

# Governance Charter

Western Australian Cricket Association Incorporated

Documentary Integrity Control			
Action	Date of Board Resolution	Effective Date	Authorised by
Adoption of this Charter	8 September 2015	8 September 2015	WACA Board
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(\*) to be completed as the Charter may be amended or varied from time to time.

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## Defined terms used in this Charter

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Where used in this Charter the following terms have the following meaning ascribed to them:

“**Appendix**” means an appendix to this Charter;

“**Board**” means the board or committee of management (howsoever described) of the organisation;

“**Charter**” means this governance charter as adopted by the Board, as it may be varied from time to time by resolution of the Board and including the Appendices to it;

“**CEO**” means the chief executive officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function;

“**CFO**” means the chief financial officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function;

“**Chair**” means the chair of the Board;

“**Committee**” means a committee of the Board;

“**Constitution**” means the constitution of the Organisation and includes any By-laws or Rules under it;

“**Director**” means a director or Board member of the Organisation;

“**Ensure**” and “**Assure**”, and derivations of those words, when used in relation to the responsibilities or duties of a Director, the Chair, the Board, the CEO, CFO, company secretary or other officer of the Organisation, means to take all reasonable steps and make all reasonable and appropriate enquiries within the person’s scope of authority and within the resources reasonably available to the person, so that the stated matter which is to be “ensured” or “assured” might reasonably be expected to be appropriately addressed, or done or not done, as the context requires;

“**Independence**” has the meaning given in paragraph 2.2(e) of this Charter;

“**Member**” means a member of the Organisation who is then entitled to fully exercise all rights attaching to their membership;

“**Non-executive**” refers to a board member who is not also an employee of the Organisation;

“**Organisation**” means Western Australia Cricket Association Incorporated;

“**President**” means the President of the Organisation in accordance with the Constitution (as applicable);

“**Secretary**” means the secretary of the Organisation or the person within the Organisation who effectively fulfils that function;

“**Section**” means a section of this Charter.

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## **1 Introduction**

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- 1.1 This Charter is designed as an overarching statement of policy:
- to prescribe a range of governance principles and practices to apply to the Organisation;
  - pursuant to which discrete instruments relating to governance within the Organisation can be generated and incorporated as appendices to this Charter; and
  - to set forth certain protocols relating to the functions, responsibilities and behaviour of relevant personnel within the Organisation.
- 1.2 However in the event of any conflict between the provisions of this Charter and the Organisation's Constitution, the Constitution will prevail.
- 1.3 The Organisation is committed to implementing high standards of governance. In determining what those high standards should involve, amongst other relevant governance guidelines and principles, the Organisation has had regard to standards generally endorsed for like organisations by the Australian Institute of Company Directors.
- 1.4 This Charter is intended to operate by way of a series of Sections and/or Appendices which may be added to or varied from time to time, the totality of which comprise this Charter.
- 1.5 An up to date copy of this Charter is to be:
- (a) kept with the Organisation's corporate secretarial records;
  - (b) made available to each Director and senior executive for reference purposes; and
  - (c) disclosed on the Organisation's web-site under a "Governance" section.
- 1.6 It is also contemplated that copies of relevant Sections and Appendices to this Charter will be the subject of specific communication and education to relevant personnel of the Organisation to assist them in meeting the Organisation's expectations of them.
- 1.7 The Organisation accepts that merely by the Board adopting this Charter, of itself does not ensure the actual or cultural compliance within the Organisation of the principles and policies espoused by this Charter.
- 1.8 It is the Board's commitment to work towards the principles and policies in this Charter becoming a practical and cultural reality for the Organisation in all respects.
- 1.9 This Charter has been adopted by resolution of the Board of the Organisation on the date appearing in the table at the commencement to this Charter, effective from the date also there appearing. It can only be amended or varied by resolution of the Board.

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## 2 Board Charter

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### 2.1 Responsibilities of the Board and Management

(a) Board Responsibility

The Board has leadership responsibility for the overall management and strategic direction of the Organisation and for delivering accountable organisational performance in accordance with the Organisation's goals and objectives. In performing its role, the specific responsibilities reserved to the board include:

- providing strategic direction to the Organisation and deciding upon the Organisation's strategies and objectives in conjunction with the CEO;
- monitoring the strategic direction of the Organisation and the attainment of its strategies and objectives in conjunction with the executive;
- monitoring the operational and financial position and performance of the Organisation generally;
- driving outcomes consistent with the Organisation's goals and objectives;
- assuring a prudential and ethical base to the Organisation's conduct and activities having regard to the relevant interests of its stakeholders;
- assuring the principal risks faced by the Organisation are identified and overseeing that appropriate control and monitoring systems are in place to manage and mitigate these risks;
- reviewing and approving the Organisation's internal compliance and control systems and codes of conduct;
- assuring that the Organisation's financial and other reporting mechanisms are designed to result in adequate, accurate and timely information being provided to the Board;
- appointing and, where appropriate, removing the CEO, monitoring other executive appointments, and planning for executive succession;
- overseeing and evaluating the performance of the CEO, and through the CEO, receiving reports on the performance of other executives in the context of the Organisation's strategies and objectives and their attainment;
- reviewing and approving the CEO's, and in conjunction with the CEO other executive, remuneration;
- approving the Organisation's budgets and business plans and monitoring major capital expenditures, acquisitions and divestitures, and capital management generally;

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- ensuring that the Organisation's financial results are appropriately and accurately reported on in a timely manner in accordance with regulatory requirements;
  - as part of its oversight and monitoring function, overseeing that the Organisation's governance systems and processes are designed and applied to assure compliance with all relevant laws, governmental regulations and accounting standards;
  - ensuring that the Organisation's affairs are conducted with prudential governance transparency and accountability;
  - overseeing the design and implementation of appropriate and effective policies, processes and codes of conduct for the Organisation (including with respect to ethics, values, conduct, employment, remuneration, diversity and otherwise) as well as monitoring and reviewing those policies, processes and codes of conduct from time to time;
  - ensuring sound Board succession planning including strategies to assure the Board is comprised of individuals who are able to discharge the responsibilities of Directors of the Organisation;
  - overseeing member engagement, reporting and information flows.

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(b) Management Responsibility - Authority Delegated to Senior Executive Management and Delegated Authority Matrix

- (i) The Board has delegated to the CEO (for sub-delegation as appropriate to his/her senior executive and management team), authority over the management, operations and day to day affairs of the Organisation within delegated authority parameters set from time to time by the Board.
- (ii) This delegation of authority includes responsibility for:
- developing business plans, budgets and strategies for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
  - ensuring the Organisation's operations, and the actions of its officers, are within the parameters set by the Board from time to time and that the Board is kept informed of material developments in the Organisation's affairs, operations and business;
  - where proposed transactions, commitments or arrangements exceed threshold parameters set by the Board, referring the matter to the Board for its consideration and approval;
  - identifying and managing operational and strategic risks for the Organisation and, where those risks could have a material impact on the Organisation, formulating strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the Board;
  - managing the Organisation's financial and other reporting mechanisms, and control and monitoring systems, to ensure that these mechanisms and systems capture all relevant material information on a timely basis, are functioning effectively and are founded on a sound basis of prudential risk management;
  - ensuring that the Board is provided with sufficient accurate information on a timely basis in regard to the Organisation, its operations and affairs, and in particular with respect to the Organisation's performance, financial condition, operations and prospects, to reasonably position the Board to fulfil its governance responsibilities; and
  - implementing the policies, processes and codes of conduct approved by the Board and facilitating the monitoring and reviewing of, and reporting against, those policies, processes and codes of conduct.
- (iii) The scope of the CEO's role, authority and responsibilities is more particularly set out in Appendix "K" to this Charter which should be incorporated into the CEO's formal job description in his/her employment contract (or letter of appointment) with the Organisation.
- (iv) The CEO will propose from time to time for consideration and adoption (as applicable) by the Board, a Delegated Authority Matrix (or similar instrument) specifying the levels of delegated authority applicable at Board, Director, CEO, Company Secretary, Executive and other management levels (as appropriate).



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## 2.2 Board Members

### (a) Appointment

- (i) Members of the Board are appointed in the terms of the Organisation's Constitution.
- (ii) Although the election of the majority of Board members is substantially the province of the members in general meeting, within the scope of its Constitution, the Organisation commits to the following principles:
  - (A) The Board comprises at least a majority of independent non-executive directors who:
    - are members of the Organisation;
    - can challenge and hold management to account;
    - represent and act in the best interests of the Organisation;
    - are accountable to the Organisation's members as a whole.
  - (B) The Board is of sufficient size so that the requirements of its responsibilities can be met, and changes to the composition of the Board and its Committees can be managed, without undue disruption.
  - (C) The Board is not so large as to be unwieldy.
  - (D) The Board comprises Directors with a blend of skills, experience and attributes appropriate for the Organisation, its strategies and its operations.
  - (E) The principal criterion for the appointment of new Directors is their ability to add value to the Organisation, its objectives and its operations.
  - (F) The Board respects and values the benefit of diversity (including skills, experience, perspective, gender, culture, age and otherwise) in order to enhance the probability of achievement of the Organisation's objectives.
  - (G) All Board members respect the role of the Nominations and Remuneration Committee (refer Appendix E) with respect to Board succession planning.
- (iii) The Board (including via the Nominations and Remuneration Committee) should undertake appropriate checks (e.g as to character, experience, education, criminal and bankruptcy history) before appointing a prospective Board member or putting him/her forward for candidacy for election or appointment.
- (iv) The Board should provide its members with all "material information" in its possession relevant to a decision as to whether or not to elect or re-elect a Board member. "Material information" includes but is not limited to:
  - biographical details (including relevant qualifications, skills and experience);
  - any other material directorship currently held by the person;
  - a statement as to the skills and experience base the Board may be seeking within its membership;

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- a statement whether the Board considers the person qualifies as an “independent non-executive director”;
  - for candidates standing for election for the first time:
    - any material adverse information revealed by the checks under 2.2(a)(iii) above;
    - any prospective conflict of interest or material circumstances that may influence or impact upon the person’s capacity to bring independent judgement and act in the best interests of the Organisation generally;
  - for directors standing for re-election:
    - the term of office currently served by the director;
    - any other material information likely to be relevant to the members’ decision.
- (v) The candidate for appointment/election/re-election as a director should provide the Nominations and Remuneration Committee with:
- all requisite information referred to in (iv) above requested of the candidate by or on behalf of the Board;
  - a consent for the Organisation to conduct background checks referred to in (iii) above;
  - details of his/her other commitments that may impact upon the candidate’s responsibilities as a Board member;
  - an acknowledgement that he/she has sufficient time available to commit to the Organisation and fulfil his/her responsibilities as a Board member.
- (b) Remuneration
- Appendix P sets out the Organisation’s remuneration policy for Board members.
- (c) Agreement by Board Members
- (i) Upon or prior to their anticipated appointment, Board members are to be issued a formal letter of appointment (for signing and acceptance by them at the time of their appointment) covering matters such as those set out in Appendix N.
- (ii) By accepting appointment to office, the Board member agrees to subscribe to and be bound by the Constitution and this Charter including its Appendices.
- (d) Access and Indemnity Deed and D&O Insurance
- (i) The Organisation will execute with each Board member a deed of access and indemnity in such reasonable industry accepted form settled by the Organisation’s lawyers and/or approved from time to time by the Board.
- (ii) The Organisation will arrange for the benefit of each Board member, subject to cover availability at commercially acceptable premiums to the reasonable satisfaction of the Board, a policy of directors’ and officers’ insurance in such reasonable industry accepted form approved by the Board having regard to advice taken from the Organisation’s insurance brokers and/or lawyers (if and as applicable).

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(e) Board Member “Independence”

- (i) An independent Board member operates independently of executive management and free of any business or other relationship (personal, business or otherwise) that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment.
- (ii) Independent Board members accordingly assist in ensuring that the Board and the Organisation operate in the best interests of the Organisation having regard to the goals and objectives of the Organisation.
- (iii) The assessment of whether a Board member is independent is a matter of judgement for the Board as a whole and includes concepts of materiality.
- (iv) All Board members are required to disclose to the Board and the Governance Committee (via the Organisation’s Secretary) any interest, position, association, relationship or information (and any changes thereof) which may be relevant or material to that assessment.
- (v) The Chair, and at least a majority of Directors, should be independent, unless special circumstances exist, are disclosed and are approved of by the Board as an exception to this requirement.
- (vi) The Organisation will disclose on its website:
  - the names of its Board members considered by the Board to be “independent”;
  - the length of service of each Board member;
  - if the Board determines that a Board member’s previously assessed and disclosed “independence” has changed.

(f) Independent Professional Advice

A Board member is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Organisation’s expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out below:

- (i) the Board member must seek the prior approval of the Chair (or Deputy Chair as appropriate having regard to the relevant circumstances);
- (ii) in seeking such prior approval, the Board member must provide details of:
  - the nature of and reasons for the independent professional advice to be sought;
  - the likely cost of obtaining the independent professional advice; and
  - details of the independent adviser the Board member proposes to instruct.
- (iii) the approval of the Chair (or Deputy Chair as appropriate) must not be unreasonably withheld.

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## 2.3 Board members and Executive Officers – Policy Requirements

- (a) Generally – Codes of Conduct and Policies
  - (i) The Organisation has adopted and Board members, officers and executives (as applicable) shall comply with and abide by the Board Members' and Executives' Code of Conduct set out in Appendix H to this Charter. This code of conduct is in addition to and in augmentation of the Organisation's Code of Conduct/Values set out in Appendix J.
  - (ii) Board members, officers and executives shall also abide by such other policies, codes and protocols as may be adopted from time to time in the terms of section 2.9 of this Charter and are expected to take a leadership role in their compliance and enforcement.
- (b) Performance Enhancement and Evaluation
  - (i) Enhancement:
    - (A) The Organisation commits to providing induction programs for new Board members and senior executives as well as providing opportunities for the continuing professional development of existing Board members and executives to equip them to better serve the Organisation.
    - (B) Appendix O sets forth the Organisation's Board and Management Performance Enhancement Policy.
  - (ii) Evaluation and Review
    - (A) The performance of the Board (as a whole), each Board Committee, Board members (individually) and each senior executive will be periodically reviewed, desirably annually or thereabouts and at other times as decided upon by the Board, against measurable and qualitative benchmarks as may reasonably be determined from time to time by the Board having regard to generally accepted governance standards.
    - (B) This task is delegated by the Board to the Governance Committee. Appendix O (Attachment 2) sets forth the Group's Board evaluation policy.
    - (C) Appendix O (Attachment 3) sets forth the Group's Senior Executive evaluation policy.

## 2.4 Board Meetings

- (a) Generally

This section 2.4 is not exhaustive as to matters relevant to the holding and operations of Board meetings. Reference may also need to be had to the Constitution, the legislation under which the Organisation is constituted and general law rules which may be relevant to the conduct of meetings generally.
- (b) Procedures
  - (i) As far as possible, agendas and supporting papers shall be despatched a reasonable period in advance of the meeting.
  - (ii) A meeting may be cancelled by the Chair (or acting chair) if he/she reasonably considers there is insufficient business to warrant holding a meeting or if a quorum is unlikely to be present.
  - (iii) Subject to the Constitution, a quorum shall comprise the greater in number of 2 Board members and 50% of the Board.

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(c) Frequency

Subject to the Constitution, the Board should meet at least 6 times per annum, and as as often as is necessary to effectively and efficiently fulfil its functions and discharge its responsibilities.

(d) Voting

Although the preferred method of decision making is by consensus resolve, and subject to any overriding provision in the Constitution, if a formal vote is required:

- (i) each member of the Board including the Chair shall have one vote.
- (ii) in the case of an equality of voting, the Chair shall have a casting vote in addition to his/her deliberative vote (except where there are only 2 Directors entitled to vote on the resolution before the meeting).

(e) Minutes

- (i) Draft minutes of each Board meeting shall be recorded, initially settled by the meeting chair and distributed to each member of the Board in a prompt and timely manner after each Board meeting.
- (ii) The minutes of each meeting shall be submitted to the next succeeding meeting of the Board for their formal approval by the Board and their signing by the meeting chair as a fair and correct record of proceedings.
- (iii) The minutes shall be entered into the Organisation's secretarial records within such time periods as may be prescribed by statute or regulation and in any event within one month of the meeting.

(f) Venue and Time

- (i) Meetings should be held at such place and time as is reasonably considered appropriate by the Chair to meet the needs of the Organisation.
- (ii) Subject to (i), the Chair will endeavour to meet the reasonable convenience of the members of the Board (including having regard to each member's other commitments, be they business, domestic, personal or otherwise) in setting the meeting times and venues.

(g) Generally

- (i) Meetings of the Board shall be conducted in compliance with the Constitution and any legislative or regulatory requirement binding upon the Organisation and otherwise in accordance with generally accepted procedures for board meetings of like organisations.
- (ii) Subject to (i) and the other provisions of this Charter, the Chair shall determine the manner and process by which Board meetings shall be held.
- (iii) The Board should consider meeting periodically in "closed session" without executive Directors and executives present.

(h) Board Calendar

- (i) To assist the Board in ensuring timely discharge of its duties each year, the Board may from time to time adopt a planning calendar which should at least include on it each year reports on strategic governance issues of the general nature set forth in Appendix M.
- (ii) The planning calendar shall be developed by the Organisation's Secretary in consultation with the Chair and the CEO with an aim for it to be tabled and adopted by the first Board meeting each financial year.

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## 2.5 Board Committees

(a) Overall Board, Committee and key officer bearer structure

The Board, Committee and key officer bearer structure for the Organisation is set out in Appendix B to this Charter.

(b) Committee structure

(i) The Board has established the following standing Committees to assist the Board in the performance of its responsibilities:

- Governance Committee;
- Nominations and Remuneration Committee;
- Audit and Risk Committee;
- Special Projects Committee.

(ii) Other Committees may from time to time be established by the Board to deal with discrete functions or matters of special importance to the Organisation.

(iii) For efficiency of operations, where 2 Board Committees comprise the same members, such Committees may sit contemporaneously with one another discharging the functions and responsibilities of each Committee in parallel with one another, although in such cases discrete minutes for each Committee's deliberations within the scope of its terms of reference should be prepared.

(c) Committee terms of reference

(i) Each Committee has an approved charter and terms of reference under which authority is delegated by the Board. The charters and terms of reference for each standing Committee can be found in Appendices D, E, F & G to this Charter.

(ii) Proforma guidelines for the governance structure and procedural workings of each Committee (subject to the specific terms of reference and charter for each Committee) appears as Appendix C.

