TENPIN BOWLING AUSTRALIA (SA Division) Inc.

BOARD CHARTER

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Version:	2

1. Introduction

1.1. In carrying out its responsibilities and powers as set out in this Charter the Tenpin Bowling Australia (SA Division) (Tenpin SA) Board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in fulfilling its primary responsibility of looking after the interests of the sport of tenpin bowling in South Australia.

1.2. The Board works to promote and maintain an environment and culture within Tenpin SA wherein the mission and values are central reference points and sources of motivation for all staff and volunteers.

2. Purpose and Role

2.1. The control and direction of Tenpin SA and the management of its property and affairs is vested in the Board. The Board is responsible for:

(a) charting the strategic direction of Tenpin SA, approving objectives in line with that strategic direction and monitoring implementation and achievement of the same;

(b) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework

(c) monitoring compliance with regulatory requirements, ethical standards and external commitments and implementation of related policies; and

(d) appointing and reviewing the performance and remuneration of the Executive Officer (EO) where appointed.

2.2. In performing the above responsibilities the Board is to always act:

(a) in a manner that recognises the central importance Tenpin SA places on its values, brand and reputation;

(b) in accordance with the duties and obligations imposed upon it by the law and the Tenpin SA Constitution;

(c) with due regard to the importance of Tenpin SA's relationships with all its stakeholders, and the communities and environments in which it operates.

3. Powers

3.1. In addition to matters expressly required by law to be approved by the Board, the powers specifically reserved for the Board are as follows:

(a) the appointment of the EO and determination of related employment terms and conditions (including remuneration);

(b) the monitoring and assessment of the Executive Officer's performance (including an evaluation at least annually) in implementing and achieving strategies, budgets and policies approved by it;

(c) approval of:

(i) strategic plans, annual budgets and policies;

(ii) significant changes to organisational structure;

(iii) the acquisition, establishment, disposal or cessation of any significant business;

(iv) major corporate initiatives including third party agreements; and

(v) any changes to the discretions delegated from the Board.

(d) executive succession planning (for the EO in particular) and executive development activities on a regular and continuing basis.

4. Membership of the Board

4.1. The Board comprises no more than ten directors elected in accordance with the Constitution.

4.2. The Board appoints and may at any time revoke the appointment of the Chairperson and Deputy Chairperson of the Board.

5. Committees

5.1. The Board may establish Committees from time to time to assist it in carrying out its responsibilities and will, in such circumstances, adopt terms of reference setting out the Committee's composition, responsibilities, quorum requirements, administration and other relevant matters.

5.2. As a minimum, the Board will establish and maintain the following:

(a) Finance & Audit Committee

(b) Tournament Committee

(c) Coaches Committee

6. Meetings

6.1. The Board will meet as and when it considers necessary.

6.2. Board and Committee meeting papers are to be distributed not less than 5 days prior to each meeting.

6.3. The quorum for Board meetings is a majority of directors in person, via electronic means or by proxy.

6.4. Draft Board and Committee meeting minutes are to be prepared by the Secretary or EO within 5 days for review by the Committee Chair. Thereafter, these are to be tabled at the next Board or Committee meeting for final review and approval.

6.5. The Chairperson presides as Chairperson of all Board meetings at which s/he is present. If not present within fifteen minutes of the scheduled starting time, the Deputy Chairperson shall be Chairperson and failing that those directors present are to choose a Chairperson.

7. Conflicts of Interest

7.1. Directors must be free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the director's level of independence and their ability to act in the best interests of Tenpin SA.

7.2. Directors must declare any actual or potential conflicts of interest either at the start of a Board/Committee meeting or when a relevant issue arises. The nature of the conflict of interest must be documented in the meeting minutes.

7.3. A director who considers another director has an undeclared conflict of interest must publicly question or otherwise specify in writing the basis of the perceived conflict.

7.4. Where a conflict or potential conflict of interest is identified, the director concerned must leave the meeting before the item is discussed. The director must not receive any Board papers relating to the matter, s/he will not vote on that issue, nor initiate or take part in any board discussion related to it (either in the meeting or with other directors before or after), unless expressly invited to do so on the unanimous agreement of all other directors present at the meeting.

8. Board, Chairperson & Executive Officer Relationships

8.1. The roles of the Chairperson and EO are strictly separated except in the case an EO is not appointed where the Board assumes the responsibilities of the role.

8.2. The EO is responsible for:

(a) implementation of Tenpin SA's strategies and policies;

(b) the efficient and effective operation of Tenpin SA; and

(c) bringing material and other relevant matters to the Board's attention in an accurate and timely manner.

8.3. The Chairperson's role is to assure the integrity of the Board's processes, provide leadership to the Board and wise counsel, but not direction, to the Executive Officer, and represent the Board to outside parties as appropriate.

8.4. The Chairperson is also responsible for ensuring that:

(a) the Board's actions and behaviour are consistent with its own rules and external requirements, and that directors have appropriate opportunity to keep informed of Tenpin SA's business and activities, and to determine whether its business practices are safe and proper.

(b) the Board does not intrude on the EO's role and responsibilities; and

(c) to facilitate the effective contribution of all directors and ensure that underperforming directors are counseled.

9. Board Renewal, Performance Evaluation and Charter Review

9.1. The composition and size of the Board must be conducive to making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interests of Tenpin SA and the sport of tenpin bowling.

9.2. The Board is to establish policy and guidelines for Board renewal and succession planning, and for assessing the performance of the Board with the aim of maintaining a proactive and effective Board.

9.3. The policy and guidelines referred to in Section 9.2 above describe the framework for the annual performance review of the Board and each Board Committee in Section 5.2.

9.4. To assist all directors to bring an independent judgement to bear in decision making, it has been agreed by the Board that any director may seek independent professional advice at the expense of Tenpin SA, on any matter connected with the discharge of their responsibilities. Prior written approval of the Chairperson is required, but this will not be unreasonably withheld. Copies of this advice will be made available to, and for the benefit of, all directors at the discretion of the Chairperson.

9.5. The Board is to review this Charter on an annual basis, in tandem with the EO's (where appointed) Instrument of Delegation.

Director Standards

S1	To take personal responsibility for contributing impartially to the decisions of the Board, with no thought given to personal gain.
S2	To actively seek adequate knowledge about the business, activities and practices of Tenpin SA.
S3	To provide positive input into the development of organisational policy.
S4	To provide strong support for the long term strategies of Tenpin SA.
S5	To accept the need to sufficiently prepare for board meetings and decisions, and to insist on sufficient information to enable informed debate and decision making.
S6	To perform responsibilities and assignments delegated by the Board.
S7	To identify and state personal positions on controversial matters to better enable the Board to make informed decisions for Tenpin SA's betterment.
S8	To devote sufficient time to the duties of a director.
S9	To uphold high ethical standards at the board level.
S10	To tender a resignation if unable to uphold any of the above standards.

11. Version Control

Version	Change	Date Effective
2	Minor amendment to TBA Charter and allowing for no EO	3rd July 2023