



## **GOVERNANCE POLICY OF MOTORCYCLING NSW LIMITED**

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The business of Motorcycling NSW Limited is managed by the General Manager (GM). The Board is responsible for acting on all policy and finance issues and must act collectively in a way which is mutually beneficial to MNSW, the Members, the sport of motorcycling and the general community throughout New South Wales.

The Board is responsible for the appointment of a GM who must do all things necessary for the proper management and administration of MNSW. The GM is accountable to the Board.

The Board is also advised by a number of sports advisory committees, which shall be constituted with people elected by the Members. The committees and their members are accountable and responsible to the Board.

## **1. THE BOARD**

### **1.1 Composition**

- President – also the Chair
- Vice President
- 3 other Directors elected by Members

### **1.2 Skill Base**

The Board should consist of individuals who have the necessary qualifications and skills to control the Company. Directors should bring to the Board knowledge, experience and influence in the following areas:

- Knowledge of the Sport as either a competitor, a administrator or a official
- Experience in strategic planning
- Business management
- Organization management skill
- Legal expertise
- Marketing and Public relations
- Finance
- Networks or contacts

### **1.3 Succession Planning**

Each elected Director is to hold office for two years from the Annual General Meeting they were elected from and is eligible for re-election, subject to satisfying eligibility criteria.

Any Director who is elected to fill a casual vacancy will hold office until that position term expires.

## **1.4 Training**

All new Directors will be briefed by the President and GM and will receive a copy of the following items:

- Organisation chart
- Constitution
- Strategic plan
- Advisory committees roles and responsibilities

Any relevant management items e.g. Calendar of events, Budgets, back copies of Board Minutes.

## **1.5 Powers of the Board**

The Board of MNSW is the authority of motorcycling in New South Wales and the ACT and is responsible for acting in accordance with the objects and policies of MNSW for the benefit of the Members.

Under the Constitution of MNSW the Board has the power to:

- Govern the sport of motorcycling in New South Wales in accordance with the objects of MNSW
- Implement policies
- Oversee the management of all meetings within the jurisdiction of MNSW.

## **1.6 Governing Style**

The Board will govern with an emphasis on:

- The big picture
- Measuring results
- An objective view rather than an individual, subjective or club viewpoint
- Strategic leadership
- Clear distinction of its and the GM's role
- Collective decision making rather than individual
- Focus on the future direction of MNSW
- Being proactive rather than reactive

## **2. THE PRESIDENT**

### **2.1 The President's Role**

The President is the leader and elected representative of the Board and must ensure that:

- Discussion at meetings is on issues that, according to the Constitution and MNSW policies, clearly belong to the Board to decide, and not impinge on the role of the Constitution
- The authority of the President consists in making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution.
- The President has no authority to change Board decisions
- The President may delegate authority but always remains accountable for its use
- Together with the GM will be a principal media spokesperson for MNSW

### **2.2 The President and the Board**

The President should identify the issues of significance to the Board, provide the right environment for consideration of those issues and ensure that all Directors have the opportunity to put their views and have them considered. A carefully structured Board meeting must deal with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues.

### **2.3 The President and the General Manager**

The President represents the most critical link to MNSW through his relationship with the GM. The President must be able to strike the right balance in supporting and trusting the GM while retaining an objective view of the management of MNSW. Individual Directors should whenever possible use the President as the appropriate link between the Board and the GM.

## **3. DIRECTORS**

Directors of MNSW:

- Are committed to ethical, businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Board Members
- Must always act in the interest of MNSW and the Members
- Must avoid conflicts of interest
- Must not attempt to exercise individual authority over MNSW or make decisions outside of their designated scope of authority
- Will not publicly voice any negative comments or individual opinions relating to the GM, staff, fellow Directors or any company matter or issue.

- Will only speak to the media as requested by the President or the GM.
- Will adhere to and support the President in an effort to govern effectively.
- Will respect the confidentiality of sensitive issues or business items under negotiation or discussion.

