



# Governance Charter

## Table of Contents

Item	Description	Page
1	Introduction	5
2	WACA Board Charter	7
A	Appendix A – Organisation’s Constitution and By-Laws	21
B	Appendix B – Board Calendar (Strategic Governance Issues)	85
C	Appendix C – Contents of Board Directors’ Letter of Appointment	89
D	Appendix D – Structure of Board, Committee and Key Office Bearers and Accountability Flows	96
E	Appendix E – Proforma for Additional Board Committee Charters	99
F	Appendix F – Nominations, Remuneration & Governance Committee Charter	101
G	Appendix G – Member Disciplinary Committee Charter	104
H	Appendix H – Audit & Risk Committee Charter	106
I	Appendix I – WACA Ground Improvement & Aquatic Project (WGIP) (Construction Phase) Governance Model & Steering Committee Charter	109
J	Appendix J – WA Aboriginal Cricket Advisory Committee Charter	127
K	Appendix K – WA Cricket Foundation Board Charter And Gift Policy	131
L	Appendix L - Honorary Life Membership Selection Committee Charter	141
M	Appendix M - Gallery of Greats Selection Committee Charter	145
N	Appendix N – Statewide Game Development Committee Charter	148
O	Appendix O – Policies, Protocols, Principles, Regulations and Guidelines	152
P	Appendix P – Proforma Guidelines of Governance Structure and Procedural Workings for Committees	154
Q	Appendix Q - Board Directors and Leadership Team - Code of Conduct	158
R	Appendix R – Deliberately left blank	163
S	Appendix S - Conflict of Interest Protocol	164
T	Appendix T - Organisation Code of Conduct Guidelines	172
U	Appendix U - Role and Responsibility – Chief Executive Officer – Delegated Authority Policy	176
V	Appendix V – Communication with Members and Other Stakeholders Policy	179
W	Appendix W – Board and Management Performance Enhancement Policy	184
X	Appendix X – Risk Management Policy	196
Y	Appendix Y - Remuneration Policy	200
Z	Appendix Z - Diversity Policy	202
AA	Appendix AA – <i>Refer Appendix K</i>	208
AB	Appendix AB - Purchasing Policy (Including Delegation of Authority Matrix)	209
AC	Appendix AC - Reserves Policy	216
AD	Appendix AD - Cricket Committee Charter	225

<b>Item</b>	<b>Description</b>	<b>Page</b>
AE	Appendix AE - Landscape and Public Art Strategy Framework	228
AF	Appendix AF - Whistleblower Policy	230
AG	Appendix AG – Investment Policy	238

## Defined terms used in this Charter

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

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

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

**“Board”** means the Board of the organisation;

**“Board Director”** means a member of the organisation’s Board

**“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 (GM-Finance & Business Services) 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;

**“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;

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

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

## 1. INTRODUCTION

- 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.

# **WACA BOARD CHARTER**



## WACA Board Charter

### **Preamble**

*The Board of the Western Australian Cricket Association Limited (WA Cricket) has adopted this Charter to:*

- *Remind itself of the legal framework within which it operates,*
- *Set out the functions and responsibilities of the Board and Management,*
- *Document the practices that the Board has adopted to meet its statutory and other responsibilities and to assist in delivering good governance,*
- *Facilitate communication of the Board's expectations to Management,*
- *Provide assurance to members and stakeholders that the Board has implemented robust governance processes, and*
- *Serve as a point of reference for any disputes which might arise between Directors, the Board and Management, members and stakeholders.*

*The Western Australian Cricket Association Limited (the Organisation) is a public company limited by guarantee, constituted under the Corporations Act 2001 (Commonwealth). Whilst the company was registered by ASIC on 5 July 2018 and the current constitution including four schedules, one of which is a set of By-Laws, came into effect on that date, the WACA has a long and proud history which dates back to 1885. The Constitution is the product of wide ranging and extensive consultation with members and affiliates and seeks to ensure that the WACA is governed in the most appropriate manner in keeping with contemporary standards and best practice, thereby enabling the realisation of the Association's vision to be leaders in Australian cricket.*

*The Governance Charter must be read in conjunction with the Act, the Constitution and its Schedules and is consistent with the relevant provisions therein. In the event of any conflict between the provisions of the Charter and the Constitution, the Constitution will prevail. Any words and phrases defined in the Constitution and used in the Charter will have the meanings accorded to them in the Constitution.*

*The Charter has been adopted by Board Resolution in accordance with the provisions of Schedule 4 Section 2 of the Constitution, is effective from 6 February 2024 and is subject to annual review by the Board to ensure that it remains fit for purpose.*

### **Section 1 – Governance Roles**

#### **Section 1.1 – Role of the Board**

Sound governance of the Western Australian Cricket Association Limited is the role of the Board. The Board may exercise all the powers of the Organisation except those that the Corporations Act or the WACA Constitution requires be exercised with the approval of members in general meeting. The Board has leadership responsibility for the overall strategic direction and management of the Organisation and for delivering accountable

organisational performance in accordance with the Organisation's goals and objectives. The day-to-day business, administration and operations of the organisation are managed by the Chief Executive Officer and the Management team under the direction and appropriate delegation of responsibilities by the Board.

Accordingly, the Board:

- Influences the values, ethos, standards and culture of WA Cricket,
- Exercises legislative authority under the Constitution which includes overseeing the design and implementation of new or amendments to existing By-Laws, Codes of Ethics and Conduct, Policies, Procedures and Guidelines, as well as the establishment or dis-establishment of Board Sub-committees (standing and adhoc),
- Sets priorities to promote, nurture, develop and administer cricket at all levels of the sport within the State,
- Reviews and approves goals, plans and strategies articulated in the Strategic Plan in consultation with management and the cricket community, monitors their implementation and measures their effectiveness against agreed key performance indicators,
- Oversees the work of management, which includes the appointment and performance monitoring of the Chief Executive Officer (CEO), setting of remuneration levels for the Executive team in consultation with the CEO, the appropriate delegation of operational responsibility to the CEO and other levels of Management ,
- Oversees the identification of risks, determines the risk appetite for the organisation, approves and monitors the effectiveness of risk management strategies,
- Acts as a responsible steward of the organisation's finances, resources and capital assets. This involves decisions in relation to level(s) of debt and liquidity. It requires maintenance and monitoring of financial records, the preparation and review of financial reports, the appointment of external independent auditors and the consideration of recommendations in their compliance and efficiency audit reports,
- Considers strategies for the promotion, development, use and management of the WACA ground and related other facilities, including consideration of leasing of facilities. Any disposal options are subject to consultation with and ultimate approval from members as required,
- Complies with and/or monitors management's compliance with Commonwealth and State statutory and legal requirements e.g., Privacy Act, Equal Employment Opportunity Act, Work Health and Safety Act, Accounting Standards and all contractual obligations,
- Undertakes effective networking to increase or maintain membership and oversees active engagement with members, affiliates and stakeholders, and the maintenance and promotion of sound working relationships with Cricket Australia and its other member organisations.

#### 1.1.1 Board Committees

To assist in fulfilling its role and discharging its responsibilities, the Board has exercised its legislative powers to establish the following standing Committees:

- Audit and Risk Committee,
- Nominations, Remuneration and Governance Committee.

Other Committees have been established by the Board to undertake specific advisory or other functions:

- Education Advisory Committee,
- WA Aboriginal Cricket Advisory Committee,
- Honorary Life Members Selection Committee,

- Gallery of Greats Selection Committee,
- WGIP Project Steering Committee.

Other Boards or Committees may be established from time to time to deal with discrete functions or matters of special importance. For example the WA Cricket Foundation has been established to raise funds for specified purposes.

Each Committee and the WA Cricket Foundation operates in accordance with the terms of reference approved by the Board and set out in the relevant Committee Charter. Generally, Board Committees have an advisory, reporting and recommending function only. Where the Board has delegated deliberative powers to the Committee, the act of delegation does not absolve the Board from ultimate responsibility for the outcome of the decisions.

Standing Committees may be chaired by a Board Director and may include other Directors as members. The Committee may co-opt non-Directors as members from time to time, if they have desirable and relevant skills, attributes and experience necessary for the effective functioning of the Committee.

### **Section 1.2 – Size and Composition of the Board**

The number and required qualifications of Directors, their method of appointment or election, maximum terms and required skills, experience and attributes are addressed in Article 5 and Schedule 2 of the Constitution and in case of any doubt the Constitution prevails.

These provisions mean a total of up to ten (10) Directors are appointed or elected in accordance with the provisions of the Constitution and up to three (3) are appointed by the Board. Whilst the election of member elected Directors is the province of the members in general meeting, within the scope of the constitution, the board is committed to the following principles:

1.2.1 The Board will comprise at least a majority of independent non-executive Directors who:

- Are members of the organisation,
- Will always represent and act only in the best interests of the organisation,
- Will question, guide and support Management ,
- Will remain accountable to the Organisation's members and stakeholders as a whole.

1.2.2 As a prerequisite for appointment or election and in order to retain office as a Director in accordance with the provisions of the Corporations Act, an individual must be a fit and proper person i.e.:

- Hold a Director Identification Number,
- Competent to hold office as a Director with the required knowledge, skills and experience,
- Possess the attributes of good character, diligence, honesty, integrity and sound judgement,
- Not disqualified by law from performing the role of a Director,
- Have no conflict of interest in performing the role, or any conflict that exists or might arise will not create a material risk that the person will fail to properly discharge their duties as a Director,
- Be a member of WACA with full voting rights.

1.2.3 Consistent with the organisation's constitution, the Board either directly or through a sub-Committee maintains a Board Skills Matrix which sets out requirements for Directors taken as a whole to have:

- Relevant business/professional/ financial/legal and governance experience, skills and acumen,
- An understanding and appreciation of stakeholder interests including active engagement within country, premier and/or community cricket,
- An appreciation of the game and business of cricket,
- Experience in the governance and/or management of sporting or community-based organisations and willingness to work as part of a team,
- Exceptional interpersonal and networking skills and sensitivity.

1.2.4 At the time of nomination, election or appointment of Directors, members, the Board and WA District Cricket Council Inc (WADCC ) or Statewide Game Development Committee (SGDC) as relevant, will be actively encouraged to consider the required skills, experience and attributes of the board as a whole and any experience or skill deficiencies or 'gaps' which may need to be addressed/overcome in their decision making.

1.2.5 Nominees for election or appointment will disclose personal and career information, details of their skills, qualifications, experience, and attributes to facilitate the actions set out at 1.2.4 above along with other commitments which may impact on their role as a Director. They will also provide consent for the Board or its relevant sub-committee to conduct appropriate background checks.

1.2.6 The Board will share with members, all material information in its possession relevant to a decision as to whether or not to elect or re-elect a Director.

### ***Section 1.3 – Responsibilities of Directors***

The responsibilities of Directors, individually and collectively as a Board requires them to:

- Always act in the best interests of the organisation as a whole, and any obligation a Director may feel they owe to those who elected or appointed them does not derogate from this fundamental duty,
- Act in good faith, honestly and for a proper purpose,
- Exercise appropriate care and diligence ,
- Never use their position on the Board to improperly gain an advantage for themselves or someone else,
- Disclose and avoid conflicts of interest.

#### **1.3.1 Accountability**

The day-to-day operations of the organisation are the responsibility of the CEO and other members of the Management team under delegation from the Board. Nevertheless, the Board is accountable for satisfying itself that the WACA has appropriate structures, plans, policies and procedures in place for the effective management of its activities, such that statutory and legal requirements are met and that effective, efficient and defensible outcomes set out in the Strategic Plan are achieved.

Directors may be held accountable for perceived or actual mismanagement in a range of ways. For example the Board would be accountable or held accountable:

- for any decision it made which was contrary to the law or clearly negligent including non-compliance with the requirements of Work Health and Safety legislation,

- if it chose to make decisions which it has no authority to make under the Act or the Constitution, particularly if it could be shown that such decisions were taken with the intent of causing harm,
- for mismanagement where this could be shown to be the outcome of a failure to ensure the existence of adequate policies or procedures,
- for financial mismanagement where this could be shown to be the outcome of negligence in monitoring financial reports and compliance with audit requirements.

Directors must be aware that their office potentially exposes them to various risks (including to their personal and professional reputations) but it has been indicated that the courts will look sympathetically on Directors who could be shown to have acted honestly and in good faith and to have fulfilled their obligations conscientiously.

### 1.3.2 Liability

Directors are covered by the Directors' and Officers' Liability Insurance held by the Organisation. On appointment to the Board Directors receive a formal letter of appointment for signing and acceptance of the terms of their appointment which includes agreement to be bound by the Constitution and this Charter.

A Director 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 their responsibilities, in accordance with the procedures and subject to the conditions below:

- The Director must seek the prior approval of the Chair (or Deputy Chair as appropriate, having regard to the relevant circumstances).
- In seeking such approval, the Director must provide details of:
  - The nature of and reasons for seeking independent professional advice,
  - The likely cost, and
  - Details of the independent adviser from whom the advice is to be sought.
- The approval of the Chair (or Deputy Chair) will not be unreasonably withheld.
- Details of the advice received will be shared with the Chair or Deputy Chair who will decide whether or not it should be shared more widely with the entire Board.

### 1.3.3 General responsibilities

Directors will:

- Avail themselves of the opportunities provided by induction and subsequent professional development to gain a clear understanding of the objects of the Organisation, familiarise themselves with the contents of the Constitution, this Charter and the Charter of any sub-Committee to which they may be appointed,
- Be active members of the Board, attend meetings regularly and submit an apology where attendance is not possible,
- Review and familiarise themselves with the contents of agendas and agenda documents,
- Seek clarification and take advice where necessary in respect of matters outside the Director's expertise,
- Participate actively in discussions at meetings,
- Respectfully raise any concerns about actions or decisions as soon as they arise with the Chair,
- Review Board Meeting Minutes to ensure that decisions are objectively and correctly recorded for the purpose of transparency and accountability,

- Conduct themselves in a respectful and professional manner in all interactions with fellow Directors, Management, staff, members and all stakeholders and uphold the provisions of the Code of Ethics and the Code of Conduct,
- Never improperly influence other Directors or allow sectional or factional interests to deflect the Board's focus on the Organisation's general welfare,
- Unless specifically requested to do so by the Chair never discuss Board business with non-Board members and never act as a spokesperson for the Organisation unless specifically requested to do so by the Chair,
- Never discuss confidential Board business in public and respect the privacy of individuals,
- Always ensure the security of sensitive information and documents (in both electronic and paper format),
- Never accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals,
- Openly declare situations or matters in which their employment, or that of their immediate family may conflict or be perceived to conflict with their responsibilities as Directors, record any issues of conflict to ensure they are transparent and capable of review and disqualify themselves from any discussion or decision where a conflict of interest has or could occur,
- Contribute honestly and appropriately to the performance evaluation of the Board and individual Directors as required,
- Once the Board has made a decision support that decision of the Board whether personally in favour of it or not.

#### **Section 1.4 – Role of the Chair**

Article 6.3 of the Constitution gives the Board the authority to elect a Director as Chair, specifies the maximum duration of the appointment and provides for the Board to remove the Chair by a Board resolution at any time.

In accordance with best practice in corporate governance, the Board will seek to elect an independent Director to the role, to ensure that the Chair is free from potentially conflicting relationships with the organisation as a current or former executive or professional adviser, a supplier or as a party to a material contractual relationship with the organisation.

It is expected that in addition to the qualifications and experience of a Director set out at section 1.2 above, desirable personal traits for the chair will include:

- Strength and clarity of purpose,
- Excellent communication skills,
- Tact, diplomacy and sensitivity,
- Ability to reconcile opposing views,
- Power to influence and to lead including by example,
- Ability and willingness to constructively challenge and probe and encourage others to do the same of each other and management,
- Ability to encourage and get the best from all members of the Board.

The Chair is responsible for the leadership of the Board and performs the role both within and outside the Boardroom, including:

- Setting the tone for the Board, the establishment of a common purpose, values and code of behaviour,
- Chairing Board meetings, Annual General Meetings and Special General Meetings,
- Facilitating proper information flow to the Board to ensure that the opportunity is provided to the Directors to maintain an adequate understanding of the organisation's strategic

performance, financial position, operations and affairs generally and they have an appreciation of the opportunities and challenges facing the Organisation,

- Facilitating the effective functioning of the Board including managing the conduct, frequency and length of Board meetings ,
- Shaping the agenda for Board meetings in consultation with the CEO and the Company Secretary in relation to goals, strategies, budget and executive performance,
- Communicating the views of the Board in conjunction with the CEO to members, stakeholders and where appropriate to the media and general public,
- Reporting to the Board on key corporate matters and matters discussed with the CEO in between or outside Board meetings. These reports may be presented with or without the CEO present (for instance, in-camera sessions),
- Acting as a link between the Board and Management but without preventing direct access where necessary of fellow Directors,
- Facilitating open and constructive communication amongst Directors, encouraging their contribution to Board deliberations and seeking consensus in decision making
- Motivating Directors and where appropriate, dealing with underperformance,
- Overseeing and liaising with Board Committees, facilitating Board and Director reviews and evaluations and leading Director succession planning,
- Establishing and maintaining an effective working relationship with the CEO,
- Planning for CEO succession, overseeing negotiations for the appointment of a CEO and managing the process of evaluation of the CEO's performance,
- Representing WA Cricket at forums or on Committees of Cricket Australia.

In the absence of the Chair, the **Deputy Chair** (elected by the Board in accordance with Article 6.3(a)(ii) of the Constitution) will assume the role that otherwise would be performed by the Chair.

Additionally, the Deputy Chair will undertake any actions and approvals which would normally be undertaken by the Chair, where the Chair is potentially or actually compromised due to a personal or professional conflict of interest.

The Deputy Chair will also facilitate the Board process for Chair succession planning unless the Deputy Chair is a candidate in which case another Board member will facilitate the process.

### ***Section 1.5 – Role of the Company Secretary***

In accordance with the Act and the provisions of Article 6.5 of the Constitution, the Board appoints the Company Secretary for any period and on any terms as the Board resolves. The Board also has the authority to revoke or vary the appointment of the Secretary by a Board resolution.

The Company Secretary is an Executive of the Organisation directly accountable to the Board through the Chair, irrespective of any other line management accountability to the CEO and is responsible for the compliance and governance related administrative tasks of the Board and the Association. Open and direct lines of communication are maintained between the Chair, Board Directors and the Secretary.

The role and responsibilities of the Secretary include:

- Advising the Board and its Committees on governance matters, including the provisions of the Act, the Organisation's Constitution and By-Laws,
- Undertaking the ongoing review of the Constitution and liaison with legal advisers if and when required,

- Monitoring the Organisation’s Policies, Procedures and Guidelines for compliance and the identification of any changes that may be required to ensure they remain fit for purpose,
- Liaison with the Chair, the Chairs of Sub-Committees and the CEO to set the agendas for Board and Sub-Committee meetings and coordination with the Executive to facilitate the preparation and despatch of Board and Committee meeting agendas and relevant agenda papers,
- Preparing professional and accurate minutes of Board and Committee meeting minutes,
- Maintaining governance records and registers in compliance with statutory and legal requirements,
- Organising and facilitating Board Director induction, the provision of relevant professional development opportunities and arrangements for Board evaluations and Director peer to peer reviews as applicable,
- Other functions and duties as required by the Board and directed by the Chair.

### **Section 1.6 – Role of the Chief Executive Officer (CEO)**

The Board has authority under the Constitution (Article 6.4) to appoint the Chief Executive Officer (CEO), manage the performance of the incumbent and if required, suspend, remove or dismiss the CEO at any time. The Organisation enters into a formal employment agreement with the CEO which addresses details of the role and responsibilities of the position, remuneration and entitlements, and performance review and evaluation arrangements.

The CEO is accountable to the Board and reports to the Board through the Chair. The CEO will exercise the powers delegated by the Board including the authority for sub-delegation to the Executive and Management team of a range of management, operational, administrative and financial functions in accordance with authority parameters and dollar thresholds set out in the Organisation’s delegations matrix.

Key responsibilities of the CEO include:

- Developing and updating the Strategic Plan and driving the implementation of strategies and initiatives as approved by the Board to achieve the strategic plan,
- Taking overall responsibility for the operational activities of the Association, including communication and engagement with members, players and other stakeholders, event management, game development programs, high performance cricket programs and internal administrative systems and procedures,
- Reporting to the Board on achievement against agreed performance indicators, making recommendations on resource allocation relative to the strategic plan initiatives,
- Providing leadership and direction to the Executive team, including appointment planning and selection, performance evaluation of individuals and recommendations to the Board on remuneration packages,
- Proactively researching and developing new business opportunities and commercial relationships to maximise the return on the Association’s assets,
- Ensuring the effective and efficient use of the Organisation’s financial and capital assets
- Overseeing financial planning and the analysis of financial performance, preparation of budgets and forecasts,
- Regularly reporting via the Audit and Risk Committee to the Board on any material issues and risks affecting the financial and/or operational performance of the Association,
- Maintaining strong networks and undertaking liaison with the Government, Cricket Australia, WADCCI, other affiliates and other stakeholders and publicly supporting the “spirit of cricket” and the traditions of the game,
- Dealing with the media and acting as spokesperson (in association with the Board Chair) for the Organisation.

## **Section 2 – Board Functions**

To fulfil the role set out at Section 1.1 above, the following responsibilities and functions are reserved to the Board:

- Providing strategic direction to the Organisation in consultation with the CEO and approving the Strategic Plan,
- Driving outcomes consistent with the Organisation's goals and objectives as outlined in the Constitution and set out in the Strategic Plan,
- Monitoring the implementation of agreed strategies and the achievement of objectives against key performance indicators/measures,
- Overseeing member and other stakeholder engagement, reporting and information flows
- Monitoring the financial position and performance of the Organisation,
- Approving the Organisation's budget(s) and business plans, monitoring major capital projects and associated expenditure, approved acquisitions and divestments and capital management generally,
- Assuring a prudential and ethical base to the Organisation's activities and conduct, having regard to the interests of its stakeholders,
- Ensuring the principal risks faced by the Organisation are identified, agreement is reached on the level of risk appetite for the Organisation and that appropriate initiatives and controls are in place to manage and mitigate accepted risks,
- Reviewing and approving the Organisation's internal compliance and control systems and any audit recommendations,
- Ensuring that the financial and other operational reporting systems and mechanisms are designed to deliver accurate, timely and adequate information to the Board,
- Adhering to regulatory requirements for the appointment of external independent auditors and the external reporting of operational and financial performance,
- Reviewing and where necessary modifying the Organisation's governance systems and processes to ensure contemporary best practice, transparency and accountability. This includes the establishment and/or dis-establishment of Board Standing or Adhoc Committees and regular evaluations (self evaluation and external evaluation) of the Board, its Committees and Director Peer-to-peer Performance Reviews,
- Overseeing the drafting and review of policies, procedures and guidelines to ensure compliance with relevant laws, regulations and standards (including accounting standards),
- Planning for Board Director and Board Committee member succession,
- Appointing and monitoring the performance of the CEO and where necessary removing the incumbent,
- In liaison with the CEO monitoring other executive appointments and planning for succession,
- Reviewing and approving the CEO's and in conjunction with the CEO, other senior executive remuneration packages,
- Delegating to the CEO and providing authority for sub-delegation to the senior executive and management team, a range of management, operational and financial functions stipulating appropriate authority parameters and dollar thresholds. For details of current delegations, authority parameters and dollar thresholds refer to the Western Australian Cricket Association's Delegations Policy and Delegations Matrix,
- Monitoring compliance with the delegations matrix to ensure that the actions of staff are within the parameters set by the Board and where any proposed commitments, arrangements or transactions are likely to exceed these thresholds, they are referred in a timely manner for Board consideration and approval.

## **Section 3 – Board Processes (Standing Orders)**

Article 8 of the Constitution addresses Proceedings of the Board, specifically in relation to:

- Resolutions of the Board,
- Authority to call meetings,
- How to call meetings of the Board,
- Authority of Directors to meet, adjourn and regulate their Board Meetings as they think fit, including holding a meeting remotely at more than one venue, using any technology consented to by all Directors,
- A quorum being a majority of the total number of Directors on the Board.

Article 11.5 specifies the requirement for recording and the timeframe for the approval of Board Meeting Minutes.

The following processes or Standing Orders of the Board are consistent with the relevant provisions of the Constitution and have been adopted by the Board to complement them.

### **3.1 Board Meetings**

- In order to fulfil its responsibilities and discharge the full range of functions reserved to the Board, meetings will be held at a minimum, six times a year, but monthly up to eleven times in the year and additional meetings if necessary and as approved by the Directors,
- The Board will adopt a calendar of business (drafted by the Company Secretary in consultation with the Chair and the CEO) at its first meeting of the year, to ensure that all statutory obligations are met, strategic items of business are considered and regular financial and operational performance monitoring is afforded an appropriate allocation of time,
- The Board may meet periodically in “closed session” without the CEO or any members of Management present,
- A scheduled meeting may be cancelled by the Chair if there is insufficient business to warrant holding the meeting or if a quorum is unlikely to be present,
- All Directors will be afforded the opportunity to speak to motions, recommendations and questions arising at a meeting in an order determined by the Chair,
- To the greatest extent possible, decisions will be made by consensus. In the event that a consensus cannot be reached, a vote will be taken in accordance with the provisions of the Constitution,
- Directors will keep confidential the contents of all agenda papers, discussions, details of voting and points of view of individuals at the meeting,
- A Director who behaves in an offensive, disorderly or discourteous manner may be required by the Chair or a majority of Directors to leave the meeting. If necessary and to restore order, the meeting may be briefly adjourned at the discretion of the Chair and if after reconvening, the business is unable to be effectively conducted, the Chair may close the meeting.

### **3.2 Agendas**

- Formal notice of a Board Meeting including date, time and venue, with an itemised agenda and supporting agenda papers will be issued to each Director at least one week prior to the date of the Board Meeting,
- The Agenda will be prepared by the Company Secretary in consultation with the Chair and the CEO and will be sub-divided into parts to include “items for noting”, “items for decision” and “items for discussion”,
- A Director wishing to place an item on the agenda will notify the Company Secretary of the proposed item well ahead of the issue of an agenda to allow sufficient time for consideration and consultation with the Chair,

- Directors may not initiate debate or move a motion in respect of a matter not included in the agenda unless the Chair determines otherwise,
- Business without notice may be addressed during “General Business” at the discretion of the Chair. Items requiring preparation/dissemination of further information or requiring a decision may be held over for a future meeting to give opportunity for due consideration and discussion.

### **3.3 Board Meeting Minutes**

- Draft minutes of meetings will be reviewed initially by the Chair and circulated thereafter to all Directors within seven days of a meeting, or a lesser period for Special Board Meetings as determined by the Chair.,
- Any Director who wishes to suggest an amendment to the draft minutes must do so within five working days via the Company Secretary who will consult the Chair prior to incorporating the amendments in the draft,
- The draft minutes with any amendments agreed by the Chair will be included in the agenda pack for the next Board meeting for formal approval and signing as a fair and correct record of the proceedings,
- Any business arising from the minutes will be dealt with at the meeting through the review of the Action Register,
- Approved minutes will be entered into the Organisation’s secretarial records in accordance with the requirements of the Constitution .

### **3.4 Director engagement with Management**

- Members of Senior Management will be invited to attend Board Meetings for presentations and discussion of significant matters relating to their respective portfolios ,
- Outside of the above, any proposed written or verbal contact by Directors with members of Management requires prior consultation with the Chair and/or the CEO. This excludes incidental contact at events or on match days or through the normal course of business of the organisation.

### **3.5 Meetings of Members**

In accordance with the Act and Article 4 of the Constitution, the Board may call a meeting of Members at a time and place as the Board resolves and must schedule an Annual General Meeting for members to deal with the following items of business:

- Consider the annual financial report, the Directors’ report and the auditor’s report for the Organisation,
- Appoint the auditor of the Organisation on terms recommended by the Board, and
- Elect Directors.

### **3.6 Suspension of Standing Orders**

Any of these standing orders may be suspended for the time being on motion made with or without notice, provided that such motion has the concurrence of the majority of all Directors present at the time.

## **Section 4 – Board Effectiveness**

To facilitate wholehearted participation in Board decision making and to enhance Board and individual Director effectiveness, the Organisation has a structured induction program for new Directors, a strong commitment to their ongoing professional development and a regular

evaluation and performance review mechanism in place to assess individual Director and collective Board performance.

#### **4.1 Director Induction**

Induction procedures aim to provide new Directors with a sound understanding of:

- the legislative framework within which the organisation operates,
- its values and standards,
- the rights, duties and responsibilities of Directors and the Board as a whole,
- the Organisation's financial, strategic and operational position and priorities as well as its risk management plan.

In addition, inductees are provided with an opportunity to meet other Directors, the Chief Executive Officer and members of the Executive team and to become familiar with the Standing Orders of the Board which address the details of meeting procedures and protocols.

Initially, the Company Secretary meets with each new Director to discuss administrative arrangements and provide an overview of the contents of an induction pack which contains a copy of:

- The Constitution,
- Board Charter,
- A Governance and Organisation chart,
- Code of Ethics, Code of Conduct and other key policies ,
- Annual Reports for each of the preceding three years,
- The current Strategic Plan, business plan and budget,
- Management accounts for the previous three months,
- Copies of Board minutes for the previous six months.

Meetings are arranged with the CEO and Senior Management who may offer presentations on their portfolios and provide opportunities to the new Director to raise questions and seek any clarification that may be required.

A tour is organised of the Organisation's main site and facilities.

#### **4.2 Ongoing Professional Development**

The Organisation's annual budget includes an allocation for Director professional development to demonstrate a commitment to the continuing enhancement of their skills and knowledge. In addition, Board Directors are expected to share the Organisation's commitment to their own ongoing professional development. This extends to a willingness to commit time to attend formal courses and/or information sessions and to fund participation, wholly or partially, by paying any associated registration/seminar fees.

Education and training opportunities will be identified to address key developments within the Organisation and in the environment within which it operates, including within the regulatory environment and in governance practices.

The Company Secretary will regularly circulate promotional material from the Australian Institute of Company Directors and the Governance Institute of Australia to alert Directors to the opportunities on offer.

Where appropriate and necessary the Board or the Nominations, Remuneration and Governance Committee, through the Company Secretary may arrange for presentations in-house by external experts on governance related topics and/or amendments to legislation which will impact the Organisation.

### **4.3 Performance Evaluation**

The performance of the Board as a whole and each Board sub-committee will be reviewed regularly, ideally on an annual basis. The evaluation and review of performance will be against a set of measurable and qualitative benchmarks having regard to generally accepted governance standards.

Various performance evaluation methods may be employed all of which will be independent of Management. The Nominations, Remuneration and Governance Committee will make recommendations to the Board on the process which will be designed to provide confidentiality in relation to the identity of each individual Director, agreed and clear goals accepted by the Board and encourage open and constructive discussion of results at a post evaluation debriefing.

The process may include:

- Completion in confidence of a self-evaluation questionnaire, compilation of the results and consideration of the same at a Board meeting,
- An externally facilitated evaluation which may include completion of an assessment instrument, one-on-one meetings with the external facilitator and a written report as well as a presentation by the facilitator at a Board Meeting,
- One-on-one meetings of each Director with the Chair to provide individual Director perspective on the performance of the Board and the performance of individual Directors.

Feedback and the results of the evaluation will be used to improve future Board processes and protocols.

The Board reserves the right to introduce peer-to peer assessment and evaluation over time, based on recommendations of the Nominations, Governance and Remunerations Committee and acceptance of the same by the Board.

**WACA**

**CONSTITUTION**

**&**

**BY-LAWS**

**WACA GOVERNANCE CHARTER**

**APPENDIX A**

**ORGANISATION'S CONSTITUTION AND BY-LAWS**

**CURRENT AS AT NOVEMBER 2024**

**Table of Contents**

<b>Item</b>	<b>Description</b>	<b>Page</b>
1.1	Definitions and Interpretation	27
1.2	Name and nature of the Organisation	27
1.3	Interaction with Act	27
1.4	Objects	27
1.5	No distribution to Members	28
1.6	Recognition of heritage	28
<b>2</b>	<b>Members</b>	<b>29</b>
2.1	Classes of membership	29
2.2	Applications	29
2.3	No transfers	30
2.4	Ceasing to be a Member	30
2.5	Resignation	30
2.6	Expulsion or suspension	30
2.7	Variation of Classes and Class rights	32
2.8	Certificates or Membership Cards	32
2.9	Suspension of Member rights for non-payment of fee	32
<b>3</b>	<b>Fees</b>	<b>32</b>
3.1	Fees	32
3.2	Interest	33
<b>4</b>	<b>Proceedings of Members</b>	<b>33</b>
4.1	Who can call meetings of Members	33
4.2	Annual General Meeting	33
4.3	How to call meetings of Members	34
4.4	Right to attend, speak and vote at Member meetings	34
4.5	Meeting at more than one place	34
4.6	Quorum	35
4.7	Chair	36
4.8	General conduct of meetings	36
4.9	Resolutions of Members	36
4.10	Polls	37
4.11	Adjourned, cancelled and postponed meetings	37
4.12	Number of votes	38
4.13	Objections to qualification to vote	38
4.14	Proxies and powers of attorney	39
<b>5</b>	<b>Directors</b>	<b>41</b>
5.1	Number and Qualification of Directors	41
5.2	Cricket Appointed Directors	42
5.3	Appointment of Member Elected Directors by Members	42
5.4	Appointment of Board Appointed Directors	43

<b>Item</b>	<b>Description</b>	<b>Page</b>
5.5	Retirement and re-appointment of Directors	43
5.6	Maximum term for a Director	43
5.7	Vacation of office of Director	44
5.8	No Alternate Directors	44
5.9	Payment to Directors prohibited	44
5.10	Skills, experience and attributes of Directors	45
5.11	Consents and Undertakings	46
<b>6</b>	<b>Officers and Officeholders</b>	<b>46</b>
6.1	Patron-in-Chief	46
6.2	Patron(s)	46
6.3	Chair and Deputy Chair	47
6.4	Chief Executive Officer	47
6.5	Secretary(s)	48
6.6	Indemnity and insurance	48
<b>7</b>	<b>Powers of the Organisation and Board</b>	<b>49</b>
7.1	General power	49
7.2	Execution of Documents	50
7.3	Committees and delegates	51
7.4	Attorney or agent	51
7.5	Affiliated Organisations	51
7.6	Duties of Directors	52
7.7	Conflicts of Interest	52
7.8	Cricket Australia	53
<b>8</b>	<b>Proceedings of Board</b>	<b>53</b>
8.1	Written resolutions of the Directors	53
8.2	Meetings of the Board	53
8.3	Who can call meetings of the Board	54
8.4	How to call meetings of the Board	54
8.5	Quorum	54
8.6	Resolutions of the Board	54
<b>9</b>	<b>Board and other Committees</b>	<b>55</b>
9.1	Board may establish Committees	55
9.2	Terms of Reference and Governance	55
9.3	Review	55
9.4	SGDC	55
<b>10</b>	<b>By-Laws</b>	<b>55</b>
10.1	By-Laws	55
10.2	By-Law Matters	55
10.3	No conflict with Constitution	56
10.4	Making of By-Laws	56
10.5	Force and Effect of By-Laws	56
10.6	Current By-Laws upon adoption of Constitution	56
<b>11</b>	<b>Records</b>	<b>57</b>
11.1	Financial Year	57
11.2	Accounts	57
11.3	Books, accounts and records	57
11.4	Audit	57
11.5	Minutes	
<b>12</b>	<b>Alterations to Constitution</b>	<b>58</b>
<b>13</b>	<b>Notices</b>	<b>58</b>
13.1	Notice to Members	58
13.2	Notice to Directors	58

<b>Item</b>	<b>Description</b>	<b>Page</b>
13.3	Notice to the Organisation	59
13.4	Time of service	59
13.5	Signatures	59
<b>14</b>	<b>Winding up</b>	<b>60</b>
14.1	Transfer of surplus	60
14.2	Application to Court	60
<b>15</b>	<b>Transitional Provisions</b>	<b>60</b>
15.1	Transitional Arrangements	60
15.2	Transitional Provisions Paramount	60
15.3	Continuance of Transitional Provisions	60
Schedule 1	Definitions and interpretation	61
Schedule 2	Key Information	65
Schedule 3	Transitional Provisions	66
Schedule 4	Western Australian Cricket Association Limited By-Laws	69

## Key Organisational Information

### 1.1 Definitions and Interpretation

Schedule 1 applies and forms part of this Constitution to assist in its interpretation.

### 1.2 Name and nature of the Organisation

- (a) The name of the Organisation is Western Australian Cricket Association Limited.
- (b) The Organisation is a public company limited by guarantee under the Act.
- (c) Each Member undertakes to contribute an amount not exceeding ONE dollar (AUD\$1.00) to the property of the Organisation if the Organisation is wound up:
  - (i) at a time when that person is a Member; or
  - (ii) within one year of the time that person ceased to be a Member, for or towards:
  - (iii) payment of the debts and liabilities of the Organisation contracted before that person ceased to be a Member;
  - (iv) payment of the costs, charges and expenses of winding up the Organisation; and
  - (v) adjustment of the rights of the contributories among Members.

### 1.3 Interaction with Act

The replaceable rules in the Act do not apply to the Organisation.

### 1.4 Objects

- (a) The objects of the Organisation are:
  - (i) to lead, promote, nurture, develop, co-ordinate and administer, and to provide governance leadership for, cricket at all levels of the sport including but not limited to representative cricket, premier cricket, junior cricket and community-based participation in the sport of cricket, both active and passive, including through affiliation and co-operation with other organisations;
  - (ii) to maintain membership and to actively engage with and exercise its membership rights (including rights to board representative appointment or nomination, as applicable) of Cricket Australia, and to maintain and promote relations with other member organisations of Cricket Australia;

- (iii) to promote, develop and manage, or otherwise deal with the WACA Ground as a strategic asset of the Organisation ancillary to and in furtherance of these objects;
  - (iv) to provide facilities, amenities and services for the benefit of Members consistent with these objects but subject nevertheless to Article 1.5(a)
- (b) The Organisation:
- (i) will only apply the income and property of the Organisation in promoting the objects of the Organisation; and
  - (ii) must not transfer its assets and engagements to, or amalgamate with any corporation, association or organisation which does not, to the same extent as this Constitution:
    - (a) restrict the application of its income and property and prohibit the making of distributions to its Members; and
    - (b) have objects similar to the objects of the Organisation under this Article.

#### 1.5 No distribution to Members

- (a) Subject to Article 1.5(b), the Organisation must not make any payment or distribution or apply any part of the income or property of the Organisation, to any Member, including by way of dividend, surplus on winding up or otherwise.
- (b) Article 1.5(a) does not prevent the Organisation, with the approval of the Board acting in good faith (including through delegation of power to the CEO and to management), paying:
  - (i) reasonable remuneration to a Member who is an employee of the Organisation;
  - (ii) subject to Article 5.9, reasonable remuneration to a Member who is an officer of the Organisation;
  - (iii) reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Organisation in the ordinary course of business;
  - (iv) interest, at a reasonable rate based on commercial “arm’s length” terms, on money borrowed by the Organisation from a Member;
  - (v) reasonable rent based on commercial “arm’s length” terms, for premises leased to the Organisation by a Member;
  - (vi) out-of-pocket expenses properly and reasonably incurred by a Member at the request of the Organisation and for, or on behalf of, the Organisation;

- (vii) out of pocket expenses properly and reasonably incurred by a Member in his/her capacity as a Director, in connection with the affairs of the Organisation; or
- (viii) any other reasonable amount of similar character to those described in this Article 1.5(b).

## 1.6 Recognition of heritage

The instrumental role of premier cricket (formerly known as district cricket) stakeholders in Western Australia in the foundation of the Organisation is acknowledged and respected.

## 1. Members

### 1.1 Classes of membership

The:

- (a) various Classes of Membership and status within a Class;
- (b) restrictions (if any) in the number of Members or the number of Members within each Class or status within a Class;
- (c) qualifications for admission to each Class or status within a Class; and
- (d) rights attached to being a Member in each Class,

are as prescribed in the By-Laws from time to time.

### 1.2 Applications

- (a) Subject to Article 2.1 and the By-Laws, a person may apply for Membership in the manner prescribed in this Article.
- (b) An applicant for Membership must:
  - (i) sign and deliver to the Organisation an application in the Applicable Form including specification as to the Class of Membership being applied for; and
  - (ii) pay any Fees with respect to that application, as specified in the By-Laws.
- (c) The Board, including on recommendation of management or a committee of the Board constituted with terms of reference including such purpose, may determine whether an applicant may become a Member.
- (d) The Board is not required to give any reason for the approval or rejection of any application to become a Member.
- (e) If an application to become a Member is accepted, the Organisation must:

- (i) give written notice of the acceptance to the applicant including details of the Class of Membership and the rights that are then attached to that Class;
  - (ii) request payment of any outstanding amount owing for any Fees incidental to such Membership; and
  - (iii) upon payment in full of Fees, enter the applicant's name in the Register as a Member of the relevant Class.
- (f) If an application to become a Member is rejected, the Organisation must:
- (i) give written notice of the rejection to the applicant; and
  - (ii) refund in full any Fees, in addition to any Membership nomination fee (which shall not be refundable), paid to the Organisation by the applicant when applying for Membership.
- (g) The Board may, at its discretion, determine to close offering Membership, either generally or with respect to any particular Class or Classes, to new applicants, in which case the Organisation may keep the names and particulars of any new applicants on a waiting list, but without assurance of Membership becoming available within any timeframe or priority being given to those on such a waiting list.

### 1.3 No transfers

Membership, and the rights of being a Member, are personal to the Member and are not transferable whether by operation of Law or otherwise.

### 1.4 Ceasing to be a Member

- (a) A person will cease to be a Member if:
- (i) that person resigns in accordance with Article 2.5;
  - (ii) that person is expelled under Article 2.6; or
  - (iii) a Cessation Event occurs in respect of that person.
- (b) The estate of a deceased Member is not released from any accrued liability prior to their death in respect of that person being a Member.

### 1.5 Resignation

- (a) A member may resign as a Member by giving the Organisation notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Organisation.
- (c) A Member is not released from any accrued liability in respect of their Membership merely by giving notice of resignation.

## 1.6 Expulsion or suspension

- (a) Subject to this Article 2.6, the Board may resolve to:
  - (i) expel a Member; or
  - (ii) suspend a Member:
    - (a) for such period; and
    - (b) from enjoying such rights and privileges of Membership, as the Board may determine and give written notice of to the Member;
- (b) The Board may only act under Article 2.6(a)(i) if:
  - (i) an Expulsion Event occurs in respect of the Member; and
  - (ii) other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, the Organisation gives that Member at least 10 Business Days' notice in writing:
    - (a) stating the Expulsion Event and that the Member is liable to be expelled;
    - and
    - (b) informing the Member of the Member's right under Article 2.6(c)(i).
- (c) Other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, before passing any resolution under Article 2.6(a)(i), the Board:
  - (i) must allow the Member to give to the Board, either orally or in writing, any explanation or defence of the Expulsion Event; and
  - (ii) may adopt other procedures to aid the resolution of any complaint against the Member, including the appointment of complaints committees, conciliators and mediators if and as the Board may determine is appropriate in all the circumstances of the matter.
- (d) Where a resolution is passed under Article 2.6(a), the Organisation must give the Member, notice ("Discipline Notice") in writing of the expulsion or suspension, within 10 Business Days of the resolution.
- (e) Other than in the case of non-payment by the Member of Fees or other moneys owing to the Organisation, a member may, by notice in writing to the Organisation within 10 Business Days of issue of a Discipline Notice, request that a resolution to negate that expulsion (but not suspension) of that Member under Article 2.6(a) be moved at the next AGM of the Organisation.

