

BOXING AUSTRALIA INC.

CODE OF CORPORATE GOVERNANCE

Introduction

Boxing Australia Incorporated (BAI) through a Code of Corporate Governance wishes to assist establishment of the direction, values, attitudes and practices it will follow in its operation, compliance with statutory requirements, management of risk, member protection, anti-doping policy, monitoring of performance and implementation of programs.

In this Code the term 'BAI' denotes Boxing Australia Incorporated, the term 'Board of Directors' denotes the body of people elected by the Council of Delegates to govern and manage BAI, and the term 'Council of Delegates' denotes the people appointed by BAI's State and Territory Member Associations who shall have the specific powers and responsibilities designated to them in BAI's Constitution including those of ratification of BAI's strategic direction and monitoring of the performance of the Board of Directors.

Nothing in this Code overrides any requirements of BAI as stipulated in BAI's Constitution or the Associations Incorporation Act 1991 (ACT).

Section 1- Boxing Australia Incorporated

1.1 BAI

BAI is the peak body for the administration of Amateur boxing in Australia, it is incorporated under the Associations Incorporation Act 1991 (ACT), and it is regulated by a Constitution.

1.2 Vision

BAI's vision is for Australian amateur boxers to be among the best in the world by winning Gold Medals at the Olympic Games, World Championships, Commonwealth Games and other international tournaments.

1.3 Mission

BAI is committed to achieving BAI's Vision through good leadership, efficient administration, sound financial management, and provision of services to its State and Territory Member Associations, amateur boxers, boxing coaches, referees and judges and the amateur boxing community as a whole.

1.4 Objects

BAI's is established to undertake the objects as detailed in clause 3 of BAI's Constitution.

1.5 Board of Directors

BAI's Board of Directors shall consist of five people elected, as provided in clause 30 of BAI's Constitution, to govern and manage BAI in accordance with clause 28 of BAI's Constitution.

1.6 Council of Delegates

BAI's Council of Delegates shall consist of the people appointed by BAI's State and Territory Member Associations, as provided in clause 19 of BAI's Constitution, with the powers and responsibilities as detailed in clause 20 of BAI's Constitution.

1.7 Chief Executive Officer

The Chief Executive Officer is appointed by and is accountable to the Board of Directors.

1.8 Standing Committees

There shall be the following Standing Committees:

- ◆ Selectors Committee
- ◆ Referees and Judges Committee
- ◆ Medical Committee
- ◆ Rules Committee
- ◆ Anti-Doping Committee,

The Council of Delegates is empowered to appoint other Standing Committees.

The Council of Delegates shall appoint persons to the Standing Committees and shall do so each year as soon as possible after BAI's Annual Council of Delegates Meeting or as soon as practicable upon the creation of a Standing Committee.

The Board of Directors shall specify through By-Laws the duties of each Standing Committee, and each Standing Committee will be responsible to and subject to the direction of the Board of Directors.

Section 2- Accountabilities and Responsibilities

2.1 Duties of Board Directors and Council Delegates

In addition to the duties set out in the Constitution of BAI, BAI's Board Directors and BAI's Council Delegates are under a set of duties as established by law. Their duties include-

- a duty to act in good faith in the best interests of BAI,
- a duty to act with care and diligence,
- a duty to avoid a conflict in the position of being a Board Director or a Council Delegate and any interest or duty they may have, other than a Council Delegate's duty of representation of their Member Association, and
- a duty not to allow BAI to trade whilst insolvent or to become insolvent.

2.2 Role of the Board of Directors

The role of the Board of Directors includes-

- developing BAI's strategic direction through preparation of a Strategic Plan that is supported by a fully costed annual Operational Plan,
- monitoring BAI's performance against agreed targets and goals,
- ensuring BAI's compliance with legal requirements and the spirit of such requirements,
- ensuring effective BAI stakeholder relationships,
- ensuring BAI's risk management, including member protection, is addressed,
- monitoring and assessment of BAI's administrative state,
- monitoring and assessment of BAI's financial state,
- monitoring the implementation of BAI's anti-doping policy,

- reporting on BAI's activities, including financial state and program implementation, to the Council of Delegates,
- creation of BAI's By-Laws,
- specification in By-Laws of the duties of each Standing Committee,
- provision to the Council of Delegates of a recommendation in relation to any appeal to BAI by a person regarding any disciplinary action taken against them by a Member Association,
- appointment of a Judiciary Committee to consider any allegation made pursuant to clause 17.1 of BAI's Constitution and provision to the Council of Delegates of any recommendation by that committee that a Member Association's membership of BAI be suspended or terminated,
- allocation of titles and portfolios of responsibility of Board Directors,
- self-assessment annually of its performance against previously determined criteria and goals,
- the selection and appointment of BAI's Chief Executive Officer, and
- assessment of the performance of the Chief Executive Officer against previously mutually agreed criteria and goals.