(iii) Generally, Committees have an advisory, reporting and recommending function only to the Board. The Board remains responsible for the exercise of power by the Committees, unless the Board has delegated deliberative and/or executive power to the Committee and the Board believes on reasonable grounds in good faith and after making proper enquiry:

- that the Committee would exercise the power in conformity with the duties imposed on the Board by legislation and the Constitution; and
- that the Committee is reliable and its members competent in relation to the power delegated.

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(d) Committee membership and operations

- (i) Committees are to be comprised of Board members (together with others, as appropriate, in the terms of the relevant Committee's charter) who desirably have relevant attributes, skills and experience having regard to the charter and functions of the Committee. Committees may invite others to attend their meetings at the discretion of the Committee chair and/or the Committee itself.
- (ii) Committees will meet as appropriate in the terms of their charters.
- (iii) Relevant business addressed at Committee meetings is to be summarised and reported (as reasonably practicable) to the Board at its next meeting after the Committee meeting with minutes of Committee meetings also being tabled as soon as they are reasonably available.

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## 2.6 Key Office Bearers

### (a) Chair

- (i) The Chair is responsible for leadership of the Board including;
  - facilitating proper information flow to the Board;
  - facilitating the effective functioning of the Board including managing the conduct, frequency and length of Board meetings;
  - communicating the views of the Board, in conjunction with the CEO, to the Organisation's members, broader stakeholders and to the public.
- (ii) In performing his/her role, the Chair's responsibilities also include:
  - in consultation with the CEO and Secretary:
    - setting the agenda for the matters to be considered by the Board;
    - seeking to ensure that the information provided to the Board is relevant, accurate, timely and sufficient to keep the Board appropriately informed of the performance of the Organisation and of any developments that may have a material impact on the Organisation or its performance;
    - seeking to ensure that communications with members, stakeholders and the public are accurate and effective;
  - seeking to ensure that the Board as a whole has the opportunity to maintain adequate understanding of the Organisation's financial position, strategic performance, operations and affairs generally and the opportunities and challenges facing the Organisation;
  - facilitating open and constructive communications amongst Board members and encouraging their contribution to Board deliberations;
  - overseeing and facilitating Board, Committee and Board member evaluation reviews and succession planning;
  - liaising and interfacing with the CEO as the primary contact between the Board and management; and
  - liaising with and counselling, as appropriate, Board members.
- (iii) Subject to the terms of the Constitution, the Chair is appointed by the Board from amongst its members and holds office at the discretion of the Board until removed from office by the Board or until the Chair resigns from office or is no longer a Board member.
- (iv) In the absence of the Chair, the Deputy Chair (if there is one appointed by the Board) or the senior independent Director, should assume the role that otherwise would be performed by the Chair if the Chair was not absent.
- (v) The Chair should be non-executive and "independent" and the roles of the Chair and the CEO should not be exercised by the same person, except in special circumstances approved of by the Board.

### (b) Deputy Chair (or senior independent Director if a deputy chair is not formally appointed)

- (i) The Deputy Chair (if one is appointed), or the senior independent Director if a deputy chair is not formally appointed, has the following responsibilities:
  - (A) To perform the role and functions of the Chair in the absence of the Chair for any reason.



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- (B) To be available to facilitate the following matters when and as appropriate and required:
- Chair succession planning;
  - approvals and actions required to be performed by the Chair under this Charter, or its policies, where the Chair actually or potentially may be compromised due to personal or other conflict of interest.
- (C) At the request of the Chair, to support the Chair in the performance of the role and function of the Chair.
- (ii) The provisions of paragraph 2.6(a)(iii) above apply to the Deputy Chair (if one is to be appointed) as if reference to “Chair” in that paragraph was reference to “Deputy Chair”.
- (iii) The Deputy Chair should be an independent non-executive Board member and should not also be the CEO.
- (c) President (and Vice President)
- (i) The President (and Vice President in the absence of the President) have the roles respectively ascribed to them in the Constitution.
- (ii) The President shall preside at and chair meetings of the Organisation’s members and shall represent the Organisation on ceremonial occasions.
- (iii) In the performance of those responsibilities the President will liaise with and have regard to advice from the Chair and the Secretary.
- (d) Secretary
- (i) The Secretary plays an important role in supporting the effectiveness of the governance of the Organisation and of the Board.
- (ii) The Secretary is directly accountable to the Board, through the Chair, on the matters in (v) below, irrespective of any other line management accountability to the CEO or other executive officers.
- (iii) Open and direct lines of communication are to be maintained between Board members and the Secretary (and vice versa);
- (iv) Subject to the Constitution, the appointment/removal of the Secretary is to be effected by a Board resolution.
- (v) The role and responsibilities of the Secretary include:
- advising the Board and its Committees on governance matters;
  - monitoring that Board and Committee policies and procedures are followed;
  - co-ordinating the timely completion and despatch of Board and Committee agendas, minutes and other papers;
  - ensuring accurate minutes of business at Board and Committee meetings are prepared and entered in the Organisation’s secretarial records in a timely manner;
  - helping to organise and facilitate Board member induction, professional development and evaluation/review procedures;
  - such functions and responsibilities that are prescribed by the Constitution, By-laws or elsewhere in this Charter;
  - such functions and responsibilities as the Board may from time to time require and notify the Secretary.

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- (e) CEO
- (i) The CEO is accountable to the Board and reports to the Chair.
  - (ii) The CEO will accept the responsibility, on behalf of management, of the authority delegated in the terms of section 2.1(b) of this Charter.
  - (iii) The CEO will enter into a formal employment or executive services agreement with the Organisation which will include:
    - a formal job description including position, duties and responsibilities including having regard to Appendix K;
    - remuneration arrangements having regard to Appendix P of this Charter;
    - term of tenure and how it may be terminated;
    - any termination entitlements;
    - performance review and evaluation arrangements (desirably at least annually);
    - such of the information set out in Appendix N for Board members (as may be applicable, especially if the CEO also is a Board member).
- (f) Executive Officers
- (i) Executives are accountable to the CEO and to the Board through the CEO.
  - (ii) Executives will enter into formal executive services agreements with the Organisation which will include:
    - a formal job description including position;
    - duties and responsibilities;
    - to whom they report;
    - remuneration arrangements;
    - term of tenure and how it may be terminated;
    - any termination entitlements;
    - performance review and evaluation arrangements (desirably at least annually);
    - such of the information set out in Appendix N for Board members (as may be applicable, especially if the executive also is a Board member).
  - (iii) Appendix P sets out the Organisation's remuneration policy for executives.

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## 2.7 Member Meetings

- (a) Member meetings shall be conducted in a manner that facilitates effective communication with the Organisation's membership base and allows reasonable opportunity for informed participation at such meetings by the Organisation's members.
- (b) Unless special circumstances otherwise dictate (as determined by the chair of the meeting and/or the Board), the Organisation's broader stakeholders may attend at member meetings but may only speak at such meetings if authority is expressly granted by the chair of the meeting.
- (c) The Board will require attendance of the Organisation's external auditor (if applicable) at the Organisation's annual general meeting to answer questions relevant to the conduct of the audit (or review as applicable) and the preparation and content of the auditor's report.
- (d) The Organisation, through the following processes, including communications as provided for in Section 2.8, encourages participation at meetings of members:
  - (i) through use of technology, as appropriate, especially in cases of large numbers of participants or if meetings are to be held in remote locations;
  - (ii) the opportunity for those who are unable to attend meetings and exercise their right to enquire about or comment on the Organisation's management, to provide questions or comments ahead of the relevant meeting for answer at the meeting (either verbally or in prepared transcript form).
- (e) The provisions of this paragraph 2.7 are subject to any overriding provision of the Constitution of the Organisation.

## 2.8 Communications with members and other stakeholders

The Organisation's policy with respect to communications with members and other stakeholders is set out in [Appendix R](#) to this Charter.

## 2.9 Policies Generally

- (a) Policy Framework
  - (i) The Organisation acknowledges the value of the adoption of policies to assist the Organisation and its people in conforming with codes of conduct, rules and standards set by the Organisation, and also to encourage consistency in the application of those codes of conduct, rules and standards by or on behalf of the Organisation.
  - (ii) The Organisation recognises that its policies may be grouped into 3 tiers:
    - those of a high level governance nature promulgated and "owned" by the Board ("Tier 1");
    - those developed by management but warranting Board endorsement having regard to the perceived importance of the Board's imprimatur to the relevant policy ("Tier 2")
    - those of an operational and administrative nature developed and "owned" by management ("Tier 3").
- (b) Tier 1 - Policies and Codes

The Organisation has currently adopted the following Tier 1 policies and codes to apply to the Organisation as a whole as well as the Board and the Organisation's executives and personnel generally:

  - (i) Board members and executives code of conduct set out in [Appendix H](#).

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- (ii) Conflict of Interest Protocol set out in [Appendix I](#).
  - (iii) Organisation Code of Conduct/Values set out in [Appendix J](#).
  - (iv) Risk Management Policy set out in [Appendix L](#).
  - (v) Board and Management Performance Enhancement Policy set out in [Appendix O](#).
  - (vi) Remuneration Policy set out in [Appendix P](#).
  - (vii) Diversity Policy set out in [Appendix R](#).
- (c) [New Tier 1 Policies](#)
- Where the Board adopts a new policy relating to the governance of the Organisation (or any part of it) it is to be included as an Appendix to this Charter and from that date will apply as if it formed part of this Charter.
- (d) [Policies Generally](#)
- (i) Management will work with the Board to assist in the development and adoption of policies consistent with this framework, which suite of policies should be appropriately catalogued and curated by management.
  - (ii) Copies of all policies of the Organisation should be readily accessible and available throughout the Organisation, subject only to extraordinary confidentiality constraints.

## 2.10 Financial Integrity

- (a) [External audit/review function](#)
- (i) The Organisation commits to the external audit or review (as applicable) of its books and affairs in accordance with its statutory obligations by the appointment of an independent external auditor.
  - (ii) In particular, the external auditor must be independent of and have no relevant material interest, associations or dealings (other than as auditor in the discharge of the duties associated with that appointment) with the Organisation or any Director or other officer of the Organisation.
  - (iii) Attachment 1 to [Appendix F](#) sets out the Organisation's policy as to external auditor appointment.
  - (iv) The external auditor is required to attend the Organisation's annual general meeting (refer Section 2.7(c) above).
- (b) [CEO and CFO Financial Reports Verification](#)
- Before the Board approves the Organisation's financial statements from time to time, the Board will require the CEO and the CFO (or their equivalents) to state in writing to the Board:
- (i) that in their opinion the Organisation's financial reports have been properly prepared and present a true and fair view of the Organisation's financial condition, performance and operational results and are in accordance with appropriate and relevant accounting standards;
  - (ii) that their opinion has been formed on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that the Organisation's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

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**2.11 Governance Disclosure**

The Organisation commits to compliance with any regulatory mandated disclosure requirements and to maintaining a current copy of this Charter on its website.

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## Appendix A

### Organisation's Constitution and By-laws

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#### Constitution of the Western Australian Cricket Association Incorporated

Current as at 8.30pm on 31 October 2012

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**1. NAME**

The name of the Association is the "Western Australian Cricket Association Incorporated".

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution, unless the context otherwise requires:

"**Act**" means the Associations Incorporation Act 1987 (WA);

"**Affiliation Agreement**" means an agreement between the Association and a body corporate, in such form as the Association may determine from time to time, which creates an affiliation between the body corporate and the Association;

"**Affiliated Association**" means those bodies corporate affiliated with the Association in accordance with Rule 11.1(a) including but not limited to Rule 11.1(b);

"**Annual General Meeting**" or "**AGM**" means the Annual General Meeting of the Association described in Rule 17;

"**Applicant**" means an applicant for Membership;

"**Association**" means the Western Australian Cricket Association Incorporated;

"**Association Secretary**" means a person appointed under Rule 16;

"**Board**" means the body of persons constituted pursuant to Rule 13;

"**Board member**" means a person described in Rule 13.1;

"**Body corporate**" includes any corporation, firm authority, incorporated or unincorporated association and instrumentality;

"**By-Law**" means rules, regulations and standing orders from time to time made by the Board pursuant to Rule 12.5 and which the Board resolves are By-Laws for the purposes of this Constitution;

"**Candidate**" means a person nominated for election to the Board and who has consented to be so nominated;

"**Chairman**" means the person described in Rule 13.7;

"**Chief Executive Officer**" or "**CEO**" means the person appointed by the Board from time to time pursuant to Rule 15;

"**Closing Time**" is defined in Rule 14.2;

"**Committee**" means a committee of the Board described in Rule 12.3;

"**Community Cricket Club**" means a cricket club (other than a District Cricket Club) that is a member of an Affiliated Association;

"**Competition**" means the competition between District Cricket Clubs that is recognised by the Association as the premier cricket competition in Western Australia;

"**Constitution**" means this Constitution;

"**Cricket Australia**" means the body formed by member States to administer interstate and international cricket in Australia;

"**District Cricket Club**" means a cricket club that is a member of the WA District Cricket Council (Inc.);

"**Entrance Fee**" means the fee payable by an Applicant;

"**Financial Year**" means each period of 12 months commencing on 1 July in each year;

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**"General Meeting"** means a meeting of the Association, other than an Annual General Meeting;

**"Ground"** means the sporting complex known as the **"WACA Ground"** at Nelson Crescent, East Perth being more particularly described as portion of Suburban lot 403 and being the whole of the land comprised in certificate of title volume 614 folio 154a registered in the name of the Association and **"Other Ground"** means any other ground or facility that may from time to time become vested in, purchased by, or leased to or otherwise held, controlled or used by the Association;

**"Meeting"** means a General Meeting or an Annual General Meeting;

**"Member"** means a member of the Association and **"Membership"** means the status of a Member under this Constitution;

**"Member's Identity"** means the means of identification issued under the authority of the Board to the Members described in Rule 10;

**"Members' Representative"** means a member of the Board referred to in Rule 13.4;

**"Membership By-Laws"** means the By-Laws described in Rule 6.2;

**"Membership Year"** means each period of 12 months commencing on 1 October in each year;

**"Returning Officer"** means the person described in Rule 14.2;

**"Rule"** means a rule in this Constitution;

**"Special Resolution"** means a resolution passed at a Meeting by at least three-quarters of the Members present and voting (either in person or by proxy) at that Meeting;

**"Statewide Game Development Committee"** means the management committee comprising a representative from each Affiliated Association, the Chief Executive Officer and such employees of the Association as determined by the Chief Executive Officer;

**"Subscription"** means the amount payable by a Member to renew his or her Membership for the next Membership Year, or part of a Membership Year;

**"WA District Cricket Council (Inc.)"** means the association of District Cricket Clubs, being the descendents of the original District Cricket Clubs who formed the Association in 1885, and is the organisation of representatives of District Cricket Clubs who have the responsibility for the establishment, development, organisation and promotion of the Competition in accordance with the Competition rules; and

**"WA District Cricket Council Constitution"** means the constitution of the WA District Cricket Council (Inc.) as amended from time to time.

## **2.2 Interpretation**

In this Constitution, unless the context otherwise requires:

- versa;
- (a) words importing the singular number shall include the plural number and vice versa;
  - (b) headings are for convenience only and do not affect interpretation of the Constitution; and
  - (c) references to the Act or to any provision of the Act shall include any modification or re-enactment of the Act or any provision substituted for and all regulations and statutory instruments issued under the Act or any such modification, re-enactment or provision.

## **3. OBJECTS AND POWERS**

### **3.1 Objects of the Association**

The objects of the Association are:

- 
- (a) To promote, develop and provide leadership of cricket in Western Australia, including:
    - (i) the management and promotion of the Competition of cricket matches between District Cricket Clubs and the management and promotion of international, interstate and other representative cricket matches played in Western Australia, whether at the Ground or elsewhere;
    - (ii) the provision of leadership to, and encouragement of, relationships with Affiliated Associations, District Cricket Clubs and all other persons, groups and associations involved in the playing or administration of cricket in Western Australia;
    - (iii) the maintenance and promotion of the affiliation of the Association with, and its representation on the board of Cricket Australia and with such other body or bodies as the Board thinks fit; and
    - (iv) the maintenance and the promotion of relationships between the Association and other members of Cricket Australia;
  - (b) to control, manage, improve and promote, to the greatest extent possible, the use of the Ground to provide facilities for cricket and sports of all other descriptions for the benefit of Members and the public at large; and
  - (c) to control, manage, improve and promote, to the greatest extent possible, the use of the Ground for the purposes of public recreation, concerts, entertainment, amusements and any other activity for the benefit of the public at large.

### **3.2 Powers of the Association**

The Association shall have:

- (a) the powers set out in Section 13 of the Act; and
- (b) the power to do all such acts and things as the Board considers incidental or conducive to the attainment of all or any of the objects set out in Rule 3.1.

### **3.3 Application of Association's Property**

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects.

### **3.4 Distribution or Dissolution**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members and which association shall be determined by resolution of the Members.

## **4. CONSTITUTION**

The Association shall consist of the Members.

## **5. PATRON**

The Board may from time to time invite and subsequently appoint a person to be a Patron of the Association on such terms and conditions as the Board sees fit. In the first instance, an invitation shall be extended to the Governor for the time being of the State of Western Australia to act as Patron of the Association.

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## **6. MEMBERSHIP**

### **6.1 Classes of Membership**

Members shall be divided into the following classes, namely:

- (a) Honorary Life Member;
- (b) Ordinary Member;
- (c) Country Member;
- (d) Junior Member;
- (e) Perpetual Member;
- (f) Lifetime Member;
- (g) Club Member;
- (h) Club Playing Member; and
- (i) any other class of Member as determined by the Board from time to time.

### **6.2 Membership By-Laws**

Subject to these Rules:

- (a) the classes of Membership;
- (b) the procedures for expulsion from, or suspension of, Membership;
- (c) the numbers of Members in each class;
- (d) the benefits and privileges attaching to Membership of any class (including the recognition of any existing rights and privileges of a special, concessional or extraordinary nature that are enjoyed by, or available to certain Members only);
- (e) the terms and conditions (including Entrance Fees and Subscriptions) applying to Membership of any class;
- (f) requirements and procedures relating to application for Membership, entry and election;
- (g) procedures relating to waiting lists for any class of Membership; and
- (h) any other matter relating to Membership and a Member's relationship with Association,

shall be as determined from time to time by the By-Laws ("Membership By-Laws").

### **6.3 Constitution Binding**

This Constitution and Membership By-Laws shall be binding on the Members.