- (f) If a request under Article 2.6(e) is made, the Board must table at the AGM of the Organisation an invitation for that meeting to move a resolution to overturn the decision of the Board to expel the Member concerned.
- (g) A Board resolution for expulsion under Article 2.6(a) is deemed to take effect:
  - (i) if the Member does not give a notice under Article 2.6(e), on the date of that Board resolution;
  - (ii) if the Member gives notice under Article 2.6(e), as an immediate suspension of Membership and Member rights, and as an expulsion of Membership effective from the conclusion of the next AGM, unless the resolve of that AGM is to overturn the resolution of the Board to expel the Member.
- (h) The Board may reinstate an expelled or suspended Member on any terms and at any time as the Board determines, including as a pre-condition, a requirement that all amounts due but unpaid by the expelled or suspended Member to the Organisation are paid.
- (i) Nothing in this Article limits the effect of any By-Law that may be passed to temporarily deny a Member access to any facilities under the control or management of the Organisation where that Member's behaviour has fallen short of acceptable standards as prescribed in the By-Laws.

#### 1.7 Variation of Classes and Class rights

Subject to the Act, this Constitution and the By-Laws the Organisation may:

- (a) vary or cancel rights attached to being a Member of a Class; or
- (b) convert all Members from an existing Class to another Class.

#### 1.8 Certificates or Membership Cards

- (a) The Organisation may issue to each Member, free of charge, a certificate or Membership Card evidencing that person as a Member or as a Member of a particular Class.
- (b) The Organisation may issue a replacement certificate or Membership Card of being a Member if:
  - (i) the Organisation receives and cancels the Member's existing certificate or Membership Card or the Organisation is satisfied that the Member's existing certificate or Membership Card is lost or destroyed and the Organisation has received a declaration from the Member in Applicable Form attesting to that loss of destruction and indemnifying the Organisation against any loss, liability or claim arising from such loss or destruction and the issue of a replacement certificate or Membership Card; and

- (ii) the Member pays any applicable administrative Fee as the By-Laws may prescribe.
- (c) The certificate or Membership Card at all times remains the property of the Organisation and a retiring, expelled or suspended Member must promptly return their certificate or Membership Card to the Organisation and must not display or use the Membership Card to gain entitlements that are only available to Members.

#### 1.9 Suspension of Member rights for non-payment of fees

Without limiting any other provision of this Constitution or the By-Laws, and without limiting any right of recovery for unpaid Fees at Law, if a Member has not paid any Fees which are past due and payable, all rights attaching to that Member's Membership are automatically suspended until payment of the outstanding Fee is paid.

## 2. Fees

### 2.1 Fees

- (a) The Organisation may require the payment of fees or levies by Members in the amounts and at the times as the By-Laws prescribe.
- (b) The Organisation may make Fees payable for one or more Members, or Classes of Members, for different amounts and at different times.
- (c) Pursuant to Article 3.1(a), the Organisation may, from time to time, give notice to Members or to any particular Member or Class of Members:
  - (i) revoking or postponing Fees;
  - (ii) extending the time for payment of Fees;
  - (iii) allowing for payment of Fees by instalments or with discount; or
  - (iv) stipulating the amount, the time, the method and the place of payment of Fees.

### 2.2 Interest

- (a) A Member must pay to the Organisation:
  - (i) interest at the rate prescribed in the By-Laws on any Fees which are not paid on, or before, the time appointed for payment, from the time appointed for payment to the time of the actual payment; and
  - (ii) expenses incurred by the Organisation, including legal and internal administration expenses, because of the failure to pay, or late payment of, that amount.
- (b) The Organisation may waive payment of all or any part of an amount payable under Article 3.2(a).

### 3. Proceedings of Members

#### 3.1 Who can call meetings of Members

- (a) Subject to the Act, the Board may call a meeting of Members at a time and place as the Board resolves in accordance with Part 2G.2 of the Act.
- (b) The Board must call and arrange to hold a general meeting on the request of Members made in accordance with the Act.
- (c) The Members may call and arrange to hold a general meeting in accordance with Part 2G.2 of the Act.
- (d) Division 4 of Part 2G.2 of the Act also applies to the Organisation.

#### 3.2 Annual General Meeting

- (a) The Organisation must hold an AGM as required by, and in accordance with, the Act.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
  - (i) the consideration of the annual financial report, the Directors' report and the auditor's report for the Organisation;
  - (ii) the appointment of the auditor of the Organisation upon terms recommended by the Board; and
  - (iii) the election of Directors.

#### 3.3 How to call meetings of Members

- (a) The Organisation must give not less than the Prescribed Notice of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member, each Director, the Company Secretary and any auditor of the Organisation in the manner set out in Article 13.
- (c) Subject to Article 4.11(h), a notice of a meeting of Members must:
  - (i) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (ii) state the general nature of the business of the meeting; and
  - (iii) set out or include any other information or documents specified by the Act.
- (d) Subject to the Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid merely because a person does not receive notice of the meeting or the Organisation

inadvertently does not give notice of the meeting to a person or there may be a non-material irregularity in the calling of the meeting or the notice of the meeting.

#### 3.4 Right to attend, speak and vote at Member meetings

- (a) Subject to Article 4.8 and any limitation on the rights attaching to Membership of any Class of Member, each Member, the Directors, the Company Secretary and any auditor of the Organisation (on any part of the affairs of the Organisation that concerns the auditor in his/her capacity as auditor) is entitled to attend and speak at any meeting of Members.
- (b) Subject to Article 4.8 and any limitation on the rights attaching to Membership of any Class of Members, each Member, is entitled to vote at any meeting of Members.

#### 3.5 Meeting at more than one place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
  - (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
  - (ii) enables the chair of the meeting to be aware of proceedings in each place; and
  - (iii) enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in two or more places under Article 4.5(a):
  - (i) a Member present at one of the places is taken to be present at the meeting; and
  - (ii) the chair of that meeting may determine at which place the meeting is taken to have been held.

#### 3.6 Quorum

- (a) Subject to Article 4.6(e), a quorum for a meeting of Members or any Class of Members is that number of Members entitled to vote at that meeting as specified in Item 1 of Schedule 2.
- (b) In determining whether a quorum for a meeting of Members is present:
  - (i) where a person is present as a Member entitled to vote at the Meeting and as a proxy or attorney of another Member entitled to vote at the Meeting, that person is counted separately for each appointment provided that there is at least four other Members entitled to vote at the meeting present; and

- (ii) where a person is present as a proxy or attorney for more than one Member each of whom is entitled to vote at the meeting, that person is counted separately for each appointment provided that there is at least four other Members entitled to vote at the meeting present.
- (c) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chair of the meeting otherwise determines.
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
  - (i) if the meeting was called under Article 4.1(b) or Article 4.1(c), the meeting is dissolved; and
  - (ii) for any other meeting, the meeting is adjourned to the date, time and place as the meeting chair may appoint, or failing any such appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
  - (i) if there are not less than 50% of the number of Members present as represent a quorum under Item 1 of Schedule 2, then they shall constitute a quorum; and
  - (ii) otherwise, the meeting is dissolved.

### 3.7 Chair

- (a) The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members.
- (b) If at a meeting of Members:
  - (i) there is no Chair;
  - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
  - (iii) the Chair is present within that time but is not willing or able to chair all or part of that meeting,

then the Deputy Chair, or in default of the Deputy Chair, another Board member, or a Member, elected by majority vote of Board members present will chair all or part of the meeting of Members.

- (c) Subject to Article 4.7(a), if at a meeting of Members:
  - (i) a chair of that meeting has not been elected by the Board members under Article 4.7(b); or

- (ii) the chair elected by the Board members is not willing or able to chair all or part of a meeting of Members,

then the Members present must elect a Member, present and willing to act, to chair that meeting.

### 3.8 General conduct of meetings

- (a) Subject to the Act and any relevant provisions in the By-Laws, the chair of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting and rulings by the chair on such matters made in good faith shall be prima facie binding on the meeting and its Members.
- (b) The chair of a meeting of Members must give those entitled to attend and speak at such meetings a reasonable opportunity to ask questions and make comments at the meeting (including the auditor (if any)).
- (c) The chair of a meeting of Members may delegate any power conferred by this Article 4.8 to any person.
- (d) The powers conferred on the chair of a meeting of Members under this Article 4.8 do not limit any powers conferred at Law upon a chair of a meeting.

### 3.9 Resolutions of Members

- (a) Subject to the Act and other than for Special Resolutions, a resolution of Members is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than are cast against the resolution.
- (b) Unless a poll is requested in accordance with Article 4.10, a resolution put to the vote at a meeting of Members is to be decided on a show of hands.
- (c) A declaration by the chair of a meeting of Members that a resolution has been passed on a show of hands, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, is sufficient evidence of that fact, unless proved incorrect.

### 3.10 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except:
  - (i) the election of a chair of that meeting; or
  - (ii) the adjournment of that meeting.
- (b) A poll on a resolution at a meeting of Members may be demanded by:
  - (i) at least five Members present and entitled to vote on that resolution; or

- (ii) the chair of that meeting.
- (c) A poll on a resolution at a meeting of Members may be demanded:
  - (i) before a vote on that resolution is taken; or
  - (ii) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chair directs.
- (f) The result of a poll demanded and taken on a resolution of a meeting of Members is a resolution of that meeting.
- (g) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business pending the taking of the poll or the declaration of the result of the poll.

### 3.11 Adjourned, cancelled and postponed meetings

- (a) Subject to the Act, the chair of a meeting of Members:
  - (i) may; and
  - (ii) must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chair to do so,

adjourn a meeting of Members to any day, time and place.

- (b) No person other than the chair of a meeting of Members may adjourn that meeting.
- (c) Notice of an adjourned meeting is only required if the period of adjournment exceeds the Prescribed Period.
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (e) Subject to the Act and this Article 4.11, the Board may at any time postpone or cancel a meeting of Members by giving notice, not less than 3 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (f) A general meeting called under Article 4.1(b) must not be cancelled by the Board without the consent of the Members who requested the meeting.
- (g) A general meeting called under Article 4.1(c) must not be cancelled or postponed by the Board without the consent of the Members who called the meeting.

- (h) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

### 3.12 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a Class of Membership as prescribed in the By-Laws, on a show of hands at a meeting of Members, every Member present has one vote, and on a poll at a meeting of Members, every Member present in person or by proxy has one vote.
- (b) In the case of an equality of votes on a resolution at a meeting of Members, the chair of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chair of the meeting has in respect of that resolution.
- (c) A Member present at a meeting of Members is not entitled to vote on any resolution, whether in person or by proxy or attorney, while that Member is the subject of suspension under Article 2.6 or their Member rights are under suspension under Articles 2.9.
- (d) A Member is not entitled to vote, whether in person or by proxy or attorney, on a resolution at a meeting where that Member's vote is prohibited by the Act or an order of a court of competent jurisdiction.
- (e) The Organisation must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Member where that person is not entitled to vote on that resolution, including by reason of Article 4.12(c) or (d).
- (f) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member who appointed the proxy or attorney is present in person at that meeting.

### 3.13 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
  - (i) before that meeting, to the Board; or
  - (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chair of that meeting.
- (b) Any objection under Article 4.13(a) must be decided by the Board or the chair of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

### 3.14 Proxies and powers of attorney

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:

- (i) in person;
  - (ii) by not more than one proxy; or
  - (iii) by not more than one power of attorney.
- (b) A proxy or attorney of a Member must be a Member.
- (c) A Member may appoint a proxy or power of attorney for:
  - (i) all meetings of Members; or
  - (ii) any one or more specified meetings of Members.
- (d) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
  - (i) the name and address of that Member;
  - (ii) the name of the Organisation;
  - (iii) the name of the proxy or the name of the office held by the proxy; and
  - (iv) the meeting(s) of Members at which the proxy may be used.
- (e) The chair of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Article 4.14(d).
- (f) An instrument appointing a proxy, or a power of attorney must be substantially in a form as may be prescribed in the By-Laws or such other form as the chair of the meeting may accept from time to time.
- (g) Subject to the Act, the decision of the chair of a meeting of Members made in good faith as to the validity of an instrument appointing a proxy or power of attorney is final and conclusive.
- (h) Unless otherwise provided in the Act or in the appointment, a proxy or power of attorney may:
  - (i) agree to a meeting of Members being called by shorter notice than is required by the Act or this Constitution;
  - (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
  - (iii) speak on any resolution at a meeting of Members on which the proxy or power of attorney may vote;
  - (iv) vote at a meeting of Members (but only to the extent allowed by the appointment) on any resolution with respect to which the appointing Member may vote;

- (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or power of attorney may vote; and
  - (vi) attend and vote at any meeting of Members (at which the appointing Member may attend and vote) which is rescheduled or adjourned.
- (i) Unless otherwise provided in the Act or in the appointment, a proxy or power of attorney may vote on:
- (i) any amendment to a resolution on which the proxy or power of attorney may vote;
  - (ii) any motion not to put that resolution or any similar motion; and
  - (iii) any procedural motion relating to that resolution, including a motion to elect the chair of a meeting of Members, vacate the chair or adjourn that meeting,

to the extent to which the appointing Member would be entitled to vote, even if the appointment does or does not direct the proxy or power of attorney how to vote on that resolution.

- (j) A proxy or an attorney for a Member cannot vote on a show of hands if they hold two or more appointments of proxy or power of attorney that specify different ways of voting.
- (k) With a notice of meeting of Members, the Organisation must send a form of proxy to Members in respect of that meeting of Members. The form of proxy is to be compliant with that prescribed in the By-Laws and it must only provide for the Member:
- (i) to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
  - (ii) to vote for or against each resolution and may also provide for the Member to abstain from voting on one or more resolutions.
- (l) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
- (i) the person specified by the Organisation in the form of proxy in the case that the Member does not specify another person; or
  - (ii) if no person is so specified, the chair of that meeting.
- (m) A Member entitled to vote at a meeting of Members may specify the manner in which their proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- (n) Subject to Article 4.14(j) and the provisions of this Article 4.14 generally, a proxy or power of attorney:

- (i) does not need to vote, unless the appointment specifies the way they must vote;
  - (ii) if the way they must vote is specified, they must vote in that way; and
  - (iii) if the proxy or attorney is also a Member or holds proxy or attorney for more than one Member, may cast the votes held on a poll or ballot in different ways.
- (o) An appointment of proxy or power of attorney for a meeting of Members is effective only if the Organisation receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
- (p) Unless the Organisation has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or power of attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
- (i) dies; or
  - (ii) is mentally incapacitated; or
  - (iii) revokes the appointment of that person; or
  - (iv) revokes the authority under which the person was appointed by a third party.

#### 4. Directors

##### 4.1 Number and Qualification of Directors

- (a) The Organisation must have not less than nor more than:
- (i) the number of Directors in aggregate specified in Item 2(a) of Schedule 2;
  - (ii) the number of Member Elected Directors specified in item 2(b) of Schedule 2; and
  - (iii) the number of Cricket Appointed Directors specified in item 2(d) of Schedule 2,

and may have up to the number of Board Appointed Directors specified in item 2(c) of Schedule 2.

- (b) If the number of Directors or any class of Directors is below the number fixed by this Constitution the Board must promptly act and in a timely manner do all things reasonably within its power and ability, having regard to the provisions of this Constitution, to ensure the

Organisation has the number of Directors for each class of Director required by this Article.

- (c) A Director must be a Member who is not disqualified from being a director of a corporation registered under the Act and who is entitled to unrestricted voting rights of a Member at an AGM.

#### 4.2 Cricket Appointed Directors

- (a) Subject to Article 5.1(c), Cricket Appointed Directors may be appointed as follows:

- (i) 1 Cricket Appointed Director may be appointed by WADCC;

and

- (ii) 1 Cricket Appointed Director may be appointed by resolution of SGDC,

and of which notice of such appointment has been given to the Organisation under Article 13. A Cricket Appointed Director appointed in the terms of this Article may also be removed from their appointment as a Director by WADCC (in the case of a Cricket Appointed Director appointed under Article 5.2(a)(i)) or by SGDC (in the case of a Cricket Appointed Director appointed under Article 5.2(a)(ii)) notice of which removal has been notified to the Organisation under Article 13.

- (b) A Cricket Appointed Director will be appointed for a term commencing on the date of appointment in accordance with this Article 5.2 and ending on the earlier of the date of retirement or removal determined in accordance with Article 5.5(b) or 5.2(a).
- (c) A Cricket Appointed Director will be taken to have been appointed on the later of the date of receipt (or deemed receipt) by the Organisation of the notice of appointment mentioned in Article 5.2(a), and the effective date of appointment as specified in such a notice of appointment.
- (d) If a Cricket Appointed Director vacates or is removed from office for any reason, then the appointing body of that Cricket Appointed Director will promptly act to replace that Cricket Appointed Director in the terms of Article 5.2(a).

#### 4.3 Appointment of Member Elected Directors by Members

- (a) Subject to Article 5.5(c), Member Elected Directors may be elected at general meetings of Members and are usually elected at the AGM of the Organisation.
- (b) A Member entitled to vote at a general meeting of Members may nominate a Member who is eligible under Article 5.1(c) to be a Member Elected Director.
- (c) The By-Laws may prescribe the form and procedure to be followed with respect to:

- (i) the nomination of a Member Elected Director;
  - (ii) the manner of presentation to the Members in general meeting of any such nomination for consideration by that meeting; and
  - (iii) the manner in which voting for Member Elected Directors will occur at the general meeting of Members, subject nevertheless to the Act.
- (d) Subject to Article 5.5(c) a Member Elected Director will be appointed for a term commencing on the date of the general meeting at which they were elected and ending on the date determined in accordance with Article 5.5(a), unless the Director is removed earlier in accordance with the Act or under Article 5.7(b).

#### 4.4 Appointment of Board Appointed Directors

- (a) The Board may resolve to appoint Board Appointed Directors from time to time and also may resolve to remove a Board Appointed Director.
- (b) A Board Appointed Director will be appointed for a term commencing on the date of appointment in accordance with this Article 5.4 and ending on the earlier of the date of retirement or removal as determined in accordance with Article 5.5(b) or 5.4(a).
- (c) A Board Appointed Director appointed at a meeting of the Board will be taken to have been appointed on the date of that meeting or such later date as shall be the resolve of that meeting of the Board.
- (d) If a Board Appointed Director vacates or is removed from office for any reason, the Board may act to replace that Board Appointed Director in the terms of Article 5.4(a).

#### 4.5 Retirement and re-appointment of Directors

- (a) Member Elected Director

Subject to this Article and to Schedule 3 (Transitional Provisions), a Member Elected Director must retire at the third AGM after the date of their election by the Members.

- (b) Board Appointed Director and Cricket Appointed Director.

Subject to this Article and to Schedule 3 (Transitional Provisions), a Board Appointed Director and a Cricket Appointed Director must retire by at least the closure of the next meeting of the Board following the third anniversary of their appointment.

- (c) Casual Appointments (Member Elected Directors)

Subject to this Article, if a Member Elected Director vacates or is removed from office for any reason, then the Board may resolve to appoint another person as a Member Elected Director in the place of that Member Elected Director who is no longer continuing in office so

as to ensure compliance with Article 5.1(b) PROVIDED THAT the term of that appointment will only be until the next AGM following the appointment, at which AGM the appointee must retire from office.

- (d) Subject to Article 5.6, a Director (including a Member Elected Director appointed under Article 5.5(c)) will be eligible for re-appointment (as applicable) at the expiration of their term of office.

#### 4.6 Maximum term for a Director

- (a) Subject only to Articles 5.6(b) and Item 4 of Schedule 2, no Director may serve as a Director for more than the number of years in total specified in Item 3 of Schedule 2.
- (b) In the case of a person appointed to fill a casual vacancy on the Board as a Member Elected Director under Article 5.5(c) the period between the appointment of that person as a Director and the next AGM following that appointment, will not be counted as a Term or part of a Term and will not be included in determining whether a Director has served as a Director for the purposes of Article 5.6(a) or, in the case of the Chair for the purposes of Article 6.3(c).
- (c) For the purposes of this Article, any prior period of office served by a Director will not be counted towards the Director's maximum term of office if at least a continuous period of 3 years has elapsed during which the person was not a Director.

#### 4.7 Vacation of office of Director

- (a) A Director may resign from office by giving the Organisation notice in writing.
- (b) Subject to the Act and Article 5.7(c), the Members in general meeting, by ordinary resolution, at any time may remove any Director from office.
- (c) A Director automatically ceases to be a Director if the Act so provides or if that Director:
  - (i) dies;
  - (ii) becomes of unsound mind or a person whose property is liable to be dealt with under a Law relating to mental health;
  - (iii) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months and the other Directors resolve that his or her office be vacated;
  - (iv) resigns or is removed from office under this Constitution;
  - (v) becomes ineligible to be a Director either under this Constitution, the By-Laws or at Law;
  - (vi) becomes an undischarged bankrupt;

(vii) ceases to be a Member.

#### 4.8 No Alternate Directors

A Director may not appoint a person as his or her alternate Director.

#### 4.9 Payment to Directors prohibited

- (a) Subject to Article 5.9(b), the Organisation must not pay any fees to a Director for performing his or her duties and responsibilities as a Director unless the Members in general meeting have approved the payment or the Members in general meeting have approved payment of fees to Directors, at the discretion of the Board, with a maximum annual pool or cap amount for all Directors in any one year, and the payment is within that annual pool or cap amount.
- (b) A payment of the kind referred to in Article 1.5(b) may be made to a Director if that payment has been approved by the Board.

#### 4.10 Skills, experience and attributes of Directors

##### (a) General skills, experience and attributes

When Members are nominating Member Elected Directors, when the Members are electing Member Elected Directors, when the Board is making casual appointees under Article 5.5(c) or appointing Board Appointed Directors and when WADCC or SGDC are appointing Cricket Nominated Directors, they are encouraged to have regard to the skills, experience and attributes of the Board as a whole, and those skills, experience and attributes that are best likely to lead the Organisation in the pursuit of its strategies and objects and to assure the proper governance oversight of management. Without limitation or prescription, those skills, experience and attributes of the Board as a whole to which Members and the Board should have regard include:

- (i) relevant business, professional, financial and governance experience, skills and acumen;
  - (ii) an understanding of and empathy with relevant stakeholder interests of the Organisation including without limitation being currently active and engaged (whether in a playing, administration or other capacity) within country, premier and/or community cricket;
  - (iii) an understanding of the game and business of cricket;
  - (iv) experience in the governance and management of sporting or community based organisations; and
  - (v) diversity of experience and perspective.
- (b) Board Skills Matrix (or similar)

From time to time the Board (including via a Board committee with delegated authority for this purpose) should determine, in its

judgement, and communicate to the Members, at or around the time when nominations for Member Elected Directors are open:

- (i) the desired suite of skills, experience and attributes that the Board (as a whole) desirably should have to meet the Organisation's strategic objectives and needs (including by way of guidance only, to those listed in (a) above);
  - (ii) any "gap" in the desired skills, experience and attributes of the existing and continuing Directors so as to assist Members in identifying prospective nominees, and to assist Members in the exercise of their voting for Member Elected Directors.
- (c) Background Information on proposed Member Elected Directors, Board Appointed Directors and Cricket Appointed Directors.
- (i) Any proposed nominee for the election or appointment as a Director must provide background career and personal information as to their skills, experience and attributes to the Board (including via a Board committee with delegated authority for that purpose) as provided for in the By-Laws.
  - (ii) With respect to prospective Member Elected Directors, this information, or following consultation with the nominee, a succinct summary of it, is to be provided by the Board (or its committee) to the Members, including at or about the time of election of Member Elected Directors so as to assist Members in the exercise of their voting for Member Elected Directors.

#### 4.11 Consents and Undertakings

Each Director must sign, complete and deliver to the Organisation such forms of consent, contact information and undertakings to observe and comply with the Act, the Constitution and the By-Laws, as may be prescribed in the By-Laws, as a precondition to their taking office as a Director.

### 5. Officers and Officeholders

#### 5.1 Patron-in-Chief

- (a) On recommendation of a resolution of the Board and by resolution of the Members in general meeting, the Organisation may from time to time invite a suitably credentialed dignitary to accept the position of "Patron-in-Chief" of the Organisation.
- (b) Upon the issue of such an invitation and its acceptance, the dignitary shall become the "Patron-in-Chief" of the Organisation.
- (c) The Patron-in-Chief shall hold office until the earlier of:
  - (i) the Patron-in-Chief giving written notice to the Organisation resigning from the office;
  - (ii) the Board resolving by Absolute Special Majority to remove the Patron-in-Chief from office.

- (d) The role and responsibilities of the Patron-in-Chief will be of a ceremonial nature as may be prescribed in the By-Laws.

## 5.2 Patron(s)

- (a) On recommendation of a resolution of the Board and by resolution of the Members in general meeting, the Organisation may from time to time invite up to 3 eminent leaders of the game of cricket in Western Australia to accept a position as a "Patron" of the Organisation.
- (b) Upon issue of such invitation and its acceptance, the relevant person shall become a "Patron" of the Organisation.
- (c) A Patron shall hold office until the earlier of:
  - (i) the next AGM of the Organisation following the 5th anniversary of their appointment as a Patron;
  - (ii) a Patron giving written notice to the Organisation resigning from the office of a Patron; and
  - (iii) the Board resolving by Absolute Special Majority to remove that Patron from office.
- (d) A Patron retiring from office under Article 6.2(c)(i) is eligible for re-appointment to office as a Patron.
- (e) The role and responsibilities of a Patron will be of a ceremonial and promotional nature as may be prescribed in the By-Laws.

## 5.3 Chair and Deputy Chair

- (a) Subject to this Article 6.3, the Board shall:
  - (i) elect a Director as Chair of the Board for a term of three years (or such shorter period determined by the Board), or until the relevant person ceases to be a Director; and
  - (ii) elect a Director as Deputy Chair, for a term of three years (or such shorter period determined by the Board) or until the relevant person ceases to be Director.
- (b) The Board may remove:
  - (i) the Chair as chair of the Board, and/or
  - (ii) the Deputy Chair as deputy chair of the Board,by Board resolution at any time.
- (c) A Director must not be elected as the Chair for more than the number of years in total specified in Item 4(a) of Schedule 2 and must not be elected as the Chair if the term of appointment as Chair would result in the Director serving on the Board (whether as a Director or the Chair)

for more than the number of years in total specified in Item 4(b) of Schedule 2 (or such longer period where Article 5.6(b) applies).

- (d) The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the Board.
- (e) If:
  - (i) there is no Chair; or
  - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of a meeting of the Board; or
  - (iii) the Chair is present within that time but is not willing or able to chair all or part of that meeting,

then the Deputy Chair, or in default of the Deputy Chair, one of the Directors present elected by those present, will chair the meeting.

#### 5.4 Chief Executive Officer

- (a) The Board may appoint a person as the CEO.
- (b) Subject to any agreement between the Organisation and the CEO, the Board may remove or dismiss or suspend the CEO at any time, with or without cause.
- (c) The Directors may delegate such of their powers (including the power to delegate) to the CEO as provided in Article 7.3.
- (d) Subject to any agreement between the Organisation and the CEO the Board may:
  - (i) revoke or vary the appointment of the CEO;
  - (ii) revoke or vary any power delegated to the CEO; and/or
  - (iii) suspend the appointment of the CEO or suspend the delegation of powers to the CEO for such period and on such terms as the Board may determine in good faith.
- (e) The CEO must exercise the powers delegated to him or her in accordance with any Lawful directions of the Board.
- (f) The exercise of a delegated power by the CEO is as effective as if the Board exercised the power.
- (g) The CEO is not a Director and has no inherent power or right to attend, speak or vote at meetings of the Board, however by standing or other invitation of the Chair, the CEO may and is expected to attend and speak at meetings of the Board, other than when the Board may be meeting in “closed session” without executives and/or management present.

(h) The CEO is not entitled to hold office as a Director.

5.5 Secretary(s)

- (a) The Organisation must have at least one Secretary as required by the Act.
- (b) A Secretary or up to 2 Secretaries for the Organisation may be appointed by the Board for any period and on any terms (including as to remuneration) as the Board resolve.
- (c) Subject to any agreement between the Organisation and a Secretary, the Board may remove or dismiss a Secretary at any time, with or without cause, and may revoke or vary the appointment of a Secretary.
- (d) The Board will determine the role, duties and responsibilities of a Secretary and to whom a Secretary will account, including as may be provided for in the By-Laws.

5.6 Indemnity and insurance

- (a) To the extent permitted by Law, the Organisation must indemnify each Relevant Officer against:
  - (i) a Liability of that person; and
  - (ii) Legal Costs of that person.
- (b) To the extent permitted by the Law, the Organisation may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (c) To the extent permitted by the Law, the Organisation may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
  - (i) a Liability of that person; and
  - (ii) Legal Costs of that person.
- (d) To the extent permitted by Law, the Organisation may enter into an agreement or deed with:
  - (i) a Relevant Officer; or
  - (ii) a person who is, or has been, an officer of the Organisation or a related body corporate of the Organisation,under which the Organisation must do all or any of the following:
  - (iii) keep books of the Organisation and allow that officer, and his or her advisers, access to those books on the terms agreed;
  - (iv) indemnify that officer against any Liability of that officer;

- (v) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and
- (vi) keep that officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Organisation or a related body corporate of the Organisation, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

## 6. Powers of the Organisation and Board

### 6.1 General powers

- (a) Subject to this Constitution, the Organisation may exercise, in any manner permitted by the Act, any power which a public company limited by guarantee may exercise under the Act in order to achieve the objects and strategic focus of the Organisation.
- (b) The Board is responsible for the sound governance of the Organisation.
- (c) Subject to this Constitution, the business of the Organisation is to be managed by, or under the direction of, the Board, and the Board may exercise all the powers of the Organisation except any powers that the Act or this Constitution requires the Organisation to exercise in General Meeting or only with the approval of Members in General Meeting.
- (d) Other than with the approval of Members in General Meeting, the Board shall not:
  - (i) sell or dispose of any land of the Organisation;
  - (ii) purchase or acquire any land for the Organisation;
  - (iii) mortgage, charge, pledge or encumber by way of security by any means whatsoever or howsoever any land or other assets or income of the Organisation; or
  - (iv) “deal with the WACA Ground”, within the meaning and context of Article 1.4(a)(iii) of this Constitution, if to do so would prejudice the WACA Ground as a premier venue for hosting games of cricket;

PROVIDED FURTHER THAT should the Board propose to do any matter or thing requiring the approval of Members in General Meeting in the terms of this Article 7.1(d) then the Board must provide to the Members sufficient relevant information concerning the proposed matter to enable the Members to make a reasonably informed decision as to the proposed matter.

### 6.2 Execution of Documents

- (a) If the Organisation has a common seal:

- (i) the Organisation may execute a document if that seal is fixed to the document and the fixing of that seal is countersigned by:
  - (a) two Directors; or
  - (b) a Director and a Secretary; or
  - (c) a Director and another person appointed by the Board for that purpose.
- (ii) particulars of the use of the common seal (including the reasons for its use, its counter-signatories and the date of its use) will be promptly recorded in the Organisation's corporate secretarial records.
- (b) The Organisation may execute a document without a common seal if the document is signed by:
  - (i) two Directors; or
  - (ii) a Director and a Secretary; or
  - (iii) a Director and another person appointed by the Board for that purpose.
- (c) The Board may resolve, generally or in a particular case:
  - (i) that any signature on certificates or cards for Membership, or other common use documents approved of by the Board, may be affixed by mechanical, electronic or other means;
  - (ii) to delegate the power to execute documents on behalf of the Organisation to officers of the Organisation;
  - (iii) to grant and execute power(s) of attorney to execute documents and to do such things on behalf of and in the name of the Organisation to such person or persons, as the Board may determine.
- (d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Organisation in the manner, and by the persons, as the Board determines resolves.

### 6.3 Committees and delegates

- (a) The Board may delegate any of its powers (including this power to delegate) to a committee of the Board, the CEO, an employee of the Organisation or a Member.
- (b) The Board may revoke or vary any power delegated under Article 7.3(a).
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

- (d) The proper exercise of a delegated power by the committee or delegate is as effective as if the Board exercised the power itself.
- (e) Any delegation of the Board of any of its powers must be recorded in the Board's minute book.

#### 6.4 Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Organisation for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.
- (c) The Board may revoke or vary:
  - (i) an appointment under Article 7.4(a); or
  - (ii) any power delegated to an attorney or agent.

#### 6.5 Affiliated Organisations

- (a) The Board may by Absolute Special Majority resolve to declare organisations relevant to the game of cricket to be afforded the status of Affiliated Organisations.
- (b) The Members by resolution in General Meeting, and on the recommendation of the Board by resolution passed by an Absolute Special Majority, may determine that an Affiliated Organisation no longer holds status as an Affiliated Organisation.
- (c) An Affiliated Organisation may at any time by notice in writing to the Organisation declare that it no longer holds status as an Affiliated Organisation.
- (d) The Organisation may enter into agreements from time to time with Affiliated Organisations including, and without limitation, with respect to support concerning:
  - (i) funding;
  - (ii) logistics, support;
  - (iii) training;
  - (iv) equipment and facilities;
  - (v) services;
  - (vi) co-operative arrangements;
  - (vii) governance and policies;
  - (viii) otherwise.

- (e) Any termination of status of an Affiliated Organisation under this article is without prejudice to any contractually accrued or accruing rights under an agreement entered into in the terms of (d) above.

## 6.6 Duties of Directors

The Directors must comply with their duties as directors under the Law, including the duties imposed on directors and officers under the Act.

## 6.7 Conflicts of Interest

- (a) A Director must disclose the nature and extent of any actual or perceived material conflict or interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):
  - (i) to the other Directors;
  - (ii) if all of the Directors have the same conflict of interest, to the Members at the next meeting of Members, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- (c) Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as provided under Article 7.7(d):
  - (i) be present at the meeting while the matter is being deliberated; or
  - (ii) vote on the matter.
- (d) A Director may still be present and vote if:
  - (i) their interest arises because they are a Member of the Organisation, and the other Members have the same interest;
  - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Organisation;
  - (iii) their interest relates to a payment by the Organisation under an indemnity provided in accordance with Article 6.6 or any contract relating to an indemnity that is allowed under the Act;
  - (iv) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
  - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:

- (a) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Organisation; and
- (b) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

## 6.8 Cricket Australia

The Board and the Organisation must do all things reasonably necessary and desirable to seek to achieve the objects listed in Article 1.4(a)(ii).

## 7. Proceedings of Board

### 7.1 Written resolutions of the Directors

- (a) The Directors may pass a resolution, without a meeting of the Board being held, if a copy of the proposed resolution is sent to all Directors and not less than an Absolute Special Majority of Directors, entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of documents referred to in Article 8.1(a) may be used for assenting to by Directors if the wording of the resolution and the statement is the same in each copy.
- (c) A Director may signify assent to a document under Article 8.1(a) by signing the document or by notifying the Organisation of that assent in a manner permitted by Article 13.3.
- (d) Where a Director signifies assent to a document under Article 8.1(c) other than by signing the document, the Director must, by way of confirmation, sign the document before, or at, the next Board meeting attended by that Director.
- (e) The resolution the subject of a document under this Article is not invalid if a Director does not comply with Article 8.1(d).

### 7.2 Meetings of the Board

- (a) The Directors may meet, adjourn and otherwise regulate their Board meetings as they think fit.
- (b) A meeting of the Board may be held, including remotely at more than one venue, using any technology consented to by all Directors.
- (c) The consent of the Directors under Article 8.2(b) may be for all meetings of the Board or for any one or more specified meetings and a Director may within a reasonable period before a meeting by written notice to the Organisation, withdraw a consent previously given.
- (d) If a meeting of the Directors is held in two or more places linked together by any technology:
  - (i) a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chair of

the meeting that he or she is discontinuing participation in the meeting; and

- (ii) the chair of that meeting may determine at which place the meeting will be taken to have been held.

### 7.3 Who can call meetings of the Board

- (a) The Chair, the Deputy Chair or any 2 other Directors jointly may call a meeting of the Board at any time.
- (b) On a request under Article 8.3(a), a Secretary (or another acting in the role of the Secretary) must call a meeting of the Board.

### 7.4 How to call meetings of the Board

- (a) Subject to Article 8.4(e), notice of a meeting of the Board must be given to each Director.
- (b) A notice of meeting of the Directors must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
  - (ii) state the general nature of the business of the meeting.
- (c) Subject to Article 8.4(e), not less than 24 hours' notice of a meeting of the Board must be given, unless an Absolute Special Majority of Directors agree otherwise.
- (d) A Director may waive notice of a meeting of the Board by notice in writing to the Organisation to that effect.
- (e) In the case of an emergency or other corporate urgency, a meeting may be called on short notice, without formal notice of meeting, at the behest of the Chair, the Deputy Chair or the CEO.

### 7.5 Quorum

- (a) Subject to the Act, a quorum for a meeting of the Board is a majority of the total number of Directors.
- (b) A quorum for a meeting of the Board must be present at all times during the meeting PROVIDED THAT a person who has declared a conflict of interest and has absented themselves (or abstained from deliberating and voting) on a matter before the meeting will still be counted as being present for the purposes of a quorum.

### 7.6 Resolutions of the Board

- (a) A resolution of the Board, other than a resolution requiring an Absolute Special Majority, is passed if more votes are cast in favour of the resolution than against it.

- (b) Subject to the Act and this Article 8.6, each Director has one vote on a matter arising at a meeting of the Board.
- (c) Subject to the Act, in case of an equality of votes on a resolution at a meeting of the Board, the chair of that meeting has a casting vote on that resolution in addition to any vote the chair of the meeting has in his or her capacity as a Director, except where there are only 2 Directors entitled to vote on the resolution.

## 8. Board and other Committees

### 8.1 Board may establish Committees

The Board may on its own resolution constitute committees of the Board to assist it in the performance of its responsibilities.

### 8.2 Terms of Reference and Governance

The terms of reference, governance arrangements, and meeting processes and accountability requirements of Board committees will be determined by the By-Laws or by the Board at the time of establishment of the relevant committee.

### 8.3 Review

The Board may from time to time:

- (a) review and vary the matters referred to in Article 9.2; and
- (b) resolve to terminate the ongoing Constitution of a Board committee.

### 8.4 SGDC

There shall be constituted by virtue of this Article and the terms of the Governance Charter incorporated as part of the By-Laws (refer By-Law 2.1 in Schedule 4), a committee to be known as the Statewide Game Development Committee whose terms of reference and membership shall be prescribed under the By-Laws PROVIDED THAT membership of the Committee shall include an appointee from each Affiliated Organisation and other cricket related advisory committees of the organisation which are endorsed by the Board and which represent the interests of discrete sections of the cricketing community, with such appointees being the only voting members of the Committee, with power and authority for the Committee in the terms of Article 5.2 concerning Cricket Appointed Directors.

## 9. By-Laws

### 9.1 By-Laws

In addition to the provisions of this Constitution including Article 10.6 and Schedule 4, and subject to Article 10.3, By-Laws may from time to time be prescribed to govern and/or regulate By-Law Matters.

## 9.2 By-Law Matters

By-Law matters include:

- (a) any matter of a nature authorised by this Constitution to be capable of being the subject of a By-Law;
- (b) any matter pertinent to:
  - (i) Membership;
  - (ii) Fees;
  - (iii) meetings of Members;
  - (iv) rights, responsibilities and conduct of Members;
  - (v) procedures concerning nomination, voting on and election of Member Elected Directors
  - (vi) governance and management of the Organisation;
  - (vii) policies, procedures, protocols and practices of the Organisation.

## 9.3 No conflict with Constitution

No By-Law may conflict with a provision of this Constitution and if it does:

- (a) the By-Law is either void or will be read down to the extent of such conflict; and
- (b) the provisions of this Constitution will prevail.

## 9.4 Making of By-Laws

- (a) Other than as provided in Article 10.6, By-Laws may be made, varied or revoked by resolution of the Board passed with not less than an Absolute Special Majority of the Board.
- (b) Other than as provided in Article 10.6, By-Laws, and any variation to or revocation of them, will become effective on the date so determined by the Board at the time of their making or in the absence of such a determination, 30 days after the Board resolution.
- (c) Within 7 days of the Board making, varying or revoking a By-Law, a copy of the By-Law (or its variation or revocation, as applicable) must be published on the Organisation's website in a reasonably prominent location to inform Members thereof with notice being given to all Members of the change that has been made.

## 9.5 Force and Effect of By-Laws

By-Laws will have contractual force and effect between Members inter se, between the Organisation and the Members, and between the Organisation

and its officers, in the same manner as if the By-Laws had Constitutional force and effect in their own right.

#### 10.6 Current By-Laws upon adoption of Constitution

The By-Laws to apply from the Effective Date of adoption of this Constitution are set out or described in Schedule 4.

### 10. Records

#### 10.1 Financial Year

The financial year of the Organisation ends on 30 June in each year.

#### 10.2 Accounts

The Board, through the Secretary and the CEO, shall cause proper accounts, books and records to be kept, in accordance with accepted Australian accounting standards consistently applied for like bodies corporate to the Organisation and otherwise as may be required under the Act with respect to:

- (a) all sums of money received or expended by the Organisation and the matter in respect of which the receipt or expenditure takes place;
- (b) all financial transactions of the Organisation;
- (c) the assets and liabilities of the Organisation; and
- (d) the Organisation's operations.

#### 10.3 Books, accounts and records

The accounts, books and records shall be kept at the office of the Organisation or such other place from time to time determined by the Board and are open to inspection by the Directors and must be retained in accordance with the Act.

#### 10.4 Audit

The Board shall cause the accounts to be audited annually by the Auditor.

#### 10.5 Minutes

- (a) The Organisation must, within one month, make and keep the following records:
  - (i) minutes of proceedings and resolutions of meetings of Members or Directors' meetings (including meetings of any committees);
  - (ii) minutes of circular resolutions of Directors;
  - (iii) a copy of a notice of each meeting of Members of Directors' meetings; and

- (iv) a copy of any members' statement distributed to members in accordance with Article 4.1(d).
- (b) The Directors must ensure that minutes of a meeting of Members or a Directors' meeting are signed within a reasonable time after the meeting by:
  - (i) the chair of the meeting; or
  - (ii) the chair of the next meeting.
- (c) Records of minutes of meetings of Members are open for inspection by Members.

## 11. Alterations to Constitution

No new Article or provision shall be added to this Constitution nor shall any of the Articles or provisions contained herein be amended, altered or rescinded unless:

- (a) a Special Resolution of Members in general meeting so to do is passed; and
- (b) the provisions of the Act and this Constitution are complied with.

## 12. Notices

### 12.1 Notice to Members

- (a) Subject to Article 13.1(b), the Organisation may give notice to a Member:
  - (i) by hand delivery;
  - (ii) by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
  - (iii) by sending it to the fax number or electronic or digital address (if any) nominated by that Member; or
  - (iv) with an Absolute Special Majority of the Board, by advertisement in accordance with Article 13.1(c).
- (b) If the address of any Member in the Register is not within Australia (and its Territories) and that Member does not nominate an alternative address within Australia (and its Territories), unless otherwise specified by the Act, the Organisation may (in addition to any method of service specified in Article 13.1(a)) give a notice to that Member by:
  - (i) posting it on the Organisation's internet website (if any); or
  - (ii) advertisement in accordance with Article 13.1(c).

- (c) Any notice allowed to be given by the Organisation to Members by advertisement is sufficiently advertised if advertised:
  - (i) in a newspaper published on most days and generally circulating in Western Australia; or
  - (ii) in electronic form on an online media portal reasonably approved of by the Board and which is generally available and accessible to members of the public in Western Australia (even if a subscription fee is payable).

## 12.2 Notice to Directors

The Organisation may give notice to a Director:

- (a) by hand delivery;
- (b) by sending it by prepaid post to the usual residential address of that person or the alternative address (if any), including a post office box address, nominated by that person;
- (c) by sending it to the fax number or electronic or digital address (if any) nominated by that person; or
- (d) by any other means agreed between the Organisation and that person.

