

Water Polo Australia Limited

ABN 86 159 573 403

Constitution Review Committee Charter

1. PURPOSE

This Charter sets out the purpose, responsibilities, authority, membership, and meeting processes of the Governance Committee of the Water Polo Australia Limited Board.

The Committee's primary purpose is to review the Water Polo Australia constitution on behalf of the WPA Members to ensure the constitution is contemporary and reflects the requirements of the members while provide appropriate levels of governance.

2. RESPONSIBILITIES AND AUTHORITY

2.1 Responsibilities

The Committee has the following responsibilities:

- Manage the process of reviewing and developing a revised constitution for Water Polo Australia
- gather and assess feedback from members and other relevant organisations or persons,
- provide direction to the engaged legal practitioner in relation to the drafting of changes,
- Liaise with the Governance Committee throughout the review process,
- Review the final draft constitution prior to recommendation to the Governance Committee.

2.2 Authority

The Committee has no decision-making authority and advises, informs and makes recommendations to the Board for its decision and action. The Committee may refer matters to other Board committees for consideration, review and action.

The Governance Committee may review and recommend changes to this Charter.

2.3 Board Directions

The Board may delegate additional powers, responsibilities and authority to the Committee, generally or for a defined period, and may remove and re-allocate any power, responsibility and authority to the Board, other committees or other persons at any time.

The Board may give the Committee directions as to the manner of exercising any of the Committee's powers, responsibilities and authority as the Board sees fit at any time which override any inconsistent provisions of this Charter, and the Committee will follow any such direction.

3. MEANING OF WORDS

In this Charter, unless the context otherwise requires:

AWL Member means an organisation that is a current financial member of a State Member and that: (1) at the relevant time holds a current licence from the Company to participate in the AWL; and (2) is admitted to and maintains Membership of the Company in that category in accordance with the provisions of the WPA Constitution and any relevant Policy.

Board means the Board of WPA.

Chair means the Chairperson of the Committee.

Committee means the Constitution Review Committee.

Company or **Organisation** or **WPA means** Water Polo Australia Limited.

Constitution means the Constitution of WPA.

Meeting means a meeting of the Committee.

Member means a member of the Committee.

Secretary means the person appointed by the WPA CEO, which may vary from time to time.

State Member means an organisation that is admitted to Membership of the Company in that category in accordance with the provisions of the WPA Constitution.

WPA Members means collectively the State Members and the AWL members

The singular imports the plural and vice versa; and

Other terms defined in the Constitution have the same meaning in this Charter.

4. STRUCTURE AND COMPOSITION

4.1 Membership

The Committee shall comprise:

- One independent Governance expert with legal experience¹
- One Director appointed by the Board², and
- One member from one of Queensland, New South Wales or Western Australia (Large States), and
- One member from one of ACT, Victoria, Tasmania or South Australia (Small States), and
- One member from the AWL Clubs collectively.

¹ Andrew Knox

² Jane Waldburger

The WPA Board will nominate a Director with appropriate attributes to be on the Committee and identify and appoint an independent Governance expert as Chair.

The State and AWL members will be collectively responsible for nominating three (3) members to represent the States (2) and AWL Members (1).

There may be no more than one member from each State on the Committee. The independent Governance expert member and the WPA Director appointee are not considered as part of this restriction.

The Committee from time to time will invite subject matter experts to attend meetings as required.

The WPA CEO will have a standing invitation to the Committee.

4.2 Chair

The Chair is appointed by the WPA Board.³

Should the Chair be absent (and no deputy or acting chair has previously been appointed), the Members present at the Meeting may elect one of their number to chair that Meeting until the Chair is present.

The role of the Chair is to:

- determine the agenda for Meetings in conjunction with the Governance Committee.
- chair Meetings and take reasonable steps for the proper functioning of the Committee, including the proper conduct of Meetings and an appropriate level of discussion.
- take reasonable steps regarding the adequate and timely flow of relevant information to stakeholders.
- advise WPA Governance Committee of the Committee's recommendations
- review and arrange circulation of draft minutes of the Committee for comment; and
- liaise on behalf of the Committee with other committees, external parties and management.

4.3 Appointment

The Board may only appoint, replace or remove the WPA Director member or the independent governance expert. The WPA Members may only appoint, replace or remove at any time the remaining three members.

4.4 Term

The term of appointment will be for the duration of the process outlined in Appendix A.

³ Andrew Knox

5. MEETINGS

5.1 Frequency and Notice

The Committee will meet as frequently as is necessary to undertake its role effectively and to deliver the review process against the timeline included in Appendix A.

The Chair may call Meetings and will call a Meeting if required by the President or any other Board member. Notice of each Meeting confirming the date, time, venue and agenda providing adequate details sufficiently in advance to allow Members a reasonable opportunity to prepare and attend will be forwarded to each Member and the Secretary (who shall promptly distribute the notice for information to the Board).

It is anticipated this Committee will require between two and four hours of time per week during the review process.

Notice of a Meeting may be given by telephone or electronic communication.

5.2 Quorum

Unless otherwise determined by the Board, the default quorum is 50% of members present at the time the meeting commences.

