
Australian Canoeing Ltd

Role and Function of the Board



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Bylaw #17

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1. OVERVIEW

In accordance with Rules 7.2 and 20.1 of the Australian Canoeing Constitution, the following Policy is adopted by the Australian Canoeing Board.

The Role and Function of the Board Policy sets out the roles and responsibilities the Directors of the Board have.

2. INTRODUCTION

Australian Canoeing (AC) is committed to good governance and this policy guides Directors in understanding the role, function and responsibilities their position holds ensuring good governance is maintained.

3. DEFINITIONS

In this Policy the following words have the following meaning:

“AC” mean Australian Canoeing Limited.

“Appointed Director” means a Director appointed under clause 13.11 of the Constitution.

“Board” means the body consisting of the Directors under clause 13.1 of the Constitution.

“Chairperson” or **“Chair”**, also referred to as the **President**, means the person elected as the Chair of the Company under clause 0 of the Constitution.

“Constitution” and **“By-Laws”** respectively mean the Constitution, Policies and By-Laws of AC.

“Deputy Chairperson” or **“Deputy Chair”**, also referred to as the **Vice President**, means the person elected as the Deputy Chair of the Company under clause (a) of the Constitution.

“Director” means a director of the Company and includes Elected Directors and Appointed Directors.

“Directors” means, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under the Constitution.

“Elected Director” means a Director elected under clause **Error! Reference source not found.** of the onstitution.

“Members” means the members of AC as defined in the Constitution.

“Policy” means this Role and Function of the Board Policy.

4. ROLE AND FUNCTION OF THE CHAIR OF THE BOARD

4.1. THE CHAIR OF THE BOARD

As defined by the Constitution “Chairperson or Chair, also referred to as the President, means the person elected as the Chair of the Company under clause 15.7(a).

It is important to note that with the role of Chair and President combined there are responsibilities and functions that are expected to be undertaken by the Chair in their position as President (figurehead of the Organisation)

4.2. APPOINTMENT OF THE CHAIR

In accordance with Clause 15.7 of the Constitution the election of the Chair (President) is undertaken in the following manner:

- (a) *The Directors may elect one of their number to be the Chairperson by a majority vote.*
- (b) *The Director elected to be Chairperson under **clause 15.7 (a)** will remain Chairperson for the duration of their term of office as Director and shall chair any meeting of Directors unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.*

4.3. ROLE AND FUNCTION OF THE CHAIR

The Chair plays a crucial role in ensuring the ongoing good governance of Australian Canoeing. The Chair should ensure that the Board is balanced and that Board discussion is open and includes all Board members.

It is also the responsibility of the Chair to ensure that relevant issues are included in the agenda and that all Board members receive timely information for meetings and between meetings.

The Chair of the Board shall, subject to the Constitution, preside at General Meetings of Australian Canoeing as well as meetings of the Board. The role and functions of the Chair in relation to meetings may be summarised as follows:

- 4.3.1. Understand all statutory, constitutional and procedural requirements for the meeting;
- 4.3.2. Facilitating general meetings and Board meetings;
- 4.3.3. Determine that the meeting is properly convened and constituted and that a quorum is present;
- 4.3.4. Inform himself/herself as to the business and objects of the meeting;
- 4.3.5. Preserve order in the conduct of those present;
- 4.3.6. Confine discussions within the scope of the meeting and within reasonable limits of time;

- 4.3.7. Decide whether proposed motions and amendments are in order;
- 4.3.8. Formulate for discussion and decision, questions which have been asked for the consideration of the meeting;
- 4.3.9. Decide points of order and other incidental matters which require decision at the time;
- 4.3.10. Ensuring meetings are effectively conducted and minutes are signed as a true and correct record at the next Board meeting; and
- 4.3.11. Ascertain the sense of the meeting by:
 - Putting relevant questions to the meeting and taking a vote on them;
 - Declaring the result;
 - Causing a poll to be taken if duly demanded;
 - Handle all matters in an impartial manner;
 - Deal with the record or minutes in the proceedings;
 - Adjourn the meeting where justified;
 - Declare the meeting closed when its business has been completed;

In addition to ensuring that proper conduct of meetings occur, it is the responsibility of the Chair to undertake duties in relation to Strategic Direction, Governance and Conduct of the Board. These duties include but are not limited to:

- 4.3.12. Ensuring the Board receives accurate, timely and clear information;
- 4.3.13. Ensuring the Board is focused on achieving appropriate outcomes;
- 4.3.14. Ensuring the Board has an effective decision-making process;
- 4.3.15. Maintaining a professional working relationship with the CEO;
- 4.3.16. Promoting constructive and respectful relations between Board Members;
- 4.3.17. Ensuring that each Board Member appropriately contributes to the Board's decision-making process;
- 4.3.18. Responsible for Statutory and Company Secretary matters;
- 4.3.19. Responsibility for representing the Board to affiliates ensuring that affiliates receive high quality, relevant and useful information in a timely manner to vote in an informed manner;
- 4.3.20. Ensuring that the Board's workload is dealt with effectively;
- 4.3.21. Maintaining ethical standards and behaviour based on AC's agreed values;
- 4.3.22. Ensuring the Board, Committees and individual Board Members are subject to a performance evaluation process;
- 4.3.23. Represent AC when required and at ICF meetings and forums;
- 4.3.24. Official host of AC guests at AC events;
- 4.3.25. With the CEO, is the official spokesperson on AC matters.