2.3 Role of the Chairperson

The Chairperson is responsible for-

- providing leadership and vision to BAI,
- providing leadership to the Board of Directors and promotion in it of cohesiveness and effectiveness,
- provision of an environment that promotes effective contribution from Directors,
- developing good relations between the Board of Directors and BAI's Council of Delegates,
- developing good relations between the Board of Directors and BAI's stakeholders,
- ensuring the Board of Directors meets the requirements of BAI's Constitution,
- chairing and conducting all meetings of the Board of Directors,
- chairing and conducting all Annual Council of Delegates Meetings and General Meetings of the Council of Delegates,
- developing approaches for the Board of Director's self-evaluation,
- representation of BAI publicly, and
- providing a forum for the Chief Executive Officer to canvas organisation and staff issues.
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2.4 Role of the Director- Marketing

The Director- Marketing is responsible for-

- development of new sponsors and sponsorship initiatives for BAI,
- development of good relations between sponsors and BAI,
- advice to the Board of Directors as to action that would increase sponsorship of BAI,
- development of a strategy that would increase the number of people participating in all the different activities of amateur boxing, and
- development of a strategy to increase and enhance the public profile of BAI and amateur boxing.

2.5 Role of the Director- Competition

The Director- Competition is responsible for-

- development annually of a BAI calendar of boxing tournaments and implementation of the calendar,
- development annually of an international competition calendar for BAI boxers and implementation of the calendar,
- liaison with the National Coach and the High Performance Manager to enhance the successful development of BAI boxers,
- liaison with Member Associations in enhancement and promotion of their boxing tournaments and boxer training and boxer development,
- liaison with State Institutes and Academies of Sport in enhancement and promotion of amateur boxing,
- provision of advice to the Board of Directors on competition rules, and
- provision of advice to the Board of Directors on BAI boxer selection and selection policy.

2.6 Role of the Director- Programs and Operations

The Director- Administration is responsible for-

- evaluating and reporting to the Board of Directors on the state of BAI's administration,
- evaluating and reporting to the Board of Directors on the state of BAI's program development and implementation,
- monitoring whether BAI is operating in accordance with its statutory requirements,
- ensuring the safe storing of BAI's administrative records and their availability for the Board of Directors and Council of Delegates, and
- evaluating and reporting to the Board of Directors on the adequacy and effectiveness of BAI's structure, staffing, remuneration, training and other related policies.

2.7 Role of the Director- Finance

The Director- Finance is responsible for-

- development annually of a fully costed 3 year Operational Plan for BAI,
- chairing BAI's audit committee,
- monitoring the collection, receipt and payment of monies by BAI,
- monitoring the financial accounts and records of BAI,
- providing an assessment to every meeting of the Board of Directors of BAI's financial situation,
- ensuring the safe storing of BAI's financial records and their availability for the Board of Directors and Council of Delegates, and
- ensuring BAI's compliance with statutory and stakeholder financial requirements.

2.8 Role of the Council of Delegates

The Council of Delegates has the powers and responsibilities detailed in clause 20 of BAI's Constitution.

2.9 Role of the Chief Executive Officer

The duties of the Chief Executive Officer are set out in clause 35 of BAI's Constitution and, in accordance with the directions of the Board of Directors, include accountability for the utilisation of BAI's resources to achieve the most efficient and effective outcomes with responsibility for-

