



Australian Eight Ball Federation Limited (AEBF)

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Australian Eight Ball Federation Ltd

BOARD CHARTER

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THE FEDERATION

The Australian Eight Ball Federation Limited is a Company limited by guarantee which was incorporated on 6th May 2024.

Its registered address is at Unit 105, Floor 1, 309 Pitt Street, Sydney NSW 2001

Key Objectives

The Federation has determined that its key objectives are:

- to conduct, encourage, promote, advance, control and manage all levels of Eight Ball in Australia interdependently with Members and others; and
- to encourage the provision and development of Eight Ball Pool and to maintain standards, quality, reputation and inclusiveness for the collective and mutual benefits for all members in Eight Ball Australia.

The Board

The Board is elected pursuant to the Federations Constitution & By-Laws.

The Role of the Board

The first and primary duty of the Board is to ensure that the Federations fundamental principles embodied in its Key Values and Ethos are carried out and implemented.

The Constitution clearly states that the Board of Directors or “**Board**” of the Federation has the ultimate responsibility for all matters relating to the running of the Federation.

The Board’s role is to govern the Federation and not to be involved in its day-to day management. It is senior management’s role to manage the Federation in accordance with the strategic goals set by the Board and under its direction.

The Board is responsible for and should determine all matters relating to policy and practice. It has overall responsibility to ensure that the Federation is well-managed and that its operations are successful. It must do all things necessary to ensure that the Federation meets its objects as set out in the Federation’s Constitution.

Without limiting the generality of the Board’s role, its Chief Executive Officer functions in relation to the Federation are to:

- Set goals and provide strategic direction;
- Act as an interface between the Federation and various members of the Federation’s constituency, namely the members and its’ affiliates;
- Appoint the Chief Executive Officer (“Chief Executive Officer”);
- Determine policies governing the operations;
- Approve the annual budget and any long-term budget;



- Approve material expenditure outside the budget;
- Approve all items of capital expenditure in excess of \$5,000.00
- Conduct an annual review of the Board's own performance.
- Conduct an annual review of the Federation in meeting its objectives;
- Review the performance of the Chair and Chief Executive Officer;
- Establish and oversee the powers and functions of Board sub-committees such as the Development Committee and any other sub-committees established, such as but not limited to working advocacy groups for disability, indigenous and LGBTQI+ communities.

BOARD STRUCTURE

Size

The Federation's Constitution requires that there be not less than 5 Board Members.

Independence

An independent member is one who is not involved in material contracts with the Federation and is not an adviser to the Federation for fees or some benefit.

Skills

The skills and experience required by the Board are in the areas of:

- Accounting and finance;
- Business;
- Governance and risk management;
- Community interest;
- Education;
- Legal;
- Pastoral Care;
- Media and promotion;
- Information Technology;

Term Of Office

Under the Federation's Constitution Board Members are appointed for a term of two years.

Casual Vacancies

If a casual vacancy occurs during the year, the Board in filling that casual vacancy should endeavour to ensure that the current skills represented on the Board are assessed so that the new appointee has skills that will complement other board member skills.



Board Members' Appointment

Each Board Member will receive a 'Board Member's Kit' and a letter of appointment which will include matters of importance to the Federation.

Board Members' Code of Conduct

Board Members are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

Board Members will ensure that in fulfilling their duties they:

- act for the benefit of the Federation;
- act with skill, care and diligence;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- do not allow personal interests to conflict with those of the Federation;
- do not allow the interests of their associates to conflict with those of the Federation;
- do not engage in conduct likely to discredit the Federation;
- do not make improper use of information gained as a Board Member;
- fulfil their fiduciary duty to the Federation;
- give of their expertise generously to the Federation;
- make appropriate enquiries to ensure the Federation is operating efficiently and legally to achieve its goals;
- undertake diligent analysis of all proposals placed before the Board; and
- use the powers of their office for proper and ethical purpose.

The role of the Chair

The Chair plays a key role in the Federation. The Chair is considered the captain of the team and should use skills and leadership abilities to ensure that the Board is an effective Board observing sound governance principles.