## 12.3 Notice to the Organisation

A person may give notice to the Organisation:

- (a) by leaving it at the registered office of the Organisation;
- (b) by sending it by prepaid post to the registered office of the Organisation;
- (c) by sending it to the fax number at the registered office of the Organisation;
- (d) by sending it to the electronic or digital address (if any) nominated by the Organisation for that purpose; or
- (e) by any other means permitted by the Act.

## 12.4 Time of service

- (a) A notice sent by prepaid post to an address within Australia is taken to be given:
  - (i) in the case of a notice of meeting, two Business Days after it is posted; or
  - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (b) A notice sent by prepaid post to an address outside Australia is taken to be given:

- (i) in the case of a notice of meeting, four Business Days after it is posted; or
  - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (c) A notice sent by fax or electronic or digital means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number or electronic or digital address.
- (d) A notice posted on the Organisation's internet website or advertised in accordance with Article 13.1(c) is taken to be given on the date the notice is first published on the Organisation's website or the date on which it is first advertised in terms of Article 13.1(c) (as applicable).
- (e) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
- (i) was addressed to the correct postal address of the recipient; and
  - (ii) was placed in the post.

## 12.5 Signatures

The Board may decide, generally or in a particular case, that a notice given by the Organisation be signed by mechanical, electronic or other means.

## 13. Winding up

### 13.1 Transfer of surplus

Subject to the Act and any other applicable Laws or court orders, on a winding up of the Organisation, the Members must determine one or more companies, associations or institutions whose Constitutions:

- (a) require them to pursue only objects similar to those in Article 1.4 and to apply their income in promoting those objects; and
- (b) prohibit them from making payments or distributions to their members to at least the same extent as in Article 1.5,

to whom the liquidator must give or transfer any surplus assets or property on winding up in accordance with a distribution plan also determined by Members.

### 13.2 Application to Court

If the Members fail to make a determination under Article 14.1 within 20 Business Days of the winding up of the Organisation, the liquidator must make an application to the Court to make that determination.

## 14. Transitional Provisions

#### 14.1 Transitional Arrangements

The Transitional Provisions shall apply in accordance with their terms as if set out in this Constitution in full.

#### 14.2 Transitional Provisions Paramount

In the case of any inconsistency between the Transitional Provisions and any other provision of this Constitution or the By-Laws, the Transitional Provisions will prevail.

#### 14.3 Continuance of Transitional Provisions

The Transitional Provisions shall have continuing force and effect in accordance with their terms.

## SCHEDULE 1

### Definitions and interpretation

#### 1. Definitions

In this Constitution:

“Absolute Special Majority” in the context of a Board resolution means a resolution passed by not less than 75% of the total number of Directors (excluding Directors who have declared a conflict of interest concerning the matter the subject of the proposed resolution and who as a consequence do not vote on the matter) holding office at the time of the resolution.

“Act” means the Corporations Act 2001 (Commonwealth).

“AGM” means the Annual General Meeting of Members.

“Affiliated Organisation” means an organisation (incorporated or unincorporated) involved in or associated with the administration, co-ordination and/or playing of cricket and which is determined by to be an Affiliated Organisation in the terms of Article 7.5 or is listed in Item 5 of Schedule 3 (Transitional Provisions) and which has not been determined to no longer have status as an Affiliated Organisation.

“Applicable Form” has the meaning ascribed to it in the By-Laws.

“Board” means the Directors meeting from time to time as a board of directors of the Organisation.

“Board Appointed Director” means a Director appointed pursuant to Article 5.4.

“Business Day” means a day except a Saturday, Sunday or public holiday in Western Australia.

“By-Laws” means by-Laws of the Organisation in the terms of Article 10.

“By-Law Matters” means matters of the nature mentioned in Article 10.2 which may be the subject of a By-Law.

“Cessation Event” means, in respect of a Member:

- (a) the death or bankruptcy of that Member; or
- (b) that Member becoming of unsound mind or a person whose property is liable to be dealt with under a Law relating to mental health.

“Chair” means a person elected as chair of the Board under Article 6.3.

“CEO” means the person appointed for the time being under Article 6.4, being an employee (whether full-time or part-time) of the Organisation or a related body corporate of the Organisation.

“Class” means a class of Membership as prescribed in the By-Laws.

“Cricket Appointed Director” means a Director appointed pursuant to Article 5.2.

“Cricket Australia” means the peak organisation for the promotion, development, control, co-ordination and management of the sport of cricket in Australia, with Cricket Australia ABN 53 006 089 130 being acknowledged as that organisation;

“Director” means a director of the Organisation for the time being.

“Effective Date” has the meaning given in Schedule 3.

“Expulsion Event” means, in respect of a Member:

- (a) that Member has been convicted within the preceding 5 years in criminal proceedings brought in connection with a contravention of the Law where the penalty for the offence may be incarceration for a period in excess of 12 months, but excluding any “spent conviction”;
- (b) that Member has failed to pay any Fees or other money owing to the Organisation and those Fees or other moneys remain outstanding for at least 40 Business Days after written notice of demand for payment has been issued to the Member; or
- (c) the Board determines that in its opinion exercised in good faith:
  - (i) the conduct of that Member is unbecoming of a Member; or
  - (ii) that the continued Membership of the Member may be prejudicial to the objects, interests or reputation of the Organisation; or
  - (iii) the Member is in material or persistent breach of the By-Laws or this Constitution.

“Fees” means a fee or levy payable by Members under Article 3.1.

“Financial Year” means 1 July in one year to 30 June (inclusive) in the next succeeding year, or such other period as may be prescribed in the By-Laws.

“General Meeting” means a general meeting of Members duly called and held in the terms of Article 4.1 and includes an AGM and an extraordinary general meeting;

“Legal Costs” for a person, means legal costs incurred by that person in defending an action for a Liability of that person.

“Liability” of a person means a liability incurred by that person as an officer of the Organisation or a related body corporate of the Organisation.

“Member” means a natural person whose name is entered in the Register as a member of the Organisation and “Membership” has a corresponding meaning.

“Membership Card” means a card issued to a Member under Article 2.8.

“Member Elected Director” means a Director appointed pursuant to Article 5.3.

“Organisation” has the meaning in Article 1.2(a).

“Prescribed Notice” means the Prescribed Period of notice or any shorter period of notice for a meeting allowed under the Act.

“Prescribed Period” means 21 days.

“Register” means the register of Members kept under the Act.

“Relevant Officer” means a person who is, or has been, a Secretary, a Chief Executive Officer, a Director or another person who has held office in the Organisation and would be defined as an “officer” in the terms of the Act.

“Secretary” “Secretary(s)” and “Secretaries” means the company secretary and/or secretaries of the Organisation for the time being.

“Special Resolution” has the meaning ascribed to it in the Act.

“SGDC” means the standing committee of the Organisation constituted in the terms of Article 9.4.

“Term” means the term of office of each Director in accordance with these Articles.

“Transitional Provisions” means those provisions of this Constitution appearing in Schedule 3.

“WACA Ground” means the sporting complex and associated buildings at Nelson Crescent, East Perth, Western Australia being Lot 1507 on Deposited Plan 410829 and being the whole of the land in Certificate of Title Volume 2938 Folio 506.

“WADCC” means WA District Cricket Council Inc, as an Affiliated Organisation.

## 2. Interpretation

(a) In this Constitution:

- (iv) a reference to a meeting of Members includes a meeting of any class of Members;
- (v) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or body corporate representative; and
- (vi) a reference to a notice or document in writing includes a notice or document given by fax or other form of written communication.

(b) In this Constitution, headings are for convenience only and do not affect interpretation.

(c) Unless the context indicates a contrary intention, in this Constitution:

- (vii) words importing the singular include the plural (and vice versa);

- (viii) words indicating a gender include any other gender and any non-specific gender affiliations;
  - (ix) the word “person” includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
  - (x) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
  - (xi) the word “includes” in any form is not a word of limitation.
  - (xii) a reference to an Article or a Schedule, is to an article or a schedule of this Constitution;
  - (xiii) a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
  - (xiv) a Schedule is part of this Constitution;
  - (xv) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time; and
  - (xvi) if there is more than one Secretary appointed, the receipt or giving of a notice to or by a Secretary, or the signing of a notice or document by a Secretary, or the exercise of any power under this Constitution by or in the name of the Secretary, is effective and binding if done by a Secretary;
- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, By-Laws, regulations, rules and statutory instruments (however described) issued under it.
- (e) Unless the context indicates a contrary intention, in this Constitution:
- (i) an expression that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision;
  - (ii) an expression that is defined in Section 9 of the Act has the same meaning as in that Section.

### 3. Exercise of powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised, and the duty must be performed, from time to time, as the occasion requires.

### 4. Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the Law of any jurisdiction, that does not affect or impair:

- (f) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (g) the legality, validity or enforceability under the Law of any other jurisdiction of that or any other provision of this Constitution.

## SCHEDULE 2

### Key Information

1. Quorum of Members for Meetings (refer Article 4.6)
  - (a) General meetings of Members

The lesser of 40 Members with unrestricted voting rights and 5% of the total number of Members with unrestricted voting rights at the time the relevant meeting is held.
  - (b) Class meeting of designated Membership Classes

The lesser of 20 Class Members with unrestricted Class voting rights, and 5% of the total number of Members in that Class with unrestricted voting rights at the time the relevant meeting is held.
2. Number of Directors (refer Article 5)
  - (a) Number of Directors

Seven (7) plus the number of Board Appointed Directors
  - (b) Number of Member Elected Directors

Five (5)
  - (c) Number of Board Appointed Directors

Three (3)
  - (d) Number of Cricket Appointed Directors

Two (2)
3. Maximum term as a Director (refer Article 5.6)

9 years
4. Maximum periods for service as Chair (refer Article 6.3(c))
  - (a) Maximum term as Chair – 6 years (\*)
  - (b) Maximum total combined years of appointment as a Director and as the Chair – 12 years (\*)

(\*) PROVIDED THAT on recommendation of the Board (passed by an Absolute Special Majority) and by resolution of Members in General Meeting, these maxima may be extended for a further period of 12 months in circumstances where it is considered to be in the best interests of the Organisation and its succession planning to do so.

### SCHEDULE 3

#### Transitional Provisions

1. For the purposes of these Transitional Provisions:
  - (a) "Effective Date" means the date of registration of the Organisation under the Act.
2. Terms uniquely defined in the Constitution of Western Australia Cricket Association (Inc) and used in these Transitional Provisions will have those defined meanings. Subject to paragraph 1(b) preceding, from the Effective Date the existing Constitution, By-Laws and standing orders that previously applied to the Organisation are of no further force or effect.
3. With respect to those holding Constitutionally recognised office as at the Effective Date, the following provisions shall apply:
  - (a) Subject to paragraph 3(f) below, the Directors listed in column 1 of Table A:
    - (xvii) shall be deemed to be either a Member Elected Director, Cricket Appointed Director or a Board Appointed Director on and from the Effective Date as indicated in column 2 of Table A against each of their names;
    - (xviii) shall be deemed to retire or their appointment to office terminated as at the time listed in column 3 of Table A against each of their names (without prejudice to their opportunity to be re-elected or re-appointed to office, subject to the provisions of the Constitution).
  - (b) Any person holding office as a Director or President immediately prior to the Effective Date and whose name does not appear in Table A shall be deemed to have retired from such office as at the Effective Date.

<b>Table A</b>		
<b>Column 1</b>	<b>Column 2</b>	<b>Column 3</b>
<b>Name of Director</b>	<b>Member Elected Director (MD) or Cricket Appointed Director (CD) or Board Appointed Director (BD)</b>	<b>Deemed date of scheduled retirement from office</b>
Tom Percy KC	MD	AGM 2021
Michael Veletta	MD	AGM 2019
The Honorable Dr Ken Michael AC	MD	AGM 2019

The Honorable Terry Waldron	MD	AGM 2020
Darren Wates	MD	AGM 2020
David Bailey	BD	AGM 2021
Dr Vanessa Guthrie	BD	AGM 2019
Eva Skira	BD	AGM 2020
Avril Fahey	CD (SGDC)	AGM 2021
Christian Bauer	CD (WADCC)	AGM 2019

- (c) The persons holding office as Chair and Deputy Chair respectively immediately before the Effective Date will continue to hold such offices on and from the Effective Date until the first Board meeting following the next AGM held after the Effective Date, subject to the provisions of Article 6.3.
- (d) The person holding office as Patron immediately before the Effective Date will hold office as Patron-in-Chief on and from the Effective Date, subject to the provisions of Article 6.1.
- (e) The persons holding office as Chief Executive Officer and Secretary, subject to paragraph 3(f) below, immediately before the Effective Date will continue to hold such offices on and from the Effective Date, subject to the respective provisions of Articles 6.4 and 6.5.
- (f) It is a condition precedent to each Director and the Secretary holding office as such on and from the Effective Date that they respectively have executed a consent or approval to act in such role in accordance with any regulatory requirements of the Act.
- (g) A Director listed in Table A holds office as such until the date mentioned in column 3 of Table A against their name notwithstanding Article 5.6.

4. With respect to Membership

- (a) Subject to the person applying for Membership in the relevant Membership class in accordance with this Constitution, Members holding the class of membership noted in column 1 of Table B immediately prior to the Effective Date shall be deemed to hold the class of membership noted in column 2 of Table B on and from the Effective Date until 30 June next following the Effective Date without any additional Fee or Fee adjustment on account of that change of class of Membership.

<b>Table B</b>	
<b>Column 1</b>	<b>Column 2</b>
<b>Pre-Effective Date Class of Membership</b>	<b>Membership Class on and from Effective Date</b>
Ordinary Member	Full Member (Metro Status)
Concession Member	Full Member (Concession Status)
Club Playing Member	Full Member (Player/Administrator Status)
Country Member	Full Member (Country Status)
Junior Member	Junior Member
Club Member	Full Member (Metro Status)

(b) Honorary Life Members, Lifetime Members and Perpetual Members will continue to retain their status as such on and from the Effective Date with all rights and entitlements as if they were Honorary Members on terms determined by the Board as shall be consistent with their original appointment as Honorary Life Members, Lifetime Members or Perpetual Members (as applicable).

5. With respect to Affiliated Organisations

(a) On the Effective Date the organisations listed in Table C are each deemed to be an Affiliated Organisation.

(b) Nothing by reason of this Constitution varies or affects any agreement between the Organisation that was in force and effect immediately before the Effective Date.

<b>Table C</b> <b>Details of Affiliated Organisations as at the Effective Date</b>
WA DISTRICT CRICKET COUNCIL INC. WA FEMALE CRICKET COUNCIL INC COMMUNITY JUNIOR CRICKET COUNCIL (INC) INDOOR SPORTS W.A. INCORPORATED WA COUNTRY CRICKET BOARD (INC) CRICKET WEST INC. WESTERN AUSTRALIAN VETERANS CRICKET (INC) <i>(Since September 2019).</i>

## **SCHEDULE 4**

### **Western Australian Cricket Association Limited**

#### **By-Laws**

##### **1. Introduction**

- 1.1 These By-Laws have been adopted by the Board pursuant to Article 10.4 of the Constitution.
- 1.2 These By-Laws have effect from the Effective Date.
- 1.3 Should any By-Law conflict with a provision of the Constitution, then in the terms of Article 10.4 of the Constitution, that By-Law will be either void or read down to the extent of such conflict, and the provisions of the Constitution will prevail.
- 1.4 Words and phrases defined in the Constitution and used in these By-Laws have the meanings accorded to them in the Constitution.
- 1.5 Where a power is conferred on the Board under these By-Laws, the Board may resolve to delegate that power to the CEO.
- 1.6 In these By-Laws the following words have the meanings set opposite them:

“Applicable Form” means a form referred to in these By-Laws which has been approved by the Board for the relevant functional purpose in these By-Laws.

“Concession Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(f) and 3.6(a);

“Country Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(d) and 3.6(a).

“Cricket Club” means an organisation (incorporated or unincorporated) which organises, co-ordinates and administers games of cricket for the benefit of its members.

“Facilities” means premises, grounds, rooms, areas and related facilities at grounds or areas under the control or licence of the Organisation.

“Metro Status” has the meaning ascribed to it in By-Law 3.3(g).

“Player/Administrator Status” means a Full Member who qualifies for and has been conferred that status under By-Laws 3.3(e) and 3.6(a).

“Guest Pass” means a pass referred to in By-Law 7.3(a).

“Tier Package” means an opportunity that may be offered by the Organisation in accordance with By-Law 8.

“Transferrable Associate Pass” means a transferable pass, which provides admission to designated “Member Reserved” areas at Facilities, but no other rights associated with Membership.

“Visitor Pass” means a pass referred to in By-Law 7.3(b).

## **2. Governance Charter**

2.1 The terms of the Governance Charter adopted by the Board and prevailing as at the Effective Date apply on and from the Effective Date as having the force and effect of By-Laws duly adopted by the Board.

2.2 A copy of the Constitution, these By-Laws and the Governance Charter are to be available for inspection and reference by Members and others including on the Organisation’s website.

## **3. Membership**

3.1 (a) Membership of the Organisation is available in the following classes:

- Full Member
  - (i) Metro Status
  - (ii) Country Status
  - (iii) Concession Status
  - (iv) Player/Administrator Status
- Junior Member
- Honorary Member including Honorary Life Member

Without prejudice to the continuing recognition of Honorary Life Members, Lifetime Members and Perpetual Members under Schedule 3 of the Constitution (Transitional Arrangements).

(b) For the purposes of Article 2.1(b) of the Constitution, the Board by Absolute Special Resolution may determine any limits on the number of Members in a Class of Membership or limits on the number of Members within a status category of Full Membership.

3.2 The rights, privileges and obligations attaching to each Class of Membership are as follows:

(a) Full Member

Subject to payment of all applicable Fees in respect of the previous cricket season (or for new Members, by 30 June) (including any discounted Fees applicable to Full Members qualifying for Country Status, Concession Status or Player/Administrator Status) from time to time levied with respect to that Membership, a Full Member is entitled:

- (i) to vote, and to participate and speak (in accordance with rulings of the meeting chair) at meetings of Members and meeting of that Class of Member. For General Meetings other than the AGM, all applicable fees must have been paid by no later than

one month before the meeting for a Member to be eligible to vote;

(ii) to nominate a qualifying Member for consideration for election as a Member Elected Director.

(iii) to stand for office as a Director by 30 June;

(iv) to admission, in common with other Members, to designated "Member Reserved" areas at Facilities subject nevertheless to:

(a) prudential crowd control limitations set by the Organisation or those in charge of the Facilities;

(b) payment of any applicable supplementary Fee (if any) determined from time to time by the Organisation as applicable to those Facilities;

(c) observance by the Member of all rules and codes of conduct prescribed by the Organisation or by those in charge of the Facilities, applicable to attendees at the Facilities;

(d) specifically no entitlement to admission arises with respect to games of cricket or events staged or held under the authority of the International Cricket Council ("ICC");

(v) to receive all information required by the Constitution, these By-Laws or the Act to be forwarded to Members of that Class of Membership;

(vi) to receive such publications and communications as the Organisation may from time to time determine is appropriate or desirable to forward to Members of that Class of Membership;

(vii) to receive offers for Tier Packages that may be offered from time to time;

(viii) to exercise such other rights and privileges determined from time to time by the Board to be accorded to Members of that Class of Membership.

(b) Junior Members

Subject to payment of all applicable Fees from time to time levied with respect to that Membership, and subject to the reservations and exclusions below, a Junior Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member OTHER THAN:

(i) voting rights under By-Law 3.2(a)(i), but without prejudice to any "Class" voting rights applicable for meetings of Members of that Class of Membership only;

- (ii) nomination rights under By-Law 3.2(a)(ii);
- (iii) unless the Junior Member shall have attained 18 years of age, access to certain Facilities which are available only to persons over 18 years of age under any applicable regulatory requirement including to do with liquor licensing and gaming;
- (iv) entitlement to stand for office as a Director under By-Law 3.2(a)(iii);
- (v) being obliged to allow Full and Honorary Members priority admission and seating at any "Member Reserved" areas at Facilities as referred to in By-Law 3.2(a) above.

(c) Honorary Members

Subject to any conditions of Membership as are determined from time to time by the Board to apply to the Honorary Member, an Honorary Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member, plus:

- Two complimentary transferrable guest passes to access the "Member Reserved" areas at Facilities;
- Complimentary match-day parking.

(d) Perpetual Members

Subject to any conditions of Membership as are determined from time to time by the Board to apply to the Perpetual Member, a Perpetual Member is entitled to all the same rights and privileges set out in By-Law 3.2(a)(i)-(viii) above for a Full Member, plus:

- Two complimentary transferrable guest passes to access the "Member Reserved areas at Facilities;
- Complimentary match-day parking,
- Eligibility to transfer membership in perpetuity to a family member or close relative.

3.3 Membership of the respective Classes of Membership is available to the following persons who have completed all administrative requirements as set out in the By-Laws for their application and approval of Membership subject to the following:

- (a) All Classes of Membership (other than Junior Membership) are only available to persons 18 years of age or over;
- (b) Junior Membership is only available to persons under 18 years of age as at the start of the relevant membership period;
- (c) Honorary Membership is only available to persons nominated by the Board for such Membership and who in the opinion of the Board have

provided outstanding and special service to the Organisation or in the promotion, development and/or advancement of cricket;

- (d) Country Status for a Full Member is only available to persons whose principal place of residence is more than 100 kilometres from the regulatory designated place in Perth from which distances from Perth are customarily measured for official purposes;
- (e) Player/Administrator Status for a Full Member is available to persons who are current members of an Affiliated Organisation or a Cricket Club and who are:
  - (i) Active in the management or administration (including voluntary) of that Affiliated Organisation or Cricket Club.
  - (ii) A Past Player who has represented WA at first class level or other elite level is eligible to apply for a single complimentary pass to access the "Member Reserved" areas at Facilities and benefits as advised from time to time. There are no voting rights associated with this pass.
- (f) Concession Status for a Full Member is only available to persons over 65 years of age;
- (g) Metro Status for a Full Member applies to a Full Member who has not been afforded Country Status, Player/Administrator Status or Concession Status;
- (h) Junior Members, who in due course qualify for admission as a Full Member, may transfer to becoming a Full Member by complying with By-Law 3.7.
- (i) All WA Premier Cricket Umpires who are Members of WACUA and have umpired at least 8 matches in the previous season are eligible to the following benefits:
  - (i) Waiver of any waitlist or nomination fees;
  - (ii) Eligible to purchase a concession Membership;
  - (iii) After 5 consecutive years and having umpired at least 8 matches in the previous season, will be provided a complimentary Membership for as long as they are current umpires and have indicated their availability for the coming season.
- (j) Current WACA staff and players are eligible to receive two complimentary Transferrable Associate Passes.

3.4 All applications for Membership must be:

- (a) completed substantially in the Applicable Form relevant to the Class of Membership being applied for;
- (b) accompanied by such information as is required by the Organisation to reasonably verify that the applicant meets the requirements for Membership of the relevant Class set out in By-Law 3.3;

- (c) accompanied by payment of any Fees applicable to that application and Membership; and
- (d) signed by the applicant;

PROVIDED THAT the Board may at its discretion:

- (a) waive strict compliance with any aspect or aspects of the foregoing;
- (b) require the provision of such further information from the applicant, which it considers it is appropriate so to do in the interests of the Organisation and the integrity of its Membership.

3.5 Without limiting By-Law 3.4, the Applicable Form to be signed by an applicant under By-Law 3.4 must include an undertaking by the applicant, conditional upon the applicant becoming a Member:

- (a) in the terms of Article 1.2(c) of the Constitution; and
- (b) to observe and comply with the provisions of the Constitution and the By-Laws to the extent to which they have application to a person who is a Member of the Class of Membership applied for.

3.6 (a) A Full Member who believes they qualify for Country Status, Concession Status or Player/Administrator Status may apply for recognition of that status by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegate authority of the Board).

(b) A Full Member who has been conferred Country Status, Concession Status or Player/Administration Status but no longer qualifies for such status must promptly inform the Organisation in writing by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegated authority of the Board).

3.7 A Junior Member (upon attaining 18 years of age) may apply for transfer of Membership to a Full Member by completing and signing the Applicable Form which may then be approved of by the CEO (acting under deemed delegated authority of the Board).

#### **4. Fees and Interest**

4.1 Fees may be for all or any of the following and in such amounts as determined from time to time by the Board, including any discount in Fees applicable to Full Members holding Concession Status, Country Status or Player/Administrator Status in accordance with these By-Laws:

- (a) initial Membership waitlist fee;
- (a) initial Membership nomination fee;
- (b) Membership annual subscription fee;
- (c) Member Guest Pass fee;

- (d) Member Visitor Pass fees;
  - (e) Other (as determined by the Board).
- 4.2 All Fees must be paid by the date notified in the Organisation's invoice for the same, or if no date is notified, within a reasonable time of the Organisation's invoice for the same.
  - 4.3 As at and from the Effective Date, the Fees are the same as those applying immediately prior to the Effective Date.
  - 4.4 Subject to By-Law 4.5, around the commencement of each Financial Year after the Effective Date, the Board by resolution duly passed, after consultation with management as part of the Organisation's budgetary process, will set the Fees then applicable for the forthcoming Financial Year and will communicate the same to the Members by notice under Article 11 of the Constitution.
  - 4.5 Other than with the approval of the Members in general meeting, no Fee for annual Membership subscription may be increased under these By-Laws by more than 20% of the amount of the Fee that applied in the Financial Year immediately prior to the proposed increase.
  - 4.6 Unless payment is waived under Article 3.2(b) of the Constitution, the prescribed rate of interest in the terms of Article 3.2 of the Constitution is 10% per annum simple interest.
  - 4.7 With respect to replacing a lost Membership Card (refer Article 2.8 of the Constitution) the prescribed Fee is such amount reasonably determined by the Organisation.
  - 4.8 Should a Member anticipate being unable to enjoy their Membership, through absence outside Western Australia or significant ill health, for a period exceeding one (1) year and not exceeding three (3) years, then that Member may make application to the Organisation in the Applicable Form for exemption from Fee payment and voluntary suspension of Membership rights during that period, whereupon the Organisation may at its discretion, and subject to any terms it may decide to impose, allow such interim Fee exemption and voluntary suspension.
  - 4.9 No nomination fee is payable by a Junior Member applying to transfer to Full Membership under By-Law 3.7.
  - 4.10 If any GST is chargeable in connection with a Fee, then unless stated to the contrary at the time of determination of that Fee, the amount of that GST is to be included in the Fee and is to be payable by the Member or person to whom the Organisation's tax invoice for the Fee is rendered.
  - 4.11 Should a Member's annual fees not be received by the Organisation for a period exceeding 24 months from the scheduled due date under By-Law 4.2, all benefits associated with continuous longevity of Membership will cease until all applicable fees, including nomination fees, are paid for the period lapsed.

## **5. Applicable Forms**

- 5.1 The management of the Organisation may from time to time propose to the Board Applicable Forms in order to best manage and administer functions to be undertaken in the terms of these By-Laws.
- 5.2 The Board may by resolution approve, with or without amendment, any such proposed Applicable Forms.
- 5.3 Upon such approval by the Board, the relevant form will then be the prescribed Applicable Form for the purposes of these By-Laws and the Constitution (as applicable).
- 5.4 Without limitation, Applicable Forms may relate to any or all of the following functions and requirements:
- (a) Constitution
    - (i) Article 2.2 – Application
    - (ii) Article 2.6 – Expulsion or Suspension
    - (iii) Article 2.8(b)– Declaration of Lost Membership Card
    - (iv) Article 4.14(f) & (j) – Proxy form
    - (v) Article 5.3(b) & (c) – Nomination of Member Elected Director
    - (vi) Article 5.11 – Director’s consent and undertakings
  - (b) By-Laws
    - (i) By-Law 3.4 – Application for Membership
    - (ii) By-Law 3.6(a) – Country Status, Concession or Player/Administrator Status
    - (iii) By-Law 3.6(b) – Cessation of designated status
    - (iv) By-Law 3.7 – Transfer from Junior Membership
    - (v) By-Law 4.8 – Temporary Absentee Member Fee waiver and voluntary suspension

## **6. Miscellaneous**

- 6.1 General conduct of meetings of Members (Article 4.8)
- No special By-Laws apply.
- 6.2 Nomination of Member Elected Directors (Article 5.3(c)(i))
- (a) Refer By-Law 5.4(a)(v) and (vi) for the Applicable Form
  - (b) Refer By-Law 2 Governance Charter

6.3 Presentation of nominations for Member Elected Directors to Membership (Article 5.3(c)(ii))

- (a) The Board will approve at its discretion the manner in which it is proposed for nominations for Member Elected Directors to be presented to Members.

The Board will act impartially and in good faith in exercising its discretion with a view to the Members being presented with adequate, timely but succinct information to enable them to make a reasonably informed judgement when exercising their vote.

- (b) Nominees for Member Elected Directors may provide a brief statement to the Organisation concerning their candidature for office at least 21 days before the scheduled date of the issue of the notice of meeting and election/voting papers to Members provided the Board is satisfied that the statement is not offensive to, or likely to offend, the Organisation or any Member of it. If the Board is not so satisfied the Board reserves the right to censor any portion of the statement that the Board (in good faith) considers to be offensive to, or likely to offend, the Organisation or any Member of it.

6.4 Manner in which voting for Member Elected Directors is to occur (Article 5.3(c)(iii))

- (a) Subject to the Act, the Board will approve at its discretion the manner in which voting for Member Elected Directors is to occur.
- (2) The Board will act impartially and in good faith in exercising its discretion to ensure integrity and probity of process.
- (c) In exercising its discretion, the Board may place due reliance on advice and recommendations from its legal representatives and/or its Member registry provider as to what is good governance practice for such processes for a membership organisation with a membership base of the size of the Organisation.

6.5 Directors Consents and Undertakings (Article 5.11)

Refer By-Law 5.4(a)(vi) for the Applicable Form.

6.6 Role of Patron-in-Chief (Article 6.1(d))

- (a) The role of the Patron-in-Chief will largely be ceremonial under the guidance of the Chair.
- (b) Subject to the Patron-in-Chief's availability and to other commitments that the Patron-in-Chief may have, the Patron-in-Chief may be invited by the Chair and/or the CEO on behalf of the Organisation to attend, and as appropriate to officiate and speak as Patron-in-Chief, at important cricket matches, general meetings of Members and significant occasions and events promoted by the Organisation.

#### 6.7 Role of Patron(s) (Article 6.2(e))

- (a) The role of the Patron(s) will largely be ceremonial and promotional under the invitation and guidance of the Chair and/or the CEO.
- (b) Subject to their availability and other commitments they may have, it is expected that between them, the Patron(s) will be available at the invitation of the Chair and/or the CEO on behalf of the Organisation to co-host and perhaps speak at promotional events organised by the Organisation incidental to the game of cricket and cricket matches, and to attend meetings of Members, as ambassadors of the game of cricket.

#### 6.8 Secretary (Article 6.5(c))

Refer to By-Law 2 Governance Charter.

#### 6.9 Board Committees Terms of Reference and Governance

Refer to By-Law 2 Governance Charter.

### **7. Membership Cards, Facilities Entry and Conduct**

7.1 Members may be issued by the Organisation a Member Card to identify that Member as a Member of the Organisation. Members must display their Member Cards at all times when exercising their Membership right to access Facilities.

7.2 No assurance is given by the Organisation with respect to the Facilities as to:

- (a) the availability or suitability of seating;
- (b) the suitability of viewing;
- (c) the suitability of premises;
- (d) the availability or suitability of services and amenities.

7.3

(a) A Member, on payment of an annual Guest Pass Fee(s) as determined from time to time by the Board, is entitled to receive Guest Passes which that Member may pass to any person, and which entitles the holder thereof for the time being whilst wearing or displaying the Guest Pass, the right to be admitted to those Facilities (or designated parts thereof) allocated for the use of Members. The Organisation is under no obligation to check whether the holder of a Guest Pass is the person whom the Member intended to be the user thereof. Guest Passes are personal to the Member to whom it has been issued and such a Member must not transfer, assign or on-sell Guest Passes to another person(s). A guest to whom a Guest Pass has been passed by a Member may not sub-delegate the use of that Guest Pass to another person, other than with the express authority of the Member as to the identity of that other person. The Organisation may allow a Member to acquire more than one Guest Pass.

(b) A Member, on payment of Visitor Pass Fees applicable to the designated duration, games or events the subject of a relevant Visitor Pass offered from

time to time by the Organisation may receive Visitor Passes which that Member may pass to any person, and which entitles the holder thereof for the time being whilst wearing or displaying the pass, the right to be admitted to those Facilities (or designated parts thereof) allocated for the use of Members which are within the scope of the terms of issue and use of the Visitor Pass. The Organisation is under no obligation to check whether the holder of a Visitor Pass is the person the Member intended to be the user thereof. A Member must not transfer, assign or on-sell a Visitor Pass. The Organisation may allow a Member to acquire more than one Visitor Pass.

(c) A Member to whom Guest Passes or Visitor Passes are issued is responsible for ensuring that the holders of the Guest Passes or Visitor Passes (as applicable) observes the requirements of By-Laws 7.7, 7.9 and 7.10 while the holder is on any part of the Facilities.

(d) A Transferrable Associate Pass includes the same restrictions as described under By-Laws 7.3 (a) to (c).

7.4 A Member shall not transfer, intentionally or otherwise, a Member Card or allow any person, including family members or friends or associates to use the Member Card. The Member is responsible to ensure that their Member Card is not used by any other person.

7.5 A Member shall notify the Organisation of the loss or theft of a Member's Member Card, Guest Card and/or Visitor Pass as soon as reasonably practicable after becoming aware of its loss or theft.

7.6 A Member Card, Guest or Visitor Pass which is used by any person not entitled to use it to gain or attempt to gain access to any Facilities, may be retained on behalf of the Organisation by a person duly authorised by the Organisation who comes into possession of that Member Card.

7.7 Upon demand by a duly authorised person on behalf of the Organisation:

(a) a Member seeking entry to Facilities shall produce their Member Card and supporting photographic identification;

(b) a holder of a Guest Pass or Visitor Pass seeking entry to Facilities shall produce their Guest Pass or Visitor Pass and inform the duly authorised person the name of the Member who gave them the Guest Pass or Visitor Pass. The relevant Member must verify (or otherwise) that the person is their guest or visitor on request by the duly authorised person;

(c) for the purposes of By-Law 7.7(a), "supporting photographic identification" means a valid driver's licence, passport or other identification to the reasonable satisfaction of the duly authorised person.

7.8 Member Code of Conduct

7.8.1 The terms of the Members Code of Conduct adopted by the Board apply on and from 7 November 2024 as having the force and effect of By-Laws duly adopted by the Board.

7.8.2 Each Member must comply with the Members Code of Conduct.

- 7.8.3 If any Member fails to comply with the Members Code of Conduct, then the Board may take appropriate action, which may include expulsion or suspension pursuant to Article 2.6 of the Constitution.
- 7.8.4 A copy of the Members Code of Conduct is to be available for inspection and reference by Members and others including on the Organisation's website.
- 7.9 Each Member, Guest Pass holder, Visitor Pass holder, Transferable Associate Pass holder and any other visitor of the Member using Facilities must at all times comply with any Lawful direction or request of the Organisation or any agent, employee, contractor or authorised officer of the Organisation or member of the police force while at, or using, the Facilities including a direction or request to vacate and leave the Facilities.
- 7.10 Each Member, Guest Pass holder, Visitor Pass holder, Transferable Associate Pass holder and any other visitor of the Member using Facilities must at all times:
- (a) not engage in conduct that:
    - (i) is unbecoming or prejudicial to the interests of the Organisation; or
    - (ii) may bring the Organisation into disrepute; or
    - (iii) may be such that impairs or is likely to adversely or affect the reasonable enjoyment of the benefits of Membership by other Members or their guests or visitors; and
  - (b) be subject to the applicable dress requirements set down for the relevant Facilities as determined from time to time and advised in Member communications or signage in or around the Facilities.
- 7.11 The Member is responsible for ensuring that their Guest Pass holder and Visitor Pass holders comply with By-Laws 7.3(a), 7.7 and 7.9 and 7.10. The Member shall be held accountable for any breach of these By-Laws by their Guest Pass holder or Visitor Pass holder.

## **8. Tier Packages**

- 8.1 The Organisation may offer to Members upon terms and conditions determined from time to time by the Organisation, including as to Fees payable, the opportunity to have access to and/or seating in designated reserved areas of Facilities which are not otherwise generally available to Members as an ordinary entitlement of Membership.
- 8.2 Members to whom an offer for a Tier Package is made may accept the offer by paying the applicable Fee and satisfying any other terms of the offer, which will constitute an agreement by the Member to observe the terms and conditions upon which the relevant Tier Package is offered.
- 8.3 A Tier Package may include rights for the Member to be accompanied in the designated reserved area of Facilities by one or more guests.
- 8.4 The Organisation may issue to any Members taking up a Tier Package, and to each of their authorised guests (if provided for in the terms of the Tier Package),

Tier Package passes (“TP Passes”) which must be worn by the Member and such guests (if applicable) at all times while accessing and exercising their rights and privileges in the terms of the relevant Tier Package.

8.5 Any Member or other person purporting to be entitled to exercise rights or privileges under a Tier Package must:

- (a) produce to a duly authorised person on behalf of the Organisation their TP Pass for verification;
- (b) comply with By-Law 7.8.

8.6 The Member shall be held accountable for any breach of this By-Law 8 by any guest of the Member to whom a TP Pass may have issued or been given.

## **9. Members’ access to the register of Members**

9.1 A register of Members (‘register’) must be maintained and must include the name and address of all Members and the date on which they became a Member.

9.2 Although the Privacy Act 1988 (Cth) applies to personal information in the register, that information may be disclosed by the Organisation pursuant to the Privacy Act if required by law (including the Corporations Act).

9.3 The Organisation is a public company limited by guarantee and must comply with the Corporations Act 2001 (Cth) (‘Corporations Act’).

9.4 Pursuant to the Corporations Act, anyone, including non-Members, is allowed to inspect the register without the need to provide reasons.

9.5 A person may obtain a copy of the Organisation’s register provided that the person wishing to obtain a copy (the “applicant”) must first apply in writing to the WACA CEO to do so.

9.6 The applicant will be allowed to obtain a copy of the register if:

- the application states the purposes for which the person wishes to obtain the copy;
- None of the reasons are “prescribed purposes” as set out in the Corporations Act and Corporations Regulations;
- The applicant pays any fees required; and
- The application includes the person’s name and address and/or any other details prescribed by the Corporates Act or Corporations Regulations.

9.7 After obtaining a request, the Organisation will respond within seven days.

9.8 Members and non-Members may be charged a reasonable fee as prescribed by the Corporations Regulations for being provided with a copy of the register.

- 9.9 Members may inspect the register without being charged a fee, however non-Members may be charged a reasonable fee as prescribed by the Corporations Regulations to inspect the register.
- 9.10 An application to inspect or obtain a copy of the register will be refused if the relevant fee is not paid or if the application is made for a purpose in the contravene of the Corporations Act.

# GENERAL

# WACA GOVERNANCE CHARTER

## APPENDIX B BOARD CALENDAR (STRATEGIC GOVERNANCE ISSUES)

**RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015**

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
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

**Attachment (1) – Appendix B – Board Calendar (Sample Only)**

	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	JULY	AUG	SEPT	OCT
	2022	2022	2022	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023
<b>Meeting Schedules</b>													
Board Meetings	4 <sup>th</sup>				7 <sup>th</sup>	7 <sup>th</sup>	4 <sup>th</sup>	2 <sup>nd</sup>	6 <sup>th</sup>	4 <sup>th</sup>	1 <sup>st</sup>	5 <sup>th</sup>	3 <sup>rd</sup>
Presentations at Board Meetings									Budget				
Audit & Risk Committee Meetings		1 <sup>st</sup> & 29 <sup>th</sup>		31 <sup>st</sup>	28 <sup>th</sup>	28 <sup>th</sup>	26 <sup>th</sup>	30 <sup>th</sup>	27 <sup>th</sup>	25 <sup>th</sup>	29 <sup>th</sup>	26 <sup>th</sup>	
Nominations, Remuneration & Governance Committee Meetings					8 <sup>th</sup>				30 <sup>th</sup>				
WA Aboriginal Cricket Advisory Committee Meetings	21 <sup>st</sup>					24 <sup>th</sup>		12 <sup>th</sup>			18 <sup>th</sup>		
WA Cricket Foundation Board Meetings	18 <sup>th</sup>	15 <sup>th</sup>	20 <sup>th</sup>		21 <sup>st</sup>	28 <sup>th</sup>		16 <sup>th</sup>		18 <sup>th</sup>		19 <sup>th</sup>	
Annual General Meeting												20 <sup>th</sup>	
WGIP Steering Committee					2 <sup>nd</sup> & 23 <sup>rd</sup>	23 <sup>rd</sup>	27 <sup>th</sup>	25 <sup>th</sup>	22 <sup>nd</sup>	20 <sup>th</sup>			
Honorary Life Members Selection Committee										19 <sup>th</sup>			
Gallery of Greats Selection Committee					21 <sup>st</sup>								
<b>Governance Framework</b>													
Review Governance Charter & Policies	✓												✓
Review Constitution & By Laws						✓							
Review Conflict of Interest	✓												✓
Risk Register Presentation	✓												✓
Review Board Skills Matrix		✓								✓			
<b>Strategic Planning</b>													
Review & Update Strategic Plan										✓			
Review & Update Annual Objectives										✓			
Annual Board Calendar Review	✓												✓

	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	JULY	AUG	SEPT	OCT
	2022	2022	2022	2023	2023	2023	2023	2023	2023	2023	2023	2023	2023
<b>Compliance</b>													
Budget Strategy & Target					✓								
Draft Budget Review								✓					
Adoption of Annual Budget										✓			
Financial Statements & Audit Report											✓		
AGM Election Process Approval										✓			
Appoint Deputy Chair & Committees	✓												✓
Review Board Profiles		✓											
Budget Re-forecast A&R Committee	✓				✓	✓	✓	✓					✓
<b>Performance Reviews</b>													
Review Board Performance						✓							
Identify Board training/development needs		✓					✓						
CEO Performance & Remuneration Review								✓	✓	✓			
Board Committees Evaluation Process		✓											

# **WACA GOVERNANCE CHARTER**

## **APPENDIX C CONTENTS OF BOARD DIRECTORS' LETTER OF APPOINTMENT**

**RATIFIED BY WACA BOARD ON 14 NOVEMBER 2017**

- Term of appointment.
- Time commitment envisaged (with an obligation on the director to inform the Chair and the Governance Committee Chair of anything with a significant time commitment attached with the potential to intrude upon the availability of the Board director in the performance of his/her role).
- Powers and duties of Board directors.
- Any special duties, arrangements or expectations attaching to the appointment.
- Circumstances in which the office of Board 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 Board 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.

## **Attachment (1) - Appendix C – Contents of Directors Letter of Appointment – Template Letter**

Dear *Name*

Appointment to the Western Australian Cricket Association [Limited] (WACA)  
Board

Following our recent discussions, I am pleased to confirm your appointment to the WACA Board as a Board Appointed Board Director.

[or]

Following your election at the Annual General Meeting held on [date], I am pleased to welcome you as a Member Elected Director of the WACA Board.

[or]

Following our recent discussions, I am pleased to confirm your appointment to the WACA Board to fill a casual vacancy.

This letter sets out the basis of your appointment and provides relevant information regarding your position on the WACA Board. To finalise your appointment, please sign and return the attached copy of this letter.

### **Term of Appointment**

Your appointment as a Board Appointed Board Director is made in accordance with the WACA Constitution.

You will hold office for an initial term of three (3) years from [date] to the conclusion of the two (2) year period.

[or]

You have been elected by the Members of the WACA and will hold office from [date] to the conclusion of the third Annual General Meeting after this date.

