



Australian Parachute Federation Ltd

APF Board

and Board Committees' Charters

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AMENDMENTS

This version is a compilation of the existing superseded document, updated for the new CLG Constitution. See the following separate documents for guidance:

- (i) This document: covering the Board Charter, Director’s Code of Conduct and Board Committees’ Charters;
- (ii) Board Procedures Guide: for advice on Board meeting procedures and Director selection, etc; and
- (iii) Operational Committees’ Charters.

REVISION	AMENDMENT DETAILS
2017.02.28	Original issue.
2017.11.29	Removal of IT Committee Charter Removal of Disciplinary Committee Charter Other minor amendments <i>(marked with a vertical line in the left column)</i>
2019	Addition of Information and Communication Committee Addition of Council Committee Charter Management Committee renamed Remuneration Committee Various minor amendments marked within

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APF BOARD CHARTER

Directors will make themselves aware of their statutory obligations under the Corporations Act 2001.

1. PURPOSE

This Charter sets out the responsibilities, authorities, and processes of the Board of Directors (**Board**) of Australian Parachute Federation Ltd (**APF**). The Board is governed by the Constitution of APF, and facilitates the achievement of the objects of the APF as set out in the Constitution.

2. RESPONSIBILITIES OF THE APF BOARD

The Board is accountable to Members for the performance the APF. The primary objective of the Board is to build long term Membership services with due regard to other stakeholder interests by focusing on issues critical for the success of the APF.

The role of the Board is to provide governance and strategic guidance for the APF and ensure effective oversight of management. Corporate governance describes the way the APF is directed and controlled.

A key part of Directors' responsibility is to ensure that an effective governance structure operates in the APF. The governance structure should ensure good membership services and growth targets are set and achieved and risk is properly managed, while taking into account the interests of Members, regulators, service providers, employees and the general public.

The Board is required to meet at least 4 times per year, but delegates appropriate powers to the CEO to ensure effective day to day management of the APF.

The responsibilities of the Board include:

- (a) Protect and enhance the interests of the APF;
- (b) Provide the overall strategic direction of the APF and monitor performance against a strategic plan;
- (c) Approve annual and long-term budgets and operational plans, and monitor performance against those;
- (d) Approve annual and half yearly statements and reports;
- (e) Approve appropriate regulations, policies, codes and values for the APF and monitor compliance with these to ensure appropriate safety and ethical behaviour;
- (f) Enhance and protect the reputation of the APF by approving Member protection provisions and a code of ethics;
- (g) Determine the fees and charges payable by Members for services;
- (h) Determine APF's risk profile and risk strategies, including regulatory, financial, market and operational risk;
- (i) Monitor the integrity of internal controls and risk management;
- (j) Select, appoint, monitor and terminate, as necessary, the external auditors;
- (k) Appoint, review and evaluate the performance and employment of the CEO, and the development of a succession plan;
- (l) Approve the board policy for the remuneration of the CEO and staff who report to the CEO;
- (m) Ensure compliance with all disclosure requirements and agreements with regulators;

- (n) Review the effectiveness of the safety management system (SMS) safety oversight, member training and insurance management for APF; and
- (o) Approve delegated authorities to Management and the transactions beyond Management's delegations of authority.

3. BOARD STRUCTURE AND APPOINTMENT

- 3.1 The Board will comprise:
 - (a) A minimum of six Directors; and
 - (b) Directors who collectively have a broad range of experience and knowledge, which will enhance the performance of the Board.
- 3.2 Directors will be appointed pursuant to formal letters of appointment setting out the key terms and conditions of their appointment, to ensure that Directors clearly understand APF and the Board's expectations.
- 3.3 The Board will ensure skillset requirements of the Board are discussed annually and those requirements made known to Councils prior to Council AGMs.
- 3.4 Performance of individual Directors will be assessed annually or otherwise as determined by the Board.

