



# Australasian Military Medicine Association Ltd (AMMA) Board Charter

## 1. Purpose and Scope

This Board Charter sets out the roles, responsibilities, structure and processes of the Board of Directors of the Australasian Military Medicine Association Ltd (AMMA). It is designed to support the effective governance of AMMA as a company limited by guarantee under the Corporations Act 2001 (Cth).

The Charter complements the AMMA Constitution and relevant laws, providing guidance to Directors in the performance of their duties and in ensuring sound governance practices. Where there is any inconsistency between this Charter and the Constitution, the Constitution prevails.

## 2. Role of the Board

The role of the Board is to provide strategic leadership and oversight of AMMA's operations in accordance with its Purposes, as set out in the Constitution. The Board acts collectively to advance AMMA's mission of supporting the professional and scientific progress of all matters associated with the health and wellbeing of those who serve or have served in the military or similar organisations.

The Board's key responsibilities include:

- Setting AMMA's strategic direction and ensuring alignment with its Purposes;
- Overseeing financial performance, risk management and compliance;
- Approving and monitoring annual budgets and strategic plans;
- Appointing and supporting the Management Company and monitoring operational performance;
- Ensuring compliance with all applicable legal, ethical and regulatory obligations;
- Safeguarding AMMA's reputation and ensuring effective stakeholder engagement;
- Approving key policies, governance frameworks and delegations of authority; and
- Ensuring succession planning for the Board and key roles.

## 3. Board Composition and Structure

As outlined in the Constitution, the Board will comprise:

- Eight (8) Directors elected by the Voting Members (Elected Directors); and
- Up to two (2) Directors appointed by the Board (Appointed Directors).



The Board shall appoint from among its members a President and Vice President. The Board will determine these appointments based on merit, contribution to the Association and willingness to enact the roles. The Board must comprise at least three (3) Directors at all times to act validly. Directors serve terms in accordance with the Constitution. The Board will aim to ensure a mix of skills, experience, and diversity relevant to AMMA's mission and activities.

#### **4. Roles and Responsibilities**

Collectively, Directors are responsible for:

- Acting in good faith and in the best interests of AMMA;
- Exercising due care, skill and diligence;
- Avoiding conflicts of interest and maintaining confidentiality;
- Ensuring that AMMA's resources are used efficiently and for proper purposes; and
- Promoting a positive and respectful culture within the organisation.

Specific roles include:

- The President leads the Board, ensuring effective governance, clear agendas, and constructive participation.
- The Vice President supports the President and acts in their place when required.
- The Secretary supports the Board in meeting its statutory obligations and maintaining proper records.

#### **5. Delegations of Authority**

The Board retains ultimate responsibility for the governance of AMMA but may delegate authority to committees, the Association Manager or other individuals as appropriate. All delegations must be made formally and reviewed periodically.

Matters reserved for Board decision include:

- Approval of the strategic plan and annual budget;
- Appointment or removal of the Management Company;
- Major contracts and commitments above the approved financial thresholds;
- Establishment of new programs or discontinuation of major activities;
- Approval of financial statements, annual report and audit matters; and
- Changes to governance documents, including policies and by-laws.

#### **6. Board Meetings and Decision-Making**

The Board will meet as often as required to fulfil its responsibilities, typically not less than four times per year. Meetings may be held in person or by technology that allows Directors to communicate clearly and simultaneously.



A quorum for Board meetings is a majority of Directors currently in office. Decisions are made by majority vote. In the event of an equality of votes, the motion is not passed. The Board may also pass circular resolutions as permitted by law.

## **7. Committees**

The Board may establish committees to assist it in carrying out its responsibilities. Each committee will operate under terms of reference approved by the Board. Committees make recommendations but do not exercise powers unless specifically delegated by the Board.

## **8. Board Conduct and Ethics**

Directors are expected to uphold the highest standards of integrity and professionalism. They must:

- Act honestly, in good faith, and in the best interests of AMMA;
- Treat others with respect and contribute to a positive Board culture;
- Maintain confidentiality of information received through their role;
- Disclose any conflicts of interest promptly; and
- Comply with the AMMA Code of Conduct and relevant policies.

## **9. Board Development and Evaluation**

New Directors will receive an induction covering AMMA's Purposes, Constitution, key policies, and governance framework. Directors are encouraged to undertake ongoing professional development relevant to their role.

The Board will periodically evaluate its performance, including individual and collective effectiveness, to identify areas for improvement.

## **10. Access to Information and Independent Advice**

Directors are entitled to access information necessary to discharge their duties. A Director may seek independent professional advice at AMMA's expense with the prior approval of the President, which must not be unreasonably withheld.

## **11. Insurance and Indemnity**

In accordance with the Constitution, AMMA will maintain Directors' and Officers' insurance and indemnify each officer to the extent permitted by law against losses or liabilities incurred in the performance of their duties.

## **12. Review of the Charter**

This Charter will be reviewed by the Board at least every two years, or earlier if required due to changes in legislation, the Constitution, or AMMA's operating environment.