



GOVERNANCE and GENERAL DELEGATIONS POLICY

POLICY NAME:	Manly Warringah Gymnastic Club General Delegations Policy
DATE OF ISSUE:	March 2015
COVERAGE:	MWGC operational delegations excluding financial delegations
DATE OF REVIEW:	December each year
CONTROLLING BODY:	MWGC Board and Management

1. INTRODUCTION

The Constitution of Manly Warringah Gymnastic Club (Company limited by Guarantee) gives the Board the responsibility for the control and management of the affairs of the Company. In the proper exercise of this responsibility the Board, through this Policy, delegates limited authority to persons and Committees of the Company with the objective of providing them with clarity and certainty with respect to their scope and operation.

Delegations of authority are the mechanisms by which the Company enables people and/or Committees of the Company to act on behalf of the Company. Delegations are a key element in effective governance and management of the Company and provide formal authority to commit the Company and/or incur liabilities for the Company and/or perform any act and/or make any decision on behalf of the Company.

2. PURPOSE

The purpose of this Delegations Policy is to establish a framework for delegating authority within the Company. The policy applies to the Board, employees of the Company, and any other person and/or Committee that is delegated responsibility by the Board.

3. PRINCIPLES OF DELEGATION

- (a) The overarching delegations policy applies to the Company as a whole and other Departments and Committees must align their delegations with the central policy.
- (b) Delegations are to be exercised within the framework of the Company Constitution, Regulations, Rules and policies and any external requirements.
- (c) This policy is designed to ensure that delegated authority is exercised by the most appropriate and well informed individuals. Delegations will be closely aligned and relevant to responsibilities.
- (d) Delegations are attached to the position occupied not to the occupant of the position.
- (e) Levels of authority are hierarchical through relevant lines of responsibility up to and including the Board. This means that formal authorities and responsibilities held by any delegate are included in those held by the person and/or Committee that delegated them the authority. To be clear, if a person and/or Committee delegates authority to another person and/or Committee the delegating party remains responsible and accountable for the decisions and actions of the person and/or Committee that is delegated the authority by them.
- (f) Any person and/or Committee that is delegated authority in accordance with this policy is answerable to the person and/or Committee that delegated them the authority for the proper exercise of the authority delegated to them.
- (g) This policy aligns delegated authority in a manner that facilitates efficiency and effectiveness and increases the accountability of officers and/or Committees of the Company for their performance.
- (h) Delegations fall into two broad categories: financial and operational. This policy only has application with operational delegations.

4. DELEGATIONS BY THE BOARD

- (a) The Board expressly delegates authority to the Chief Executive for all operational matters including all Committees, with the obvious exception of the Board itself, and the management of the affairs and finances of the Company. The Chief Executive delegates the authority delegated to him/her to any other person and/or Committee in accordance with this policy.
- (b) The Board may from time to time delegate, by resolution of the Board, the exercise of any of its powers to one or more Board Members provided it does not conflict with clause 4(a).

- (c) Once an authority is delegated by the Chief Executive to a person and/or Committee the Board may revoke the delegation by resolution or at a duly constituted meeting of the Board from the Chief Executive only. It is the Chief Executive's responsibility to subsequently revoke the delegation from any person and/or Committee in accordance with the resolution.
- (d) Any major variation to the Delegations Schedule must be reported to and approved by the Board.
- (e) The Board may not delegate any authority to any person, committee or legal entity that is not a member of the Company or a Committee under the control of the Board.
- (f) The Board may not delegate any of the jurisdiction stated within clause 5 of the Constitution to any person, Committee or legal entity whatsoever and without exception.

5. DELEGATION SCHEDULE

- (a) The Chief Executive shall effect and maintain an official Delegations Schedule which records all delegations of the Association.
- (b) The Chief Executive is responsible for ensuring that the delegations are appropriate, and for certifying them.
- (c) The Board may at any time add, vary or terminate a delegation, subject to any Regulation governing the delegation.
- (d) Permanent changes to delegations require written authority from the Chief Executive and/or Board, as appropriate.
- (e) Sub-delegation on a temporary basis is permissible with written authority from the Chief Executive.
- (f) If a delegation is marked as 'non-transferable', it can be exercised only by the delegate to whom the authority is assigned.
- (g) The Board has the authority to determine which delegations are 'non-transferable'.