5.3 Other Attendees

Other non-members may be invited to attend and speak by any Member, with the Chair's permission, for all or part of any Meeting.

Standing invitations to attend and speak at Meetings may be issued to non-members by the Board or the Chair. The Chief Executive Officer has a standing invitation to attend and speak at Meetings (personally or through a nominee) except when the Committee is in closed session.

Any standing invitation and any permission granted, or invitation issued by the Chair may be withdrawn, suspended or revoked by the Chair in respect of all or any part of any Meeting at any time.

Only Members have voting rights.

5.4 Member Interests

Subject to the Law, Members will not be provided with relevant Committee papers, participate in discussions and must not vote (or be present for voting) on any matter in respect of which that Member has a material personal interest.

Any such interests should be declared and noted in the minutes of the relevant Meeting. In the case of Member Directors this may be satisfied by re-stating at the start of the Meeting and recording in the minutes a Director's relevant interests as they appear in the Register of Directors' Interests maintained by the Company.

5.5 Support

All records, including agendas, minutes and any reports or other materials tabled at a Meeting will be maintained and managed by the Secretary in the same manner as similar Board records are maintained and managed from time to time.

The Secretary will also be responsible for arranging the venue or the technology to be used for the Meeting, producing (in conjunction with the Chair) and circulating any notice of Meeting, agenda and materials for the Meeting, as well as (except when the Committee is in closed session) attending and taking and circulating the minutes of the Meeting to the Chair for review and approval, as well as to other members, invitees and the Board as appropriate (or arranging for this to be done).

5.6 Use of Technology

Meetings may be conducted other than in person using any technological means by which Board meetings may be conducted under the Constitution that has been consented to by all Directors (and not withdrawn), or otherwise is consented to by Members.

Each Member by agreeing to be a Member is taken to have consented to the use of such technological means that has been consented to by all Directors for Board meetings.

5.7 Minutes

Minutes of all proceedings and decisions of the Committee shall be made, entered and approved in the same manner as required by law for Board proceedings and decisions as required by 45(d) of the Constitution.

5.8 Decisions

Matters will be decided by a majority of votes made by Members present and voting at the Meeting. The Chair does not have a casting vote and matters in relation to which the Committee holds delegated decision making or action authority under 2.2 of this Charter with an equal number of votes for and against will be referred to the Board for resolution.

6. ACCESS

6.1 Resources, Information and Advice

The Committee has authority to investigate any matters within its Charter, and for this purpose has free and unfettered access to the Company's resources and information it needs to do so, including by obtaining necessary external professional advice or assistance as approved by the Board.

6.2 Independent Advice

Members may seek and obtain independent professional advice at the Company's cost after first obtaining the approval of the Board, or of any person to whom the Board has delegated authority to give such approval. Any such advice obtained must be made available (along with the instructions given to the adviser) to the other Members and all Directors.

7. REPORTING

7.1 To Board

The minutes of Meetings shall be included in the papers for the next Governance and next Board meeting after approval by the Chair. The Chair shall report (orally or in writing) the Committee's decisions, findings and recommendations to the Governance Committee after each Meeting.

7.2 Communication with Other Committees

Where there are overlapping responsibilities and duties between the Committee and another committee, the Chair shall consult with the Chair of the Governance Committee and the Chair of the relevant committee and may establish mechanisms for communication between the relevant committees to avoid inefficiencies, gaps or conflicts.

7.3 Governance Committee

This Committee will report to the Governance Committee on no less than a monthly basis in an agreed format between the Chair of the Governance Committee and the Chair of this Committee.

8. REVIEW AND ASSESSMENT

The Committee shall review this Charter and evaluate the Committee's performance and the extent to which the Committee has met its purpose and responsibilities annually and provide its evaluation to the Board, together with any commentary as to the appropriateness of this Charter and any recommendations arising from the evaluation.

The Board will evaluate the performance of the Committee and revise this Charter from time to time as appropriate.

9. HISTORY

Adopted by the Board:

May 23, 2021 - TBC

Appendix A: Timeline for WPA Constitutional Review 2021

Date	Details
4 May 2021	<u>Notice to Members</u> <ul style="list-style-type: none">- Process outline and scope- Timeline- Call for Constitution Review Committee (CRC) members- Advise nominated roles from WPA on CRC- Request WPA Members provide a consolidated list of WPA Constitution areas of concern by 14 June 2021
12 May 2021	<ul style="list-style-type: none">- WPA Governance Committee provides areas of concern to CRC
14 May 2021	<u>Constitution Review Committee established</u> <ul style="list-style-type: none">- Formalise working process within CRC- Formalise reporting process to WPA Governance Committee- Formalise communication to WPA Members- WPA Board to confirm legal adviser
14 June 2021	<ul style="list-style-type: none">- Closing date for areas of concern to be identified by WPA Members- Begin the feedback process and drafting WPA Constitution changes
1 October 2021	Circulate to WPA Members updated draft WPA Constitution for feedback
30 October 2021	Final draft ready for inclusion in WPA AGM notice
20 November 2021	WPA AGM motion to approve WPA Constitution