#### **4. GENERAL MANAGER'S ROLE**

As the Board of MNSW has a clear governance role, the GM fulfills the management role of MNSW. In summary it includes:-

- Manage the MNSW office
- Manage the MNSW staff
- Administration of the affairs of MNSW
- Ensure uniformity of management systems
- Budgeting & financial management
- Manage MNSW resources
- Implementation of programs including development or funding activities.
- Government lobbying and liaison
- Spokesperson for MNSW

#### **5. CODE OF CONDUCT**

##### **5.1 Directors**

Under the leadership of the President, the GM and the Board is to be proactive in implementing MNSW's charter having regard to the requirements outlined in the Constitution and powers invested to determine and articulate MNSW's values, vision and strategic direction.

##### **5.1.1 Directors are expected to:-**

- To meet fiduciary responsibilities as required under all relevant Commonwealth and State legislation.
- Act within their duty of care to make decisions in the best interest of MNSW.
- Avoid conflict of interest.
- Develop strategic planning and direction of MNSW including monitoring organizational performance and evaluating strategic results.
- Develop policies for recommendation to the Members and implement policies approved by the Members.

- Interact with key stakeholders (Members) and membership to inform them of achievements and to ensure that they have input into determination of strategic goals and direction.
- Report back to Stakeholders at the AGM through the President and the GM.
- Monitoring GM and organisational compliance with the relevant Federal, State and local legislation and bylaws and with MNSW's own policies.

**5.1.2 Directors Limitations:**

- The Directors report to the President (Chairman) and are accountable for the performance of their duties as a Director of the Board.
- The Directors are to work cooperatively with the GM.
- No Director is authorised to incur expenses or debts on behalf of MNSW.
- All Directors are expected to abide by MNSW's policies, regulations and directives.

**5.1.3 Directors Agreement**

If I am found by my fellow Board members that:-

- I have not upheld my duties and legal responsibilities as a Director of the MNSW Board;
- I have failed to follow a Board directive;
- I have breached the rules, regulations or policies of MNSW;
- I have breached confidentiality;
- I have brought MNSW into disrepute as a result of my actions;
- I have acted in a manner unbecoming;

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

Signed: .....Date: .....

Print Name: .....Date .....

Witness: .....Date: .....

Print Name: .....Date: .....

## **5.2 COMMITTEES**

### **5.2.1 Role of the committees**

Under the leadership of the committee chair the committee members are required to:-

- Work within their respective committee's specified role and responsibilities
- To discuss, debate and submit objective recommendations on issues to the MNSW Board.
- Assess items that may be referred to them from time to time.
- At events, committee members have no authority, unless appointed as the Steward/Referee or Clerk of Course.
- All correspondence to and from the committee will be through the Chairperson. Verbal and email communication will only be to one person and again that person will be the Chairperson.
- Conduct annual reviews of their area.

### **5.2.2 Committee members are expected to:-**

- Submit recommendations to the Board.
- Exercise care to make decisions in the best interest of MNSW.
- To avoid conflict of interest.
- Each committee is required to submit a budget prior to October each year for the following year. When approved the budget is to be adhered to.
- To work within the specified committee roles and responsibilities.
- Interact with key stakeholders (Clubs) and membership.
- Contribute throughout the year and not just when meetings are held
- Reporting back to stakeholders at the AGM via written annual report as required.
- Evaluating its effectiveness as a committee.

**5.2.3 Committee members limitations:**

- The committee reports to the MNSW Board via the GM and are accountable for the performance of their duties as a committee member.
- The committee member must work cooperatively with the GM and MNSW staff.
- No committee member is authorised to incur expenses or debts on behalf of MNSW.
- All committee members are expected to abide by MNSW policies, regulations and directives.

