



POLICY DOCUMENT

STIRLING SENATORS

GOVERNANCE AND MANAGEMENT

July 2012

BACKGROUND

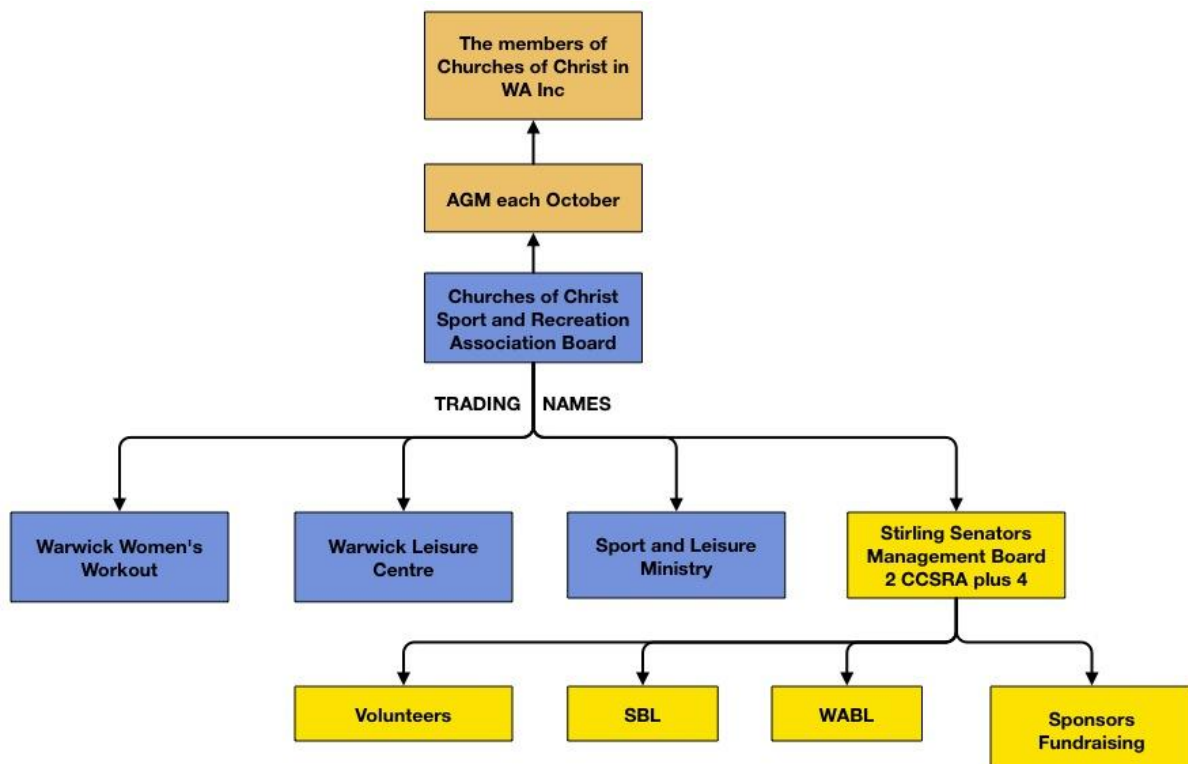
During June 2012 the CEO of the Stirling Basketball Association Inc. (SBA) approached the management of the Churches of Christ Sport and Recreation Association Inc. (CCSRA) regarding the possibility of CCSRA taking on the management and administration of SBA.

In consultation and discussions with SBA, the Board of CCSRA and Basketball WA (BWA), it is the opinion of CCSRA that for this proposal to progress with CCSRA, it must be done at arms length from the Stirling Basketball Association Inc. There are good and valid reasons for that decision.

CCSRA therefore request that the members vote to dissolve the Incorporated Association.

1. GOVERNANCE

- 1.1. Governance is a process of setting parameters for a management process to operate within. This will be the role of the CCSRA Inc. Board, and the structure will be as follows:



- 1.2. In relation to the management and day to day operation of the Stirling Senators, The CCSRA Board shall:

- 1.2.1. Appoint the Chair and one other representative to a Stirling Senators Board of Management, which shall operate as a sub-committee of the CCSRA Inc. Board.
- 1.2.2. Set policy as related to the management of the Stirling Senators, now a trading name of CCSRA Inc.
- 1.2.3. Approve the Budget annually, no later than May 31.
- 1.2.4. Ensure that the budget is adhered to, and at their total discretion, approve an overrun if necessary.
- 1.2.5. Ensure that proper fiscal and administrative processes are in place and operating.

