

# Board Charter

As adopted by



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## Revision Information

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**Note:**

This Board Charter operates as a governance framework developed by the Board of the Australian Polo Federation Ltd (APF) to support its effective operation and decision-making. It is intended to be read in conjunction with the APF Constitution and does not override or conflict with the Constitution. Where any inconsistency arises, the Constitution shall prevail.

## Purpose of this Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of the Australian Polo Federation (APF)

The conduct of the Board is also governed by the Constitution of the APF, a copy of which is located at <https://www.australianpolo.com.au/>

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the Constitution and are not reproduced here.

The business of the Australian Polo Federation Ltd (**APF**) is managed by or under the direction of the Board. The Directors may exercise all the powers of APF, except any power the *Corporations Act 2001 (Act)* or the Constitution requires APF to exercise in a general meeting of members.

The Board is responsible for the appointment of an Executive Officer to do all things necessary for the proper management and administration of the APF. The Executive Officer are accountable to the Board. For the avoidance of doubt, where an Executive Officer is not appointed, any reference in this Governance Policy to.

The Board is also supported by a number of Committees, which shall be constituted of persons appointed by the Board. The Committees and their members are responsible to the Board.

## 1. THE BOARD

### 1.1 Composition

The composition of the Board is set out in clause 19 of the Constitution and comprises:

1. (a) the State Appointed Directors elected or appointed by each Member State in accordance with clause 19.2 of the Constitution; and
2. (b) up to four (4) Elected Directors who shall be elected in accordance with clause 19.4 of the Constitution.

At the date this Governance Policy was adopted, the Board was comprised of eleven Directors.

### 1.2 Powers of the Board

Subject to the Act and the provisions of the Constitution the business of the APF shall be managed by and the powers of APF shall be exercised by the Board. The Board may exercise all the powers of APF, except any power the Act or the Constitution requires APF to exercise in a general meeting of members.

### 1.3 Role of the Board

The role of the Board is to

- (a) determine the broad strategic direction of the organisation to include:
  - articulating the organisation's values, vision, mission and strategies
  - developing strategic plans and ordering strategic priorities
  - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
  - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- (b) appoint, support and evaluate the Executive Officer including succession planning for the Executive Officer role;
- (c) approve, monitor and be accountable for the financial and non-financial performance of the organisation including setting fees. Where the Board want to increase membership fees from the previous year by an amount greater than the

sum of CPI plus 20% of the previous year's membership fees, the Board must obtain at least 75% approval from the Voting Members. For the purposes of this clause, **Voting Member** has the same meaning as is provided in the Constitution;

- (d) Provide effective leadership and collaborate with the executive management team in:
  - (d) ensure an effective system of internal controls exists and is operating;
  - (e) ensure policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended;
  - (f) develop a clearly articulated and effective grievance procedure;
  - (g) ensure financial and non-financial risks are appropriately identified and managed;
  - (h) ensure the organisation complies with all relevant laws, codes of conduct and appropriate standards of behaviour;
  - (i) provide an avenue for key stakeholder input into the strategic direction of the organisation; and
  - (j) ensure director, board and chairman performance evaluation and professional development occurs regularly.
- The Board should meet with the external auditor annually to discuss the findings of the auditor and any identified issues that may have arisen from the audit.

#### **1.4 Qualifications**

- (a) The Board may determine from time to time job descriptions and qualifications for Directors.
- (b) A Director, including a State Appointed Director and an Elected Director, cannot for so long as they are a Director also be appointed a Delegate.
- (c) A person who has been Executive Officer is not eligible to be elected or appointed as a Director for a period of three (3) years since they ceased being Executive Officer.
- (d) An Elected Director must be an independent director and cannot also be a State Association Office bearer, nor hold a position on an APF State Association Board or Committee.

#### **1.5 Skill Base**

Each Member State is entitled to appoint one (1) State Appointed Director and four (4) Elected Directors are elected by the Voting. The desired skills and qualifications for Directors are as follows.

##### ***State Appointed Directors shall:***

- (a) be appointed by their Member States in accordance with clause 19.2 of the Constitution and shall vote at Board Meetings;
- (b) comply with the selection criteria below and any duty statement for directors of APF; Candidates meeting the selection criteria set out below will be advised by the Executive Officer that they have qualified for nomination to the Board.

The recommended selection criteria include:

- (i) extensive knowledge of polo in general;
- (ii) previous experience as a committee member or board member;
- (iii) demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing a sporting body;
- (iv) management or administration skills, preferably with knowledge of the Act in the areas of corporate governance and directors' duties and responsibilities;

- (v) excellent presentation and communication skills;
  - (vi) ability to demonstrate major achievement or contributions in previous roles (either in professional vocational capacity or in polo);
  - (vii) ability to work and communicate effectively within the group and with external parties.
  - (viii) understanding the strategic planning process and have the ability to implement developed procedures;
  - (ix) commitment to the role and have the ability to devote sufficient time and energy to the position; and
  - (x) commitment to APF's objects, policies, rules and values; and
- (c) be Directors of APF and comply with this Governance Policy.

