



BOARD CHARTER

NATIONAL RIFLE ASSOCIATION OF AUSTRALIA LIMITED

Commencement date: 24 March 2025

Document History

Version	Altered by	Approved by	Comments
1	T Hulme	NRAA Board	Initial Release

1. Purpose of this Charter

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of NRAA.
- 1.2. The conduct of the Board is also governed by the Constitution of NRAA, a copy of which is located at www.nraa.com.au.

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the Constitution and are not reproduced here.

2. Roles and Responsibilities

- 2.1. The Board’s key responsibilities are:
 - 2.1.1. to act in the best interests of the NRAA as a whole;
 - 2.1.2. observe their duties as Directors in terms of the Corporations Act 2001 (Cth), common law, the NRAA constitution and any other relevant legislation; and
 - 2.1.3. provide strategic direction for NRAA and effective oversight of Management.
- 2.2. The key functions of the Board are to:
 - 2.2.1. Provide effective leadership and collaborate with the NRAA’s management team in:
 - articulating the organisation’s values, vision, mission and strategies
 - developing strategic plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
 - 2.2.2. Ensuring a diverse and effective Board, in line with the NRAA constitution with appropriate policies and procedures for the Board and its committees;
 - 2.2.3. Appointing, supporting and providing advice and counsel to, evaluating and rewarding the EO against agreed performance indicators;
 - 2.2.4. Monitor the achievement of the strategic plan and annual budget outcomes;
 - 2.2.5. Supporting, reviewing and monitoring the operational and financial performance of NRAA;
 - 2.2.6. Establish such committees, policies and procedures to facilitate the effective discharge of the Board’s roles and responsibilities;
 - 2.2.7. Ensure, through the Board committees and others as appropriate, that compliance obligations and functions are effectively discharged;
 - 2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements;
 - 2.2.9. Monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
 - 2.2.10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility;
 - 2.2.11. Managing Directors’ interests, conflicts of same and related-party transactions;

- 2.2.12. Delegation of powers and authorities, while understanding the Board remains responsible for all decision of NRAA;
 - 2.2.13. Oversight of compliance with appropriate laws and regulations and major litigation;
 - 2.2.14. Evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters; and
 - 2.2.15. Oversight of corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary.
- 2.3. The Board has delegated authority for the operations and administration of the organisation to the Executive Officer (EO). The EO is responsible for the overall day-to-day management and the performance of the Organisation. The EO manages NRAA in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives.
- 2.4. The Board has limited operational involvement in the conduct of organisation's business activities and delivery of services.

3. Integrity

- 3.1 Consider, review, and assess regulatory and compliance issues as reported through the Integrity Manager (or equivalent) on such matters as:
- a) Child Safeguarding
 - b) Member protection
 - c) Competition Manipulation and Sport Wagering
 - d) Improper Use of Drugs and Medicine
 - e) Complaints, Disputes and Discipline

4. Membership and Independence

- 4.1. Membership will be based on the number of Directors outlined in the NRAA Constitution. Similarly, the number of directors to form a quorum and transact business will be as outlined in the NRAA Constitution.
- 4.2. Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.
- 4.3. The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.
- 4.4. Each Director must provide the Board with relevant information to assess their independence.
- 4.5 In assessing independence, the following matters will be considered. A Director:
- 4.5.1 is a non-executive Director (i.e. is not a member of Management);
 - 4.5.2 is not a director, officer or otherwise officially associated directly with a member or affiliated organisation;
 - 4.5.3 has within the last three years not been a principal of a material professional adviser or a material consultant to NRAA or an employee materially associated with the service provided;
 - 4.5.4 has not been a material supplier of NRAA, or an officer of or otherwise associated directly or indirectly with a material supplier;

- 4.5.5 has no material contractual relationship with NRAA, other than as a Director of the Organisation;
- 4.5.6 has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

Where a potential independence concern arises due to the requirements above, it must be disclosed, considered for materiality and documented. If a materiality conflict arises, the Director may not be able to continue on the Board.

4.6 Membership of the Board shall be disclosed in the annual report.

5 Chair's Responsibilities

- 5.5 The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:
 - 5.5.1 leading and facilitating the Board;
 - 5.5.2 setting the Board direction and focus;
 - 5.5.3 conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
 - 5.5.4 ensuring that no one has excessive influence;
 - 5.5.5 maintaining a professional working relationship with the EO;
 - 5.5.6 acting as a spokesperson, where appropriate, in conjunction with the EO;
 - 5.5.7 promoting constructive and respectful relations between Directors;
 - 5.5.8 ensuring the Board and individual Directors have a performance review process for activation as needed;
 - 5.5.9 ensuring that the Board's workload is dealt with effectively;
 - 5.5.10 role-modelling ethical standards and behaviour based on the NRAA agreed values; and
 - 5.5.11 ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

6 Code of Conduct

- 6.5 NRAA takes ethical and responsible decision-making very seriously. It expects its staff, volunteers and Directors to do the same.
- 6.6 All Directors must be bound by and at all times comply with the NRAA's Director Code of Conduct which outline the type of behaviour that NRAA requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.
- 6.7 The Board will takes steps to ensure Director compliance with the code.

7 Review of Charter

- 7.5 The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

8 Publication of the Charter

- 8.5 Key features of the charter are to be outlined in the organisation Annual Report.
- 8.6 A copy of the charter is available at www.nraa.com.au