- 1.2.6. Ensure that there is a current and accurate record of membership of the Stirling Senators.
- 1.2.7. Ensure that there is a current and accurate record maintained of past players and life members, and that there is continuity of that record across the proposed changes.
- 1.2.8. For the purposes of clarity, all paid staff are employees of CCSRA Inc. and covered by CCSRA Workers Compensation Insurances, together with Public Liability, Professional Indemnity Insurances

2. MANAGEMENT BOARD

2.1. MANAGEMENT BOARD STRUCTURE

- 2.1.1. The Management Board shall consist of 6 members:
- 2.1.2. The CCSRA Board shall appoint the Chair and one other member.
- 2.1.3. The remaining 4 positions shall be recruited from the membership of Stirling Senators, related to specific portfolios:
 - 2.1.3.1. SBL
 - 2.1.3.2. WABL
 - 2.1.3.3. Volunteers
 - 2.1.3.4. Sponsorship and Fundraising
- 2.1.4. Each of the portfolio areas may have an ad hoc or formalised working group, as necessary, to achieve the aims and objectives within each portfolios.
- 2.1.5. The Executive Minister, or their nominee, shall attend all meetings of the Management Board in an ex-officio capacity and have full voting rights.

2.2. MANAGEMENT BOARD OPERATION

- 2.2.1. The Management Board operates under the delegated authority of Churches of Christ Sport and Recreation Association Incorporated, and therefore must operate in accordance with the Associations Incorporation Act 1987 (WA).
- 2.2.2. The Management Board operates under the protection of a full suite of Insurances including management Liability Insurance, which incorporates Directors and Officers Liability Insurance, Professional Indemnity and Public Liability Insurance. It MUST be noted however that Insurances do not cover members who knowingly break the law. In such circumstances a member would be cut away from the Board and left to stand alone from a legal perspective.
- 2.2.3. The Management Board positions are voluntary and attract no directors fees.
- 2.2.4. The Management Board shall meet monthly, and 11 times per annum minimum.
- 2.2.5. An agenda shall be prepared for each meeting, and emailed to all members, the Executive Minister and the Sports Minister of CCSRA Inc, at least one week before meeting.
- 2.2.6. A standing agenda item shall be "Declarations of Conflicts of Interest". Refer to appendix 1. Any dealings from any member or members having undeclared pecuniary interests, where the members stands to gain in any way, shall be deemed illegal and will be reported to ASIC.

- 2.2.7. Minutes of each meeting shall be prepared in a timely fashion and distributed to all members by e-mail, within one week of the meetings.
- 2.2.8. Members shall have authority, as laid out in the Limits of Authority Policy document, and may not exceed these limits.
- 2.2.9. The Board shall operate and undertake business in accordance with the ethos of CCSRA Inc. The key elements of this ethos are: Honest, integrity and transparency.
- 2.2.10. Decisions of the board shall be taken by consensus and by resolution. It would be envisaged that the need to formally vote should be rare, however if the Board is deadlocked on an issue, voting should take place. If there is still the inability to make a decision, the matter should be referred back to the CCSRA Inc. Board.
- 2.2.11. All purchases and expenditure shall be within the limits of the approved Budget for the Stirling Senators. Purchases beyond incidental amounts for the day to day operation shall be specifically noted and minuted, and any purchases above \$500 will need a purchase order number from the CCSRA Administrator. Members will not be reimbursed for purchases that are not specifically approved by the Board and for which a valid purchase order number has been obtained.
- 2.2.12. Members shall make no verbal, or otherwise, commitments for payments, positions or purchases without prior Board approval, and the authority of the Board to make such commitments.

APPENDIX 1

ASSOCIATIONS INCORPORATION ACT 1987 - SECT 21

21 . Pecuniary interests of committee members, disclosure of

(1) A member of the committee of an incorporated association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee shall, as soon as he becomes aware of his interest, disclose the nature and extent of his interest to the committee.

Penalty: \$500.

(2) Subsection (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact —

(a) that the member of the committee is an employee of the incorporated association; or

(b) that the member of the committee is a member of a class of persons for whose benefit the association is established.

(3) Where a member of the committee of an incorporated association discloses a pecuniary interest in a contract or proposed contract in accordance with this section, or his interest is not such as need be disclosed under this section —

(a) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member and the incorporated association; and

(b) the member is not liable to account for profits derived from the contract.

(4) An association shall cause every disclosure made under this section by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.

22 . Committee member with pecuniary interest in contract not to vote etc. on it

(1) A member of the committee of an incorporated association who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee, shall not take part in any deliberations or decision of the committee with respect to that contract.

Penalty: \$500.

(2) Subsection (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the association is established.