- management of BAI's administrative and financial functions,
- development, implementation, monitoring and assessment of BAI's programs,
- provision to the Board of Directors at its meetings of relevant and accurate information of the organisation's administration and program implementation,
- monthly provision to the Board of Directors of relevant and accurate accounting information including budgetary, financial and regulatory reporting,
- preparation and distribution of notice, agenda and accompanying papers for Board of Directors meetings,
- preparation and distribution of notice, agenda and accompanying papers for Council of Delegates meetings,
- attendance at all Board of Directors and Council of Delegates meetings, and attendance as directed by the Board of Directors at a meeting of any other committee,
- minute taking, including record of attendance, of Board of Directors meetings and Council of Delegates meetings, and any other meetings stipulated by the Board of Directors, and the distribution in a timely manner of the minutes of such meetings,
- establishment, maintenance and safe storing of proper records of all transactions, business, meetings and dealings of BAI, and the production of such records as appropriate at each Board of Directors or Council of Delegates meeting,
- the lodgment of appropriate statutory returns, financial statements, and any other legal requirements of BAI,
- in consultation with the Board of Directors, appointment of other employees,
- direction of and assessment of the performance of other employees,
- consideration of employee training needs,
- creation and maintenance of a register of declared interests of Directors of the Board, and
- in consultation with the Chairperson, representation of BAI publicly.

Section 3- Code of Conduct

3.1 Board of Directors, Council of Delegates, the Chief Executive Officer and other employees

Board Directors, Council Delegates, the Chief Executive Officer and other employees, in addition to their duties to BAI as established by law, should-

- not take improper advantage of their position,
- not make improper use of information acquired during any activity with BAI, either during their association with BAI or afterwards,
- not engage in conduct that would bring discredit on BAI or amateur boxing, and
- comply with the spirit of this Code.

3.2 The Spirit of this Code

Board Directors, Council Delegates, the Chief Executive Officer and other employees in all their communication and transactions with others that relate to any BAI activity in which they participate should comply with the spirit of this Code which is to-

- respect the rights, dignity and worth of others,
- be fair, considerate and honest in all dealings with others,
- accept responsibility for their individual and collective actions,
- be committed to providing quality service,
- be aware of, and maintain an uncompromising adherence to, BAI standards, rules and policies, and

- operate by AIBA determinations and by BAI's Constitution, By-Laws, and any other of its rules and determinations.

Additionally, Board Directors, Council Delegates, the Chief Executive Officer and other employees should at all times -

- act in the best interests of BAI,
- act honestly and in good faith at all times, ensuring that all people, clubs and associations, particularly those who are recipients of a BIA service, are treated fairly and according to their rights,
- carry out their duties in a lawful manner and ensure that BAI carries out its activities in accordance with the law and BAI's constitution,
- avoid conflict of interest or duty, other than a Council Delegate's duty to represent their Member Association, and where such a conflict does or could arise act according to the terms and spirit of BAI's policy on this matter,
- be diligent in their BAI activity, attend all meetings which they should attend, and devote sufficient time in preparation for and undertaking any BAI activity to which they have made a commitment,
- interact with their BAI colleagues in a positive and constructive manner,
- be loyal and supportive to BAI and abide with decisions reached by BAI's due processes,
- maintain the confidentiality of non-public information acquired by them in any of their BAI activity, and
- not do anything that in any way denigrates BAI or harms its public image.

3.3 Conflicts of Interest or Duty

Board Directors must act in accordance with clause 34 of BAI's constitution.

Any potential conflict of interest or duty of a Board Director or a Council Delegate, other than a Council Delegate's duty to represent their Member Association, should be declared prior to their participation in a Board of Directors and/or Council of Delegates meeting. The Chairperson may, as a precaution, direct that papers be not circulated to a Board Director or a Council Delegate if, in the opinion of the Chairperson, there may be a conflict of interest or duty for the Board Director or the Council Delegate. The Chairperson should immediately inform the Board Director or the Council Delegate involved of any such decision, and may, after consideration, reverse the decision. The Board Director or Council Delegate may inform a meeting of the Board of Directors and/or Council of Delegates of the Chairperson's decision and a determination of that meeting may overrule the Chairperson's decision.

Prior to or during a meeting in relation to an issue a Board Director or a Council Delegate should, if they feel they may have a personal conflict of interest or duty, other than a Council Delegate's duty to represent their Member Association, advise of their wish not to receive papers in relation to it, absent them self from discussion of it, and abstain from any vote on it. Advice of any such conflict of interest or duty is to be recorded in the meeting minutes. Notwithstanding the foregoing, it is open to Directors at a Board meeting or Delegates at a Council meeting to invite the Board Director or Council Delegate with a conflict or potential conflict of interest or duty to participate in their discussion if they feel that person's advice can better inform them on the issue.