### **6.4 Register of Members**

- (a) The Association shall maintain a register of Members in accordance with the Act at the Association's registered office or at such other place as the Board determines, in which the name and address of each Member shall be entered.
- (b) The Association Secretary shall cause the name of a Member who dies or who otherwise for any reason ceases to be a Member, to be removed from the register.
- (c) Upon request to the Association Secretary a Member may inspect the register of Members in accordance with the Act.

## **7. MEMBERSHIP QUALIFICATIONS**

### **7.1 Honorary Life Members**

- 
- (a) A person may be nominated by the Board as an Honorary Life Member in consideration of special service by that person rendered to the Association or in the advancement of cricket.
  - (b) A person so nominated shall become an Honorary Life Member if the nomination is approved at the Annual General Meeting held next after such nomination.
  - (c) Honorary Life Members during their lifetime shall be entitled to all the rights and privileges of Membership and be exempt from the payment of the Entrance Fee and Subscriptions.

## **7.2 Country Members**

Persons aged 18 years or more residing within Western Australia and more than 80 kilometres (or such other distance as the Board may determine) from the General Post Office, Perth (with such distance deemed to be determined by the shortest rail or road route) may be elected Country Members and on election shall be entitled to all the rights and privileges of Membership.

## **7.3 Junior Members**

- (a) Persons aged under 18 years of age may be elected Junior Members.
- (b) Junior Members shall not participate in the management of the Association, or be entitled to a vote, but on election and subject to the provisions of the Liquor Licensing Act 1988 (WA) shall be entitled to all the other rights and privileges of Membership.
- (c) On attaining the age of 18 years and on payment of the appropriate Subscription, the Junior Member shall be entitled to all the rights and privileges of Membership.

## **7.4 Perpetual Members**

- (a) The Board may elect such persons or corporations not exceeding 35 at any one time to be Perpetual Members.
- (b) Perpetual Members shall be entitled to exercise all the rights and privileges of Membership.

## **7.5 Lifetime Members**

- (a) The Board may elect such persons or corporations not exceeding 100 at any one time to be Lifetime Members.
- (b) Lifetime Members shall be entitled to exercise all the rights and privileges of Membership.
- (c) Lifetime Membership determines upon the death of the Lifetime Member if a natural person, or after the expiration of 10 years from the date of election in the case of a corporate Lifetime Member.

## **7.6 Club Members and Club Playing Members**

- (a) Any person who is a financial member of either a District Cricket Club or a Community Cricket Club and who holds the office of Club President or Secretary in that cricket club, may be elected as a Club Member for so long as that person holds such office and on election shall be entitled to all the rights and privileges of Membership.
- (b) Any person who is a financial playing member of either a District Cricket Club or a Community Cricket Club may be elected a Club Playing Member and on election shall be entitled to all the rights and privileges of Membership.

# **8. ENTRANCE FEES AND SUBSCRIPTIONS**

## **8.1 Entrance Fees**

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Every Applicant other than an Applicant:

- (a) for Honorary Life Membership, Perpetual Membership or Lifetime Membership; or
- (b) who has played cricket for Western Australia as a playing member of a selected team or umpired (other than in the capacity of a "third" or emergency umpire) in matches classified by Cricket Australia as first class matches,

shall pay to the Association an Entrance Fee as determined by the Board.

## **8.2 Subscriptions**

- (a) Every Member other than an Honorary Life Member, Perpetual Member and Lifetime Member must pay the Subscription as determined by the Board for each Membership Year, by no later than 1 October to continue to enjoy the rights and privileges of Membership.
- (b) A Member who is required as a condition of Membership to pay the Subscription may not enjoy or benefit from any Membership rights or privileges or vote on an election by ballot of Candidates or vote at any Meeting, unless in the case of an election or a Meeting held in the Membership Year, the Member has paid the Subscription for that Membership Year.

## **8.3 Board Powers regarding Entrance Fees and Subscriptions**

The Board may in its absolute discretion:

- (a) increase the Entrance Fee, and Subscription from time to time by any amount not exceeding 20% thereof in any one Membership Year;
- (b) exempt any Applicant from payment of the whole or any part of the Entrance Fee; and
- (c) exempt any Member from payment of the whole or any part of the Subscription and allow that Member to retain Membership for such period as is determined by the Board.

## **9. VOTING RIGHTS OF MEMBERS**

Subject to Rule 8.2, all Members (other than Junior Members or any Members of a class which does not entitle its Members to vote) shall be entitled to vote and take part in any Meeting.

## **10. MEMBERS' RIGHTS**

### **10.1 Membership Entitlements**

Subject to Rule 8.2 and compliance with this Constitution and the By-Laws, all Members:

- (a) shall be issued with a Member Identity as described in the Membership By-Laws which confers on the Member rights and privileges for admission to the Ground:
  - (i) during the conduct of cricket matches played under the auspices of the Association or Cricket Australia; and
  - (ii) at other times and upon payment of an entry fee as the Board may determine from time to time;
- (b) may exercise all other rights and privileges pertaining to the relevant class of Membership from time to time; and

- 
- (c) may upon reasonable request to the Association Secretary inspect the records and documents of the Association provided that in the Board's reasonable opinion such records and documents are not confidential.

## **10.2 Right of Review**

A Member who is expelled or suspended from the Association or otherwise penalised by the Board by reason of that Member's misconduct or misbehaviour may object to that decision and seek a review of that decision by the Members in General Meeting, or at the Annual General Meeting next following the Board's decision. The Board's decision shall have full force and effect pending the outcome of the Members' review.

## **11. AFFILIATED ASSOCIATIONS**

### **11.1 Affiliation**

- (a) The Association may from time to time enter into Affiliation Agreements with bodies corporate that represent a group of cricket clubs within Western Australia or with bodies corporate that are involved in or associated with cricket within Western Australia and may vary, extend or amend the Affiliation Agreement, and upon execution of such an Affiliation Agreement, such bodies shall thereupon become affiliated with the Association.
- (b) Notwithstanding the generality of Rule 11.1(a) and subject to Rule 11.2(a), the following bodies corporate are Affiliated Associations:
  - (i) WA District Cricket Council (Inc.);
  - (ii) CricketWest (Inc.);
  - (iii) Community Junior Cricket Council (Inc.);
  - (iv) WA Female Cricket Council (Inc.);
  - (v) Western Australian Aboriginal Cricket Council (Inc.);
  - (vi) Western Australian Schools Cricket Council (Inc.);
  - (vii) WA Country Cricket Board (Inc.); and
  - (viii) Indoor Sports W.A. Incorporated.
- (c) Each Affiliated Association may appoint at least one representative to the Statewide Game Development Committee.

### **11.2 Disaffiliation**

- (a) The procedure for the disaffiliation of an Affiliated Association from the Association (other than the WA District Cricket Council (Inc.)) shall be if either:
  - (i) the Statewide Game Development Committee by three-quarters majority vote recommends disaffiliation and the Board by three-quarters majority vote accepts that recommendation; or
  - (ii) the Board, by three-quarters majority vote, resolves that the conduct of the relevant Affiliated Association has been detrimental to cricket in Western Australia,  
  
then, within 3 business days of the Board's resolution, a written statement specifying the grounds upon which the relevant Affiliated Association has been disaffiliated from the Association shall be sent to the President of the relevant Affiliated Association at its registered address for the service of notices as stated in its Affiliation Agreement with the Association.
- (b) The procedure for the Disaffiliation of a District Cricket Club from the WA District Cricket Council (Inc.) shall be as follows:

- 
- (i) If the WA District Cricket Council (Inc.) has resolved by majority vote to recommend disaffiliation of a District Cricket Club (the "relevant Club") from the WA District Cricket Council (Inc.) and has referred its recommendation to the Board, and the Board by three-quarters majority vote accepts that recommendation, then, within 3 business days of the Board's resolution, a written statement specifying the grounds upon which the relevant Club should be disaffiliated from the WA District Cricket Council (Inc.) shall be sent to the President of the relevant Club at its registered address for the service of notices as stated in its Affiliation Agreement with the Association.
  - (ii) The Association Secretary shall convene a General Meeting to be held no later than 28 days after the Board's resolution in Rule 11.2(b)(i) and with the notice of that Meeting shall send, to each Member entitled to vote, a copy of the Board's written statement.
  - (iii) The business of the General Meeting shall be to consider, and if thought fit, to pass as a Special Resolution that the relevant Club be forthwith disaffiliated from the WA District Cricket Council (Inc.). If the Special Resolution is not passed the relevant Club remains affiliated with the WA District Cricket Council (Inc.).
- (c) An Affiliated Association may voluntarily disaffiliate from the Association by giving written notice to the chairman for the time being of the Statewide Game Development Committee, and disaffiliation shall take effect on acceptance of that notice by the Board.

### **11.3 Delegation to WA District Cricket Council (Inc.)**

The Board may from time to time delegate to the WA District Cricket Council (Inc.) such functions, powers, authorities and responsibilities as the Board determines.

## **12. MANAGEMENT OF ASSOCIATION**

### **12.1 Role of the Board**

- (a) The business and affairs of the Association shall be governed and directed by the Board.
- (b) The Board shall have the ultimate responsibility for organisational matters and for the strategic planning of the Association and for cricket in Western Australia.
- (c) The Board shall appoint such management as may be required to properly administer the business and affairs of the Association.
- (d) To the extent that it is practicable to do so, all funds of the Association shall be held in one or more bank accounts in the name of the Association controlled by the Board, which shall nominate from time to time the persons authorised to operate those accounts and the manner of their operation.
- (e) The Board shall provide for the custody of records, books, documents and securities of the Association which shall be held at the registered office of the Association or such other place as the Board determines.
- (f) In carrying out its functions and discharging its duties the Board shall adopt and adhere to principles of good corporate governance that promote ethical and responsible decision-making, safeguard the integrity of the Association's finances and financial reporting systems, respect the rights of Members, recognise and manage risk and encourage enhanced performance by the Board and management.

### **12.2 Board Powers, Duties and Responsibilities**

Without limiting Rule 12.1, the Board is entrusted with the following functions, powers, duties and responsibilities:



- 
- (a) to act at all times in a prudent and responsible manner and in the best interests of the Association, the Members, District Cricket Clubs, Community Cricket Clubs and cricket in Western Australia;
  - (b) to elect Members in accordance with the By-Laws;
  - (c) from time to time to invest the Association's money in the same way that trust funds may be invested under Part 3 of the Trustees Act 1962 (WA);
  - (d) in such manner and on such terms as the Board thinks fit on behalf of the Association:
    - (i) to borrow, raise and/or secure the payment of money and mortgage and charge the assets of the Association;
    - (ii) to sell, lease, let, hire and dispose of any real and personal property of the Association and grant rights and privileges thereover; and
    - (iii) to purchase, take on lease or otherwise acquire any real or personal property,  
provided that the Board shall not:
      - (iv) mortgage, charge, pledge or encumber by way of security by any means whatsoever or howsoever the assets owned by the Association (including the Ground) or the income of the Association;
      - (v) dispose of any real property of the Association; or
      - (vi) acquire any real property for the Association,  
without the approval of Members in General Meeting.
  - (e) to do all things and make and perform all contracts which in the Board's judgement are necessary or desirable for the purpose of carrying into effect the objects of the Association referred to in Rule 3;
  - (f) to exercise all functions and powers as may be exercised by the Association other than those that are required by this Constitution to be exercised by a Meeting;
  - (g) to promote, develop and lead cricket in Western Australia;
  - (h) to manage, develop and use the Ground in the manner and on such terms, as the Board determines including the setting of admission charges for Ground entry;
  - (i) to consider and make resolutions in respect of all matters referred to it by the WA District Cricket Council (Inc.); and
  - (j) to perform all acts and do all such things which in the Board's judgement are necessary or desirable for the proper management of the Association.

### **12.3 Committees**

- (a) The Board may from time to time establish Committees (which may be standing or ad hoc) and delegate to such Committees such functions, powers, authorities and responsibilities as the Board from time to time determines.
- (b) Committees may comprise (in such numbers as the Board determines from time to time) Board members, one of whom shall be its chairman, and non-Board members.
- (c) The power and authority of the Board at all times prevails over any power and authority vested with any Committee.

### **12.4 Qualifications**

No person may:

- (a) be a Board member or a Committee member; or

- 
- (b) otherwise take part in any aspect of the administration or direction of the Association in any capacity (other than as an employee of the Association),

unless that person is a Member.

## **12.5 By-Laws**

- (a) The Board may from time to time make By-Laws that are not inconsistent with these Rules or the Act and which are, in the Board's judgement, necessary or desirable for carrying out and giving effect to the Rules or are required for the proper management of the Association and the regulation of Membership and those By-Laws shall have the same force and effect as if they were Rules and were embodied in this Constitution. The Board may from time to time alter, vary or rescind any By-Laws made by it.
- (b) The Board shall within a reasonable period of time notify the Members of the Membership By-Laws and of any alteration, variation or rescission of those By-Laws.

## **12.6 Indemnity**

- (a) The Association shall use its reasonable endeavours to effect and maintain an insurance policy in terms consistent with generally accepted insurance industry practices (with usual exclusions and conditions) so far as is reasonably available at a reasonable cost, to indemnify its officers against any liability incurred by them or any of them in, or arising out of, the conduct of the business of the Board, Committee or WA District Cricket Council (Inc.) (as the case may be) or in, or arising out of, the discharge of the duties of an officer.
- (b) Where such liability incurred by an officer exceeds the amount actually received from an insurer under any insurance policy or is not covered by an insurance policy, the Board in its absolute and unfettered discretion and in good faith may make a further payment in or towards satisfaction of that liability, provided always that no such payment may be made to indemnify any officer against liability incurred by that officer as a result of conduct adjudged by a Court to be criminal or fraudulent nor unless the Board is satisfied that the officer has acted in good faith.
- (c) In this Rule 12.6, "liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings or appearing before any court, tribunal, government authority or otherwise, and all appeals therefrom; and "officer" means each member of the Board, Committee and WA District Cricket Council (Inc.).
- (d) The Board shall not be obliged to effect an insurance policy pursuant to Rule 12.6(a), if it considers that no suitable policy is available on terms or at a cost which the Board in its absolute discretion considers reasonable; and no officer shall be entitled to bring an action against the Association or the Board by reason of the failure of the Association to effect a policy of insurance pursuant to Rule 12.6(a).

## **13. THE BOARD**

### **13.1 Composition of the Board**

The Board shall consist of:

- (a) the President of the Association;
- (b) 1 Vice-President;
- (c) 4 Members' Representatives;
- (d) 2 WA District Cricket Council (Inc.) representatives;
- (e) 2 Statewide Game Development Committee representatives; and

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- (f) 2 Members appointed by the Board.

### **13.2 The President**

- (a) The President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election.
- (b) The President shall preside at all Meetings and shall represent the Association on ceremonial occasions. In the absence of the President, the Vice-President or, if the Vice-President is not in attendance, the most senior Board member present, shall act for the President.

### **13.3 Vice-President**

Subject to Rule 22, the Vice-President shall be elected for a term of 2 years by the Members at the Annual General Meeting and is eligible for re-election.

### **13.4 Members' Representatives**

Subject to Rule 22, the Members' Representatives shall each be elected for a term of 2 years by the Members at the Annual General Meeting as follows:

- (a) the 2 Members' Representatives elected in a numerically even year shall retire in a numerically even year and shall be eligible for re-election; and
- (b) the 2 Members' Representatives elected in a numerically odd year shall retire in a numerically odd year and shall be eligible for re-election.

### **13.5 Cricket Representatives**

- (a) The WA District Cricket Council (Inc.) representatives shall each be appointed for a term of two years by the WA District Cricket Council (Inc.) in accordance with the WA District Cricket Council Constitution.
- (b) The Statewide Game Development Committee representatives shall each be appointed for a term of two years by the Statewide Cricket Committee at its last meeting prior to the Annual General Meeting and the appointed representatives shall subsequently be affirmed by the Board at the Board's first meeting following the Annual General Meeting.

### **13.6 Appointments by Board**

Board members appointed by the Board shall be appointed for a term of two years and be eligible for reappointment.

### **13.7 Appointments of Chairman and Deputy Chairman**

At the first Board meeting held after every Annual General Meeting, the Board shall appoint a Chairman and Deputy Chairman from its membership for a term expiring at the next Annual General Meeting. The Chairman shall preside at Board meetings. The Deputy Chairman shall act as Chairman in the absence of the appointed Chairman.

### **13.8 Cricket Australia**

The Board shall nominate to Cricket Australia or the Cricket Australia nominations committee as many persons as the Association is entitled to nominate to serve on the board of Cricket Australia in accordance with the Cricket Australia constitution.

### **13.9 Casual Vacancy on the Board**

- (a) A casual vacancy occurring on the Board as a result of the death, retirement, removal or resignation of a Board member may be filled by an appointment made by:
  - (i) the Board, if the vacancy is for a Board position elected by the Members or appointed by the Board; or
  - (ii) the Statewide Game Development Committee or the WA District Cricket Council (Inc.), if the vacancy is for a Board position appointed by the

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Statewide Game Development Committee or the WA District Cricket Council (Inc.).

- (b) Where the person appointed by the Board under Rule 13.9(a)(i) has filled the position of a Board member elected by the Members, that person must retire at the next Annual General Meeting immediately following the appointment made by the Board, but is eligible for re-election.

### **13.10 Board Meetings**

- (a) The Board shall meet regularly and as required to transact the business of the Association.
- (b) A meeting of the Board must be called by the Chairman upon receipt of a requisition signed by at least 7 Board members, which describes the business to be considered at the requested meeting.
- (c) To constitute a quorum at any Board meeting, there shall be at least 7 Board members present in person. No business may be conducted by the Board unless a quorum is present within 30 minutes of the time appointed for the start of the meeting.
- (d) Questions arising at any Board meeting will be determined by a majority of votes and will be decided by show of hands unless a ballot is demanded, in which case the matter will be decided by ballot in the manner prescribed by the Chairman presiding at the meeting. The Chairman shall have both a deliberative and a casting vote.
- (e) The Association Secretary shall minute proceedings and resolutions of all Board meetings in an appropriate manner.
- (f) Should all, or so many, of the Board at any time have died, resigned or been removed so that it is impossible to obtain a quorum for a Board meeting, the Chief Executive Officer shall immediately convene a General Meeting to which Rule 14 shall apply.

### **13.11 Grounds on which Office becomes Vacant**

- (a) The Board may remove a Board member from office if that member:
  - (i) becomes of unsound mind or physically or mentally incapable of performing the functions of a Board member;
  - (ii) fails to attend Board meetings for a continuous period of 3 months or fails to attend 3 consecutive meetings of the Board, without leave of absence from the Board; or
  - (iii) in the opinion of the Board has engaged in conduct detrimental to the interests of the Association, including a breach of this Constitution or any By-Law.
- (b) The Board shall remove a Board member from office if that member:
  - (i) becomes an insolvent under administration;
  - (ii) is not permitted under the Corporations Act to be a director of a company;
  - (iii) resigns by notice in writing to the Chairman or Association Secretary; or
  - (iv) ceases to hold any qualification which was a condition of that Member's membership.