[or]

You have been appointed by the Board to fill a casual vacancy and will hold office from [date] until the [year] Annual General Meeting of the WACA. To continue your appointment after that time you are eligible to, and it will be necessary for you, to stand for election by the WACA Members at that Annual General Meeting for a term of three (3) years, in accordance with the WACA Constitution.

You may cease to hold office:

- By written notice of resignation given at any time. However, it would be desirable that you gave the Chair reasonable forewarning of your intention to resign or to not seek re-election when your term otherwise expires; and
- In accordance with the WACA Constitution.

## **Time Commitments**

Expectations of a Director include a commitment to attending scheduled Board and related meetings. Currently that would typically comprise attendance at:

- 11 scheduled Board meetings
- One Annual General Meeting
- Board Committee meetings which occur from time to time. If you are appointed as a Chair of any Board Committee, you may expect a further call on your time to fulfil that role.

In addition, you will be expected to devote appropriate time ahead of each meeting and to attend such ad hoc meetings as may be necessary from time to time.

By accepting this appointment, you confirm that you can allocate sufficient time to meet these expectations. Should you have any commitments with a significant time commitment attached which has the potential to intrude upon your availability you should inform the Chair of the Board.

## **Board Committees**

The Board is assisted in discharging its responsibilities by the following Committees:

- Audit and Risk Committee
- Nomination, Remuneration & Governance Committee
- WACA Ground Improvement Project Steering Committee

You may be asked to serve on one or more of these Committees. From time to time, the Board may establish other Committees or working groups for a particular purpose. Committee membership is reviewed annually.

## **Role**

Please refer to the WACA Governance Charter which details the role of the Board and outlines the processes it has developing in carrying out its role. As a Board Director, you will be expected to play your role in:

- (a) Ensuring effective governance of the organisation;
- (b) Formulation of the organisations strategic direction;
- (c) Reviewing, approving and monitoring the strategic plan and annual budget;
- (d) Monitoring and assessing performance of the organisation;
- (e) Development of Board and organisational policies;
- (f) Ensuring compliance with legal requirements;

- (g) Monitoring of risks facing the organisation;
- (h) Monitoring the performance of the CEO;
- (i) Involvement with Board sub-committees; and
- (j) Identifying skills required by the Board and considering potential candidates.

You have a duty to understand the organisation, its operating environment and financial position, and to apply your expertise and skill in the organisation's best interests. You are also expected to familiarise yourself with your legal duties as a Board Director, and the obligations and behaviours expected of you, as set out in the Board Directors' & Executives' Code of Conduct.

By signing and returning this letter of appointment you agree to abide by the Board Directors and Executives Code of Conduct, the WACA Constitution and any other policies and procedures determined by the Board.

### **Governance Framework**

You should familiarise yourself with the WACA Constitution, Board Governance Charter and policies which govern the conduct of the Board Directors and set out the processes, values and standards of the Board.

### **Meeting Documents**

Meeting agendas and relevant documents will be forwarded to you in the week prior to the scheduled meeting dates. Other routine information will be circulated at regular intervals depending on the Board's requirements.

All WACA Board documents are provided electronically and are stored through Diligent Board Books App and an iPad will be supplied to you to access the documents should you not have access to an iPad of your own or a suitable laptop. Training for Diligent Board Books will be coordinated for you.

### **Conflicts of Interest**

The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest. As a Director, you have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent), and shall immediately disclose in writing the existence of any actual or potential conflict of interest. Disclosure of interests is a continuing obligation.

You should familiarize yourself with the Board Conflict of Interest Policy and procedures as contained in the Board Governance Charter.

You will be asked to complete and return a Conflict of Interest Disclosure Form (attached) to declare any personal interests which are or could be perceived to be a conflict of interest in the undertaking of your duties as a WACA Director.

### **Induction**

The standard induction process for new Board members is outlined as follows:

- Ensure a full CV, contact details and photo ID are provided to the WACA
- The WACA will provide you with the following documents via Diligent:
  - Organisation
    - ✓ WACA Constitution
    - ✓ Association Structure
    - ✓ Key Association policies e.g. Occupational health & safety
  - Board
    - ✓ Governance Charter including:
      - ❖ Board & Board Committee Charters
      - ❖ Relevant Board policies, codes and protocols
    - ✓ Annual Reports for the last three (3) years
    - ✓ Management accounts & management reports over the last 3 months
    - ✓ Current year objectives, strategic plan and budget
    - ✓ Copies of Board minutes and relevant Board Committee minutes over the last 6 months
    - ✓ 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 the last 12 months
    - ✓ Association Risk Management policy; and
    - ✓ Photo and brief biography of each Board Director and General Manager
  - Operations
    - ✓ a copy of "The Business of Cricket in WA"
    - ✓ a copy of the current budget
  - Management Presentations
    - ✓ A date will be determined for senior management to give presentations to you and include opportunities for questions to be asked by you.
  - Site Visit

- ✓ A tour of the WACA Ground and Murdoch University Facilities will be arranged at a mutually suitable time.

### **Continuous Improvement and Appraisal**

You agree to participate in:

- Continuous education or improvement programs from time to time as determined by the Board as being appropriate for Board Directors; and
- Processes of review of individual Board Directors, Board and Committee performances as may be determined to be appropriate from time to time by the Board.

### **Insurance & Indemnity**

The WACA provides Management Liability insurance up to an aggregate limit of liability of \$10m, purchased as part of Australian Cricket's annual insurance program.

The WACA indemnifies you against any claims or losses, including legal fees incurred in defending any legal action incurred whilst acting in good faith as a Director of the WACA.

### **Access to Independent Professional Advice & Rights of Access to Information**

The Board Charter explains your right to take independent legal advice where appropriate and to access relevant information to assist in the performance of your responsibilities.

### **Confidentiality**

You are asked to respect the confidentiality of the content of Board papers, discussions, decisions and related correspondence, and you must not make improper use of information acquired as a Board Director. You are expected to abide by the confidentiality requirements outlined in the Directors' and Executives' Code of Conduct.

We look forward to welcoming you to the WACA Board. Please feel free to contact me on (phone number) or Justin Michael on (phone number) if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely

**Avril Fahey**  
Chair

**Acknowledgement**

I [*Board Director Name*] hereby accept the terms of appointment set out in this letter.

.....  
Signature

.....  
Date

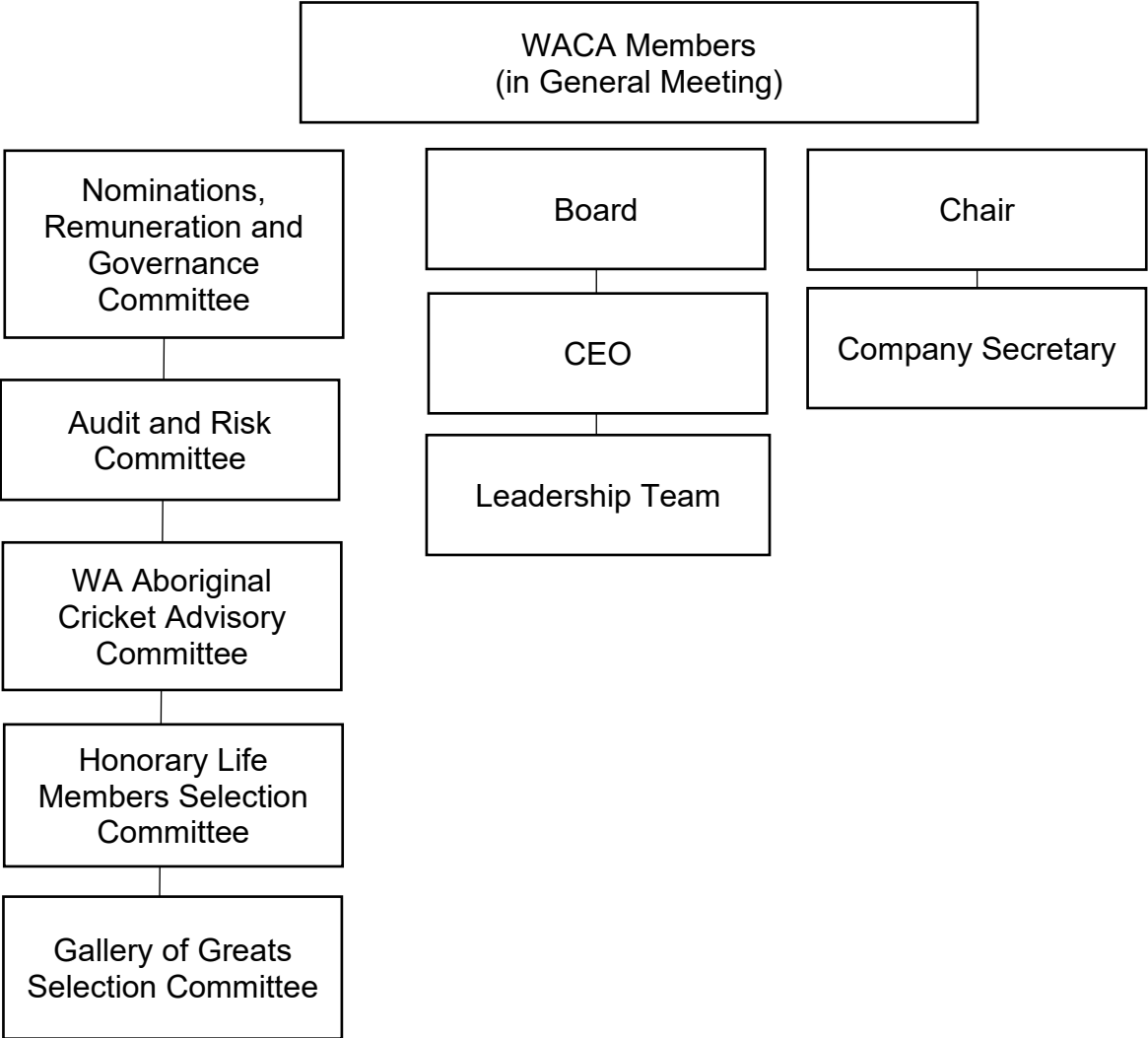
**WACA GOVERNANCE CHARTER**

**APPENDIX D**

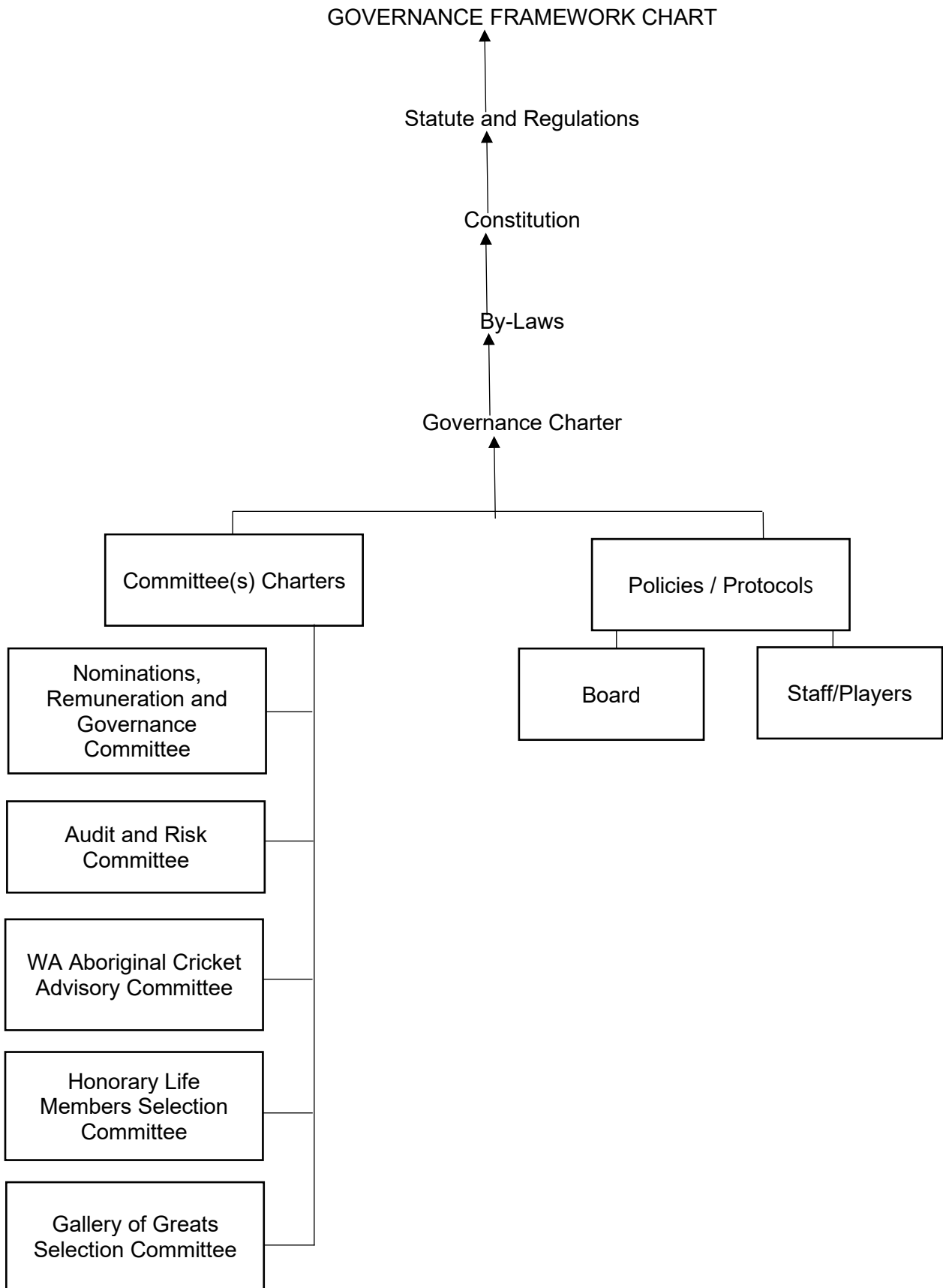
**STRUCTURE OF BOARD, COMMITTEE AND KEY OFFICE BEARERS AND ACCOUNTABILITY FLOWS**

**RATIFIED BY WACA BOARD ON 14 NOVEMBER 2017**

**Governance Framework Structure**



**Governance Framework Chart (contd.)**



**WACA**

**COMMITTEE**

**CHARTERS**

# **WACA GOVERNANCE CHARTER**

## **APPENDIX E PROFORMA FOR ADDITIONAL BOARD COMMITTEE CHARTERS**

**RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015**

### **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.

### **3. Generally**

Reviewing and reporting on these matters to the Board, with recommendations as appropriate.

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.

### **4. 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

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.

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

5. Other Special Provisions

N/A

# WACA GOVERNANCE CHARTER

## APPENDIX F NOMINATIONS, REMUNERATION & GOVERNANCE COMMITTEE CHARTER

**AMENDED BY WACA BOARD ON 3 DECEMBER 2025**

### **Preamble**

*The Nominations, Remuneration and Governance Committee is a sub-committee of the Board, constituted in accordance with the Board's powers under Article 9.1 of the Constitution.*

*Members of the Nominations Remuneration and Governance Committee must act in accordance with the Board Directors and Leadership Team Code of Conduct and any relevant provisions of the Board Charter, specifically the requirement to:*

- *Always act in the best interests of the organisation as a whole*
- *Act in good faith, honestly and for a proper purpose*
- *Declare and avoid conflicts of interest*
- *Never discuss confidential committee business in public*

### **1. ROLE**

#### **1.1 Nominations Function**

- (a) Forward planning, recommendations to the Board and advice on the identification of potential candidates for appointment and election to the Board and Board Committees.
- (b) Succession planning for the Board through reference to the Board Skills Matrix, an assessment of the skills, experience and diversity currently represented on the Board and identification of the mix of skills, experience and diversity that the Board is seeking to achieve
- (c) Establishing and reviewing the effectiveness of processes for the identification and recruitment of suitable candidates for appointment to the Board, Board Committees and for re-election of Directors as applicable
- (d) Advice to the Audit and Risk Committee and any other relevant Board Committees on suitable co-options to the committees when required
- (e) Ongoing review and assessment of the independence of Board Directors at the time of consideration of Director elections and as soon as practicable after any material changes in relevant circumstances with appropriate reporting to the Board.
- (f) In accordance with delegations from the Board, succession planning for the CEO and other Executives. Advise the Board on the process to be used for filling the position of the CEO on resignation or contract expiry.
- (g) Periodically review the Position Description and performance parameters for the role of the CEO and make appropriate recommendations to the Board on the process for reviewing the CEO's performance against the agreed parameters.
- (h) Participate where appropriate in investigation processes required to resolve complaints, grievances and initiate disciplinary action against members of the Executive.

#### **1.2 Remuneration Function**

- (a) Review current external remuneration benchmarks for positions with comparable responsibilities to those within the organisation and recommend to the Board remuneration policies that will motivate management to pursue the long-term success of the organisation within an appropriate control framework
- (b) Assess the need for remuneration of Directors in the light of best practice elsewhere, particularly within the not-for-profit sector including other national and State sporting organisations.
- (c) Assess appropriate remuneration policies, levels and packages for the CEO and in consultation with the CEO, other Executives
- (d) Regularly review remuneration policies and packages for internal affordability, market conditions, performance against agreed KPIs and other relevant considerations.

### **1.3 Governance Function**

- (a) Review annually or more frequently, if necessary, the WACA Constitution, Schedules and By-Laws to ensure consistency with the Corporations Act and best practice governance principles.
- (b) Review annually or as experience dictates, the adequacy of the WACA Board Charter, Board Committee structure and Board Committee Charters to ensure they are fit for purpose.
- (c) Review Board policies annually to ensure consistency with applicable legislation and make recommendations for amendments as needed.
- (d) Review the Induction Program for Board Directors and co-opted members of Board Committees and make recommendations for changes where necessary
- (e) Review ongoing and ad hoc professional development opportunities for Board Directors as they arise and make relevant recommendations to the Board
- (f) Make recommendations to the Board on the process and frequency of Board Evaluations and identify the opportune time and process for the introduction of Individual Director Evaluations.

## **2. MEMBERSHIP**

The Committee comprises:

- (a) Between 3 and 5 Board Directors, including the Deputy Chair of the Board, selected for their skills, relevant qualifications and experience.
- (b) Up to 2 members who are not Board Directors and who have suitable skills and experience, such as those who have formal qualifications and experience as legal practitioners or individuals with an interest in and knowledge/experience of corporate governance. These members are to be co-opted by the Committee.
- (c) The Committee Chair is appointed by the Board.

The following are standing invitees to meetings of the Committee:

- (a) CEO
- (b) The Company Secretary

## **3. TERM OF OFFICE**

The term of office of members is normally two years.

At the end of a term of office, members of the Committee are eligible to be reappointed or co-opted again.

Committee members are appointed or re-appointed annually at the first Board meeting after the Annual General Meeting.

#### **4. SKILLS/QUALIFICATIONS OF COMMITTEE MEMBERS**

It is essential that co-opted members have extensive experience at an Executive level and/or as non-Executive Directors, with qualifications in the legal profession and/or corporate governance strongly preferred.

In determining co-options the Committee should consider potential future directors of the Board and individuals with an interest and appreciation of the challenges facing sporting entities. Appropriate diversity should also be a consideration to avoid entrenching unconscious bias.

#### **5. FREQUENCY OF MEETINGS**

The Committee will meet at least four times each year and more frequently if deemed necessary at the discretion of the Chair.

The Company Secretary will maintain a calendar of events / Committee business for the year to assist the Committee in fulfilling its remit.

#### **6. QUORUM**

A quorum shall comprise at least 50% of members of the Committee and must include at least 2 members who are also Board Directors. All meetings shall be chaired by a Board Director.

#### **7. DECISIONS OF THE COMMITTEE**

The Committee will have such decision-making powers as delegated by the Board from time to time. Otherwise, the Committee will make recommendations to the Board.

Ideally decision making and resolutions of the Committee will be by consensus.

In the case of the need for formal voting, each member including the Chair shall have one vote and in the case of equality of voting the Committee Chair shall have a casting vote in addition to a deliberative vote.

The Committee through the Chair shall report in summary to the Board at the Board Meeting after each Committee Meeting. A copy of the Committee Meeting Minutes will be included in Diligent as soon as reasonably practicable.

#### **8. OTHER PROVISIONS**

The Committee will undertake an annual review of this Charter and make any recommendations for revisions/amendments to the Board.

#### **9. CONSULTANTS/OTHER COSTS**

The Committee is authorised to engage consultants and incur other costs as appropriate to the work being undertaken, subject to a maximum annual cost of \$25,000 without the prior approval of the Board.

# WA CRICKET GOVERNANCE CHARTER

## APPENDIX G MEMBER DISCIPLINARY COMMITTEE CHARTER

**RATIFIED BY WACA BOARD ON 6 NOVEMBER 2024**

The Member Disciplinary Committee is constituted from time to time and as required by the WACA Board in accordance with its powers under Articles 7.3 and 9.1 of the Constitution.

Members of the Committee must act in accordance with the Board Directors and Leadership Team Code of Conduct and any relevant provisions of the WACA Board Charter, specifically the requirement to:

- Always act in the best interests of the organisation as a whole, with this obligation to be observed in priority to any perceived duty to those who appointed them.
- Declare any real or perceived conflict of interest which might arise in the performance of their role.
- Maintain confidentiality and except with the approval of the Chair or if required by Commonwealth or State legislation, not divulge information at any time to any person external to the Committee.

### 1. Role

The role of the Member Disciplinary Committee is as follows:

- To consider any complaints/allegations of a breach of the Members Code of Conduct by WACA Members and undertake an investigation based on the principles of natural justice, acting in accordance with the requirements for procedural fairness as set out in the WACA's Counselling and Disciplinary Procedures.
- Collect and assess information and data relevant to the allegation/complaint.
- Interview the Respondent to the allegation/complaint, as well as any material witnesses to the misconduct, reported incident or event.
- Undertake deliberations and consult others as required including the CEO, the Company Secretary and/or the WACA's legal counsel.
- Prepare and submit to the WACA Board a report on findings, with recommendations of disciplinary action which may be taken by the Board.

The recommendations will vary from case to case and will depend on the nature and seriousness of the alleged breach of Members Code of Conduct, the likelihood of the breach or misconduct recurring, whether the breach or misconduct has been committed more than once, and the risk the breach poses to others. The recommendations may include but will not be limited to the following:

- Dismissal of the complaint/allegation.
- Informal or formal counselling.
- Mediation.
- Verbal or written reprimand.

- Suspension of membership or expulsion of the member in accordance with article 2.6 of the Constitution.

The Committee will develop a Member Code of Conduct - Penalty Guide (“Penalty Guide”), for recommendation to the WACA Board.

Recommendations will be made to the WACA Board and will take the form of a resolution of the Committee.

## **2. Membership**

The Committee will be constituted to deal with each complaint/allegation, to ensure that Committee members are not appointed if they have had any prior involvement with the Respondent or the alleged misconduct, or if for any other reason it would be inappropriate for them to hear the case.

The membership of the Committee will comprise three directors appointed by and from the Board, one of whom will be appointed by the WACA Board to be the Chair of the Committee.

## **3. Decisions**

- i. All recommendations to the Board will be decided by a majority of the Committee Members present and voting.
- ii. The Chair of the Committee has an ordinary vote and a casting vote if required.

## **4. Frequency of Meetings**

The Committee will meet as frequently as is deemed necessary to expeditiously deal with the investigation of the allegation/complaint and make a recommendation to the Board.

# WA CRICKET GOVERNANCE CHARTER

## APPENDIX H AUDIT & RISK COMMITTEE CHARTER

**RATIFIED BY WACA BOARD ON 3 SEPTEMBER 2024**

### **Preamble**

*The Audit and Risk Committee is a standing committee of the Board, constituted in accordance with the Board's powers under Article 9.1 of the Constitution.*

*Members of the Audit and Risk Committee must act in accordance with the Code of Ethics and the Board Directors and Leadership Team Code of Conduct and any relevant provisions of the Board Charter, specifically the requirement to*

- *Always act in the best interests of the organisation as a whole*
- *Act in good faith, honestly and for a proper purpose*
- *Declare and avoid conflicts of interest*
- *Never discuss confidential committee business in public*

### **1. ROLE**

#### **1.1 Audit Function**

- (a) Assess and make recommendations to the Board on the adequacy of the organisation's financial policies, procedures, internal controls and reporting processes.
- (b) Determine whether the financial statements reflect a fair and true view of the WACA's financial position.
- (c) Review the appropriateness of the accounting judgements or choices exercised by management in the preparation of the financial statements and assess compliance with applicable accounting standards.
- (d) Consider and approve/recommend the approval of an annual internal audit program.
- (e) Receive internal audit reports and monitor the implementation of accepted recommendations.
- (f) Approve the selection criteria and actively participate in the process for selection of the organisation's external auditor.
- (g) Negotiate and provide advice to the Board on the fees to be paid to the External Auditor
- (h) Make a recommendation through the Board to WACA Members on the appointment or reappointment of the external auditor at the AGM.
- (i) Consider the scope of the external auditor's preliminary review, review the audit findings and provide advice to the Board on the acceptance and implementation of the auditor's recommendations.
- (j) Review the management response to the audit report and make recommendations to the Board on the certification of the Annual Financial Statements.
- (k) Monitor the independence of the external auditor, ensuring regular rotation of the audit partner responsible for the organisation's audit, the employment within the organisation of former staff of the external auditor (if applicable) and the engagement of the external auditor to undertake any non-audit services.

## **1.2 Risk Function**

- (a) Regularly review the organisation's Risk Framework and Risk Policy to ensure that effective risk identification, risk mitigation and risk management strategies are in place.
- (b) Make recommendations to the Board on the adoption of a Risk Appetite Statement for the organisation.
- (c) Assess the organisation's Critical Incident and Emergency Management Policy and related procedures and its Business Continuity Plans and make any required recommendations for changes to the Board.
- (d) Review management prepared annual budgets and investment plans to identify any associated risks and make recommendations to the Board on any necessary changes or required risk mitigation measures.
- (e) Annually review the adequacy of the organisation's insurance plans and policies, meet with the underwriter as necessary and make recommendations to the Board on the renewal of insurance policies.
- (f) Consider and monitor any capital projects to assess associated financial and other risks and provide strategic advice to the Board.

## **2. MEMBERSHIP**

The Committee comprises:

- (a) A Director of the Board who is appointed by the Board as Committee Chair and who should not be the Board Chair
- (b) Between 2 and 4 other Board Directors selected for their relevant qualifications and experience
- (c) Up to 3 members who are not Board Directors and who have suitable financial, accounting and/or risk management skills and experience. These members are to be co-opted by the Committee after consultation with the Nominations, Remuneration and Governance Committee.

At the commencement of each year, the Committee shall elect from among its members who are Board Directors, a Deputy Chair.

The following are standing invitees to meetings of the Committee:

- (a) Board Chair
- (b) CEO
- (c) COO
- (d) Head of Finance
- (e) Head of Internal Audit
- (f) External Audit Partner

## **3. TERM OF OFFICE**

The term of office of members is normally two years.

At the end of a term of office, members of the committee are eligible to be reappointed or co-opted again.

## **4. SKILLS/QUALIFICATIONS OF COMMITTEE MEMBERS**

It is essential that co-opted members have a strong financial, accounting or risk management background. Ideally they should hold or have held senior Executive positions or have experience as non-Executive Directors. In determining co-options the committee should

consider potential future directors of the Board and individuals with an interest and appreciation of the challenges facing sporting entities.

## **5. FREQUENCY OF MEETINGS**

The Committee will meet at least six times each year and more frequently if deemed necessary at the discretion of the Chair.

## **6. QUORUM**

A quorum shall comprise at least 50% of members of the Committee and must include at least 2 members who are also Board Directors. All meetings must be chaired by a Board Director.

## **7. DECISIONS OF THE COMMITTEE**

Ideally decision making and resolutions of the Committee will be by consensus.

In the case of the need for formal voting, each member including the Chair shall have one vote and in the case of equality of voting the Committee Chair shall have a casting vote in addition to a deliberative vote.

The Committee through the Chair shall report in summary to the Board at the Board Meeting after each Committee Meeting. A copy of the Committee Meeting Minutes will be included in a Board Agenda pack as soon as reasonably practicable.

## **8. OTHER PROVISIONS**

The Committee may set up sub-committees to assist and provide subject matter advice to give the Committee and the Board comfort in specialised areas such as investments.

The Committee will undertake an annual review of this Charter and make any recommendations for revisions/amendments to the Board.

## **9. A&R COMMITTEE MEMBER APPOINTMENT**

<b>Name</b>	<b>Date Appointed to A&amp;R</b>
R Rees (Chair)	24 December 2024
Dr M Gannon	7 February 2023
P Capes	14 November 2023
Hon C Porter	1 October 2024
P Cutler (Independent)	26 May 2014
C Serjeant (Independent)	25 February 2020
G Mather (Independent)	25 February 2020

# WA CRICKET GOVERNANCE CHARTER

## APPENDIX I WACA GROUND IMPROVEMENT & AQUATIC PROJECT (WGIP) & AQUATIC PROJECT (AP) (CONSTRUCTION PHASE)

### GOVERNANCE MODEL AND STEERING COMMITTEE CHARTER

**RATIFIED BY WACA BOARD ON 1 APRIL 2025**

#### 1. **Background**

The Western Australian Cricket Association (WA Cricket) Redevelopment Project (WRP) involves a comprehensive redevelopment of the WACA Ground to create a contemporary community and sporting hub contributing to broader precinct revitalisation.

The WRP comprises two distinct elements to be delivered by WA Cricket:

- WACA Ground Improvement Project (WGIP), which includes a new high-performance centre, museum, public health facility, event and function facilities,

and

- Aquatic Project (AP), which includes a community aquatic facility (Aquatic Facility).

#### 2. **Vision**

The vision for the WGIP and AP is to create a sustainable community and sporting hub, with cricket at its heart. Funding through Perth City Deal will ensure we build a strong community that is inclusive, safe, sustainable and liveable.

#### 3. **Remit**

To act as the Steering Committee (SC) of the WACA Board for the WACA Ground Improvement Project (WGIP) and Aquatic Project (AP) during this Construction Phase, providing recommendations and strategic advice to the Board.

The SC is responsible for overall guidance on the WACA Ground Redevelopment Project (WRP), including the WGIP and AP, during this Construction Phase ensuring that the requirements of the Business Case, vision, and objectives of the WRP are being met or, where possible exceeded. Noting that the Construction Contract between WA Cricket and ADCO was signed in September 2023 with Practical Completion currently scheduled for June 2025.

The Construction Phase comprises the following in line with the business case:

- Indoor Cricket/Sports Centre
- High Performance facilities for WA Cricket HP programs
- Sports Science Sports Medicine Facilities for WA Cricket HP programs
- WA Cricket Administration Facilities
- Meeting Rooms & Lecture Theatres (WA Cricket & public use)
- Museum
- Public Café
- Pavilion with match day changerooms and ancillary areas (i.e. drug testing)
- 400-person function centre (as part of the Pavilion)
- Community Sports Medicine and Rehabilitation Centre
- Community Health Club
- Community Resort Style Aquatic and Recreation facility
- Sensory room(s)
- All-Abilities Playground

#### 4. Funding

<b>FUNDING - WACA GROUND IMPROVEMENT PROJECT (WGIP)</b>		
<b>Funding Agency</b>	<b>Amount</b>	<b>Components</b>
Federal Government	\$30,000,000	WGIP
State Government	\$30,000,000	WGIP
WACricket Foundation	\$11,000,000	WGIP
Cricket Australia	\$4,000,000	WGIP
<b>SUB TOTAL</b>	<b>\$75,000,000</b>	
<b>FUNDING - WACA GROUND, AQUATIC FACILITIES AND OTHER</b>		
State Government	\$44,500,000	Aquatic Facilities
State Government	\$3,000,000	WGIP
State Government	\$32,200,000	WGIP
<b>SUB TOTAL</b>	<b>\$79,700,000</b>	
<b>TOTAL</b>	<b>\$154,700,000</b>	
<b>FUNDING - ADDITIONAL WGIP</b>		
Lotterywest	\$5,200,000	WGIP
Health Club Operator <i>Indicative Sum</i>	\$500,000	WGIP
Interest <i>as at September 2023</i>	\$3,010,804	WGIP
<b>SUB TOTAL</b>	<b>\$8,710,804</b>	
<b>TOTAL</b>	<b>\$163,410,804</b>	

#### 5. Scope

- (a) Oversee the WACA Ground Improvement Project and Aquatic Project and make recommendations to the Board in line with the WRP's governance model, commercial opportunities, business model for the completed Project and business case.
- (b) Ensure that recommendations to the WACA Board are in line with the approved Business Case, funding and associated agreements between WA Cricket and the State and Federal Governments and Cricket Australia and the conditions of the Construction Contract.
- (c) Provide advice on issues brought forward by the Project Working Group (PWG) and endorse recommendations made by the PWG and any other strategic recommendations required to progress the Project.

- (d) Provide recommendations and advice to the Board on the WRP.
- (e) Review the Project Working Group and Project Team's management of WRP risk and provide direction and advice where necessary on mitigating WRP risk.
- (f) Review the communications principles and public relations strategies ensuring that the Project Team has adequately informed/engaged stakeholders as required.
- (g) Proactively monitor overall WRP progress, including:
  - a. Construction Contract
  - b. Stakeholder engagement
  - c. Design solutions
  - d. Achievement of time cost and quality standards
- (h) Encourage innovative ideas and initiatives, that will:
  - a. Enhance the value for money
  - b. Optimise final facility efficiencies and revenue generation
  - c. Encourage leading edge designs that enhance sport, spectator and community experiences
  - d. Deliver world class facilities and systems
  - e. Ensure efficient use of landed property, building assets and funding resources
  - f. Facilitate commercial partnerships
  - g. Achieve the WA Cricket vision and values

## **6. Responsibilities**

- (a) Ensure the content of the work meets the WRP's performance requirements.
- (b) Prepare and present proposals to the WACA Board on matters of strategic direction associated with the WRP.
- (c) Ensure only those functional, cost and program matters contained in the approved brief are implemented and all changes to the brief and budget are sufficiently reported to permit review and recommend to the WACA Board such changes.
- (d) Monitor services, responsibilities and duties of the consultants throughout the construction and defects liability stages of the WRP.
- (e) Ensure all recommendations and processes are in line with WA Cricket's policies and procedures as contained in this Charter and the WA Cricket Governance Charter document.
- (f) Finalise and update as required the WACA Ground Improvement Project and Aquatic Project (Construction Phase) Governance Model and Steering Committee Charter.
- (g) Ensure that the existing knowledge of operational, functional planning, management, financial and WRP delivery aspects is being efficiently and effectively applied in the review of all Project decisions.
- (h) Establish and recommend to the WACA Board the criteria for project success and monitor throughout the WRP life.

- (i) Monitor overall WRP progress against the set time, cost and quality parameters through receipt, critical review and endorsement of the SC Report prepared by the Project Team and quantity surveyor.

## **7. General**

- (a) The SC has the authority to access information and consult with and interview Organisation and Project Team personnel, and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.
- (b) The SC may be requested by the WACA Board to perform other related tasks.
- (c) Ensure Project Manager's Reports are distributed monthly to WACA Board, Steering Committee and Project Working Group members.

## **8. Governance**

A graphic illustrating the Governance Model for the WGIP and AP (Construction Phase) can be found in Appendix 1 and the structure and timing of the meetings for the Steering Committee are below:

### **(a) Meetings**

At least 4 meetings per year or as required (please note out of session meetings can be called at any time).

At least 4 working days prior to each meeting, the following shall occur:

- Preparation and distribution of the agenda.
- As the State's decision making relates to the Development Agreement, Management & Operations Agreement and the Financial Assistance Agreements, the agenda may be divided into two parts, where Aquatic-related items requiring WA Government participation and decisions are dealt with first. This will support a clear distinction between roles and responsibilities and decision making across the WRP.
- 'Matters for decision', 'matters for endorsement' and 'matters for noting' are elevated above progress reporting and are supported by clear and complete rationale and evidence for decision-makers.
- Preparation and distribution of draft Minutes within 10 days of the conclusion of the meeting.
- Preparation and distribution of the SC Report which will include:
  - Any decisions required from the SC (including supporting documentation)
  - Decisions received from the previous SC
  - Overall Progress
  - Occupational Health and Safety
  - Design Progress and Issues
  - Budget and Financial Update
  - Stakeholder Engagement

- Statutory Authorities and Approvals
- Quality
- Procurement
- Project Risk

(b) Membership

- Co-Chairs – WACA Board Chair and Independent Representative nominated by the WACA Board
- Up to two additional WACA Board Directors
- One representative from each of the following stakeholder groups:
  - Federal Government
  - State Government – (DG of DPLH)
  - State Government – (DG of DLGSCI)
- Up to three independent members as required
- The following are ex-officio members of the SC:
  - WA Cricket Chief Executive Officer
  - WA Cricket Chief Operating Officer
  - WACA Ground Project Lead
  - WGIP Project Manager
  - Other Project Consultants as required (ex-officio)
- At least 2 of the three Government members of the Committee must be present to constitute a quorum.

The SC reports to the WACA Board through the Co-Chairs of the SC and the WA Cricket CEO.

(c) Decisions

All decisions will be by consensus noting that the State Government will only be contributing to the decision-making process when it relates to the State Government's rights and obligations under the Development Agreement, Management & Operations Agreement and the Financial Assistance Agreements.

**9. Project Working Group (PWG)**

The WGIP and AP Working Group (PWG) is responsible for providing general oversight and direction to the Project Team (project management team), monitoring the planning and delivery of the WRP ensuring that agreed program, cost, and quality targets are achieved.

The PWG shall provide direction to the Project Team ensuring the progress of the WRP and shall provide advice to the Steering Committee and the WACA Board.

The PWG is intended to be a forum for WA Cricket and the State to monitor the delivery of the Aquatic Facility and broader WGIP matters that affect the Aquatic Facility Project in a manner that meets the obligations of WA Cricket to the State Government under the Development Agreement.

## 9.1 Meetings

The PWG is required to meet monthly in line with the WA Cricket/State Government Development Agreement (please note out of session meetings can be called at any time).

At least 4 working days prior to each meeting, the following shall occur:

- Preparation and distribution of the agenda
- Preparation and distribution of draft Action Items within 10 days of the conclusion of the meeting
- Preparation and distribution of the PWG Report which will include:
  - Any approval of recommendations required from the PWG (including supporting documentation)
  - Decisions received from the previous SC & WACA Board meetings
  - Overall Progress
  - Occupational Health and Safety
  - Design Progress and Issues
  - Budget and Financial Update
  - Stakeholder Engagement
  - Statutory Authorities and Approvals
  - Quality
  - Procurement
  - Project Risk

The papers for this PWG will be in a format that meets the obligations of WA Cricket to the State Government under the Development Agreement.

The PWG will also consider and endorse the draft SC report prior to its quarterly consideration by the SC.

## 9.2 Membership

The PWG will comprise the following:

- WA Cricket CEO (Chair)
- SC (Co-Chair to attend to observe meetings)
- WACA Ground Project Lead
- WA Cricket Chief Operating Officer
- WA Cricket Head of Finance
- WA Cricket GM-WACA Ground & Support Venues
- Federal Government– one representative and one ex-officio
- State Government – one representative from DLGSCI
- State Government – one representative from DPLH
- WGIP Project Manager (ex officio)
- Other Project Consultants as required (ex-officio)

## 9.3 Responsibilities

- Monitor the WRP to ensure scope and budgeted costs are met.
- Monitor detailed WRP progress against the time, cost and quality parameters for the Project.

- Monitor the WRP to ensure all approved scope is implemented in an efficient manner.
- Monitor the WRP to ensure the overall budget is adhered to and all construction and non-construction cost components are achieved within their defined limits.
- Monitor the Value Engineering outcomes approved for the WRP as detailed in the construction contract and to ensure the overall budget is adhered.
- Be the detailed decision-making Group for efficient, effective and quality outcomes of the Project.
- Ensure WRP decisions and/or recommendations to the SC take into account WA Cricket's responsibilities and commitments to WRP partners, including through Funding Agreements.
- Provide direction and advice where necessary and review the role of the Project Team in adequately managing the construction, fit-out, commissioning, defects liability period and transition to operations of the WACA Ground Improvement Project and Aquatic Project.
- Ensure schematic design, design development, procurement and other key deliverables are completed for consideration by the Steering Committee.
- Ensure timely rectification of any defects.
- Provide advice on issues brought forward by the Project Team and Project Reference Group(s).
- Provide advice to the SC as to the number, purpose and composition of Project Reference Groups.
- Through the SC, provide the WACA Board with advice on the WGIP and Aquatic Project.
- Oversee the statutory planning approval process and ensure all statutory approvals are obtained.
- Advise on, and review the identification, mitigation and management of risk including the management of risk by the Project Team and provide advice where necessary on mitigating risks.
- Provide advice and review the communications principles and public relations strategies ensuring that the Project Team has adequately informed and engaged stakeholders as required.
- Encourage, assess and recommend for implementation those ideas of an innovative or world's best practice nature.
- Ensure relevant stakeholder input is received for all aspects of the WRP.
- Identify and escalate issues to the Steering Committee for resolution when required.
- Review and approve the design drawings and relevant project documentation as prepared by the consultant team.
- Monitor a stakeholder engagement, communication, consultation and organisational strategy.

The PWG will undertake its responsibilities cognisant:

- That in order to constitute a quorum at any meeting of the PWG, at least four members must be present, of which one must be a representative from the State Government.
- That 'matters for decision', 'matters for endorsement' and 'matters for noting' are to be elevated above progress reporting and are supported by clear and complete rationale and evidence for decision-makers.
- That the SC may determine procedural and governance rules for the PWG from time to time, with which all representatives must comply.
- Of the need to ensure that the design and construction of the WGIP and AP (Construction Phase) is consistent with the business case, funding and associated agreements with the State and Federal Government and Cricket

- Australia, business plan/operating model, design and construction contract.
- Of the need to ensure all statutory requirements are met. Of the need for appropriate control systems to be in place to protect WA Cricket from unnecessary Project risk. and
- Of the need for effective communication with all relevant stakeholders to ensure clarity.

#### 9.4 Secretariat

- WA Cricket (or its appointed Representative) is responsible for the coordination of meetings and the documentation of all matters relating to the PWG.
- WA Cricket (or its appointed Representative) is responsible for ensuring that the documentation relating to the Aquatic Facility is self-contained and not reliant on information held by WA Cricket that cannot be easily disclosed.

#### 9.5 Reporting obligations

WA Cricket is responsible for maintaining all of its reporting obligations and communications with the State and cannot rely upon the State's representative's attendance at meetings to serve as formal notification of decisions or issues.