**5.2.4 Committee Member Agreement:**

If I am found by my fellow Committee Members, the General Manager or MNSW Board of Directors that:-

- I have not upheld my duties and legal responsibilities as a Committee Member;
- I have failed to follow an MNSW directive;
- I have breached the rules, regulations or policies of MNSW;
- I have breached confidentially;
- I have brought MNSW into disrepute as a result of my actions;
- I have acted in a manner unbecoming;

I hereby acknowledge that I am aware that I may be removed from my committee position by the Board of Directors and agree to the Terms.

Signed: .....Date: .....

Print Name: .....Date .....

Witness: .....Date: .....

Print Name: .....Date: .....



## 5.3 EMPLOYEE'S CODE of CONDUCT

### Work Ethics

While on duty, Company employees are to give the whole of their time and attention to the business of the Company. Company employees are expected to carry out their duties conscientiously, honestly, fairly and impartially.

When given lawful directions, staff must carry out the policies, decisions and practices of the Company whether or not they agree with them.

### Acceptance of Gifts

**Company employees must never accept a gift or benefit for themselves or anyone else in connection with Company work or their duties.**

Company employees must never accept a gift or benefit if they think it is designed to influence them, or a fair observer might think the Company employee's job could be influenced as a result of the gift.

**Company employees must not accept cash under any circumstances.**

### Token Gifts

Token gifts may only be accepted if the gift is not likely to be seen to be compromising a Company employee.

#### A token gift is:

- Of minimal monetary value
- Inconsequential or trivial
- Not offered on a frequent basis; and
- Ideally can be shared amongst employees.

Examples of a token gift include a bunch of flowers, chocolates or a six-pack of beer at Christmas.

### Non-Token Gifts

A non-token gift is of significant monetary value. Examples can include restaurant lunches, theatre and sporting tickets or gifts from overseas visitors.

### Acceptance of Non-Token Gifts

If a Company employee believes that accepting the non-token gift will be of benefit to the Company, or that acceptance of the gift is unavoidable, the gift must be declared to the GM in writing. All non-token gifts that are accepted will be recorded in the Company's Gift & Benefit Register.

### Conflict of Interest

It's essential that the members in dealing with the Company are confident that when Company Directors and employees make decisions they are free of any conflicts of interest.

**A conflict of interest arises if it is likely that a private interest could conflict, or be seen to conflict, with the performance of a Company employee's duties.**

If any conflict exists between a Company Director's interest and those of the Company it must always be resolved to the satisfaction of the Company.

Conflicts of interest are of two types:

- Money related interest; and
- Non-money related interest.

**A money related interest** is where a Company Director or employee has an interest in a matter because of the possibility of a reasonable financial gain or loss to them, or to another person with whom they are associated, eg spouse, de facto partner or a relative.

**A non-money related interest** is where a Company Director or employee has a private or personal interest which does not relate to a financial gain or loss, ie a friendship, family connection or membership of a club. In weighing in a non-money related interest, it's important for the Company Directors and employees to look at how others would view the situation. A conflict of interest would exist when a Company Director or employee has:

- A personal interest that could lead them to be influenced in the way they carry out their Company duties;
- A personal interest that could lead a fair person to think that they could be influenced in the way they carry out their Company duties; or
- Knowledge that a family members, relative, friend, associate or anybody else close to them has an interest that could lead them to being influenced, or a fair person to think that they could be influenced in the way they carry out their Company duties.

### **Reporting Conflict of Interests**

Company Directors, employees or elected Sports Committee members who are faced with, or could be seen to be faced with, a conflict of interest must advise the President or GM in writing.

Directors with an interest in any item listed on the Directors Meeting agenda must disclose the nature of the interest at the beginning of the meeting, so it can be recorded in the minutes of the meeting.

**The Members may report suspected instances of conflict of interest to the Company GM or President.**

### **Interaction between Directors & Company Employees**

The GM is responsible to the Directors for the performance and direction of all employees.

