

ANZ Trauma Society Board By-laws

Dated: 24/6/2026

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Notes on use of this template

This Board Charter template has been adapted for ANZTS. The Board may modify the Charter further to suit the needs of the organisation. For example, the template discourages the use of AI by Directors, however, your organisation may permit use of AI with certain guardrails.

Details are held in appendices which can be modified as required without the Board needing to update and reapprove the entire Charter.

1. Purpose of Board Charter

This Board Charter outlines the governance principles, roles, and responsibilities of the Board of Directors (the Board) of Australian New Zealand Trauma Society (ANZTS), a company limited by guarantee (ACN 650 355 892) and registered charity. It ensures the Board operates effectively, ethically, and in the best interests of the Society.

The Charter is adopted by the Board as a By-law.

2. Role of the Board

The Directors jointly as the Board provide leadership, set strategic and policy direction; and oversee the business and affairs of ANZTS for the purpose for which ANZTS is established. The Board is accountable to:

- Members of ANZTS for the overall performance of ANZTS.
- Australian Charities and Not-for-profit Commission (ACNC) and ASIC where applicable.
- As no staff are employed, Directors may have portfolios to engage volunteers and ensure smooth operations.

3. Responsibilities and functions

The Board has a range of responsibilities, subject to the ANZTS Constitution, that generally include:

3.1. Strategic Direction

- Set ANZTS's strategic direction, ensuring alignment with its mission, vision, and values.

- Overseeing the development and approval of the Strategic Plan.
- Monitoring ANZTS's performance in achieving its mission and against the Strategic Plan.

3.2. Finance and Accounting

- Approving the ANZTS's annual budget in line with the Strategic Plan.
- Approving annual accounts and reports.
- Monitoring the financial performance of the organisation.
- Ensuring appropriate financial policies and procedures are in place and monitoring the application of the financial control procedures to safeguard the cash and finances of the organisation.
- Ensuring the financial well-being and solvency of the organisation.

3.3. Risk Management

- Ensuring appropriate risk assessment and management strategies are in place and reviewing risk management at least annually.
- Ensuring relevant insurance cover is in place and reviewing the adequacy of that cover annually.
- Considering the social, ethical and environmental impact of the ANZTS's activities and modifying policies as appropriate.

3.4. Compliance

- The Board is responsible for meeting specific statutory obligations:
 - Review of tax status – completed annually with the financial statements
 - Meeting the reporting requirements of the ACNC.
- Developing and implementing a system of accountability to members according to the Constitution and relevant law, including holding an AGM each year.
- Each Director is responsible for advising the Company Secretary within 1 week of any changes occurring in their name, address or other details to permit changes to be made to registers if required.
- The Board is responsible for ensuring ANZTS meets the requirements of the Constitution, Corporations Act and all applicable laws.
- Reporting as required to other stakeholders including government, regulators and industry bodies.

3.5. Appointments

- Appoint or remove the Company Secretary.

3.6. Decision making

- Directors essentially do 1 of 3 things with matters that come before the Board:
 - Decide where a matter is put for a decision, or a matter raises issues and requires action to clarify the matter.

- Ratify decisions made by others – committees or delegated individuals
- Note matters the Board needs to be aware of.
- No individual Director has decision making power other than as may be delegated by the Board.
- Decisions are made by the Board collectively. In coming to a decision each Director must act in accordance with the Code of Conduct and ensure their decisions are fully informed.
- Decisions by a majority of the Board are binding on all Directors.

4. Board composition

The Board is structured according to Clause 38 of the Constitution and will comprise up to 15 Directors, including the President and President-Elect.

The Board must have at least:

- Two (2) Directors who are Australian residents;
- Two (2) Directors who are New Zealand residents;
- Two (2) Directors who are from a Rural or Remote area in either Australia or New Zealand;
- no more than four (4) directors from any one State or Territory in Australia or from New Zealand;
- no more than seven (7) Directors from any one Craft Group as set out in Clause 38.3 of the Constitution.

5. Board selection, renewal and performance review

Directors are able to submit themselves for re-election at intervals in accordance with Clause 39 of the Constitution.

Board renewal is important to enhance the overall performance of the Board and ANZTS. Re-election is not automatic.

When calling for nominations, the Board will communicate the desired skills and perspectives to members in accordance with the Board composition rules in the Constitution and any other identified skills etc that the Board is seeking to complement to the collective skills of the Board.

The Board will undertake a formal review of its performance within the framework of the strategic plan at least every three years.

