

## FAQS ON NEW STANDARDS AUSTRALIA COMMITTEE MEMBER DEED

As you are aware Standards Australia has updated its Committee Member Deed.

There were a number of reasons why the Deed was updated.

In Australia and overseas, laws in relation to the collection and use of personal information have changed. These changes were out of Standards Australia's control however we did need to update our documents to reflect this.

Secondly, Standards Australia will be releasing a new committee member standards library. The library will give committee members more access than ever to Standards Australia documents for the purposes of standards development work. This will also involve publications being accessed directly by committee members.

For committee members who have worked with us before, you can be assured that the principles which sit behind our process have not changed.

We have been asked a number of questions by committee members in relation to the deed and we are pleased that a significant number of committee members have already signed and returned the deed to us.

Below are answers to some of the questions which we have been asked which may assist you in understanding the reasons why we have changed the deed.

### 1. What has changed?

The Committee Member Deed has been updated in several areas, but most notably in relation to:

**Privacy** – The new document has an updated section relating to the use and disclosure of information by Standards Australia, including disclosure to overseas recipients. It also refers to Standards Australia's privacy policy, which has been updated in line with amendments to the *Privacy Act 1988*. The document now also contains specific wording regarding the use of personal information obtained by committee members through their involvement in standards development work.

The scope of the consent for disclosure to overseas recipients is limited to ISO, IEC, and Standards New Zealand and NZ committee members. You can access their Privacy Policies through these links:

<http://www.iso.org/iso/home/policies.htm>

<http://www.iec.ch/about/privacy/>

<http://www.standards.govt.nz/privacy/>

**Confidentiality, Copyright, Patents and Moral Rights** – This section has been updated in an effort to clarify a number of areas that have raised queries in the past. It is important to note that with respect to the negotiation of agreements with third parties including other standards development organisations that Standards Australia assists as much as it can in negotiating agreements. This includes Standards Australia leading discussions with other SDO's and third parties to secure agreements between organisations and individuals. Standards Australia

does ask that committee members introducing material to our process which is subject to a patent or third party copyright let us and technical committees know.

**2. Why do I need to disclose the name of my employer when I am not representing them in the Committee Process?**

It is a requirement of the Memorandum of Understanding between Standards Australia and the Commonwealth that all of our committee membership lists (which we maintain) include not only the names of the nominating organisations but also the names of the employers of committee members.

Published standards will continue to list inside the front cover (only) the names of the nominating organisations represented on the committee which developed the relevant document. Employer names are not included.

**3. Why would Standards Australia be required to disclose my information to members of the general public?**

Standards Australia does not disclose committee member names to the general public except as permitted by law. (For further information about such permitted disclosure please refer to Part 3 of the Australian Privacy Principles (APP 6) <http://www.oaic.gov.au/privacy/privacy-resources/privacy-fact-sheets/other/privacy-fact-sheet-17-australian-privacy-principles>).

From time to time, Standards Australia is asked to provide information about the nominating organisations represented on committees, together with the names of the entities that employ committee members. In the interests of transparency, it is important for us to be able to provide that information.

**4. Why should my details be available on the Standards Australia committee website (currently known as the 'Hub') and be disclosed to other committee members and relevant staff of Standards Australia and Standards New Zealand.**

Contact details are made available on the Hub to Committee Members on the same participating committee to enable communication between members during the standards development process. This is a necessary part of the standards development process.

Information is made available to Standards New Zealand and committee members located in New Zealand when the committee is developing a joint Australian / New Zealand publication.

**5. Why may my details be disclosed to my Nominating Organisation and my Employer for confirmation of representation at any time?**

As part of the process of managing the membership of committees, it is sometimes necessary for us to contact a Nominating Organisation or Employer directly. We therefore like to seek your consent upfront.

While it is essential that we be able to contact your nominating organisation directly, if you have any concerns about us contacting your Employer directly, please let us know so that we can discuss the matter further.

**6. Why do you need permission to use my name and email address to watermark documents provided to me for standards development work?**

The new Standards Library became available to all Committee Members with access to the Standards Hub in August 2014. Documents published by your committee or another committee of relevance will be available to you to download. These documents, only made available to you, will use your unique email address as your identifier.

International publications by ISO or IEC will be made available in the Hub by your Project Manager. These documents will use your name as your unique identifier.

**7. Why does the Committee Member Deed need to be signed and witnessed?**

In order for the document to be effective as a deed it needs to be signed in front of a witness.

