



New South Wales Touch Association

# **NSWTA Independent Panel Report**

## **Grievance at Manly Warringah Touch Association**

4 JUNE 2025

## INTRODUCTION

This report contains the final findings of the Independent Panel convened by NSWTA (The Panel), formed specifically for the purpose of investigating the grievance raised by a group of MWTAs members on 7 January 2025 and subsequently escalated to NSWTA on 24 January 2025.

The Panel is comprised of the following members:

- Lauren Moran – Independent Director, NSWTA (Panel Chair)
- Greg Helm – CEO, Judo NSW
- John Mouawad – Director, TFA
- Leona Bennett – Managing Partner, Southern Waters Legal
- James Sharp – National Education & Policy Manager, TFA

In the first instance, The Panel would like to recognise and thank the members of the MWTAs Executive, both past and present, for their years of service to the Club and to the sport of Touch Football. This includes significant contributions as players, coaches, referees, administrators and Executive Officers. MWTAs is one of NSWTA's largest and most successful Affiliates across a number of metrics, which is a testament to its members and volunteers.

While MWTAs is a community organisation and primarily supported by volunteers, we must not lose sight of the fact that it is also a legally incorporated Association with substantial assets and income. With this comes a responsibility to understand and comply with NSWTA regulations, relevant legislation and broader governance principles. This responsibility exists not only to ensure the sustainability of the Club and the safety of its members, but to protect the personal liability of the Executive Officers.

The primary intent of this Panel is not to punish individuals who have helped to serve their Club, but to help guide MWTAs (and indeed the broader Affiliates community) in building a sustainable and successful Club, while minimising risk to players, employees, officers and members.

NSWTA would like to thank the Panel members for the significant time and diligence that has gone into conducting this complex process.

## EXECUTIVE SUMMARY

The Panel has conducted a thorough and balanced investigation, including the review of well over 1000 pages of documentation, interviews with all members of the current MWTAs Executive, conversations with previous Executive Officers, previous administrators and members of the Grievance Party, as well as consultation with NSWTA Leadership.<sup>1</sup>

It is the opinion of this Panel that there has been extensive conduct at the MWTAs Executive level that amounts to Bringing the Game into Disrepute. Such conduct includes breaches of the MWTAs Constitution and By-Laws, breaches of the NSWTA Constitution, and inconsistencies with relevant NSW Legislation.

The Panel would like to thank the MWTAs Executive for its full cooperation during this process. All members have expressed an acknowledgment of broad-based operational and governance shortcomings, and a desire to work towards a solution that is in the best interests of the Club. To that end, the Panel has accepted the decision from the MWTAs Executive that all current members will stand down. We further accept that Kate Perrett, Chloe Butcher, Paul MacPherson and Phil McPhee will not stand for re-election.

From a financial perspective, The Panel notes that the vast majority of outstanding registration payments have now been recovered by MWTAs.

This report contains a number of detailed recommendations to help MWTAs address the issues that have been identified. We encourage the new Executive Committee to lean on the support of NSWTA as well as external professional service providers as they navigate this, in order to ease the burden on volunteers.

## GENERAL GOVERNANCE ISSUES

The Panel has identified a number of failings in process and governance at the MWTa Executive. While some individuals were more culpable in certain failings than others (to be addressed further below under Individual Behaviours), it is the belief of The Panel that ultimate responsibility rests with the Executive as a whole. These issues are detailed below.