### 10. Project Reference Group(s) (PRG)

The PRG's will be established as required by the Project. The SC reserves the right to add and/or delete PRG(s) as required. The current PRGs are as follows:

- **Health Club**
  - Industry Operators (1-2)
  - WACA Ground Project Lead
  - WGIP Project Manager
  - Operator of Aquatic Facilities (once appointed)
- **Digital & Technology**
  - Surevision
  - WACA Ground Project Lead
  - WGIP Project Manager
- **High Performance**
  - WA Cricket CEO
  - WA Cricket GM High Performance Cricket & Elite Teams
  - WA Cricket Male and Female Head Coaches
  - WA Cricket Head of SSSM
  - Scott Lardner – former Facilities Manager Cricket Australia
  - WACA Ground Project Lead
  - WGIP Project Manager

- **Museum**
  - WA Cricket CEO
  - WA Cricket Museum Co-ordinator
  - WA Cricket GM WACA Ground & Support Venues
  - Scott Watson - Multistory
  - WACA Ground Project Lead
  - WGIP Project Manager
  
- **All Abilities Playground**
  - WA Cricket CEO
  - WA Cricket GM WACA Ground & Support Venues
  - Paul Fleay – formerly Inclusion Australia
  - Priya Cooper – Ability WA
  - WACA Ground Project Lead
  - WGIP Project Manager
  
- **Calming/Sensory Rooms**
  - WA Cricket CEO
  - WA Cricket GM WACA Ground & Support Venues
  - Shelley Dival – Enabling Spaces
  - WACA Ground Project Lead
  - WGIP Project Manager
  
- **Artwork Selection Panel**
  - WACA Board Director (Chair)
  - Richard Walley, Noongar Cultural Advisor
  - Glenn Mitchell, Member of Gallery of Greats Selection Committee
  - WA Cricket CEO
  - WA Cricket Museum Co-ordinator
  - Carolyn Karnovsky – Artify
  - WACA Ground Project Lead
  - WGIP Project Manager
  
- **Commercial Sports Medicine Centre**
- **Venue and Precinct Operations**
- **Commercial/Finance**
- **Catering/Hospitality**

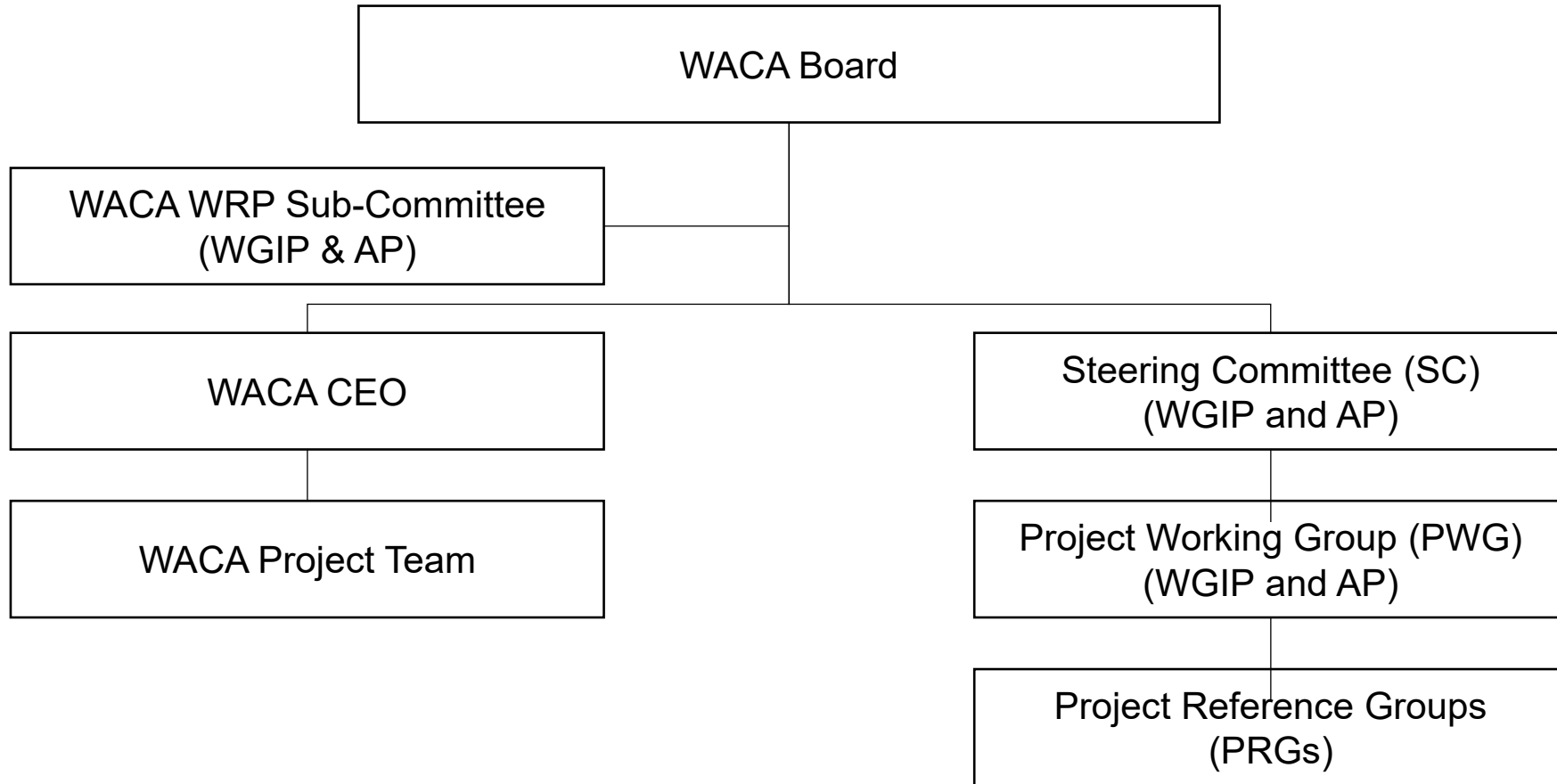
All other PRGs will meet as required in line with Project timelines.

## 11. Stakeholders

Stakeholders Groups are to be consulted as required throughout the Project and are to include but not be limited to the following during this phase of the Project:

- Aboriginal History Unit - Department of Local Government, Sport and Cultural Industries
- Department of Finance
- WA Cricket Aboriginal Cricket Advisory Committee
- City of Perth
- Trinity College
- Gloucester Park

**APPENDIX 1: WRP GOVERNANCE STRUCTURE**



**APPENDIX 2**  
**WACA GROUND IMPROVEMENT PROJECT and AQUATIC PROJECT**  
**(Construction Phase)**  
**PURCHASING POLICY**  
**and DELEGATION OF AUTHORITY**

**1. General Purpose and Principle**

WA Cricket will incur many millions of dollars of expenditure on behalf of WA Cricket and Project partners as it delivers the WGIP and AP at the WACA Ground. It is vital that this expenditure is incurred appropriately and efficiently to maximise the resources available to the WGIP, AP and WA Cricket.

A significant proportion of WGIP and Aquatic Project expenditure will involve “purchases” of goods and services from third parties involved in planning and delivery of the WRP.

Specifically in relation to the Aquatic Project, WA Cricket maintains that;

1. The State Government has agreed to fully fund the capital cost of the aquatic facility;
2. The State Government has agreed to fully fund the annual operational costs for the aquatic facilities (aquatic facilities to be cost-neutral for WA Cricket); and
3. The State Government has agreed to allow for provision for a sinking fund for the aquatic facility.

The WRP Purchasing Policy stipulates how purchases must be made and the purchasing framework and delegative authority for purchases within the WRP.

**2. Responsibility for Policy**

Although the Board retains ultimate accountability for this Policy, the WACA Board has delegated responsibility for Policy implementation to the Project Steering Committee (SC).

In turn, the SC has delegated to the Chief Operating Officer the responsibility for the administration of this Policy (including its reporting to the Board, and/or the Audit & Risk Committee as appropriate).

The Chief Operating Officer will be assisted in the administration of this policy by the WA Cricket Head of Finance, WACA Ground Project Lead and the Project Manager.

### 3. Major Items of Purchase

- Detailed Design Documentation
- Construction
- Demolition
- Project Lead – ongoing
- Project Manager – ongoing
- Design Team – ongoing
- Other Specialist Consultants - ongoing
- Other Consultants as required
- Waste Removal
- Fixtures, Fittings and Equipment
- Statutory authority and other associated fees
- Legal advice
- Other as required

The above purchases will not impact operating results and will be capitalised to the balance sheet and be offset by the funding received to complete the WRP. The WRP will provide benefits to WA Cricket and the Community over future periods.

The future benefits will include increased:

- Community engagement and facilities
- Participation in cricket from grass roots, disability, aboriginal, seniors and elite teams
- High performance facilities

The funding to offset these purchases will be received as outlined below:

<b>FUNDING - WACA GROUND IMPROVEMENT PROJECT (WGIP)</b>		
<b>Funding Agency</b>	<b>Amount</b>	<b>Components</b>
Federal Government	\$30,000,000	WGIP
State Government	\$30,000,000	WGIP
WACricket Foundation	\$11,000,000	WGIP
Cricket Australia	\$4,000,000	WGIP
<b>SUB TOTAL</b>	<b>\$75,000,000</b>	
<b>FUNDING - WACA GROUND, AQUATIC FACILITIES AND OTHER</b>		
State Government	\$44,500,000	Aquatic Facilities
State Government	\$3,000,000	WGIP
State Government	\$32,200,000	WGIP
<b>SUB TOTAL</b>	<b>\$79,700,000</b>	
<b>TOTAL</b>	<b>\$154,700,000</b>	
<b>FUNDING - ADDITIONAL WGIP</b>		
Lotterywest	\$5,200,000	WGIP
Health Club Operator <i>Indicative Sum</i>	\$500,000	WGIP
Interest <i>as at September 2023</i>	\$3,010,804	WGIP
<b>SUB TOTAL</b>	<b>\$8,710,804</b>	
<b>TOTAL</b>	<b>\$163,410,804</b>	

**Note:** Funds committed by the Federal and State Government form part of Perth City Deal Project. The City of Perth have provided \$25m in capital to the WA State Government for the provision of an aquatic facility at the WACA Ground.

#### **4. Budgets**

WA Cricket uses a WRP budget to plan, control and measure these costs. All costs expected to be incurred during the Project life should be included in the budget. This budget is to be broken up into the following stages:

1. Developed Concept Design (50% Schematic Design)
2. 100% Schematic Design
3. Developed Concept Design
4. Documentation
5. ECI Procurement
6. Construction of Project
7. Commissioning and Transition to Operations.-

The WRP budget is to be prepared by the Project Working Group, reviewed by the SC and the WA Cricket Audit & Risk Committee and ultimately approved by the WACA Board.

All costs included in the budget process must be in accordance with Delegation of Authority.

During the Construction Phase of the WGIP and AP access to the Project Contingencies within the Construction Budget can only be accessed with written approval from WA Cricket Chief Executive Officer (CEO) up to \$250,000 for any single item. This CEO approval limit of up to \$250,000 per item is subject to an aggregate annual limit of \$1,000,000 cumulative per annum. If the contingency funding required is more than \$250,000, WACA Board approval is required. Written approval from WA Cricket CEO can only be granted following receipt of a Change Control Request Form (CCR).

During the Construction Phase of the WGIP and AP access to the Project Contingencies for the Aquatic Facility within the Construction Budget can only be accessed with written approval from WA Cricket Chief Executive Officer (CEO) up to \$250,000 for any single item but noted by the State Government representative following completion of a Change Control Request Form (CCR). Where the allocation of contingencies relates to the Aquatic Facilities this must also be approved by the State Government.

Outside of the construction budget costs not included in the broader Project Budget can only be incurred with written approval from WA Cricket Chief Executive Officer (CEO) to the WRP Steering Committee. If the additional unbudgeted item of expenditure is more than \$50,000, Board approval is required. This CEO approval limit of up to \$50,000 per item is subject to an aggregate annual limit of \$300,000 (refer Delegation of Authority).

#### **5. Authorisations**

All purchases must be approved in writing by WA Cricket CEO and/or Chief Operations Officer prior to commitment, refer section 8, Purchase Orders.

The managerial positions with responsibility for budgeted costs are:

- WA Cricket Chief Executive Officer
- WA Cricket - Chief Operations Officer

The above positions have authority for budgeted costs for the Project and are subject to the requirements of this Purchasing Policy. The WACA Ground Project Lead will assist with the purchases and comply with this policy in consultation with the above managerial positions.

**6. Quotes – Value up to \$100,000** *(does not apply during the Construction Phase)*

(a) At least 3 written quotes must be obtained prior to the raising of a purchase order.

The only exceptions to this are when:

- A formal written supply agreement is in place; or
- The purchase is less than \$5,000; or
- Written approval has been obtained from the WA Cricket CEO or Chief Operating Officer and approved by the Steering Committee.

(b) The quotes must be on a “like by like” basis so that an appropriate purchasing decision can be made.

(c) A quotation number should be shown on each purchase order.

(d) After receiving at least 3 quotes and greater than \$50,000, the decision to purchase must be discussed with the Project Working Group for recommendation to the SC. All quotes under \$50,000 can be authorised by the CEO.

Notwithstanding the above, where it can be effectively demonstrated that there is a limited availability of suitably qualified and experienced suppliers or significant Project benefit created, the minimum requirements can be reduced. Sole supplier tenders should be avoided where possible to demonstrate value for money through comparisons in offers.

**7. Procurement Value greater than \$100,000** *(does not apply during the Construction Phase)*

**7.1 Tenders**

Where the value of the scope exceeds (\$100,000) being the value in which a quote system will be applied the procurement of the scope will be done through a tender process.

The tender process will be an open process using AS Suite of contracts, this applies to all aspects described in 7.2, 7.3 and 7.4

**7.2 Construction and Funding Contracts and Agreements** *(does not apply during the Construction Phase)*

(a) Construction and Funding Contracts and Agreements are agreed written terms and conditions for the supply of goods or services and the receipt of funding for the Project for an estimated total value more than \$100,000 or for an extended period, being at least six (6) months. These Agreements include Contracts and Agreements entered with:

- Project lead/managers
  - Construction companies
  - Federal and State Governments
  - Cricket Australia (CA)
- (b) These agreements must be for a maximum duration of one (1) year unless otherwise approved by the Board (refer 7 (d) below). The supplier must be subject to due diligence and tender process before a supply agreement is entered.
- (c) The WA Cricket CEO and/or Chief Operating Officer must review and sign all Agreements.
- (d) If a contract and agreement is for longer than 1 year, or for a total value of \$50,000 or more, Board Approval for the entering into this Contract or Agreement is required.

### **7.3 Engagement of Consultants** *(does not apply during the Construction Phase)*

- (a) For the engagement of Project consultants, this will be managed in-house by WA Cricket and their appointed representatives in accordance with this Charter. Documentation will be reviewed by the PWG and if required the SC prior to issue.
- (b) Consultant engagements will be based primarily on their ability to achieve a successful outcome for the WA Cricket with price being a value judgement or low weighting.

### **7.5 Supplier Procurement**

- (a) The procurement routes for remaining work packages including: workstations; loose furniture; ICT; and art are likely (but not yet confirmed) will be determined at the appropriate time but maintain an approach within this Charter.

### **7.6 Exceptions**

- (a) Exceptions to this Charter will only be agreed when best value for money has been clearly demonstrated.

## **8. Purchase Orders (PO)**

- (a) All purchases must be subject to a written and authorised purchase order using the Basware P2P system ("PO system"). A requisition must be raised prior to generating the purchase order and prior to commitment to the expenditure. This gives WA Cricket CEO and/or Chief Operating Officer the opportunity to review and decline the requisition.
- (b) The PO must be authorised by WA Cricket CEO and/or Chief Operating Officer for the relevant item of budgeted expenditure or the CEO as per the Delegation of Authority shown in Appendix 2.

- (c) It is the responsibility of the authorising person to ensure the PO is coded correctly.
- (d) All queries in relation to the PO system must be referred to the Head of Finance.

## **9. Purchases where no ABN Quoted**

Purchases through suppliers without an ABN should be avoided where possible.

If a supplier does not have an ABN, the WA Cricket will, as obliged by the ATO rules, deduct income tax at the top rate from the payment.

## **10. Breach of Policy**

- (a) It is a condition of employment that employees of WA cricket (including the WACA Ground Project Lead) comply with this policy and all other applicable laws.
- (b) A breach of this policy will be considered serious and appropriate disciplinary action will be taken which may include a verbal warning, written warning or termination of employment/contract.

## **11. Subject to Change**

- (a) This policy and other WA Cricket policies will be regularly reviewed considering legislation and company changes. WA Cricket will provide employees (including the WACA Ground Project Lead) with 7 days' notice of any proposed change either in writing, electronic transmission, WACA Intranet or by other means considered appropriate.
- (b) Employees (including the WACA Ground Project Lead) will be required to comply with the policy as amended from time to time:
  - By way of transparency and accountability; and
  - To promote the obligations of the Policy.

## **12. Accountability**

Reporting and accountability in the terms of this Policy will be a periodic item on the WACA Board and the SC Agenda.

## **13. Ethical Behaviours**

All individuals who contribute to procurement activities must comply with the standards of integrity, probity, professional conduct, and ethical behaviour as stated below:

- To deal fairly, impartially and consistently with all suppliers.
- To keep confidential all sensitive information obtained as part of the procurement process.
- To formally declare any actual, potential or perceived conflict of interest prior to the commencement of a procurement activity and abstain from any procurement activity where it has been deemed that a potential, perceived or actual conflict of interest exists.
- To ensure that the entire procurement process is documented in such a way as to demonstrate that decisions and purchases were made in accordance with this Charter.

- Staff, contractors and external parties who conduct, or are involved in, procurement activities on behalf of WA Cricket during the planning, sourcing and/or contract formation phase will not elicit or accept gifts, benefits or hospitality from respondents. Where respondent(s) are the incumbent contracted supplier, then involvement with the supplier should be minimised to day-to-day contract operations only during the planning, sourcing or contract formation phases.

#### 14. Delegation of Authority

The overall WACA Ground Improvement Project budget is to be prepared by the Project Working Group and reviewed by the SC and the Audit & Risk Committee before being approved by the WACA Board.

Once approved by the WACA Board the following delegation of authority must be adhered to. If a situation falls outside the below matrix and/or there is confusion where the cost sits, the WACA Board approval must be obtained.

<b>Commitment</b>	<b>Board</b>	<b>CEO</b>	<b>COO</b>	<b>State Gov (If Aquatic Facility Related Only)</b>
Contract or Deed which must be signed under Seal	Yes	No	No	Yes
Contract – more than \$50,000	Yes	No	No	Yes
Contract – more than 1 years	Yes	No	No	
Construction Phase - allocation of contingency	Items greater than \$250,000	Yes (with COO) – Items less than \$250,000 (aggregate \$1m p.a.)	No	Yes
Contracts – less than \$50,000 and less than 1 years	N/A	Yes (with COO) (aggregate \$300,000 p.a.)	No	Yes
Project Purchases – In Budget	N/A	Yes	Yes (on approval by the CEO)	
Project Purchases & Contracts – Not in Budget and less than \$50,000 and less than 1 years	Items >\$50k	Yes (with COO) - Items <\$50,000 (aggregate \$300,000 p.a.)	No	Yes
Tender Process – more than \$100,000	Yes	No	No	Yes

# WACA GOVERNANCE CHARTER

## APPENDIX J WA ABORIGINAL CRICKET ADVISORY COMMITTEE CHARTER

**ADOPTED BY WACA BOARD ON 1 DECEMBER 2016**

1. Statement of Acknowledgement

The Western Australian Cricket Association would like to pay its respects to the First Nations people who have contributed to this land we call home – Australia. We also acknowledge the wonderful contribution that Aboriginal and Torres Strait Islander people have made and continue to make to the game of cricket.

2. Preamble

The Western Australian Aboriginal Cricket Advisory Committee (WAACAC) is an officially sanctioned sub-committee of the Western Australian Cricket Association Board. This sub-committee has the responsibility and scope to offer advice to management and the Western Australian Cricket Association Board on matters relating to Aboriginal involvement within the game of cricket.

3. Purpose

A leadership and advisory platform to facilitate a partnership between Aboriginal people and Western Australian Cricket Association aimed at enhancing the involvement of First Nations people at all levels in Australia's favourite sport.

4. Role

4.1 The role of the WAACAC is to:

4.1.1 Provide leadership and advice to the Western Australian Cricket Association to inform strategic decision making in line with National Strategic plans including the National Indigenous Cricket Strategy & Australian Cricket's Reconciliation Action Plan.

4.1.2 View and provide feedback on progress against strategic plans and initiatives.

4.1.3 Provide cultural guidance to the Western Australian Cricket Association especially within the reconciliation agenda.

5. Membership

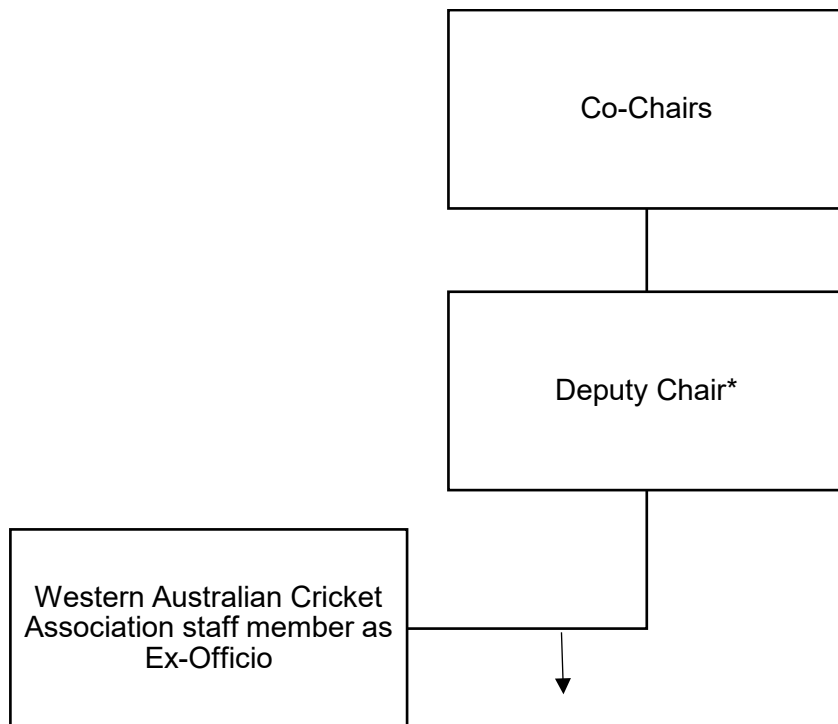
5.1 Co-Chairs

- 5.1.1 One appointed representative from the Western Australian Cricket Association Board and/or nominee.
- 5.1.2 One Western Australian Cricket Association appointed Co-Chair appointed in accordance with the “Selection Process and Criteria” outlined for these appointments.
- 5.2 Deputy Chair
  - 5.2.1 Appointed representative via nomination from the Aboriginal members.
  - 5.2.2 Will act as Co-Chair in the event that either of the Co-Chairs is absent.
- 5.3 Ex-Officio
  - 5.3.1 Will be held by a Western Australian Cricket Association staff member.
- 5.4 Representation
  - 5.4.1 Four Aboriginal members (including the Deputy Chair) as representatives of their State.
  - 5.4.2 Two non-Indigenous Independent Members.
  - 5.4.3 One Western Australian Cricket Association Senior Management staff member.
- 5.5 Appointments
  - 5.5.1 One of the Co-Chairs will be nominated and appointed by the Western Australian Cricket Association Board.
  - 5.5.2 The other Co-Chair will be appointed by the Western Australian Cricket Association Board in accordance with the “Selections Process and Criteria” outlined for these appointments.
  - 5.5.3 The Aboriginal Co-Chair will be appointed to the National Aboriginal and Torres Strait Islander Cricket Advisory Committee.
  - 5.5.4 Independent Members will be appointed by the Western Australian Cricket Association Board based on skill, gender and geography.
- 5.6 Terms
  - 5.6.1 Co-Chairs will be appointed on alternative years for the duration of a 3-year term, and they could be re-appointed for a maximum of a further term of 3 years.
  - 5.6.2 The Deputy Chair will be appointed by WAACAC for one term in accordance with the duration of their term.

- 5.6.3 Members will be appointed for terms of 3 years, and they could be re-appointed for further term of 3 years by the Western Australian Cricket Association.
  - 5.6.4 Independent Members will be appointed for a 3-year term, and they could be re-appointed for a maximum of a further term of 3 years.
- 5.7 Obligations and responsibilities
  - 5.7.1 Advisory Committee members must adhere to the “Members Standards Charter” for WAACAC.
- 5.8 Induction
  - 5.8.1 All members will be required to undertake appropriate governance training within the first six months of their appointed term.
- 6. Meeting Procedure and Protocol
  - 6.1 Welcome/Acknowledgment of Country
    - 6.1.1 All meetings will commence with a Welcome or an Acknowledgement of Country.
  - 6.2 Frequency of meetings
    - 6.2.1 Four meetings will be held annually with a minimum of one being a face to face meeting.
  - 6.3 Record of meetings
    - 6.3.1 The Co-Chairs in conjunction with the Ex-Officio will take a record of each meeting and with approval from Co-Chairs will distribute to WAACAC members.
  - 6.4 Meeting Recommendations and Actions
    - 6.4.1 All recommendations and actions arising from each meeting will be recorded, reviewed and undertaken in a timely manner.

7. Structure and Reporting Framework

7.1 Western Australian Cricket Association Structure



Aboriginal Member	Aboriginal Member	Aboriginal Member	Aboriginal Member	Independent Member	Independent Member	Western Australian Cricket Association staff member
-------------------	-------------------	-------------------	-------------------	--------------------	--------------------	---

\* The Deputy Chair will be appointed from one of the committee members (non-cricket staff member).

# WACA GOVERNANCE CHARTER

## APPENDIX K WA CRICKET FOUNDATION BOARD CHARTER AND GIFT POLICY

**RATIFIED BY WACA BOARD ON 5 SEPTEMBER 2023**

### **PURPOSE**

The WA Cricket Foundation (WACF) is the philanthropic arm of the WA Cricket Association and has been established to support the future of cricket in Western Australia and the community in which it operates. Through the Foundation, WA Cricket is funding and supporting key initiatives that will deepen its engagement in the community.

The WA Cricket Foundation Board is primarily an Advisory Board.

#### **1. REMIT**

Through the WACF Board be visionaries, advocates and ambassadors providing leadership, influence, connection and engagement in the community to support WA Cricket's philanthropy strategy.

#### **1. SCOPE**

- (a) Be an advocate for the WACF and its fundraising initiatives in the community.
- (b) Leverage existing relationships and networks to seek support for WA Cricket fundraising initiatives.
- (c) Provide high-level advice and influence required to guide the WA Cricket philanthropy strategy.
- (d) Foster strong relationships with stakeholders and potential donors.

#### **2. RESPONSIBILITIES**

- (a) Implement the WA Cricket philanthropy strategy, subject to CEO and WACA Board approval as appropriate.
  - (a) Help make connections with potential donors, providing introductions and participating in meetings if required.
  - (b) Make recommendations to the WACA Board on philanthropy, key donor stewardship outcomes including naming and recognition rights.

- (c) Make recommendations to the WACA Board regarding people, budget and other resources to ensure the WA Cricket philanthropy strategy is fulfilled and meets its objectives.

### **3. GENERAL**

- (a) The WACF Board has the authority to access information and 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.
- (b) The WACF Board has the authority to represent WA Cricket at meetings related to fundraising and advocate on behalf of WA Cricket in the community.

### **4. GOVERNANCE**

#### **(a) Meetings**

Minimum of four meetings per year.

#### **(b) Membership of the WACF Board**

- Chair – Independent non-executive member of the WACF Board who is appointed by the WACA Board for a term of three years. At the end of the WACF Board Chair's term of three years the WACA Board may, in its discretion, appoint a new Chair or appoint the existing Chair for another term of three years.

The WACA Board in its discretion can extend the tenure of the Chair in excess of the maximum term for a Board member of 6 years if it deems it necessary.

- WACA Board Chair or their representative.
- 3-10 independent members with relevant skills and influence to support the philanthropy strategy of WA Cricket and taking into account the need for a minimum 50% female representation.
- The following staff of WA Cricket will normally be available for attendance at WACF Board meetings at the discretion of the WACF Board.
  - CEO
  - Head of Philanthropy
  - Head of Commercial
  - Communications Co-ordinator
  - Executive Assistant

**(c) Reporting**

The WACF Board reports to the WACA Board through the Chair of the WACA Board (or their representative) and the CEO.

**5. WACF BOARD TERMS**

The term of membership for the WACF Board will be three years with a maximum of two terms.

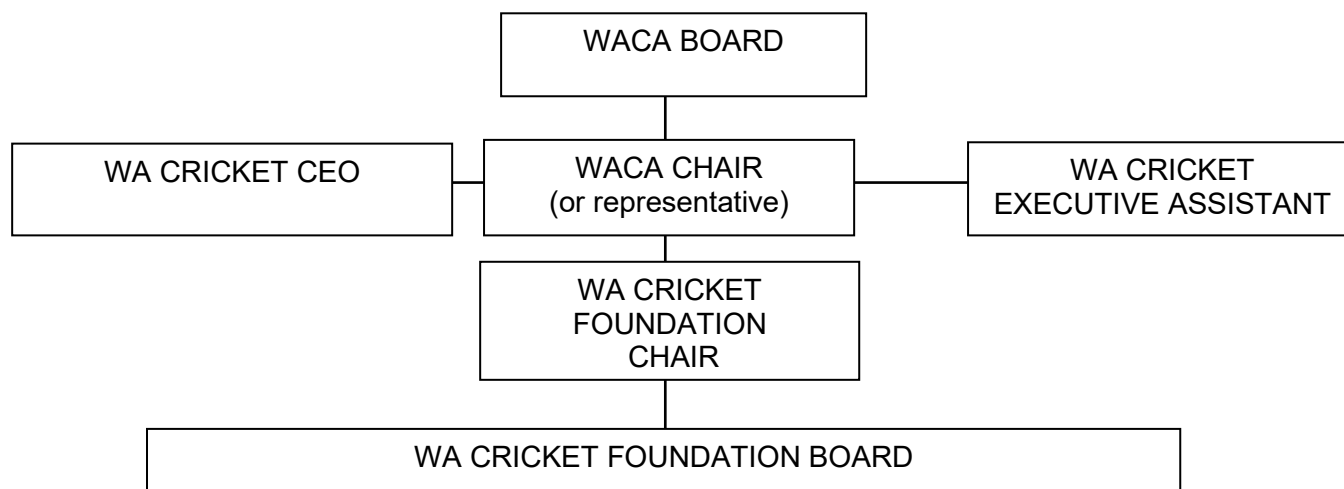
The WACA Board will formalise the appointment of WACF Board members following recommendation(s) from the WACF Board. At the end of the WACF Board member's term of three years the WACA Board may in its discretion, appoint a new member to the WACF Board or appoint that member for another term of three years unless that member has already served two consecutive terms totaling six years.

A person who has previously served two terms totaling six years may be appointed to the WACF Board by the WACA Board provided that there has been at least a period of one year since the person was a member of the WACF Board i.e., after a break of one year a former member of the WACF Board is eligible for re-appointment when a new vacancy occurs.

The WA Cricket Foundation Board comprises the following:

<b>Name &amp; Role</b>	<b>Term</b>
John Gardner - Chair	14 November 2024 – 31 May 2026
Michael Hussey	14 November 2024 – 30 September 2025
Suzanne Ardagh AM	14 November 2024 – 30 November 2025
Hilary Macnamara	14 November 2024 – 30 September 2026
Gail McGowan PSM – WACA Board Representative	TBA
Michelle Shepherd	3-year term (TBA)

## 6. GOVERNANCE STRUCTURE



## 7. SKILLS MATRIX

The WACF Board members between them should have the relevant skills having regard from time to time of the WACF Charter to effectively discharge the WACF Board's mandate.

A skills matrix will be developed and updated at least annually or if the appointment of a new Board member is required. This skills matrix is attached as **Appendix 1**.

## 8. GIFT POLICY

The WACF will seek gifts (donations) from a range of individuals and organisations to support key projects and programs including the WACA Ground Improvement Project and community programs that promote inclusion and diversity.

The WA Cricket Association (Association) partners with the Australian Sports Foundation (ASF) and can accept gifts through the ASF from individuals, organisations and to the Association from estates of deceased persons in accordance with the values, strategic objective and purposes of the Association.

The purpose of the Gift Policy is:

- a) To provide a framework for acceptance and refusal of gifts, naming and recognition rights and role and responsibilities.
- b) To ensure that the Association accepts gifts based on informed decisions.
- c) That such gifts are receipted in accordance with the Australian Tax Office (ATO) regulations and guidelines.
- d) That the purpose of any donation solicited and received are adequately documented and appropriately approved.
- e) That donations are properly managed and/or disbursed as per the conditions upon which they are accepted.

### **Gift Purpose**

- a) Gifts must only be accepted by the Association if they reflect the Association's core values, align with the Association's strategic objectives, and preserve or enhance the Association's reputation.
- b) Subject to paragraph 1, the wishes and intentions of the donors provide guidance in determining the purpose for which the gift will be used.
- c) Prospective donors sometimes seek undertakings from the Association in return for gifts, these restrictions are at odds with the Association's values. Such restrictions are not acceptable to the Association.

### **Gift Acceptance**

- a) The Association may accept gifts of cash, personal and real property, trading stock and shares.
- b) All gifts must be legal and obtained through legal means.
- c) Before accepting a philanthropic gift, the Association will consider any additional Association funding or commitment required to maintain, administer or comply with the conditions and intended use of such gift.
- d) If a gift is in the form of non-cash, then the Association retains the right to convert the gift into cash at its own discretion.
- e) Appropriate due diligence should be undertaken before accepting any gift which:
  - Exposes the WACA to an uncertain and potentially significant liability.
  - Is precedent setting or involves sensitive issues.
- f) The Association reserves the right to decline any philanthropic gift.

### **Gift Acknowledgement**

- a) Gifts may be acknowledged in a range of ways including listing in annual reports, on the WACF website and on honour boards as agreed with the donor. Where more significant acknowledgment is considered, such as naming of programs, positions or facilities, the relevant policy should be consulted.

### **Naming & Recognition Rights**

- a) The Association may recognise individuals or organisations who contribute significantly to the Association through their leadership contribution or financial contribution by naming a building, a section of a building e.g., a room, part of the WACA Ground facilities e.g., a garden or walkway or a program of the Association in their honour.
- b) Recommendations for the naming of a new building, facility or program should flow from:

- A sense of very broad support in the WA Cricket community for the naming in recognition of the person's leadership contribution to the growth and reputation of the Association and/or cricket in WA.
  - An individual, family or corporations significant financial or in-kind contribution towards the capital or continuing operating cost of the facility within the context of the Association's fundraising strategy. Significant will be interpreted to mean 50% or more of costs.
- c) Naming as a result of future gifts (bequests etc) will not be normally granted until such time as the gift is realised.
  - d) The Association reserves the right to revoke any naming decision if it constitutes a significant and continuing impairment to the Association's reputation or the agreed philanthropic contributions are not fulfilled or are significantly reduced.
  - e) Naming is for an agreed period of time and the Association reserves the right to rename the entity on the expiration of the defined period.
  - f) Plaques or other signs recognising donors and named spaces shall be of generally uniform design and consistent with the Association's branding guidelines.
  - g) When a named space is proposed for renaming in line with a change of purpose etc. reasonable efforts will be made to inform the original honouree/donor in advance. If the honouree/donor is deceased, reasonable efforts will be made to inform family in advance of renaming.
  - h) The WACF through the CEO will submit recommendations for naming requests as a result of fundraising activity through the WACA Board for endorsement.

#### **Gift Administration**

- a) All gifts accepted will be receipted and formally acknowledged where sufficient information has been provided to do so.
- b) All tax receipts will be processed through and issued by the Australian Sports Foundation (ASF) on behalf of the WA Cricket Foundation.
- c) All major gifts (generally \$25,000 or more) accepted by the Association will be administered via a gift agreement prepared by WA Cricket's Head of Philanthropy and signed by both WA Cricket CEO and the donor(s).
- d) All gifts accepted will be recorded through the ASF donation system and additional records held on the Association's central donor database and within the Association's finance system.
- e) The Association will, at the request of donors, maintain anonymity, and advise donors of disclosures that may apply.

## **Gifts in Kind**

- a) Before a gift-in-kind is accepted by the Association, consideration will be given to whether the acceptance of the gift would prove administratively difficult or not in the best interest of the Association.
- b) The valuation and receipting of gifts-in-kind is subject to the rules and regulations set forth by the ATO.
- c) A gift-in-kind can either be retained as an Association asset and used in connection with the Association activities, with discretion as to its use and management, or disposed of for cash or cash equivalent.
- d) The decision to accept any donation of memorabilia or historical objects will be done in conjunction with the WACA Ground Museum staff and will be evaluated and accepted on a case-by-case basis.

## **Bequests**

- a) The expressed wishes and intention of the bequestor, as outlined in the will, are paramount in determining the purpose for which the gift will be used.
- b) Where the Association is unable to honour the intentions of the will, all appropriate legal measures will be taken to determine a purpose for the gift that most closely aligns to the bequestors intentions.
- c) Liaison with the executors of the estate and the deceased person's family members is primarily the responsibility of WA Cricket's Head of Philanthropy.

## **Roles & Responsibilities**

- a) The WACA Board is responsible for developing the organisation's philanthropy strategy and endorsing and ratifying recommendations from the WACF Board.
- b) The WACF Board is responsible for making recommendations regarding gift recognition, recognition and naming rights and implementing the philanthropy strategy of WA Cricket making recommendations where appropriate to the WACA Board.
- c) The WACA CEO is responsible for setting the fundraising priorities for the Association and enacting the strategy.
- d) The WA Cricket Head of Philanthropy oversees the fundraising strategy for the Association and is responsible for coordinating the Association's fundraising activities.

## **Legal Counsel**

- a) Where necessary the Association may seek legal counsel regarding the acceptance of a gift.
- b) Where necessary the Association may seek legal counsel regarding gift or naming recognition agreements.

- c) Where necessary the Association may seek legal counsel regarding the acceptance of, processing of or fulfilling the intention of a bequest.

### Taxation Matters

- a) The WACF and WA Cricket will not provide taxation advice to donors. Donors should be encouraged to seek independent advice from a professional advisor or be directed to the relevant section of the ATO's website for information.

### Related Documents, Legislation and Regulations

The gift policy must be read and implemented in conjunction with:

- WA Cricket Foundation Board Charter
- Australian Taxation Office - <https://www.ato.gov.au/non-profit/gifts-and-fundraising/>
- WA Charitable Collections Act 1946 – [https://www.legislation.wa.gov.au/legislation/statutes.nsf/law\\_a117.html](https://www.legislation.wa.gov.au/legislation/statutes.nsf/law_a117.html)
- The Run Down 2016. About the ASF - <https://asf.org.au/wp-content/uploads/2017/12/The-Run-Down-2016.pdf>

## 9. DEFINITIONS & ACRONYMS

For the purpose of the WACF Charter and Gift Policy and unless the context otherwise requires:

Word/Term	Definition
ASF	Australian Sports Foundation (ASF) is the Federal Government appointed organisation that holds Deductible Gift Recipient status for sport in Australia. The West Australian Cricket Association is endorsed by and partners with the ASF to provide an option for tax-deductibility for gifts to the WA Cricket Foundation.
ATO	ATO means Australian Tax Office <a href="http://www.ato.gov.au">http://www.ato.gov.au</a>
Bequest	Bequest means a gift of a monetary sum or property derived from estate or deceased individual through a will given into the permanent possession of WA Cricket.
Deductible Gift Recipient	As per the Australian Taxation Office (ATO), organisations are entitled to receive income tax-deductible gifts and tax-deductible contributions are called deductible gift recipients (DGR's)
Delegated Authority	An officer of, or body of WA Cricket, granted authority to accept gifts on behalf of WA Cricket.
Donor	A person, body corporate or other organisation making a gift.
Fundraising Activity	Fundraising Activity the process of soliciting or receiving gifts on behalf of WA Cricket through a strategically aligned effort, whether solicited or unsolicited.
Gift/Donation	A gift/donation refers broadly to any cash or in-kind gift, or pledge to make a gift, that is given with philanthropic intent.

<b>Word/Term</b>	<b>Definition</b>
Gift-in-kind	A gift-in-kind means a donation in any form other than cash or cheque and normally requires a third-party valuation for tax purposes.
Gift Acceptance Agreement	A gift agreement is a formal document between a donor and a gift recipient. The agreement sets out what the gift is, how it will be given, used and acknowledged and how it might be amended in the future.
Naming and /or Recognition Rights	An honour bestowed on an individual or corporation who has contributed significantly either through their leadership or financially to WA Cricket.
Philanthropic Intent	Philanthropic Intent means all giving which does not confer full or partial ownership of a deliverable on the donor in return for the funding i.e. there must be no material benefit to the donor
Pledges	Pledges are considered agreed promises to make gifts
WACA	WA Cricket Association
WACF	WA Cricket Foundation. The WACF has an appointed board who provides advice on philanthropy to the WACA Board

# WACA GOVERNANCE CHARTER

## APPENDIX K WA CRICKET FOUNDATION BOARD CHARTER AND GIFT POLICY

### APPENDIX 1

WA Cricket Foundation Board Members Skills Matrix - September 2023																			
Skill		Requirements Overview		Target Minimum Total Score	Target Minimum No. of Is	B Every	J Gardner	M Hussey	M McClements	K O'Hara	J Goodlad	H Zampetti	N Brasington	S Ardagh	B Hogg	H Masonama	Total Score	Score of 3	
Professional Director Skills (1)						Rating: 3 = Extensive experience/skills 2 = Moderate experience/skills 1 = Little experience/skills 0 = no experience													
1. Executive Management and/or Board Experience	Experienced in successfully leading organisations at executive and/or board level. Development and implementation of strategic plans and governance frameworks.	20	3	3	3	1	1	3	3	3	3	3	2	1	2		25	6	
Specialised Skills (6)																			
2. Fundraising/Philanthropy	Has demonstrated understanding and experience in raising charitable funds or leading a philanthropic organisation	20	3	2	2	1	2	2	3	2	3	1	1	1			19	2	
3. Networks with Perth-based high net worth individuals	Has contacts which can support the Foundation's strategic and philanthropic objectives.	20	3	1	2	1	3	2	3	3	2	1	2	2			20	3	
4. Business Networks	Has business contacts, which can support the Foundation's strategic and philanthropic objectives.	20	3	3	3	0	2	2	3	3	2	3	1	3			22	6	
5. Membership based organisations	Has a demonstrated understanding and experience in leading membership based organisations.	10	1	0	2	1	1	2	3	2	1	3	1	1			16	2	
6. Cricket Profile	Has a significant cricket profile	10	1	1	0	3	1	0	1	0	0	0	3	0			9	2	
Interpersonal Skills (4)																			
7. Leadership	Make decisions and take necessary actions in the best interest of the WACF, and represent the organisation favorably. Analyse issues and contribute at board level to solutions.	30	9	3	3	3	3	3	2	3	3	3	3	3	3		29	9	
8. Ethics and Integrity	Behave at all times consistent with organisational values and behaviour. Understand role as director and continue to self educate on fiduciary responsibility, ability to maintain board confidentiality, declare any conflicts.	30	9	3	3	3	3	3	3	3	3	3	3	3	3		30	10	
9. Collaboration	Ability to constructively contribute to board discussions, working together with other directors to devise the best outcome and communicate effectively with management, donors and other stakeholders.	30	9	3	2	3	3	2	2	3	3	3	3	3	3		27	7	
10. Communication	Possess excellent communication skills, with the ability to drive donor support for WACF programs and projects.	30	9	3	3	3	3	3	3	3	2	3	3	3	3		29	9	

# **WACA GOVERNANCE CHARTER**

## **APPENDIX L HONORARY LIFE MEMBERSHIP SELECTION COMMITTEE CHARTER**

**RATIFIED BY WACA BOARD ON 7 JULY 2020**

### Introduction

Honorary Membership of the WACA is provided for in the By-Laws, at paragraph 3.3 (c) of Schedule 4 of the Constitution:

“Honorary Membership is only available to persons nominated by the Board for such Membership and who in the opinion of the Board have provided outstanding and special service to the Organisation or in the promotion, development and/or advancement of cricket”.

This charter deals with Honorary Life Membership (“HLM”).

### Nomination Process

1. A WACA Member or a WACA Affiliate may request in writing to the WACA CEO that a person be considered for the awarding of HLM of the WACA.
2. The WACA Board may also put forward the name of a person or persons to be considered for HLM of the Association.
3. The written request from a WACA Member or WACA Affiliate must be received by the CEO at least seven (7) days before the scheduled meeting date of the HLM committee and must include as a minimum:
  - name, postal address, email addresses and contact number of Member submitting the request. (If a Member, Member number to be included, if a WACA Affiliate, name of Affiliate and person’s position with Affiliate.)
  - name, postal address, email addresses and contact number of Member of the person to be considered for HLM.
  - comprehensive details of the extent of service and contribution of the person to be considered for HLM.
  - examples of how and why the person’s contribution(s) has been sufficiently special and outstanding.
4. The Board delegates responsibility to the HLM Selection Committee (“the Committee”) for assessing the contributions of the persons to be considered for HLM and for making recommendations back to the Board for the awarding of HLM of the WACA. Recommendations from the Committee will be considered at the WACA Board Meeting in July each year.

