



AREA COUNCIL CHARTER — Adopted by Board 7 September 2021

APF Councils are established under the authority of the Constitution of the Australian Parachute Federation Ltd (**APF**) as committees established by the APF Board.

1. POWERS AND OBJECTS

1.1 Delegation of Powers

- (a) This Charter is binding on all Councils.
- (b) The Board delegates powers to each Council as a Committee of the APF, as set out under the APF Constitution.
- (c) Councils must not act outside the powers or rights delegated under this Charter.
- (d) The Board may amend or repeal any decision made by Council.

1.2 Objectives

The powers delegated to Councils are to be used for:

- (a) supporting APF objectives;
- (b) fostering and promoting parachuting and skydiving;
- (c) providing services and amenities for APF members in the Council area;
- (d) fostering competition and skills development; and
- (e) raising money to achieve these objectives.

1.3 Interpretation of References in this Charter

AGM means the annual general meeting of the Council held each year to conduct the business set out in section 7.2.

Council has the meaning given to that term in the APF Constitution.

Council Executive means, those people elected by the Council to manage the Council's affairs, property and funds on behalf of Council.

Council Member means a person who is entitled to attend, participate and vote at Council meetings because they are:

- (a) an APF Full-Term, Life Member or Honorary Life Member; and
- (b) recorded in the APF Register of Members as being resident in the relevant Council area.

Council Officer means a person elected by Council to perform a specific role required by the Council. A Council Officer is not necessarily a member of Council Executive

Guest means a person who is invited to attend and observe at a Council meeting and speak when invited by the Chair. A guest is not entitled to vote at a Council meeting. Guests may include guest speakers or professionals providing advice to a Council who are not APF members.

Visitor means:

- (a) an APF Short Term or Student Member; or
- (b) an APF Full Term Member who is recorded by the APF office as being resident in another Council area.

who is entitled to attend and participate at a Council meeting at the discretion of the Chair. A Visitor is not entitled to vote at a Council meeting.

Vote means a formal resolution process, in accordance with usual Council procedures, which is recorded in the Council minutes.

2. COUNCIL ESTABLISHMENT AND BOUNDARIES

2.1 Approved Councils

- (a) The APF Board establishes the following Councils as a committee of APF under the APF Constitution:
 - (i) South Queensland Parachute Council (SQPC);
 - (ii) New South Wales Parachute Council (NSWPC);
 - (iii) Victorian Tasmanian Parachute Council (VTPC);
 - (iv) South Australian Parachute Council (SAPC);
 - (v) Western Australian Parachute Council (WAPC);
 - (vi) Northern Territory Parachute Council (NTPC); and
 - (vii) North Queensland Parachute Council (NQPC).

2.2 Council Area Boundaries

- (a) **Council Area** means the area (including boundaries) recognised and prescribed by the APF from time to time under the APF Constitution.
- (b) The APF Board has prescribed the following boundaries for Council Areas:
 - (i) **SQPC** administers:
 - (A) all the territory in the state of Queensland south of the Tropic of Capricorn (26.5 degrees S); and
 - (B) under an arrangement with NSWPC includes Tyagarah Airfield in NSW and the area between Byron Bay and north to the Queensland border;
 - (ii) **NSWPC** administers:
 - (A) all the territory within the state of New South Wales;
 - (B) including all the territory within the Australian Capital Territory and Jervis

Bay Territory; but

- (C) under an arrangement with SQPC, excludes Tyagarah Airfield in NSW and the area between Byron Bay and north to the Queensland border;
- (iii) **VTPC** administers all territory within the states of Victoria and Tasmania;
- (iv) **SAPC** administers all the territory in the state of South Australia;
- (v) **WAPC** administers all the territory in the state of Western Australia;
- (vi) **NTPC** administers all the territory in the Northern Territory of Australia; and
- (vii) **NQPC** administers all the territory in the state of Queensland north of the Tropic of Capricorn (26.5 degrees S).

2.3 External Territories

All external territories of Australia, including Norfolk Island, Lord Howe Island, Australian Antarctic Territory, Christmas Island and Cocos Islands are not part of a Council Area and are administered by the APF Office and National Officers.