## **14. ELECTION OF BOARD MEMBERS**

### **14.1 Board Elections**

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The election of the President, the Vice-President and the Members' Representatives to the Board shall be conducted in accordance with this Rule 14.

#### **14.2 Board to Establish Election Protocol**

A reasonable time before the Annual General Meeting the Board shall:

- (a) appoint two suitably credentialed persons independent of the Association, one of whom shall act as Returning Officer, the other of whom shall act in that role should the first-named be unavailable at any time for any reason, to carry out any of the functions or responsibilities of that office, assisted by the Association Secretary;
- (b) set a date and hour up to which nominations for office may be received ("Closing Time"), such date being at least 28 days prior to the date of the Annual General Meeting; and
- (c) require the Returning Officer and the Association Secretary to notify all members in writing of the request for nominations at least 7 days prior to the Closing Time. Notification shall be given in the manner described in Rule 17.3(c).

#### **14.3 Nominations**

- (a) To be eligible for nomination as a Candidate and to remain an eligible Candidate, an individual must be a Member, and if as a condition of Membership the Member is required to pay the Subscription, the Member must have paid the Subscription for the Membership Year in which they are being nominated.
- (b) All nominations for office:
  - (i) must be in writing signed by 2 Members entitled to vote at the Annual General Meeting and accompanied by the written consent of the Candidate; and
  - (ii) must be received by the Returning Officer, care of the Association Secretary prior to the Closing Time.
- (c) A Candidate may withdraw his or her nomination at any time prior to the commencement of the Annual General Meeting.

#### **14.4 Ballot Not Required**

If at the Annual General Meeting the Returning Officer signs a declaration that:

- (a) any of the positions described in Rule 14.1 cannot be filled because of a lack of nominations for that position, the withdrawal of a nomination or by the death of a Candidate, the Rule 13.9 shall apply in respect of that position;
- (b) the number of Candidates nominated for a position is equal to, or less than, the number of vacancies to be filled, the chairman of the Annual General Meeting shall declare that Candidate or those Candidates for that position, duly elected.

#### **14.5 Ballot Required**

If the number of Candidates nominated is greater than the number of vacancies to be filled for a position, a ballot shall be conducted in accordance with the following procedures:

- (a) After the Closing Time the Returning Officer shall:
  - (i) determine the order of each Candidate on the ballot paper; and
  - (ii) invite each Candidate to provide a written profile, not exceeding 250 words by the date which is no later than 7 days after the Closing Time.
- (b) The Association Secretary shall, within 14 days after the Closing Time forward to each Member entitled to vote:
  - (i) a ballot paper listing the Candidates and the positions each has been nominated for;

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- (ii) the profile of each Candidate (as described in Rule 14.5(a)(ii)) provided that in the Board's and the Returning Officer's reasonable opinion the profile is not defamatory or otherwise scandalous or offensive;
  - (iii) information on how to complete the ballot paper, including the date the Returning Officer, assisted by the Association Secretary, determines that the ballot will close; and
  - (iv) information on the voting procedure that will apply to the election, as determined from time to time by the Returning Officer, assisted by the Association Secretary.
- (c) The ballot shall close not later than 5.00pm 7 days preceding the Annual General Meeting.
  - (d) The Association Secretary shall make available to the Returning Officer a certified list of Members who are entitled to vote.
  - (e) The Returning Officer shall appoint such assistants as he or she deems necessary for the conduct of the ballot.
  - (f) Each Candidate may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than 1 scrutineer for each Candidate is present in the counting room at any one time.
  - (g) The Returning Officer shall certify the result and, if appropriate, the number of votes attained by each Candidate in the form of a signed Returning Officer's declaration addressed to the Chairman of the Annual General Meeting. The Returning Officer's declaration shall be read at the Annual General Meeting and the successful Candidates declared elected.
  - (h) If 2 or more Candidates for election achieve an equal number of votes, the Chairman of the Annual General Meeting (if not a Candidate) shall have a casting vote. If the Chairman is a Candidate he or she shall vacate the chair at a convenient time during the Annual General Meeting and the Annual General Meeting shall be chaired by the Vice-President who shall exercise the casting vote. In the event that the Vice-President is not in attendance at the Annual General Meeting or is a Candidate, the Members then present shall elect another Board member who is not a Candidate on a show of hands to chair the Annual General Meeting who shall exercise the casting vote.
  - (i) The declaration of the Returning Officer as to:
    - (i) the validity of any vote;
    - (ii) the right of any Member to vote;
    - (iii) which votes shall be counted; and
    - (iv) generally as to the conduct of the ballot and the rights of scrutineers shall be final.

## **15. CHIEF EXECUTIVE OFFICER**

### **15.1 Appointment**

The Board shall appoint a Chief Executive Officer who shall be responsible for the day to day management of the business and affairs of the Association and shall have the powers and undertake the responsibilities as determined and in the manner determined, from time to time by the Board.

### **15.2 Terms of Appointment**

The Chief Executive Officer shall be remunerated in such manner and in such amount as the Board shall from time to time determine.

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## **16. ASSOCIATION SECRETARY**

The Board may appoint an Association Secretary or any other person who shall be responsible for, including but not limited to, supporting the Board and Committees at their respective meetings, and the President at Meetings.

## **17. MEETINGS**

### **17.1 Annual General Meeting**

The Annual General Meeting shall be held each year in accordance with the Act. In addition to any other business which may be transacted at an Annual General Meeting in conformity with the Rules, the business of an Annual General Meeting shall include:

- (a) confirmation of the minutes of the preceding Annual General Meeting and of any General Meeting held since that Annual General Meeting (if the relevant Meeting did not authorise the Board to confirm those minutes);
- (b) appointment of a body corporate or individual person to be the Auditor, who shall hold office until the next Annual General Meeting;
- (c) receipt from the Board of reports on the activities of the Association during the preceding Financial Year;
- (d) receipt of a report on the audited financial statements of the Association for the preceding Financial Year;
- (e) the declaration of the appointment of the elected Members' representatives and office bearers;
- (f) receipt, debate and resolution on notices of motion lodged in accordance with Rule 17.3(a); and
- (g) the dealing with any other general business that either the Board considers may properly be dealt with, or the Chairman determines at the Annual General Meeting should be dealt with, at the Annual General Meeting.

### **17.2 General Meeting**

- (a) A General Meeting shall be called:
  - (i) by the Chairman of the Board or the Chief Executive Officer, following resolution by the Board;
  - (ii) on the written request of not less than 50 Members; or
  - (iii) under Rules 11.2(b)(ii) and 13.10(f).
- (b) The objects of such General Meeting and the subject matter of any resolution or Special Resolution sought to be passed shall be expressed in such resolution or Special Resolution.

### **17.3 Notices of Motion and Meetings**

- (a) A Member wishing to have a motion considered at an Annual General Meeting must give written notice to the Chief Executive Officer of the proposed motion not less than 30 days prior to the advised date for the Annual General Meeting or such later date as the Chairman of the Board shall allow in his or her absolute discretion.
- (b) At least 14 days' written notice of the time, place and objects of any Meeting (including any notices of motion) shall be given to Members entitled to vote at that Meeting.
- (c) Notice of each Meeting may be given at the discretion of the Board by sending the Notice of Meeting either by post to each Member at that Member's address as it appears in the register of Members, or if a Member has so elected, by electronic

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message to the electronic address of that Member as notified by that Member to the Association from time to time.

- (d) The accidental omission to give notice of a Meeting to, or the non receipt of notice of a Meeting by, a Member entitled to receive that notice does not invalidate any resolution passed at that Meeting.
- (e) The Board may, by notice in accordance with Rule 17.3(c) postpone or cancel any Meeting called under Rules 17.2(a)(i) and 17.2(a)(iii).

#### **17.4 Conduct of Meetings**

- (a) The President will preside as Chairman at every Meeting and shall have both a deliberative and a casting vote.
- (b) Where a Meeting is held and the President is not present within 15 minutes after the time appointed for the holding of the Meeting or vacates the chair for any reason, then subject to Rule 14.5(h), the Vice-President shall be Chairman. If the Vice-President is not in attendance at the Meeting or vacates the chair for any reason, then subject to Rule 14.5(h), the most senior Board member present shall be Chairman of the Meeting.
- (c) At all Meetings, 25 Members entitled to vote at that Meeting and present in person or by proxy shall constitute a quorum and no item of business shall be transacted at a Meeting unless a quorum is present during the time the Meeting is considering that item.
- (d) If a quorum of Members is not present within 30 minutes after the time appointed for commencement, the Meeting shall stand adjourned to such day (being within 14 days), time and place as the Chairman shall nominate and announce at the Meeting. If at the adjourned Meeting a quorum is not present within 30 minutes after the appointed time for the commencement of the Meeting, those Members then present in person or by proxy and entitled to vote at the Meeting shall constitute a quorum.
- (e) The Chairman of a Meeting at which a quorum is present:
  - (i) may with the consent of a majority of the Members present and entitled to vote; and
  - (ii) must, if so directed by a majority of the Members present and entitled to vote,  
adjourn the Meeting from time to time and from place to place.
- (f) The only business which an adjourned Meeting may deal with is business which was left unfinished from the Meeting which was adjourned.

#### **17.5 Voting at Meetings**

- (a) Every resolution put to a vote at a Meeting shall in the first instance be determined by a show of hands.
- (b) Where a resolution is determined by a show of hands a declaration by the Chairman of the Meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution and an entry in the book containing the minutes of that Meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.
- (c) In the event that the Chairman of the Meeting or any Member present at the Meeting is not satisfied with the accuracy of the outcome of the resolution on a show of hands and a request for a poll is received from either the Chairman or a Member present, then such a request for a poll must be granted.
- (d) When a poll is requested for the voting on a resolution:



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- (i) if the resolution is for the adjournment of the Meeting, the poll must be taken immediately at the place and in the manner that the Chairman of the Meeting determines and declares to the Meeting;
  - (ii) in all other cases, the poll must be taken at the time and place and in the manner that the Chairman of the Meeting determines and declares to the Meeting;
  - (iii) the result of the poll, as disclosed by the Chairman of the Meeting at which the result is declared, is a resolution of the Meeting at which the poll is demanded;
  - (iv) an entry in the book containing the minutes of the Meeting at which the result is declared recording that declaration, is conclusive evidence of the fact that the declaration was made as so recorded; and
  - (v) subject to Rule 17.5(d)(i), a request for a poll does not prevent the continuance of a Meeting for the transaction of any business except in respect of the resolution for which the poll is requested.
- (e) Both on a show of hands and on a poll, a resolution (other than a Special Resolution) is passed if more than one half of the total number of votes cast on the resolution are cast in favour of that resolution.
  - (f) A Member entitled to vote at a Meeting may appoint another Member who is entitled to vote as the first-named Member's proxy to attend and vote at that Meeting on his or her behalf.
  - (g) A Member, including the Chairman, may not be the proxy for more than 1 Member.
  - (h) The instrument of proxy shall be in writing under the hand of the appointing Member and must be received by the Association Secretary not less than 48 hours prior to the time fixed for the commencement of the Meeting to which the proxy relates.
  - (i) The Chairman shall declare to the Meeting the number of valid proxy votes that have been received prior to the determination of any resolution and at his discretion may further declare the aggregate number of those proxy votes for, against and unstated, in respect to a resolution for decision.

## **18. ACCOUNTS**

### **18.1 Requirement for Audit**

The accounts of the Association in respect of each Financial Year shall be audited before the Annual General Meeting by the Association's appointed auditor.

### **18.2 Annual Report**

The Auditor's report together with a statement of Income and Expenditure and such other documents as may be prescribed by the Act, shall be set out in the Annual Report and a copy provided by post or electronic message to each Member entitled to vote at least 14 days before the Annual General Meeting. A Member may elect not to be provided with a copy of the Annual Report.

### **18.3 Replacement of Auditor**

If the Association's appointed auditor ceases to hold office before the next Annual General Meeting, the Board may appoint a replacement auditor who shall hold office until the next Annual General Meeting.

## **19. COMMON SEAL**

### **19.1 Use of Common Seal**

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The Association shall have a Common Seal which may on the authority of the Board, be affixed to any deed, agreement, instrument or other document and shall be signed by any 2 duly authorised members of the Board witnessed by the Chief Executive Officer or Association Secretary or other person duly authorised by the Board. Any deed, agreement or instrument so executed shall be deemed to be duly executed by the Association.

**19.2 Effect of Rule 19.1**

Nothing in Rule 19.1 limits the provisions of section 14 of the Act.

**20. ALTERATION OF RULES**

The Rules may be suspended, varied, altered, added to, or repealed by Special Resolution at a Meeting and in accordance with, and subject to, sections 17, 18 and 19 of the Act.

**21. DISPUTES**

Any dispute or objection as to the meaning or interpretation of the Constitution shall be settled or determined by the Board, such decision shall be final and binding on all Members.

**22. TRANSITIONAL PROVISIONS FOR 2012 AGM**

- (a) All Board members must retire at the 2012 Annual General Meeting and are eligible for re-election or re-appointment.
- (b) The Vice-President shall be elected to the Board at the 2012 Annual General Meeting and must retire at the subsequent Annual General Meeting and is eligible for re-election.
- (c) All four Members' Representatives shall be elected to the Board at the 2012 Annual General Meeting and two of the four must retire at the subsequent Annual General Meeting and are eligible for re-election.
- (d) The 2 Members' Representatives to retire under Rule 22(c) at the subsequent Annual General Meeting shall be determined by lot conducted by the Returning Officer in such manner as he or she determines at the 2012 Annual General Meeting.

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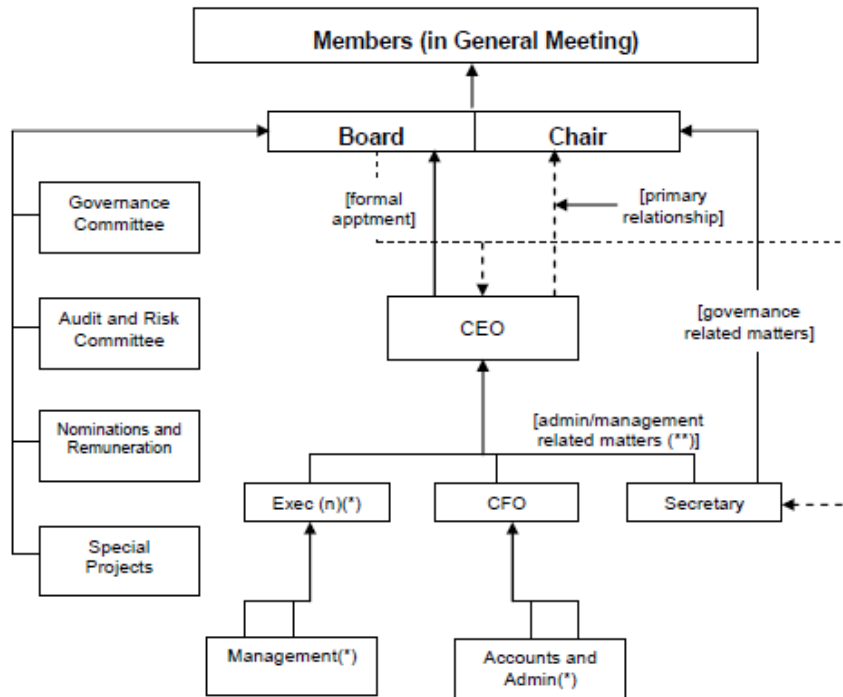
## Appendix B

### Structure of Board, Committees and Key Office Bearers and Accountability Flows

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#### 1. Governance Framework Structure

##### GOVERNANCE FRAMEWORK STRUCTURE



[(\*) to be informed by management input]

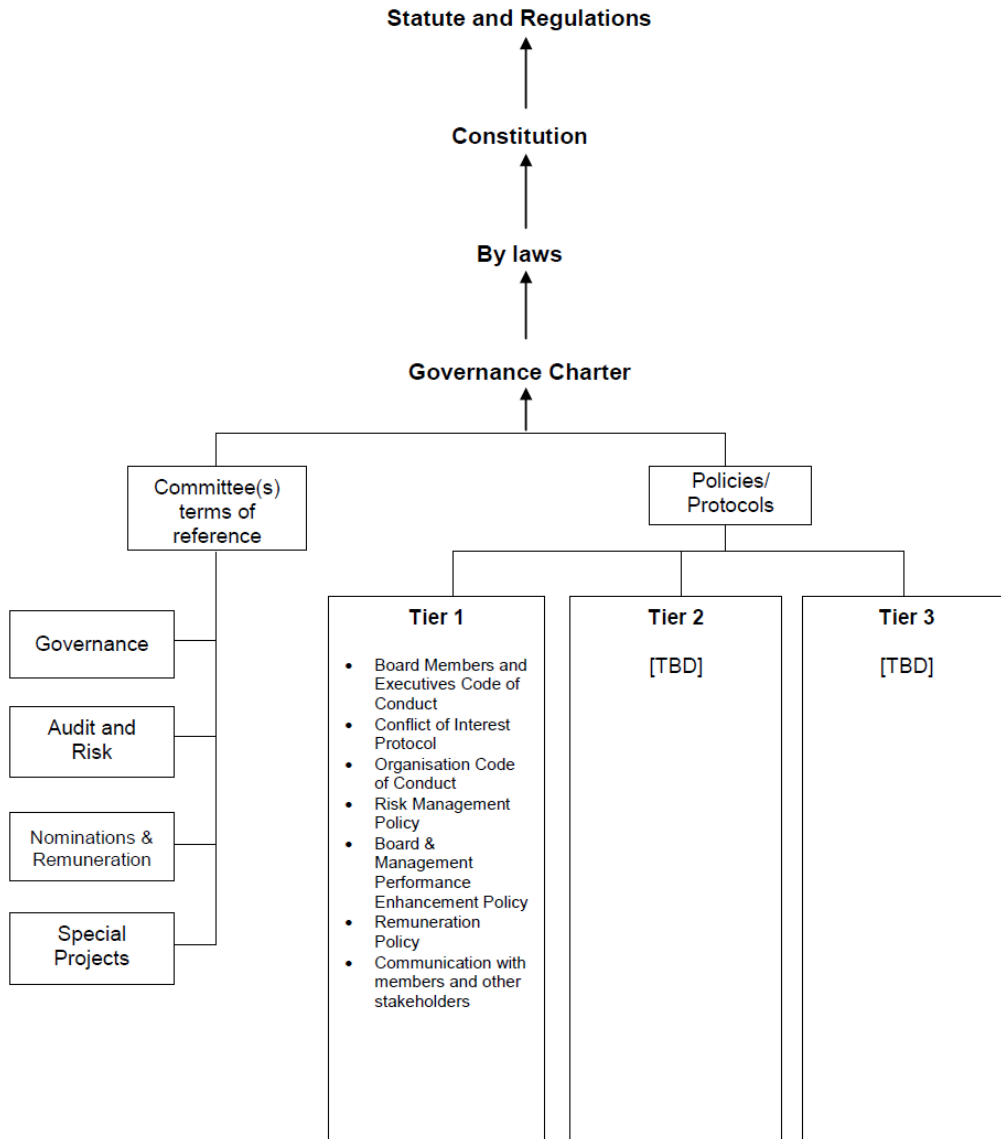
[→ = accountability flow]