The Chief Executive Officer

The Chief Executive Officer is appointed by the Board. The Chief Executive Officer is responsible for the ongoing management of the Federation in accordance with the strategy, policies and programs approved by the Board. He/she shall manage the Federation to achieve the goals agreed and endorsed by the Board at all times having regard to the key objectives and Federation ethos.



BOARD MEETINGS

MEETINGS, AGENDAS AND BOARD PAPERS.

The Board meetings and agenda are fundamental to good governance. The Chief Executive Officer must attend all Board meetings except where as part of its role, the Board meets to discuss the performance of the Chief Executive Officer. The meeting is critical as it is the main opportunity for Board Members to:

- obtain and exchange information with the Chief Executive Officer and other management who may be present;
- obtain and exchange information with each other; and
- make decisions.

The agenda is important as it shapes the information flow and subsequent discussion.

Board papers should be presented to the Board Members in good time and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

BOARD PROCESS

Board Members will act in a manner to enable the conduct of meetings to be informed, productive and result-oriented. To this end they will:

- accord other Board Members and their views respect;
- act in a business-like manner;
- act in accordance with the Constitution;
- raise and address issues in a confident and firm, yet friendly manner;
- minimize chatter and irrelevant remarks;
- refrain from interruption or interjection; and
- use good judgment, common sense and tact when discussing issues.

MEETING FREQUENCY AND TIME

The Board will meet at least twice per year. The Chair and Chief Executive Officer should present a calendar of Board meeting dates for each year in January of such year. In so far as possible all meetings should be physical meetings. It may, however, be necessary to meet electronically or pass resolutions by circular resolution if this is permitted under the Constitution.

Meetings will generally commence at 10:00am and conclude at 4:00pm.



REPORTS

If any of the sub-Committees have met since the last Board meeting, the minutes of such Committee meeting should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which such Committee wishes the Board to consider these should be contained in a Report for consideration by the Board.

MINUTES

Minutes should be circulated within a reasonable time frame of the Board meeting for consideration by the Board Members and must be approved at the next Board meeting.

BOARD MEMBERS' PROTECTION

As a general rule, a Board Member is entitled to information relevant to the Federation and is to be protected against the specific risks of being a Board Member.

PROTOCOL FOR SEEKING INFORMATION

When seeking information a Board Member should follow this protocol:

1. In the first instance request the Chief Executive Officer to provide the information;
2. If the information is not forthcoming, approach the Chair;
3. If it is still not forthcoming write a letter to all Board Members and the Chief Executive Officer detailing the information required and the purpose for seeking the information.

ACCESS TO BOARD PAPERS

The complete set of Board papers of the Federation is held by the Federation Secretary on behalf of each Board Member (individually) for a period of at least seven years from the time that member ceases to serve on the Board. In the event of any legal action, investigation or enquiry by a regulatory authority, each Board Member is entitled to access the papers and any other relevant records of the Federation for the period during which they were Board Member even if they have ceased to be a Board Member.

If the Federation is an incorporated entity the Federation:

- will execute a Deed of Access, Indemnity and Insurance in favour of each Board Member individually;
- will indemnify the Board Members to the full extent permitted by law and, in particular, subject to the *Corporations Act*;
- will maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance for a period of seven years from the date on which each Director ceases to be a Director.



SPECIALIST ADVICE

The Federation will reimburse a Board Member for independent specialist advice which the Board Member obtains relating to his/her duties and obligations as a Board Member on the following basis:

- The Federation has not already received specialist advice on the point on which the Board Member wishes to seek advice or has not made such advice available to the Board Member or advised the Board Member accordingly;
- The Board Member first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the Board.

Board and Chief Executive Officer Evaluation

It is the Federation's policy to foster the development of each Board Member and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best practice governance and delivering the performance of an effective Board.

It is also the Federation's policy to measure the Chief Executive Officer's performance against Key Performance Indicators agreed between the Chief Executive Officer and the Board each year.

Compliance

- Risk Management covering all areas of operation, including Occupational Health and Safety, privacy, physical and psychological injury, security, etc.
- Delegations to the Chair, Board Members, Chief Executive Officer or senior Federation team.
- Insurance.
- Performance management for the Board and Chief Executive Officer.

Changes or New Policies and Processes

Any changes to, or introduction of new policies or processes of the Board shall be incorporated into this Governance Charter.