4. BOARD'S RIGHTS AND RESPONSIBILITIES

- 4.1 Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision making. Directors will be entitled to:
 - (a) access members of senior management to request relevant and additional information or seek explanation;
 - (b) have access to internal and external auditors, without Management present to seek explanations or additional Information; and
 - (c) seek independent professional advice, with Chair's consent which will not be unreasonably withheld or delayed, and which will be at APF expense.
- 4.2 Directors are expected to comply with their legal and statutory obligations when discharging their responsibilities as Directors. Broadly these include to:
 - (a) act in good faith in the best interest of APF;
 - (b) act with care and diligence and for proper purpose;
 - (c) avoid conflict of interest where possible;
 - (d) refrain from making improper use of information gained through a position of a director and from taking improper advantage of the position as a director; and
 - (e) adopt communication protocols which ensure the reputation and risk to the APF is always considered.
- 4.3 Directors are expected to support the letter and spirit of Board decisions.
- 4.4 Directors will keep Board information, discussions deliberations and decisions, which are not publicly known or approved for disclosure, confidential.

5. CHAIR

- 5.1 The Board will elect one of its number as the Chair in accordance with the APF Constitution.
- 5.2 The Chair does not have a casting vote in addition to a deliberative vote.

- 5.3 The Chair's role includes to:
- (a) represent the board to Members;
 - (b) act as a point of liaison between the Board and Management;
 - (c) ensure the Board fulfils its obligations under this Charter and any relevant legislation and regulators requirements;
 - (d) Provide appropriate leadership to the Board and to APF;
 - (e) Facilitate Board discussions to ensure critical issues facing APF are considered;
 - (f) Facilitate the effective contribution and development of Directors;
 - (g) Recommend Directors to serve on Board Committees;
 - (h) Monitor Board performance; and
 - (i) Retain professional advisors when required for the Board or Directors.
- 5.4 The Chair is responsible for the conduct of all Board meetings, including ensuring that background material, reports, agendas and recommendations are appropriate.
- 5.5 The Chair will work with the CEO to ensure the appropriate balance between the roles of the Board and Management.

6. CHIEF EXECUTIVE OFFICER (CEO)

- 6.1 The CEO is accountable to the Board for the performance and management of APF.
- 6.2 The CEO manages APF on a day to day basis, in accordance with the strategy, budgets, policies and delegations approved by the Board.
- 6.3 The CEO's performance is assessed annually against key performance indicators as determined by the Board.
- 6.4 The CEO appoints senior managers and is responsible for measuring their performance.
- 6.5 The CEO must ensure systems are implemented to create a safe and harmonious workplace for all employees.
- 6.6 The CEO nominates Members to "Operational Committees". These committees (at the time of publication of this document) are:
- (a) Technical and Safety Committee;
 - (b) Funding Committee;
 - (c) Awards Committee;
 - (d) Aviation Committee;
 - (e) Sport Development Committee; and
 - (f) Rigging Committee.

7. COMPANY SECRETARY

- 7.1 The Board will appoint a Company Secretary.
- 7.2 The Company Secretary's responsibilities include:
- (a) providing advice to the Chair and Directors;
 - (b) ensuring statutory compliance by APF;
 - (c) oversight of the budget and expenditure;
 - (d) recommend external auditors to the Board; and

- (e) assist the Chair in the preparation of agendas for Board meetings and the AGM.

7.3 Draft minutes of each Board meeting will be circulated to Directors within five business days.

8. BOARD COMMITTEES

8.1 The Board may establish Committees to assist it in discharging its responsibilities.

8.2 The Board determines the Charter for each of the Committees and these Charters will determine the membership and responsibilities of each Committee.

9. CONFLICT OF INTEREST

Directors must:

- (a) disclose to the Board any actual or potential conflict of interest which may exist as soon as they become aware of the issue;
- (b) take any necessary and reasonable measures to resolve the conflict; and
- (c) comply with the Corporations Act 2001.

10. REVIEW OF THE BOARD AND COMMITTEES' CHARTERS

10.1 The Board Charter and Board Committees' Charters will be reviewed as required.

10.2 To the extent that there is any inconsistency between these charters and the APF Constitution, the APF Constitution will prevail.

11. APPROVAL

This Charter was approved on 28 February 2017, and amended by the Board on 29 November 2017.

APF BOARD OF DIRECTORS – CODE OF CONDUCT

Note: In the event of a conflict between this Code of Conduct and the APF Constitution, the Constitution provisions will prevail.