Directors seeking information on any policy issues, or day to day matters should contact the GM for clarification.

## **Talking to the Media**

**Only the President, GM or Company employee specifically delegated to do so may make public comment to the media on behalf of the Company.**

Directors are permitted to make public comment on behalf of the Company when authorised to do so by the President or by resolution of the Directors.

## **Reporting Corruption, Maladministration**

The Directors are committed to maintaining high ethical standards. It's everyone's responsibility to act honestly and to report any instances of possible corruption or maladministration.

**Members may report suspected instances to the Company Directors or GM.**

**Members may also report suspected corruption to the Independent Commission Against Corruption (ICAC) and any suspected maladministration to ASIC.**

Any matter reported will be handled confidentially and protected under the Protection Disclosure Act.

## **Use of Confidential Information**

Company employees must protect confidential information obtained by the Company for Company business and:

- Only access it when it's needed for work
- Not use confidential information for any unofficial purpose outside the Company, and
- Only release confidential information if they have authority to do so.

The information requested under the Freedom of Information Act is to be referred to the Office Manager.

## **Use of Company Resources and Equipment**

Company property, facilities and equipment must be used efficiently, economically and carefully. It's everyone's responsibility to ensure others do not abuse these resources.

**Company employees may only use Company resources for work purposes.**

E-mail and internet facilities are provided in the workplace so that Company employees are able to perform their functions to the required standard.

**Company's email and internet connection must only be used by authorized users for purposes consistent with the normal daily business and research operations of the Company.**

Access to inappropriate internet sites and the use of e-mail to distribute or store offensive or inappropriate material will not be tolerated under any circumstances.

**Alcohol and Other Drugs**

Under no circumstances are Company employees permitted to attend work or return to work, or attend Directors / Committee meetings or functions while under the influence of alcohol or drugs.

MNSW has adopted an Alcohol Policy and must be adhered to.

**Equal Employment Opportunities (EEO) Policies**

Company employees must adhere to Company's Equal Employment Opportunities (EEO) policies. Company employees are to be honest and fair in their dealings with other employees, Committees, Member Secretaries and anyone they encounter in the course of their Company duties.

Company employees are required to treat all people with courtesy and sensitivity concerning their rights, and not discriminate against anyone on the grounds of their gender, marital status, sexuality, disability, age, pregnancy, race, political convictions or social beliefs.

**Breach of the Code**

Motorcycling NSW Limited is committed to the standards of this code. Company employees who breach this code can expect disciplinary action in accordance with the Award and ICAC legislation.

Signed: .....Date: .....

Print Name: .....Date .....

Witness: .....Date: .....

Print Name: .....Date: .....

## 6. DIRECTORS DUTY STATEMENT

### 6.1 Legal

Directors are required to understand the needs of MNSW and their legal responsibilities as Directors.

Certain duties apply to a Director in every aspect of MNSW and to every transaction MNSW enters into. Directors are regarded as owing a fiduciary duty to MNSW. This means that a Director has special obligations to MNSW because they occupy a position of trust. As a result of the fiduciary relationship between the Director and MNSW, the Director is bound to exercise their rights and powers in good faith and for the benefit of MNSW.

In very broad terms, the principle statutory and common law duties imposed upon Directors may be summarised as follows:

- (a) To act honestly and in good faith in the interests of MNSW as a whole;
- (b) To exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in MNSW's circumstances;
- (c) To exercise powers granted honestly and for the purposes for which they were conferred and not for collateral purposes;
- (d) To avoid any actual or potential conflict between the obligations owed to MNSW and a Director's personal interest or other duties;
- (e) To keep confidential information obtained, and not to disclose advantage or business opportunities acquired, in the course of office;
- (f) To prevent insolvent trading by MNSW.

#### 6.1.1 General Duties of Good Faith and Care

##### (a) Duty of Good Faith and Honesty

Directors are given broad discretions to govern MNSW's business under the Constitution of MNSW. The duty of good faith applies to the discretion and decisions of Directors.