6. Roles of Key Positions

6.1. President

The President (subject to the Constitution) is elected to the position in accordance with clause 42 of the Constitution.

The President's responsibilities include:

- Providing leadership to the Board;
- Ensuring the efficient operation and conduct of the Board;
 - Chairing Board meetings
 - Addressing procedural matters (Quorum, Conflicts of interest, etc.)
 - Ensuring all matters on the agenda are dealt with
 - Ensuring agenda items are given the attention they warrant
 - Ensuring all directors are heard
- Ensuring discussion remains focussed
- Ensuring decisions are clearly enunciated
- Ensuring minutes are reviewed, circulated by the Board Administrator and signed off promptly
- Promoting an environment of trust, respect and openness to ensure constructive relationships among the Directors
- Ensuring Code of Conduct for Directors is adhered to
- Dealing with disruptive or underperforming Directors
- Additional responsibilities may be added here e.g. Act as a spokesperson as required

6.2. President-Elect

The President-Elect will succeed the President as President in accordance with clause 42 of the Constitution.

The President-Elect's responsibilities include assistance to and deputise for the President in the performance of their responsibilities and shall in the absence of the President, take upon the duties of the President.

The procedure for the Board electing the President-Elect is outlined in Appendix 1 Election of President-Elect by the Board.

6.3. Individual Directors

Individual Directors are required to:

- Adhere to the Director Code of Conduct (Appendix 4: [Director Code of Conduct](#)) and this Board Charter.
- As part of the induction process Directors are expected to read, understand and return a signed copy of the Code of Conduct.
- Take on Committee responsibilities as required;
- Complete a renewed Consent/Declaration/Interests form for the first Board meeting after each AGM;
- Inform the Secretariat of dates when they will be absent and unavailable for Board meetings as early as possible.
- Directors may not be appointed unless they have a DIN. All persons nominating for election or being considered for appointment should be advised to obtain their DIN prior to any election process or offer of appointment.
- Attend all Board meetings. Where attendance is not possible, the Director must submit an apology.
- Make available adequate time to fulfil their duties.

- Consider adequately, prior to the Board meeting, briefing material provided, including clarifying with the President or Board Administrator basic queries related to the briefing material they may have - generally around 2 to 5 hours preparation would be required prior to each Board meeting, depending the level of involvement of the Director e.g if also a committee chair, representative role etc
- Preparing and participating in the discussion and the deliberations of the Board.

6.4. Company Secretary

The Company Secretary supports the effectiveness of the Board by:

- Monitoring Board actions to ensure that policy and procedures are followed and to draw the attention of the President for failures to follow requirements.
- Monitoring legal obligations and to draw the attention of the President when legal responsibilities of the ANZTS are at risk of not being met.
- The Company Secretary has regulatory obligations in accordance with [s188\(1\) of the Corporations Act](#).
- All Directors have direct and confidential access to the Company Secretary for advice or assistance on governance matters.

6.5. Secretariat

- The Secretariat includes the Company Secretary, Board Administrator and the contracted company for Secretariat services (currently TAS).

6.6. Other Director roles

The Board may, at their discretion:

- appoint Directors to the roles listed below
- determine any other roles
- determine the period for which a Director holds a particular role
- appoint a Director to more than one position at a time.

Treasurer

- Shall be a member of the ANZTS for at least two (2) years and with ideally more than one (1) year as a Director.
- Ideally have qualifications or experience in financial management.
- It is the duty of the treasurer to ensure:
 - That all money due to the ANZTS is collected and received and that all payments authorised by the ANZTS are made; and
 - That correct books and accounts are kept showing the financial affairs of the ANZTS, including full details of all receipts and expenditure connected with the activities of the ANZTS.

Board Administrator

- This role is distinct from the statutory role of the Company's Secretary under the Corporations Act.

- Shall be a member of the ANZTS for at least two (2) years and with ideally more than one (1) year as a Director.
- The Board Administrator will have the following duties:
 - Review and proof read minutes prior to circulation by the Secretariat.
 - Liaison with Secretariat.
 - Coordinating Board and Executive Committee meeting schedule.
 - Other administrative tasks of the Executive Committee and the Board, as required.

7. Committees

The Board may from time to time establish committees to assist the Board to consider particular matters in detail.

Committees operate under terms of reference approved by the Board that detail their purpose, composition, meeting and reporting requirements, review date and whether or not they have delegated decision making power, and if so any limitations.

The terms of reference and continuation of each committee should be reviewed on an annual basis.

