



DODGEBALL AUSTRALIA

Dodgeball Australia Limited Board Charter

1. Purpose of this Charter

- 1.1. The Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Dodgeball Australia Limited.
- 1.2. The conduct of the Board is also governed by the Constitution of Dodgeball Australia Ltd., a copy of which is located at www.dodgeballaus.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.

2. Roles and Responsibilities

- 2.1. The Board’s key responsibilities are:
 - 2.1.1. to act in the best interests of the Dodgeball Australia Limited as a whole;
 - 2.1.2. observe their duties as Directors in terms of the Corporations Act 2001 (Cth), common law, the Dodgeball Australia Limited constitution and any other relevant legislation; and
 - 2.1.3. provide strategic direction for Dodgeball Australia Limited and effective oversight of Management.
- 2.2. The key functions of the Board are to:
 - 2.2.1. Provide effective leadership and collaborate with the executive management team in:
 - 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
 - 2.2.2. Ensuring a diverse and effective Board, in line with the Dodgeball Australia Limited constitution with appropriate policies and procedures for the Board and its committees;
 - 2.2.3. Appointing, supporting and providing advice and counsel to the President
 - 2.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes

- 2.2.5. Supporting, reviewing and monitoring the operational and financial performance of Dodgeball Australia Limited;
- 2.2.6. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- 2.2.7. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- 2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
- 2.2.9. Monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- 2.2.10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility;
- 2.2.11. Managing Directors' interests, conflicts of same and related-party transactions
- 2.2.12. Delegation of powers and authorities, while understanding the Board remains responsible for all decision of Dodgeball Australia Limited;
- 2.2.13. oversight of compliance with appropriate laws and regulations and major litigation;
- 2.2.14. evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters;
- 2.2.15. corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary;
- 2.3. The Board has delegated authority for the operations and administration of the organisation to the President. The President is responsible for the overall day-to-day management and the performance of the Organisation. The President manages Dodgeball Australia Limited in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.
- 2.4. The Board has no operational involvement in the conduct of organisation's business activities and delivery of services.

3. Membership and Independence

- 3.1. The Constitution provides for a maximum of seven directors and a minimum of three directors. The board requires a quorum of three Directors to transact business at meetings.
- 3.2. The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.
- 3.3. Each Director must provide the Board with relevant information to assess their independence.

4. Code of Conduct

- 4.1. Dodgeball Australia Limited takes ethical and responsible decision-making very seriously. It expects its staff, volunteers and Directors to do the same.

4.2. All Directors must be bound by and at all times comply with the Dodgeball Australia Limited Director Code of Conduct which outline the type of behaviour that Dodgeball Australia Limited requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

4.3. The Board has an appropriate system for enforcing compliance with the code.

5. Review of Charter

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

6. Publication of the Charter

6.1. Key features of the charter are to be outlined in the organisation Annual Report.

6.2. A copy of the charter is available at www.dodgeballaus.com.au