- A broad-based ignorance of the MWTa Constitution, which is the governing document of the Association and effectively forms a contract between the Executive and the members.<sup>2</sup> The fact that (for example) 4 out of 5 members of the current Executive put forward a change to certain clauses of the Constitution at the 2024 AGM,<sup>3</sup> and yet claim ignorance of many other clauses, indicates a wilful disregard, which has resulted in a number of breaches.
- Breaking MWTa's own By-Laws by allowing teams to be registered without up-front payment.<sup>4</sup> This appears to have been a long-standing practice at MWTa under several iterations of the Executive Committee and across different registration systems. The Panel notes that some players made individual payments via direct debit or Shopify, which also contravenes the By-Laws. Both practices present a number of undesirable consequences:
  - Potential issues around the insurance status of unfinancial players in the MWTa competition, posing significant risk to players in the event of injury, as well as to MWTa and ultimately its Executive Officers;
  - Unfinancial players who may have gone on to represent MWTa or higher representative levels whilst technically ineligible;
  - Unfinancial teams who may have collected monetary prizes for winning their division;
  - Manually turning off the requirement for payment when registering teams via MySideline, circumventing controls and in breach of MWTa By-Laws;
  - The use of alternative payment platforms to the default system of MySideline (especially those not connected to the Club's accounting system) on an ad-hoc basis and without appropriate oversight makes reconciliation of these fees more difficult and increases risk to the Club.
- Failure to provide appropriate notice of a proposed Special Resolution to members in advance of the 2024 AGM, in breach of the MWTa Constitution<sup>5</sup> and relevant legislation.<sup>6</sup> The resolution involved changes to the Executive Committee structure and was voted through at the AGM.
- Changes to the Executive Committee structure that are in direct conflict with the NSW Associations Incorporation Regulation 2022.<sup>7</sup> Despite a legal requirement for committee members to hold certain titles, the Panel notes a trend in best practice governance away from traditional Director "portfolios," and towards an equitable sharing of workload according to skills.<sup>8</sup>
- Failure to appropriately vet the eligibility of nominees to the Executive Committee, resulting in the appointment of individuals who were potentially unfinancial and/or not eligible voting members at the time of election.<sup>9</sup>
- Attempted abdication of responsibility based on title, system access, inclination or capacity. The standard of governance is not what an Executive Officer did know, but what they reasonably should have known. A failure to ask questions and interrogate data is not an excuse. The Panel has heard a multitude of excuses around Executive members not having access to certain systems or documents, not having the time or desire to be involved in certain functions, or certain things being "someone else's responsibility." The Australian Institute of Company Directors (AICD) is clear that the responsibility for both governance and financial oversight sits with the Board as a whole, and it is up to each Officer to ensure they have access to adequate information to fulfil this obligation.<sup>10</sup>
- Failure to adequately identify and manage financial risks. It is highly concerning to The Panel that a group of members outside the Executive has been able to identify a significant shortfall in the organisation's finances, which the Executive itself had not detected. While the Treasurer is expected to take the lead on financial matters, as above the ultimate responsibility sits with the Executive as a whole.

- Failure to adequately manage conflicts of interest. Central to the duty to act in good faith is the duty to avoid conflicts between the duties the director owes to the organisation, and personal interests or duties to others. Conflicts may not always be avoidable, but they must be managed effectively. It is the opinion of The Panel that the conflict presented by the same person holding the office of President and General Manager has not been effectively managed in this case.
- Structuring of salaries for reasons other than to reflect the requirements of the role. The Panel has no objection to MWTa having salaried employees, given the scale of its operations. In fact, this is consistent with the recent findings of the NSWTA Governance and Operating Model Review that the current volunteer-driven model is unsustainable.<sup>11</sup> However, it has become evident through the course of this investigation that factors included in salary determination have included prospective employees' individual tax positions as well as "optics" to members, with reference to the salaries of previous employees, regardless of change in scope. This is in breach of the MWTa Constitution's "arm's length" requirement<sup>12</sup> and is inconsistent with good governance practices.
- Failure to conduct an official vote of the Executive on the appointment of a General Manager.<sup>13</sup> Given the importance of this role in the day-to-day running of the Club, and the size of the proposed financial investment, The Panel finds it shocking that the appointment and salary was not put to a formal vote, with the obvious exclusion of Kate Perrett due to conflict of interest. This milestone also appears to have marked an escalation in existing tensions within the Executive. A formal vote could have led to an outcome that was more agreeable to the majority of the unconflicted Executive. At the very least, a record of the vote in the minutes would provide a more accurate indication of objections raised, which have been a subject of some disagreement since.

## INDIVIDUAL BEHAVIOURS

The Panel has also identified a number of concerning behaviours at an individual level. These are outlined below.

- Manually disabling the registration payment option in MySideline represents a deliberate attempt to circumvent proper process and controls. This is particularly concerning given there are legitimate options available within MySideline to address the issues the Executive was allegedly trying to solve for, such as adding teams from an Administrator level or utilising discount codes. Lack of familiarity with the system functionality is not an adequate excuse. It is the Panel's determination that this practice was primarily conducted by Kate Perrett, or by previous administrators at the direction of Kate Perrett or Graham Knights.
- A failure to adequately chase outstanding monies from teams that were initially registered without payment. Kate Perrett and Chloe Butcher were listed as the Team Delegates for the majority of teams where payment was not received up-front. Despite in some cases not having involvement with the team other than initial set-up, the responsibility for collecting payment sits with the Team Delegate. The Panel understands that in some cases payment instructions were provided (e.g. Shopify links), however there was no tracking or follow-up. Given Kate and Chloe's extensive experience in Touch Football competitions, the Panel considers it naïve and irresponsible to assume that people will "do the right thing" and remit payment without prompting. The Panel does note that the vast majority of outstanding monies have now been recovered by MWTa.
- Failure to appropriately identify and handle conflicts of interest. Specifically, Kate Perrett should have removed herself from the discussion around the proposed appointment of herself as General Manager, and Tom Perrett as Facilities Manager.<sup>14</sup> The Panel notes that other Executive members also have a responsibility to raise conflicts where they perceive them and should have asked Kate to remove herself. Kate's absence could have facilitated a more open and balanced discussion.
- As outlined above in "General Governance Issues," responsibility for financial oversight ultimately sits with the Board as a whole. However, The Panel cannot ignore the responsibility of the Treasurer, particularly given Paul MacPherson's accounting qualifications. It is highly concerning that a group of members outside of the Executive were able to identify a significant shortfall in the organisation's finances when the Treasurer had not. The Panel does acknowledge Paul's diligence in reconciling the outstanding monies during the process of recovery.