5. The Committee, at its discretion and of its own volition, is able to consider for HLM a person who has not been nominated via the CEO. However, there should be a written submission, provided to the Committee at least seven (7) days before the scheduled meeting date of the HLM committee.
6. All nominations and deliberations are strictly confidential. The person nominated or under consideration should not be approached for information at any stage before acceptance of the recommendation by the Board.
7. If the Board resolves that a person is to be put forward to WACA Members to vote on a nomination for HLM, then prior to the AGM agenda being printed and despatched that person shall be written to by the CEO asking the nominee's approval for their name to be put forward to the Members.
8. The Committee should not be discouraged from recommending a person for induction by sole reason of the person being a past or current WACA Director, staff member or contractor. The WACA Board will manage any possible conflicts of interests arising when it meets to consider the Committee's recommendations.

#### Committee Structure and HLM Assessment

1. The nomination(s) for HLM and any other persons being considered for HLM shall be considered and assessed by the Committee (see paragraph 4 under the preceding heading).
2. The Committee shall consist of between 3-5 people taking into account age and gender diversity and include one current HLM. The Committee will be chaired by a member of the WACA Board or their representative appointed annually. The WACA Company Secretary will act as non-voting member of the Committee to provide administrative support for the Committee.
3. The term of Membership for this Committee will be 3 years with a maximum of two terms. The Board will formalise the appointment of Committee Members at the first WACA Board meeting following the AGM in each year. At the end of the Committee member's term of three years, the Board may in its discretion, appoint a new member to the Committee, or it may, in its discretion, appoint that member for another term of three years unless that member has already served two consecutive terms totalling six years. A person who has previously served two terms totalling six years may be appointed to the Committee by the Board PROVIDED THAT there has been at least a period of one year since the person was a member of the Committee, i.e. after a break of one year a former member of the committee is eligible for re-appointment when a new Committee vacancy occurs.
4. In preparation for the WACA Board meeting following each AGM, the Company Secretary shall inform the CEO, whether the three-year term of any member of the Committee is about to expire and whether that person has served one or two terms. The CEO shall inform the Board accordingly so that it can consider the membership of the Committee.
5. The Committee shall consider and assess the nominations and any other persons it considers eligible for recommendation to the Board for HLM. The Committee shall make its recommendation(s) (again in writing and supported by any relevant documentation) on the merits (as per the matters set out in the section below headed "Criteria") of the person(s) to be considered for HLM to the CEO for presentation to the Board for consideration no later than the WACA Board's July meeting each year. The report

provided to the CEO should include a full list of those nominated and the Committee's final recommendation.

6. The Committee shall recommend not more than three persons each year unless the Committee considers that there are exceptional circumstances justifying the recommendation of a greater number. It is open to the Committee to recommend only one person or no person for HLM in any year if it so thinks fit.
7. The WACA Board and the Committee are under no obligation to provide any reasons to a Member or WACA Affiliate who nominated a person to be considered for HLM as to why the Committee has not recommended that person to the Board for nomination.
8. However, following the Board deciding which persons should be nominated to the AGM for election as an HLM and the nominee's approval to their name being put forward for election the CEO shall write to the Member or WACA Affiliate advising either that the person they have nominated is to be proposed to the Members at the AGM for election as an HLM or that the request was not successful.

### Criteria

The criteria in this section are a general guide for the Committee and are not an exhaustive or absolute statement of qualifying factors. The HLM system is reliant on the integrity, impartiality, objectivity, quality and knowledge of the Committee members sitting in judgement of the persons put forward for consideration for HLM. This places a great responsibility upon Board members in choosing the members of the Committee.

Factors which the Committee should consider in deciding whether to recommend a person for HLM are as follows:

1. The nominee shall be a living person.
2. Contributions to the cricket in WA which are sufficiently special over an extended period of time to warrant the awarding of HLM, shall be the primary focus for assessment.
2. Former players who have represented Western Australia, Perth Scorchers and/or Australia who have formally retired from First-Class cricket, One Day Cricket and T20 cricket for Western Australia, Perth Scorchers and other T20 franchises and/or Australia for a minimum of three years are eligible for consideration for HLM.
3. Where a player has played for another State, BBL Team, country, other competition (e.g. domestic competition or T20 franchise in other Countries), the statistics for those performances will be noted but will not be recognised as part of the formal criteria for recommending a person for HLM.
4. Service must always be sufficiently special and not merely length of service.
5. For "on-field" service consider:
  - Longevity (length of career and matches played)
  - Performances
  - Positive impact on the game, including leadership
  - Team success

- Commitment
  - Conduct, integrity and observance of the Spirit of Cricket
6. For “off-field” service consider:
- Longevity
  - Level of service – i.e. positions held within an organisation such as chair
  - Positive impact on game, including leadership
  - Commitment
  - Conduct, character and integrity
7. A combination of “on-field” and “off-field” service may be considered.
8. A person who is a past or current WACA Director, staff member or contractor is not prohibited from being awarded HLM.

The Committee is empowered to make recommendations to the Board on changes which it consider should be made to the HLM Charter.

Committee Member’s Terms

Committee Members’ term details are as follows:

<b>Committee Member</b>	<b>First Term</b>	<b>Second Term</b>
• Ric Evans (Chair)	1 October 2020 to 30 September 2023	1 October 2023 to 30 September 2026
• Jen Owens	14 November 2023 to 30 September 2026	1 October 2026 to 30 September 2029
• Craig Serjeant	14 November 2023 to 30 September 2026	1 October 2026 to 30 September 2029
• Elwyn Campbell	1 October 2024 to 30 September 2027	1 October 2027 to 30 September 2030

# **WACA GOVERNANCE CHARTER**

## **APPENDIX M GALLERY OF GREATS SELECTION COMMITTEE CHARTER**

**AMENDED BY THE WACA BOARD ON 3 DECEMBER 2025**

### **Introduction**

Induction into the Gallery of Greats is the highest honour the WACA can bestow upon a person.

Upon induction, the inductee shall have equal status with all other persons already inducted into The Gallery of Greats.

The recommendation from the Committee must be unanimous.

### **Committee Structure and Gallery of Great Selection Process**

1. The WACA Board shall invite suitably qualified persons to act as the members of the Gallery of Greats Selection Committee (“the Committee”).
2. The WACA Board shall consider representatives from the following areas to ensure an appropriate balance in the composition of the Committee:
  - Former players
  - Administrators
  - Umpires
  - Cricket Historians
  - Sports Media
3. The Committee shall comprise between 5-7 members taking into account age and gender diversity and include one current Gallery of Great inductee. The Committee will be chaired by a member of the WACA Board or their representative. The WACA Company Secretary will act as non-voting member of the Committee to provide administrative support.
4. The term of Membership for this Committee will be 3 years with a maximum of two terms. The Board will formalise the appointment of Committee Members at the first WACA Board meeting following the AGM in each year. At the end of the Committee member’s term of three years, the Board may in its discretion, appoint a new member to the Committee, or it may, in its discretion, appoint that member for another term of three years unless that member has already served two consecutive terms totalling six years. A person who has previously served two terms totalling six years may be appointed to the Committee by the Board provided that there has been at least a period of one year since the person was a member of the Committee, i.e. after a break of one year a former member of the Committee is eligible for re-appointment when a new Committee vacancy occurs.

5. In preparation for the WACA Board meeting following each AGM, the Company Secretary shall inform the CEO, whether the three-year term of any member of the Committee is about to expire and whether that person has served one or two terms. The CEO shall inform the Board accordingly so that it can consider the membership of the Committee.
6. Nominations must be received in writing and provided to the Company Secretary no less than two weeks prior to the scheduled meeting date, for distribution to the Committee.
7. The Committee shall meet and consider and assess the written nominations for induction to the Gallery of Greats. The Committee shall make its recommendation(s) (again in writing and supported by any relevant documentation) on the merits (as per the matters set out in the section below headed "Criteria") of the person(s) to be considered for induction to the Gallery of Greats to the CEO for presentation to the Board for consideration no later than the WACA Board's March meeting each year. The report provided to the CEO should include a full list of those considered and the Committee's final recommendation.
8. The Committee may recommend to the WACA Board no more than two persons to be inducted into the Gallery of Greats each year. If the Committee considers there are no suitable candidates in any one year, then there is no obligation to make a recommendation to the WACA Board.
9. The WACA Board may put forward the name of a person or persons to be considered by the Committee for induction into the Gallery of Greats.
10. The Committee should not be discouraged from recommending a person for induction by sole reason of the person being a past or current WACA Director, staff member or contractor. The WACA Board will manage any possible conflicts of interests arising when it meets to consider the Committee's recommendations.
11. The Committee, a WACA Board Director or the CEO may recommend to the WACA Board that a person's Gallery of Greats' status be revoked. A written statement must be provided to the WACA Board setting out why the person's Gallery of Greats' status be withdrawn and the reasons, facts and evidence why the person no longer satisfies the selection criteria for Gallery of Greats' status.

### **Criteria**

The criteria in this section are a general guide for the Committee and are not an exhaustive or absolute statement of qualifying factors. The Gallery of Greats selection process is reliant on the integrity, impartiality, objectivity, quality and knowledge of the Committee members sitting in judgement of the persons considered for this honour. This places a great responsibility upon Board members in choosing the members of the Committee.

Factors which the Committee should consider in deciding whether to recommend a person for induction into the Gallery of Greats are as follows:

1. The principal consideration is whether the person has made an exceptionally outstanding and/or an exceptionally historic or unique contribution to Western Australian cricket in particular, and cricket generally in the person's particular area or areas of expertise in the period since the inception of the Association to the date of consideration.
2. The individual record of the person's contribution, character and integrity.

3. The years of service as a player, administrator, coach, historian, umpire or in the media must be considered.
4. The person's contribution to all levels of their career including club, region, Western Australia and Australia.
5. If appropriate the person's overall contribution to cricket, rather than one specific aspect.
6. The person shall be retired from their primary area of contribution for at least five years.
7. A deceased person may be considered.
8. The person need not be a resident of WA at the time of nomination, but the person must have been a resident of WA when the above conditions have been satisfied.

### **Committee Member's Terms**

Committee Members' term details are as follows:

<b>Committee Member</b>	<b>First Term</b>	<b>Second Term</b>
Adam Gilchrist (Chair)	1 October 2020 to 30 September 2023	1 October 2023 to 30 September 2026
Glenn Mitchell	1 October 2020 to 30 September 2023	1 October 2023 to 30 September 2026
Lauren Shave	14 November 2023 to 30 September 2026	1 October 2026 to 30 September 2029
Justin Langer	14 November 2023 to 30 September 2026	1 October 2026 to 30 September 2029
Stephen Hall	1 October 2021 to 30 September 2024	1 October 2024 to 30 September 2027
Wally Edwards	1 October 2024 to 30 September 2027	1 October 2027 to 30 September 2030
Terry Prue	1 October 2024 to 30 September 2027	1 October 2027 to 30 September 2030

# WACA GOVERNANCE CHARTER

## APPENDIX N STATEWIDE GAME DEVELOPMENT COMMITTEE CHARTER

**RATIFIED BY THE WACA BOARD ON 6 APRIL 2021**

### 1. Terms of Reference

The Statewide Game Development Committee (“SGDC”) is the management committee comprising a representative from each affiliated association, the Chief Executive Officer and employees of the Association as determined by the Chief Executive Officer. Representatives from recognised WACA Committees representing the interests of relevant sectors of the game can be appointed to the SGDC by the WACA Board on the formal recommendation of the SGDC (as stated in the WACA’s Constitution).

The purpose of the SGDC is to convene community cricket stakeholders affiliated with the WACA to:

- Act as a united voice for community cricket to the WACA Board and Management;
- Provide strategic input to the community cricket agenda in WA, informed by the WACA Community Cricket and Australian Cricket Strategy, as well as other contemporary sport and community development trends.
- Bring issues relevant to game development to the attention of the SGDC, WACA Management and where relevant the WACA Board;
- Provide an advocacy and leadership role in relation to community cricket within the affiliates’ membership and across the WA cricket community.
- At all times the respective rights, interests, obligations and responsibilities accorded to each affiliate within their respective Constitutions and the Affiliation Agreement which each has entered into with the WACA, shall prevail.

This Charter is to be reviewed bi-annually to ensure it remains relevant and in line with the WACA’s Constitution and the purpose of the SGDC.

### 2. Membership of Committee

- One (1) representative appointed by each affiliate;
- For affiliates whose SGDC representative is not the Chair or President, the President / Chair of that affiliate may be invited to attend one meeting per year (as required);

- In the event a representative is unable to attend a meeting; a proxy is to attend on their behalf.
- Each affiliate is to confirm their SGDC representative at the August meeting each year.
- From time to time sub committees may be established to progress a specific agenda, facilitated by relevant WACA staff.
- The SGDC will be chaired by the General Manager, Community Cricket, as directed by the Chief Executive Officer
- Each SGDC member will be required to table an Affiliate's Report at each meeting, to be submitted five working days prior to the SGDC meeting.
- The SGDC will meet quarterly, with meeting dates to be determined in January of each year.

### 3. Role of Committee

- Provide input to and feedback on community cricket policy, strategy and activities developed by the WACA and Cricket Australia with consideration to the impact on cricket in Western Australia
- Identify and raise strategic issues and matters relevant to community cricket to ensure WACA Management is kept up to date and can address these in a timely manner
- Share common issues and best practice relevant to community cricket
- Bring to the attention of the SGDC and WACA Management sport and community development funding opportunities, and new initiatives that can be optimised for the benefit of all affiliates and Western Australian Cricket more broadly.
- Provide guidance and assistance where appropriate and necessary, to improve governance structures among affiliates that will continue to enhance and solidify the alignment and benefits of all affiliates under the leadership of the WACA.
- Provide appropriate guidance and assistance to ensure optimum participation pathways are achieved across affiliates for players, coaches, umpires and administrators.
- Communicate relevant community cricket information to affiliate members as required.

### 4. WACA Board Representation

- One (1) SGDC representative shall be appointed to serve on the WACA Board for a term of three years by the SGDC at its last meeting prior to the WACA's Annual General Meeting, as per the WACA Constitution.

- The name of the representative so appointed in this manner shall be subsequently affirmed at the first meeting of the Board immediately following the relevant WACA Annual General Meeting.

**WACA**

**POLICIES, PROTOCOLS,**

**PRINCIPLES,**

**REGULATIONS &**

**GUIDELINES**

**Appendix O - WACA Board - Policies, Protocols, Principles, Regulations and Guidelines**

<b>WACA BOARD</b>		
<b>Policies, Protocols, Principles, Regulations and Guidelines</b>		
<b>Australian Cricket Shared Policies / WACA Policies</b>		
<b>Financial</b>	<b>Governance</b>	<b>Miscellaneous</b>
Purchasing Policy <i>(incl. Delegation Matrix)</i>	Risk Management Policy	Diversity Policy
Delegation of Authority Protocols	Conflict of Interest Protocol	Media & Communication Policy
Remuneration Policy	Member Protection/Working with Children Policy	Occupational Health & Safety (OHS) Policy
Gift Policy	Governance Structure & Procedural Workings for Committees Pro-forma Guidelines	Communication with Members and other Stakeholders Policy
Role & Responsibility – Chief Executive Officer – Delegated Authority Policy	Board Directors & Executive Code of Conduct Guidelines	Parental Policy
Reserves Policy	Board & Management Performance Enhancement Policy	Family Safety Guidelines
	Disciplinary Policy (Counselling and Disciplinary Procedure)	
	Bullying, Anti-harassment & Anti-discrimination Policy	
	Whistle-blower Policy	
	Privacy Policy	

**Appendix O - WACA Staff & Players - Policies, Protocols, Principles, Regulations and Guidelines**

<b>WACA STAFF &amp; PLAYERS</b>			
<b>Policies, Protocols, Principles, Regulations and Guidelines</b>			
<b>Australian Cricket Shared Policies / WACA Policies</b>			
<b>Financial</b>	<b>People &amp; Culture</b>	<b>Player Protection</b>	<b>Miscellaneous</b>
Expense Re-imburement Policy	Health Policy	Sport Science & Sports Medicine (SSSM) Principles	IT & Usage Policy
	Leave Policy	Concussion & Head Trauma Policy	Use of Ladders Procedure
	Setting up a WACA Casual Employee Guidelines	State Clothing & Equipment Regulations	Manual Handling Policy
	Staff Additional Work Policy	Pregnancy	Working at Heights Policy
	Organisation Code of Conduct Guidelines	Anti-corruption code	Terrorism Escalation Plan
	Dress & Presentation Guidelines	Anti-doping code	Evacuation Plan
	Motor Vehicle Policy	Illicit Substances rule	Security Guidelines
	Social Media Usage	Anti-racism code	
	Privacy Policy	Anti-harassment code	
	Disciplinary Policy	Personal Protective Equipment Policy & Procedure	
	Grievance Procedure	Code of Conduct	
	Family Safety Guidelines	PMOA Minimum Standards	
	Employee Service Relocation and Entitlement Transfer		
	Learning & Development Guidelines		
	Sun Protection Policy		

# WACA GOVERNANCE CHARTER

## APPENDIX P PROFORMA GUIDELINES OF GOVERNANCE STRUCTURE AND PROCEDURAL WORKINGS FOR COMMITTEES

**RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015**

1. Terms of Reference

Remit

[insert here a brief high-level summary of the relevant Committee's functions]

Scope

[include here a more detailed description of the scope of the relevant Committee's function]

2. Governance

(a) Establishment of the Committee

The Committee is established under the authority of the Board in accordance with the Organisation's Constitution and Governance Charter ("Charter").

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.

The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

Membership of the Committee

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 Director; and
- Not less than 2 and not more than 4 other Board Directors having regard to their skills, experience and attributes.

Desirably the majority of members of the Committee and the Committee Chair are to be independent non-executive Board directors.

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 Company Secretary).

Vacancies, which occur within the term of office, shall be filled by the Board.

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)]

The Committee may invite other persons to attend Committee meetings at its discretion.

#### Chair

The Committee chair is to be appointed by the Board.

The Committee chair shall chair meetings of the Committee.

In the absence of the Committee chair, the Committee will elect another of its members to chair meetings of the Committee.

#### Committee Secretary

The Secretary will fulfil the usual secretarial role for the Committee. The Committee may exclude the Company 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.

#### Meeting Procedures

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.

As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.

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 directors.

#### Decision making/Committee resolutions

Preferably decision making and resolutions of the Committee are by consensus.

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.

#### Minutes

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.

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.

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.

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.

#### 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.

#### 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.

#### Reporting (Annual)

In addition, the Committee, through its chair and with the administrative support of the Company 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.

## Disclosure

- The names of the members of the Committee will be disclosed on the Organisation's website;
- 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.

# WACA GOVERNANCE CHARTER

## APPENDIX Q BOARD DIRECTORS AND LEADERSHIP TEAM - CODE OF CONDUCT

RATIFIED BY WACA BOARD ON 6 FEBRUARY 2024

### 1. Purpose

All Board Directors and members of the Leadership Team of WA Cricket including any “Director or Officer” of the organisation as defined in the organisation’s enabling legislation are bound by the provisions of this Code.

This Code is to be read and applied in conjunction with the Members Code of Conduct and Section 1.3 of the Board Charter. Together these documents set out the legal and ethical obligations of Directors and the Leadership Team to act in accordance with the expressed standards of the entity.

### 2. Scope

The Code does not seek to address all possible situations or issues which individuals are likely to face in the course of discharging their duties or interacting with WA Cricket. It does not attempt to provide a rigid, detailed and exhaustive list of what to do in every aspect of a director’s duties or the discharge of responsibilities by a member of the Executive team, Instead, it sets out general expectations of the standards of behaviour required and gives some examples of the types of behaviour that are or are not acceptable.

Where there is any doubt as to the applicability of the Code or to the appropriate course of action to be adopted, individuals are encouraged to discuss the matter with the relevant office holder as set out below:

- Members of the Board are directed to the Chair or in the absence of the Chair to the Deputy Chair
- Members of the Leadership Team are directed to the Chief Executive Officer or the Chief Operations Officer

### 3. Definitions

**Conflict of Interest** is a situation which has the potential to undermine the impartiality of a person because of the possibility of a clash between the person’s self-interest and professional interest or public interest

**Gifts** may include but are not limited to the following examples: money, equipment, jewellery, tickets to a concert or sporting event, hospitality including food and wine, clothing, flights, tours etc

**Misconduct** is defined to be any improper or unacceptable conduct

- Which fails to meet the requirements of relevant regulations, the Code of Conduct, policies, procedures or lawfully given directions (verbal or written) and/or

- Has the potential to cause a risk to the safety and health of others

**Officers** refers to a Board Director and each member of the Organisation's Leadership Team and includes any "Director or Officer" of the organisation as defined in the Organisation's enabling legislation.

#### **4. Application**

The Code of Conduct forms part of WA Cricket's appointment agreement with directors and employment contracts with members of the Leadership Team,.

#### **5. Breaches of the Code of Conduct**

Nothing in this Code should be taken to limit the circumstances in which WA Cricket may take disciplinary action in respect to a director or a member of the Leadership Team under the provisions of the relevant agreements with each of the above.

All alleged breaches of this Code will be subject to scrutiny/investigation and if substantiated may result in a range of possible actions in accordance with the provisions of the Organisation's Discipline Policy. The actions and consequences of inappropriate behaviour and breaches of this Code will depend on the nature and seriousness of the breach, the likelihood of the breach recurring, whether the breach has been committed more than once and the risk the breach poses to others. Possible consequences include management or remedial action, training, or disciplinary action such as a verbal or written warning, suspension or termination of membership, suspension or termination of employment in the case of staff or suspension/removal of a director by resolution of the appointing body.

Directors and Management are required to report all objectively observable behaviour that is not permitted by the Code to the relevant office holder listed at Section 2 above.

#### **6. Principles**

##### ***6.1 Understand and comply with WA Cricket's Legislative Framework***

- Be familiar with and comply with statutory requirements applicable and all WA Cricket's policies and procedures as relevant
- Comply with lawful directions and follow reasonable instructions issued by the Board and in the case of Management, instructions issued by the CEO
- Be willing to seek clarification on queries from the relevant Office Holder nominated at Section 2 above

##### ***6.1.1 Act honestly and in good faith***

- Act honestly, in good faith and in the best interest of the organisation and for a proper purpose
- Perform your role and discharge your duties as a director or member of the Leadership Team to the best of your ability and be accountable for your performance
- Do not engage in any fraudulent or corrupt behaviour or act dishonestly in any dealings with the Organisation
- Do not misuse your rights and entitlements as a Director or employee
- Ensure that your conduct is consistent with the ethos of WA Cricket and does not damage its reputation
- Use the resources of WA Cricket, effectively and economically and strictly for the organisation's business and benefit

### **6.1.2 Identify, declare and manage conflicts of interest**

- Always act in the best interests of the organisation and avoid situations in which a potential or actual conflict of interest might arise in relation to the performance of your role
- Declare any real or perceived conflict between your own personal or financial interests and the interests of WA Cricket
- Adhere to WA Cricket's protocols and requirements for managing conflicts of interest

### **6.1.3 Declare gifts and benefits**

- Carefully consider all offers of gifts, benefits or hospitality offered to you attributable to your role at WA Cricket and base decisions in relation to the acceptance of the same on the value of the gift, the perceived benefit and purpose of the gift
- Report all such gifts with a value exceeding \$200/-to the Chair of the Board if you are a director or the Chief Executive Officer if you are a member of the Leadership Team

### **6.1.4 Maintain accurate and complete records**

- Create and maintain complete and accurate records of decisions, activities and transactions
- Appropriately capture and store records securely in accordance with the organisation's Records Management and Archival Policy

### **6.1.5 Adhere to Privacy and Confidentiality requirements**

- Comply with legal requirements associated with the collection, release and privacy of information
- Maintain confidentiality and do not divulge information deemed confidential or sensitive or about matters considered by the Board, other than as required by law
- Do not make improper use of information obtained in the course of your duties as a director or employee, or use it for direct or indirect personal or commercial gain, or to do harm to other people or the organisation
- Only make public comment on behalf of WA Cricket to the media or outside organisations and comment about WA Cricket on social media when authorised to do so

### **6.1.6 Uphold policies on use of drugs, alcohol and tobacco**

- Ensure that your capacity to fulfil your role and/or participate in activities and events is not impaired by alcohol and drugs and that the use of such substances does not place you at risk, or risk the safety and health of others
- Be aware that drunk or disorderly conduct on or near the Organisation's premises or venues where matches are held and the possession or use of illicit substances on or near the Organisation's premises or venues are strictly prohibited
- Comply with "no vaping or smoking" directions on WACA premises

## **6.2 Demonstrate Respect**

- Be respectful, courteous and responsive in all dealings with fellow directors, work colleagues, contractors, members and all stakeholders
- Never engage in conduct that is unbecoming or prejudicial to the interests of the Organisation, that may bring the Organisation into disrepute or may be such that impairs or is likely to adversely affect the reasonable enjoyment of the benefits of membership

and services of the Organisation. This includes disruption or interruption (including attempted disruption or interruption) of any activities or matches at the Organisation's venues

- Refrain from using racist, sexist, homophobic, discriminatory, offensive, aggressive, obscene or otherwise inappropriate language or any form of harassment or bullying actions towards or in respect of any other person
- Maintain professional boundaries and deal with all members of the WA cricket community in a manner which upholds your professional integrity
- Make decisions fairly and impartially, avoid discrimination which is any practice that makes distinctions between individuals or groups to disadvantage some people and advantage others because of an attribute such as age, gender, race or disability
- Avoid bullying and harassment of any kind, be it verbal, physical or cyber. It includes sexual harassment such as unwelcome sexual advances, requests for sexual favours or any unwelcome conduct such as physical touching, staring, leering or stalking

### **6.3 Demonstrate Care and Compassion**

- Show sensitivity and be conscious of the needs of others, their dignity and their aspirations
- Always exercise a duty of care and comply with all Risk Management strategies, Work Health and Safety policies and practises of the organisation

### **6.4 Strive for Excellence**

- Consistently demonstrate professional standards and practice and deliver quality and timely outputs
- Seek out and maximise the benefits of any professional development opportunities that may be offered or become available
- Strive for continuous improvement in practices and processes
- Be willing to offer and accept constructive feedback

## **7. Related Legislation and Policies**

Corporations Act 2001 (Commonwealth)  
WACA Constitution and Schedules including By-Laws  
Work Health and Safety Act 2020 (WA)  
Human Rights and Equal Opportunity Commission Act (1986)  
Privacy Act

WACA Board Charter  
Members Code of Conduct  
Conflicts of Interest Policy and Protocols  
Acceptance of Gifts Policy  
Records Management and Archival Policy  
Discipline Policy (Counselling and Disciplinary Procedure)

<b><i>Date originally approved</i></b> 6 February 2024	<b><i>Approving Authority</i></b> Board
<b><i>Date this version approved</i></b> 6 February 2024	<b><i>Date to be reviewed</i></b> February 2025
<b><i>Policy Custodian</i></b> Chief Executive Officer	<b><i>Policy Category</i></b> Codes

**WACA GOVERNANCE CHARTER**

**APPENDIX R**

# WACA GOVERNANCE CHARTER

## APPENDIX S CONFLICT OF INTEREST PROTOCOL

**RATIFIED BY WACA BOARD ON 2 JULY 2019**

### 1. Purpose

The purpose of this protocol is to provide guidance to the Organisation's Board directors in the event of a conflict of interest arising for those Board directors (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

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

- 5.1 Listed in 5.2 following are examples of circumstances which are likely to give rise to a Board director having a conflict of interest or prospective conflict of interest (Relevant Circumstance) but excluding a circumstance, event or conflict arising only from the Board director (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 director or a Related Party has a direct or indirect pecuniary interest in a contract or proposed contract with the Organisation;
- a Board director or a Related Party holds an office in the Organisation or an entity with which the Organisation may have dealings;
- a Board director 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 director (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 director'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 director or other persons as aforesaid may substantially exercise control or influence.

5.4 Each Board director 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 director 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 directors ("Register") to be maintained by the Board (under the control of the Company 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 director 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 directors 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 directors not affected by the Relevant Circumstance, the affected Board director 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 director may be affected by a Relevant Circumstance.
- 5.9 The person presiding at the meeting may request the affected Board director 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 director shall not be under any obligation to so address or respond if the affected Board director considers it inappropriate to do so.
- 5.10 In particular, each Board director 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 director, subject to any exceptions referred to in paragraph 4 above.

**6. Board Committee Meetings**

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**

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

**Attachment (1) - Appendix R – Notice of Disclosure of Interest/Prospective Conflicts of Interest**

To: WACA Board Directors  
From: Richard Marshall, Company Secretary  
Date: [insert date]  
Subject: CONFLICT OF INTEREST REGISTER

---

The WACA Governance Charter requires the formalisation of any potential conflicts of interest in order for the Organisation to develop a conflict of interest register for the Board to review each meeting.

Outlined below is the process:

- (a) This notice is pursuant to:
- The WACA Constitution (Constitution)
  - The Governance Charter (Charter)
  - Any applicable legislation or regulation applying (Law)
- (b) Each Board Director needs to complete the schedule attached providing details of other Board positions held (both corporate and non-corporate) and any transactions, events, memberships, matters or circumstances that may give rise to the Board Director having a material personal or other interest in transactions in which the WACA may be or become involved (“Other Relevant Circumstance”).
- (c) Other than as set out in the schedule to this notice, to the best of the Board Director’s actual knowledge information and belief the Board Director does not have any material personal or other interest in any matter that relates to the affairs of the WACA which, if subsisting, would be required to be disclosed in the terms of the Constitution, the Charter or the Law.
- (d) The Board Director notes that the WACA is to include in its relevant Register maintained pursuant to the Charter the information disclosed in this notice.
- (e) The Board Director confirms that notwithstanding the disclosure in the terms of this notice, nothing thereby relieves the Board director of their duties as a Director of the Board with respect to conflicts of interest generally in the terms of the Constitution, the Charter and the Law.

Please return the attached schedule to Catherine Finch by [insert date].

**Richard Marshall**  
Company Secretary

## Conflict of Interest Schedule

1. Date: ...../...../20\_\_
2. Board Director's Name: \_\_\_\_\_
3. Board Director's Signature: \_\_\_\_\_
4. Other Board Positions (both corporate and non-corporate):

.....

.....

.....

.....

5. Details of any Other Relevant Circumstance(s):

.....

.....

.....

.....

.....

## **Attachment (2) – Appendix R – Register of Conflicts of Interest (Refer Governance Charter)**

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

- (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:
  - the name of the Director; and
  - the date of each notice of disclosure received and
  - the date of entry in the Register of each notice of disclosure. (refer pro-forma below).
- (e) A copy of this Register should be available at all relevant times for reference purposes.

## CONFLICTS OF INTEREST REGISTER

NAME OF BOARD 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: .....	

# WACA GOVERNANCE CHARTER

## APPENDIX T ORGANISATION CODE OF CONDUCT GUIDELINES

RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015

### 1. Introduction

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

#### 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.

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 Company Secretary or the CEO) with the seriousness they deserve and investigate and act on them appropriately and promptly.

# 3. Labour

## 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

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.

### 5. Environment

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

### 6. Community

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

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

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.

# WACA GOVERNANCE CHARTER

## APPENDIX U ROLE AND RESPONSIBILITY – CHIEF EXECUTIVE OFFICER – DELEGATED AUTHORITY POLICY

**RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015**

### 1. Generally

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

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/her 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.

### 3. Leadership

#### (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

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

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.

6. Purchasing Policy

Refer to Purchasing Policy for CEO delegation of authority in relation to purchasing of goods and services.

# WACA GOVERNANCE CHARTER

## APPENDIX V MEDIA AND COMMUNICATIONS POLICY

AMENDED BY WACA BOARD 4 JUNE 2025

WA Cricket places great importance on maintaining and advancing the positive relations it shares with all stakeholders and the Western Australian, Australian and international media. WA Cricket aims to promote and protect the profile and reputation of cricket, its players, its management and Employees through clear and consistent messaging and communication.

### PURPOSE

The purpose of this Policy is to provide all WACA Board Directors, WACA Board Committee members, employees, contractor, players and volunteers with guidelines as to how communications, including with the media, are managed within WA Cricket.

The Policy encourages positive and effective use of social media by Employees, while requiring compliance with behaviours and standards set out in WA Cricket Values and WACA Members' Code of Conduct.

This Policy outlines the responsibilities for communication, authorises selected officers and management to speak publicly on behalf of WA Cricket, and specifies when and what authorised issues they can address to ensure consistent and well considered media communications.

WA Cricket is inclusive of all sub-brands including Perth Scorchers, WACA Ground, WA Cricket Foundation, WA Cricket Community Cricket, and any future brands that fall under the WA Cricket brand umbrella.

### WHO THIS POLICY IS APPLIED TO

This Policy applies to all WACA Board Directors, Employees and players and applies to all normal work practices, all work locations, work related functions (internal or external), any extended invitation where WA Cricket is represented.

For this Policy and unless the context otherwise requires:

**Employee** means a person employed by WA Cricket (including a player) under a contract of employment on a full time, part time or casual basis and includes other Official WA Cricket Representatives such as, a WACA Board Director, Board Committee member, independent contractors and volunteers engaged by WA Cricket.

**Social Media** means any online social networking sites not limited to, blogs, micro blogging, photo/video sharing apps, instant messaging apps, podcasts, forums, wikis, discussion boards and comments on news and other sites.

## **COMMUNICATION TO STAKEHOLDERS**

- WA Cricket will communicate openly with its Members and other stakeholders (subject to commercial and legal confidentiality restraints, including privacy laws) in a timely and effective manner.
- 
- The WA Cricket website will be used as the primary source for all organisational announcements and other relevant information. Other communication channels will include Social Media, email, media, postal and face-to-face, to disseminate information to Members and other stakeholders as required.

## **AUTHORISED SPOKESPERSONS**

All media requests are to be filtered through the WA Cricket Communications Team, including authorised spokespersons.

The WACA Chair is the authorised spokesperson on behalf of the Board to address the media and communicate on all governance, policy and strategic issues.

A Board Director will never act as a spokesperson for the organisation unless specifically requested to do so by the Chair, or Communications Team

The Chief Executive Officer (CEO) has the authority to speak to the media on all matters relating to the Western Australian Men's and Women's teams, Perth Scorchers, other WA Cricket squads, strategic issues and day to day business operations.

The WA Cricket Foundation Chair has the authority to speak on behalf of the WA Cricket Foundation.

Head Coaches, General Manager – High Performance & Elite Teams, General Manager – Perth Scorchers will be the primary spokespeople for their respective teams and specialist areas.

Prior authorisation from the Communications Team must be obtained by WA Cricket employees to speak to the media or to make public comment, in all circumstances.

## **MEDIA ENQUIRIES & REQUIREMENTS**

The Communications Team is responsible for fielding all general media enquiries and coordinating all media opportunities.

The Communications Team is authorised to issue contact details of WA Cricket Employees and players to the media, after approval from the individual.

## **WRITTEN COMMUNICATION**

All media releases being issued on behalf of WA Cricket are to be drafted by the Communications Team and approved by the relevant parties such as WACA Chair, CEO or General Manager Communications, Marketing & Stakeholder Engagement.

## **SOCIAL MEDIA**

Social Media is an important business tool and allows WA Cricket to communicate and engage with a variety of audiences in a manner that is timely and cost effective.

This Policy applies to Social Media in the following situations:

- Work related Social Media where the Employee is posting as a representative of WA Cricket (including Perth Scorchers, WACA Ground, WA Cricket Foundation, WA Cricket Community Cricket) on organisational Social Media page or site;
- Personal use of Social Media by an Employee whenever they are identifiable as an Employee, even if Social Media use occurs outside of normal working hours or away from the workplace; and
- Personal use of Social Media by an Employee when they are posting about Australian Cricket including its Employees, teams, sponsors or other stakeholders.

Only Employees who are authorised as part of their role, are permitted to post material or content on official WA Cricket pages. Such posts must be consistent with the WA Cricket Values, strategy and desired reputation of the brand and must comply with the *Expectations of Appropriate Social Media Use* section of this Policy.

Employees are encouraged to share their passion for cricket by posting photos and information to Social Media in a positive manner. Such posts must be consistent with the WA Cricket Values, strategy and desired reputation of the brand.

It is expected that Employees will take care when posting on topics other than cricket where this is likely to be controversial and consider the consequences before a post is published.

## **Expectations of Appropriate Social Media Use**

### **Respectful**

All Employees are to treat others with dignity, courtesy and respect when using Social Media. Posts should be consistent with WA Cricket's Respect @ Work Policy, and other relevant policies. As a general guide, if a comment is not appropriate within the workplace, then it is also not appropriate on Social Media.

### **Maintain Privacy and Confidentiality**

Employees are likely to have access to sensitive, private and confidential information and intellectual property that is not in the public domain including information about players, other Employees, customers, contractors, sponsors or other Australian Cricket Entities.

Confidential information is not to be published or shared in a way that can be accessed by any person or company outside of WA Cricket or Australian Cricket under any circumstances. If an Employee is unsure whether the information, they are considering posting is confidential, they are to check with their Manager before it is posted.

If publishing photos or videos on Social Media that may contain children, prior consent is required as per the Australian Cricket Policy for Safeguarding Children and Young People.

Further information about confidentiality is outlined in Employee's Employment Agreement or independent Contractor Agreement, which must be complied with at all times.

### **No Disparaging Comments**

Social Media posts made by Employee's must in no way disparage cricket, players, cricket

teams, an Australian Cricket Entity or other Australian Cricket personnel. Posts must be consistent with WA Cricket's branding and must not create a risk of reputational damage.

If a Social Media comment posted by someone else is negative, inappropriate, disparaging, or in any way contrary to WA Cricket's branding, it is recommended that Employee's do not "like" the post or become involved in that Social Media post in any way.

### **Maintain Copyright**

Employees are to respect proprietary information or content by only publishing material they have the right to publish. Employees are not to upload or post content belonging to a third party unless they have their explicit prior written consent.

### **MEDIA INTERVIEW PROTOCOLS**

Should a journalist approach an Employee without prior approval, they should be directed to the Communications Team.

Should a journalist approach a Board Director without prior approval, they should be directed to the WACA Board Chair.

Employees are not to discuss actual events or speak about matters discussed within the team environment, dressing room or team meetings in the public domain, unless previous authorisation has been obtained.

Employees are not to disclose confidential information, make unauthorised statements allegedly on behalf of WA Cricket or make statements that could be perceived to be made on behalf of WA Cricket.

Employees must not publicly single out and be critical of, players of any team, Employees, facilities or the WACA Ground.

### **SPONSORS, COMERCIAL PARTNERS & DONORS**

Sincere attempts where appropriate, should be made to increase the recognition of WA Cricket sponsors, commercial partners and donors.

All property with naming rights sponsorship must be communicated to the media and in all WA Cricket publications by using the specific terminology of that property.

When discussing a program attached to a sponsorship, endeavours are to be made to make positive reference to the sponsor's support of the program.

Appropriate attire displaying sponsor's logos should be worn for all visual media appearances.

### **RELATED DOCUMENTS, LEGISLATION AND STANDARDS**

This document must be read and implemented in conjunction with:

- Australian Cricket Technology Usage Policy
- Australian Cricket Counselling and Disciplinary Procedure
- Australian Cricket Policy for Safeguarding Children and Young People.
- WA Cricket Values
- WA Cricket Respect @ Work Policy
- WA Cricket Directors & Leadership Team's Code of Conduct

- WA Cricket Board Charter
- WA Cricket Employment Agreements

## **BREACH**

A breach of this Policy may be considered serious and appropriate disciplinary action may be taken which may include a verbal warning, written warning or termination of employment.

WA Cricket also reserves the right to restrict or prevent access to Social Media by:

- Removing an Employee’s authorisation to post material or content on a company page or site;
- Restricting access to Social Media sites or apps on an Australian Cricket device;
- Requesting an Employee to deidentify themselves; and/or
- Removing, or requesting the removal of, any post that is deemed to be in breach of this Policy.

## **VERSION**

<b>Version</b>	<b>Issue Date</b>	<b>Updated By</b>	<b>Approved By</b>
5.0	2025	<ul style="list-style-type: none"> <li>- General Manager People &amp; Culture</li> <li>- General Manager Communications, Marketing &amp; Stakeholder Engagement</li> <li>- Board Governance Consultant</li> </ul>	WACA Board 4 June 2025

# WACA GOVERNANCE CHARTER

## APPENDIX W BOARD AND MANAGEMENT PERFORMANCE ENHANCEMENT POLICY

**RATIFIED BY WACA BOARD ON 8 SEPTEMBER 2015**

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.

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.

Similar induction processes may also be desirable for key executives.

#### 4. Professional Development

- Directors and key executives should have access to continuing professional development opportunities to update and enhance their skills and knowledge.
- 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.
- 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.
- The Organisation should provide allowance in its annual budget for this purpose.

#### 5. Outline of Induction and Evaluation Procedures

- Attachment 1 to this policy sets out the Organisation's standard induction procedure for new Directors and key executives.
- Attachment 2 to this policy sets out the Organisation's standard process for Board, Committee and director evaluation.
- Attachment 3 to this policy sets out the Organisation's standard process for senior executive evaluation.
- 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.

## **Attachment (1) - Appendix V - Board and Management Performance Enhancement Policy - 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 e.g. 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);
- 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.

## **Attachment (2) - Appendix V - Board and Management Performance Enhancement Policy - 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

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

## 2.3 Evaluation program

- The cycle for the Organisation's evaluation and review process or program for its Board, Committees and individual directors is 3-yearly.
- Discrete elements of the evaluation program desirably should be undertaken each year in accordance with the following process:

Year 1 – overall governance review and evaluation PLUS individual director discussions with Chair (as appropriate);

Year 2 – governance review and evaluation of Board Committees PLUS individual director interviews with Chair;

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.

## 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.

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

The aim is to take a 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.

## **Attachment (3) - Appendix V - Board and Management Performance Enhancement Policy - 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) SuccessFactors Performance Appraisal system goal setting and evaluation as well as 360 Values Feedback
- (ii) for the CEO, SuccessFactors goal setting and evaluation 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;

- (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;
  - (ii) sufficient advance notice of the SuccessFactors review to be given to reviewer and reviewee to allow time for proper reflection and preparation;
  - (iii) the SuccessFactors 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 to be included on the SuccessFactors systems for the employee;
  - (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.

# **WA CRICKET GOVERNANCE CHARTER**

## **APPENDIX X RISK MANAGEMENT POLICY**

**AMENDED BY WACA BOARD 8 OCTOBER 2025**

### **PURPOSE**

WA Cricket is committed to effectively managing risks associated with all aspects of its operations. This ensures that we safeguard our people, assets, and reputation while maintaining compliance with legal and regulatory requirements. Additionally, proactive risk management will enable our operations to be aligned to our strategic direction and risk appetite, by informing our decision-making, allowing us to pursue opportunities and allocate resources effectively. To recognise and manage material risks, WAC maintains a risk management framework which enables the recognition and management of material risks and provides assurance that recognised risks and opportunities are appropriately managed.

This policy outlines how WA Cricket will effectively identify and manage risks.

### **SCOPE**

This policy covers all risks including financial, brand and reputation, legal compliance and governance, people and safety, strategic, operational, stakeholders and cyber security.

### **RESPONSIBILITIES**

The WACA Board and Executive Leadership Team have ultimate oversight for risk management.

