Board Charter

The Australasian Institute of Judicial Administration Limited

ABN 13 063 150 739
ACN 684 929 191

A public company limited by guarantee

7 June 2025

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1 Introduction

The purpose of the Australasian Institute of Judicial Administration Limited (the **Company**) is set out in the Company's Constitution (**Constitution**).

This Board Charter sets out the role and responsibility of the board of directors of the Company (**Board**) and sets out a framework for the administration of good practice in governance.

2 Role and responsibility of the Board

(a) The role of the Board is to provide leadership for and supervision over the Company's affairs.

(b) The Board's key objectives are to:

(i) advance the Company's purpose, being the promotion of excellence in the administration of justice throughout Australia, New Zealand, Papua New Guinea and the surrounding region;

(ii) advance knowledge and expertise in judicial and tribunal administration through activities that are aligned to that purpose; and

(iii) ensure the Company is properly managed.

(c) The principal functions and responsibilities of the Board include overseeing the development and implementation of the Company's strategy together with:

(i) reviewing and approving the strategic plans and performance objectives of the Company consistent with the strategy, including its vision, mission and values, in conjunction with the Council;

(ii) employing and reviewing the performance of the Chief Executive Officer (**CEO**); and

(iii) monitoring the Company's performance in achieving its mission in accordance with the Company's vision and strategy, as well as stakeholder expectations.

3 Powers and duties

3.1 General powers

The Board is responsible for the governance, business and affairs of the Company and may exercise all the powers of the Company which are not required by the law or the Constitution to be exercised by the members.

3.2 Duties

The directors must comply with their duties as directors under legislation and common law, including ensuring the Company complies with Governance Standard 5 of the regulations made under the ACNC Act which require directors:

(a) to exercise their powers and discharge their duties with the degree of care and diligence a reasonable individual would exercise if they were a director of the Company;

(b) to act in good faith in the best interests of the Company and to further the Company's purpose;

(c) not to misuse their position as a director;

(d) not to misuse information they gain in their role as a director;

(e) to disclose any conflicts of interest (real, perceived and potential);

(f) to ensure the financial affairs of the Company are managed responsibly; and

(g) not to allow the Company to operate while insolvent.

4 Board composition and meetings

4.1 Board composition

(a) The composition of the Board will be reviewed regularly to ensure an appropriate mix of expertise, skills, experience and attributes to assist with the furtherance of the purpose and strategic objectives of the Company.

(b) The size of the Board is determined under rule 8.1 of the Constitution which provides for a minimum of three directors and a maximum of ten. Six positions may only be filled by way of election by the members (**Member Elected Directors**) and the remaining positions are reserved for directors appointed by the Board (**Board Appointed Directors**) in line with rule 8.3 of the Constitution.

(c) The Board will strive to ensure the composition of the Board consists of:

(i) at least one director from a country other than Australia;

(ii) persons holding judicial office who represent different Courts from a diversity of jurisdictions; and

(iii) at least one practising member.

4.2 Meetings

(a) In accordance with rule 8.11 of the Constitution, the directors will meet as often as required for the proper discharge of their directors' duties. While the Constitution requires a minimum of four Board meetings per year, directors should expect to meet approximately eight times each year. Directors are expected to attend all or most Board meetings, including any unscheduled meetings which may be required in unusual and/or urgent circumstances.

(b) Each Board meeting typically runs for one hour, and directors are expected to remain fully present for the entire meeting.

(c) Directors will receive relevant Board papers at a reasonable time before each meeting.

(d) The President may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. That person will be noted in the minutes for the meeting as an attendee and can speak at the meeting at the invitation of the President but does not have any voting rights.

(e) Directors are expected to meet their own costs associated with attending Board meetings.

4.3 Minutes

The Secretary referred to in Clause 10 of the Constitution, or another person appointed by the Board, will take minutes of the proceedings of all Board meetings.

5 Constitution

The Board is responsible for ensuring compliance with the Constitution at all times, and for keeping a copy available for inspection at the office of the Company.

6 Appointment of directors

6.1 Appointment

(a) The initial directors are those named in the Australian Securities and Investments Commission ASIC Form 202 in accordance with rule 8.6(a) of the Constitution.

(b) All future appointments or elections of directors will be in accordance with rule 8.2 of the Constitution.

6.2 Terms and office limits

Subject to the transition provisions found at rule 8.6 of the Constitution (in particular rule 8.6(c)), a director's term of office is as follows:

(a) three years for Member Elected Directors;

(b) up to three years as determined by the Board for Board Appointed Directors; and

(c) from the date of appointment until the next annual general meeting for directors appointed to fill any vacancy in the number of Member Elected Directors (**Casual Vacancy Directors**).