- (a) A Director must act honestly, in good faith and in the best interests of APF as a whole.
- (b) A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- (c) A Director has a duty to acquaint his/herself with the duties and responsibilities of a Director
- (d) A Director must use the powers of office for proper purpose, in the best interests of the APF as a whole.
- (e) A Director must recognise that the primary responsibility is to the APF members as a whole.
- (f) A Director must not make improper use of information acquired as a Director.
- (g) A Director must not take improper advantage of the position of Director.
- (h) A Director must not divulge confidential Board information to any outside party.
- (i) A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the APF.
- (j) A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors of the APF.
- (k) A Director should not engage in conduct likely to bring discredit upon the APF.
- (l) A Director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this code.

I agree that I have read and understand this Code of Conduct for Directors and agree to abide by it.

Signed Date

Printed Name Membership No.

GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The Governance Committee monitors, reviews and advises the Board on governance issues, including the APF Constitution, Board performance assessment, and regulatory, statutory and policy issues.

2. MEMBERSHIP

2.1 The Committee consists of:

- (a) a Board Member and
- (b) at least two other Members.

2.2 The Board will appoint members to the Committee or remove and replace members of the Committee by resolution.

2.3 Non-committee members, including other members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

3. ROLE AND RESPONSIBILITIES

3.1 Advise the Board on changes required to update the APF Constitution.

3.2 Review and update the Board on current issues of Governance and their impact on the APF.

3.3 Facilitate a Board performance assessment, and establish processes for the review of the performance of Board members.

3.4 Monitor regulatory and statutory issues facing the organisation not covered by other Committees.

3.5 On behalf of the Board, ensure ongoing review of APF regulations and approve changes.

3.6 In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- (a) Ensuring the governance of the APF is appropriate and meets governance best practices, regulatory and statutory requirements; and
- (b) Obtaining any member approvals which are necessary.

4. POWERS

Recommendations will be referred to the Board for consideration.

5. DECISION MAKING

A quorum is at least three members.

6. COMMITTEE PROCESS

6.1 Chair

- (a) The Committee members must elect one of their number as chair.
- (b) The Chair has a casting vote.

6.2 Convening and notice of meeting

- (a) The Chair will convene meetings of the Committee. Notice will be given to all Committee members.
- (b) There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

7. REPORTING REQUIREMENT TO THE BOARD

- 7.1 The Committee Chair will provide minutes or specific outcomes of all meetings to the Board at least 14 days prior to the next scheduled meeting.
- 7.2 An appointed minute taker other than the Chair will take minutes at all meetings.
- 7.3 Outcomes/Motions will be extracted from the minutes and distributed to the appropriate personnel.
- 7.3 Minutes of meetings of the Committee must be kept available on the APF 365 Portal.

8. TERM

Annual.

9. RESOURCES

The Committee may have access to internal and external resources for any matter pertaining to the powers, responsibilities or duties of the Committee, with external resources requiring the approval by the Chair.

REMUNERATION COMMITTEE CHARTER

1. PURPOSE

The Remuneration Committee recommends appropriate performance measures for the CEO and determines his/her remuneration.

2. MEMBERSHIP

- 2.1 The Committee consists of a minimum of three Board members.
- (a) Chair of the Board; and
 - (b) at least two other Board Members.
- 2.2 The Board will appoint members to the Committee or remove and replace members of the Committee by resolution.
- 2.3 Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

3. ROLE AND RESPONSIBILITIES

- 3.1 Determine the remuneration for the CEO having regard to employment contract
- 3.2 By the beginning of each financial year, in consultation with the CEO, develop appropriate Key Performance Measures (KPMs) and targets for the position to apply for that financial year and recommend these to the Board for their approval.
- 3.3 Review performance measures and targets with the CEO on a regular basis.
- 3.4 Plan the succession of the CEO.
- 3.5 In discharging its responsibilities, the Committee must have regard to the following policy objectives:
- (a) Ensure the CEO's remuneration is equitable and aligned with the long-term interests of the APF and its members; and
 - (b) Attract and retain a skilled executive.

4. POWERS

Recommendations that fall outside section 3 above will be referred to the Board for consideration.

5. DECISION MAKING

A quorum is at least three members.