6. APPLICATION OF THE POLICY TO FORMAL DELEGATIONS

This policy applies to formal delegations. Formal delegations are delegations listed on the Delegations Schedule. Any delegation that is not formal is informal. All delegations of an informal nature, where there is no commitment or liability incurred on behalf of the Company are carried out in the normal business of the Company without the requirement for a written authority.

7. MONITORING

- (a) The currency of the Delegation Schedule is the responsibility of the officer and/or Committee that made the delegation.
- (b) The Chief Executive and Board will seek written assurance from any person and/or Committee that is delegated an authority that the delegation has been exercised appropriately.
- (c) The Chief Executive shall provide an annual assurance to the Board that the Delegation Schedule and this policy have been adhered to.

8. MISUSE OF A DELEGATION

- (a) If a delegate is found to have exercised a delegation improperly, the person and/or Committee may be subject to discipline and the delegation(s) revoked or suspended.
- (b) A person and/or Committee that delegates an authority to a person and/or Committee is expected to maintain a watching brief over the exercise of the delegated authority by the person and/or Committee that they have delegated authority to.
- (c) Where a person and/or Committee that delegates an authority believes that the delegation has been improperly exercised, the delegator should notify the person and/or Committee that originally delegated the authority to them in writing and in detail, with a copy to the Chief Executive. They should then promptly investigate the matter and provide a copy of the investigation report with recommendations to the Chief Executive.
- (d) If a proper investigation concludes that, on the evidence, a delegation was improperly exercised the Chief Executive shall determine what action (if any) should be taken.

9. TRAINING AND COMMUNICATION

The Chief Executive is responsible for ensuring that all persons and/or Committees that are delegated an authority receive assistance to communicate the objectives of this policy, the scope of the delegation, and the proper exercise of the delegation.

10. NEW OR MODIFIED DELEGATIONS PROCEDURE

- (a) Steps to follow to appoint a new delegate or change an existing delegation.
 - i. Complete the 'Assignment of Delegations Profile Form'.
 - ii. Check that:
 - a. the delegating person and/or Committee and the person and/or Committee that is proposed to receive the delegation have both signed the form;
 - b. the delegation start and end dates are correct; and that

- c. the Chief Executive has signed the 'Assignment of Delegations Profile Form' to approve the delegation.
- iii. Give a copy of the form to the delegate.
- iv. File the original form in the delegations file.
- v. Check that the delegation start and end dates are correct.
- vi. Update the Delegations Schedule and ensure that the information added to the Delegations Schedule is exactly the same as the details approved on the Assignment of Delegations Profile Form.
- vii. Tidy up the spreadsheet by:
 - a. checking that the print area has been reset to include any new delegates added to the bottom of the spreadsheet; and then
 - b. viewing the spreadsheet in 'print preview' to ensure that the formatting is correct.

11. CONFLICT OF INTEREST

A delegation cannot be exercised where the person holding the delegation has a conflict of interest. They may not approve any action or transaction that provides them with a direct personal benefit, with the exception of payroll which requires the electronic signature of two people, and recruitment of employees or interns, which is controlled by the General Manager. Delegates may not among other things approve their own:

- (a) appointment,
- (b) remuneration or payment,
- (c) promotion,
- (d) transfer or secondment to another position, duties, and/or Committee,
- (e) termination through resignation,
- (f) retirement or voluntary separation, and/or
- (g) leave of absence.

Glossary of Terms

Authority means the delegated responsibility as stipulated in the Delegations Schedule.

Delegate means person invested with authority to carry out the functions, powers and duties of, or to act on behalf of it.

Delegator means the person and/or Committee that makes a delegation to another person and/or Committee. ***Delegation*** means a power or authority given to a delegate. A delegation is expressed in and limited by a form of words, and is formally assigned by the holder of the power to delegate.

Assignment of Delegations Profile Form

Effective Dates: Effective from: _____

Effective to: _____

Details of Delegator: Name/Committee: _____

Position Title: _____

Details of Person/Committee being delegated an Authority:

Name/Committee: _____

Position Title: _____

Details of Delegation:

Authorisation:

Signature of Delegator: _____ Date signed: _____

Signature of Person/Committee being Delegated an Authority: _____

Date signed: _____

Signature of Chief Executive: _____ Date signed: _____