders via a number of different formats. Our publications are distributed nationally to prosthetic facilities, hospitals, community groups, amputees and parents of children living with limb deficiency. The organisation ensures that our websites, and other social media such as Facebook and Twitter, is regularly updated with content to support the needs of our community. The 'A Practical Guide for Amputees' handbook and awareness projects provides insight into living with, adapting to and managing limb loss to bring about systemic change.

### **1.5.2 Support**

Limbs 4 Life support is provided to amputees and their care givers through a number of programs that cover one-to-one, group and virtual activities. These programs include the: 'Peer Support Program', 'Limbs 4 Kids Program', 'Chronic Illness Peer Support Program', 'Care 4 Feet', 'Amplified Magazine' and 'Online Support' via our various social media platforms.

### **1.5.3 Inclusive Community**

Limbs 4 Life promotes community inclusion and positive mental health via social events and activity programs which are structured to assist people living with limb loss to regain their independence and build confidence in a safe and comfortable environment.

## **1.6 Board of Management**

Limbs 4 Life is governed by a voluntary Board of Management comprised of passionate members with an array of corporate, community, health and not-for-profit experience. The Board of Management's responsibilities include: ensuring high levels of accountability to stakeholders; ensuring that funds provided to Limbs 4 Life are managed appropriately; monitoring compliance and managing risk; ensuring that Limbs 4 Life acts legally and ethically whilst providing strategic direction; and, raising community awareness.

## 2. Limbs 4 Life Programs and Services

Since establishment Limbs 4 Life has researched, developed and rolled-out a number of programs and services that assist amputees, their families, care-givers and health care professionals. Due to consumer demand, a number of these programs are offered nationally.

### 2.1 Peer Support Program

This program matches amputees in hospitals and rehabilitation centres to trained Peer Support Volunteers. Peer Support Volunteers are individuals who have lived with limb loss and willingly give of their time to support others in the early stages of recovery. Our Peer Support Volunteers are assessed for suitability, undergo a police check and then take part in a training program to prepare them for their work as a peer mentor. Peer Support Volunteers provide the support that only someone who has also gone through limb loss can. Peer Support Volunteers can also help family members or care givers who want to better understand how they can assist a loved one who has experienced (or is about to experience) an amputation. The Peer Support Program is currently undergoing national expansion.

### 2.2 Limbs 4 Kids Program

The Limbs 4 Kids Program is based on providing formal and social support to parents, carers and young people who have a limb difference. The program provides peer support through the training of parent/guardian peer support training who then volunteer their time to other parents of a child with limb difference. Social inclusion, connectivity and information sharing is provided through a mix of social activities, parent networking sessions, and information sessions delivered by health/community experts. Support and information resources are also made available through a variety of information-sheets and handbooks covering a diverse range of topics relevant to parents, young people and health/allied health professionals. This is a national program that was formally evaluated by Monash University's Sociology and Psychology Department.

### 2.3 Care 4 Feet

In direct response to the increase in diabetic related amputations, Limbs 4 Life developed the Care 4 Feet awareness campaign. Care 4 Feet is a call to action to encourage Australians (particularly those at risk-of or who have already experienced amputation) to take care of their feet, reduce foot related amputations and regularly visit medical professionals to promote good foot health. The campaign was supported by reference material including information tip cards and posters using graphic imagery. The specialised mini-site [www.care4feet.org.au](http://www.care4feet.org.au) hosts an assessment tool, enabling individuals to assess their level of risk, while educating the Australian community with foot health information and encouraging the wider community to have a foot health check.

## **2.4 Amplified Magazine**

The Amplified Magazine is a unique publication specifically developed for the amputee community. The magazine is published in both soft and hard-copy formats and is a free publication disseminated to subscribers, prosthetic and orthotic facilities, rehabilitation centres and community organisations. Three editions of this publication are distributed annually.

## **2.5 Social and Activity Programs**

Limbs 4 Life runs and promotes a number of social and activity/sports events designed specifically for amputees of all levels of ability and mobility and delivered throughout the year. Social and activity events are integral to the general wellbeing of our amputee community as they are tailored to help with fitness and assist with balance, core stability and flexibility. The social and activity events also foster social inclusion, independence and community participation.

## **2.6 Website**

The website is yet another way that Limbs 4 Life is helping to ensure that amputees and their caregivers can access information. The website was updated in 2017 following feedback from key and secondary stakeholders regarding ease of navigating the system. The development of a new site has helped to reduce the administration burden of staff with the newly developed online portals for requesting peer support visits and signing up to the database to receive regular updates and information. Limbs 4 Life provides additional platforms for community engagement via social media sites like Facebook and Twitter.