6. BOARD PROCESS

- 6.1 Chair
- (a) A Director of the Board will chair the committee.
 - (b) In the absence of the Committee Chair, the Committee members must elect one of their number as chair for that meeting.
 - (c) The Chair has a casting vote.
- 6.2 Convening and notice of meeting

- (a) The Chair will convene meetings of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice.
- (b) There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

7. REPORTING REQUIREMENT TO THE BOARD

- 7.1 The Committee Chair will provide minutes or specific outcomes of all meetings to the Board at least 14 days prior to the next scheduled Board meeting.
- 7.2 An appointed minute taker other than the Chair will take minutes at all meetings
- 7.3 Outcomes/Motions will be extracted from the minutes and distributed to the appropriate personnel.
- 7.4 Minutes of meetings of the Committee must be kept available on the APF Board Site.

8. TERM

Annual.

9. RESOURCES

The Committee may have access to internal and external resources for any matter pertaining to the powers, responsibilities or duties of the Committee, with external resources requiring the approval by the Chair.

RISK AND AUDIT COMMITTEE CHARTER

1. PURPOSE

The Risk and Audit Committee assists the Board in its oversight responsibilities for all matters related to risk management and reporting, external and internal financial audit and financial risk management of the APF.

2. MEMBERSHIP

- 2.1 The Committee consists of:
- (a) a Board Member; and
 - (b) at least two other members.
- 2.2 The Board will appoint members to the Committee or remove and replace members of the Committee by resolution.
- 2.3 Non-committee members, including other members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

3. ROLE AND RESPONSIBILITIES

- 3.1 Oversee and review risk management, internal audit and control systems and ensure there is a mechanism for assessing those systems.
- 3.2 Establish an effective system for:
- (a) identifying, assessing, monitoring and managing financial and other risk;
 - (b) disclosing any material change to the APF's financial risk profile; and
 - (c) complying with its legal obligations, including to assist the CEO and APF Office managers to provide declarations under section 295A of the Corporations Act 2001.
- 3.3 In discharging its responsibilities, the Committee must have regard to the following policy objectives:
- (a) Ensuring the integrity of the APF's statutory financial reports and statements, including compliance with prudential, legal and ethical standards; and
 - (b) Ensuring APF management has an appropriate framework in place to identify and effectively manage financial risk.

4. POWERS

Recommendations that fall outside section 3 above will be referred to the Board for consideration.

5. DECISION MAKING

A quorum is at least three members.

6. BOARD PROCESS

- 6.1 Chair
- (b) The Committee members must elect one of their number as chair.
 - (c) The Chair has a casting vote.
- 6.2 Convening and notice of meeting

- (a) The Chair will convene meetings of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice.
- (b) There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

7. REPORTING REQUIREMENT TO THE BOARD

- 7.1 The Committee Chair will provide minutes or specific outcomes of all meetings to the Board at least 14 days prior to the next scheduled Board meeting.
- 7.2 An appointed minute taker other than the Chair will take minutes at all meetings
- 7.3 Outcomes/Motions will be extracted from the minutes and distributed to the appropriate personnel.

8. TERM

Annual.

9. RESOURCES

The Committee may have access to internal and external resources for any matter pertaining to the powers, responsibilities or duties of the Committee, with external resources requiring the approval by the Chair.

INFORMATION & COMMUNICATIONS TECHNOLOGY COMMITTEE CHARTER

1. PURPOSE

The Information & Communications Technology (ICT) Committee (**committee**) develops objectives and strategies for addressing ICT issues in APF parachuting operations.

2. MEMBERSHIP

- 2.1 The Committee consists of:
- (a) the Chair; and
 - (b) at least two other members
- 2.2 The Board will appoint members to the Committee or remove and replace members of the Committee as required.
- 2.3 Non-committee members, including members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

3. ROLE AND RESPONSIBILITIES

Provide direction and constraints on ICT issues to enable the organisation to progress their ICT capabilities. To encourage strategic thinking on ICT expenditure and efforts to further the ability of the Australian Parachute Federation to effectively service their members.

4. POWERS

Recommendations will be referred to the Board for consideration.

5. DECISION MAKING

A motion can be brought forward by any committee member.
If a vote is required, a quorum must be reached.
A quorum is any three members including the Chair.

6. PROCESS

- 6.1 Chair
- (a) The Committee members must elect one of their number as chair.
 - (b) The Chair has a casting vote.
- 6.2 Meetings
- The Committee will meet at least once annually; and as often as the Committee members deem necessary in order to fulfil their role.