Normally, the Board will appoint a Director to chair each committee.

Current committees can be found at Appendix 2 Current Committees.

8. Board processes

8.1. Board induction

Prior to their first Board meeting, new Directors will be provided with information and training to inform them about the role, culture and operations of the Board and an overview of the ANZTS. See Appendix 3 Board Induction Pack for a list of material to be provided.

8.2. Ongoing training

Directors are expected to develop and maintain the skills required to discharge their obligations to the ANZTS, including participation in induction, ongoing training, or professional development as reasonably required.

Whole-of-Board governance training must be undertaken at least once annually, usually soon after the new Board is constituted. All Directors are expected to attend as part of their Director role.

8.3. Board records

Directors have rights of access to books and records of the ANZTS to allow them to fulfil their statutory obligations as Directors. Directors do not have access carte blanche to all records of the ANZTS.

Privacy, conflict of interest, commercial-in-confidence, contractual and service obligation issues all impinge on the rights of a Director to access to the books and records of the ANZTS.

Directors do have some statutory rights under the Corporations Act to support them in any legal action taken against them both during their tenure and for a set period after leaving the Board. Access to financial records is also permitted in some circumstances.

8.4. Access to independent advisers

If a Director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a Director then, provided the Director first obtains approval for incurring such expense from the President, the organisation may pay the reasonable expenses associated with obtaining such advice.

If the President has a conflict of interest, the matter should be referred to a committee of the Board for consideration.

9. ANZTS obligation to Directors

9.1. Protections

In support of their role as Directors the ANZTS will:

- Indemnify Directors to the full extent permitted by law.
- Provide Directors' and Officers' Liability Insurance.
- Offer induction and exit interviews.
- ANZTS cannot provide indemnity for a:
 - liability owed to the ANZTS;
 - liability for a pecuniary penalty order;
 - liability arising out of conduct that is not in good faith
 - legal costs in defending criminal proceedings or actions if liability is established.

9.2. Reimbursement and remuneration

- ANZTS will pay all reasonable and agreed travel, accommodation and other expenses related to their duties. The procedure for claiming reimbursement is at Appendix 5: (if required): Procedure for claiming reimbursement.
- In accordance with clause 46 of the Constitution ANZTS is prohibited from remunerating Directors as Directors.

10. Board meetings

10.1. Annual Schedule

The Board will meet as often as required for the proper discharge of their directors' duties. Normally, the Board meets 5 times per year through a virtual meeting (TEAMS).

Dates and times are distributed after the first Board meeting in November.

10.2. Attendees

The Board may invite other persons to its meetings at it deems necessary or appropriate.

The Secretariat will attend all Board meetings and is the delegated minute taker together with the Board Administrator.

The Company Secretary has governance duties to ensure the Directors are proceeding in accordance with requirements and will ordinarily attend all Board meetings, except where the Board determines that the Company Secretary should be excused, for example, due to a conflict of interest where the Company Secretary is the subject of the discussion. The Board may, at its discretion, determine that the Secretary's attendance is not required at any particular meeting or part thereof.

Attendees at Board meetings have a duty to keep all information presented (whether written or oral) or discussed at Board meetings confidential, or as otherwise agreed by the Board.

10.3. Agenda

The President will work with the Secretariat to develop the agenda, taking into account matters suggested by Directors, the annual schedule and issues that have arisen requiring Board attention.

10.4. Board papers

Board papers will be circulated by the Secretariat to Directors at least a week in advance of the Board meeting.

Directors will not use AI to create summaries of board papers for the following reasons:

- Confidentiality may be compromised
- Risk that AI may produce incorrect information which might not be checked
- Directors' due diligence that they all commit to reading and considering the full board pack for each Board meeting.

10.5. Minutes

Minutes will be taken by the Secretariat who will provide a draft to the President and Board Administrator within 48 hours after the meeting. The President endorsed minutes will be forwarded to Directors within one week and Directors are expected to provide feedback to the Secretariat and the Board Administrator within 1 week thereafter.

AI will not be used to create or summarise draft minutes for the following reasons:

- Confidentiality may be compromised
- Risk that AI may produce incorrect information which might not be checked
- Risk that AI will not be able to interpret the nuances of communication at a Board meeting.

If any changes of significance are suggested by one or more Directors, a teleconference of Directors may be convened to discuss the changes.

The revised minutes are circulated to all Directors subject to President's approval of the suggested changes.

If the next Board meeting is not within one month of the Board meeting, the minutes as approved by the President after Directors feedback should be entered in the minute book.