3. RESPONSIBILITIES

3.1 Council Executive

- (a) The Council Executive administers Council's affairs, property and funds on behalf of Council in accordance with section 5.
- (b) The Council Executive may meet as it considers fit to fulfil its obligations.
- (c) The Council Executive must report to each Council meeting, summarising activities since the previous Council meeting, including at least:
 - (i) Correspondence;
 - (ii) details of Council Executive meetings;
 - (iii) decisions which impact on Council affairs; and
 - (iv) decisions which impact Council finances.

3.2 Council Responsibilities

Council must:

- (a) comply with the APF Constitution and the Area Council Charter;
- (b) support the APF in fulfilling its strategic plan;
- (c) act in good faith to enhance the standards, quality and reputation of parachuting and skydiving;
- (d) ensure that any Council funding, plan or program is consistent with APF's objects and purposes;
- (e) advise the APF as soon as reasonably possible of any serious administrative, operational or financial difficulties; and

- (f) assist and cooperate with the APF, when required by the APF.
(Note: This may include assisting with investigations, addressing issues raised by the APF, and allowing the APF to conduct Council business.)

4. COUNCIL EXECUTIVE AND OFFICERS

4.1 Council Executive Elections and Appointments

- (a) A Council Executive must be comprised of at least five Council Members, including:
- (i) Chair;
 - (ii) Secretary;
 - (iii) Treasurer;
 - (iv) Area Coach; and
 - (v) at least one other Council Member.
- (b) Within 45 days preceding the planned end of the Annual General Meeting, Council Members must elect the Council Executive for terms of approximately one year, with terms running until the end of the following year's AGM.
- (c) Within 45 days preceding the planned end of the Annual General Meeting, Council Members may elect such officers as determined by the Council Executive for terms of approximately one year, with terms running until the end of the following year's AGM including:
- (i) Vice Chair (if necessary);
 - (ii) Council Administrator (if necessary);
 - (iii) Area Judge (if necessary);
 - (iv) Media Officer (if necessary); and
 - (v) Member Protection Information Officer.
- (d) Council may elect or appoint additional Council Officers, as deemed necessary by Council or Council Executive to fulfil Council's obligations.
- (e) Council Officers must perform specific functions as determined by the Council Executive.
- (f) If a member of the Council Executive or a Council Officer vacates the position, the following process must be followed:
- (i) Council Executive may appoint a Council Member to fill the role until the next meeting of Council;
 - (ii) if the next meeting of Council is an AGM, Council must endeavour to elect a Council Member to the position at that meeting; and
 - (iii) if the next meeting of Council is not an AGM, Council may:
 - (A) approve the Council Executive appointment until the next AGM; or
 - (B) elect a Council Member to fill the role until the next AGM.

- (g) should a sitting Council Executive member seek re-election and there are multiple nominations for the position, the sitting member must excuse themselves from taking part in the planning, organisation or conduct of the subsequent election.

5. FINANCIAL AND OTHER ASSISTANCE

5.1 Revenue

- (a) The Council is allocated funding by the APF, which is:
 - (i) determined from time to time by the APF Board;
 - (ii) based on the membership fees of APF Members in the Council Area; and
 - (iii) allocated quarterly by APF after the following periods:
 - 1st quarter - 1 January – 31 March;
 - 2nd quarter - 1 April – 30 June;
 - 3rd quarter - 1 July – 30 September; and
 - 4th quarter - 1 October – 31 December.
- (b) Council may also seek funding and sponsorship from external sources, such as government grants; and
- (c) Council must not levy its own fees to raise funds from APF Members. *(Note: Council may ask members to pay costs incurred at a Council event, such as a meal or presentation.)*

5.2 Funds Management for APF and each Council

- (a) APF will hold Council funds in a bank account for Council to spend as it sees fit, subject to this Charter.
- (b) All Council financial transactions must be through this APF account.
- (c) The Council must nominate at least two members of the Council Executive who will have authority to operate the bank account.
- (d) Any income, refunds or external funding received must be deposited into the bank account within three business days.
- (e) Council may only spend its funds to support:
 - (i) projects, events and programs in its own Council Area; or
 - (ii) Council Members attending events that support APF objectives.
- (f) Council Members may seek reimbursement for reasonable expenses incurred on behalf of Council, provided:
 - (i) the Treasurer must assess the claim and may seek reasonable supporting evidence; and
 - (ii) if there is a dispute about a reimbursement claim, it must be decided by the Council Executive.