7. REPORTING REQUIREMENT

- 7.1 The Committee Chair will provide minutes or specific outcomes of all meetings to the Board at least 14 days prior to the next scheduled Board meeting.
- 7.2 An appointed minute taker other than the Chair will take minutes at all meetings
- 7.3 Outcomes/Motions will be extracted from the minutes and distributed to the appropriate personnel.
- 7.4 Chair to ensure the minutes are made available to the Board

8. TERM

The ICT Committee will appoint members as required.

Does the committee appoint members or the board as per 2.2?

9. RESOURCES

The Committee may have access to internal and external resources for any matter pertaining to the powers, responsibilities or duties of the Committee, with external resources requiring the approval by the CEO.

COUNCIL COMMITTEE CHARTER

APF Councils (**Council**) are established under rules 7 and 24 of the Constitution of the Australian Parachute Federation Ltd (**APF**) as committees of the APF.

1. POWERS AND OBJECTS

1.1 Delegation of Powers

- (a) This Charter applies to and binds Councils established under this Charter. The Council may exercise the powers delegated to it in this Charter and must not act or purport to act outside of the powers delegated to it. The Councils are and remain committees of the APF under rule 24 of the APF Constitution.
- (b) In accordance with rule 24.1 of the APF Constitution, the Board delegates to each Council those powers necessary to carry out the functions outlined in this Charter.
- (c) Councils will have only those rights expressly set out in this Charter.
- (d) The Board may amend or repeal any decision made by Council.

1.2 Objects

The powers delegated to the Council are to be used solely for the purpose of furthering the objects of the Council, which are to:

- (a) administer parachuting in the Council area on behalf of APF;
- (b) ensure that parachuting is conducted in accordance with the APF Constitution, Rules and Regulations;
- (c) foster and promote parachuting;
- (d) provide services and amenities for APF members in the Council area;
- (e) foster competition amongst members of APF; and
- (f) raise money for the attainment of these objects.

2. COUNCIL ESTABLISHMENT AND BOUNDARIES

2.1 Approved Councils

- (a) The APF Board establishes the following Councils as a committee of APF under rule 24.1 of 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).
- (b) Subject to the APF Constitution, the APF Rules and Regulations and other directions of the Board, each Council is responsible for the affairs of the APF within the boundaries of the Council Areas prescribed by the Board (under rule 7.1 of the APF Constitution) and set out in clause **2.2**.

2.2 Council Area Boundaries

- (a) For the purposes of this Charter, Council Area means the area (including boundaries) recognised and prescribed by the APF from time to time under rule 7.1 of the APF Constitution.
- (b) For the avoidance of doubt, unless otherwise determined by the Board, each Council may only permit those Clubs which are members of APF and located within the relevant Council Area to affiliate with it.
- (c) 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 NSW Parachute Council, 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

Lord Howe Island and all external territories of Australia, including Norfolk 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 Management Committee

- (a) Each Council must establish a Management Committee to administer the affairs, property and funds of the Council as the Council determines.
- (b) The Management Committee shall be comprised of the Chairperson, Secretary, Treasurer, Area Coach and one other member that shall be appointed annually by Council.
- (c) The Management Committee must report to Council at each meeting of the Council and must act in accordance with any resolution of the Council. The Management Committee may meet as it considers fit to fulfil its obligation under this clause **3.1**.

3.2 Council Responsibilities

Each Council must:

- (a) do all that is reasonably necessary to enable the objects of the APF to be achieved;
- (b) comply with the APF Constitution, the APF Rules and Regulations and any other direction of the APF Board;
- (c) effectively promulgate and enforce the Constitution, Rules and Regulations of the APF within its Council Area. This includes ensuring that:
 - (i) decisions of the APF are implemented by the Council and APF Clubs within each Council's Area;
 - (ii) parachuting activities are conducted in accordance with:
 - (A) this Manual;
 - (B) the Operational Regulations and Regulatory Schedules;
 - (C) the Member Protection Policy;
 - (D) the Misconduct Policy and Procedures Manual; and
 - (E) any recommended procedures as issued by the APF from time to time;
- (d) at all times act for and on behalf of the interests of the APF, its members in the Council Area and Parachuting;
- (e) be responsible and accountable to the APF for fulfilling its obligations under the APF's strategic plan as revised from time to time;
- (f) act in good faith and loyalty to maintain and enhance the APF and Parachuting, its standards, quality and reputation for the collective and mutual benefit of the APF's members and Parachuting;
- (g) at all times operate with and promote mutual trust and confidence between the APF and its members, promoting its economic and sporting success, its strength and stability and working cooperatively in the pursuit of the objects of the APF;
- (h) ensure that any Sport Development Plan, which a Council develops or has in place, is consistent with the APF's objects and purposes;
- (i) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Parachuting and its maintenance and development;
- (j) advise the APF as soon as practicable of any serious administrative, operational or financial difficulties; and
- (k) assist the APF in investigating any issues and cooperate with the APF in addressing any issues in whatever manner, including by allowing the APF to conduct all or part of the business or affairs of the Council on such conditions as the APF considers appropriate.

