

AFL SPORTSREADY BOARD OF DIRECTORS CORPORATE GOVERNANCE CHARTER

1. Background

AFL SportsReady Limited ("AFL SportsReady" or "the Company") was incorporated on 25 January 1995 under the Corporations Act 2001. It is a public company Limited by Guarantee. On 3 December 2012, the Company was registered as a charity with the Australian Charities and Not-for-profits Commission (ACNC).

2. Board's Commitment to Good Governance

The Board of Directors of AFL SportsReady Ltd is committed to good governance. Directors acknowledge they have a duty to stakeholders to establish and maintain a framework which will achieve a high standard of governance appropriate to the Company's size and complexity.

Australian Charities and Not-for-profits Commission Regulation 2013 incorporate a set of core minimum standards that deal with how for-purpose entities are governed. The Standards require not-for-profit and charities to remain charitable and deliver social impact, operate lawfully, and be run in an accountable and responsible way. AFL SportsReady must meet the ACNC's Governance Standards to be registered and remain registered with the ACNC.

3. Purpose of this Document

This document has been prepared so that Directors and staff have a common understanding of what the AFL SportsReady Board considers to be the minimum standards required by the Company to achieve good governance and so that various responsibilities, accountabilities and segregation of duties are clearly understood.

4. Governance Standards

The Company has adopted the ACNC Governance Standards established 1 July 2013.

Standard 1: Purposes and Not-for-Profit Nature

Charities must be not-for-profit and work towards their charitable purpose. They must be able to demonstrate this and provide information about their purposes to the public.

The Board has a primary responsibility to establish an overarching vision and strategic direction for the Company. The Board also has a responsibility to allow management to carry out its responsibilities within broadly defined parameters without day-to-day intervention of the Board.

Company Policy

The Board will ensure that the majority of its time and effort is dedicated to setting the strategic direction of the Company. Where necessary, Board Committees will be formed to assist in the conduct of the more detailed aspects of Board functions.

The Board will also ensure the Company's strategic direction is clearly documented as a set of objectives which are communicated to relevant stakeholders.

The Board acknowledges that it has a responsibility to create a business operating environment where management has the delegated authority to develop operating plans and procedures designed to achieve the Company's objectives.

The CEO is required to prepare an annual plan and financial budget, to be approved by the Board, which are aimed at achieving the Company's objectives. The CEO also has the responsibility to see that operating procedures and an organisational structure are in place, which is capable of implementing the annual plan and financial budget at an operational level.

Standing Board Committees in place at the time this policy was adopted are:

- Audit & Risk Committee

The Board requires Management and Committees to report in a manner which is adequate to:

- Monitor the conduct of the Company and Management against the annual plan and financial budget; and
- Facilitate corrective action on a timely basis where this is deemed necessary.

Board effectiveness is assessed periodically. Corrective action is taken where considered appropriate to rectify any perceived shortcomings.

Standard 2: Accountability to Members

Not-for-profit entities that have members must take reasonable steps to be accountable to their members and provide them with adequate opportunity to raise concerns about how the entity is governed.

Stakeholders have the right to be informed about the Company's activities in a timely and transparent manner. The Company will disclose relevant information to statutory authorities and funding partners on a timely basis.

The Board will ensure policies, procedures and safeguards are in place which ensure the integrity of the preparation, review and reporting of financial results.

Company Policy

A reporting framework is in place, and it is the responsibility of the CEO to ensure that the relevant announcements and Company reports are made within the required timeframes. As well as providing corporate and financial information to statutory authorities, the Company ensures it consults and communicates regularly with its broad range of stakeholders. Information dissemination takes place through a variety of channels.

The Company employs the assistance of external accountants as required to assist in the preparation and review of key financial reports, including the annual financial statements. The Board's Audit & Risk Committee meets as required to review financial performance and prepare reports for the Board.

The Board's Audit & Risk Committee is responsible for review of the Company's annual financial statements. The Company has appointed auditors who are responsible for an annual audit of the Company's accounts.

Standard 3: Compliance with Australian Laws

Not-for-profit entities and charities must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units or more.

The Board will establish a code of ethical conduct in all areas of responsibility and authority.

Company Policy

The Board has established a *Board Code of Conduct* that outlines the expected behavioural standards and obligations for Directors. The Code of Conduct establishes Director obligations and behaviour standards to be exercised in carrying out the work of the Board and identifies the requirement of Directors to observe a high standard of ethics and conduct as they devote their best efforts, skills and resources to the interests of AFL SportsReady.