The minutes should be confirmed at the next meeting. If after entering minutes in minutes book, the minutes are amended at the next Board meeting, this should be reflected in the minutes of that meeting.

Only one copy of Board papers and minutes is kept (securely by the organisation).

Note: This process is facilitated via one of the various electronic board portal systems.

11. Review of Charter

This Charter and any appendices will be reviewed as required and at least once every three years.

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|---------------------------|-----------|
| Date adopted | 24/6/2026 |
| Date reviewed | |
| Timeframe for next review | 3 years |

12. Appendix 1 Election of President-Elect by the Board

1. In accordance with clause 42 of the Constitution, the Board will elect the President and President-Elect from amongst the Directors.
2. The election of the President-Elect will normally take place in accordance with Clause 42.3 of the Constitution.
3. A candidate may make a statement (no longer than 3 minutes) to the Board.
4. Where only one nomination is received for a vacant President-Elect position, that candidate is elected.
5. Where more than one nomination is received for President-Elect position, a secret ballot will be conducted as follows:
 - a. where a candidate obtains more than 50% of all votes cast, that candidate is elected;
 - b. where no candidate obtains more than 50% of all votes cast, the candidate who obtained the lowest number of votes is excluded from the ballot and another vote is conducted;
 - c. the process shall continue until a candidate obtains more than 50% of the votes cast, unless there is a tied vote;
 - d. in the case of a tied vote, the names of the non-excluded candidates will be placed in a hat and one name drawn out with that name being the person who is elected.
6. The Board will pass a separate resolution to appoint the President-Elect. The resolution will specify the term of the appointment which would normally be in accordance with Clause 42.4 of the Constitution.
7. If the President-Elect position is vacated, the position may be filled during a regular Board meeting in accordance with Clause 42.6 of the Constitution.
8. If the President position is vacated, the position may be filled during a regular Board meeting in accordance with Clause 42.5 of the Constitution.

13. Appendix 2 Current Committees

1. Executive Committee
2. Conference Committee
3. Finance and Governance Committee
4. Membership Committee
5. Best Practice Committee

14. Appendix 3 Board Induction Pack

New Directors will be provided with:

- (i) A letter or written confirmation of appointment
- (ii) History of organisation
- (iii) Constitution and By-laws
- (iv) Board Charter
- (v) Last annual report and the last 3 to 4 years' financial statements (audited or reviewed as required by law)
- (vi) Minutes of most recent AGM and last Board meeting (confidential information redacted is necessary)
- (vii) The current year governance cycle / schedule of Board and committee meetings
- (viii) List of Board members, their contact details with any position descriptions and bios
- (ix) List of committees with terms of reference and names of members
- (x) Strategic and business plan
- (xi) Current year approved budget
- (xii) A copy of Directors' and Officers' liability insurance policy & certificate of currency.
- (xiii) Names of key Acts that impact on the organisation
- (xiv) Relevant policies and procedures.
- (xv) Meeting times to speak with the current President and Company Secretary

Material to be reviewed and returned:

- (i) Director Code of conduct
- (ii) Consent to act as a director
- (iii) Director declaration of interest form
- (iv) Conflict of interest form

Optional: Board member skills matrix

This pack will also be available on request to the Secretariat by email (admin@anzts.com.au) or on the Board Portal via the following link <https://www.anzts.com.au/>

15. Appendix 4: Director Code of Conduct

To effectively perform my role as Director of ANZTS I agree to abide by the following and understand that failure to do so may be addressed as part of managing board and individual director behaviour and performance.

Directors must understand their role and duties

- I will ensure I understand the role and purpose of the Board.
- I will ensure I understand the environment in which the Board operates.
- I will stay informed about all relevant matters affecting the Board.
- I will act in accordance with statutory and common law duties:
 - I will act in the best interests of the organisation as a whole.
 - I will act in good faith.
 - I will act with care and diligence.
 - I will act for a proper purpose as determined by the Objects of the Constitution.
- I will maintain confidentiality of all Board decisions, materials and discussion unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.
- I will not make or appear to make statements, public comments or engage with media on behalf of ANZTS without consultation with the President and unless authorised to do so.
- I will publicly act in solidarity with decisions made by the Board and not undermine decisions or policy.
- I will be independent in judgement and action.
- I will disclose and appropriately manage conflicts of interest.
- I will be accountable and commit to delivering results and meeting deadlines.
- I will undertake training relevant to my role as a director.
- I will act as an ambassador for the organisation.
- I will disclose any matters that may impact on insurance policies, rights to hold directorships or other undertakings of the organisation in relation to Directors, including change of personal details.