The Chief Executive Officer shall maintain a register of declared interests of Board Directors.

Section 4- Meetings of the Board of Directors

4.1 Board of Directors Meetings

The Board of Directors shall meet as often as it deems necessary and any Director can convene a Meeting of the Board.

4.2 Notice and Business of Board of Directors Meetings

Notice of at least fourteen days is to be given to Directors of a meeting unless all agree to shorter notice. The agenda for a Board of Directors meeting is to be forwarded to each Director at least seven days prior to a meeting.

4.3 Quorum

The participation of three Directors constitutes a quorum for a meeting but any such meeting is to be terminated immediately if a quorum ceases to be present.

4.4 Proceedings

The Chairperson shall chair all meetings of the Board of Directors, or if that person is absent or unwilling to chair the meeting the Delegates shall elect another Director.

Only Directors and the Chief Executive Officer are eligible to be present at meetings of the Board unless those Directors present at a meeting decide otherwise.

The Chief Executive Officer may present reports but has no right to participate in any debate of the Board or to vote in its proceedings.

Upon any question, resolution or other matter requiring resolution every Director has one vote and any issue in contention shall be determined by a simple majority of votes. Where votes are equal the issue in question shall be lost. A Director cannot be a proxy voter for an absent Director.

A Director should declare, in accordance with clause 34 of BAI's Constitution and the spirit of this Code, any conflict or potential conflict of interest or duty, and absent them self from any discussion by leaving the meeting and not voting on the matter under consideration.

Declaration by a Director of any conflict of interest or duty is to be recorded by the Chief Executive Officer in the meeting minutes and in the Register of Declared Interests.

However, the Directors may invite the Board Director with a conflict or potential conflict of interest or duty to participate in their discussion if they feel that person's advice can better inform them on the issue.

Directors acknowledge that working to a consensus on an issue may not lead to the best decision and outcome regarding it.

4.5 Minutes

The Chief Executive Officer is to attend all Board of Directors meetings.

The Chief Executive Officer's duties at such a meeting shall include taking of the minutes of the meeting.

Minutes of all meetings are to record all present and are to be a true and balanced reflection of the discussion and decision of the meeting.

Minutes of Board of Directors meetings are to be forwarded to Directors within ten business days of the meeting

Section 5 Annual and General Meetings of the Council of Delegates

5.1 Council of Delegates Annual Meeting and General Meeting

An Annual Council of Delegates Meeting will be held each year between the months of September and November inclusive, on a date and at a venue to be determined by the Board of Directors.

The business to be considered at an Annual Meeting will be that permitted under clause 22 of BAI's Constitution.

The Board of Directors may convene a General Meeting of the Council of Delegates whenever it thinks fit but shall convene a meeting within 30 days upon being requested in writing to do so by 50% or more of BAI's Member Associations.

No business other than that stated on the notice of business for a meeting shall be transacted at any Annual or General Council of Delegates Meeting.

5.2 Notice and Business of Council of Delegates Meetings

Notice of at least 30 days is to be given to Delegates of an Annual or General Council Meeting, any proposed motions for the meeting are to be lodged in writing with the Chief Executive Officer at least 30 days before the meeting, and Delegates are to receive at least 21 days written notice of the business to be transacted at the meeting as specified in clause 21 of BAI's Constitution.

5.3 Meeting Papers for Council of Delegates Meetings

Meeting papers for Council of Delegates meetings should be structured to provide a clear summary of any recommendation, the major issues involved, the ramifications of potential decisions, and the background to the issue.

Council Delegates have a right to all information regarding any subject before them for consideration.

5.4 Quorum

A quorum for any Council of Delegates meeting shall be a simple majority of Member Associations Delegates to the Council and any such meeting is to be terminated immediately if a quorum ceases to be present.

5.5 Proceedings

The Chairperson shall chair all meetings of the Council of Delegates, or if that person is absent or unwilling to chair the meeting the Delegates shall elect another Director.

Only Delegates of the Council, Directors of the Board, and the Chief Executive Officer are eligible to be present at meetings of the Council unless those Delegates present at a meeting decide otherwise.

The Chairperson, the other Board Directors, and the Chief Executive Officer may present reports but have no right to participate in any debate of the Council or to vote in its proceedings.