5.3 Other Assistance

In addition to funding allocations, the APF may provide Council with:

- (a) access to APF publications and equipment;
- (b) advice on legal matters;
- (c) advice on financial matters; and
- (d) other assistance as determined by the APF Board, or APF Chief Executive Officer.

6. INTELLECTUAL AND PHYSICAL PROPERTY

- (a) Council is permitted to use APF's intellectual property, including the APF logo and publications, on the following terms:
 - (i) APF may revoke, limit or apply conditions on this use at any time; and
 - (ii) Council must acknowledge its relationship with the APF using the words "a Council of the Australian Parachute Federation" or similar.
- (b) When the Council has physical APF property in its care:
 - (i) Council is responsible for its maintenance; and
 - (ii) Council must replace the property if it is lost, damaged or stolen.

7. COUNCIL PROCEEDINGS

7.1 Council Meetings - AGM and general

- (a) Council Meetings must be held in accordance with the procedures and definitions set out in this Charter.
- (b) Council must meet at least twice in each calendar year but may hold as many additional meetings as it considers necessary.
- (c) One of the meetings will be the Council's AGM, with requirements listed at section 7.2.
- (d) All Council Meetings, whether regular meetings or AGMs, are conducted in the interests of participation and inclusiveness.
- (e) Council Executive may elect to hold an in-person or telecommunications meeting.
- (f) Meetings may be attended by Council Members, Visitors and Guests, whose rights are set out in section 1.3 of this Charter.
- (g) The Chair will usually chair meetings but, if the Chair is absent, more than 15 minutes late, or otherwise unavailable, Council Executive members present must appoint an alternative Chair so a meeting can proceed.
- (h) The Chair of the meeting will not have a casting vote. When a vote is tied, the resolution is not carried.
- (i) Subject to this Charter, each Council must establish written meeting procedures and make them easily accessible for all Council Members, including:

- (i) an appropriate number of attendees to constitute a Council meeting and AGM quorum, under section 7.4;
 - (ii) an appropriate number of attendees to constitute a Council Executive meeting quorum;
 - (iii) frequency and format of Council meetings;
 - (iv) an appropriate voting process for votes taken in Council meetings;
 - (v) preferred timing of AGM;
 - (vi) preferred method of communication for distribution of minutes and meeting notices; and
 - (vii) other procedural matters deemed appropriate by the Council.
- (j) The Council's meeting procedures must be established at the first Council meeting after this Charter takes effect and reviewed at each subsequent AGM.
 - (k) Subject to review at each AGM (under section 7.1(i)), the adopted procedures become binding and cannot be modified for expediency.
 - (l) Council meetings may consider referring relevant local issues to APF management or APF Board.

7.2 Annual General Meeting

Each Council must hold an AGM of its Council Members to:

- (a) receive reports from Council Executive, including a summary of financial activities and bank balance;
- (b) hand over to the incoming Council Executive and Council Officers; and
- (c) review Council operating procedures listed under section 7.1.

7.3 Convening Meetings

- (a) A Council meeting may be convened by:
 - (i) the Chair or Secretary, in accordance with the Council's regular meeting schedule;
 - (ii) a number of Council Members, being at least the number required for that Council's quorum, set out in a signed request to the Chair; or
 - (iii) a request from the APF.
- (b) At least 14 days' notice must be given for all Council meetings, in the format agreed for Council's operating procedures.

7.4 Quorum for Council meetings and AGM

- (a) Council must determine and annually review its quorum at each AGM (i.e. minimum number of Council Members required to attend a valid meeting).