### ***Elected Directors***

Elected Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Skills for consideration for election as an Elected Director include:

- (a) previous experience as a committee member or board member;
- (b) demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing/sporting bodies;
- (c) business, commercial, risk management or management, preferably with knowledge of the Act in the areas of corporate governance and directors' duties and responsibilities;
- (d) excellent presentation and communication skills;
- (e) ability to demonstrate major achievement or contributions in previous roles;
- (f) ability to work and communicate effectively within the group and with external parties. A candidate must not at any time, in the opinion of the Board, have acted in a manner prejudicial to, or contrary to, the interests or objects of APF;
- (g) understanding the strategic planning process and have the ability to implement developed procedures;
- (h) commitment to the role and have the ability to devote sufficient time and energy to the position; and
- (i) commitment to APF's objects, policies, rules and values

Nominations of candidates for election as Elected Directors must be in the written form prescribed by the Board. Candidates must consent to their nomination. For the avoidance of any doubt, candidates for Elected Director positions are not required to be members of APF.

### **1.6 Succession Planning**

State Appointed Directors are appointed for a three-year term unless such appointment is revoked by the Member State who made the appointment. Elected Directors are elected for a term of two years. Elections to and retirements from the Board should be staggered to ensure consistent rotations of Directors and to maintain corporate knowledge.

All Directors are eligible for re-election or re-appointment at the end of their term. State Appointed Directors can only serve three consecutive full terms (nine (9) years) and Elected Directors can only serve four consecutive full terms (eight (8) years).

### **1.7 Training**

All new Directors will be briefed by the chairman and the Executive Officer and will receive a copy (either electronically or by hard copy) of the following items:

- (a) this Governance Policy;
- (b) organisational chart;
- (c) Constitution;
- (d) Regulations;
- (e) Strategic plan;
- (f) the Act;
- (g) policies and register;
- (h) Directors and officer's insurance policy; and
- (i) other relevant documents on request.

The Board will receive governance training on an annual basis to help the directors better understand their obligations to APF and their legal duties. The timing of this training will be determined by the Board, taking into account the date any directors may have commenced their term during the year.

#### ***Annual Evaluation of the Board***

The Board will undertake an annual evaluation of its performance and effectiveness and formally record and report its findings. The review will be conducted in a manner that evaluates against standards and performance expectations set by the Board. Following the review, the Board may implement change to the strategic plan or direct the Executive Officer to address areas within the existing plan as appropriate. This review may be undertaken with independent external input. In undertaking its annual review, the Board aims to:

- (j) reach a balanced view of its performance, identifying the positive aspects of the board's operation and areas for improvement; including (i) progress towards the strategic objectives; (ii) role modelling leadership and behaviour standards for the movement and (iii) board team dynamics and effectiveness;
- (k) identify a benchmark against which it can assess its collective and individual progress and performance over time including against the three aspects mentioned in (j) above; and
- (l) identify a basis to establish agreed performance objectives for the Board.

The process should include external assessments, questionnaires, confidential non-attribution interviews, peer and self-appraisal, and formal consideration of the findings. Additionally, it may include feedback from senior management and key stakeholders. Findings will be publicly communicated in the Annual Report.

As part of this process, there will be assessments of individual Directors' performance, the chairperson and committees. The outcome of the evaluation process should be used as the basis to identify any gap in the skills mix of the Board and professional development opportunities provided to Directors.

#### ***Board Meetings***

The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

Meetings are conducted via teleconference or other electronic means when the Board determines it is appropriate to do so. A Director may at any time call a meeting of the Board by giving reasonable notice to each Director.

The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution (in accordance with clause 21.8 of the Constitution).

For a resolution of the Board to be passed it must be supported by a majority of votes of the Directors who are present at the meeting and entitled to vote. In the case of equality of votes, the resolution will fail. Each Director will have one vote.

The Board should direct the Executive Officer to prepare an agenda for each meeting and supporting documentation (board papers with relevant information for consideration by Directors). The agenda will contain some items for regular inclusion and other items as the need arises. Board papers will be circulated in advance of the meeting in sufficient time for Directors to read and consider before the meeting.

The Board should develop a calendar/work plan based around APF's strategic plan and its key annual activities.

### **1.8 Minutes of meetings and reporting to Members**

The Board will direct the Executive Officer to keep minute books in which APF records:

- (a) proceedings and resolutions of General Meetings;
- (b) proceedings and resolutions of Board meetings (including meetings of any commission or committee of the Board);
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

Minutes of Board meetings will be distributed to all Directors within seven days of the date of the meeting. Minutes of a meeting will be signed by the chair of the meeting or the chair of the next meeting. Minutes of the passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution was passed.

The Board will ensure a report of the outcomes of a Board meeting is circulated to all Delegates within a reasonable time after the meeting.

### **1.9 Register of Members**

The Board will ensure a register of Members is kept.