## 3. Limbs 4 Life Board of Management

The Limbs 4 Life Board of Management is a voluntary (un-paid) and skills-based one; meaning that members are selected on the basis of the skills, experiences and contributions each member can make to the Board of Management and the wider organisation. The Board of Management works closely with the Executive Officer who is the operational manager of the organisation.

The Board of Management is comprised of Office Bearers (Chairperson, Deputy Chairperson, Treasurer and Secretary) and Ordinary Members who are elected at each year's Annual General Meeting.

Limbs 4 Life derives its authority through the organisation's Constitution and the 'Associations Incorporations Reform Act 2012' in the State of Victoria. Limbs 4 Life is regulated by the Australian Charity and Non-profit Commission (ACNC).

### 3.1 The Role of the Board of Management

The Board of Management, that is the Members collectively, is responsible for:

- Consulting with the membership;
- Enhancing the organisation's public standing;
- Determining the company's mission and policies;
- Setting the strategic directions and ensuring appropriate planning for the organisation;
- Ensuring adequate resources and the effective management of the same;
- Identifying significant business risks and reviewing how they are managed;
- Selecting, appointing and reviewing the performance of the CEO;
- Assessing the suitability of candidates for appointment to the Board of Management and assessing Board of Management performance; and
- Ensuring legal and ethical integrity and maintaining accountability.

The Board of Management will monitor and assess its own performance and enforce whatever discipline it deems necessary upon its Board Members in relation to matters such as attendance, participation, preparation, and capacity to contribute to appropriate governance.

### 3.2 Board of Management's Relationship with Management and Staff

The Board of Management is primarily responsible for strategic leadership; whilst the Chief Executive Officer (CEO) and staff members are responsible for internal management and execution.



The Board of Management selects and appoints the CEO who is responsible for the operational management of the organisation and the execution of the business plan.

The CEO is also responsible for the communication of Board of Management decisions to management and staff. Staff are encouraged to communicate their views regarding matters before the Board of Management through their line manager to the CEO.

The CEO may be required to absent herself from matters before the Board of Management which concerns her personal employment or the instrument which governs her employment.

The Board of Management sets performance targets for the CEO and assesses performance against the same annually.

The Board of Management delegates responsibility for operational and staff matters to the CEO, subject to the relevant delegations and policies.

Generally, the Board of Management has delegated to the CEO all its powers in relation to the operation of the company other than:

- approvals above or beyond delegated authorities;
- approval of major elements of strategy including any significant change in direction;
- adoption of the organisation's annual budget;
- approval of the interim and final accounts; and,
- institution or defence of major litigation which may materially affect the reputation or finances of the company.

The instrument of delegation is reviewed annually to ensure appropriate levels of delegation are maintained and that all relevant issues are covered.

Board Members should not approach staff or contractors directly to seek information or perform any task or function without the knowledge of the CEO. Likewise, staff members should not approach Board Members, without the knowledge of the CEO, unless the matter directly concerns the CEO.

### **3.3 Board of Management Sub-Committees**

Board of Management Sub-Committees may act as a suitable pathway for succession and also provides an opportunity for individuals to be involved in leadership and decision making at another level.

Sub-Committees allow Board Members to give closer attention to important issues facing the organisation than is possible for the full Board. Sub-Committees are an effective way to distribute the work between the Board Members and allow more detailed consideration of specific matters.

All Limbs 4 Life Sub-Committees have a clear Terms of Reference outlining the purpose of the Sub-Committee, with Minutes distributed to the wider Board of Management for further discussion or approvals at full Board of Management meetings.

### **3.4 Board of Management Sub-Committees**

The Board of Management have established a number of sub-committees which report directly back to the Board. Currently Limbs 4 Life have three sub-committees including:

- Audit and Risk
- Marketing and Communications/Events
- Nomination and Remuneration

Most Board Members will hold a role on at least one sub-committee. The working groups can bring together Board of Management members, staff, community members and expert members as required.

### **3.5 Role of the Chairperson**

The responsibilities of the Chairperson include:

- providing leadership to the Board of Management and the organisation;
- monitoring the performance of the Board of Management;
- facilitating Board of Management discussions to ensure core issues facing the organisation are addressed;
- briefing all Board Members in relation to issues arising at Board of Management meetings;
- facilitating the effective contribution and ongoing development of all Board Members;
- promoting constructive and respectful relations between Board of Management members and between the Board of Management and the CEO;
- regularly meeting with the CEO to be updated on current events which may be of interest to Board Members;
- regularly reviewing with the CEO progress on important initiatives and significant issues facing the organisation; and,
- chairing general meetings.