Board members and Company employees shall:

- Act honestly and in good faith at all times
- Be impartial and treat people fairly
- Act in the best interests of the Company
- Declare all interests, real and perceived, pecuniary and non-pecuniary, that could result in a conflict between personal and organisational priorities
- Be diligent, attend meetings and devote sufficient time to preparation for meetings to allow for full and appropriate participation in decision making
- Be diligent in decision making
- Avoid conduct un-becoming
- Maintain confidentiality
- Not make improper use of information obtained in the course of their duties
- Abide by decisions
- Recognise and act in accordance with the fiduciary nature of their duties
- Not harass anyone or discriminate on the grounds of sex, sexual preference, age, marital status, pregnancy, the state of being a parent, childless or de facto spouse, race, colour, lawful religious or political belief or activity, and impairment.

Standard 4: Suitability of Responsible Persons

Not-for-profit entities and charities must take reasonable steps to:

- Be satisfied that its *Responsible Persons* (such as board or committee members or trustees) are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner: and
- Remove any Responsible Person who does not meet these requirements. The Board will be constituted in a way that adds value and is relevant to setting and achieving the Company's objectives.

Company Policy

The Board will consist of individuals who have skills and experience that are relevant to assisting the Company in setting its strategic direction and achieving its objectives. The Board has identified a set of skills which it considers are appropriate for the Board of Directors of the Company.

Prior to the appointment of a Director or Committee member and on an annual basis, the Board will ensure a search of ASIC's *Banned and Disqualified Register* and of ACNC's *Disqualified Persons Register* is undertaken.

Each director of AFL SportsReady and each Committee member is required to affirm they have not been disqualified, on appointment and through an annual declaration.

Standard 5: Duties of Responsible Persons

Not-for-profit entities and charities must take reasonable steps to make sure that Responsible Persons are subject to, understand and carry out the duties set out in this Standard. These duties include:

- to act with reasonable care and diligence
- to act honestly and fairly in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain as a Responsible Person
- to disclose conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent.

Company Policy

AFL SportsReady shall ensure that its Responsible Persons are required to meet a set of legal duties. This ensures that they act in the best interest of AFL SportsReady and its related entities - SportsReady Education Pty Ltd and The Ready Foundation Ltd and in a way that doesn't damage or diminish its work and reputation.

Responsible Persons have a responsibility to put the interests of AFL SportsReady and their related entities above their own personal interests. Generally, they need to be careful and conscientious in their roles and act with standards of common sense and integrity.

The Board has a *Conflict of Interest Policy* which includes a *Declaration of Interest Form* to assist Directors in the effective identification and management of conflicts. Each Director of AFL SportsReady is required to affirm their commitment to the governance standards contained in this document on appointment and through an annual declaration.

5. Governance Principles

In addition to the ACNC Governance Standards, the Company has adopted the following governance principles:

5.1 Recognise and Manage Risk

Risks that may impact negatively on the Company are identified and appropriate risk mitigation procedures are put in place.

The Board's Audit & Risk Committee is responsible for reviewing the operation and implementation of the risk management strategy. This Committee also has responsibility for the assessment of the policies and processes in place to address key risks. The Company's risk management program is reviewed bi-annually at Committee and Board level.

The Company undertakes internal audits periodically as part of its internal control processes.

5.2 Remunerate Fairly and Responsibly

AFL SportsReady is committed to ensuring that staff, trainees, students and apprentices ("Employees") are remunerated fairly and responsibly.

The Company has established Policies and Procedures to provide Employees with information about their working conditions, remuneration and entitlements, with payroll auditing conducted periodically. Changes to government policy pertaining to wages and benefits including Modern Award reviews are closely monitored to ensure Employees are paid correctly.

Employee remuneration practices and policies are overseen by the Board's Audit & Risk Committee. The Committee is responsible for the assessment of performance and review of the remuneration of the Company's Chief Executive Officer and provides its recommendations to the Board for determination. The Committee is also responsible for monitoring Executive performance and remuneration reviews.

6. Governance Principles

Corporate Governance policies and procedures are reviewed periodically by the Audit & Committee.

Document Control:

Version	Effective	Review Approved By	Next Review
2.0	5 February 2026	AFL SportsReady Audit & Risk Committee	February 2027
		AFL SportsReady Ltd Board	