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## **BOARD CHARTER**

Biathlon Australia Limited

ACN: 883 464 584

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# BIATHLON AUSTRALIA LIMITED

ACN 883 464 584

## BOARD CHARTER

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This Board Charter (inclusive of the annexed Director's code of conduct), as updated from time to time, is made pursuant to clause 14.7 of Biathlon Australia Constitution.

## 1 THE BOARD

### Role of the Board

The Board of Directors has overall responsibility for the governance of Biathlon Australia (BA). There are number of matters which by law or legislation must be dealt with by the Board or a nominated Committee including but not limited to:

- (a) determine the strategic direction of BA;
- (b) review and approve the strategic plan and any business plans to achieve the strategic direction;
- (c) appoint (if required), manage and review the performance of the Executive Officer (EO) and any other employees, volunteers or contractors, including any succession planning;
- (d) approve, monitor and be accountable for the financial and non-financial performance of the organisation;
- (e) approve policies on key issues;
- (f) approve of all financial statements including Director's reports;
- (g) Review and approve risk management plans
- (h) review and approve the Directors' report and Directors' declaration and to ensure:
  - (i) adequate and transparent reporting to the Company's members and any relevant
  - (ii) authorities;
- (i) ensure BA complies with all relevant laws, codes of conduct and appropriate standards of behaviour;
- (j) review and update the Board skills, declaration of interests and conflict registers;
- (k) meet with the external auditor annually to discuss the findings of the auditor and any identified issues that may have arisen from the audit; and

- (l) organise and provide training and support for Board members to discharge their duties.

### **Remuneration and expenses**

No Director receives or shall receive remuneration for work carried out as a Director. Directors are entitled to receive reimbursements and/or expenses for work carried out as a Director. Such reimbursements must be reasonable, can be directly attributable to BA requirements, are supported by receipts of expenses incurred and have been approved by the Board prior to incurring.

## **2 THE CHAIR'S ROLE**

The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:

- (a) leading and facilitating the Board;
- (b) setting the Board direction and focus;
- (c) conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
- (d) ensuring that no one has excessive influence;
- (e) maintaining a professional working relationship with the CEO, EO and any employees, volunteers or workers (if any);
- (f) acting as a spokesperson, where appropriate, in conjunction with the CEO (if any);
- (g) promoting constructive and respectful relations between Directors;
- (h) ensuring that the Board's workload is dealt with effectively;
- (i) role-modelling ethical standards and behaviour based on BA's agreed vision, mission and values; and
- (j) ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

## **3 DIRECTORS' ROLE**

Directors:

- (a) should be committed to ethical, business like and lawful conduct including proper use of authority and appropriate decorum when acting as Directors;
- (b) must always act in the interests of BA and the Members;
- (c) must declare and manage conflicts of interest;

- (d) must not attempt to exercise individual authority over BA or make decisions outside of their designated scope of authority;
- (e) must adhere to the Board code of conduct;
- (f) should not publicly voice any negative comments or individual opinions relating to the EO (if any), staff, fellow Directors or any Company matter or issue;
- (g) should only speak to the media as requested by the Board or Chair;
- (h) should adhere to and support the Chair in governing effectively and should act with Board solidarity around Board decisions and agreed actions; and
- (i) should respect the confidentiality of sensitive issues or business items under negotiation or discussion.
- (j) be prepared to attend, as far as practicable, special events, meetings, conferences and forums that have effect for BA or its members;
- (k) act in an independent and impartial way;
- (l) undertake Board induction and training as required.

## 4 CONFLICTS OF INTEREST

Neither a Director nor responsible officer should allow a conflict of interest to compromise their position in BA.

A Directors' "personal" interests (for example, involvement in another entity, being a parent, coach, athlete or athlete manager) or other duties (for example, being a Committee member of a related entity) and their duty to BA must not be brought into conflict. This overlaps with the duty to act in good faith and for a proper purpose.

Categories of situations which give rise to conflicts of interest are:

- (a) Directors or officers taking advantage of opportunity

The general rule is that a Director must not use his position to make a profit. If he does, then he must account to BA for the profit made. The Act provides for a similar rule.

- (b) Directors taking advantage of an opportunity where BA is unable

A Director has an obligation not to profit personally from his position as a Director, and not to allow a conflict to arise between his duty as a Director and his own self-interest.

A Director is disqualified from usurping for his own benefit or for the benefit of others, a maturing business opportunity which BA is actively pursuing.

A Directors' liability to account to BA is not unlimited and depends upon the facts of the case. It is a defence that the profits or advantage were made with the informed consent of BA.

(c) Directors' contracts with BA

The general rule is that contracts made by a Director with BA are voidable at the option of BA. This includes contracts in which Directors have an indirect interest. The fairness of the contract is irrelevant, and this is applied as a strict rule.

The contract may, at the Board's discretion, be validated by ratification at a general meeting, provided there is full disclosure.