The witness does not need to be a solicitor or a justice of the peace. It is sufficient if the person is over 18 years of age and is satisfied as to the identity of the person signing the deed. In the interests of good governance, we have asked that SA staff do not act as witness to the signing of any Committee Member Deed.

**8. What responsibility does Standards Australia have for my work in standards development?**

The Constitution of Standards Australia Limited is available on our website through the following link:

<http://www.standards.org.au/OurOrganisation/AboutUs/Documents/Constitution%20approved%2015%20Nov%202013.pdf>

Relevantly, the Constitution provides as follows:

**Indemnity**

144. *Subject to Article 145, each person who is or has been an officer of the Company or a Councillor or a committee member including, but not limited to, members of the Accreditation Board for Standards Development Organisations, and committees that are formed to prepare standards or other services in the further pursuit of the interests of the Company are entitled to be indemnified, to the relevant extent, out of the property of the Company against any liabilities for costs and expenses incurred by that person:*

- (a) in the case of an officer, relating to that person's position with the Company or its subsidiaries; and*
- (b) in the case of a Councillor or a committee member, relating to that person's involvement in the affairs of the Company or its subsidiaries,*

save in relation to:

- (i) a liability owed to the Company or a related body corporate of the Company;
- (ii) a liability for a pecuniary penalty order under section 1317G of the Corporations Act 2001 or a compensation order under section 1317H of the Corporations Act 2001;
- (ii) a liability that is owed to someone other than the Company or a related body corporate of the Company and which did not arise out of conduct in good faith.

### **Legal Costs**

145. Each person who is or has been an officer of the Company or a Councillor or a committee member including, but not limited to, members of the Accreditation Board for Standards Development Organisations and committees that are formed to prepare standards or other services in the further pursuit of the interests of the Company are entitled to be indemnified, to the relevant extent, out of the property of the Company against any liabilities for legal costs and expenses incurred by that person (including in connection with proceedings other than criminal or civil proceedings such as but not limited to a Royal Commission of Inquiry or Inquiries constituted by any Act of Parliament or Government or Statutory Authority) unless the legal costs and expenses are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 144;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established (provided that the person shall be entitled to be indemnified in respect of costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the person under the Corporations Act 2001 in which the court denies the relief.

145A. The amount of any indemnity payable under Article 144 or 145 will include an additional amount (**GST Amount**) equal to any GST payable by the person being indemnified (**Indemnified Person**) in connection with the indemnity (less the amount of any input tax credit claimable by the Indemnified Person in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Person providing the Company with a GST tax invoice for the GST Amount.

146. *In Articles 144 and 145:*

- (a) *“officer” has the meaning given to that term in the Corporations Act 2001;*
- (b) *“to the relevant extent” means:*
  - (i) *to the extent that the Company is not precluded by law from doing so;*
  - (ii) *where the liability is incurred in the conduct of the business of another corporation or in the discharge of the duties of the person in relation to another corporation, to the extent and for the amount that the person is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation;*
  - (iii) *to the extent and for the amount that the person is not otherwise actually indemnified, including an indemnity under any insurance policy or contract;*
  - (iv) *where the indemnity consists of a payment or an agreement to make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by the person in defending an action for a liability incurred as an officer of the Company, the indemnity may only be provided on the condition that the person agrees to repay the amount if the costs become costs for which the Company is prohibited under Articles 144 and/or 145 from giving the person such an indemnity, unless the Board resolves otherwise;*
- (c) *the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.*

147. *The benefit of any indemnity given under Articles 144 and 145 continues, despite any amendment to or deletion of Articles 144 and 145, in respect of liability arising from acts or omissions occurring before the amendment or deletion.*

Standards Australia considers that it has adequate financial resources, which includes maintaining professional indemnity insurance cover, to meet the indemnity obligations in its Constitution.

**9. What has changed from the 2014 version of the Deed to the 2015 version?**

In order to better reflect Standards Australia practices, we have made some minor changes to the Deed which was issued in 2014, as follows:

- a. We have amended the wording in relation to international disclosure to refer specifically to ISO, IEC, and Standards New Zealand and NZ committee members and to set out the purpose of that disclosure.
- b. We have amended the wording in relation to attribution of authorship of copyright works created by committee members as part of or submitted to the committee process.
- c. We have amended the wording in relation to intellectual property and patent rights.

For further details on the above, a copy of the 2015 version of the Deed highlighting the changes (in tracked changes) is available on our website through the following link.

<http://www.standards.org.au/Documents/Committee%20Member%20Deed%20-%202014%20-%20marked%20amendments.pdf>