

HSANZ COUNCIL CHARTER

1. OVERVIEW

This Charter sets out the main principles adopted by The Haematology Society of Australia and New Zealand (HSANZ) and its Council in order to develop, implement and maintain a culture and standard of good corporate governance for both internal and external stakeholders.

The Haematology Society of Australia and New Zealand (HSANZ) Council of Directors, known as the Council or Councillors, is responsible for ensuring that HSANZ has an appropriate corporate governance structure with accountability and control systems in place. In carrying out its responsibilities, the Council will at all times recognise its responsibility to act honestly, fairly, diligently and in accordance with the law serving the interests of HSANZ.

HSANZ supports the Governance Standards of the Australian Charities and Not-for-profit Commission (ACNC). As a public company limited by guarantee, HSANZ complies with the *Corporations Act 2001*, the *Australian Charities and Not-for-profits Commission Act 2012* as well as all other applicable laws and statutes.

HSANZ's Constitution is the key governance document. This charter is subordinate to the constitution, explains HSANZ's commitment to corporate governance, and should be read as an expression of principle.

2. THE ROLE OF THE COUNCIL

- a. Protect the rights and interests of members of HSANZ and to be accountable to them for the overall management of the company.
- b. Set the strategic direction of the company in alignment with the Vision and Purpose of HSANZ.
- c. Determine the organisation's culture through values, establishing high ethical standards, and living the culture, values and standards in all of the council's actions.
- d. Review organisation progress and appraise management's performance against the strategy, policies, business plan and financial budget.
- e. Set the risk tolerance for HSANZ. Maintain oversight of material business risks and satisfy itself that management has developed and implemented a sound system of

risk management and internal control, reporting systems and compliance frameworks that are operating effectively.

3. THE RESPONSIBILITIES OF AND DECISIONS RESERVED FOR THE COUNCIL

- a. Appointment of a President and Councillor Office Holders
- b. Set corporate governance principles and policies.
- c. Establish delegations of authority that permit the Executive Officer to manage the company.
- d. Consider and decide on matters outside the delegations of the Executive Officer.
- e. Appoint the company's external auditor if an auditor has not been appointed by the company at a general meeting.
- f. Provide input to and approve business plans and budgets.
- g. Appoint and remove the Executive Officer.
- h. Appoint and remove the Company Secretary.
- i. Establish Council subcommittees and clarify their membership, Chair and delegated authorities, and approve their charters.
- j. Consider and decide on major capital projects and related expenditure, acquisitions, divestments, and monitoring of capital investment management in excess of authority levels delegated to management.
- k. Monitor compliance with all legal and regulatory obligations.
- l. Approve the company's annual financial report, and any other communications to members relating to the external auditors and the company's financial statements.
- m. Approve any public statements which reflect significant decisions of the Council.
- n. Consider and approve Council composition recommendations, succession planning, council nomination, appointment practices and criteria.
- o. Oversee induction of newly appointed Councillors and the professional leadership development of all Councillors;

4. COUNCIL OFFICE HOLDERS

Members of the incoming Council shall meet prior to each Annual General Meeting to elect a President who will act as Chair to the Council. The Council will also elect a Vice President, Honorary Treasurer and Membership Councillor (previously known as Honorary Secretary).

A President-Elect must be appointed by the incumbent Council in the first year of the President's term in office. The President-Elect must hold concurrent office as one of Vice President, Honorary Treasurer, Membership Councillor or Councillor. Upon retirement of the President, the President-Elect shall take their place and their term in office shall commence.

5. ELIGIBILITY OF COUNCILLORS

The Council must strive to ensure that the nominated and appointed Councillors have an appropriate balance of skills and experience with regard to the nature of the business and affairs of HSANZ.

New Zealand and six regions of Australia as defined in the Constitution shall be represented on the Council. Representation of an identified region is defined as the region of residence of the Councillor at the time of their election or re-election to the Council.

6. COUNCIL NOMINATION PROCESS

- a. At least ninety (90) days prior to the proposed date of the Annual General Meeting (AGM) at which there will be a vacancy for an Elected Councillor position, the Company Secretary will request from Voting members nominations (which comply with Clause 8.4 of the Constitution) for elections to positions falling vacant.
- b. Candidates shall be nominated in writing by two (2) Voting Members and each nomination, together with the candidate's written acceptance of the nomination and showing their state of residence shall be received at least sixty five (65) days prior to the Annual General Meeting.
- c. Upon receiving the nominations the Council must consider the nominees' eligibility in accordance with Clause 8.4 and 8.8 of the Constitution. If the Council is of the view that a nominee does not satisfy the criteria, their nomination will be withdrawn by the Council and the nominee may not stand for election. The nominee must be informed if they are not eligible to stand for election.
- d. If there are the same number of eligible nominees as vacant positions, the nominees are taken to have been duly elected and there shall be no ballot.

- e. If there are more candidates than vacancies for any region, the Company Secretary shall forward to Voting Members of that region, a Ballot paper containing a list of the eligible nominees along with a short biographical statement that must include whether the nominee(s) has previously been a director of an organisation (including HSANZ) and details as to the length of service and position held.
- f. Ballot papers must be collated by the Company Secretary not less than forty five (45) days before the Annual General meeting.
- g. The President/President-Elect, Vice President, Executive Officer or Company Secretary must collate the votes received and inform the Council of the Nominee with the majority votes. If there are an equal number of votes, the Council shall have the deciding vote.
- h. If there is an insufficient number of nominations received, or fewer nominations than there are vacancies to fill then the Council may fill the vacancy or vacancies by a direct appointment.
- i. If there are no nominations received for a vacancy, the retiring Councillor may continue to act until the vacancy is filled by a direct appointment as per the constitution.

7. COUNCIL TENURE

Councillors upon election will hold office for a period of two years, defined as the period between three consecutive Annual General Meetings. All Councillors will be eligible for re-election for further terms of office provided no Councillor shall remain on the Council for more than three consecutive terms (six years), except when exceptional circumstances exist as defined by the constitution.

8. THE ROLE OF THE EXECUTIVE OFFICER (EO)

- a. The Council delegates to the EO the responsibility, powers, discretions and delegations necessary to implement the company's strategies and policies and effect day to day management of HSANZ. The Council will annually review delegations to the EO to ensure these enable the EO to fulfil this responsibility.
- b. The EO will refer to the Council matters that are sensitive, extraordinary, or strategic in nature.
- c. The EO must have a formal employment agreement describing their duties, rights and responsibilities and entitlements on termination.

- d. Annually the Council will agree performance expectations with the EO, reflecting the strategic development and operational performance expected of the organisation.

9. CONFLICT OF INTEREST

HSANZ has a duty to take reasonable steps to ensure that Councillors comply with their duties in relation to disclosure of Conflicts of Interest. HSANZ acknowledges that its reputation will be protected best where the highest standards are applied to ensuring that all Councillors' interests are disclosed and where a procedure is adopted to ensure that Directors do not act when an actual or perceived conflict of interest exists. HSANZ has agreed a policy for identifying and recording Directors' interests and for managing conflicts of interest. Compliance with this policy at all times is considered to be best practice and in the best interests of HSANZ.

Version number 1

Approved by HSANZ Council: April 2023

To be reviewed February 2026