In addition, the Act requires a Director to declare the nature of any direct or indirect interest he has in a matter that relates to the affairs of BA.

(d) Conflict of external duties with Directors' duties

Where a Director holds an office or property, which creates duties in conflict with his duties as a Director of BA, they should declare the interest at the next meeting of the Board after they become aware of the conflict.

Unless he/she has complied with the Act, the Constitution and has received prior written approval from the Board, a Director must not hold any other office or place of profit in BA.

## **Disclosure**

A Director must disclose the nature and extent of their interest where they:

- (i) hold any other office (whether voluntary or otherwise) or place of profit in BA;
- (ii) hold any other office (whether voluntary or otherwise) or place of profit in any company in which BA is a shareholder or otherwise interested; or
- (iii) seek to contract with BA either as vendor, purchaser or otherwise,

Where such an interest is not disclosed, any contract or arrangement entered into by BA in which any Director is in any way interested will be voided.

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

A Director may make a declaration in a prescribed form that the Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

Declarations of a conflict of interest made by a Director or any general notice provided to the Board must be recorded in the Board minutes. The Board may also report declarations in the annual report.

A Director, notwithstanding their interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote should not be counted.

A Director may not sign a document to which the seal of BA is fixed where the Director is interested in the contract or arrangement to which the document relates.

## 5 CONFIDENTIAL INFORMATION

Directors need to acknowledge that from time to time, information will be provided to them which is confidential. "Confidential information" is any information:

- (a) determined by the Board, and so declared by marking "confidential" or by statement agreed by the Board at the time of declaration; or
- (b) which may be reasonably considered by the Board to be commercially or otherwise sensitive or likely to be so to the Board.

Directors have a duty not to make unauthorised disclosure or use of BA information and a duty not to disclose or exploit confidential information, such as commercially or price sensitive information or information which is confidential by virtue of a contractual arrangement.

Directors should not reveal any discussions or meetings, or documents relating to policies or plans in their initial stages without the consent of the other members of the Board.

Practicality and convenience must be considered. The Board should at the very least be informing its members of the major decisions, which it has made and report on the reasons for these decisions.

## 6 REVIEW OF CHARTER

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

## Annexure A     DIRECTORS DECLARATION AND CODE OF CONDUCT

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Under the leadership of the Chair, the Board is to be proactive in implementing BA's objects having regard to the requirements outlined in the Constitution and powers vested in the Board to determine and articulate BA's values, vision and strategic direction.

### 1.     BA's Directors are expected to

- (a)     Meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law
- (b)     Comply with BA's constitution, rules, regulations and policies
- (c)     Act honestly in the best interests of BA as a whole and not of those individual constituents
- (d)     Avoid conflict of interest and to disclose immediately any actual or potential conflict
- (e)     Develop strategic planning and direction of BA including approving the business plan and budget, monitoring organisational performance and evaluating strategic results, and approving expenditure outside the approved budget and delegations.
- (f)     Devote the necessary time to the performance of their duties including to review board papers prior to board meetings.
- (g)     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
- (h)     Report back to the stakeholders at relevant forums through the Chair and the EO (if any)
- (i)     Monitor the EO (if any) and organisational compliance with the relevant commonwealth and state legislation and with BA's own policies
- (j)     Maintain the confidentiality of information they receive by virtue of being a Director of BA.
- (k)     Evaluate their collective effectiveness as a Board
- (l)     Not improperly use their position or misuse information of BA;



## **2. Directors Limitations**

- (a) The Directors report to the Chair and are accountable for the performance of their duties as a Director.
- (b) The Directors are to work cooperatively with the EO (if any).
- (c) No Director is authorised to incur expenses or debts on behalf of BA.
- (d) All Directors are expected to abide by BA's policies, regulations and directives.

## **3. Deed of Indemnity and Access**

The BA Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to a deed of indemnity, which shall include provisions relating to:

- (a) access to Board papers;
- (b) confidentiality;
- (c) indemnity by the organisation; and
- (d) the provision of Directors and Officers insurance.

## **4. Director's Declaration**

If I am found by my fellow Directors acting reasonably and in good faith that:

- (a) I have not upheld my duties and legal responsibilities as a Director
- (b) I have not acted in the best interests of BA or of Biathlon
- (c) I have failed to follow a Board directive
- (d) I have breached the Constitution or other rules, regulation or policies of BA
- (e) I have at any time committed any breach of integrity (anti-doping, wagering or drugs and medicine) policy or committed a child safety violation
- (f) I have been charged with or convicted of a crime
- (g) I have breached confidentiality
- (h) I have brought myself, Biathlon or BA into disrepute because of my action or omission including any statement I may make
- (i) I have made disparaging comments about other directors, the Board or BA

- (j) I have acted in a manner prejudicial to the interests of BA or Biathlon or
- (k) unbecoming a director of BA

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

### **Execution**

Read, understood and agreed to by the below named director:

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_