3.3 Scope of Administration

Each Council or Council officer must, if consulted, assist the APF with:

- (a) supervising national record attempts;
- (b) matters related to club membership and chief instructors;
- (c) investigating incidents and disciplinary matters; and
- (d) such other functions as agreed between the Council and the APF.

4. CONTROL OF MEMBERS AND ARRANGEMENTS BETWEEN CLUBS

4.1 Control over Members (Individuals and Clubs)

To the extent that the APF Board has delegated powers to a Council in relation to the control of APF members, that Council must exercise control over the operations of APF Clubs and individual members in its Council Area, other than as provided for in an arrangement made in accordance with clause 4.2.

4.2 Special Arrangements between Councils and Clubs

- (a) Any special arrangement between Councils and an APF Club must be documented and a copy provided to the APF Club, each Council affected and the APF.
- (b) All such special arrangements may, at any time, be approved or rejected by the APF. Any approval granted by the APF may, at its sole and absolute discretion, be revoked at any time.

5. COUNCIL MEMBERSHIP, NOMINATIONS AND APPOINTMENTS

5.1 Council Composition

Each Council shall comprise at least five people being:

- (a) no more than one delegate of each Club based within the Council Area; and
- (b) a Chairperson, Secretary and Treasurer appointed in accordance with this Charter who must be a member of APF and may (or may not) be a delegate of a Club.

5.2 Council Elections, Nominations and Appointments

- (a) At the Annual General Meeting of each Council, the Council:
 - (i) may nominate up to two directors to the APF Board in accordance with rule 18.3 of the APF Constitution;
 - (ii) must ensure the appointment of the following Council officers:
 - (A) Chairperson;
 - (B) Secretary;
 - (C) Treasurer;
 - (D) Area Judge;
 - (E) Area Coach;
 - (F) Media Liaison Officer; and
 - (G) Member Protection Information Officer.
- (b) The person elected to be Chairperson will remain Chairperson for a term of one year.
- (c) The Chairperson shall chair any meeting of the Council and if:
 - (i) there is no person elected as Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson is unwilling to act,
 the Club delegates present may elect one of their number to be Chairperson of the meeting.
- (d) Each officer elected under clause 5.2(a)(ii) must notify the Council Secretary if he or she is unable to attend to his or her duties for a specified period.

- (e) If an officer elected under clause **5.2(a)(ii)** is unable or unwilling to attend to his or her duties at any time for any reason, the Council Chairperson may, after consulting the relevant APF officials, either:
 - (i) appoint another person to perform the duties; or
 - (ii) the Council Chairperson may perform the duties until the elected officer is able or willing to attend to the duties.
- (f) The Council or its Management Committee may remove a person from a position elected under clause **5.2(a)(ii)** and may appoint a replacement to hold such a position until the next Annual General Meeting of the Council.

6. FINANCIAL AND OTHER ASSISTANCE

6.1 Revenue

- (a) Each Council is to be funded by a grant from the APF as determined from time to time by the APF Board, of the Gross Membership Fees, of members under the control of the Council.
- (b) Grant payments must be made quarterly in arrears. Quarter year periods must be as follows:
 - (i) 1 January – 31March;
 - (ii) 1 April – 30June;
 - (iii) 1 July – 30September; and
 - (iv) 1 October – 31December.
- (c) For the purpose of the Rules and Regulations, "Gross Membership Fees" comprise:
 - (i) online student registration first membership;
 - (ii) student membership cards or forms;
 - (iii) full term pro-rata student renewal from APF club agents;
 - (iv) full term membership renewals from APF club agents;
 - (v) full term pro-rata student renewal paid direct to the APF; and
 - (vi) full term membership renewal paid direct to the APF.
- (d) Councils must not levy their own fees on APF members (individuals or clubs). Examples of excluded fees include administration fees, sanction fees for State championships and financial penalties for misconduct.