In the Chairperson's absence the Deputy Chairperson will chair Board of Management meetings.

### **3.6 Size of the Board of Management**

The size of the Board of Management is set by the constitution at up to eight (8) members. Eight are directly elected by the members. The CEO is eligible to be a Board Member by occupying that position, but does not have voting rights.

In addition, four (4) additional positions can be co-opted by the Board of Management at its discretion to ensure representation of persons who are amputees and/or have experience caring for an amputee and/or some other appropriate skills is represented on the Board of Management.

### **3.7 Tenure of Board of Management Members**

Board of Management members, including Office Bearers, are appointed by organisational members at each yearly Annual General Meeting. There is no formal minimum appointment tenure, however in an effort to retain corporate knowledge it is preferred that potential Board of Management members commit to a minimum of three years appointment. It is important to note that a Board of Management member can withdraw from their appointment at any time.

### **3.8 Qualifications and Experience**

The Board of Management desires the following list of skills and experience of Board of Management members in order to fulfil its strategic and governance roles:

- Finance
- Law
- Marketing
- Community service
- Health (including allied health, social work, aged care)
- Research
- Communications and public relations
- Research
- Networking and stakeholder management
- Fundraising and sponsorship
- Not-for-profit management
- Government management

#### **3.8.1 Chairperson and Deputy Chairperson**

The following list of experience and qualifications are desirable of the Chairperson and Deputy Chairperson:

- Experience leading diverse groups at Board of Management / Board (or similar senior) level to secure engagement, motivation and consensus;
- Demonstrated relevant experience at a senior level (management or directorship);

- Sound understanding of organisational governance;
- An understanding of limb loss and amputation, its impact on families and care givers and the needs of people living with limb loss;
- An understanding of health systems and organisations; and,
- Background or skills as a media spokesperson

### **3.8.2 Treasurer**

The following list of experience and qualifications are desirable of the Treasurer:

- Experience in financial oversight and reporting;
- Demonstrated relevant experience at a senior level (management or directorship);
- An understanding of funding agreements, and related financial reporting and auditing;
- Sound understanding of organisational governance;
- An understanding of limb loss and amputation, its impact on families and care givers and the needs of people living with limb loss; and,
- An understanding of health systems and organisations.

### **3.8.3 Secretary**

The following list of experience and qualifications are desirable of the Secretary:

- Demonstrated relevant experience at a senior level (management or directorship);
- Demonstrated relevant experience in policy creation and compliance monitoring;
- Sound understanding of organisational governance;
- An understanding of limb loss and amputation, its impact on families and care givers and the needs of People living with limb loss; and,
- An understanding of health systems and organisations.

### **3.8.4 Ordinary Member**

The following list of experience and qualifications are desirable of Ordinary Members:

- Demonstrated relevant experience at a senior level (management or directorship);
- Sound understanding of organisational governance;
- An understanding of limb loss and amputation, its impact on families and care givers and the needs of people living with limb loss; and,
- An understanding of health systems and organisations.

## **3.9 Board of Management Responsibilities**

Collectively, the Board of Management is required to undertake the following:

- Recruit, appoint, support and (if required) remove the Chief Executive Officer;
- Convene meetings of the Board of Management;
- Develop, implement, evaluate, report (and where required improve upon):
  - an organisational strategy and strategic plan

- various plans such as investment plan, funding proposal, business plan, risk management plan, policy plans
- the Annual Report
- conduct the Annual General Meeting (AGM);
- Monitor the strategic direction and performance of the organisation;
- Appoint sub-Boards/standing Boards;
- Appoint the independent auditor annually, receive the annual financial audit report and act on any recommendations arising from this or other audits;
- Undertake (subject to some limitations) any financial, administrative and governance function pursuant to the organisation (eg. adopting procedures, policies, guidelines, quality assurances or other processes);
- Endorse the annual operations budget; and,
- Remove a Board of Management Member if required.

