



Tenpin Bowling Australia Limited

Industry Committee Charter

Purpose

The Industry Committee (the **Committee**) appointed by the Board of Tenpin Bowling Australia (TBA) has a role to ensure a strategic relationship and connection is maintained and strengthened between industry and the sport.

Industry is defined as the bowling centre proprietor business and registered TBA bowling centres. Currently two bodies represent the collective interests of the industry: Zone Bowling and the Independent Bowling Centres Australia (IBCA). Both bodies will be formally recognised within the committee membership structure.

The Committee assists the Board in fulfilling its oversight responsibilities relating to:

- Industry Insights and Engagement
- Membership and League participation

The duties and responsibilities of the Committee are set out in **Appendix A**. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this charter to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- select, engage, and approve fees within the delegated authority set by the Board for any professional advisers that the Committee may require to carry out its duties;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees and information it considers relevant to its responsibilities under this charter.

Membership

The Committee shall comprise at least four, and not more than seven, members, two of whom will be non-executive directors appointed by the Board. At least one member of the Committee shall be an independent individual who shall be approved by the board.

The positions within the committee are summarised below:

- Two (2) TBA Directors



- Minimum one (1) and up to two (2) Independent Bowling Proprietors
- Minimum one (1) and up to two (2) Zone Bowling representatives
- One (1) independent member

Committee member rotation is encouraged. TBA may provide a Committee Secretary, if requested by the Committee. A conflict of interest register will be maintained.

Chairperson

The Board shall appoint one of the Committee members to be the Committee Chairperson. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

Meetings

The Committee should meet at least 6 times per year and participants may attend by video conference and/or teleconference. The Committee Chairperson or any Committee Member may call a meeting of the Committee. Committee Members shall declare any conflict of interest before the commencement of each meeting.

Meeting Attendance

Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights. A standing invitation shall be issued to the CEO.

Quorum and Voting

A quorum of the Committee is constituted where at least 2 board members of TBA are present.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

TBA Directors will not vote on matters at the committee level as any endorsement from this committee will go to the Board for decision.

Minutes

The Committee Secretary or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

Conflicts of Interest



Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

Reviews

The Committee will review at least annually this Committee charter and recommend to the Board for approval any appropriate amendments.

The Board will at least annually review the performance of the Committee.

Reporting

The Committee will provide minutes to the board subsequent to each Committee meeting.

Appendix A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

Industry Insights & Engagement

- 1.1. Establish a framework for TBA's engagement with industry
- 1.2. Provide evidence and feedback on emerging strategic themes from the industry and their importance to TBA
- 1.3. Advise from time to time on the appropriate implementation of strategy
- 1.4. Review and provide feedback on the performance measures from within the industry
- 1.5. Provide input to TBA on Industry support activities

Membership & Leagues

- 1.6. Review membership and league initiatives of significance and that require TBA Board approval, such as the membership fee structure and the competition management system
- 1.7. Advise the Board on industry requirements to support the delivery of the strategy
- 1.8. Support key projects assigned by the TBA Board that require industry input and engagement

Board requests

Perform any other duty or undertaking that the Board may request from time to time.

Reporting



The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.