6.2 Funds Management

The following applies to the APF and each Council:

- (a) All funds of Council will be held by the APF in a separate bank account and Council will be solely responsible for determining how those funds are spent within the Council Area (in accordance with this Charter and any APF guidelines);
- (b) Each Council shall nominate at least two signatories who will have authority to operate the bank account referred to in this clause **6.2**;
- (c) All funds received by each Council must be expended within the relevant Council Area or on expenses of that Council;
- (d) Any grants or funding received by a Council from any person or organisation (including any government department or agency) will be held in that Council's

separate bank account (identified in clause **6.2**) for use by that Council in accordance with this Charter;

- (e) All Council expenditure must be affected through the APF's bank account and all income received must be paid into the APF's bank account within 14 business days of receipt of funds; and
- (f) Council must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the APF Board.

6.3 Other Assistance

In addition to financial assistance, the APF may provide to each Council with:

- (a) access to APF publications;
- (b) Club membership numbers for that Council Area, calculated and provided quarterly; and
- (c) advice on legal and other matters and assistance as determined by the APF Board's Chairman, Board or Chief Executive Officer.

7. INTELLECTUAL AND PHYSICAL PROPERTY

- (a) As committees of the APF, each Council is permitted use of the APF's intellectual and physical property (including the APF logo and publications) on the following terms:
 - (i) The APF Board may revoke, limit or place additional conditions on this use at any time by notice in writing to a Council;
 - (ii) The APF's intellectual and physical property must not be used by any Council for any purpose or in any manner that would contravene the conditions of use applying from time to time;
 - (iii) A Council must acknowledge the relationship between it and the APF using the words "a Council of the Australian Parachute Federation" or similar words; and
 - (iv) Despite the other provisions in this regulation, this use may not be exercised in any manner contrary to the Constitution, any other Rules or Regulations of the APF or in any manner that is contrary to the objectives of the APF.
- (b) Where a Council has APF property in its care, that Council must be responsible for its maintenance and replacement if lost, damaged or stolen.

8. COUNCIL PROCEEDINGS

The proceedings of Council meetings shall be held in accordance with the procedures set out in this Charter.

8.1 Council Meetings

- (a) Subject to clause **8.1(b)**, the Council may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Council must meet at least twice in each calendar year. One of these will be the Council's Annual General Meeting.
- (c) Any individual member of the APF (including any Full Term Member, Short Term Member, Student Member, Associate Member or Life Member) may attend and debate but not vote at a Council meeting.

8.2 Council's Annual General Meeting

Each Council must hold an annual meeting of those Clubs based within the Council Area to:

- (a) nominate, elect or appoint Council officers and directors in accordance with clause **5.2(a)** and clause **8.6**; and
- (b) consider any issues relevant to the Council Area and advise Council so that Council may, where it considers it appropriate, report such issues to the APF Board.

8.3 Convening Meetings

- (a) A Council Meeting may be convened by:
 - (i) the Chairperson;
 - (ii) request to the Chairperson by a minimum of two Club delegates; or
 - (iii) request of the APF.
- (b) Notice of a meeting of the Council must be given individually to each Club delegate and to the Council Chairperson, Secretary and Treasurer. Notice of a meeting of the Council must be given not less than 14 days before the meeting and may be given in person or by post, telephone, facsimile or other electronic means.
- (c) A Club delegate may waive his/her right to receive notice of a meeting of the Council as set out in clause **8.3(b)** by giving notification to that effect to the Chairperson in person or by post, telephone, facsimile or other electronic means.
- (d) A Club delegate who attends a meeting of the Council waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Council or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of the Council.

8.4 Quorum

- (a) A quorum of the Council shall consist of three Club delegates if there are more than two Clubs in the Council Area or two Club delegates if there are two Clubs in the Council Area.
- (b) If the number of Club delegates is reduced below the number required for quorum, the meeting shall stand adjourned to the same day in the next week at the same time at the same place. If at the adjourned meeting a quorum is not present within half an hour of the appointed time of commencement, the Club delegates present, provided there are at least two (from different clubs), shall be a quorum and proceed to business.