The duty of good faith and honesty arises at common law partly (as with most of the other common law duties of Directors) because Directors are regarded as being in a position of trust with respect to MNSW.

In this context, the duty of honesty is equivalent to the duty to act for a proper purpose. If a Director's purpose is misguided or improper, the Director will breach the duty even though there is no question of personal gain or dishonesty in the generally understood sense. Accordingly, a Director can be dishonest without being fraudulent.

Principally, therefore, this duty requires Directors to consider the interests of the members of MNSW as a whole.

This may involve considering whether the short term or long term interest of Members should be paramount.

In circumstances of insolvency or near insolvency, the duty to act in the best interests of Members is overridden by a duty to act in the best interests of creditors.

**(a) Duty to Act for a Proper Purpose (and not for a collateral purpose)**

Since Directors of MNSW are fiduciary agents, powers given to Directors may only be exercised for the purposes for which they are given. In particular, those powers may not be exercised in order for the Directors to obtain a private advantage.

Whether a particular act by Directors as fiduciaries, is a bona fide exercise of their power for the benefit of MNSW as a whole is generally determined by ascertaining the substantial motivating purpose for which the power is exercised and then by determining whether that purpose was proper or not.

**(b) Duty of Care, Skill and Diligence**

The duty of care, skill and diligence is a subjective duty, so that essentially recklessness was (and possibly still is) required to amount to a breach. That is, to breach the duty, a Director must be reckless in exercising his or her office.

Proper performance of the duties of a Director will be dictated by all the surrounding circumstances including the type of organisation, the size and nature of its enterprise, the composition of its Board and the distribution of its work between the Directors and other officers.

The following are some of the broad principles which are relevant in the determination of whether a Director has fulfilled his or her duty of care, skill and diligence to MNSW. Although the list is not exhaustive, the common law requires that Directors at least:

- (i) take reasonable steps to place themselves in a position to guard and monitor the management of MNSW;
- (ii) acquire a working knowledge of the fundamentals of the business of MNSW;
- (iii) keep informed about the activities of MNSW and assess the safety and properness of the business practices of management;
- (iv) generally monitor MNSW affairs and policies, although a detailed inspection of day to day activities need not be undertaken;
- (v) maintain a familiarity of the financial status of MNSW by regularly reviewing the financial statements; and
- (vi) make enquiry into matters revealed by the financial statements which call for enquiry.

## **6.1.2 Duties and Obligations Relating to Conflict of Interest**

### **(a) Duty to Avoid Conflict of and Disclose Interests**

Neither a Director nor responsible officer should allow a conflict of interest to compromise their position in MNSW. A Directors “personal” interest (for example, a shareholding in another company) or other duties (for example, being a board member of a Club) and their duty to MNSW must not be brought into conflict.

This overlaps with the duty to act in good faith and for a proper purpose.

Categories of situations which give rise to conflicts of interest are:

#### **(i) Directors or officers taking advantage of opportunity**

The general rule is that a Director must not use his or her position to make a profit. If he or she does, then he or she must account to MNSW for the profit made.

#### **(ii) Directors taking advantage of an opportunity where MNSW is unable**

A Director has an obligation not to profit personally from his or her position as a Director, and not to allow a conflict to arise between his or her duty as a Director and his or her own self interest.

A Director is disqualified from usurping for his or her own benefit or for the benefit of others, a maturing business opportunity which MNSW is actively pursuing.

A Directors liability to account to MNSW is not unlimited and depends upon the facts of the case. It is not a defence that the profits or advantage were made with the informed consent of MNSW.

#### **(iii) Directors contracts with MNSW**

The general rule is that contracts made by a Director with MNSW are voidable at the option of MNSW. This includes contracts in which Directors have an indirect interest. The fairness of the contract is irrelevant, and this is applied as a strict rule.