### **1.10 Governing Style**

1. The Board will govern with an emphasis on:

- (a) strategy and policy which will be advantageous to APF
- (b) anticipating and planning for change
- (c) objectivity;
- (d) strategic leadership;
- (e) clear distinction of its and the Executive Officer's role;
- (f) collective decision making rather than individual
- (g) focus on the future direction of APF
- (h); being proactive rather than reactive.

### **1.11 Contract and Financial Authority**

The Board will comply with the Board Contract/ Financial Authority policy as set out at **Annexure A**

### **1.12 Directors subject to Rules of APF**

All Directors, by virtue of being appointed to the Board of APF, as from the date of their relevant appointment as a Director, agree to comply with and be bound by the constituent documents of the Company including but not limited to:

- (a) the APF Constitution;

- (b) any By-Laws enacted under the Constitution;
- (c) any policies of APF;
- (d) this Governance Policy; and
- (e) all other documents of APF which apply to, and bind, Members of APF

## **2. THE CHAIRMAN'S ROLE**

### **2.1 The role as Chair**

The Directors must elect by majority vote one of the State Appointed Directors to the office of chairman of directors. The chairman shall chair Board meetings. If the chairman is not available to chair a Board meeting, the Board must elect a Director present to do so.

The role of the chairman is summarised below.

- (a) The chairman should ensure that discussion at meetings is on issues that, according to the Constitution and APF policies, clearly belong to the Board to decide, and do not impinge on the role of the Executive Officer.
- (b) The authority of the chairman consists of making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution.
- (c) The chairman has no authority to change Board decisions.
- (d) The chairman may delegate authority but always remains accountable for its use.
- (e) Together with the Executive Officer, the chairman is the principal media spokesperson for APF.

### **2.2 The Chairman and the Board and the Executive Officer**

The Chairman should identify the issues of significance to the Board, provide the right environment for consideration of those issues and ensure that all Directors have the opportunity to put their views and have them considered. A carefully structured Board meeting must deal with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues.

The Chairman represents the most critical link to the APF through his relationship with the Executive Officer. The Chairman must be able to strike the right balance in supporting and trusting the Executive Officer while retaining an objective view of the management of the APF. Individual Directors should wherever possible use the Chairman as the appropriate link between the Board and the Executive Officer.

## **3. DIRECTORS**

Directors of APF must:

- (a) be committed to ethical, business-like and lawful conduct including proper use of authority and appropriate decorum when acting as Directors;
- (b) always act in the interests of APF and the members;
- (c) avoid conflicts of interest;
- (d) not attempt to exercise individual authority over APF or make decisions outside of their designated scope of authority;
- (e) not publicly voice any negative comments or individual opinions relating to the Executive Officer, staff, fellow Directors or any APF matter or issue;
- (f) only speak to the media as requested by the Executive Officer or the Chairman;
- (g) adhere to and support the Chairman in an effort to govern effectively and should act with Board solidarity around Board decisions and agreed actions;



- (h) respect the confidentiality of sensitive issues or business items under negotiation or discussion; and
- (i) execute a Confidentiality Agreement and a conflict-of-interest declaration upon appointment.

#### **4. CODE OF CONDUCT**

##### **4.1 Directors**

The APF Board has adopted a Code of Conduct. Under the leadership of the Chairman and the Executive Officer, the Board is to be proactive in implementing APF's objects having regard to the requirements outlined in the Constitution and powers vested to determine and articulate APF's values, vision and strategic direction.

The Code of Conduct is attached at **Annexure B**. Directors are expected to:

- (a) meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;
  - (b) act within their duty of care to make decisions in the best interests of APF;
  - (c) avoid conflict of interest;
  - (d) develop strategic planning and direction of APF including monitoring organisational performance and evaluating strategic results;
  - (e) develop and implement policies;
  - (f) interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction;
  - (g) report back to the stakeholders at relevant forums through the chairman and the Executive Officer;
  - (h) act with respect, integrity and demonstrate ethical leadership;
  - (i) act with Board solidarity around Board decisions and agreed actions;
  - (j) monitor the Executive Officer and organisational compliance with the relevant Commonwealth and State legislation and with APF's own policies; and
  - (k) evaluate their effectiveness as a Board including maximising strategic alignment between APF and Member States.
- Directors Limitations:
- (l) The Directors report to the chairman and are accountable for the performance of their duties as a Director.
  - (m) The Directors are to work cooperatively with the Executive Officer.
  - (n) No Director is authorised to incur expenses or debts on behalf of APF.
  - (o) All Directors are expected to abide by APF's policies, regulations and directives.

##### **5.0 Vacation of Office**

The reasons for the office of Director being automatically vacated are set out in clause 19.9 of the Constitution. In addition, Directors are required to sign the Directors Agreement attached in **Annexure B**. Directors agree to resign from their position in the circumstances set out in the Directors Agreement.

##### **6.0 Review of Charter**

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

##### **7.0 Publication of the Charter**

A copy of the charter is available at <https://www.australianpolo.com.au/>