5. ROLE AND FUNCTION OF THE DEPUTY CHAIR OF THE BOARD

5.1. THE DEPUTY CHAIR OF THE BOARD

As defined by the Constitution “Deputy Chairperson or Deputy Chair, also referred to as the Vice President, means the person elected as the Deputy Chair of the Company under clause 13.17(a)”.

5.2. APPOINTMENT OF THE DEPUTY CHAIR

In accordance with Clause 13.17 of the Constitution the election of the Deputy Chair shall:

- (a) *At the first Directors' meeting after the AGM, the Directors may elect one of their number to be the Deputy Chairperson (Vice President) by majority vote.*
- (b) *The Director elected to be Deputy Chairperson under **clause (a)** will remain in that position until the conclusion of the next AGM.*

5.3. ROLE AND FUNCTION OF THE DEPUTY CHAIR

The role and function of the Deputy Chair is to support the Chair of the Board and to substitute for the Chair when the Chair is absent. The functions of the Deputy Chair includes but are not limited to:

- 5.3.1. Acting as the Chair in the Chair’s absence;
- 5.3.2. Assisting the ambassadorial role in the discharges of the Chair’s duties;
- 5.3.3. Representing AC as determined by the Chair; and
- 5.3.4. Represent AC at ICF meetings and forums.

6. ROLE AND FUNCTION OF THE DIRECTORS OF THE BOARD

6.1. THE DIRECTOR OF THE BOARD

As defined by the Constitution “Director means a director of the Company and includes Elected Directors and Appointed Directors.”

6.2. ROLE AND FUNCTION OF A DIRECTOR

The role and functions of a Director includes but are not limited to:

- 6.2.1. Must at all times exercise their powers and discharge their duties in good faith in the best interests of the corporation and for a proper purpose;
- 6.2.2. Exercise due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- 6.2.3. Ensure the resources of AC are efficiently managed to fulfil the objects of the company;
- 6.2.4. Apply due diligence in all decision making;
- 6.2.5. Act honestly and independently when dealing with AC business;
- 6.2.6. Carry out duties with consistent regard for the AC Constitution;
- 6.2.7. Ensuring AC operates with the bounds of the appropriate legislation;
- 6.2.8. Ensuring each acts in the best interests of all stakeholders;
- 6.2.9. Assess the independence of individual directors on an annual basis;
- 6.2.10. Monitor declarations of interest made by directors;
- 6.2.11. Monitor compliance with the Directors' Code of Conduct;
- 6.2.12. Make the judgment in good faith for a proper purpose;
- 6.2.13. Do not have a material personal interest in the subject matter of the judgment;
- 6.2.14. Inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- 6.2.15. Rationally believe that the judgment is in the best interests of the organisation.

7. CODE OF CONDUCT

- 7.1. A Director should act honestly, in good faith and in the best interests of AC at all times.
- 7.2. A Director should use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- 7.3. A Director should use the powers of office for a proper purpose, in the best interest of the company as a whole.
- 7.4. A Director should not make improper use of information acquired as a Director.
- 7.5. A Director should not take improper advantage of the position as a Director.
- 7.6. A Director has an obligation to be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
- 7.7. A Director should not engage in conduct likely to bring discredit upon AC.
- 7.8. A Director should advise the Board immediately when he/she becomes aware of any issue that may give rise to legal, regulatory or disciplinary actions. If such actions may impact on AC reputation, he/she should either step down until the matter has been resolved or resign from the Board. Once the matter has been resolved, it will be for the Board to decide whether the Director should resume his/her position or resign.
- 7.9. A Director should not place himself or herself in a position where there is a possibility of conflict.
- 7.10. A Director should advise the Board if he/she have a material personal interest in a matter that relates to the affairs of AC. If this matter is being voted upon, then he/she must not vote on the matter or be present while the matter is being considered.
- 7.11. A Director should not solicit or accept benefits, entertainment, gifts, bribes, secret commissions or illegal inducements of any kind.
- 7.12. A Director must not disclose confidential information unless that disclosure has been duly authorised by the Board, or is required by law.
- 7.13. A Director should show concern and courtesy towards others.
- 7.14. 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.
- 7.15. At all AC meetings Directors must:
 - 7.15.1. act solely in the best interests of AC and its members as a whole;
 - 7.15.2. exercise their powers and discharge their duties with reasonable care and diligence, in good faith and for a proper purpose;

- 7.15.3. not make improper use of: their position; or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to AC; and
- 7.15.4. any Director who has a material personal interest in a matter being considered at the meeting must:
- disclose the nature and extent of that interest to the meeting;
 - not be present while the matter is being considered at the meeting; and
 - not vote on the matter.