The contract may be validated by ratification at a general meeting, provided there is full disclosure.

#### **(iv) Conflict of external duties with Directors duties**

Where a Director holds an office or property, which creates duties in conflict with his or her duties as a Director of MNSW, they should declare the interest at the next meeting of the Board after they become aware of the conflict.

**(b) Confidential Information**

Directors have a duty not to make unauthorised disclosure or use of MNSW information and a duty not to disclose or exploit confidential information, such as commercially or price sensitive information or information which is confidential by virtue of a contractual arrangement.

Information is commercially sensitive where it is of specific value to the group concerned, particularly where its disclosure would allow others to “reap without sowing” or would otherwise be detrimental to MNSW. In the context of MNSW, this would involve any information that is of value to MNSW in the sense that its disclosure might cause damage to MNSW’s reputation, or disclose plans which MNSW would not want revealed to its competitors or third parties.

Directors of MNSW should not reveal any discussions or meetings or documents relating to policies or plans in their initial stages without the consent of the other members of the Board.

Practicality and convenience must be taken into account. The MNSW Board should at the very least be informing its members of the major decisions, which it has made and report on the reasons for these decisions. The Board is justified in not disclosing all its activities on the basis that in doing so it is acting in the interests of MNSW, by preventing information which may be detrimental to it from being revealed and potentially distorted.

Directors must remember that they have a duty to act in the interests of MNSW as a whole, which includes the interests of all members and not select members or groups of members.

Directors should support all determinations of the Board regardless of their support or dissent during the Board meeting. It is essential that discussions of the Board are freely entered into. However, it is imperative that beyond the meetings of the Board all Directors are united in the determination of the Board.

Directors must always be sure that their actions are in the best interests of MNSW, rather than for political expediency. This may from time to time place a Director in a difficult position, for example if asked to comment by a Member on a matter which is confidential to MNSW.

**(c) Duty not to Divert Corporate Opportunities**

Misuse by a Director of MNSW property so as to make a personal gain or gain for any other person (for example, a company in which the Director has an interest) without the authority of MNSW is a clear breach of a Directors fiduciary obligation. In particular, a Director must exploit corporate opportunities for the benefit of MNSW. A Director who breaches this duty may be liable to account for any gain or profit made.

This duty is also reflected in the Corporations Act which requires a Director not to make improper use of his or her position (as a Director) to gain, directly or indirectly, an advantage for himself or herself or any other person or to cause detriment to the company.



Breach of this duty may also involve a breach of a Directors duty of honesty imposed by the common law and by the Corporations Act.

### **6.1.3 Other Important Laws**

There are many laws which are important to both Directors and companies because they require high standards of business operations. These laws may be federal, state or the by-laws of local councils.

Many statutes tend to reflect community expectations of the standard of care which organisations should enforce. There are a number of government agencies that also require annual reporting including auditing of accounts, funding annual returns and other issues.

## **6.2 Financial**

The Corporations Act requires organisations to keep financial records for seven years that correctly record and explain their transaction and financial position and performance. The financial records must enable true and fair financial statements to be prepared and they must be able to be audited annually.

At the end of the financial year a report which consists of financial statements – profit and loss statement, balance sheet and statement of cash flows, disclosures and notes and the Directors declaration – must be produced as part of statutory duties.

Directors must make sure the organisations accounting and reporting processes are timely and accurate as well as ensuring that other reporting conditions with government grants are met.

Directors are responsible to the Members for the management of the funds of MNSW and it is important that Directors monitor the organisations financial situation. Financial literacy is a skill that all Directors must have or acquire as quickly as possible.

### **6.2.1 Identify Key Risks**

A critical role for Directors is to identify the key risks which face MNSW and respond to situations as they arise to ensure a minimal adverse impact on the operation of MNSW. Each Director will need to agree to what form reporting should take, such as whether specific indicators are developed and monitored and whether the key risks are separately reported on.