(see rule 8.5 of the Constitution).

6.3 Terms and conditions

All new Directors appointed to the Board must be given a letter of appointment from the President, which sets out the basis of appointment.

The letter of appointment is to include a copy of all information and documentation relevant to the operations of the Board and that Director's role, including this Board Charter and the Constitution.

6.4 Induction and briefings

(a) All new directors will be given an induction. The induction process involves:

(i) a meeting with the President to discuss expectations and responsibilities;

(ii) a meeting with the President to discuss key personnel and current Company operations;

(iii) the provision of a package of briefing materials in relation to the Company; and

(iv) a visit to Company premises and facilities and meeting with the CEO, as appropriate.

6.5 Continuing education

(a) From time to time the Board will be briefed by the CEO regarding the Company and the factors affecting or likely to affect its activities to provide the Board with a broader understanding of the Company.

(b) The Board is encouraged to keep up-to-date on relevant topical issues.

7 Specific responsibilities

7.1 President

The President's role is a key one within the Company. The President utilises experience, skills and leadership abilities to facilitate the Company's governance practices and processes.

The President:

(a) is appointed by the directors in accordance with rule 8.15(a) Constitution; and

(b) provides leadership of the Board and in the strategic direction of the Company.

The President's principal responsibilities include:

(c) leading the Board in reviewing and discussing Board matters;

(d) chairing Board meetings and annual general meetings;

(e) ensuring the efficient organisation and conduct of the Board's functions;

(f) facilitating effective contribution by all Directors and monitoring Board performance;

(g) overseeing composition of the Board to help ensure it is comprised of directors with the required skills and expertise appropriate for the Company's needs; and

(h) promoting constructive relations between directors and between the Board and the CEO.

7.2 Individual directors

(a) Individual directors are responsible for ensuring the Board is performing its duties and responsibilities as set out in this Board Charter, the Constitution and otherwise by law.

7.3 Secretary

(a) The Secretary is responsible for ensuring the administrative and legislative requirements of the Company are carried out and for supporting the Board on governance matters.

(b) The duties of the Secretary are set out in rule 10 of the Constitution.

8 Delegations

(a) The Board is required by rule 9.1 of the Constitution to establish and maintain an advisory body of members, known as the Council, and to prepare and maintain guidelines for the composition of the Council.

(b) The Board may, in accordance with rule 9.2 of the Constitution, resolve to establish committees consisting of such persons as it determines to assist in the execution of its responsibilities.

(c) The Board will determine if the committees are standing or ad hoc in nature.

(d) The Board will adopt and determine the charters and terms of reference for the Council and each committee, addressing its membership, delegated authority, function, reporting obligations, and any other matters the Board determines.

(e) The Board may, subject to the Constitution, resolve to:

(i) delegate to the Council or a committee such of its powers as it considers required or desirable for the effective and efficient running and administration of the Council or committee;

(ii) revoke any or all of the powers delegated to the Council or a committee and vary the nature and scope of the powers delegated;

(iii) change the makeup of the Council or any committee at any time; and

(iv) dissolve a committee.

(f) For as long as the Company is endorsed as an Approved Research Institute, the Board must establish and maintain a research committee in accordance with the requirements described in Schedule 3 of the Constitution.

(g) The Board must regularly evaluate the operations of the Council and each committee.

(h) The Board may continue to exercise all of its powers despite any delegation made under rule 9 of the Constitution.

8.2 Delegation to individuals

(a) The Board may, in accordance with rule 8.18 of the Constitution, resolve to delegate any of its powers to such individual or individuals as it so determines including to one or more directors, members or employees of the Company.

(b) The Board may delegate its powers for such time as it determines and may revoke or vary any power so delegated.

(c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the Board.

(d) The Board may continue to exercise all of its powers despite any delegation made under rule 8.18 of the Constitution.

(e) A delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position (e.g. to the CEO).

8.3 Review of delegations

The Board should review the Company delegations regularly, and at any time there is a material change to the governance, operations or external regulatory environment of the Company.

9 Conflicts of Interest

Directors are expected to identify and disclose any action, position or interest which may conflict with an interest of the Company. All such interests whether they are real, perceived or potential must be disclosed.

10 Review of Board Charter

The Board will review the Board Charter at least once every two years and may resolve to amend it at any time.

Amendments log

First approved:	*7 June 2025*
First approved by:	The Board of Directors of the AIJA and the AIJA Council

Amendments		
Date	**Authorised by**	**Description of amendment**