



BOARD CHARTER

AuDHD Council of Australia Ltd

Effective date 19 February 2026

81-83 Campbell St, Surry Hills, NSW 2204

ACN: 695 087 739



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1. Introduction

The Board of the AuDHD Council of Australia is committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance, commensurate with the organisation's needs. The matters set out in this Board Charter are subject to the *Corporations Act 2001 (Cth)*, other relevant legislative requirements as they arise, and the Constitution.

The Board has the responsibilities set out in this Charter and will carry out these responsibilities honestly, fairly, and diligently; in accordance with the law the AuDHD Council of Australia's Code of Conduct; and for the benefit of members as well as employees, and the community.

The AuDHD Council of Australia's corporate governance culture, including leadership by the Board and senior management, is critical to its continuing success and is intended to set an example to all persons dealing with the organisation.

2. Composition of the Board

The Board is responsible for the following:

- a) determining the number of Directors (subject to the Constitution)
- b) terms and conditions of Directors' appointments
- c) appointment of a Chair
- d) managing the succession of Board members.

The AuDHD Council of Australia's Constitution provides that the Board will comprise of a minimum of three, and a maximum of seven Directors.

3. Role of the Board

The Board is responsible for:

- a) overseeing the management of the AuDHD Council of Australia
- b) providing strategic direction through approving and reviewing the strategic plan
- c) approving member facing policies, strategies, and performance objectives
- d) approving the annual budget, including targets for revenue, capital expenditure, and cash flows, as proposed by management
- e) appointing and removing the Chief Executive Officer (CEO), and determining the terms and conditions of appointment, including the remuneration package, noting that removal of the individual operating as CEO as a Director occurs only in accordance with the Constitution



- f) agreeing performance targets, and monitoring the performance of the CEO
- g) appointing and removing the Company Secretary
- h) approving succession plans for the management team
- i) monitoring management's performance, implementation of strategy, and allocation of resources to achieve the organisation's policies, strategies, objectives, and budgets
- j) determining and approving the levels of authority to be given to the CEO in relation to: operational and capital expenditure, contracts and the operation of banking and credit facilities, and authorities any further delegations of those authorities by the Chief Executive Officer.
- k) approving and monitoring financial and other reporting
- l) admission of honorary members
- m) reporting to members
- n) monitoring the identification of risks to the organisation, reviewing and ratifying systems of risk management, internal compliance and control, legal compliance, and compliance with the organisation's standards and policies
- o) monitoring compliance with best practice corporate governance requirements.

The following responsibilities may be delegated by the Board to the CEO

- a) day to day management of the AuDHD Council of Australia in accordance with the strategy approved by the Board
- b) consulting with the Board regarding other senior executive appointments, organisational changes and senior executive remuneration policies and practices
- c) such other duties as are delegated by the Board on an ad hoc basis.

It is intended that the CEO can take all decisions and actions which further the strategic objectives of the AuDHD Council of Australia, and which in their judgement are reasonable, having regard to the matters reserved by the Board, and the potential effect on the reputation of the organisation.

The Board will undertake a review of its responsibilities on a regular basis, to ensure that they remain appropriate for the business conducted by the organisation.

4. Board Meetings

The Board will meet as often as the Directors consider necessary to fulfil their duties and responsibilities, and to meet the demands of the organisation. In usual circumstances, the Board is must meet four times per financial year.

A Board meeting may be held by the Board communicating by any technological means consented to by all Directors. The consent may be a standing one.



5. Conflict of Interest

Directors must keep the Board advised at all times, of any interests real or perceived that could potentially conflict with those of the AuDHD Council of Australia and shall advise the Company Secretary of all Directorships held in other companies.

If a potential material conflict of interest arises, the Director concerned shall advise the President prior to any meeting at which the issue is to be discussed. Any and all conflicts of interest must be recorded in the Board minutes.

6. Board Committees and Advisory Groups

The Board may establish Board Committees to which it may delegate any of its powers, duties and responsibilities, exception is allowed for powers reserved to members or expressly retained by the Board under the Constitution. The Board will appoint the members of each committee, and the Chair of each committee.

Terms of Reference or Operating Guidelines will be established for each of these Committees, setting out the composition, duties, and responsibilities of the committee, which will be reviewed every two years.

The Board may establish Advisory Groups from time-to-time with no delegated powers. The Board will appoint the members and the Chair of each Advisory Group. Separate Guidelines will be adopted for each Advisory Group which will be reviewed every two years.

7. Company Secretary

Company Secretary is accountable to the Board, through the Chair, on all governance matters, with all Directors having access to the Company Secretary for advice or assistance on governance matters.

The Company Secretary supports the effectiveness of the board by:

- a) monitoring that board policy and procedures are followed; and
- b) coordinating the completion and dispatch of board agendas, briefing papers and minutes.

The Company Secretary is responsible for driving and advising on best practice in governance, championing the compliance framework to safeguard the integrity of the organisation, promoting, and is the sounding board on, high standards of ethical and corporate behaviour and bridging the interests of the board or governing body, management and stakeholders.



8. Review of Board Effectiveness

The Board members will participate in an annual review of the Board's effectiveness in carrying out its responsibilities.

The Chair will implement a review system which, subject to consultation with the Board, may include:

- a) a collective review of effectiveness undertaken by the Board
- b) individual performance reviews for Directors
- c) opportunities for Directors to give private feedback to the Chair on Board effectiveness, or
- d) such other review mechanisms as the Board decides.

9. Charter Review

The Board shall review this Charter every two years or as required, after the annual Board performance assessment. Any modifications to or replacements of this Charter must be approved by the Board.