[(\*\*) as applicable]

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2. Governance Framework Chart

**GOVERNANCE FRAMEWORK CHART**



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## Appendix C

### Proforma guidelines of governance structure and procedural workings for Committees

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#### 1. Terms of Reference

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- (a) Remit  
[here insert a brief high level summary of the relevant Committee's functions]
- (b) Scope  
[here include a more detailed description of the scope of the relevant Committee's function]

#### 2. Governance

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- (a) Establishment of the Committee
- (i) The Committee is established under the authority of the Board in accordance with the Organisation's Constitution and Governance Charter ("**Charter**").
- (ii) The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by the Board including on recommendation of the Committee.
- (iii) The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.
- (b) Membership of the Committee
- (i) The members of the Committee shall be appointed, or re-appointed, by the Board in compliance with the Constitution and the Charter and shall desirably consist of:
- a Committee chair who is to be a Board member; and
  - not less than 2 and not more than 4 other Board Members having regard to their skills, experience and attributes.
- (ii) Desirably the majority of members of the Committee and the Committee chair are to be independent non-executive Board members.
- (iii) The period of appointment of each Committee member shall be at the discretion of the Board or until the member retires from office on the Committee by notice to the Committee chair and/or the Board (via the Organisation Secretary).
- (iv) Vacancies, which occur within the term of office, shall be filled by the Board.
- (v) The following executive officers of the Company will normally be available for attendance at Committee meetings at the discretion of the Committee:
- [here insert the titles of the relevant executive officer(s)]

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- (vi) The Committee may invite other persons to attend Committee meetings at its discretion.
- (c) Chair
- (i) The Committee chair is to be appointed by the Board.
- (ii) The Committee chair shall chair meetings of the Committee.
- (iii) In the absence of the Committee chair, the Committee will elect another of its members to chair meetings of the Committee.
- (d) Committee Secretary
- The Secretary will fulfil the usual secretarial role for the Committee. The Committee may exclude the Organisation Secretary from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.
- (e) Meeting Procedures
- (i) The Committee shall meet at least 3 times annually, or as required, on dates and times agreed by the members, or as called by the Committee chair or at least 2 Committee members.
- (ii) As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.
- (iii) A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members who are also Board members.
- (f) Decision making/Committee resolutions
- (i) Preferably decision making and resolutions of the Committee are by consensus.
- (ii) In the case of the need for formal voting, each member of the Committee including the Committee chair shall have one vote, and in the case of equality of voting the Committee chair shall have a casting vote in addition to his/her deliberative vote.
- (g) Minutes
- (i) Minutes of each meeting shall be prepared by the Committee secretary, settled by the Committee chair and distributed to each member of the Committee promptly following the relevant meeting.
- (ii) The minutes of each Committee meeting shall be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the Committee to the Board.
- (iii) The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings, and signing by the Committee chair.
- (iv) Minutes of each Committee meeting shall be recorded in the Organisation's secretarial records within one month of the meeting and otherwise in compliance with any applicable regulatory requirements.
- (h) Power, Authority and External Advice
- Committees have the power and authority to do all things necessary or incidental in the proper performance of their role including authority to access information and to consult with and interview Organisation personnel and to take external professional advice as necessary and appropriate.

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(i) Reporting (Periodic)

The Committee, through its chair, shall report in summary to the Board at the next Board meeting after each Committee meeting with a copy of the Committee minutes becoming available to the Board as soon as is reasonably practicable and convenient. The report should include but not be limited to:

- material issues arising at the meeting of the Committee and any formal resolutions;
- any matters at in the opinion of the Committee should be brought to the attention of the Board.

(j) Reporting (Annual)

In addition, the Committee, through its chair and with the administrative support of the Organisation Secretary, shall submit a report annually to the Board summarising the Committee's activities during the relevant financial year. The report should include:

- reference to the Committee's main authority, responsibilities and duties in the context of this Charter;
- details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member;
- details of any change to the independence or qualifying (as a member of the Committee) status of any Committee member during the relevant period, if applicable;
- a summary of the Committee's operations and performance, and the material issues addressed by the Committee during the relevant period; and
- a review of the Committee's charter and terms of reference and any recommendations arising.

(k) Disclosure

- (i) The names of the members of the Committee will be disclosed on the Organisation's website;
- (ii) With respect to each annual period the Organisation will disclose on its website or in its annual report:
  - the number of times the Committee met; and
  - the individual attendances of Committee members at those meetings.

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## Appendix D

### Governance Committee Charter

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#### Terms of Reference

##### 1. Remit

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To act as a forum of the Board in connection with:

- (a) Board Performance Function
  - (i) Board member, Chair, Board Committee and Board Committee chairs evaluation/review, induction and professional development.
  - (ii) Tier 1 and Tier 2 Policies.
- (b) Governance function

To act as a monitoring and review forum for the Organisation's governance, and issues arising, and make recommendations to Board as appropriate.

##### 2. Scope

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The scope of the Governance Committee remit will include, but not be limited to matters of:

- (a) Board performance function
  - (i) Board Committee terms of reference review.
  - (ii) Development and implementation of a process for evaluation of Board, Committee and Board member performance.
  - (iii) Board member induction and professional development including:
    - regularly reviewing whether the directors as a group have the skills, knowledge and familiarity with the Organisation and its operating environment required to adequately fulfil their role on the Board and its Committees effectively;
    - where gaps are identified, consider what training or development could be undertaken to fill the gaps;
    - where necessary, providing resources to help develop and maintain its directors' skills and knowledge (including accounting skill and knowledge development for directors without specialist accounting skills or knowledge to ensure their sufficient understanding of accounting and financial matters to fulfil their responsibilities with respect to the Organisation's financial statements).
  - (iv) Regularly reviewing the time and commitment required of a non-executive director and whether directors are meeting that requirement.
- (b) Policy (Tier 1 and Tier 2) function
  - (i) Policy development and review generally
  - (ii) With respect to diversity:



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- Diversity policy development, monitoring and review;
  - Development, monitoring and review of strategies and programs to promote diversity in the Organisation consistent with such diversity policy;
  - Monitoring the implementation by the Organisation of such diversity strategies and programs consistent with such diversity policy.
- (c) Governance function generally
- (i) Governance policy development and adoption.
  - (ii) Legal and regulatory environment – the Board’s and Organisation’s compliance with relevant laws and regulations.
  - (iii) Constitution and this Charter:
    - the necessity to review;
    - the Board’s and the Organisation’s compliance with the Constitution and this Charter.
  - (iv) Board Committee terms of reference review and recommendations arising.
- (d) Generally
- (i) Reporting on these matters to the Board, with recommendations as appropriate.
  - (ii) The Committee has the authority to access information and to consult with and interview Organisation personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

The Governance Committee may be requested by the Board to perform other related tasks.

### **3. Governance**

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The pro forma guidelines of governance structure and procedural workings for Committees in accordance with the Organisation’s Governance Charter applies to the Committee subject to the following:

- (a) Membership of the Committee
- (i) Members
    - Committee Chair – a relevant Board member
    - Other members – between 2 and 4 other Board members
  - (ii) Special requirements (if any)
    - desirably Committee Members may have some experience in governance;
    - the Organisation’s HR manager may be invited to Committee meetings from time to time as relevant;
    - the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:
      - CEO
      - HR manager

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(b) Other Special Provisions  
N/A

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## Appendix E

### Nominations and Remuneration Committee Charter

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#### Terms of Reference

##### 1. Remit

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To act as a forum of the Board in connection with:

- (a) Nominations function  
Board member, Chair, Board Committee, Board Committee chairs and CEO identification and succession planning.
- (b) Remuneration function  
To act as a recommending, monitoring and review forum of the Board in connection with Board member, CEO and executive remuneration.

##### 2. Scope

---

The scope of the Nomination and Remuneration Committee remit will include, but not be limited to matters of:

- (a) Nominations function
  - (i) Board and Committee Membership
    - Board and Board Committee membership and succession planning including through the development and use of a board skills matrix (or like tool):
      - assessing the mix of skills, experience and diversity that the Board is looking to achieve in the Board's membership;
      - assessing the mix of skills, experience and diversity currently represented on the Board;
      - establishing processes for the identification and recruiting of suitable candidates for appointment to the Board and for re-election of existing directors (as applicable);
      - assessing the "independence" of each non-executive director, including at or around the time of consideration of director elections, and as soon as practicable after any material change in relevant circumstances;
      - reporting to the Board with a view to the Board assessing whether the "independence" of a director, including any director who has served as a director for more than 10 years, has been compromised.
  - (ii) CEO and Executives
    - Periodic review of the job description and performance of the CEO according to agreed performance parameters;
    - Plans for succession planning for the CEO position;

- 
- Involvement in complaints, grievance and disciplinary processes of executives.
- (b) Remuneration function
- (i) Generally
    - Reviewing prevailing external remuneration benchmarks for comparable positions, with comparable responsibilities, within comparable organisations (revenue, employees, size and otherwise) including in comparable sectors to that of the Organisation.
    - Assessing appropriate remuneration policies, levels and packages for Board members (if applicable), the CEO, and (in consultation with the CEO) other executive and senior managerial officers.
    - Monitoring the implementation by the Organisation of such remuneration policies.
    - Recommending to the Board the Organisation's remuneration policies so as to motivate executives and management to pursue the long-term success of the Organisation within an appropriate control framework;
  - (ii) CEO
    - Assess, at appropriate and regular intervals (including in accordance with the CEO's employment contract), a suitable remuneration and reward package for the CEO in relation to prevailing external practice, internal affordability, market conditions performance against goals, and other relevant matters.
  - (iii) Non-Executive Board Members
    - Reviewing and recommending to the Board whether or not non-executive Board members should be remunerated.
    - If so, reviewing and recommending to the Board an appropriate remuneration framework and any supplements to those remuneration levels for Committee participation (including for chairs of Committees) and those holding designated offices (e.g Chair, President etc).
    - Recommending occasions or circumstances (if any) where expense reimbursement or remuneration for extra services or special exertion is appropriate.
- (c) Generally
- Reporting on these matters to the Board, with recommendations as appropriate.
  - The Committee has the authority to access information and to consult with and interview Organisation personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

The Governance Committee may be requested by the Board to perform other related tasks.

---

### 3. Governance

---

The pro forma guidelines of governance structure and procedural workings for Committees in accordance with the Organisation's Governance Charter applies to the Committee subject to the following:

- (a) Membership of the Committee
  - (i) Members
    - Committee Chair – a relevant Board member (desirably the Chair)
    - Other members – between 2 and 4 other Board members
  - (ii) Special requirements (if any)
    - desirably Committee Members may have some experience in HR and governance;
    - the Organisation's HR manager may be invited to Committee meetings from time to time as relevant;
    - when dealing with Board Chair succession, the Board Chair should not be the chair of that meeting of the Committee;
    - the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:
      - CEO
- (b) Other Special Provisions  
N/A

---

## Appendix F

### Audit and Risk Committee Charter

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#### Terms of Reference

##### 1. Remit

---

- (a) Audit function  
To oversee the Organisation's financial position, performance and reporting integrity including internal and external audit functions of the Organisation.
- (b) Risk function  
To oversee, review and make recommendations on actions specific to risk identification, management and mitigation for the Organisation.
- (c) Prudential investment function  
To oversee and endorse the organisation's policy and strategy as to investment of the Organisation's available financial resources.
- (d) Budget function  
To oversee and make recommendations to the Board on the setting of the Organisation's annual budget as proposed by management.
- (e) Material financial arrangements function  
To oversee and make recommendations, as appropriate, on material financial arrangements affecting or involving the Organisation including those of a capital nature.

##### 2. Scope

---

- (a) Audit function  
The scope of the Audit Committee's remit will include, but not be limited to:
  - (i) Financial Statements and Reporting
    - Overseeing the adequacy of the Organisation's reporting processes;
    - Overseeing whether the Organisation's financial statements reflect the understanding of the Committee members and whether in their opinion they provide a true and fair view of the financial position and performance of the Organisation;
    - Reviewing, the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements.
  - (ii) External Audit
    - Recommending selection, removal (as appropriate) and remuneration of external Auditor and to monitor external Auditor independence;
    - Providing instruction to the external Auditor including ensuring the scope and adequacy of the external audit or review (as applicable);

- 
- Overseeing the availability of any assistance as reasonably required by the external Auditor;
  - Receiving external Auditor's preliminary Audit or Review Reports;
  - Overseeing and monitoring implementation of external Auditor's recommendations (as accepted);
  - Ensuring that the audit approach covers all financial statement areas where there is a perceived risk of material misstatement;
  - In monitoring external Auditor independence, the Committee will have regard to any legislative or regulatory requirements, and the following principles.
    - It is mandatory that the Audit Partner responsible for the Audit be rotated at least every five years with at least two years expiring before the Audit Partner can again be involved in the Audit of the Organisation;
    - Monitor the number of former employees of the external Auditor who were involved in auditing the Organisation and who are currently employed in senior financial positions in the Organisation, and assess whether this impairs or appears to impair the Auditor's judgement or independence in respect of the Organisation. An individual who was engaged by the external Auditor and participated in the Organisation's audit or review shall be precluded from employment as CEO or CFO of the Organisation for a period of at least 12 months from the time of the audit or review.
    - Consider whether taken as a whole, the various relationships between the Organisation and the external Auditor and the economic importance of the Organisation (in terms of fees paid to the external Auditor for the Audit or review as well as fees paid to the external Auditor for the provision of non-Audit services) to the external Auditor impair or may appear to impair the Auditor's judgement or independence in respect of the Organisation;
    - Ensure the Organisation does not engage its external Auditor for certain non-audit services (e.g. bookkeeping, financial information systems design, valuations, actuarial services, internal audit outsourcing, human resources and audit non-related legal/expert services) where such work, or the aggregate of such works, or the fees therefrom, may otherwise prejudice or compromise the Auditor's independence. Any proposal to grant the external Auditor non-prohibited non-audit services will be referred to the chair of the Committee by management prior to granting the work.
  - The Committee will meet at times with the external Auditors without the presence of management.
  - In the selection and appointment of the external Auditors the guidance in the terms of Attachment 1 are incorporated into these Terms of Reference.
- (iii) Internal Audit
- Overseeing and monitoring the scope and adequacy of the Organisation's internal controls and compliance requirements to assure integrity in the Organisation's operations and affairs;

- 
- Assessing the need, or otherwise, for the Organisation to have a dedicated internal audit charter, internal audit plan and/or internal auditor (and if so recommending such charter, plan and appointment of the internal auditor for approval by the Board);
  - Approving and ensuring resourcing of the internal audit function, as appropriate, including budgetary allocation for staffing and external consulting support (as necessary).
  - Reviewing and assessing the performance and objectivity of the Organisation's internal audit function, as applicable.
- (b) Risk function
- The scope of the Committee's remit will include, but not be limited to:
- (i) Risk Management
- Approve and monitor policies for identifying and managing/mitigating/transferring risk including in accordance with the Group's risk management policy (refer Appendix M of the Charter);
  - Approve and monitor policies for business continuity and crisis planning risk management;
  - Receive ongoing risk management reports;
  - Review of risk management framework, policies and management processes at least annually to allow the Committee to satisfy itself that they are sound.
- (ii) Insurance
- Review and ensure the Group carries appropriate levels of insurance;
  - Review and monitor terms of insurance policies.
- (c) Prudential investment function
- To endorse and from time to time review the Organisation's policies and strategies as to the investment of the Organisation's financial resources.
- (d) Budget function
- To oversee and make recommendations to the Board on the setting of the Organisation's annual budget as proposed by management.
- (e) Material financial arrangements function
- The scope of the Committee's remit will include but not be limited to overseeing and making recommendations on:
- material financial arrangements and transactions affecting or involving the Organisation;
  - material financial matters of a capital nature;
  - financial matters beyond the scope of the Organisation's approved budget.
- (f) Generally
- (i) Reviewing and reporting on these matters to the Board, with recommendations as appropriate, including as to:
- the application of accounting policies and reporting of financial information to Members, regulators and generally;
  - the adequacy of the Organisation's processes for managing risk;



- 
- any incident involving fraud or other material breakdown of the Organisation's internal controls;
  - the Organisation's insurance program, including having regard to the Organisation's operations and the insurable risks associated with its operations.
- (ii) The Committee has the authority to access information and consult with and interview Organisation personnel, internal auditors and external auditors and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

The Committee may be requested by the Board to perform other related tasks.

### **3. Governance**

---

The pro forma guidelines of governance structure and procedural workings for Committees in accordance with the Organisation's Governance Charter apply to the Committee subject to the following:

(a) Membership of the Committee

(i) Members

- Chair – Independent non-executive member of the Board who is to be Committee chair and who should not be the Board Chair;
- Other members – Between 2 and 4 other qualifying Board members, with license for the Board to also appoint up to 2 other Committee members who are not Board members and who have suitable financial and/or accounting skills.

(ii) Special requirements (if any)

- all Committee members must be non-executive;
- Committee members between them should have accounting/financial and risk management expertise and sufficient understanding of the Organisation's industry to effectively discharge the Committee's mandate;
- desirably Committee members should at least be financially literate;
- the Committee chair desirably should have financial or accounting expertise or experience;
- the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee:
  - CEO
  - CFO

(b) Other Special Provisions

N/A

---

## Attachment 1

### Guidance for the selection and appointment of an external auditor (as necessary)

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#### 1. Introduction

---

The Board is responsible for the preliminary appointment of the external auditor which is to be ratified by members at the next annual general meeting.

The Board's Audit and Risk Committee ("**Committee**") is delegated the task to meet and determine the process by which the auditor should be selected eg. by way of a formal tender or some other method.