- (b) If a quorum is not present within 30 minutes of the scheduled start time, the meeting must be adjourned to the same day and time in the following week, and preferably the same location.
- (c) For an adjourned meeting under section 7.4(b), if a quorum is not present within 30 minutes of the scheduled start time the following procedure must be adopted:
 - (i) if at least five Council Members are present, they must be deemed a quorum and business must proceed; or
 - (ii) if four or fewer Council Members attend, they must abandon the meeting and refer the matter to the Chief Executive Officer within 24 hours.
- (d) When Council fails to reach a quorum at an adjourned meeting, without any reasonable explanation, APF must take over management of Council affairs, property and funds.
- (e) When APF takes over Council management under Section 10, APF must continue this role until the APF Board determines an appropriate form of ongoing management for the Council Area.

7.5 Council Executive Meetings

- (a) Meetings of Council Executive may be held via telecommunications, in person or any other method determined by the Council Executive, provided that:
 - (i) a quorum participates for the entire meeting; and
 - (ii) outcomes must be documented, and provision made for member and APF scrutiny.
- (b) Council Executive may invite Council Officers, APF Director(s) or APF staff to attend Council Executive meetings as it deems appropriate. Where an Officer attends a Council Executive meeting that officer is not entitled to vote at the meeting.

7.6 Validity of Acts of Council

Any action taken at a Council Meeting or Council Executive meeting is taken to be valid, even if:

- (i) a defect is discovered later in a person's appointment or election; and/or
- (ii) any of the people involved are disqualified or vacate their office.

7.7 Personal Interests

- (a) Council Officers and members of the Council Executive must declare to the Council any material personal interest, including any interest in a contract, arrangement or understanding which is likely to provide a financial or personal benefit.
- (b) This declaration must be recorded at the time of the person's appointment.
- (c) In addition to the recorded declaration above, the person must declare their material interest during Council or Council Executive discussions, as soon as they become aware of their interest in the matter.
- (d) When such a material interest declaration is made during meetings, the person may continue with discussions, but they must not vote on the matter, unless otherwise determined by the Council/Council Executive.

- (e) In the event of any uncertainty, a question of material interest must be
 - (i) immediately determined by a vote of the Council Executive; or
 - (ii) if this is not possible, the question must be deferred to the next Council meeting.

8. TELECOMMUNICATIONS MEETINGS

8.1 Conduct of Telecommunications Meetings

- (a) When a meeting is held by video conferencing, each participant must:
 - (i) be eligible to attend the meeting;
 - (ii) identify their presence to the satisfaction of the Secretary at the start of the meeting;
 - (iii) identify the presence of all other people who may be able to hear or observe the meeting, at the start of the meeting;
 - (iv) be able to communicate through the Chair or their designate throughout the meeting; and
 - (v) be deemed to be present at the meeting if they seek admission no later than 15 minutes after the start of the meeting.
- (b) When a meeting is held by video conference each participant must not:
 - (i) record, broadcast or stream the meeting, unless arranged with Council Executive and with the knowledge of the Council Members participating; or
 - (ii) allow any ineligible person to observe the meeting.

9. RECORDS AND NOTIFICATIONS

- (a) Council must keep minutes of every Council meeting, which include:
 - (i) Council Executive activities;
 - (ii) reports by the Council Executive and Council Officers;
 - (iii) resolutions passed by Council; and
 - (iv) a summary of issues discussed.
- (b) The Secretary must supply minutes and related documents within 14 days to:
 - (i) Council Members, via the communication method agreed at section 7.1(i)(vi); and
 - (ii) the APF Chief Executive Officer, via email, for distribution to the APF Board where necessary.
- (c) The Secretary must notify the APF Office within 24 hours of a person:
 - (i) being elected as a member of the Council Executive;
 - (ii) being elected as a Council Officer; or
 - (iii) being appointed to fill any casual or temporary position as a Council Officer or member of Council Executive.

10. TERMINATION

- (a) The Board may recall or revoke this power of delegation.
- (b) If the APF Board recalls or revokes this power of delegation, the Council must:
 - (i) immediately stop using APF intellectual property;
 - (ii) immediately stop exercising any of the powers, rights or functions delegated to the Council, Council Executive, officers or any Council Member; and
 - (iii) return any funds or property owned by the APF within 14 days.