

## **CONTEXT**

The Constitution Review Working Group (the Group) is appointed by the Board of Triathlon Western Australia Inc (TWA) with the responsibility for conducting an extensive review of the current organisation's constitution and providing recommendations to the TWA Board.

## **GROUP PURPOSE**

To review the existing TWA constitution against current governance best practices, TWA Strategy and the current business environment, and propose changes to enhance the efficiency and effectiveness of TWA.

Proposed changes will be reviewed by the TWA Board and those accepted will be shared with the TWA membership for comment prior to a vote to adopt any changes at the 2022 AGM.

## **ROLES AND RESPONSIBILITIES**

The Group is not a policy-making body, nor does it have substantive executive function.

The Group has responsibility for, but not limited to:

- Provide a detailed review and propose changes to the TWA constitution
- Gain an insight into the material effects these changes may have on real life operational matters and identify any change management requirements
- Suggest and work through alternative wording, inclusions or exclusions within constructional clauses
- Ensure any changes have a positive or neutral effect to the management and governance of the Association and sport; and
- Consider current best practice and the needs of key stakeholders in developing recommendations

## **OUT OF SCOPE**

Any changes that may be required as part of Triathlon Australia's proposed One Management model (which are unlikely to be defined ahead of the 2022 AGM).

## **AUTHORITY**

In discharging its responsibilities under this Charter, the Group has authority to:

- Seek through the Executive Director any information it requires from any staff member- all of whom are directed to co-operate with the Group
- Obtain external professional advice it considers appropriate or necessary in order for it to properly carry out its functions subject to obtaining the prior approval of the Board or the chair of the Board; and
- Make recommendations to the board

## **TERM**

The Group shall be non-enduring and will be stood down if and when the membership agree to adopt the changes or upon the Board's early termination of the Group for any reason.

**MEMBERS**

The Group shall be composed of no less than 4 and no more than 6 members appointed by the TWA board.

- TWA Board Director.
- TWA Staff Member;
- Independent from the Sporting Sector;
- Independent from the Triathlon Membership;
- Any other knowledge specialists that may be required through the project.

**DISCIPLINE**

All Group members shall be subject to the TWA Code of Conduct and shall maintain confidentiality relating to the Group's business. Breaches of the Code of Conduct or confidentiality shall result in the Group Member being stood aside from participation as a Member of the Group until the Board is able to deal with the matter under TWA Policy.

**MEETINGS**

The Group shall meet per meeting schedule, unless prior arrangements have been made. A quorum shall comprise of one (1) TWA representative, and one (1) independent representative.

**VOTING**

Any matters requiring decision will be decided by a majority of votes by members present. In the event of a tied vote, the Chair shall exercise a casting vote.

**SECRETARIAT DUTIES**

The Executive Director will act as secretary to the committee. The secretary will help the chair to develop and distribute the agenda, papers, minutes and calendar.

**REPORTING REQUIREMENTS**

The minutes of the Group meetings are to be included in the papers of the next available Board meeting, and the Group chair will brief the Board on all significant matters discussed at the Group's meetings.

**CONFLICTS OF INTEREST**

Members of the Group and invitees will be required to disclose Conflicts of Interest at the commencement of each meeting. Ongoing Conflicts of Interest shall be recorded in the Group's Conflict of Interest Register and need not be disclosed at each meeting once acknowledged. Where Members or invitees are deemed to have a real or perceived Conflicts of Interest, they will be excused from discussions on the issue where a Conflict exists.

**VERSION CONTROL**

<b>Version</b>	<b>Date</b>	<b>Revised by</b>	<b>Comments</b>
1.0	17 Jan 2022	A.Apps	Draft for approval
2.0	23 Feb 2022	A.Apps	Revised Draft for approval
3.0	23 Feb 2022	TWA BOARD	Approval by TWA Board