



**Australian Parachute Federation Ltd**

# APF Board Charter

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For further information visit [www.apf.com.au](http://www.apf.com.au)

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# APF BOARD CHARTER

Directors will make themselves aware of their statutory obligations under the Corporations Act 2001. APF became a Company Limited by Guarantee in 2015. Since then, APF Board members are Company Directors and must conduct themselves as such. Current and aspiring Directors should study the information contained as well as the regulations located at [www.asic.gov.au](http://www.asic.gov.au).

## 1. PURPOSE

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

## 2. RESPONSIBILITIES OF THE APF BOARD

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The role of the Board is to develop corporate governance and risk management frameworks, monitor organisational performance and compliance, and set strategy to ensure APF is successful in meeting its objectives. Directors individually and the Board as a collective must at all times act in the best interests of the APF as a whole whilst managing the interests of various stakeholders including members, regulators, service providers, employees, and the general public.

The Board's primary responsibility is to govern APF. The Board of Directors, as the governing body, is responsible for accomplishing the strategic task of setting the organisation's goals, direction, limitations and accountability frameworks. Management is responsible for the allocation of resources and overseeing the day-to-day operations of APF.

The Board is required to meet at least four times per year and must develop appropriate delegations of authority to the CEO to ensure effective day to day management of the APF.

The responsibilities of the Board include:

- a. Protect and advance the interests of the APF;
- b. Set the strategy of APF and develop a strategic plan. Approve annual and long-term budgets and significant projects.
- c. Approve annual statements and reports;
- d. Develop governance and compliance frameworks.
- e. Set organisational culture and develop associated policies including a code of conduct and statement of values.
- f. Determine the fees and charges payable by members for services;
- g. Develop and review APF's risk framework and set the organisation's risk appetite and tolerance in each area, including regulatory, financial, market, cyber, reputational, innovative, legal, compliance, and operational risk;
- h. Monitor organisational performance including the integrity and effectiveness of internal controls;
- i. Select, appoint, monitor and terminate, as necessary, the external auditors;
- j. Appoint, review and evaluate the performance and employment of the CEO, including development of a succession plan and executive remuneration policy.
- k. Ensure compliance with all disclosure requirements and agreements with CASA and other regulators;
- l. Develop delegation of authority policy for Management and Board Committees.

### **3. BOARD STRUCTURE AND APPOINTMENT**

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- 3.1 The Board will comprise a minimum of six directors
- 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.

### **4. BOARD'S RIGHTS AND RESPONSIBILITIES**

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- 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 required to comply with their legal and statutory obligations when discharging their responsibilities as Directors. Broadly these include to:
  - (a) act in good faith, for a proper purpose, and in the best interest of APF and its future;
  - (b) act with due care and diligence, remaining informed of APF's affairs, policies and financial status.
  - (c) Prevent insolvent trading;
  - (d) Declare and avoid material conflicts of interest ;
  - (e) refrain from making improper use of authority or information gained through a position of a director.and
  - (f) Ensure confidentiality is maintained as appropriate.
- 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.
- 4.5 Within one year of taking up their position, incoming Directors are required to successfully complete the Australian Institute of Company Directors' "Foundations of Directorship" Course or equivalent directorship course. Course fees will be paid by APF. If this course is not completed to the satisfaction of the Board Chair, the Director must resign their position. Equivalent training completed prior to being appointed to the APF board may be recognised at the Chair's discretion. Directors who are currently serving their term must meet this requirement within one year of being re-elected to another term.

### **5. CHAIR**

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- 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 and provided to Directors before the Board meeting.
- 5.5 The Chair will work with the CEO to ensure the appropriate balance between the roles of the Board and Management. When doing so the Chair will reference the CEO job description, terms of employment and delegation of authority policies.

## **6. COMPANY SECRETARY**

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- 9.1 The Board will appoint a Company Secretary.
- 9.2 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.
- 9.3 Draft minutes of each Board meeting will be circulated to Directors within five business days following the conclusion of a board meeting.

## **7. BOARD COMMITTEES**

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- 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.

## **8. CONFLICT OF INTEREST**

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**Conflict of Interest.** Conflict of interest includes but is not limited to where a decision of the Board has the potential to result in a material gain (or loss) to a Director, and where a Director is asked to make a decision that directly impacts a close friend (or an adversary).

In accordance with Section 195 of the Corporations Act, directors must declare any conflict of interest to the Board as soon as they become aware of it. Unless resolved by the board in accordance with the Act, the conflicted director must not be present when the matter is being considered or, vote on the matter.

# 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 a Company director and exercising the powers attached to that legal responsibility.
- (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 notify ASIC using ASIC form 370 when resigning or retiring.
- (i) A Director must ensure that APF and ASIC are notified of any change in address
- (j) A Director must not divulge confidential Board information to any outside party. This includes the sharing the content of or forwarding of any emails that have not been approved for public release. A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the APF.
- (k) 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.
- (l) A Director should not engage in conduct likely to bring discredit upon the APF.
- (m) 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 the Board Charter and this Code of Conduct for Directors and agree to abide by it.

Signed ..... Date .....

Printed Name ..... Membership No. ....