8.5 Replacement Club Delegate

In circumstances where a Club delegate is unable to attend a Council Meeting, the Club must advise the Council within 24 hours of a meeting of the Club's replacement Club delegate for that meeting. Any nomination for a replacement received within 24 hours of the meeting will only be accepted on the approval of the Chairperson (such approval to be at the Chairperson's sole discretion).

8.6 Voting – Questions Decided by Majority

- (a) Only Club delegates will be entitled to vote on any matter considered by the Council.
- (b) Election of office bearers and questions arising at a Council meeting are to be decided by a majority of votes of the Club delegates present in person (including by teleconference in accordance with rule 2 of the APF Constitution and clause **9.1** of this Charter) and entitled to vote.
- (c) Each Club delegate present has one vote on a matter arising for decision by the Council.

- (d) The Chairperson of the meeting will not have a casting vote. For the avoidance of doubt, where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

8.7 Validity of Acts of Council

Everything done at a Council meeting, or by any elected or appointed Council officer, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of the Club delegates or Council officers or that any of them was disqualified or had vacated office.

8.8 Personal Interests

A Club delegate shall declare to the Council any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Club delegate becomes aware of their interest in the matter.

9. TELECOMMUNICATIONS MEETINGS OF THE COUNCIL

9.1 Meaning of Telecommunications Meeting

For the purposes of this Charter, “**Telecommunications Meeting**” means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Club delegate at a meeting of the Council to communicate with any other participant.

9.2 Telecommunications Meeting

A Council meeting may be held by means of a Telecommunications Meeting, provided that:

- (a) the number of Club delegates participating is not less than a quorum required for a Council meeting; and
- (b) the meeting is convened and held in accordance with this Charter.

9.3 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunications Meeting of the Council:

- (a) All persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) Each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting (including by attending in person at the location where the meeting is held) and each person so taking part is deemed for the purposes of this Charter to be present at the meeting;
- (c) At the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) A person may not leave a Telecommunications Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) A person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chairperson of leaving the meeting; and
- (f) A minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

10. DISPUTES

- (a) Should a dispute arise between:

- (i) a member and an APF Club;
 - (ii) an APF Club and a Council;
 - (iii) a Council and the APF; or
 - (iv) any combination of the above,
- the dispute must be resolved in accordance with APF grievance/complaint policy and the Constitution and the rules, if any, of the APF Club involved.
- (b) If there is a dispute between clubs over an arrangement which in accordance with clause **4.2** and remains unresolved for more than 28 days, the Council must refer the dispute to the APF Board or a person nominated by the APF and the decision of the APF Board or the nominated person will be binding.
 - (c) Where an inconsistency arises, the Constitution will prevail and thereafter as described by the document hierarchy in the APF Procedures Manual.

11. RECORDS AND NOTIFICATIONS

- (a) Each Council must:
 - (i) cause minutes of meetings to be made and kept according to the Corporations Act; and
 - (ii) within 28 days of any meeting of Council, send a copy of the minutes, reports and any supporting documents to the Executive Officer of the APF.
- (b) Notice of recommendations to be put to the APF Board from each Council meeting must be forwarded to the APF Office as a separate report to the minutes.
- (c) Details of elected Council representatives must be supplied by the Council to the APF Office within 24 hours of their election, appointment or departure from a position. This information may be supplied as a letter, email, or by providing a copy of the relevant Council minutes.
- (d) In addition to any other reporting requirements under this Charter, each Council must, as soon as practicable, provide the APF with:
 - (i) results of national record attempts conducted in accordance with APF rules and regulations within the Council Area;
 - (ii) agreements entered into with APF Clubs and variations to agreements between APF Clubs and Councils; and
 - (iii) records of appointments made by the Council.

12. 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 return to the APF all money belonging to Members and all property (both intellectual and physical) owned by the APF in the possession of that Council no later than 30 days from the date of notice in writing from the APF Board of the withdrawal of recognition.
- (c) A Council from which the APF has recalled or revoked the power of delegation has no authority to act on behalf of the APF and must not use the APF's name in any promotional or other material.