- Potential inappropriate sharing of confidential information by members of the Executive. The Panel considers it highly suspicious that a group of members outside of the Executive would take such a sudden and specific interest in financial matters, unprompted. However, at this time there is insufficient evidence to confirm the source of any leak. There is a delicate balance between transparency to members and a degree of confidentiality that assures the safe and effective function of the Executive and the Club. That said, The Panel wishes to highlight that the appropriate channel for the raising of governance concerns should be directly to the Executive.
- Numerous accounts of potentially abusive/bullying behaviour relating to several members of the Executive. While The Panel has insufficient evidence to opine on specifics, it is clear that the conduct of the Executive has descended to a level that is less than professional. The Panel also harbours concerns that individuals on both sides (i.e. the Grievance Party and the Executive) have used this matter as a forum to pursue personal grudges. None of this behaviour is in the best interests of MWTa. The Panel is aware that a formal complaint has been lodged against Phil McPhee in this regard.
- The Panel also notes the targeted nature of the Grievance, which primarily focuses on Kate Perrett and Chloe Butcher in particular. This is also the case with an email circulated by the Grievance Party to certain MWTa members. We find it concerning that the Grievance Party has chosen to focus on these individuals, without acknowledging the roles of previous Club leadership, the treasury function or indeed the broader Executive Committee.

## RECOMMENDATIONS

The Panel has accepted the decision from the current MWTa Executive that all members will stand down. The Panel further accepts the commitment from Kate Perrett, Chloe Butcher, Paul MacPherson and Phil McPhee that they will not stand for re-election, providing the Club the opportunity for a clean slate. Mark Hawthorne may stand for re-election based on eligibility at the time of the AGM/SGM, having only joined the Executive shortly prior to these issues being raised, and not having served during the majority of the period in question. Again, we thank the Executive for their full cooperation in this process.

While previous MWTa Executive members have not been specifically investigated as part of this process, it is the opinion of The Panel that the governance failings and unconstitutional practices are systemic in nature and were also overseen and supported by previous administrations. With that in mind, it is our strong advice that others who served on the MWTa Executive over the period of 2022-2024 not stand for office at the next SGM/AGM. The Panel reserves the right to refer these individuals to a NSWTA Disciplinary Tribunal in future.

The Panel recognises the potential disruption to Club operations that this change is likely to cause, and NSWTA is committed to supporting an orderly transition to the new leadership. Our detailed recommendations are below.

- 1) The current Executive will remain in Caretaker Mode until a Special General Meeting (SGM) can be conducted to elect a new Executive Committee. This should be held as soon as practicable, having regard to the appropriate notice period to members.
- 2) Noting that membership categories are likely to form part of the MWTa Constitutional Review, and in the interest of an open and transparent process to elect the new Executive, the Panel is recommending an avenue to consider individual membership applications received prior to the SGM. This process will be supported by NSWTA under Article 3.vi of the MWTa Constitution.<sup>15</sup>
- 3) The newly elected MWTa Executive will conduct a review of the MWTa Constitution, supported by appropriate external legal advice and to be approved by NSWTA. This updated Constitution will be subject to approval by MWTa members at the 2024 AGM.
- 4) Going forward, it will be the responsibility of the Executive to be intimately familiar with the Constitution, to uphold it at all times, and to go through the appropriate process to make changes where it becomes evident that elements of the Constitution have become out of date.

- 5) The ongoing employment of Kate and Tom Perrett will be a matter for the new MWTa Executive to consider. This Panel has no objection to the continuation of these paid roles subject to the appropriate oversight, including formal employment contracts, position descriptions, KPIs, a performance review process and regular MySideline audits.
- 6) The new Executive will review/establish MWTa's Conflict of Interest policy. This should have specific attention to situations which may result in payments being made to members of the Executive, including measures to manage unavoidable conflicts, as well as required disclosure to/approval from Club members around any payments to Executive members.
- 7) The practice of registering competition teams without up-front payment must be discontinued immediately, with controls put in place to ensure compliance. The Panel understands such measures are already in train.