All WA Cricket employees and contractors have a shared and personal responsibility to ensure that our business activities are managed in accordance with this Policy.

## GENERAL

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 (vision, purpose, strategic and otherwise) and performance (vision, purpose, commercial and otherwise) of the Organisation 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 and is consistent with our risk appetite;
- 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;
- promote the application of risk management to support good decision making;
- Inform the organisation's external stakeholders of relevant material risks.

## DEFINITIONS

---

**Risk** is the effect of uncertainty on an organisation's ability to meet its objectives

**Risk Appetite** is the amount and type of risk that an organisation is prepared to pursue, retain or take in pursuit of its objective

**Risk Management** is the process of risk identification and analysis, examination of risk management alternatives, selection of appropriate risk management strategies, implementation of these strategies and monitoring of the effectiveness of these strategies

**Risk Mitigation** is the process of reducing risk exposure and minimising the likelihood of an incident and/or adverse outcome

## **5. Policy Implementation**

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;
- Maintain ongoing communication and consultation of risks and controls throughout the Organisation;
- Integrate a risk-based approach into the Organisation's management frameworks.

### **RISK APPETITE**

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.

The risk appetite should be reviewed annually to ensure it is consistent with WAC's overall strategic direction.

### **RISK IDENTIFICATION**

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.

## RISK MANAGEMENT FRAMEWORK

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.

The Organisation's Risk Management Framework provides the necessary foundations, processes and procedures, and organisational arrangements for effectively managing risk across the Organisation.

<u>Version</u>	<u>Issue Date</u>	<u>Updated By</u>	<u>Approved By</u>
3.0	7 December 2021	<ul style="list-style-type: none"><li>- Head of Strategy and Transformation</li><li>- Board Governance Consultant</li><li>- Governance Working Group</li></ul>	WACA Board 7 December 2021
3.1	8 October 2025	<ul style="list-style-type: none"><li>- Head of Strategy, Risk and Transformation</li></ul>	WACA Board 8 October 2025

# WACA GOVERNANCE CHARTER

## APPENDIX Y REMUNERATION POLICY

**RATIFIED BY WACA BOARD ON 2 SEPTEMBER 2025**

This Policy outlines the framework WA Cricket has in place to guide and structure remuneration and reward benefits for employees. It aims to ensure competitive and equitable remuneration, gender pay equity and rewards for performance and behaviours, aligned to WA Cricket values.

This Policy applies to employees including all permanent and fixed term employees, full time or part time, but excludes WA Cricket players.

### **Remuneration Principles**

The Policy is intended to ensure remuneration is appropriately competitive within the general employment market and sports industry and is therefore capable of attracting and retaining people with the capabilities to meet WA Cricket's strategic and operational objectives.

WA Cricket's approach to remuneration is to provide employees with similar pay for positions of similar level, work value and performance. This includes gender pay equity. At the same time, it encourages individuals to strive for higher levels of performance by providing a higher level of remuneration for higher levels of responsibility, work value and performance.

WA Cricket applies a work value approach to classify roles. The work value approach involves a systematic method of role evaluation to establish the internal relative value of different jobs in the organisation across functions and departments.

Salary bands are externally reviewed annually. The job classification structure references external market remuneration levels. This ensures that WA Cricket provides levels of remuneration which are reflective of, and competitive with the marketplace.

### **Annual Remuneration Review**

WA Cricket will conduct annual remuneration reviews although this does not obligate an increase in base salary.

The remuneration budget is established each year as part of the business planning process to ensure affordability and alignment with strategic and operational needs.

WA Cricket will consider the following factors when conducting the annual remuneration review:

- The remuneration budget
- Overall organisation performance against objectives
- External remuneration benchmark data
- Individual performance against performance goals and WA Cricket behaviours

For an individual to be considered for a remuneration review, they must meet the following criteria:

- Commenced employment by 31 December in that financial year;
- A performance rating of at least meets expectations for performance and consistently demonstrates WA Cricket Values;
- Must not have resigned prior to the date the increases are due to take effect; and
- Employees on extended leave (e.g. parental leave, other long-term leave) are included in the remuneration review and uplifts applied from the first pay period after they return to work.

### **Out Of Cycle Salary Review**

A Manager may request a position reevaluation and salary adjustment in the event of a notable change to a position outside of the annual remuneration review period. This review is subject to budgetary approval by the CEO.

### **Discretionary Incentive Payment**

WA Cricket may, at its discretion, provide an employee with a discretionary incentive payment in addition to the annual remuneration review to recognise performance above and beyond what was expected in their role.

<b>Version</b>	<b>Issue Date</b>	<b>Updated By</b>	<b>Approved By</b>
2.0	2 September 2025	- General Manager People & Culture - Chief Executive Officer	WACA Board 2 September 2025

# WACA GOVERNANCE CHARTER

## APPENDIX Z DIVERSITY POLICY

**RATIFIED BY WACA BOARD ON 14 NOVEMBER 2017**

### 1. General Purpose and Principle

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”).

This Principle will manifest itself in the following areas:

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.

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.

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).

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).

The Organisation will implement the strategies, initiatives, programs and measurable objectives referred to in paragraphs 1(c) and (d).

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.

## 2. Responsibility for Policy

- (a) Although the Board retains ultimate accountability for this Policy, the Board has delegated responsibility for Policy implementation to the CEO.

In turn the CEO has delegated to the GM-People & Culture 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

With respect to gender diversity, management will:

- (a) develop, for approval by the Board (including on recommendation of the Governance Committee) as appropriate:
- measurable objectives concerning the strategies, initiatives and programs referred to in paragraph 1(c);
  - targets or key performance indicators (KPIs) to verify progress towards attainment of those measurable objectives.
  - measure performance against those targets and KPIs;
  - report from time to time the progress of the matters referred to in paragraphs 3(a) and (b);
  - benchmark the Organisation's position on diversity and undertake gender pay equity
  - audits to gain insights into the effectiveness of this diversity policy;
  - 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

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**

(a) Reporting and accountability in the terms of this Policy will be a periodic item on the Board Agenda.

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**

(a) The following shall constitute addenda to this Policy as if set out in this policy:

- approved strategies, initiatives and programs and measurable objectives referred to in paragraph 1(c); and
- approved measurable objectives, targets and KPIs referred to in paragraph 1(d)

as may apply from time to time.

Attachment 1 to this Appendix Y sets out certain strategies, initiatives, programs, targets and objectives that are to apply.

**7. Overriding Caveat**

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.

## **Attachment (1) - Appendix Y - Diversity Policy - Strategies, Initiatives, Programs – Measurable Objectives, Targets & KPIs**

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

#### **(a) At Board/Board Committee level:**

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.

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.

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:**

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 Company Secretary for rectification (and on-referral as appropriate) having regard to the Policy.

Periodically review the Organisation’s physical environments and cultural practices to ensure that:

- they are “inclusive” in nature and responsive to the Policy; and
- they do not expressly or implicitly operate in a manner contrary to the Policy.

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**

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.

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.

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**

<b>Initiatives/Program</b>	<b>By When</b>
1. Introduce and apply Paid Parental Leave Policy	Completed
2. Undertake Unconscious Bias Training and other D&I Training	Annually
3. Review flexible approach to work with a view to formalising	Work in Progress
4. Develop and apply gender neutral recruitment strategies	Current and ongoing
5. Source funding and opportunities for leadership professional development	Current and 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]

	<b>Target</b>	<b>By When</b>
1.	<p>At Board level:</p> <ul style="list-style-type: none"> <li>• at least one of the next 2 Board appointments desirably should be gender minority with appropriate skills and attributes.</li> </ul>	When it is appropriate to expand or refresh the Board.
2.	<p>At General Manager level:</p> <ul style="list-style-type: none"> <li>• at least 50/50 gender ratio of Leadership Team</li> </ul>	Currently achieved and maintain until end of FY22
3.	<p>At Department Level;</p> <ul style="list-style-type: none"> <li>• Community Cricket <ul style="list-style-type: none"> <li>○ At least 50/50 gender ratio</li> </ul> </li> <li>• High Performance <ul style="list-style-type: none"> <li>○ 75% male 25% female</li> </ul> </li> </ul>	<p>By end of FY22</p> <p>By FY18 and improve year on year until end of FY22</p>
4.	<p>Management Level</p> <ul style="list-style-type: none"> <li>• At least 60% male and 40% female</li> </ul>	By FY18 and improve year on year until end of FY22
5.	<p>Workforce Level</p> <ul style="list-style-type: none"> <li>• At least 60% male and 40% female</li> </ul>	FY19 and maintain until FY22

**WACA GOVERNANCE CHARTER**

**APPENDIX AA**

**REFER APPENDIX K**

# WACA GOVERNANCE CHARTER

## APPENDIX AB PURCHASING POLICY (INCLUDING DELEGATION OF AUTHORITY MATRIX)

**RATIFIED BY WACA BOARD ON 7 DECEMBER 2021**

1. General Purpose and Principle

The Western Australian Cricket Association Limited (WA Cricket) incurs many millions of dollars per annum in costs. It is vital that these costs are incurred appropriately and efficiently to maximise the resources available to WA Cricket. A significant proportion of costs incurred are “purchases” – where goods and services are acquired from third parties.

This policy stipulates how purchases must be made.

2. Responsibility for Policy

Although the Board retains ultimate accountability for this Policy, the Board has delegated responsibility for Policy implementation to the Audit and Risk Committee.

In turn, the Audit & Risk Committee has delegated to the Chief Operating Officer (COO) the responsibility for the administration of this Policy (including its reporting to the Board, and/or the Audit & Risk Committee as appropriate).

3. Major Items of Purchase

- Ground Repairs and Maintenance
- Catering equipment including loose ware items
- Food and beverage items
- Hire of Equipment
- Contract Labour including security guards, high performance or business consultants
- Airfares and Accommodation
- Optus Stadium match and event costs
- Marketing and promotions
- Cricket Equipment and Apparel
- Printing

- Uniforms
- Capital Expenditure items (see definition below)

Capital expenditure is the purchase of assets including land, buildings, plant, equipment, vehicles, furniture, IT hardware, software, where the asset will provide benefits to WA Cricket over future periods. The future benefits will include increased revenue, reduced operating costs, statutory and legal compliance or a combination thereof.

Capital expenditure does not include purchases of assets for less than \$1,000.

Capital expenditure does include:

- Assets which are funded by third parties but where ownership will be with WA Cricket, or
- Assets which are subject to rental or lease over at least six (6) months.

#### 4. Budgets

WA Cricket uses an annual budget to plan, control and measure both operating and capital costs. All costs expected to be incurred during a Financial Year should be included in the budget. The annual budget is reviewed and approved by the Board.

Costs not included in the budget can only be incurred with written approval from the Chief Executive Officer (CEO). If the additional unbudgeted item of expenditure is more than \$50,000, Board approval is required. This CEO approval limit of up to \$50,000 per item is subject to an aggregate annual limit of \$300,000 (refer [Appendix 1](#) – Delegation of Authority Matrix).

Any individual purchase for approved budgeted costs, with a purchase price more than \$100,000 must be authorised in writing by the CEO prior to commitment (refer [Appendix 1](#) – Delegation of Authority Matrix).

Capital expenditure not included in the approved annual budget must only be incurred following approval of the CEO and COO. Board approval is required for items over \$25,000. This CEO approval limit of up to \$25,000 per item is subject to an aggregate annual limit of \$100,000 (refer [Appendix 1](#) – Delegation of Authority Matrix).

All Capital expenditure amounts more than \$250,000 per item, including items approved by the Board as part of the annual budget process, must be reviewed and approved by the Audit & Risk Committee prior to commitment (refer [Appendix 1](#) – Delegation of Authority Matrix).

#### 5. Authorisations

All Purchases must be approved in writing by the relevant General Manager prior to commitment, refer section 8, Purchase Orders.

The managerial positions with responsibility for budgeted costs are:

- Chief Executive Officer

- Chief Operating Officer
- General Manager- WACA Ground and Supporting Venues
- General Manager - Communication, Marketing and Stakeholder Engagement
- General Manager - High Performance
- General Manager - Community Cricket
- General Manager - People & Culture

General Managers only have authority for budgeted costs in their own area of responsibility and are subject to the requirements of this Purchasing Policy.

General Managers may delegate authorisation up to \$10,000 for the incurrence of costs to other 'direct-report' Managers. For example, the General Manager-High Performance may delegate the authorisation of budgeted costs up to \$10,000 to the High Performance Programs Manager. Similarly, the COO may delegate the authorisation of budgeted Finance related costs up to \$10,000 to the Head of Finance.

General Managers may also delegate authorisation up to \$2,000 for the incurrence of costs to their Managers 'direct-report' who are Supervisors.

## 6. Quotes

- (a) At least 2 written quotes must be obtained prior to the raising of a purchase order. The only exceptions to this are when:
  - A formal written Supply Agreement is in place, or
  - The purchase is less than \$2,000 or
  - Written approval has been obtained from the CEO or COO.
- (b) The quotes must be on a "like by like" basis so that an appropriate purchasing decision can be made.
- (c) A quotation number should be shown on each purchase order.
- (d) After receiving at least 2 quotes, the decision to purchase must be discussed with the relevant manager.

## 7. Supply Agreements

- (a) Supply Agreements are agreed written terms and conditions for the supply of goods or services for an estimated total value more than \$100,000 or for an extended period, being at least six (6) months. Supply Agreements include Agreements entered into by Cricket Australia (CA) from time to time for the benefit of the States including WA Cricket, for example the national travel agreement and the national insurance agreement.
- (b) Supply agreements must be for a maximum duration of three (3) years unless

otherwise approved by the Board (refer 7 (d) below). The supplier must be subject to due diligence and tender process before a supply agreement is entered into.

- (c) The CEO and/or COO must review and sign all Supply Agreements. Board Members may be required to sign certain Supply Agreements including those requiring the Common Seal to be affixed.
- (d) If a supply agreement is for longer than 3 years or for a total value of \$250,000 or more, Board Approval for the entering into of a Supply Agreement is required.

## 8. Purchase Orders (PO)

- (a) Subject to paragraph 8(e) below, all purchases must be subject to a written and authorised purchase order using the Basware P2P system ("PO system"). A requisition must be raised prior to generating the purchase order and prior to commitment to the expenditure. This gives the General Manager, Manager or Supervisor the opportunity to review and decline the requisition.
- (b) The PO must be authorised by the General Manager, Manager or Supervisor responsible for the relevant item of budgeted expenditure or the CEO as per the Delegation of Authority Matrix shown in [Attachment 1](#).
- (c) It is the responsibility of the authorising General Manager, Manager or Supervisor to ensure the PO is coded correctly.
- (d) All queries in relation to the PO system must be referred to the Head of Finance.
- (e) Purchases which do not require an authorised PO are as follows:
  - Electricity bill (monthly)
  - Gas bill (monthly)
  - Fuel account (monthly)
  - UBER (monthly)
  - Motor Vehicle Registrations (annually)
  - Rates and Water Rates (annually)
  - Bank fees (monthly)
  - Postage (Australia Post)
  - Insurance
  - Event and match costs
- (f) All travel services from Stage & Screen must be pre-approved by the relevant General Manager, Manager or Supervisor in accordance with the Delegation of Authority Matrix shown in [Attachment 1](#).

- (g) The travel related purchases noted in the paragraph above do not however require a PO through the PO system because separate purchasing systems are in place for these supplies.
- (h) All purchases must be from suppliers on the Authorised Supplier List (refer section 10)

**9. Purchases where no ABN Quoted**

Purchases through suppliers without an ABN should be avoided where possible. If a supplier does not have an ABN, WA Cricket will, as obliged by the ATO rules, deduct income tax at the top rate from the payment.

The only exception to this is if the supplier has provided a signed statement (“hobby form”) to the effect that the supply is made as a private pursuit or hobby with no expectation of profit or gain. A hobby form should not be accepted where a supplier charges a fee to WA Cricket, for example a coaching fee.

**10. Authorised Supplier List**

- a) The Authorised Supplier List (“List”) is based on sponsorship agreements, quotes and tenders in accordance with this policy. Suppliers may only be added to the List following CEO or COO approval. The List is maintained within the Basware P2P purchasing system.
- b) Purchases from suppliers not on the List will only be permitted with CEO or COO written approval.

**11. Breach of Policy**

- (a) It is a condition of employment that employees of WA Cricket comply with this policy and all other applicable laws.
- (b) A breach of this policy will be considered serious and appropriate disciplinary action will be taken which may include a verbal warning, written warning or termination of employment.

**12. Subject to Change**

- (a) This policy and other WA Cricket policies will be regularly reviewed in light of legislation and company changes. WA Cricket will provide employees with 7 days’ notice of any proposed change either in writing, electronic transmission, WA Cricket Intranet or by other means considered appropriate.
- (b) Employees will be required to comply with the policy as amended from time to time:
  - By way of transparency and accountability; and
  - To promote the obligations of the Policy.

**13. Accountability**

Reporting and accountability in the terms of this Policy will be a periodic item on the Board Agenda.

The Organisation commits to the communication of this Policy within the Leadership Team and staff including via its intranet.

**14. Purchases by WA Cricket Directors**

a) WA Cricket related travel services for WA Cricket Directors must be booked through the WA Cricket preferred travel provider by the CEO Executive Assistant. The following travel policy relates to the Board of Directors:

- a. Airfares – Economy class airfare using the “best fare of day” with any changes paid for by the Director.
  - b. Travel Allowance (accommodation and meals) – for intra/interstate and overseas travel is payable in accordance with the remuneration Tribunal (Official Travel) Determination 2019 Part 4, Division 1 “Travel Expenses and Travel Allowances” using the “Tier 2” category. Please refer to this legislation for the latest travel allowances.
  - c. Transfers – Use of taxi or ride share provider (non-premium offering) will be reimbursed by WA Cricket.
  - d. Hire Car – If a hire car is approved for use by WA Cricket Chair, fuel required for use of the hire car will be reimbursed, however failure to fill the tank upon vehicle return will be at the Directors own expense.
  - e. WA Cricket will not reimburse Directors for other incidentals/expenses, some examples of which include: room incidentals i.e. mini bar & movies, confectionary, magazines and newspapers, personal items i.e. deodorant & toothpaste, fines i.e. traffic and parking infringements. Meals are to be reimbursed to the Director using the “Payment Request Form” in 14(c).
- b) Any expenses incurred while in Perth will be reimbursed on approval from the WA Cricket Chair.
- c) All WA Cricket related Board expenditure (other than bookings via the WA Cricket preferred travel provider) are to be reimbursed to the Director using the “Payment Request Form” accompanied by supporting receipts.

**Attachment (1) – Purchasing Policy - Delegation of Authority Matrix**

<b>Commitment</b>	<b>Board</b>	<b>CEO</b>	<b>COO &amp; General Manager</b>	<b>Manager</b>	<b>Supervisor</b>
Contract or Deed which must be signed under Seal	Yes	No	No	No	No
Contract – more than \$250,000	Yes	No	No	No	No
Contract – more than 3 years	Yes	No	No	No	No
Contracts – less than \$250,000 and less than 3 years	N/A	Yes (with COO)	No	No	No
Operating Expenditure – purchase of goods and services – In Budget	N/A	Yes	Items <\$100k	Items <\$10k	Items <\$2k
Operating Expenditure – purchase of goods and services – Not in Budget	Items >\$50k	Items <\$50K (aggregate \$300k p.a.)	No	No	No
Capital Expenditure – In Budget	N/A	Yes	No	No	No
Capital Expenditure – Not in Budget	Items >\$25k	Yes (with COO) - Items <\$25k (aggregate \$100k p.a.)	No	No	No
New Employee Contract – In Budget	N/A	Yes	No	No	No
New Employee Contract – Not in Budget	Yes	<\$120k (package)	No	No	No

# WACA GOVERNANCE CHARTER

## APPENDIX AC RESERVES POLICY

RATIFIED BY WACA BOARD ON 6 JUNE 2023

### BACKGROUND

This Policy has been adopted by all Parties that make up Australian Cricket regarding reserve policy matters.

Each Australian Cricket entity endorses this 'Reserves Policy' as an Australian Cricket Policy that must be complied with by Australian Cricket Personnel.

A review of the Policy will be conducted annually and adapted and adjusted to WA Crickets own position and economic conditions.

### PRELIMINARY

#### Definitions

For the purpose of this Policy and unless the context otherwise requires:

**Australian Cricket Personnel** means:

- (a) Employees;
- (b) Volunteers engaged by the Entity;
- (c) Directors and Officers, excluding Directors and Officers who are governed by an Entity's Code of Ethics (or equivalent code that deals with anti-corruption matters); and
- (d) Board and Committee members other than directors and officers;

**Australian Cricket entity (AC)** means Cricket Australia and all State and Territory Cricket Associations (including the Big Bash League Clubs) as follows: Cricket ACT, Northern Territory Cricket, Cricket New South Wales, Queensland Cricket, South Australian Cricket Association, Cricket Tasmania, Cricket Victoria and Western Australia Cricket Association;

**Liquidity** means total cash and debt held by WA Cricket.

**State and Territory Associations (S&TA)** means Cricket ACT, Northern Territory Cricket, Cricket New South Wales, Queensland Cricket, South Australian Cricket Association, Cricket Tasmania, Cricket Victoria and Western Australia Cricket Association;

**Surplus Reserves** means cash held in excess of total reserves, as calculated using the methodology outlined within this policy.

**WGIP** means the WACA Ground Improvement Project being constructed on the northern end of the WACA Ground funded by the State and Federal Government's, Cricket Australia (CA) and WA Cricket.

**CA** means Cricket Australia.

## 1. PURPOSE

It is prudent business management for WA Cricket to maintain an adequate and sustainable level of reserves. This helps to safeguard against an adverse event or series of events, to allow the business to maintain a level of normal operations until alternative revenues or other funding can be sourced and/or adjustments made to operating costs.

At the same time, it is important for the WA Cricket not to carry excessive reserves. To do so is to unnecessarily reduce the investment in cricket in the State.

This policy sets out how the indicative level of reserves should be determined, allocated and accessed.

## 2. SCOPE

This Policy applies to WA Cricket and follows a similar framework across Australia Cricket developed in 2017 by Australian Cricket Entity's CFOs and approved by the WACA Board in 2017.

## 3. DETAIL

### Types of Reserves

1. Operating Reserve
2. Sinking Fund
3. Facilities Fund
4. Surplus Reserves
5. Debt facility

Type of 'Reserve':	← RISK →			→ OPPORTUNITY →
	OPERATIONAL RESERVE	SINKING FUND	FACILITIES FUND	
Description of 'Reserve':	Traditional "rainy-day" reserves for future event that may or may not occur	Funds to allow for highly probable future event(s)		
Most likely occurrences when utilised:	<ul style="list-style-type: none"> <li>• Unexpected shortfall in revenue</li> <li>• Unexpected demand on resources</li> <li>• Unanticipated opportunities</li> </ul>	<ul style="list-style-type: none"> <li>• Likely maintenance or replacement of asset (or part of an asset)</li> <li>• Example: lifts at High Performance Centre</li> </ul>	<ul style="list-style-type: none"> <li>• Expectation of ongoing and future local State or Territory facility requirements</li> </ul>	
Methodology:	<ul style="list-style-type: none"> <li>• Based on external revenues and net assets / liabilities</li> <li>• Risk weighted</li> <li>• Subject to annual review</li> </ul>	<ul style="list-style-type: none"> <li>• Based on specific forecast requirements</li> <li>• Subject to annual review</li> <li>• Quantity Surveyors report</li> <li>• Masterplan</li> </ul>		
Funding of Reserves (and replenishment):	<ul style="list-style-type: none"> <li>• Based on agreed timeframe (consistent with long range projections &amp; likelihood of event recurring)</li> </ul>	<ul style="list-style-type: none"> <li>• Based on forecasted allocations into fund from operational budget</li> <li>• Investment returns from surplus reserves (these will also flow to cover operational expenditure)</li> </ul>		
Accessing Funds	Specific rules and conditions	Based on requirements as they eventuate		

## **Basis of Calculation of Reserves**

### **1. Operating Reserve**

The operating reserve should be sustainable and calculated with reference to planned external revenues (and include Cricket Australia funding), with an appropriate risk weighting applied to each category of revenue.

In addition, any balance-sheet related items should be incorporated into the operating reserve calculation, for example a significant contingent liability or interest-bearing debt.

The calculated % risk\* is the risk that, should an event occur, will result in a financial impact e.g. per the example below, there is a 20% chance that \$3m of Membership revenue will not be achieved. Should this occur, then there will be an adverse financial impact of \$0.6m.

WA Cricket current minimum cash reserve is \$9m based on a 40% risk weighting (excluding CA funding) across external revenue categories, as authorised by the WACA Board in August 2018.

Refer to **Appendix A** for Reserve Policy Annual Review and Minimum Reserve Assessment.

### **2. Sinking Fund**

Amounts to cover the maintenance and renewal of cricket facility assets, based on highly probable expenditure in the foreseeable future and supported by detailed forecast and / or 3<sup>rd</sup> party report (eg WGIP). The WGIP will have a sinking fund once completed in accordance with the State Government funding agreement. This fund will be used for the maintenance of the new facility.

### **3. Facilities Fund**

Amounts to cover the investment in new and renewed cricket facilities, based on highly probable expenditure in the foreseeable future and supported by detailed forecast and / or 3<sup>rd</sup> party report. Typically, amounts here will be for larger, identified facilities projects (e.g. WGIP). These amounts are held in separate bank accounts and reviewed by funding partners for proper use toward the WGIP.

### **4. Surplus Reserves**

Cash, investments, or equivalent that are not allocated to either the Operating Reserve, Sinking Fund or Facilities Fund.

### **5. Debt facility**

As prudent not-for-profit entities, WA Cricket should only borrow funds as a last resort or when there is an acceptable (attractive) commercial return relative to the risks assumed. With the WGIP to be developed debt funding may be needed to complete the Project. If this is the case, the total liquidity is to be used and the minimum cash reserve is factored in the overall liquidity of WA Cricket.

### **Review – Internal**

The level of reserves should be kept under constant review.

At the very least the level of reserves should be reviewed and confirmed annually as part of the budget and year-end accounts process (Refer **Appendix A**).

The period of review is dependent on the respective entity, for example:

- Due to the cyclical nature of the ICC Future Tours Program (ICC FTP), Cricket Australia will perform their review of reserves over the period of their Long-Range Plan.
- WA Cricket, who is not directly susceptible to income or balance sheet risks due to the ICC FTP, will have an annual period of review.

Any changes to Reserves should be approved by the WACA Board.

### **Review – External**

Consistent with Australian Cricket's strategic period and cycle of the ICC Future Tours Program, the collective reserves of Australian Cricket should be reviewed periodically (at least once every four years).

Should it be deemed appropriate in the circumstances, external advisors may be utilised as part of the review process.

### **Investment of Reserves**

Reserves and Surplus Reserves should be invested in accordance with the WA Cricket's approved Investment Policy and be separately identifiable (refer **Appendix B**).

Reserves may be held in the form of:

- Cash on deposit;
- Other financial assets, including managed investment funds;
- Investments, including property not used in the day-to-day business;
- Any other assets not used in the day-to-day business;
- Assets employed in the day-to-day business of promoting Cricket are not considered to be a part of reserves.
- Debt, only needed for the WGIP to increase liquidity.

Where a risk is foreseeable, then unrestricted net assets should be allocated consistent with the value of the risk.

Earnings on reserves (e.g. investment returns) may be used as part of a strategy to reach a sustainable level of reserves and replenish sinking and facilities funds.

## **Borrowing**

### **Normal Operations**

As prudent not-for-profit entities, WA Cricket should only borrow funds as a last resort or when there is an acceptable (attractive) commercial return relative to the risks assumed.

In order to minimise external interest costs and borrowing fees, borrowing and lending between Cricket entities should take preference over external arrangements.

The following borrowing-lending arrangements on agreed terms and conditions should be considered ahead of external borrowing:

- Between States and CA
- Between States and States
- Between States and the Strategic Growth Fund (SGF)
- Between States and States, with CA acting as guarantor (as agreed)

### **WGIP**

In order to complete the WGIP and to manage and minimize cashflow risk, debt funding may be needed and if this is the case total liquidity must be taken into account when determining the minimum cash reserves and access to cash reserves will be approved by the WACA Board as long as the minimum liquidity is maintained.

As part of the funding above, WA Cricket, through the WA Cricket Foundation (WACF), has committed to fund \$11m towards the WGIP. Any shortfall in what is funded through the WACF will be funded out of WA Crickets cashflow. In order to do this access to the reserves and a potential debt facility may be needed.

If such a debt facility is needed, the cash reserve will factor in cash available (or liquidity) to enable the WGIP to be developed. For the WGIP, the WACA Board approves that WA Cricket can access the cash reserves only if a minimum cash reserve including debt is available. The preference is to have a debt facility that's gives WA Cricket flexibility but incurs unwanted debt constraints. For instance:

- No mortgage over the WA Cricket assets (a negative pledge is acceptable).
- Flexibility between a line of credit, bank overdraft and debt repayment as last resort.

When considering a debt facility this must be in accordance with the WACA Constitution. Section 7.1(d) General Powers states: "Other than with the approval of Members in General Meeting, the Board shall not:

(iii) mortgage, charge, pledge or encumber by way of security by any means whatsoever or howsoever any land or other assets or income of the Organisation".

If there is no mortgage, pledge or encumber by way of security over WA Cricket Assets no approval is needed by Members. WA cricket is not seeking any security over assets by any bank institution.

**For example**, if the minimum cash reserves is \$9m and WA Cricket has a debt facility of \$10m the liquidity of WA Cricket is \$19m with the minimum needed to

continue to be \$9m. WA Cricket current forecasted year end cash balance is \$11m (as at 30 June 2023) and with a \$10m debt facility (line of credit) would have access to \$21m. WA Cricket has contributed \$4m of the \$11m towards the WGIP as at 30 June 2023 leaving a remaining \$7m to be raised by the WACF or WA Cricket.

**Example Only:**

<b>Liquidity (a)</b>	<b>\$21m</b>
Cash (forecast as at 30 June 2023)	\$11m
Debt Facility (eg line of credit)	\$10m
<b>WA Cricket WGIP Contribution (b)</b>	<b>\$10.4m</b>
Remaining commitment (\$11m minus \$4m)	\$7.4m
Contingencies (estimate)	\$3m
<b>Net liquidity - (a) minus (b)</b> (above the \$9m minimum)	<b>\$10.6m</b>
Cash	\$0.6m
Debt Facility	\$10m

**4. ACCESS TO RESERVES**

Each entity is responsible to ensure that the level of reserves is maintained, with access to the reserves to be approved by the Board (through the Chief Operating Officer, or equivalent).

Should an event occur that requires access to reserves (examples below), then an immediate review of reserves is required and should include, at a minimum, the following:

- the agreed allocation from within current reserves to address the event;
- the period in which access to the reserves is required;
- the level of ongoing future reserves; and
- the reserves replenishment strategy (if required).

Examples of where access to reserves may be required:

- Major infrastructure construction at the WACA Ground, for example:
  - The WACA Ground Improvement Project construction to build a community facility with cricket at its heart.
- Unexpected shortfall in revenue, for example:
  - the loss or material depletion of a material revenue stream e.g. loss of a sponsor, reduced media rights revenues due to the cancellation of India’s tour of Australia;
  - a change in the ICC FTP that otherwise would require borrowing from a 3rd Party;

- where Australian Cricket's funds have been allocated on the basis of future revenue targets and these have not eventuated, the extent in which any adjustment to the operating model is required.
- Unexpected demand on resources, for example:
  - A global health pandemic
  - Emergency or terrorist event
- Unanticipated opportunities, for example:
  - The opportunity to “buy-back” an Australian Cricket-asset that will result in significant future revenue streams and strategic benefits
- A change in direction, for example:
  - Community needs have shifted, and resources are required to phased out the old and bring in the new.

## **5. RELATED DOCUMENTS**

**Appendix A** – Reserve Policy Annual Review and Minimum Reserve Assessment

**Appendix B** - Investment Policy

## APPENDIX A

### RESERVE POLICY ANNUAL REVIEW AND MINIMUM RESERVE ASSESSMENT

**REVIEW DATE: 14 April 2021**

The WA Cricket current reserves are based on a 40% risk weighting across all revenue categories (excluding CA funding). This resulted in a \$9m minimum reserve to be held by WA Cricket.

The WA Cricket current reserves are based on the following risk weighting for each revenue category, as authorised by the WACA Board in August 2018:

<b>Cash Reserve Policy</b>					
<b>Original Model (updated on 31/05/18)</b>					
<b>Revenue Stream</b>	<b>\$ (m)</b>	<b>WAC Calc Risk</b>	<b>Reserves (Weighted) \$m</b>	<b>Policy Calc Risk</b>	<b>Extra Risk Assumed by WAC</b>
Membership	\$10.4	30%	\$3.1	20%	10%
Sponsorship	\$3.0	80%	\$2.4	20%	60%
Ticket Sales	\$2.7	50%	\$1.4	50%	0%
Catering	\$1.0	50%	\$0.5	50%	0%
Grants	\$0.5	80%	\$0.4	80%	0%
Corp Hosp	\$0.7	60%	\$0.4	60%	0%
Cricket Prog	\$0.2	50%	\$0.1	50%	0%
Other	\$2.2	50%	\$1.1	50%	0%
	<b>\$20.7</b>		<b>\$9.4</b>		
<b>Overall Risk</b>		<b>45%</b>		<b>40%</b>	<b>5%</b>
<b>WA Cricket Reserve (less Grants)</b>			<b>\$9.0</b>		

Below is a review of the current reserve policy as at 14 April 2023 based on the revenues from FY23. With the reduction in CA funding over the past couple of years due to COVID-19 WA Cricket has included CA revenues into the risk assessment based on a 5% risk factor.

<b>Cash Reserve Policy Review FY23 (April 2023)</b>					
<b>Revenue Stream</b>	<b>\$ (m)</b>	<b>WAC Calc Risk</b>	<b>Reserves (Weighted) \$m</b>	<b>Policy Calc Risk</b>	<b>Extra Risk Assumed by WAC</b>
Membership	\$5.7	30%	\$1.7	20%	10%
Sponsorship	\$3.3	50%	\$1.7	20%	30%
Ticket Sales	\$3.6	40%	\$1.4	40%	0%
Catering Rebate	\$0.8	30%	\$0.2	30%	0%
Function & Events	\$1.4	40%	\$0.6	30%	10%
Grants	\$0.7	80%	\$0.5	70%	10%
Corp Hosp	\$0.9	50%	\$0.4	50%	0%
Cricket Prog	\$0.2	50%	\$0.1	50%	0%
Other	\$1.1	50%	\$0.5	50%	0%
	<b>\$17.6</b>		<b>\$7.2</b>		
Overall Risk			41%	<b>40%</b>	<b>1%</b>
CA	\$21.9	5.0%	\$1.1		
<b>Total</b>	<b>\$39.5</b>		<b>\$8.3</b>		
Overall Risk			21%		
<b>WA Cricket Reserve (less Grants)</b>			<b>\$7.8</b>		

WA Cricket's risk factor policy is 40%. WA Cricket had taken up extra weighting as a conservative approach to the minimum reserves needed and as a result the actual risk weighting percentage is higher than the policy of 40%.

This explains why the percentages above under "Policy Calc Risk" equals 48% and not 40% as per the policy. With the review of the Policy and the history and experience of the past few years pre, during and post COVID-19 Global Health Pandemic, this has been updated in the review of the policy.

Based on a review of the risk factors and revenues over the past year (including impact of a global health pandemic over the past few years) and adding the inclusion of Cricket Australia funding into the policy, the current reserve policy of \$9m in reserves is more than adequate in the current environment. The reserve policy can in fact be reduced to \$7.8m to enable increased investment into the WACA Ground.

# WACA GOVERNANCE CHARTER

## APPENDIX AD CRICKET COMMITTEE CHARTER

**RATIFIED BY WACA BOARD ON 12 OCTOBER 2021**

### 1. Remit

To act as a forum of the Board in relation to the:

#### **Strategic Oversight of Elite Cricket in WA.**

“Strategic Oversight” means Board level or high-level overview, without overlap into operational matters.

“Elite Cricket” is defined as male and female state squads, including second XI, state under-age squads from 17’s upwards and Big Bash League (male and female).

### 2. Scope

The scope of the Cricket Committee includes, but is not limited to matters of:

- Performance of the elite cricket programs, benchmarked against Australian cricket;
- Leadership and the key attributes required to drive a successful and ethical high performance culture;
- Processes and systems, for example, the processes for selection of elite squads and teams and the processes for appointment of key personnel including head coaches and captains;
- Programs for Player, Coach, Umpire and Talent Development;
- Review of any elite cricket strategic plans requested by the Board;
- Processes in relation to the pathways to elite cricket squads;
- Reporting on these matters to the Board;
- The Committee has the authority to access information on elite cricket programs via the CEO.

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

### 3. Committee Governance

#### (a) Establishment of the Committee

- (i) The Committee is established under the authority of the Board.

- (ii) The composition, charter, 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 will be appointed and re-appointed by the Board and will consist of:
  - Not less than 2 and not more than 4 Board Directors, having regard to their skills, experience and attributes;
  - One of the Board Directors will be appointed by the Board as Chair of the Committee.
- (ii) The members of the Committee will be appointed by the Board and subsequently in October each year for a period of 12 months. Any vacancies which occur will be filled by the Board.
- (iii) The following executive officers will generally be available to attend Committee meetings, at the discretion of the Committee:
  - CEO;
  - GM-High Performance
- (iv) The Committee may invite other persons to attend Committee meetings at its discretion.

(c) Secretarial Support

If required by the Committee Chair, secretarial support will be provided to the Committee by WACA staff or the Company Secretary.

(d) Meeting Schedule

- (i) The Committee will meet as determined by the Committee Chair, in conjunction with Committee Members.
- (ii) If required by the Committee Chair or the Board, Committee agendas and supporting papers will be distributed to Committee members a reasonable period in advance of the meeting.
- (iii) A quorum will comprise at least 50% of members of the Committee, but not less than two Directors.

(e) Decision making/Committee resolutions

(i) The Committee has no decision-making powers, however it may make recommendations to the Board. No resolution or recommendation of the Committee will be binding on the Board.

(f) Minutes

(i) If required by the Committee Chair or the Board, minutes of each meeting will be prepared by WACA staff or the Company Secretary.

(ii) The minutes (if prepared) of each Committee meeting will be submitted to the next succeeding meeting of the Committee.

(g) Reporting

The Committee, through its Chair, will report in summary to the Board at the next Board meeting after each Committee meeting with a copy of the Committee minutes (if prepared) becoming available to the Board as soon as is reasonably practicable.

The report should include but not be limited to:

- Material issues arising at the meeting of the Committee:
- Any matters in the opinion of the Committee should be brought to the attention of the Board.

(h) Term

The initial term of the Committee is for two years, from July 2020 to July 2022, with a review by the Board in October 2021 in order to assess the effectiveness of the Committee.

The Committee may be disbanded by the Board at any time.

# **WACA GROUND IMPROVEMENT PROJECT (WGIP)**

## **APPENDIX AE LANDSCAPE AND PUBLIC ART STRATEGY FRAMEWORK**

**RATIFIED BY WACA BOARD ON 12 OCTOBER 2021**

### **INTRODUCTION**

A Landscape Design and Public Art Strategy will be prepared by Plan E and Artify Consulting respectively on behalf of WA Cricket and Cox Architecture.

The Public Art Strategy will identify a range of artwork and interpretation opportunities to be progressed as part of the WACA Ground Improvement Project (the Project), as required by Development WA's Percent for Art Policy which will be integrated in liaison with Plan E and the landscape design.

### **CULTURAL AND COMMUNITY REFERENCE GROUP**

A cultural and community reference group is developing the concept plan for the WACA Ground Plaza which includes landscape design, heritage overlay and the use of items of historical significance in the plaza and within the WACA Ground itself.

The reference group is similar to the WGIP Working Group (PWG) in that it does the day to day work in landscape, community and art space and refers matters to the Artwork Selection Panel in the same way the PWG makes recommendations to the Steering Committee. Like the Steering Committee any recommendations adopted by the Artwork Selection Panel will proceed to the WACA Board for formal approval.

### **ARTWORK SELECTION PANEL**

An Artwork Selection Panel (ASP) has been established to bring together expert, stakeholder and cultural advice on matters relating to the proposed commissioning and acquisition of permanent public art for the Project. As part of the artwork commissioning process the ASP will be asked to review artist's concept proposals against the identified opportunities and approve selected artists for commission.

The ASP scope of works will include the review of the broader Interpretation Strategy prepared by Artify on behalf of WA Cricket. The Interpretation Strategy will include the use of the cultural narrative report, cricket heritage/recognition including physical items of significance and any potential statues/sculptures. The ASP will also review and recommend the plaza landscape design to the WACA Board.

Further to this recognition rights for inventory within the WACA Ground will be considered by the ASP and recommendations made as appropriate.

## **Art Selection Panel Members**

John Inverarity MBE AM, WACA Board Director (Chair)  
Steve Goodall, Interim Co-Chair WA Cricket Aboriginal Advisory Committee  
Glenn Mitchell, Member of WA Cricket Gallery of Greats Selection Committee  
Justin Michael, WA Cricket Interim CEO  
Stephen Hall, WACA Ground Museum Co-ordinator  
Dr Richard Walley OAM, Noongar Cultural Advisor  
Matthew Batchelor, Cox Architecture

Andrew Baranowski, Plan E (Landscape Architect)\*  
Carolyn Karnovsky, Artify Consulting (ASP Facilitator, Art Coordinator)\*  
Brad Paatsch, Paatsch Group (WA Cricket Client Lead)\*  
James Martin, DCWC (WGIP Project Manager)\*

\*non-voting advisors

## **Meeting Schedule**

It is envisaged that the ASP members will be required to attend 1-3 meetings to determine recommendations to the WACA Board in line with the WGIP timelines. Meetings can be held in person or via video conference.

## **SCOPE OF WORK**

- **Stage 1: Public Art Strategy, Artist Briefs and Artist Shortlist** - Attend briefing session with Artify on Public Art Strategy, Artwork Briefs and Artist Shortlist. Artify will outline public art opportunities, artist procurement methodology and artists selected to develop a Concept Proposal.
- **Stage 2: Concept Design Proposal**
  - Review the Concept Design Proposals prepared by Artists
  - Seek input from non-voting advisors
  - Complete the evaluation form for each artist, including comments and reasoning for marks.
  - Finalise and sign off the artists who will be commissioned and contracted to go forward into design development and fabrication.
- **Stage 3: Interpretation Strategy Review**
  - Attend briefing session with Artify on Interpretation Strategy. Artify will outline location and approach for interpretive materials, content and other items.
  - Review designs for statues/sculptures if agreed to proceed in previous stage(s).
- **Stage 4: Design Development Stage**
  - Review design development documentation, ensuring the design intent from the Concept Design stage has been ensured, and provide feedback/comment to Artify. This review may take place via email, teleconference or in person.
  - When there has been a material change or development, review construction documentation and provide comment.
- **Stage 5: Recognition Rights Stage**
  - Review recognition rights principals, framework and inventory
  - Finalise names for recognition rights for approval by the WACA Board

# WACA GOVERNANCE CHARTER

## APPENDIX AF WHISTLEBLOWER POLICY

RATIFIED BY WACA BOARD ON 4 JUNE 2025

WA Cricket is committed to maintaining high standards of conduct, promoting a culture of ethical behaviour and encourages the reporting of instances of suspected unethical, illegal, or fraudulent conduct involving WA Cricket.

This Policy is designed to encourage those who see wrongdoing to speak up and confirms that the whistleblowing protections will be applied to an *eligible whistleblower* who makes a disclosure to an *eligible recipient* about a *disclosable matter*. The Policy outlines how WA Cricket will support and protect those who make such reports, and how it will deal with and investigate Protected Disclosures.