### 3.10 Board of Management Member Responsibilities

Each Limbs 4 Life Board of Management Member is required to:

- Attend all Board of Management meetings, including special meetings, and participate constructively in discussion and decision making;
- Attend the Annual General Meeting (AGM);
- Prepare for Board of Management meetings by reading Board papers, working papers and proposals;
- Participate at meetings within accepted meeting policy procedures and conduct;
- Exercise loyalty to the organisation;
- Exercise confidentiality concerning internal affairs;
- Provide support to fellow Board of Management members and staff;
- Provide candid, open, honest feedback and evaluation when appropriate;
- Maintain awareness of legal, financial, employment, planning and evaluation responsibilities;
- Take initiative in informing the organisation of opportunities for funding and program development;
- Contribute to sub-Boards and working groups (where available and appropriate);
- Fulfil commitments within agreed deadlines; and,
- Support the organisation and its Officers in times of controversy or crisis.

### 3.11 Code of Conduct

- *Fiduciary duty* - a Board of Management member, in the discharge of his or her duties, must act in good faith and to the best of his or her ability.

- *Duty to act ethically and in the best interests of Limbs 4 Life* - a Board of Management member, in the discharge of his or her duty, must act honestly, with reasonable skill, and in the best interest of Limbs 4 Life. At all times Board of Management members have a duty to present Limbs 4 Life to the public in a positive manner.
- *Duty of care and diligence* - a Board of Management member shall at all times exercise a reasonable degree of care and diligence in the discharge of her or his duties.
- *Duty to avoid abuse of position* - a Board of Management member must not use her or his position to advantage herself or himself, to the detriment of Limbs 4 Life.
- *Duty to not improperly use information* - a Board of Management member should not make improper use of information, acquired by virtue of his or her Board of Management member position, to gain a personal advantage or advantage for others, or to cause detriment to Limbs 4 Life.
- *Duty to avoid conflict of interest* - make full and immediate disclosure of any personal interest which will lead to conflicting loyalties or personal gain, whether real or perceived.
- Board of Management members must demonstrate integrity and compassion and avoid discriminatory practices.
- Board of Management members must have regard for the professional reputation and business of others.
- Board of Management members must respect the confidentiality of information which comes to the Limbs 4 Life in the course of its duties.
- Board of Management members must conduct themselves in a manner which will enhance the business operation, the standing and reputation of Limbs 4 Life and its members and associates.

Any apparent contravention of this Code should be brought to the attention of the Chairperson at the earliest opportunity. In extreme cases it would be recommended by the Chairperson that the Board of Management member be asked to resign, or alternatively the Rules of Association allow for the Board of Management member to be removed by the Board of Management convening a General Meeting of members for that specific purpose.

### **3.12 Conflict of Interest**

A Limbs 4 Life Board of Management member must not allow a conflict of interest to compromise his or her position on the Board of Management:

- If a Board of Management member is aware of a potential conflict of interest with respect to a Board of Management meeting Agenda matter, the Board of Management member shall state that concern at the commencement of the meeting and have such statement included in the Minutes of the meeting.
- If a Board of Management member becomes aware of a potential conflict of interest with respect to an Agenda matter during a Board of Management meeting, the Board of Management

member shall state that concern at the earliest possible moment and have such statement included in the Minutes of the meeting.

- The Chairperson, if requested by the Board of Management member (and with advice from the Board of Management), will determine if the potential conflict of interest is of sufficient gravity to require the exclusion of the Board of Management member during debate and voting on the subject. The decision will be included in the Minutes of the meeting.
- If either it is deemed by the Chairperson to be of sufficient gravity, or the Board of Management member does not request a ruling, the Board of Management member making the statement shall remove him or herself from the meeting forthwith and return when requested to do so by the Chairperson. Such action will be included in the Minutes of the meeting.

### **3.13 Commitment of Board of Management Member**

A Limbs 4 Life Board of Management member, by accepting his/her position, is making a commitment to Limbs 4 Life both in terms of time and also responsibility. The details of potential time commitments are outlined below:

Board of Management Meetings (approx. 6 meetings per annum):

- Preparation time (approx. 2 - 3 hours per meeting)
- Meeting time (approx. 2 hours)

Special Meetings / Annual General Meeting (AGM):

- Preparation time (approx. 2 hours per meeting)
- One / two meetings per annum (approx. 3 hours per meeting)

Board of Management Planning (Strategic Planning & Risk Management Planning):

- Preparation time (approx. 4 hours)
- One day per annum (approx. 8 hours per annum)

Sub-Board Meetings (optional):

- Preparation time (approx. 1 - 2 hours per meeting)
- Meeting time (approx. 1 - 2 hours per meeting)

***Estimated hours: approx. 80 - 120 hours per annum***

### **3.14 Board of Management Member Induction**

The Chairperson will ensure each new Board Member is provided with appropriate induction into their role and Limbs 4 Life's operations within three months of appointment. The induction will be coordinated by the Secretary and include the following:

- the history and context of Limbs 4 Life;
- the duties to be performed by the Board Member;
- working knowledge of the Associations Act; and,
- information about risk management.