## CONCLUSION

The sport of Touch Football remains heavily reliant on volunteers, and we do not wish to discourage anyone from contributing to their local Affiliate. There are many forms this contribution can take, from helping out on an ad hoc basis on competition night, to coaching or refereeing, being part of an operations committee, all the way up to Executive roles. If you do have strong views on how your Club is being or should be run, the best way to express these views is to run for Executive Office.

NSWTA remains committed to supporting the growth of our Affiliates and Regions, with the common goal of driving increased participation in Touch Football. Both NSWTA staff and the Board are available as a resource on governance matters, including Constitutional review, conducting AGMs, managing conflicts of interest, etc.

We thank all parties for their cooperation and patience during this process.



## FOOTNOTES

<sup>1</sup> List of interviewees: Kate Perrett, Chloe Butcher, Mark Hawthorne, Paul MacPherson, Phil McPhee, Graham Knights, Tayla Browne, Lara Long, Andrew Humpherson, Brett Gillard, Peter Casey. Consultation from NSWTA was provided by Dean Russell.

<sup>2</sup> AICD 2025: All directors should be familiar with their Constitution. It is, in effect, a contract between the company and each director and between the members and the company. The organisation's board derives its authority from the constitution and should have regard to the objectives when developing strategy and in all decision making.

<sup>3</sup> Special Resolution proposed at 2024 AGM to change composition of the Executive Committee, citing "the existing Executive Committee structure is antiquated, with traditional naming conventions for member positions no longer reflecting the roles and responsibilities of the committee."

<sup>4</sup> MWTa By-Laws: 3d) Teams will be required to pay their team registration fee, as set by the MWTa Executive Committee, as part of the registration process via MWTa's secure online registration system, prior to the start of competition. Unfinancial teams will not be entered into the draw or be removed from fixtures until outstanding amounts are paid. 3e) No part or individual payments can be made.

<sup>5</sup> MWTa Constitution clause 22: At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with i) the agenda for the meeting; and ii) **any notice of motion** received from members entitled to vote. Notice of AGM available [here](#) does not include any notice of Special Resolution.

<sup>6</sup> NSW Associations Incorporation Regulation 2022, Part 4 General Meetings: The Secretary must give each member notice of a general meeting; a) if a matter to be determined at the meeting requires a special resolution – at least 21 days before the meeting, or b) otherwise – at least 14 days before the meeting.

<sup>7</sup> Associations Incorporation Regulation 2022, Part 3 Committee: The committee must have 7 members, as elected in accordance with clause 15, consisting of a) the following office bearers: i) the president; ii) the vice president; iii) the secretary; iv) the treasurer; and b) at least 3 ordinary committee members.

<sup>8</sup> "Future of the Board" – Governance Institute of Australia 2021, available [here](#).

<sup>9</sup> MWTa Constitution clause 14.1.iii) Nominees for elected Executive Committee positions must hold a right to vote membership to be eligible to nominate. Clause 5.1.iii/iv) The team delegate will be the person listed on the online team registration form in the section titled "team contact." The team delegate will have the right to receive notices of General Meetings and to be present, debate at and make one vote on behalf of the team in General Meetings and at the AGM as long as that team has paid their registration fees in full. Clause 5.1.vii) Representative Referee Members shall have the right to attend and debate but not vote at General Meetings and the AGM.

<sup>10</sup> ASIC vs Healey 2011: The Centro case concerned provisions of the Corporations Act that allocates to the board and each director the specific task of approving the financial statements. Consequently, each member of the board is charged with the responsibility of attending to and focusing on financial accounts and cannot delegate or "abdicate" that responsibility to others (AICD, 2025).

<sup>11</sup> NSWTA Governance and Operating Model Review – report available [here](#).

<sup>12</sup> MWTa Constitution clause 27: Payment in good faith of or to any member can be made for: i) any services actually rendered to the Association whether as an employee, Executive Officer or otherwise. Nothing in this clause precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

<sup>13</sup> MWTa Constitution clause 16.2: Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.

<sup>14</sup> MWTa Constitution 16.6: An Executive Officer shall declare his/her interest in any contractual, selection, disciplinary or financial matter in which a conflict of interest arises or may arise. He/she shall... absent himself/herself from discussions of such matters and shall not be entitled to vote in respect of such matters.

<sup>15</sup> MWTa clause 3vi): Cooperate with other organisations controlling touch in the promotion and development of Touch Football.