### **6.2.2 Monitoring Performance**

Directors must monitor performance and ensure that the end of financial year responsibility when the Directors declaration is signed on the resolution of the Board, it is given serious consideration, and professional assistance is sought if necessary.

### **6.2.3 Creditors**

The ability of MNSW to be able to pay its debts as and when they fall due and payable is a key responsibility of Directors, individually, and as a Board.

Directors must monitor cash flow to ensure MNSW can pay its debts and may be held personally liable for any future obligations entered into if insolvency occurs. The law expects Directors to consider MNSW's cash position in terms of all creditors – those to whom you owe money – suppliers, ATO and employee entitlements and any contracts in place.

Directors need to reassess budgets in terms of whether there are any specific risks looming such as a significant drop in funding or legal action which could be enough to take the organisation close or into insolvency.

If the Board is concerned that MNSW cannot pay its debts as and when they fall due and the situation is verified by an accountant, the appropriate step is to put MNSW into voluntary administration.

The court will appoint an administrator who will run MNSW and try to help trade it out of the predicament. This removes liability from the Directors as long as MNSW had not been trading while insolvent before the administrator was appointed. If the administrator is successful, the first priority of the Board would be to examine the reasons for the cash flow crisis and reassess the competency of management.

#### **6.2.4 Business Expenses**

Business expenses are costs reasonably incurred by employees and Directors in the course of carrying out their duties (eg travel, accommodation, entertainment, representation, car parking).

Business expenses may be reimbursed if provided for in an appropriate budget prepared by the officer responsible for finance and approved by the Board.

- *The following policy applies for the reimbursement of expenses. Claims are to be submitted to the GM for approval. Incomplete claim forms and where details of the expenses are not adequately supported with documents will be returned to the individual for completion. This may result in delayed payment.*

## **7. GM LIMITATION POLICIES**

### **7.1 Legal Power to Manage**

Subject to the Constitution, various legislation or any policy directive of the Board, the GM has the broad power to perform all such things as appear necessary or are required for the proper management and administration of MNSW.

### **7.2 Unity of Control**

Only decisions of the Board acting as a body under the constitution are binding on the GM. These decisions must not contravene or contradict any statutory or legal requirement under any state or commonwealth legislation.

Decisions or instructions of individual Directors are not binding on the GM unless the Board has specifically authorised the decisions or instructions in writing.

The GM can refuse requests from individuals or committees if the request in the GM's opinion requires a material amount of staff time, funds, disruptive, mischievous, and frivolous or not in the best interests of MNSW.

### **7.3 GM Accountability**

The GM has the authority and is accountable for the success of MNSW within the policies set by the Members of MNSW and the direction of the Board and is charged with the efficient management of MNSW.

The Board or any Directors will never give instructions to persons who report directly or indirectly to the GM.

### **7.4 Delegation to the GM**

Responsibility for the day to day operation and administration of MNSW is delegated by the Board to the GM who in turn is accountable to the Board. These details are outlined in the contractual arrangements.

The Board will instruct the GM through written policies that prescribe the end to be achieved and the situations to be avoided, allowing the GM to use reasonable interpretation of these policies.

Provided that the GM uses reasonable interpretation of written policies and the strategic plan, the GM is authorised to establish further procedures, make all decisions, take all actions, establish all practices and develop all activities.

### **7.5 Monitoring of Performance**

Systematic and rigorous monitoring of the GM job performance will be solely against accomplishment of policies and implementation of the Strategic Plan.

The Board will acquire monitoring via GM internal reports, external reporting by third party and Board assessment.