In addition each new Board Member will receive the following:

- Limbs 4 Life Constitution;
- Terms of Reference statements for the Board of Management and Sub-Boards
- Board of Management policies (Delegation of Authority, Governance Guidelines, Risk Management);
- Copy of current Insurance Policy;
- a list of Board of Management members and staff;
- the latest Budget and Strategic Plan; and,
- the latest Annual Report.

### **3.15 Board of Management Meetings**

The following provides information about Limbs 4 Life Board of Management Meetings and practices:

#### **3.15.1 Timing**

Board of Management meetings will be held six to seven times per year. Notices and Meeting Agendas for Board of Management meetings will be issued by the Secretary at least five calendar days prior to the scheduled meeting time.

#### **3.15.2 Board of Management Meeting Papers**

An agenda with supporting papers will be circulated to Board Members at least one week prior to the meeting.

#### **3.15.3 Quorum**

Four (4) Board of Management members constitute a quorum for Board of Management meetings. Five (5) Board of Management members constitute a Quorum at an Annual General Meeting.

#### **3.15.4 Decision Making**

Board of Management decisions will be made by consensus wherever possible. If a vote is required each Board Member is entitled to one vote and decisions are taken by a majority vote. The Chair has a casting vote in addition to their deliberative vote.

#### **3.15.5 Board of Management Minutes**

The Secretary will ensure minutes are taken of all meetings of Board Members. The minutes shall contain a short description of discussions held and decisions made. Unless otherwise requested, minutes will be emailed to Board Members. Once adopted by the Board of Management the minutes



cannot be altered. The minutes are signed by the Chairperson at the next proceeding meeting after an appropriate resolution is passed by the Board of Management.

### **3.15.6 Board of Management Meeting Attendance**

The dates and time for ordinary meetings of the Board of Management will be set in advance for each calendar year. Board Members are expected to attend meetings in person or by telephone. If a Board Member is unable to attend they must inform the Chairperson or Secretary as soon as possible prior to the meeting.

## **3.16 Media**

Only the Chairperson and CEO have authority to deal with media enquiries. Board Members should refer any media contact to one of these persons. Only the Chairperson and CEO are empowered to make public comment on behalf of Limbs 4 Life unless they delegate that responsibility.

## **3.17 Board Members and Staff Insurance**

Limbs 4 Life maintains appropriate insurance cover for Board Members and staff of the organisation.

## **3.18 Board of Management Performance Review**

The Limbs 4 Life Board of Management is committed to continuous improvement. It regularly reviews its performance through annual surveying of Board of Management members which generally covers the following topics:

- roles and responsibilities
- meetings and Board of Management information
- setting strategy and policy
- Board of Management composition

The aim of the appraisal is to determine education needs, improve Board of Management processes and succession planning.

## **3.19 Chief Executive Officer (CEO) Performance Appraisal**

The Board of Management will meet annually to discuss the performance of the Chief Executive Officer and coordinate formal appraisal of the Chief Executive Officer.

## **3.20 Board of Management Selection Criteria and Selection Process**

The Limbs 4 Life Board of Management Member position is voluntary and non-paid. Any potential applicants must consider the essential and desirable criteria required of Board of Management members before submitting an application. Upon receipt of an application, the applicant will be

contacted by a Board of Management member to discuss the application and current / future Board of Management opportunities.

### 3.21 Useful Links and Further Information

Additional information about Limbs 4 Life can be found on our website at [www.limbs4life.org.au](http://www.limbs4life.org.au) and [www.limbs4kids.org.au](http://www.limbs4kids.org.au)

Additional information about Incorporated Associations can be found on the Consumer Affairs Victoria website at [www.consumer.vic.gov.au](http://www.consumer.vic.gov.au)

Additional information about charities can found on the Australian Charity and Non-profit commission [www.acnc.gov.au/](http://www.acnc.gov.au/)

Additional information about Board of Management roles can be found on the Australian Institute of Company Directors website at [www.companydirectors.com.au](http://www.companydirectors.com.au)

Additional information about volunteering can be found at the Volunteering Victoria website at [www.volunteeringvictoria.com.au](http://www.volunteeringvictoria.com.au) and the Victorian Government Volunteering Portal at [www.volunteer.vic.gov.au](http://www.volunteer.vic.gov.au)