



**Australian Parachute Federation Ltd**

# **APF Board Charter**

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**VERSION 3.5, Approved by Board, 15 Feb 2022**

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# APF BOARD CHARTER

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

## 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, 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 Board is accountable to members for the performance of APF. Objectives are set out in the Strategic plan and in the objects section of the APF Constitution.

The role of the Board is to provide governance and strategic guidance for the APF and ensure effective oversight of management. 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. 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 four 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 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 Ensure compliance with all disclosure requirements and agreements with CASA and other regulators;
- (m) Review the effectiveness of the safety management system (SMS) safety oversight, member training and insurance management for APF; and
- (n) Approve delegated authorities to Management and the transactions beyond Management's delegations of authority.

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

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- 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.

### **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 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**

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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.
- 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 and terms of employment.

## **6. COMPANY SECRETARY**

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- 6.1 The Board will appoint a Company Secretary.
- 6.2 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.
- 6.3 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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- 7.1 The Board may establish Committees to assist it in discharging its responsibilities.
- 7.2 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).

The conflicted Director should offer to leave the relevant section of the meeting, and if that offer is accepted by a majority of the other Directors, the conflicted member should excuse themselves.

If the conflicted Director stays in the meeting, that member may engage in discussion on the matter but must disqualify themselves from the decision-making process and that disqualification is to be recorded.

Directors may also ask a fellow Directors to disqualify themselves. Reasons for this request must be provided to the meeting

## 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. ....