### **7.6 Contractual Responsibilities**

The GM is employed to oversee and manage the day to day operation of MNSW, in accordance with MNSW objects and policies and the Board's directions, and in carrying out this role shall be responsible for:

- (a) Overall efficient management and control of the MNSW office activities;
- (b) Supervision of all MNSW employees and their respective programs;
- (c) Carry out the secretarial role for MNSW, including the supervision of the preparation of minutes and board papers;
- (d) Act as the Public Officer of MNSW;
- (e) Financial management of and including budgets, cost control, financial planning, overseeing the acquittal of the MNSW budgets, preparation of relevant reports, and comply with legal accountability requirements;

- (f) Ensure a record of property and assets of MNSW is kept;
- (g) Seek, secure and service grants from government or other sports industry bodies, commercial sponsors and other commercial agreements in the interests of MNSW;
- (h) Ensure the implementation of the Strategic Plan and make recommendations to the Board on changes that may be required;
- (i) Ensure the preparation of the Annual Report in conjunction with the various committees and the Board;
- (j) Liaise with the relevant national and governing authorities in the sport of motorcycling.
- (k) Attend professional development courses and conferences as required;
- (l) Attend meetings as required;
- (m) Maximise the exposure of MNSW and related activities to the media and act as the spokesperson to media representatives;
- (n) Liaise with state and other motorcycling bodies and members as appropriate; and
- (o) Provide regular reports to the MNSW Board regarding his activities;
- (p) Undertake all other duties as required to ensure the smooth, efficient and professional operation of MNSW.

#### **7.7 Prohibitions of the GM:**

The GM shall not:

- Allow any activity that is unlawful or in violation of commonly accepted business practices or ethics;
- Allow members to be subject to conditions, procedures or decisions that are unlawful, unsafe, undignified and unnecessarily intrusive or that fail to provide appropriate confidentiality or privacy;
- Allow staff or volunteers to be subject to conditions or decisions that are unlawful, unfair, unsafe or undignified;
- Allow financial planning to deviate materially from policies or place the organisation at financial risk;
- Permit the situation to arise where no Directors are familiar with Board issues and processes;
- Permit the Board to be uninformed or unsupported in its work;
- Allow assets of MNSW to be unprotected, inadequately maintained or unnecessarily risked;

- Allow the Board to be unaware of relevant trends, anticipated adverse media coverage or major problems;
- Fail to report in a timely manner regarding an actual or anticipated non compliance with any Board policy or directive;
- Fail to record Board resolutions or decisions in a way that they may be understood in the future;
- Use methods of collecting, reviewing or storing information that fails to protect against improper access.

## **7.8 Legal Responsibilities**

The GM is responsible for:

- The establishment and maintenance of records, minutes and membership register concerning all financial transactions, business, meetings and dealings of MNSW;
- Records to be kept in accordance with statutory requirements;
- With respect to employment, compensation or other benefits to employees, consultants or volunteers the GM shall not deviate from standard business practices, policies, contractual or legal obligations.

## **7.9 Financial Responsibilities**

The GM is legally responsible for the financial management of MNSW including the MNSW office, bank accounts, investments, debtors/creditors, insurances, payroll, superannuation, work-care, computers etc.

The GM will be required to:

- Develop and implement a proper accounting system;
- Develop and implement a financial reporting system;
- Develop and implement operating budgets for MNSW including the submission of regular financial reports to the Board;
- Maintain cost control measures;
- Maintain insurance policies for MNSW including public liability, members injury, business, property, equipment, trophies and Directors and Officers

## **7.10 Asset Protection**

The GM shall not:

- Permit any cheque to be processed with only one signature;

- Make any purchase of \$5,000 without having obtained a minimum of 2 comparative prices;
- Make any capital purchase of \$10,000 without ratification from the Board;
- Fail to ensure that a backup of the computer system is conducted at least weekly;
- Allow staff access to material amounts of funds.

#### **7.11 Staff**

The GM shall not:

- Operate without written personnel policies or office administration systems that clarify the rules and guidelines for the staff;
- Provide effective handling of grievances or disputes;
- Discriminate against any staff member
- Allow more than a year to pass without formal staff reviews.