The Committee conducts the selection process and recommends a preferred external auditor to the Board. The Board may endorse the external auditor recommended by the Committee and tentatively appoint him/her. Alternatively the Board may wish to review the recommendation of the Committee.

At the request of the Committee, the CFO and/or CEO may assist the Committee in the selection and appointment process including by proposal of an external auditor, together with a written supporting submission.

#### 2. Tender

---

(a) Request for submissions

If the Committee elects to undertake a tender process, the CEO or CFO will prepare or cause to be prepared a draft request for submissions that will be reviewed for approval by the Committee (with such changes as it considers appropriate).

The request should contain sufficient information to enable a proposal and fee estimate to be given to the Company. The request should include information about the Group, its operations, its key personnel, its structure, its financials and any other relevant information.

The CEO or CFO may arrange for candidates to meet with a selection panel appointed by the Committee.

(b) Selection Panel

The selection panel will comprise nominated members of the Committee, and any other person the Committee considers appropriate to assist it to assess the suitability of the external auditor.

#### 3. Selection Criteria

---

The preferred external auditor should best satisfy the selection criteria identified by the Committee including:

(a) Fees

A candidate should provide a firm fee quotation for its audit services. However price will be but one of the relevant factors in the selection of a preferred external auditor.

(b) Independence

---

A candidate must satisfy the Committee that it is independent and outline the procedures it has in place to maintain its independence.

The external auditor must be independent from, and be seen to be independent from, the Organisation.

(c) Scope of audit/issues resolution

A candidate should outline its response to the scope of audit in the request for submissions and any proposed procedures to address any issue of material significance or matter of disagreement with the Organisation's management.

The external auditor and the CFO will be required to disclose to the Committee all such issues of material significance and all matters of disagreement, whether resolved or unresolved.

(d) Non-audit work

A candidate must detail its approach to the provision of non-audit related services to the Organisation. Generally such work should be at most immaterial.

If proposed otherwise, the Committee must consider the circumstances in which the Organisation might use the external auditor for non-audit services. Matters to be considered include the extent, scope and potential value of non-audit fees and any circumstance where the external auditor may be required to review and rely upon work conducted by it in a non-audit capacity.

The scope of non-audit work must not be allowed to impinge upon the external auditor's independence (refer also paragraph 4 below).

(e) Other matters

The selection criteria may include such other matters as the Committee thinks fit.

#### **4. Policy on audit and non-audit services**

---

The Committee may develop a policy that sets out the circumstances in which the Organisation may use the external auditor for other services. A copy of this policy will be provided to the external auditor.

The policy will be based on the following principles:

- (a) the external auditor may provide audit and audit-related services that, while outside the scope of the statutory audit, are consistent with the role of auditor;
- (b) the external auditor should not provide services that are perceived to be materially in conflict with the role of auditor;
- (c) the external auditor may be permitted to provide a limited number/value of non-audit services that are perceived to be not materially in conflict with the role of auditor, subject to the approval of the Committee;
- (d) exceptions may be made to the policy (with specific Board approval) where the variation is in the best interests of the Organisation and arrangements are put in place to preserve the integrity of the external audit process.

#### **5. Rotation of external audit engagement partner**

---

The Committee will ensure that the external auditor has in place arrangements for rotation of the audit engagement partner.

The audit engagement partner for the audit must rotate at least every 5 years.

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**6. Review of audit arrangements**

---

The Committee will periodically review the external auditor's performance, at least annually. As part of this review, the Committee will obtain feedback from the CEO, CFO and other members of senior management regarding the quality of the audit service.

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## Appendix G

### Special Projects Committee Charter

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#### Terms of Reference

##### 1. Remit

---

To act as a standing committee of the Board which will meet on an “as needs basis” and which will receive specific functional remits or briefs from time to time from the Board.

##### 2. Scope

---

- (a) Analysing, reviewing, addressing and responding to the Board on matters that may from time to time be delegated by the Board to the Committee.
- (b) The scope of the Committee’s terms of reference may include but not be limited to:
  - special projects or major matters affecting the Organisation and with respect to which the Board would like to have heightened oversight or input;
  - major business arrangements or transactions beyond the usual scope of delegated authority to the CEO, or where the CEO might request more direct involvement of the Board.
- (c) Generally
  - (i) Reviewing and reporting on these matters to the Board, with recommendations as appropriate.
  - (ii) The Committee has the authority to access information and consult with and interview Organisation personnel, internal auditors and external auditors and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.
  - (iii) The Committee may be requested by the Board to perform other related tasks.

##### 3. Governance

---

The pro forma guidelines of governance structure and procedural workings for Committees in accordance with the Organisation’s Governance Charter applies to the Committee subject to the following:

- (a) Membership of the Committee
  - (i) Members
    - Chair – Independent non-executive member of the Board who is to be Committee chair;
    - Other members – Between 2 and 4 other qualifying Board members or members of the executive.
  - (ii) Special requirements (if any)
    - Committee members between them should have relevant skills having regard to the Terms of Reference from time to time of the Committee to effectively discharge the Committee’s mandate;

- 
- the following executive officers will generally be available to attend Committee meetings at the discretion of the Committee even if not formally appointed as Committee members themselves:

- CEO
- CFO

(b) Other Special Provisions  
N/A

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## Appendix H

### Board Members' and Executives' Code of Conduct

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In this Code the term “**Officer**” refers to a Board member and each member of the Organisation’s executive or leadership team, and includes any “director or officer” of the Organisation as defined in the Organisation’s enabling legislation.

By this Code Officers are expected to lead by example with management charged with responsibility for creating a culture in the Organisation that promotes ethical and responsible behaviour.

#### 1. Care, Skill and Diligence

---

An Officer has a duty to use reasonable care and diligence in fulfilling the functions of the office of the Officer and exercising the powers attached to that office.

#### 2. Good Faith

---

A Officer must act honestly, in good faith, and in the best interest of the Organisation and for a proper purpose.

#### 3. Proper Purpose

---

An Officer must use the powers of the Officer’s office for a proper purpose of the Organisation. An Officer’s primary responsibility is to the Organisation but the Officer should also have regard to the interests of the Members as a whole and its stakeholders.

#### 4. No Misuse of Information

---

An Officer must not misuse information gained as an Officer improperly to gain advantage for the Officer, or for someone else, or to cause detriment to the Organisation.

#### 5. No Misuse of Position

---

An Officer must not misuse his or her position as a Member improperly to gain advantage for the Member, or for someone else, or to cause detriment to the Organisation.

#### 6. Conflicts of Interest

---

An Officer must avoid compromising their duties or responsibilities to the Organisation through a conflict of interest and must not give preference to personal or other interests, or to the interests of any associate or related person/entity, where to do so may be in conflict with the interests of the Organisation.

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## **7. Disclosure of Interests**

---

- (a) A Board Officer and the CEO must disclose in accordance with the Organisation's Governance Charter to all other Board Members any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Organisation.
- (b) A non-Board Officer must disclose via the CEO any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Organisation.

## **8. Accountability**

---

An Officer has a duty to account to the Organisation for relevant opportunities which arise as a result of his or her being an Officer and to use the Organisation's resources only for the best interests of the Organisation for a proper purpose.

## **9. Confidentiality**

---

Confidential information received by an Officer in the course of his or her duties of office remains the property of the Organisation and should not be disclosed to any other person without the prior written informed consent of the Chair or the CEO unless the disclosure is under compulsion of law, and even then only after prior written advice to the Chair or the CEO.

## **10. Board Decisions**

---

When making a decision, an Officer must make the decision in good faith for a proper purpose and without material personal interest, must use reasonable care and diligence when assessing the subject matter of the decision, and must rationally believe the decision to be in the best interests of the Organisation.

## **11. Reliance on Information by Board Officers**

---

A Board Officer may reasonably rely on information or advice from Board Committees, officers and competent experts and advisers to the Board or the Organisation provided he or she does so in good faith and makes an independent assessment of the information or advice and the competence of the person or group providing the information or advice.

## **12. Delegation by Board Officers**

---

When delegating powers, a Board Officer must satisfy his or herself as to a delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with their duties and the Constitution.

## **13. Organisation's Reputation**

---

An Officer should not engage in conduct likely to have an adverse effect on the reputation of the Organisation or discredit its objects.

## **14. Compliance**

---

An Officer must comply with all applicable laws and regulations and act in accordance with this Code of Conduct.



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**15. Policy Adherence**

---

Without restricting an Office's right to question the appropriateness of any policy, process or code of conduct in this Charter through appropriate channels, an Office must not act in a manner contrary to, or which denigrates, any such policy, process or code of conduct.

**16. Policy Communication and Enforcement**

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This Policy is to be communicated and promoted to Officers with reinforcement by appropriate training and proportionate disciplinary action if it is breached.

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## Appendix I

### Conflict of Interest Protocol

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#### 1. Purpose

---

The purpose of this protocol is to provide guidance to the Organisation's Board members (**Board Members or Directors**) in the event of a conflict of interest arising for those Board Members (either duty v's duty or duty v's personal interest) and to provide for the establishment of procedures to facilitate good corporate governance and legal compliance.

#### 2. Background

---

- 2.1 The Organisation is regulated for these purposes by its constitution and the relevant legislative enactive under which the Organisation is constituted. The law surrounding the disclosure of interests with respect to the Organisation is substantially contained in that legislation. The constitution of the Organisation also needs to be considered.
- 2.2 This policy document is confined to "conflicts of interest" and does not purport to extend to the broader general common law and statutory duties of Board Members.

#### 3. Adoption and Monitoring

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- 3.1 This policy document has been adopted and endorsed by the Board.
- 3.2 The Board will periodically monitor compliance with this policy document.

#### 4. Principal Obligations

---

- 4.1 Generally (subject to any specific requirements of the Organisation's constitution and its enabling legislation)
- **(constitution)** rules prescribed in the relevant legislation under which the Organisation is constituted generally take priority over any conflicting constitutional provision in the Organisation's constitution;
  - **(disclosure)** a Director who has a material personal interest in a matter that relates to the affairs of the Organisation must give the other Directors notice of the interest unless a prescribed exception applies;
  - **(contents of notice)** the notice must give details of the nature and extent of the interest and the relation of the interest to the affairs of the Organisation;
  - **(timing of notice)** the notice must be given at a Board meeting as soon as practicable after the Director becomes aware of the interest in the matter;
  - **(minutes)** the details must be recorded in the minutes of the meeting;
  - **(standing notice)** a Director may give standing notice of an interest, including before the interest becomes a material personal interest;
  - **(participation)** the ability of a Director to participate in the board meeting at which the matter will be considered and to count towards the quorum of that meeting will be governed by the Constitution and the law.
- 4.2 Specific constraints

- 
- **(restrictions on voting and being present)** a Director who has a material personal interest in a matter being considered at a Board meeting must not:
    - be present while the matter is being considered or deliberated;
    - vote on the matter;
  - **(exceptions – subject to contrary specific requirements of the Organisation’s Constitution or enabling legislation)** the following exceptions generally apply to the foregoing:
    - **(participation with Board approval)** the other Directors who don’t have a material personal interest pass a resolution identifying the relevant Director (and the extent and nature of his/her interest and its relation to the affairs of the Organisation) and stating they are satisfied the relevant Director should not be disqualified from being present and voting; or
    - **(participation with regulatory approval)** an order may be made by the relevant regulator under the legislation under which the Organisation is constituted;
    - **(participation with member approval)** if a quorum of non-conflicted Directors is not possible, the Board may convene a meeting of members to resolve the matter (notwithstanding the conflict of the Board’s Directors).

---

## 5. Board Procedures to Assure Good Governance

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- 5.1 Listed in 5.2 following are examples of circumstances which are likely to give rise to a Board Member having a conflict of interest or prospective conflict of interest (***Relevant Circumstance***) but excluding a circumstance, event or conflict arising only from the Board Member (or a Related Party – refer paragraph 5.3 following ):
- being a Member of the Organisation;
  - being a routine customer or recipient of goods or services from the Organisation in the ordinary course of the Organisation’s operations;
  - holding a position of office in the Organisation;
- 5.2 Non-exhaustive examples of Relevant Circumstances include:
- a Board Member or a Related Party has a direct or indirect pecuniary interest in a contract or proposed contract with the Organisation;
  - a Board Member or a Related Party holds an office in an entity with which the Organisation may have dealings;
  - a Board Member or a Related Party has an investment in an entity with which the Organisation may have dealings, other than a mere portfolio investment where investment discretion substantially resides with a third party;
  - any other transaction or circumstance affecting the Organisation where the Board Member (acting in good faith with objectivity and reasonableness) may believe that they might not be able to exercise judgement with impartiality in the best interests of the Organisation.
- 5.3 For the purpose of this policy a “**Related Party**” refers primarily to a Board Member’s spouse or other “close” family member (depending upon the circumstances without prescriptive intent) or other corporate, trust or nominee entity or person over whom the Board Member or other persons as aforesaid may substantially exercise control or influence.
- 5.4 Each Board Member must give notice in writing to the Secretary of the nature and extent of each Relevant Circumstance as soon as he or she becomes aware of it (or in the case of the Secretary, to the Chair). If such notice is not given prior to the Board meeting at which a matter will be considered which relates to the Relevant Circumstance, the Board Member must declare the Relevant Circumstance to the Board meeting prior to the matter being considered.
- 5.5 The Secretary should cause every notification or disclosure of a Relevant Circumstance to be recorded in a Register of Relevant Circumstances – Conflicts of Interest of Board Members (“**Register**”) to be maintained by the Board (under the control of the Organisation Secretary) and which Register is to be available for inspection at any time on request, and is to be brought to the attention of Board meetings when business of the meeting may impinge or touch upon a Relevant Circumstance.
- 5.6 It is the obligation of each Board Member to ensure that the particulars in the Register with respect to themselves are current, complete and accurate in all material respects.
- 5.7 It is the obligation of the Secretary periodically (at least annually) to enquire of the Board Members if there should be any variations to the Register.
- 5.8 Unless there be special reason to the contrary (in the interests of the Organisation and for efficiency of meeting process), as determined by the person presiding at the meeting and with the agreement of all the remaining Board Members not affected by the Relevant Circumstance, the affected Board Member shall absent himself or herself from the Board meeting whilst the meeting considers, deliberates and votes on any relevant matter for which an affected Board Member may be affected by a Relevant Circumstance.

- 
- 5.9 The person presiding at the meeting may request the affected Board Member to address the meeting preliminary to the relevant subject matter being under consideration and to respond to specific queries at the meeting, but the Board Member shall not be under any obligation to so address or respond if the affected Board Member considers it inappropriate to do so.
- 5.10 In particular, each Board Member affected by a Relevant Circumstance may not take part in any deliberations, decisions or voting on a matter at a Board Meeting in which the Relevant Circumstance gives rise to a conflict of interest of the Board Member, subject to any exceptions referred to in paragraph 4 above.

## **6. Board Committee Meetings**

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This Conflict of Interest Protocol shall apply in the same manner to Board Committees as it does to the Board itself with such adaptations as are necessary to give effect to the interest of this paragraph.

## **7. Attachments**

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Attachments I(1) and I(2) to this Conflict of Interest Protocol include procedures and forms to assist giving procedural effect to this Conflict of Interest Protocol.



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## Attachment I(2)

### Register of Conflicts of Interest (refer Governance Charter)

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#### **1. Preliminary Notes:**

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- (a) A separate folio section is to be maintained for each Director from time to time.
- (b) A copy of each Notice of Disclosure received from a Director is to be filed in the separate folio section referable to that Director.
- (c) The composite of all folio sections (together with filings under each folio section) is to constitute this Register.
- (d) On the header sheet for each folio section is to be entered:
  - (i) the name of the Director; and
  - (ii) the date of each notice of disclosure received and the date of entry in the Register of each notice of disclosure.(refer pro-forma attached).
- (e) A copy of this Register should be available at all relevant times for reference purposes.

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**Attachment I(2) (cont)**

**[Pro Forma] – Header Sheet for each Folio Section of the Register**

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Name of Director: [ ]

Disclosure Notices	Details of Relevant Circumstance(s)
1. Date of Notice: Date of Entry in Register:	
2. Date of Notice: Date of Entry in Register:	
3. Date of Notice: Date of Entry in Register:	
4. Date of Notice: Date of Entry in Register:	
5. Date of Notice: Date of Entry in Register:	



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## Appendix J

### Organisation Code of Conduct

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#### 1. Introduction

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The Organisation is committed to being a responsible corporate citizen. The Organisation interprets its responsibilities as not only requiring it to abide by the laws respectively binding upon the Organisation, but also requiring it to conduct its business in accordance with the ethical principles and practices set out in this Code.

The Board charges management with and requires that the Code extends to the Organisation as a whole, including the Board and the Organisation's executives and personnel generally so as to create a culture within the Organisation that promotes ethical and responsible behaviour.

#### 2. Organisational and Operational Integrity

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##### 2.1 Honesty, integrity and fairness

The Organisation recognises the importance of conducting its operations in a manner consistent with the principles of honesty, integrity and fairness.

##### 2.2 Legal and regulatory compliance

Compliance with all relevant laws and regulations binding upon the Organisation is expected.

##### 2.3 Transparent accountability

The Organisation recognises the attributes of transparent accountability in the management of the Organisation's affairs, subject to prudential confidentiality and commerciality constraints.

##### 2.4 Political Involvement

The Organisation will not participate in party politics. This does not restrict the Organisation appropriately advocating or supporting policies relevant to the Organisation's best interests, which policies may have political implications.

##### 2.5 Bribes and Corruption

Corrupt practices are not acceptable, irrespective of local standards or practices in the place of business. The Organisation and its personnel must not, directly or indirectly offer, pay, solicit or accept bribes or participate in any corrupt arrangements or payments, and must promptly notify the Organisation's designated officer (if any) for probity matters (or in the absence of a designated officer, the CEO or Chair) should any information concerning such practices come to their attention.

##### 2.6 Competition

The Organisation supports the principles of free and fair competition in the market in compliance with applicable competition and consumer protection laws.

##### 2.7 Privacy and Information

The laws in relation to privacy, and the use of confidential or sensitive information, will be respected by the Organisation.

##### 2.8 Conflicts of Interest

Conflicts of interest are to be avoided.

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Where a conflict of interest does arise, full disclosure must be made to the person's supervising officer (or otherwise as provided in the Organisation's Governance Charter) and all relevant persons must not participate in any related decision-making processes.

2.9 Whistleblowing

The Organisation is committed to fostering an environment where concerns about illegal or unethical behaviour which affect the Organisation can be reported in the confidence and without fear of retribution. The Organisation will treat reports of this kind to the designated officer (if any) for such purpose (or in the absence of a designated officer, the Secretary or the CEO) with the seriousness they deserve and investigate and act on them appropriately and promptly.