Upon any question, resolution or any other matter requiring resolution every Council Delegate is to represent their respective Member Association and has one vote. In the absence of a Member Association's Council Delegate that Member Association can appoint an Alternate Delegate who shall be allowed to vote but another Member Association Council Delegate cannot be a proxy voter for a fellow Member Association Delegate.

Upon any question, resolution or other matter requiring resolution every Delegate has one vote and any issue in contention shall be determined by a simple majority of votes. Where votes are equal the issue in question shall be lost.

Council Delegates acknowledge that working to a consensus on an issue may not lead to the best decision and outcome regarding it.

5.6 Minutes

The Chief Executive Officer is to attend all Council of Delegates meetings.

The Chief Executive Officer's duties at such a meeting shall include taking of the minutes of the meeting.

Minutes of all meetings are to record all present and are to be a true and balanced reflection of the discussion and decision of the meeting.

Minutes of Council of Delegates meetings are to be forwarded to Delegates within ten business days of the meeting.

Section 6- Management

6.1 Annual Report

There will be an annual report of BAI activities including financial statements prepared by the Board of Directors.

The annual report shall be presented to Council Delegates present at the Annual Council Meeting and forwarded to BAI's Member Associations from the first business day following the Annual Council Meeting.

6.2 External Audit

The Board of Directors will prepare BAI's financial statements for each year ended 30th June and will present them at the Annual Council of Delegates Meeting. The financial statements upon presentation are to be accompanied by an auditor's report on them prepared in accordance with applicable Australian Accounting Standards and other mandatory professional reporting requirements and, also, any other document required under the Associations Incorporation Act (ACT) and any other Act applicable.

6.3 Audit sub-committee

The Board of Directors will establish an Audit committee, chaired by the Director- Finance, with responsibility to -

- perform an internal audit function,
- monitor whether BAI is operating according to its planned budget,
- monitor all financial transactions of BAI's bank accounts and investments,
- assess the adequacy, effectiveness and efficiency of BAI's financial systems and controls,
- assist the Director- Finance in the performance of his/her duties, and
- report through the Director- Finance to every meeting of the Board of Directors on its activities and opinions, and make recommendations it considers appropriate.

The Audit sub-committee will meet at least bi-monthly.

6.4 Purchases and Commitments

BAI, as a risk management strategy, will require-

- all cheques to be signed by two Directors or one Director and the Chief Executive Officer as designated by the Board of Directors,
- all contracts to be signed by two Directors or one Director and the Chief Executive Officer as designated by the Board of Directors ,
- contracts, purchases, commitments, and bank account and investment withdrawals or transfers over \$2,000 to require the prior approval of the Board of Directors,
- purchases and commitments over \$2,000 to require written quotes from at least three sources,
- all expenditure to be within budget allocations approved by the Board of Directors, and
- all correspondence making commitments on behalf of BAI to be signed by the Chairperson or the Chief Executive Officer.

6.5 Program Implementation and Performance

BAI will regularly review its program implementation and performance and strive for improvement through-

- the Board of Directors reviewing annually the performance of the Board, Standing Committees and any other committee, the effectiveness of delegated roles, the servicing of Council Delegates and the conducting of Council meetings. The Chief Executive Officer will be given the opportunity to advise how the Board of Directors, the Council of Delegates, the Standing Committees and any other committees can be of improved assistance to BAI,
- six monthly the Chief Executive Officer will be given feedback by the Board of Directors of his/her performance against previously mutually agreed Key Result Areas through the use of previously mutually agreed measurements and expectations of performance including the exercise of vision and judgment, the provision of good quality advice, program development and implementation, administration, human resource management, and representation of BAI to stakeholders and the public,
- six monthly any other employees will each be given feedback by the Chief Executive Officer of their performance and advice as to how they can be of improved assistance to BAI,

- where possible Board Directors, Council Delegates, the Chief Executive Officer and other employees will be given the opportunity through attendance at meetings, seminars and other training, to improve their knowledge and skills, and thereby their value to BAI,
- at each meeting of the Board of Directors and Council of Delegates there will be assessment of the organisation's financial state and program implementation against timetable and budget, and
- through objective evaluation of the success in implementation of the previous year's Operational Plan and a re-assessment of BAI's objectives and priorities, the Board of Directors annually will develop a BAI three year fully costed Operational Plan for consideration of ratification by the Council of Delegates.