### DEFINITIONS

**Australian Cricket** means the entities of Cricket Australia and all State and Territory Cricket Associations (including WA Cricket)

**Disclosable Matter** is a disclosure of information where the discloser has “*reasonable grounds*” to suspect that information relating to WA Cricket or a related entity is:

- An improper state of affairs or circumstances
- An illegal activity (including conduct of officers and employees) – meaning activity in breach of any law of the Commonwealth
- Conduct (including conduct of officers and employees) that represents a danger to the public or financial system.

**WA Cricket person** means any past or present employee, player, Board Director, contractor, supplier of goods and/or services to WA Cricket (or a tenderer to supply goods or services to WA Cricket) or who otherwise has dealings with WA Cricket or is an associate of WA Cricket

**Eligible Recipient** means an officer or senior manager of WA Cricket (these are defined in the Act as “a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to significantly affect the company’s financial standing) or to WA Cricket’s external auditors, or actuaries.

**Protected Disclosure** means a report of Reportable Conduct made by a Whistleblower in accordance with this Policy.

**Protected Disclosure Officer** means a person specified as a Protected Disclosure Officer of this Policy.

**Protection** means that Whistleblowers who engage in protected disclosure are free from fear of reprisal for their disclosures.

**Reasonable Grounds** means the discloser has the suspicion that could reasonably be formed based on the facts and information available to them. The recipient is not required to believe the suspicion. If the disclosure is unfounded, in other words there are no reasonable grounds to suspect, the discloser is not protected by this Policy or the Corporation Act.

**Reportable Conduct** means conduct that amounts to misconduct or an improper state of affairs.

**Whistleblower** includes anyone who is, or has been:

- an employee or player (whether full time, part time, casual, temporary) of WA Cricket
- a WACA Board Director
- a supplier of goods or services to WA Cricket or an employee (whether paid or unpaid) of such a person;
- an associate of WA Cricket, such as a person with whom WA Cricket acts in concert;
- a relative, dependent or spouse of an individual who otherwise constitutes a Whistleblower; and
- any other person who is an eligible whistleblower in accordance with applicable legislation, including the Act and the *Taxation Administration Act 1953* (Cth), from time to time.

In addition to the protections under this Policy:

- The Corporations Act 2001(Cth) (“the Act”) provides specific protections to whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances (including a breach of legislation including the Corporations Act); and

The Taxation Administration Act 1953 (Cth) provides specific protections to whistleblowers on tax related matters.

## **MATTERS THAT SHOULD BE REPORTED**

A Whistleblower (including a WA Cricket Person) is encouraged to report any conduct they have reasonable grounds to suspect amounts to Reportable Conduct. This includes conduct by a WA Cricket Person which:

- contravenes WA Cricket’s procedures and policies;
- contravenes Australian Cricket codes, procedures and policies; and/or
- is illegal.

Reportable Conduct may include, but is not limited to, any actual or reasonably suspected:

- conduct or practices while on official duty that are illegal or breach any law;
- corrupt activities while on official duty;
- theft, fraud or misappropriation while on official duty;
- harassment, discrimination, victimisation or bullying (other than personal work-related grievances as defined in the Act);
- material mismanagement or waste of WA Cricket’s funds or resources;
- conduct which is potentially damaging to health, safety or environment (including the health and safety of any WA Cricket person) including unsafe work practices;
- conduct that is reasonably likely to cause loss to WA Cricket, or otherwise that is reasonably likely to be detrimental to its interests or reputation;

- action taken against, or harm suffered by a Whistleblower as a result of making a report under this Policy;
- abuse of authority or a conflict of interest, breach of trust or breach of duty;
- conduct that is prescribed by regulation.

## **MATTERS THAT ARE NOT COVERED BY THIS POLICY**

A disclosure that is not about Reportable Conduct will not qualify for protection under this Policy or the Act.

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection.

Personal work-related grievances can be about any matter in relation to the person's employment, or former employment, with WA Cricket which may have implications for the discloser personally, but which does not have significant implications for WA Cricket, or relate to any Reportable Conduct.

WA Cricket persons who believe that they have a personal work related grievance should raise the matter in accordance with the *WA Cricket Grievance Procedure*.

A disclosure involving a personal work-related grievance can still qualify for protection under this policy such as:

- where the grievance relates to conduct that has been taken against a person because they made a report under this policy or
- if the disclosure otherwise has significant implications for WA Cricket and relates concerns alleged conduct that could be an offence, or contravention

## **MAKING A PROTECTED DISCLOSURE**

### *Who Qualifies for Protection?*

A person qualifies for protection under this Policy if:

- they are a Whistleblower; and
- they have made a report of Reportable Conduct.

### *Matters to consider before reporting*

A Whistleblower who makes a Protected Disclosure under this Policy must do so in good faith and only if they have reasonable grounds to suspect that Reportable Conduct has occurred.

While WA Cricket acknowledges that Whistleblowers may not have absolute proof or evidence of Reportable Conduct a report should, where possible, include the reasons for the concerns and make full disclosure of the relevant details of the conduct and supporting documentation.

### *Officers responsible for receiving disclosures*

WA Cricket has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct including:

- a Protected Disclosure Officer; or
- the **Cricket Integrity Hotline** (externally monitored) via the following methods
  - Phone 1300 FAIR GAME (1300 3247 4263),
  - Email [Fairgame@coreintegrity.com.au](mailto:Fairgame@coreintegrity.com.au)
  - Online



After receiving a disclosure, the Cricket Integrity Hotline will provide details of the disclosure to the relevant Protected Disclosure Officer. Where a Whistleblower provides their contact details to the Cricket Integrity Hotline, those contact details will not be provided to any other person without the Whistleblower's consent.

While it is WA Cricket's preference that you raise reports with the Protected Disclosure Officers or through the Cricket Integrity Hotline, it is important to note that under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the company (defined in this policy as an Eligible Recipient).

Reports may also be made to ASIC, APRA, or to a prescribed Commonwealth authority in accordance with the Act.

In limited circumstances a public interest disclosure or an emergency disclosure can also be made to a journalist (as defined by the Act) or a Member of Parliament of the Commonwealth, the Parliament of Western Australia. If any person is concerned as to whether any disclosure, they may seek to make in respect of Reportable Conduct is covered by this Policy or the Act, that person should seek legal advice.

#### *Protected Disclosure Officers*

WA Cricket's Protected Disclosure Officers are:

Carla Brayn  
 General Manager - People & Culture  
[carla.brayn@wacricket.com.au](mailto:carla.brayn@wacricket.com.au), 0411 056 570

John Stephenson  
 Chief Executive Officer  
[John.stephenson@wacricket.com.au](mailto:John.stephenson@wacricket.com.au), 0429 215 185

Justin Michael  
 Chief Operating Officer  
[justin.michael@wacricket.com.au](mailto:justin.michael@wacricket.com.au), 0413 705 282

Richard Marshall  
 WA Cricket Company Secretary  
[richard.marshall@wacricket.com.au](mailto:richard.marshall@wacricket.com.au), 0411 056 576

#### *Anonymity*

A Whistleblower may elect to make a Protected Disclosure anonymously and still be protected under the Act. The Whistleblower can choose to remain anonymous while

making a Protected Disclosure, over the course of the investigation and after the investigation is finalised. WA Cricket will take reasonable steps to keep your identity confidential and reduce the risk of disclosure in the course of an investigation by:

- allowing for anonymous disclosures to be made to the Cricket Integrity Hotline;
- allowing Whistleblowers to use anonymised email addresses; and
- allowing Whistleblowers to adopt a pseudonym for the purpose of their Protected Disclosure (for example, where the Whistleblower's identity is known by the Eligible Recipient who received the report, but they do not wish to disclose their identity to others).

We will only share your identity as a whistleblower, or information likely to reveal your identity if:

- you consent;
- the concern is reported to ASIC, APRA, the Tax Commissioner or the Australian Federal Police; or
- the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

## **INVESTIGATING A REPORT**

### **Procedure**

All Protected Disclosures will be acknowledged promptly and, in any event, within seven days of receipt. Reports will generally be reviewed and investigated by WA Cricket People & Culture department unless there is a real or perceived conflict of interest.

The relevant investigator will:

- document the report and determine whether it qualifies for protection under this Policy;
- determine whether a formal investigation is required;
- determine what steps are to be taken to protect the whistleblower from detriment
- where appropriate, commence an investigation into the report;
- review all supporting evidence and make determinations as to whether Reportable Conduct is likely to have occurred; and
- consider any possible remedial action that may be required.

It may be the case that external professionals and/or the Cricket Australia Integrity Unit are engaged to assist in the investigation process.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact the Whistleblower to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation. Where a report is submitted anonymously, WA Cricket will conduct an investigation based on the information provided to it.

Any substantiated reports will be managed in line with other applicable WA Cricket and Australian Cricket codes and policies, and appropriate action taken in relation to any substantiated conduct.

In order to ensure proper process and to prevent actual or perceived unethical conduct, the Protected Disclosure Officer and chosen investigator will not be the same person.

WA Cricket will make every effort to ensure that procedural fairness is afforded to a person mentioned in, or who is the subject of a report of Reportable Conduct that qualifies for protection under the Act.

### **Progress and conclusion of investigations**

Once an investigation is completed, the investigator will report the findings of the investigation to the WA Cricket Company Secretary who will report on all whistleblower incidents on a quarterly basis to the WA Cricket Audit and Risk Committee. For the avoidance of doubt, if the Company Secretary is in any way referenced in, or implicated by, the Reportable Conduct, findings will be provided directly to the Chair of the Audit and Risk Committee.

If the Chair of the Audit & Risk Committee (or as appropriate) is satisfied that Reportable Conduct has occurred, they will make a recommendation to either the Chief Executive Officer or the Chair of WA Cricket (as appropriate), as to the action which should be taken. The findings of the investigation will also be reported to the Audit and Risk Committee.

### **Communication**

The Whistleblower will, where appropriate, be regularly updated on the progress of the investigation and be kept informed of the outcome of the investigation. Whistleblowers must maintain confidentiality and not disclose details of the report to any person except as permitted under applicable laws.

## **PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

### **Protection from detrimental acts or omissions**

Where a Protected Disclosure is made, WA Cricket will take all reasonable steps to ensure that the Whistleblower will not be personally disadvantaged or suffer any detriment including the following:

- dismissal or alteration of their position or duties to their disadvantage;
- injury to the person in their employment;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm; or
- damage to the person or their property, reputation, business or financial position.

Actions that are not detrimental conduct include administrative action that is reasonable for the purpose of protecting a discloser from detriment, and managing a discloser's unsatisfactory work performance, if the action is in line with WA Cricket's performance management framework.

Any WA Cricket person who is found to have caused detriment to a Whistleblower because of their status as a Whistleblower, may be subjected to disciplinary measures, including dismissal in line with relevant WA Cricket policies.

The WA Cricket Grievance Procedure should be applied if a WA Cricket person considers that they have suffered detriment in breach of applicable legislation or a code or policy of WA Cricket.

## **Vexatious Reports**

if the Whistleblower's report is found to be deliberately misleading, malicious or vexatious, in that the Whistleblower has knowingly or recklessly made a false report of wrongdoing, the Whistleblower may be subject to disciplinary proceedings, including dismissal in serious cases.

## **Confidentiality**

It is illegal for a person to identify a Whistleblower, or to disclose information that is likely to lead to the identification of a Whistleblower (which they have obtained directly or indirectly because the Whistleblower made a disclosure that qualifies for protection), to any person who is not connected with the investigation into the Reportable Conduct, except where:

- the disclosure is made to ASIC, APRA or a member of the Australian Federal Police;
- the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act;
- the Whistleblower who made the report consents in writing to the disclosure; or
- the disclosure is required by law.

In circumstances where consent to disclose the Whistleblower's identity has not been provided, WA Cricket may disclose information that is not the identity of the whistleblower and is reasonably necessary for the investigation, where all reasonable steps have been taken to reduce the risk the Whistleblower will be identified as a result of the disclosure.

To maintain confidentiality of a Whistleblower's identity, WA Cricket will to the extent permitted by law:

- ensure personal information or reference to the Whistleblower's identity is redacted in all investigation and reporting documents;
- refer to the Whistleblower in a gender-neutral context; and
- ensure that all paper and electronic documents and materials relevant to the report of Reportable Conduct will be stored securely, with access limited to those directly involved in managing and investigating the disclosure.

## **Compensation and other remedies**

In certain circumstances, a Whistleblower can seek compensation and other remedies through the courts if:

- they suffer loss, damage or injury because of making a disclosure of Reportable Conduct; and
- WA Cricket failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

## **Civil, criminal and administrative liability protection**

Any Whistleblower who makes a Protected Disclosure in accordance with this Policy has protection under the Act from criminal, administrative and civil liability in relation to the making of the disclosure.

These protections do not grant the Whistleblower immunity for any misconduct the

Whistleblower has engaged in that may be revealed in their disclosure of Reportable Conduct.

## **SUPPORT AND TRAINING**

WA Cricket will periodically provide training and support to employees about this Policy and staff inductions will include education.

## **BREACH OF POLICY**

A breach of this Policy will be considered serious and appropriate disciplinary action will be taken which may include a verbal warning, written warning or termination of employment.

## **RELATED LEGISLATION AND STANDARDS**

- *Corporations Act 2001* (Cth) as amended by the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth)
- Other relevant Federal, State or Territory legislation or regulations.

<b>Version</b>	<b>Issue Date</b>	<b>Updated By</b>	<b>Approved By</b>
2.0	5 June 2025	<ul style="list-style-type: none"><li>• General Manager People &amp; Culture</li><li>• Board Governance Consultant</li></ul>	WACA Board 4 June 2025

# WACA GOVERNANCE CHARTER

## APPENDIX AG INVESTMENT POLICY

**RATIFIED BY WACA BOARD ON 9 NOVEMBER 2021**

### Table of Contents

1. About this Document
2. Investment Strategy
3. Investment Manager Implementation
4. Risk Management
5. Investment Constraints / Restrictions
6. Conflict of Interest
7. Tax Risk Management

#### **1. About This Document**

- 1.1 The purpose of the investment document is to enable the Board to formulate written policies to be complied by it in relation to the following matters in connection with investments:
  - i) the investment strategy;
  - ii) the benchmarks and standards for assessing performance;
  - iii) risk management; and
  - iv) any matters specified in regulations.
- 1.2 This document highlights the investment strategies and the appropriate asset allocations under the following:
  - i) High growth
  - ii) Moderate growth
  - iii) Low growth
- 1.3 To facilitate the efficient management of the investment strategy, the WACA Board has established an investment Committee which is a Sub-Committee of the Audit & Risk Committee with independent experts in investments. This committee will make recommendations regarding investments to the Audit & Risk Committee and the Board. The Committee will engage an Investment Adviser / Asset Consultant to provide the

appropriate investment recommendations and provide regular reporting as required, to the Sub-Committee.

- 1.4 The mission of the WACA is to lead, promote and manage the game of cricket in Western Australia. In delivering this vision the WACA is subject to rules contained in its constitution, governance charter and the corporate regulations of ASIC.
- 1.5 WACA has a minimum cash reserves policy. See Reserves Policy attached to this document.
- 1.6 The investment strategy must not at any time expose WACA to risks that are inconsistent with the beliefs, reputation and values of WACA, as determined by the Board, other than normal investment market risk that is associated with growth assets and is subject to daily market movements.
- 1.7 Investments must comprise of transparent, appropriately risk adjusted and diversified portfolio with strong management, oversight and regular reporting.

## **2. Investment Strategy**

- 2.1 The WACA Investment Strategy is broken up into the following risk profiles – High, Moderate and Low.
- 2.2 The WACA Investment Strategy is the key document that sets out the WACA's investment directions to the Board. The key requirements of the strategy are:
  - i) only invest excess funds above the WACA Reserve Policy minimum (see **Appendix A**);
  - ii) requires the Board to maximise return on the investments over the long-term;
  - iii) the expected benchmark investment return against CPI for each risk profile is as follows:
    - a) **Benchmark Investment Strategy – High:** would be CPI + 4.5% to 5.5% pa over the long term;
    - b) **Benchmark Investment Strategy – Moderate:** would be CPI + 3% to 4.5% pa over the long term
    - c) **Benchmark Investment Strategy – Low:** would be CPI + 1.5% to 3% pa over the long term
  - iv) requires the Board to determine an 'acceptable but not excessive' level of risk in targeting the benchmark return;
  - v) requires the Board to act in a way that:
    - a) is consistent with best practice for not for profit member-based organisations;
    - b) minimises the potential impact of the financial markets on the corpus of the WACA portfolio;

- 2.3 The benchmark return of at least CPI + 4.5% to 5.5% pa (**Investment Strategy - High**) implies that the investments ideally should, if possible, aim to be positioned to have a high probability of achieving the minimum CPI + 4.5% pa return. This in turn implies a relatively high risk-taking stance on average over market cycles having higher exposure to “risk assets” such as shares (domestic and global) - subject to not taking ‘excessive’ risk.
- 2.4 The benchmark return of at least CPI +3% to 4.5% pa implies that the investment strategy (**Investment Strategy - Moderate**) ideally should, if possible, aim to be positioned to have a high probability of achieving the minimum CPI +3% pa benchmark return. This in turn implies a moderate risk- taking stance on average over market cycles while avoiding taking excessive risk.
- 2.5 The Board understands that there is a strong desire to facilitate stability in investment returns, and therefore achieving above benchmark returns with low levels of investment risk is attractive. This suggests that an ideal solution would be the construction of a well diversified portfolio that is not overly exposed to any one macroeconomic factor, asset class or region – except to the extent that the Australian dollar denomination of the mandate indicates a preference for Australian-domiciled investments. However, this approach is not always feasible or appropriate.
- 2.6 For the purposes of measuring the investments outcomes and determining success, the Board considers the reference to the ‘long term’ to mean rolling 10-year periods.
- 2.7 The Investment Strategy for the High and Moderate Strategy is framed in a relative return sense and not an absolute return sense. The portfolio will have an asset allocation to Australian and Global shares and Property investments around which there will be appropriate tolerance levels and rebalanced basis, back to the appropriate benchmarks as required.
- 2.8 Given the Board’s belief that prospective risks and returns vary over time, the portfolio will be reviewed regularly to assess whether there is an adequate reward for risk inherent in market prices.
- 2.9 When markets appear to offer poor reward for the risk, the aim is to reduce exposures. Conversely, when there is excess reward available, the aim to increase overall risk exposures, targeted towards assets that offer superior long-run returns. When the reward for risk is at normal levels, the aim should be biased towards targeting high levels of expected return but seek to control risk through diversification and portfolio level risk management strategies.
- 2.10 The **Investment Strategy – Low** offers the lowest risk and lowest return to the WACA with investments in Australian financial institution term deposits and business accounts, with smaller allocation to growth assets. The minimum cash reserves are held in these accounts.
- 2.11 The WACA has a minimum cash reserves policy of \$9m (see *Appendix A*).
- 2.12 The Investment Strategy Low is the default position if no decision is made on either of the High or Moderate investment strategy.

### **Long term investment considerations**

- 2.13 With the Investment Strategy – High, the Board must seek to maximise the return earned by the investments over the long term. There are three main comparative

advantages to being a long-term investor:

- i) the ability to take on greater levels of market risk, on the assumption that a long-term investor is prepared to tolerate the shorter-term volatility that come with the greater market risk exposure. The greater market risk ought to (albeit in practice it need not necessarily) be rewarded with higher long-term returns;
- ii) the ability to be counter-cyclical, patient and opportunistic. The investor can use its long-term nature to reduce risk when prospective returns are unattractive and wait for more compelling opportunities to buy (or sell). At times of market stress when other investors are selling, the long-term investor is able to step in and provide liquidity to the markets in return for outsized forward looking expected returns.
- iii) the ability to accept capital being locked up in assets or structures that are impossible and/or costly to sell out of within a short period of time. It is unlikely that the Investment Committee will commit to investments in this category, such as private equity.

2.14 The balance between these three advantages is controllable.

2.15 The Board's approach to the **Investment Strategy – High** seeks to benefit from long term investment considerations by;

- i) having a meaningful exposure to risk assets, given the expected (but not guaranteed) higher long-term rewards for this risk;
- ii) seeking to rebalance the portfolio within the appropriate benchmarks of the asset allocation, thereby maintaining discipline in both good markets and bad markets.
- iii) The portfolio risk is to be managed dynamically where upon if substantial changes in market conditions justify changes to the portfolio asset allocation. Whilst the portfolio strategy is under regular review and will be adjusted as the relative attractiveness of different sectors changes, meaningful changes to the investments risk profile are only expected upon substantial changes in external conditions.

2.16 With the **Investment Strategy – High**, the Board must seek to maximise the return earned by the investments over the long term. There are three main comparative advantages to being a long term investor:

- i) the ability to take on greater levels of market risk, and seek higher returns on average as a result;
- ii) the ability to accept capital being locked up in assets or structures that are impossible and/or costly to sell out of within a short period of time. Such investments ought to (albeit in practice they need not necessarily) attract a premium return to compensate for this loss of liquidity; and
- iii) the ability to be counter-cyclical, patient and opportunistic, and thereby invest more when risk premia are more attractive.

2.17 The **Investment Strategy - Moderate** is unlikely to try and exploit the comparative advantages above to the same extent as a high return objective, long-term fund.

In particular:

- i) the risk tolerance will be lower than that of a typical long-term investment;
- ii) the tolerance for illiquid investment will be lower than that of a typical long-term investment. Nonetheless, this strategy may still undertake a degree of (adequately rewarded) illiquid investment – particularly where the underlying investments are expected to generate income; and
- iii) the preparedness to take large counter-cyclical positions will likely be limited, particularly where risks are elevated. While the investments will be managed to seek out the best rewards for risk, subject to an appropriate level of risk tolerance. It is anticipated that there will be a stronger imperative to defend the investment portfolio when prospective risks appear poorly rewarded, rather than to increase portfolio risk significantly above average when risk premia are rich but risk levels are elevated.

### Risk profile

- 2.18 The Board will consider the appropriate risk exposure that is required for the investment strategy to achieve the investment benchmark return over the long-term, or, equivalently, rolling 10-year periods.
- 2.19 While achieving the benchmark return over the long-term is the Board's primary objective, it also considers the 'quality of the journey' over the medium term to ensure that the investments are not exposed to excessive risk along the path. Given its long-term orientation, the Board views risk management, in terms of understanding and managing the possible incidence of poor return outcomes, to be most appropriately considered in the context of three-year periods.
- 2.20 An expression of the required investment risk profile needs to encompass a targeted return to ensure the positioning is not too conservative, as well as a tolerance for risk to ensure our overall risk is not excessive.
- 2.21 The strategic asset allocation pool for a HIGH Investment Strategy is to be as follows (30% defensive assets/70% growth assets):

Asset Classes	Minimum Allocation %	Tolerance Levels
1. Cash (defensive asset)	5	+ - 10%
2. Fixed Interest (defensive asset)	25	+ - 10%
3. Global Equities (growth asset)	30	+ - 5%
4. Domestic Equities (growth asset)	30	+ - 5%
5. Property & Infrastructure Securities Funds (growth asset)	10	+ - 5%

2.22 The strategic asset allocation pool for a MODERATE Investment Strategy is to be as follows (50% defensive assets/50% growth assets):

Asset Classes	Minimum Allocation %	Tolerance Levels
1. Cash (defensive asset)	10	+ - 10%
2. Fixed Interest (defensive asset)	40	+ - 10%
3. Global Equities (growth asset)	22.5	+ - 5%
4. Domestic Equities (growth asset)	22.5	+ - 5%
5. Property & Infrastructure Securities Funds (growth asset)	5	+ - 5%

2.23 The strategic asset allocation pool for a LOW Investment Strategy is to be as follows (70% defensive assets/30% growth assets):

Asset Classes	Minimum Allocation %	Tolerance Levels
1. Cash (defensive asset)	15	+ - 10%
2. Fixed Interest (defensive asset)	55	+ - 10%
3. Global Equities (growth asset)	12.5	+ - 5%
4. Domestic Equities (growth asset)	12.5	+ - 5%
5. Property & Infrastructure Securities Funds (growth asset)	5	+ - 5%

2.24 The following statement summarises the Board's preferred risk profile for this investment strategy. The Board believes this statement is consistent with the strategy requirements to take 'acceptable but not excessive' risk whilst aiming to maximise returns:

- i) the portfolio of investments is managed such that there is a relatively high probability of exceeding the benchmark return on a prospective basis over the long term considered as 10 years

2.25 Whilst the portfolio will have the standard asset allocation required to achieve the appropriate returns in normal conditions, from time-to-time conditions will be such that the expected return will not be achieved. At such times the Board will consider what whether the asset allocation is appropriate for the market conditions. This will need to be informed by the specific conditions at the time.

2.26 Similarly, there may be times when conditions are such that the Board wishes to deliberately depart from this risk profile. For example, if risk adjusted returns are assessed to be very high (say after a major market event that causes prices to fall sharply and excessively) it may be prepared to run higher risk exposure levels (given the outsized reward for that risk) and vice versa.

## Investment risks

2.27 The Board considers investment risk to be broken down into the following categories:

- i) **Macro risks.** These include the risk of macroeconomic variables changing, particularly differently from general market expectations, and the impact this has on the portfolio and achieving objectives.
  - a) We generally consider four high-level macro factors, being growth, inflation, real interest rates and risk premia. Interactions between these variables are believed to be the most influential driver of investment risk. Although it is desirable in theory to have a balanced exposure to unanticipated changes in these macro factors in constructing the portfolio, this may not be feasible or appropriate.
  - b) Macro risks also include geopolitical and regulatory risks that can impact on the portfolio. These will generally manifest themselves in changes in macro and market risk factors, although there can also be an impact on the range of instruments available to the portfolio and the cost of managing the portfolio.
- ii) **Market risk.** This includes the risks of being exposed to all investment markets. It includes equity risk, credit risk, currency risk, interest rate risk and the risk of price movements in supply-constrained resources (such as commodities and land). To manage the market risks and in doing so give effect to the above requirements the Board undertakes the following steps:
  - a) It considers what it believes to be the primary measure of market risk, and what it believes to be an 'appropriate but not excessive' level of market risk to target, given the expected returns achievable and the benchmark return stated in the Investment Strategy.
  - b) It designs a Target Asset Allocation that is expected to maximise the prospective long-term returns given the market risk appetite.
    - o Given a belief that the prospective returns and risks for markets change through time, and the long lead times associated with the portfolio build of certain asset classes, the Board considers that dynamic management of the Target Asset Allocation is appropriate. The Target Asset Allocation is discussed further below.
    - o A key principle underlying the Board's approach to designing a Target Asset Allocation is diversification - combining assets that are not perfectly correlated reduces risks without necessarily impacting upon expected returns. The WACA must be confident that diversifying investments are accretive to the total portfolio risk adjusted return. Diversification for the sake of diversification alone could see an investor stray into poor investments and must be avoided.
- iii) **Liquidity risk.** Liquidity risk can impact the portfolio in two ways: the inability to meet near term cashflow obligations and the loss of control over the strategic composition of the portfolio.
  - a) Given the WACA Reserve Policy and that all portfolios still maintain exposure to defensive assets, such as term deposits and other fixed income (eg Government Bonds, this risk is mitigated.

#### iv) Inflexibility risk

- a) Illiquidity in the portfolio also reduces the Board's ability to manage the allocations in the portfolio. Significant market moves will distort the portfolio away from the desired strategy and can lead to the forced sale of assets at a price that is disadvantageous and crystallises a loss of value.
  - b) The Board assesses the aggregate level of liquidity in the portfolio, having regard to the time to divest, the riskiness and currency denomination of the assets, and the level of undrawn commitments. The Board aims to manage portfolio flexibility over the forward planning horizon in a proactive and disciplined manner that is designed to ensure that the investment program is not subject to undue disruption or any erosion of intrinsic value.
- v) **Specific risk.** This is the risk that arises from the specific idiosyncratic risk of individual investments, or groups of related investments.
- a) The Board's approach to the management of significant specific issuer and counterparty exposure risks is centred on a monitoring and reporting regime, rather than seeking to explicitly regulate or limit such exposures.
  - b) This approach is taken in the context of the Board's mission and structure as a long-term investor, seeking to take risk to generate high real returns over a ten-year time horizon. As such it is recognised that the overarching market and economic exposures will, at all times, vastly overshadow any realistic individual issuer or counterparty exposure.
  - c) Nevertheless, in the prudent management of a diversified portfolio, the Board must ensure that any large individual exposures are justified by their risk and return characteristics and their contribution to the quality of the overall portfolio.
  - d) This approach is therefore focused on providing a transparent reporting framework to ensure management and the Board are knowledgeable and satisfied with all significant exposures. This knowledge can then be incorporated in the portfolio construction decision making process and in the process of holding the Agency to account for the implementation of the Board's strategy. It should be noted that exposure limits are set within investment strategy.
- vi) **Investment manager risk.** This is the risk that the external investment managers selected to implement the desired market exposures may deliver results which are materially lower than expectations. The Board has a range of processes to ensure that manager selection, monitoring and termination procedures are of the highest quality. Controls are in place to ensure an appropriate level of manager diversification. This approach also recognises the importance of partnering with aligned external firms who are more likely to deliver value over the long term.
- a) It is the understanding that the WACA policy is to not invest in any individual security where the parent company has an investment grade rating of below A- (see **Appendix B**).
- vii) **Operational efficiency risk.** The Board establishes and maintains a set of appropriate authorisations to and controls of the investment manager to facilitate operational efficiency in the management of the portfolio.

## The Target Asset Allocation

2.28 In framing the Target Asset Allocation, the Board focuses on a set of broad asset groupings as follows:

- **Fixed income:** This category represents the counterbalancing risk to the growth portfolio assets and is an important component in risk adjusted returns and rebalancing.
- **Equities:** This category represents the systematic risk inherent in investing in corporate enterprise. It includes listed Australian equities, listed global equities (including emerging markets).
- **Alternatives:** It is unlikely in the early stages of the investment program, that these assets will be included in the portfolio.
- **Portfolio overlays:** It is unlikely in the early stages of the investment program, that these assets will be included in the portfolio.

## Geographical allocation

2.29 The Board accepts that Australia represents less than 2% by market capitalisation, of the world share markets and therefore, is happy to invest in global assets to obtain exposure to areas such as technology, pharmaceuticals and aeronautical companies that are well represented in a global portfolio but not a domestic portfolio.

2.30 The following is relevant as far as geographical allocation is concerned:

- i) Geographic diversification is helpful for reducing overall portfolio risk. While the pursuit of such diversification should not dominate the search for the best available investment opportunities (on a risk adjusted, after tax and costs basis), the Board believes it is important that geographical risk is managed at the total portfolio level.
- ii) Given our base currency is Australian dollars, allocations to Australia can offer particular advantages in terms of a potentially improved match with our investments return benchmark (defined as a real return above domestic CPI), reduced liquidity risks and reduced currency management risks and costs. We therefore have a natural preference for domestic investments where they meet our return and risk criteria.
- iii) The geographical allocation is detailed in the asset allocation section.
- iv) The international exposure can be hedged to 50% against a rising Australian dollar if the investments adviser considers this appropriate.

## Control framework

2.31 The Board formally reviews the investment strategy and targeted exposures twice each year and more frequently as needed.

2.32 To facilitate the efficient management of the portfolio, the Board has established:

- i) An investment committee which is a subcommittee of the Audit & Risk Committee with independent experts in investments;

- ii) a set of control ranges within which it authorises Management to implement the exposures;
- iii) the Audit & Risk Investment Sub-Committee has the power to delegate the investment management to external qualified industry participants.

### **3. Investment Manager Implementation**

#### **Introduction**

- 3.1 The Board engages an investment management firm as part of the execution of its investment strategy for all or part of the investment portfolio.
- 3.2 For the purposes of this document the term 'Investment Manager' includes entities providing management services as described above.
- 3.3 Investments in which assets are specifically targeted by the Board will involve both the selection of, and due diligence on, the Asset by the Investment Manager.
- 3.4 The Board identifies Investment Manager risk as: 'the risk that the external Investment Managers selected to implement the desired market exposures may deliver performance which is materially lower than expectations.'
- 3.5 These risks are managed and controlled through:
  - i) ensuring a high-quality initial selection decision;
  - ii) maintaining a rigorous ongoing monitoring program; and
  - iii) replacement of the manager if performance is deemed to be unacceptable.

#### **Investment manager and asset selection**

- 3.6 The Chief Operating Officer (through the WACA Committees and Board and with assistance from the Head of Finance) is ultimately responsible for Investment Manager/Asset selection and ongoing monitoring and will ensure that appropriate resources are in place around Investment Manager appointments, Asset investments and co- investments in accordance with the investment strategy of the WACA.
- 3.7 In undertaking due diligence, the WACA will seek to understand whether there are any issues related to the Investment Manager, or Asset that may impact upon the reputation of the WACA. Processes must be in place to manage and monitor the potential reputation risk.
- 3.8 The Board in conjunction with the Audit and Risk Committee, management and the Investment Manager will, on an annual basis, review the strategic asset allocation for a period. The strategic asset allocation will be set with the intention that the investment strategy best meets the mission of WACA and the beliefs and objectives of this policy. Where applicable, the individual assets may need to be increased or sold down in order to maintain the strategic asset allocation.
- 3.9 This policy sets the approved asset classes and target asset allocation as discussed.

## Investment manager and asset monitoring

- 3.10 Once a transaction is completed, the investment manager will undertake a rigorous ongoing monitoring process. The investment manager will report on the performance of the investments on a regular basis as determined by the Board.
- 3.11 The Chief Operating Officer (through the WACA Committees and Board and with assistance from the Head of Finance) will be responsible for investment mandate compliance. Any compliance breaches identified as a result of this monitoring activity are to be reported to the WACA's Investment Committee.
- 3.12 In the case of Investment Manager selection, appointment and monitoring is based on the following criteria:

<b>Investment Manager evaluation criteria</b>
1. Past performance
2. Business
3. People & Culture
4. Process
5. Fees, terms and governance

- 3.13 In considering Asset opportunities the following issues are assessed:

<b>Asset opportunities evaluation criteria</b>
1. Risks
2. Returns
3. Structure
4. Manager arrangements
5. Governance

- 3.14 Co-investments are assessed against the following criteria:

<b>Screening criteria</b>
1. Attractive returns
2. Acceptable risk exposure
3. Core manager expertise
4. No adverse selection
5. Acceptable manager alignment
6. Relationship focused
7. No syndications
8. Acceptable manager concentration
9. Appropriate investment size
10. Acceptable reputation and ESG risk

## **Active risks**

- 3.15 The Board's approach to the management of active risks is centred on a monitoring and reporting regime, rather than seeking to explicitly regulate or limit such exposures.
- 3.16 The Board is alert to the idiosyncratic risks that can arise through the exercise of manager discretion, albeit within the limits defined by individual manager mandates. The Board should be satisfied that these exposures are justified by their risk and return characteristics and their contribution to the quality of the overall portfolio.
- 3.17 Tracking error is a commonly used measures of the active risk that a particular Investment Manager brings to a portfolio. However, it is recognised that tracking error assumptions are imprecise and as a result any risk metrics calculated based on those assumptions should be considered only as rough estimates and as a means of assessing the relative riskiness of the managers.

## **Schedule of Reporting**

- 3.18 The Investment Manager, in conjunction with management where required, will provide to the Investment and the Audit and Risk Committee reporting in the format agreed under the following timetable (specific due dates to be determined):
- 3.19 Continual reporting available online
- i) Portfolio valuations
  - ii) Portfolio income summary
- 3.20 On a quarterly basis:
- i) Portfolio performance
  - ii) Portfolio valuation
  - iii) Portfolio transactions for the period
  - iv) Portfolio income for the period
  - v) Investment commentary and outlook including lead indicators that are influencing the portfolio)
- 3.21 On an annual basis:
- i) Summary of positions including realised and unrealised gains
  - ii) Portfolio performance
  - iii) Portfolio valuation
  - iv) Portfolio transactions for the period
  - v) Portfolio income for the period

## **4. Risk Management**

### ***Introduction***

- 4.1 The Board believes that effective governance of its own operations is essential to the successful pursuit of its objectives. In particular, it is focused on the prudent management of risk.

- 4.2 The WACA 'owns' each risk and must ensure that there are controls in place to appropriately manage the risk within the Board's risk appetite. The business is responsible for identifying, analysing, managing, monitoring and reporting risks.

***Monitoring and managing risk***

- 4.3 Risk is considered in three broad categories: investment risk, operational risk and external risk:

- i) Investment risk - risks for which we expect to be compensated. These risks often cannot be eliminated, particularly if they are of a strategic nature, nor are they inherently undesirable if they are compensated by expected returns. We therefore seek to optimise rather than minimise investment risks.
- ii) Operational risks - risks for which we do not expect to be compensated. While some level of operational risk is unavoidable in practice, normally we are not compensated for it (ie higher operational risk is not usually expected to produce higher expected returns). This makes operational risk inherently undesirable and hence we seek to take all reasonable measures to minimise it without imposing excessive costs or constraints on our strategy, decision making or operations.
- iii) External risks - risks that arise from external events which are outside the organisation's control. These external events usually have a very low probability of occurrence (or at least their form and timing are not predictable) or they are difficult to envisage. They may include natural disasters or terrorism with immediate and major impact, or geopolitical or regulatory change with long- term material impact. These are also likely to be inherently undesirable, but since they are outside our control they cannot be minimised or optimised. We therefore seek to prepare for such events and manage their impact should they occur.

- 4.4 The Board has overall responsibility for risk management for the organisation. This includes setting the risk appetite and acceptance of the residual risk rating for each key risk identified in the organisation's Risk Register.

- 4.5 The WACA operates a number of committees which are directly involved in the oversight of risk management as documented in their respective charters, including:

- i) Audit & Risk Investment Sub Committee
- ii) Audit & Risk Committee

The Board's Audit & Risk Investment Sub Committee has been established to provide assurance to the Audit and Risk Committee and the Board that the risks detailed in the organisation's Risk Register are appropriately identified and managed.

## **Risk culture**

4.7 Risk culture is a key component of the broader organisational culture. The WACA Finance Team assists in promoting a positive risk culture by:

- Championing quality risk conversations at key Board Committees
- Steering the organisation towards appropriate responses to incidents, including any appropriate training or adjustments to controls
- Developing and implementing a framework that facilitates clarity of individual roles, responsibilities and accountabilities.

## **5. Investment Constraints / Restrictions**

### **Ethical Constraints**

The WACA is committed to socially responsible investment and will not knowingly invest in an organisation that conducts business without due regard for the impact on the environment, human rights, public safety, dignity of employees and effect of their business operations on communities within which they operate.

In particular, the WACA will not invest directly in alcohol, betting and tobacco organisations.

Investment Manager/s are held to these constraints, by this policy, and within the terms of their appointment, and must undertake all practical means to ensure compliance.

### **Other Restrictions**

Without specific approval by the Board, no arrangement may be made by the Audit and Risk Committee, management or Investment Manager/s for WACA to enter into any type of securities lending arrangement, securities repurchase agreement, margin lending/other borrowing arrangement, or any leveraged securities arrangement, including warrants, options or other derivative product.

## **6. Conflict of Interest**

- 6.1 Conflict of interest can exist in situations where there is the potential (real or perceived) for either a personal or organisational benefit to arise from an individual's position as decision maker. This includes the potential to have an undue influence on others making decisions that may benefit the individual or their related organisation.
- 6.2 All parties to the investment management process of WACA have obligations to avoid ethical, legal, financial or other conflicts of interest, and to ensure that their activities and interests do not conflict with those of WACA.
- 6.3 It is WACA policy to require self – declaration where an individual has any reason to believe a real, perceived, or potential conflict may exist. The Chair of the Board (or other designated person) will provide advice or counsel in any conflict-of-interest situation.

## 7. Tax Risk Management

- 7.1 The WACA is a non-for-profit entity and for Australian income tax purposes is income tax exempt.

### Appendix A – WACA Reserve Policy

### Appendix B - Investment Grade Ratings

The WACA will not invest in a security where the parent company has an investment grade rating below A-.

The table below documents the WACA's position:

Investment Grade Ratings	Investing in Parent Company Securities
AAA	Yes
AAA-	Yes
AA+	Yes
AA	Yes
AA-	Yes
A+	Yes
A	Yes
A-	Yes
BBB+	No
BBB	No
BBB-	No

<b>Document Integrity Control</b>			
<b>Action</b>	<b>Date of Board Approved Change</b>	<b>Effective Date</b>	<b>Authorised by</b>
Adoption of this Charter	8 September 2015	8 September 2015	WACA Board
Update of this Charter	14 November 2017	14 November 2017	WACA Board
Update of this Charter	6 February 2018	6 February 2018	WACA Board
Update of this Charter	6 March 2018	6 March 2018	WACA Board
Update of this Charter	31 July 2018	31 July 2018	WACA Board
Update of this Charter	4 December 2018	4 December 2018	WACA Board
Update of this Charter	7 May 2019	7 May 2019	WACA Board
Update of this Charter	2 July 2019	2 July 2019	WACA Board
Update of this Charter	1 October 2019	1 October 2019	WACA Board
Update of this Charter	3 December 2019	3 December 2019	WACA Board
Update of this Charter	5 May 2020	5 May 2020	WACA Board
Update of this Charter	7 July 2020	7 July 2020	WACA Board
Update of this Charter	20 October 2020	20 October 2020	WACA Board
Update of this Charter	6 April 2021	6 April 2021	WACA Board
Update of this Charter	12 October 2021	12 October 2021	WACA Board
Update of this Charter	7 December 2021	7 December 2021	WACA Board
Update of this Charter	5 April 2022	5 April 2022	WACA Board
Update of this Charter	8 November 2022	8 November 2022	WACA Board
Update of this Charter – Standing Orders and Board Directors & Leadership Team Code Of Conduct	2 May 2023	2 May 2023	WACA Board
Update of this Charter – Reserve Policy	6 June 2023	6 June 2023	WACA Board
Update of this Charter – Investment Policy	9 November 2021	9 November 2021	WACA Board
Update of this Charter – WA Cricket Foundation Board Charter And Gift Policy	5 September 2023	5 September 2023	WACA Board

<b>Document Integrity Control</b>			
<b>Action</b>	<b>Date of Board Approved Change</b>	<b>Effective Date</b>	<b>Authorised by</b>
Update of this Charter – WA Cricket Gallery of Greats Selection Committee & WA Cricket Honorary Life Membership Selection Committee	14 November 2023	14 November 2023	WACA Board
Update of this Charter – Revised Board Charter, Code of Conduct and WGIP Governance Model & Steering Committee Charter	6 February 2024	6 February 2024	WACA Board
Update of this Charter – By Laws	2 April 2024	2 April 2024	WACA Board
Update of this Charter – Audit & Risk Committee Charter & Nominations, Remuneration and Governance Committee Charter	3 September 2024	3 September 2024	WACA Board
Update of this Charter – By Laws & Member Disciplinary Committee Charter	6 November 2024	8 November 2024	WACA Board
Update of this Charter – WGIP and AP Governance Model and Steering Committee Charter	1 April 2025	1 April 2025	WACA Board
Update of this Charter – Whistleblower Policy	4 June 2025	5 June 2025	WACA Board
Update of this Charter – Media and Communications Policy	4 June 2025	4 June 2025	WACA Board
Update of this Charter – Remuneration Policy	2 September 2025	1 October 2025	WACA Board

<b>Document Integrity Control</b>			
<b>Action</b>	<b>Date of Board Approved Change</b>	<b>Effective Date</b>	<b>Authorised by</b>
Update of this Charter – Risk Management Policy	8 October 2025	8 October 2025	WACA Board
Update of this Charter – Nominations, Remuneration and Governance Charter	3 December 2025	3 December 2025	WACA Board
Update of this Charter – Gallery of Greats Charter	3 December 2025	3 December 2025	WACA Board