### **3. Labour**

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3.1 Discrimination

The Organisation recognises the dignity of each worker, and the right to a workplace free of harassment, abuse and unfair punishment. Decisions on hiring, salary, benefits, advancement, termination or retirement will be based on the best interests of the Organisation and the person's ability to fulfil the relevant requirements of the position. There must be no discrimination based on race, creed, gender, marital or maternity status, religious or political beliefs, age or sexual orientation.

3.2 Forced Labour

The Organisation must not use forced labour in any form.

3.3 Child Labour

The Organisation recognises the rights of every child to be protected from economic exploitation and from performing any work that is likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development.

3.4 Compensation

The Organisation will provide each worker with at least the minimum prevailing legislated wage.

3.5 Benefits

The Organisation must provide each worker with all benefits legally required.

3.6 Hours of Work/Overtime

The Organisation will comply with legally mandated work hours, and compensate for overtime (as appropriate).

3.7 Freedom of Association

The Organisation recognises the right of workers to form and join trade unions and to bargain collectively or individually.

3.8 Diversity

The Organisation respects and values the benefit of diversity (including skills, experience, perspective, gender, culture, age and otherwise) to enrich the Organisation and to enhance the probability of achievement of the Organisation's objectives.

### **4. Health and Safety**

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The Organisation aspires to providing a safe and healthy working environment at all times, in accordance with accepted sound practices for occupational health and safety, including having regard to prevailing knowledge of the industry and of any known and probable specific hazards.

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**5. Environment**

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The Organisation and its personnel must comply with all applicable environmental laws and regulations.

**6. Community**

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The Organisation will strive to be a respected corporate citizen and to operate in a manner which encourages a lasting, beneficial and constructive relationship with the communities in which it operates.

**7. Contractors**

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The Organisation expects its principal contractors and suppliers to observe comparable standards to those set out in this Code of Conduct in their dealings with the Organisation.

**8. Compliance**

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The Organisation should ensure the availability, communication and training of this Code of Conduct throughout the Organisation, its personnel and its principal contractors and suppliers.

The Organisation should oversee and monitor compliance with this Code of Conduct and implement proportionate disciplinary action if it is breached.

The Organisation should maintain sufficient records and evidence to demonstrate its activities to ensure compliance with this Code of Conduct. This may include internal and external audits in relation to compliance with this Code by the Organisation and its personnel.

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## Appendix K

### **Role and Responsibility – Chief Executive Officer – Delegated Authority**

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#### **1. Generally**

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The CEO is authorised and responsible for the management of the Organisation and its operations. The Board delegates authority to the CEO for:

- developing business plans, budgets and strategies for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- ensuring the Organisation's operations and business are within the parameters set by the Board from time to time and that the Board is kept informed of material developments in the Organisation's operations and business;
- where proposed transactions, commitments or arrangements exceed the parameters set by the Board, referring the matter to the Board for its consideration and approval;
- identifying and managing operational and corporate risks and, where those risks could have a material impact on the Organisation's businesses, formulating strategies for managing these risks;
- managing the Organisation's financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively;
- ensuring that the Board is provided with sufficient relevant information on a timely basis in regard to the Organisation, its operations and the business, and in particular with respect to the Organisation's corporate performance, financial condition, operations and prospects, to position the Board to fulfil its governance responsibilities; and
- implementing the policies, processes and codes of conduct approved by the Board, and monitoring, reviewing and reporting to the Board against those policies, processes and codes of conduct.

#### **2. Accountability to the Board**

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Consistent with the above the CEO:

- reports to the Board on the status of policies, strategies, directions and plans (business and otherwise) set or approved by the Board;
- informs the Board of all events within, or which reasonably should be within, his knowledge or awareness, which may or do have material impact on the Organisation's activities or well-being;
- observes limitations as set down by the Board; and
- regularly meets and consults with the Chair (as the lead representative of the Board) on all such matters.

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### **3. Leadership**

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- (a) Generally
  - provide a strong, clear leadership to the Organisation;
  - ensure the Organisation's Code of Conduct is a living document, regularly updated, monitored and communicated with ongoing training provided.
- (b) Internal Leadership
  - provide direction, goals and energy to all parts of the Organisation;
  - create and sustain a culture of innovation and enablement, underpinned by and expressing the values and philosophy of the Organisation.
- (c) External Leadership
  - monitor and interpret the external environment in order to continually position the Organisation to best advantage;
  - maintain awareness of political, governmental, business and industry components of the external environment, on a local, national and international level;
  - participate in appropriate business and professional associations, networks and activities relevant to the Organisation's interests;
  - ensure relationship building with stakeholders.

### **4. Management**

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Provide overall management oversight and responsibility of the Organisation with particular responsibility in:

- the appointment and management of key executive and management personnel;
- setting up, maintaining and reviewing structure, systems, policies, processes and procedures, in order to guide, support, inform, service and monitor the prime functions of the Organisation;
- ensuring legal, ethical and professional practices and boundaries consistent with the Organisation's Code of Conduct are adhered to;
- ensuring financial activities are managed within agreed budgets and informing the Board in a timely manner should the CEO become aware of any material adverse movements to the budget;
- ensuring effective and efficient functioning of the Organisation and all its parts.

### **5. Integrity**

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Overall and at all times, whether on Organisation business or personal time, personally behaving and conducting him/herself:

- consistent with the Organisation's Code of Conduct;
- in such a manner so as not to bring the Organisation or any part or entity within the Organisation into disrepute or disrespect.

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## Appendix L

### Risk Management Policy

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2. It is the policy of the Organisation that all operations are conducted in a manner which ensures, as far as reasonably practicable:
  - the prospect of achievement of the goals and objectives of the Organisation (mission or purpose based, strategic and otherwise) for the benefit of the Organisation and its stakeholders is optimised;
  - performance of the Organisation (strategic, commercial and otherwise) for the benefit of the Organisation and its stakeholders is optimised;
  - the health and safety of all employees, customers, visitors to the Organisation's sites and others who may be affected by the Organisation's operations are respected;
  - all applicable legislation and regulatory obligations are met;
  - assets and revenue generation capacity are protected against loss and damage;
  - liability exposure is managed within prudential boards;
  - business continuity is preserved and prompt recovery from adverse business continuity risks is managed;
  - the Organisation's reputation and image, and that of its personnel, are not disrespected or damaged;
  - the community and environment are respected in the Organisation's operations.
3. This policy objective will be enhanced by implementation, throughout all parts of the Organisation, of an effective risk management program including the following:
  - monitoring of issues that may impede the goals, objectives and performance of the Organisation;
  - maintenance of a risk management framework (which covers strategic, operational and other enterprise risks) based on industry accepted standards;
  - maintenance of internal control systems in order to provide management with accurate, relevant, timely and reliable financial and operating information;
  - monitoring and resolving safety issues throughout the Organisation;
  - conduct of operations and maintenance of records in accordance with Organisation policies and legislative requirements;
  - monitoring and reporting to the Board and its relevant committee concerning risk management of significant circumstances and risk management issues which may affect the Organisation;
  - implementation of loss prevention and control measures directed at reducing, transferring or otherwise mitigating (within prudential risk assessed parameters) the potential for loss or damage;
  - management of insurance programs to allow the Organisation to acquire appropriate coverage at reasonable premium levels and on reasonable terms having regard to industry standards;
  - design and implementation of effective business continuity and crisis management risk strategies.

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4. The Board is responsible for setting the Organisation's appetite for risk, overseeing the Organisation's risk management framework and satisfying itself that the framework is sound.
  5. Responsibility for risk identification and for establishing and maintaining effective risk management strategies and practices, in the context of and within the Organisation's appetite for risk set by the Board, rests with the CEO and senior management, accountable to the CEO and the relevant Committee of the Board with responsibility for such matters.
  6. The Organisation's risk management framework should be based on an appropriate industry accepted standard such as AS/NZS ISO 31000 2009 series (or similar) with such adaptation (as appropriate) having regard to the Organisation's particular needs.

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## Appendix M

### Board Calendar (Strategic Governance Issues)

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1. Strategy
  - plan development/adoption
  - monitor implementation progress
  - review plan
  
2. Board /Committee/Director review and evaluation
  - composition/succession/skills
  - evaluation of performance
  - remuneration
  
3. Governance Charter
  - compliance
  - review/monitor
  - reports by Committees
  
4. Strategic Governance Issues
  - audit Report
  - OH&S Report
  - HR Report
  - environmental Report
  - risk Management Report
  - legal Report
  - diversity Report
  
5. Budget
  - approval/adoption
  - review/monitor



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6. Performance review/monitor
    - strategy
    - operations
    - finances (revenue, expenses, capital requirements, budget, covenants, cash flow)
  
  7. Operational Issues
    - overall operations report
    - significant project reports
    - customer/supplier relations report
    - quality/complaints report
    - IT report
  
  8. Member Issues
    - Member relations and engagement
    - Member communications
  
  9. Financial and Annual Report
    - financial statements approval
    - Director's report approval
    - annual report approval

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## Appendix N

### Contents of Directors' Letter of Appointment

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- Term of appointment.
- Time commitment envisaged (with an obligation on the director to inform the Chair and the Governance Committee Chair or anything with a significant time commitment attached with the potential to intrude upon the availability of the Director in the performance of his/her role).
- Powers and duties of directors.
- Any special duties, arrangements or expectations attaching to the appointment.
- Circumstances in which the office of director becomes vacant.
- Expectations regarding involvement with committee work.
- Remuneration and expenses (if and as applicable).
- Superannuation arrangements (if and as applicable).
- Requirement to disclose all existing interests, positions, associations, relationships and matters which might bear upon or affect the director's independence and any material changes to that as disclosed.
- Evaluation and review expectations.
- Requirement to comply with governance policies including Conflict of Interest policy.
- Induction training and ongoing performance development arrangements.
- Access to independent professional advice and rights of access to information.
- Indemnity and D&O insurance arrangements (if and as applicable).
- Confidentiality obligations.
- A copy of the Organisation's constitution.
- A copy of the Organisation's Governance Charter.

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## Appendix O

### Board and Management Performance Enhancement Policy

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1. General Purpose and Principle

- (a) The Organisation is committed to the ongoing professional development of its directors, officers, executives and management personnel through a process of ongoing evaluation, education and improvement, with a view to enhancing Board and management performance and effectiveness for the benefit of the Organisation and its stakeholders.
- (b) This means that directors and key executives should be equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed.

2. Evaluation/Review

- (a) The performance of the Board, its Committees, individual directors and key executives are to be evaluated and reviewed regularly against quantitative and/or qualitative indicators based on generally accepted sound governance practices and standards.
- (b) Attachments 2 and 3 set out the protocols for such evaluations and reviews.

3. Induction

- (a) The Organisation will implement induction procedures designed to allow new Board appointees to gain knowledge about the Organisation and its operations so they may participate fully and actively in Board decision making at the earliest opportunity.
- (b) Such induction procedures may relate to and assist directors to gain a better understanding of:
  - the Organisation's financial, strategic, operational and risk management position;
  - their rights, duties and responsibilities;
  - the role of the Board committees;
  - the Organisation's culture and values;
  - Board and Board Committee meeting arrangements; and
  - interaction with other directors as well as senior executives and stakeholders.
- (c) Similar induction processes may also be desirable for key executives.

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4. Professional Development

- (a) Directors and key executives should have access to continuing professional development opportunities to update and enhance their skills and knowledge.
- (b) This should include education and training concerning key developments in the Organisation and in the environment within which it operates, as well as developments in the regulatory environment and in governance practices.
- (c) The Organisation commits to developing a regime by which opportunities for the professional development of its directors and key executives can be identified and made available.
- (d) The Organisation should provide allowance in its annual budget for this purpose.

5. Outline of Induction and Evaluation Procedures

- (a) Attachment 1 to this policy sets out the Organisation's standard induction procedure for new Directors and key executives.
- (b) Attachment 2 to this policy sets out the Organisation's standard process for Board, Committee and director evaluation.
- (c) Attachment 3 to this policy sets out the Organisation's standard process for senior executive evaluation.
- (d) These standard procedures may be adapted as appropriate to meet the circumstances of each case.

6. Role of the Governance Committee

The Board's Governance Committee, in consultation with the Chair and the Secretary, is assigned primary responsibility for strategies and processes to be developed and implemented to achieve the general purpose and principle in this policy.

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# ATTACHMENT 1

## New Directors

### Standard Induction Procedures

This document sets out a procedure which can be used for the induction of new directors. Similar steps (with such prudential adaptations as are appropriate having regard to confidentiality constraints and the role of the executive) should apply to key executives.

**Step 1:                    Assessment of skill and expertise of new Director**

Make a preliminary assessment of the knowledge, skill and experience of the person to ensure that the induction can be tailored appropriately to the circumstances of the person.

Ensure full CV, contact particulars and photo ID of the person is within Organisation records.

**Step 2:                    Induction Pack**

Provide the person with an induction pack including the following:

**Organisational**

- Organisation Constitution;
- executive and management reporting organisational structure diagrams; and
- key Organisation policies eg. occupational health and safety

**Board**

- Governance Charter including:
  - Board and Board Committee charters;
  - all relevant Board policies, codes, and protocols;
- annual reports for the last three years;
- management accounts and management reports over last 3 months;
- current business plan, budget and strategic plan;
- copies of Board minutes and relevant Board Committee minutes over last 6 months (or thereabouts);
- copy of the last Board meeting package;
- copies of internal audit reports and the auditors' management letters addressing issues relating to internal controls and signing off the year end accounts, over last 12 months;
- copy of Organisation's risk management policy; and
- photo and brief bio of each Board member and key executives.

**Operations**

- information about the industry and an analysis of the areas in which the Organisation operates;
- details of main customers, suppliers, bankers, consultants and competitors (as applicable);

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- details about the regulatory regime in which Organisation operates; and
  - details of main operations, assets and liabilities.

**Step 3: Management Presentations**

Senior management will give presentations to the person and include opportunities for questions to be asked.

**Step 4: Site Visit**

The person may undertake tours of the Organisation's main sites and facilities.

**Step 5: Ongoing access to information**

The person is to be made aware of whom he or she can contact for further information and what information is available.

Ensure person has addressed all HR and security requirements and is on the e-mail address list for any Board related information and media releases.

**Step 6: Further training**

Identify need for and arrange any specific further training which may be required.

Follow up with person after 1 month and after (say) 6 months as to any other information/training or educational requirements desired.

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## ATTACHMENT 2

### The Board, Committee and Directors - evaluation protocols

#### 1. Principles

The principles of the evaluation process are:

- integrity of process – actual and perceived;
- assessment to be independent of management;
- process designed to encourage open and constructive discussion;
- agreed and clear goals accepted by all participants;
- confidentiality of identity of each individual director assessment;
- transparency of the evaluation process to assure accountability;
- post evaluation debriefing assessment and follow up;
- evaluation to focus on demonstrable performance, in context of overall Company goals;
- voluntary submission to evaluation by all relevant participants.

#### 2. Participants Evaluation Process

##### 2.1 Selecting an evaluation process and criteria

- (a) The Governance Committee, in consultation with the Chair, assumes responsibility for recommending to the Board the appropriate evaluation objectives and processes, including the methodology, who will facilitate it, and who will oversee it.
- (b) The Board decides if it accepts the recommendation or if it requires changes.
- (c) Utilisation of external facilitation under the oversight of the Chair can help bring professionalism, objectivity and confidentiality to the process.
- (d) Evaluation criteria should:
  - allow comparison with identifiable objective benchmarks where possible;
  - be relevant to the Organisation, the Board, the Committees, the directors and their respective circumstances;
  - be relatively standardised to allow longitudinal analysis, unless circumstances otherwise require;
  - should be capable of reflecting the full scope of relevant endeavour and performance which is consistent with the Organisation's strategies and goals.

##### 2.2 Generally available types of evaluation processes

- (a) Self-assessment is a common approach. Self-assessment allows ownership of and personal input into the evaluation process.
- (b) Peer review (360° feedback) can be a desirable addition to self-assessment, especially for the role of the Chair. Peer review gives objectivity.
- (c) Other models of evaluation (e.g. external consultant interviews) may be suitable depending on the circumstances and needs.

##### 2.3 Evaluation program

- (a) The cycle for the Organisation's evaluation and review process or program for its Board, Committees and individual directors is 3 yearly.

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- (b) Discrete elements of the evaluation program desirably should be undertaken each year in accordance with the following process:
- (i) Year 1 – overall governance review and evaluation PLUS individual director discussions with Chair (as appropriate);
  - (ii) Year 2 – governance review and evaluation of Board Committees PLUS individual director interviews with Chair;
  - (iii) Year 3 – Board dynamics review and evaluation PLUS individual director interviews with external facilitator.

### **3. Process for individual directors**

#### **3.1 Process for Review Process**

- Step 1** Each director completes an agreed self-evaluation form using agreed ratings and evaluation criteria and passes same to Chair or external facilitator (as applicable).
- [Step 1A** (in case of peer review only) Other directors provide feedback on the performance of the director using the same agreed ratings and evaluation criteria and passes same to Chair or external facilitator (as applicable).]
- Step 2** A meeting is held between the director and the Chair or external facilitator (as applicable) to discuss issues raised (including any material discrepancies between self-assessment rating and the peer review as applicable).
- Step 3** Chair or external facilitator reports back to Board on outcomes of the process (but having respect for the principle of confidentiality – refer paragraph 1 above).

#### **3.2 Evaluation criteria for each director**

Includes:

- Governance: ability of director to contribute to Board and Organisation's performance whilst adhering to principles of good governance.
- Leadership: ability of director to inspire commitment to Organisation's vision and values.
- Strategy: ability of director to analyse, evaluate and contribute to the Organisation's strategic plan and positioning.
- Industry knowledge: director's experience in the industry in which the Organisation operates so as to give valuable insights as to the environment in which the Organisation operates.
- Commercial/business acumen: director's ability to contribute to the increase in the prosperity of the Organisation and its stakeholders.
- Social Capital: director's ability to contribute to and enhance the Organisation's social capital and standing.
- Special attributes: identification of any special skills or attributes.
- Teamwork/dynamics: ability of director to interact constructively with fellow Board members and the senior executives in a manner that is consistent with achieving common business goals.

#### **3.3 Chair evaluation**

To the extent to which the role of the Chair is not evaluated in any overall governance review and evaluation tool being deployed, the deputy Chair (if any) or senior/lead independent director should take responsibility for evaluation and review of the Chair and the views of the other directors should be canvassed.