Directors must uphold fiduciary duties

- I will not make improper use of information acquired as a Director.
- I will not engage in conduct likely to bring discredit upon the organisation.
- I will not personally benefit at the expense of the organisation or give the appearance of same.
- I will not take inappropriate advantage of my role as a director.
- I will not attempt to exercise powers of the Board individually without the approval of (delegation by) the Board.

Directors need to ensure ANZTS meets the ACNC Governance Standards:

- Governance Standard 1: Ensure the organisation remains not-for-profit and works towards its charitable purposes.
- Governance Standard 2: Take reasonable steps to be accountable to members and allow adequate opportunities for member participation.
- Governance Standard 3: Ensure the organisation does not engage in conduct that may constitute a serious offence or breach of law.
- Governance Standard 4: Ensure Directors are fit and proper and not disqualified from managing a corporation.
- Governance Standard 5: Ensure that Directors are subject to, understand, and carry out the duties set out in Governance Standard 5. These duties are imposed on Directors under clause 48 of the Constitution and include:
 - to act with reasonable care and diligence
 - to act honestly and fairly in the best interests of ANZTS and for its charitable purposes
 - not to misuse their position or information they gain as a Director
 - to disclose conflicts of interest
 - to ensure that the financial affairs are managed responsibly, and
 - not to allow ANZTS to operate while it is insolvent.
- Governance Standard 6: Take reasonable steps to ensure activities and conduct support public trust and confidence in the charity sector.

Directors need to be active in undertaking responsibilities

- I will attend all Board meetings unless I have a compelling reason for absence.
- I will formally seek leave of absence if unable to attend a meeting.
- I will make available adequate time to fulfil my duties.
- I will thoroughly prepare for Board meetings by reading all materials and seeking clarity where necessary whether I attend or not.
- I will not use any AI tool to analyse or summarise any papers or documents provided to me in my role as a director.
- I will respond promptly to requests for out of session (circular resolution) Board decisions and reviews of meeting minutes.
- I will give my complete attention to the proceedings of the Board meeting, participating fully in the discussions and the deliberations.
- I will ask questions and make informed decisions.
- I will maintain focus and not engage in tangential discussions.
- I will not show favouritism to any group or faction of the membership.
- I will bring to the Board table my individual skills, experience, competencies and knowledge relevant to the matters at hand.
- I will participate fully in any Board and Director evaluation processes.
- I will attend all General Meetings of the organisation.

Directors must show respect

- I will treat other directors with respect, courtesy and professionalism.

- I will listen to and give due consideration to the opinions of other directors.
- I will foster a positive working relationship with other Board members.
- I will not improperly influence other Directors.
- I will respect the authority of the Chair to manage the conduct of meetings and the behaviour of Directors.

Directors should consult with others

- I will consult with stakeholders and associated parties with issues under consideration as permitted by the Board and confidentiality requirements.

Directors should raise concerns

- I will express concerns before or during meetings about agenda items, discussions or decisions that run contrary to the Board's or the Directors' duties.
- I understand I can demand to have my concerns expressly recorded in the minutes.
- I acknowledge my right to resign if I feel the Board is refusing to deal with an important matter in an appropriate way or I cannot, in good conscience, support a decision of the Board.
- I will alert the Board to matters of concern in relation to the ANZTS of which I become aware.

Full Name *(Please print)*

Signature:

Date:

(NB: Please sign both copies and return one to <insert appropriate name> and retain the other for your reference)

16. Appendix 5: (if required): Procedure for claiming reimbursement

Applies to all Board members, committee members, and approved representatives.

Covers reimbursement claims with a maximum of **\$1,000 per claim**.

Reimbursable expenses must:

Be **pre-approved** by the Board of Directors

Be **directly related** to ANZTS activities (e.g., travel, meeting costs)

Represent **reasonable and cost-effective** spending

All reimbursement claims must include:

- Brief **description of the expense** and purpose
- Original receipts of all expenses to be claimed
- **Bank details** for payment (if not already on file)

Claims should be submitted within **30 days** of the expense being incurred to the Treasurer for submission to the Secretariat Accounts team.

The Society will not reimburse:

- Personal or non-approved costs
- Expenses without valid supporting documentation
- Claims submitted outside the required timeframe

17. Appendix 6: Definition of rural and remote for purposes of Board elections

TBC.