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## 4. Process for Board Committees

### 4.1 Review Process

- Step 1** The members of each relevant Committee complete self-evaluation forms using agreed ratings and evaluation criteria and pass same to Chair or external facilitator (as appropriate).
- Step 2** The Chair or external facilitator (as appropriate) meets with the relevant Committee to constructively discuss the outcomes of the review and any agreed action arising.
- Step 3** A summary of outcomes for all Committees is reported to the Board by the Chair or external facilitator (as appropriate) for discussion and any action arising.

### 4.2 Evaluation criteria for committees

Includes:

- Committee Charter: appropriateness of scope and content of Committee's remit.
- Committee Membership: appropriateness of balance and skill blend of Committee members.
- Procedure and practice: use of Committee time, adequacy of Committee papers, frequency of meetings, ability to access resources, ability to keep informed in relevant area, provision for continuing development, opportunity for Committee members to contribute constructively to committee to work in a conducive and open manner, and Committee member dynamics.
- Committee substantive output: objective criteria (based on the Committee's remit and terms of reference) to measure the performance output of the Committee.

## 5. Process for Overall Governance Review

### 5.1 Review Process

- Step 1** Each director completes evaluation form using agreed ratings and evaluation criteria or external facilitator (as appropriate).
- Step 2** The results of the evaluation forms are analysed in accordance with the agreed methodology.
- Step 3** The outcome of the review is communicated to the Board by the Chair or external facilitator (as appropriate) for discussion and any action arising.

### 5.2 Evaluation criteria for Overall Governance Review

Includes:

- Individual Director: The appropriateness of the competencies, skills, attributes and behaviours of each director (and of the Chair).
- Board: How the individual directors come together as a team, including Board and Committee structure and meetings, as well as Board deliberations and dynamics.
- Organisation: How governance is driven from the board to management and the organisation including attributes of the CEO, and the organisation's strategy, risk and performance outcomes.
- Stakeholder: How the organisation engages with, reports to and holds itself accountable to its shareholders, regulators and

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broader stakeholders, and the community of which it is a part.

The aim is to take an holistic view of the Company's governance across all areas of the organisation.

## **6. Process for Board Dynamics Review**

### **6.1 Review process**

- Step 1** Each director completes evaluation form using agreed ratings and evaluation criteria and passes same to Chair or external facilitator (as appropriate).
- Step 2** The results of the evaluation forms are analysed in accordance with the agreed methodology.
- Step 3** The outcome of the review is communicated to the Board by the Chair or external facilitator (as appropriate) for discussion and any action arising.

### **6.2 Evaluation criteria for Board Dynamics Review**

Academic research has identified good board dynamics as one of the most influential and important areas of governance leading to enhanced corporate performance outcomes. Criteria for evaluation include:

- the structure and means of the Board's deliberations and Board member inter-actions including:
  - team attributes
  - mutual trust
  - co-operation
  - challenge
- getting the task done
  - clarity of goals/purpose
  - skill mix
  - competence
  - reliance on others to perform
  - deliberations and decision making
- shared leadership
- team building
  - competencies
  - shared learnings
  - creativity and support

## **7. External Facilitation**

The Board should periodically consider external facilitators to assist and co-ordinate the review and evaluation process.

## **8. Combination of Evaluation Processes**

The Organisation may make use of governance analysis tools that combine individual director, Board, Board Committee and overall governance evaluations into a combined holistic evaluation and review.

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## ATTACHMENT 3

### Senior Executive Performance Review and Evaluation Protocols

#### 1. Principles

The principles of the performance review and evaluation process include:

- continuous improvement;
- review and assessment of historical performance against:
  - job description and expectation;
  - key performance indicators set;
  - Organisation's code of conduct and ethical value base;
  - Organisation objectives;
- identification of:
  - any impediments to enhanced performance;
  - professional development and training opportunities to improve future performance;
- agreed initiatives arising from the review;
- setting of key performance indicators for the future to align expectations with the - Organisation's strategic objections;
- review of remuneration arrangements and adjustments as appropriate.

#### 2. Participants Review and Evaluation Process

- (a) **(Timing)** Reviews and evaluations should take place:
- (i) consistent with the executive's employment contract;
  - (ii) whenever considered appropriate by the Organisation in case of special need or concern;
  - (iii) at least annually.
- (b) **(Process)** Reviews and evaluation should include:
- (i) accepted HR industry standards for such reviews including the prospect of 360° feedback review processes as may be appropriate;
  - (ii) for the CEO, facilitated by the Board Chair (or Chair of Nominations and Remuneration Committee) or an external facilitator;
  - (iii) for other senior executives, facilitated by the CEO (perhaps in conjunction with the HR manager) or an external facilitator;
  - (iv) provision of sufficient and appropriate information to both the reviewer and the reviewee to assist the integrity of the review and any performance benchmarking to be considered as part of the review;
  - (v) an agenda for the review including key issues to be discussed as part of the review;
  - (vi) sufficient advance notice of the review to be given to reviewer and reviewee to allow time for proper reflection and preparation;

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- (vii) the review itself being conducted in an open and transparent manner with a view to constructive criticism on areas for improvement and acknowledgement of areas of past achievement.
  - (c) **(Recording)**
    - (i) Notes prepared by the facilitator arising from the review, including agreed initiatives arising, key performance indicators for the future, and any variation to job description/scope or remuneration;
    - (ii) The notes also being given to the reviewee for acceptance as a fair record of the review.
    - (iii) Details of the review process and outcome being recorded in the Organisation's corporate HR records.

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## Appendix P

### Remuneration Policy

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#### 1. Generally

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- (a) The Organisation commits to a formal and transparent process for remunerating its people.
- (b) This includes developing a remuneration policy and fixing remuneration packages for senior executives with no senior executive deciding his or her own remuneration.
- (c) Remuneration is to be market competitive, fair and equitable so as to attract, motivate and retain high quality candidates.
- (d) Nothing in this policy affects or intrudes upon the express wording of any employment contract between the Organisation and an employee.

#### 2. Remuneration for non-executive Directors

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- (a) In considering whether or not to award non-executive Director remuneration, and if so how much, the Governance Committee and the Board should have regard to all relevant factors including:
  - any constitutional constraints;
  - market and peer benchmarking;
  - organisational performance generally;
  - member sentiment;
  - cashflow capacity;
  - board work load;
  - ensuring that incentives for non-executive directors do not conflict with their obligations to bring an independent judgement to matters before the Board.
- (b) The principles of any non-executive director remuneration policy should first be appropriately disclosed to and approved by the members of the organisation in general meeting.

#### 3. Remuneration for Executive officers

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- (a) In setting the level and composition of remuneration for executives the Company will balance its desire to attract, retain and motivate high quality personnel with the need to ensure that:
  - (i) their remuneration incentivises them to pursue the goals and success of the Organisation (both over the short and longer terms) without taking undue risks;
  - (ii) the Organisation is not paying excessive remuneration.

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- (b) The structure of executive remuneration should be designed to create alignment of the interests of the executive with those of the Organisation.
  - (c) Typically that may include a remuneration structure along the following lines:
    - (i) base salary (including superannuation);
    - (ii) bonus arrangement – typically set so as not to exceed a percentage of base salary whether available in salary or in some non-financial award form (e.g. extra leave or paid attendance at relevant professional development courses or conference seminars) with its annual award being at the discretion of the Board (on the recommendation of the Nomination and Remuneration Committee) measured against the degree of satisfaction of certain key performance indicators (**KPIs**) set at the beginning of the annual period;
  - (d) The Organisation’s remuneration is also designed to encourage loyalty and longevity of employment as well as aligning the employee’s interests with those of the Organisation and the creation of genuine long term sustainable value for the Organisation. Accordingly the following principles are to be incorporated into remuneration packages for the executives:
    - (i) unvested bonus arrangements lapsing on the departure of the executive from employment with the Organisation, other than at the discretion of the Board if the departure is on “good leaver” basis or on compassionate grounds;
    - (ii) even if bonus remuneration has vested and been awarded, if the basis upon which the vesting or award has been made proves to be misfounded for any reason whatsoever (including without limitation material misstatements in the data relied upon by which the award was made), then the correct remuneration entitlement is to be determined and any difference promptly repaid or restored by the executive to the Organisation, or paid or awarded by the Organisation to the executive, as applicable.

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## Appendix Q

### Diversity Policy

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#### 1. General Purpose and Principle

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**Note:** *in the context of this Policy and unless specifically mentioned otherwise, “Diversity” is not confined to diversity of gender and refers to people at all relevant levels within the Organisation (including board, senior executive, management and otherwise) with a diverse blend of skills, experiences, perspectives, styles and attributes gained from life’s journey, including on account of their culture, gender, age or otherwise.*

- (a) The Organisation respects and values the competitive advantage of “diversity”, and the benefit of its integration throughout the Organisation, in order to enrich the Organisation’s perspective, improve corporate performance, increase shareholder value, and enhance the probability of achievement of the Organisation’s objectives (“Principle”).
- (b) This Principle will manifest itself in the following areas:
  - (i) strategic and operational:
    - being attuned to diverse strategies to deliver the Organisation’s objectives;
    - being attuned to diverse corporate, business and market opportunities;
    - being attuned to diverse tactics and means to achieve those strategies and to take advantage of those opportunities.
  - (ii) management:
    - adding to, nurturing and developing the collective relevant skills, and diverse experience and attributes of personnel within the Organisation;
    - ensuring the Organisation’s culture and management systems are aligned with and promote the attainment of the Principle.
- (c) The Organisation will develop strategies, initiatives and programs to promote the Principle, including the achievement of gender diversity with respect to the matters referred to in paragraph 1(b)(ii).
- (d) In particular, the Organisation will set measurable objectives, and targets or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve gender diversity with respect to the matters referred to in paragraph 1(b)(ii).
- (e) The Organisation will implement the strategies, initiatives, programs and measurable objectives referred to in paragraphs 1(c) and (d).
- (f) Management will monitor, review and report to the Board (including via the Governance Committee on the achievement of gender diversity with respect to the matters referred to in paragraph 1(b)(ii)) and the Organisation’s progress under this Policy.

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## **2. Responsibility for Policy**

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- (a) Although the Board retains ultimate accountability for this Policy, the Board has delegated responsibility for Policy implementation to the CEO.
- (b) In turn the CEO has delegated to the Organisation Secretary responsibility for the administration of this Policy (including its reporting to the Board, or the Governance Committee as appropriate).

## **3. Measurable Objectives, Targets and Key Performance Indicators (KPIs) – Gender Diversity**

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With respect to gender diversity, management will:

- (a) develop, for approval by the Board (including on recommendation of the Governance Committee) as appropriate:
  - (i) measurable objectives concerning the strategies, initiatives and programs referred to in paragraph 1(c);
  - (ii) targets or key performance indicators (KPIs) to verify progress towards attainment of those measurable objectives.
- (b) measure performance against those targets and KPIs;
- (c) report from time to time the progress of the matters referred to in paragraphs 3(a) and (b);
- (d) benchmark the Organisation's position on diversity and undertake gender pay equity audits to gain insights into the effectiveness of this diversity policy;
- (e) if the Organisation alters its reasonable gender diversity objectives in any reporting in the terms of this Policy, it will explain that fact and indicate which set of objectives is being reported against.

## **4. Communication**

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The Organisation commits to the communication of this Policy within the Group and to its members and stakeholders, including via its web-site:

- (a) by way of transparency and accountability; and
- (b) to better promote the prospects of attainment of the Principle.

## **5. Accountability**

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- (a) Reporting and accountability in the terms of this Policy will be a periodic item on the Board Agenda.
- (b) At least annually the Governance Committee will report to the Board on progress towards attainment of the Principle with respect to the matters referred to in paragraph 1(b)(ii).

## **6. Addenda to this Policy**

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- (a) The following shall constitute addenda to this Policy as if set out in this Policy:
    - (i) approved strategies, initiatives and programs and measurable objectives referred to in paragraph 1(c); and
    - (ii) approved measurable objectives, targets and KPIs referred to in paragraph 1(d);as may apply from time to time.
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- (b) Attachment 1 to this Appendix O sets out certain strategies, initiatives, programs, targets and objectives that are to apply.

## **7. Overriding Caveat**

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Nothing in this Policy shall be taken, interpreted or construed so as to endorse:

- (a) the principal criterion for selection and promotion of people to work within the Organisation being other than their overall relative prospect of adding value to the Organisation and enhancing the probability of achievement of the Organisation's objectives;
- (b) any discriminatory behaviour by or within the Organisation contrary to the law, or any applicable codes of conduct or behaviour for the Organisation and its personnel;
- (c) any existing person within the Organisation in any way feeling threatened or prejudiced by this Policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.

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## ATTACHMENT 1

### DIVERSITY

- Strategies, Initiatives, Programs -
- Measurable Objectives, Targets and KPI's -

#### 1. Strategies, Initiatives and Programs (refer paragraph 1(c) of Diversity Policy)

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- (a) At Board / Board Committee level:
- (i) Periodically review the Board / Director evaluation processes to ensure that:
    - diversity is embedded as a relevant attribute;
    - any skill / gap analysis matrix utilized includes due regard for the attribute of diversity; and
    - a clear statement exists as to the mix of skills and diversity that the Board is looking to achieve in membership of the Board.
  - (ii) When addressing Board and Committee succession planning, ensure that:
    - the Policy is respected;
    - efforts are made to identify prospective appointees who have diversity attributes;
    - efforts are made for any short list of prospective appointees to at least include a gender diverse candidate.
  - (iii) When setting performance and remuneration KPIs for achievement by the CEO and the senior executive team under their employment contracts, the following should be considered within such KPIs:
    - the development of strategies, initiatives and programs towards the Principle; and
    - attainment of measurable objectives towards the Principle, including gender diversity.
- (b) At executive and management level:
- (i) Periodically review the Organisation's HR policies and processes to ensure that:
    - they are "inclusive" in nature and responsive to the Policy;
    - they do not expressly or implicitly operate in a manner contrary to the Policy;
    - equal opportunity status applies to all positions within the Organisation, except where there is legitimate cause in the best interests of the Organisation and its personnel, to warrant otherwise; and
    - any incidents of exception referred to in the preceding paragraph are reported to the Organisation Secretary for rectification (and on-referral as appropriate) having regard to the Policy.
  - (ii) Periodically review the Organisation's physical environments and cultural practices to ensure that:
    - they are "inclusive" in nature and responsive to the Policy; and
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- they do not expressly or implicitly operate in a manner contrary to the Policy.
- (iii) Generally ensure in the Organisation’s recruitment practices that:
- the Policy is respected;
  - efforts are taken to identify prospective appointees who have relevant diversity attributes;
  - efforts are made for any short list of prospective appointees to at least include a gender diverse candidate.
- (c) Generally – Development Programs
- (i) The Organisation commits to the career development of those of its loyal personnel who aspire to develop their skills and abilities to take on more senior and responsible roles within the Organisation on a long term basis.
- (ii) A standing program will be developed by management under its HR function, with provisional budgetary funding approved from time to time, to achieve this objective.
- (iii) A particular aim of this initiative is to improve the internal succession “pipeline” of personnel, especially gender diverse personnel, towards more senior and responsible roles within the Organisation.

## 2. Measurable Objectives, Targets and KPI’s (refer paragraph 3 of Diversity Policy)

(a) Initiatives and Programs

Initiatives/Program	By When
1.(a)(i)	Ongoing
1.(a)(ii)	Ongoing
1.(a)(iii)	Ongoing
1.(b)(i)	Ongoing
1.(b)(ii)	Ongoing
1.(b)(iii)	Ongoing
1.(c)(ii)	Ongoing

(b) Specific Gender Diversity Targets

[(\*) Note: having regard to the Overriding Caveat in paragraph 7 of the Policy, and as applicable, any historically gender skewed “pipeline” of qualified and experienced personnel in the industry sector in which the Organisation operates, these targets should not be regarded as “hard”, and are subject to the Overriding Caveat]

	Target	By When
1.	At Board level: - at least one of the next 2 Board	When it is appropriate to expand or refresh the Board.

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	appointments desirably should be gender minority with appropriate skills and attributes.	
2.	<p>At Executive level:</p> <ul style="list-style-type: none"> <li>- at least one of the next 2 executive appointments desirably should be gender minority with appropriate skills and attributes.</li> </ul>	When it is appropriate to expand or refresh the executive team.

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## Appendix R

### **Communications with members and other stakeholders**

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1. The Board will seek to ensure that the Organisation communicates openly with its members and other stakeholders (subject to commercial and legal confidentiality restraints, including privacy laws) in a timely and effective manner, including by print and electronic communication means (as appropriate).
2. The Organisation will use the Organisation's website to provide information about the Organisation and to complement the official release of material information so as to enable broader access to information by members and stakeholders.
3. Such communications will include:
  - (a) posting to the Organisation's website:
    - the full text of the last 3 years notices of member meetings and explanatory material;
    - the last three years' media releases and at least the last three years financial statements;
    - the names, photographs and brief biographical information for each of its Board members and senior executives;
    - an overview of the Organisation's current business;
    - a description of how the Organisation is structured;
    - a summary of the Organisation's history;
    - a key events calendar including:
      - anticipated dates for the forthcoming year for significant events for members and stakeholders;
      - AGM date;
      - once known, the time, venue and other relevant details for the AGM;
    - contact details for enquiries from members, media and stakeholders;
  - (b) use of email and social media to provide information updates to members and stakeholders.
4. The Organisation's website is to have a "governance" launching page from where all relevant governance information can be accessed with an intuitive and easily located link to the page in the navigation menu on the website.
5. The Organisation's member and stakeholder relations program is to be designed and is to be implemented to facilitate effective 2-way communications, including:

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- (a) by giving effect to the terms of this Policy;
    - (b) to ensure reasonable accessibility of relevant Organisation personnel to engage with members, media and other relevant stakeholders to communicate information about the Organisation and to receive feedback;
    - (c) to allow members, stakeholders and media to gain a greater understanding of the Organisation's operations, mission or purpose, governance and performance;
    - (d) to provide an opportunity for members, stakeholders and others to express their views to the Organisation on matters of concern or interest to them, and for those views to be distilled and communicated to the relevant Organisation person, including the Board as appropriate.
  6. Only those persons specifically authorised by the Board and/or the CEO have authority to speak on behalf of the Organisation.
  7. The Organisation gives the option to its members to electronically receive communications from, and to electronically send communications to, the Organisation.
  8. Electronic communications from the Organisation are to:
    - (a) be formatted to be easily readable on a computer screen and other electronic devices commonly used for that purpose;
    - (b) include a printer friendly option for those who wish to retain a hard copy of the communication.