
Standards Australia Limited

Membership Committee Charter

Date 12 April 2021

Approved and adopted by the Board on 12/04/2021

A handwritten signature in black ink, appearing to read 'A. Stevens', is located at the bottom right of the page.

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STANDARDS AUSTRALIA LIMITED

MEMBERSHIP COMMITTEE CHARTER

1. Adoption of Charter

This Membership Committee Charter (**Charter**) will commence on the date that the Directors resolve to adopt it as a By-Law of the Company in accordance with the Constitution (**Constitution**) of Standards Australia Limited (**Company**).

2. Defined terms

Terms defined in the Constitution will have the same meaning in this Charter.

3. Objective and Role

- 3.1 The primary objective of the Membership Committee is to assist the Board in monitoring the membership of the Company to ensure that it continues to reflect a broad cross section of industry, community and government interests.
- 3.2 The primary role of the Committee is to advise the Board by:
- (a) monitoring Membership of the Company;
 - (b) providing recommendations to the Board regarding:
 - (i) applications for Membership of the Company; and
 - (ii) the continued eligibility of a Member to remain a Member of the Company.
- 3.3 For the avoidance of doubt, the Membership Committee will not be responsible for recruiting new Members.

4. Delegation of Powers

By this Charter, the Board delegates to the Membership Committee the following of its powers in accordance with the Constitution:

- (a) to consider applications for Membership of the Company and make recommendations to the Board as to whether an applicant should be admitted as a Member of the Company;
- (b) to review the Membership Criteria from time to time and provide recommendations to the Board of any necessary changes;
- (c) to consider whether any new categories of Membership should be implemented and provide recommendations to the Board in that regard;

- (d) to monitor reports about industry and standards related issues from the Company's stakeholder liaison structures and report to the Board on its findings;
- (e) to make recommendations to the Board as to whether any Member is no longer eligible for Membership of the Company.

5. Application process

- 5.1 The Company will refer any application for Membership of the Company to the Committee Chair for consideration by the Membership Committee.
- 5.2 As soon as practicable after receiving an application for Membership:
 - (a) the Committee Chair must distribute the application to all Membership Committee members for consideration; and
 - (b) the Membership Committee must meet (either in person or using technology) to consider the application.
- 5.3 In considering an application for Membership, the Membership Committee must have regard to the Membership Criteria.
- 5.4 The Membership Committee may request that an applicant supply any evidence of eligibility that the Membership Committee considers reasonably necessary. The Membership Committee must provide the Board with a copy of any such request and the applicant's response.
- 5.5 As soon as practicable after the Membership Committee has considered an application for Membership (and any additional information requested), the Membership Committee must prepare a written recommendation to the Board as to whether an applicant should be admitted or rejected as a Member.
- 5.6 If the Membership Committee's recommendation is that an applicant be rejected, the Membership Committee should provide reasons for that recommendation.
- 5.7 The Membership Committee may from time to time recommend amendments to the application for Membership form for the Board's consideration.

6. Membership Reviews

At least once every 5 years, the Membership Committee will carry out a review of the current Members of the Company and notify the Board if, in the view of the Membership Committee, any Member is no longer eligible for Membership of the Company.

7. Composition of Membership Committee

- 7.1 The Membership Committee will be comprised of up to 5 persons, including:
 - (a) up to 3 Member Representatives elected as members of the Membership Committee by the Members (**Member Positions**) in accordance with the Company's Election and Ballot By-Laws (as amended or replaced from time to time); and

- (b) so long as the number of Member Positions (but not including any person appointed to fill a casual vacancy of a Member Position pursuant to **clause 10.2(a)**) make up a clear majority of the Membership Committee, up to 2 Directors appointed by the Board from time to time (**Director Positions**).

7.2 All members of the Membership Committee must agree in writing to represent and act in the best interests of the Company, manage conflicts of interest and maintain impartiality.

8. Term

- 8.1 Any person elected to a Member Position on the Membership Committee shall hold office for a term of 3 years commencing on the date of their election.
- 8.2 Subject to **clause 8.3**, a person elected to a Member Position on the Membership Committee may be re-elected at the end of their 3 year term but may not hold office for longer than 9 consecutive years.
- 8.3 A person elected to a Member Position on the Membership Committee who has held office for a total period of 9 years or more (whether consecutive or non-consecutive) may only be re-elected by a Special Resolution of the Members.

9. When a Person Stops Being a member of the Membership Committee

Without limitation to **clause 8**, a person immediately stops being a member of the Membership Committee if:

- (a) they resign, by writing to the Membership Committee Secretary;
- (b) they fail to attend 3 consecutive meetings of the Membership Committee without permission;
- (c) in the case of a Membership Committee member who is a Member Representative, they cease to be a Member Representative;
- (d) in the case of a Membership Committee member who is a Director, they cease to be a Director or the Board revokes their appointment; or
- (e) they are removed as a member of the Membership Committee in accordance with **clause 19**.

10. Casual Vacancies

10.1 For the purposes of this **clause 10**, **casual vacancy** means a vacancy on the Membership Committee for any reason.

10.2 If the casual vacancy is for:

- (a) a Member Position, the Board will appoint another person to fill that vacancy and that person must resign on the date that the Members next vote to elect a person to a Member Position; and

- (b) a Director Position, the Board will appoint another person to fill that vacancy for the remainder of the original Director's term.

11. Membership Committee Chair

- 11.1 The Board shall appoint one of the persons appointed to a Director Position pursuant to **clause 7.1(b)** as the Membership Committee Chair from time to time.
- 11.2 The Membership Committee Chair shall preside at all meetings of the Membership Committee.
- 11.3 The rulings of the Committee Chair (or any other person chairing a meeting) on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.
- 11.4 In the case of an equality of votes at any Membership Committee meeting, the Membership Committee Chair shall have a second or casting vote.
- 11.5 The Membership Committee Chair shall report regularly to the Board on all significant matters considered by the Membership Committee.

12. Membership Committee Secretary

- 12.1 The Chief Executive Officer shall appoint a Membership Committee Secretary (who will not be a member of the Membership Committee).
- 12.2 The Membership Committee Secretary will:
 - (a) prepare and circulate the agenda and meeting papers for all Membership Committee meetings;
 - (b) attend all meetings of the Membership Committee;
 - (c) take accurate minutes of all Membership Committee meetings.
 - (d) circulate the minutes to Membership Committee members and the Board and retain a permanent Minute Book of all signed minutes; and
 - (e) in conjunction with the Chief Executive Officer, carry out any instructions of the Membership Committee in order to give practical effect to the Membership Committee's recommendations which have been approved by the Board.

13. Reporting Procedures

- 13.1 The Membership Committee Chair shall report regularly to the Board on all significant matters considered by the Membership Committee and report annually to Members.
- 13.2 The Membership Committee Secretary shall prepare a statement describing the responsibilities and activities of the Membership Committee for inclusion in the Company's Annual Report.

14. Meetings of Membership Committee

- 14.1 The quorum for a Membership Committee meeting shall be 50% of the number of current Membership Committee members, rounded up to the nearest full number in the event of a fraction.
- 14.2 No business may be transacted at any Membership Committee meeting unless a quorum is present at all times during the meeting.
- 14.3 If at any meeting, the Membership Committee Chair is not be present within 5 minutes after the time appointed for the meeting, the Membership Committee members present may choose one of their number to chair the meeting until the Membership Committee Chair is present.
- 14.4 Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present.
- 14.5 Meetings shall, unless varied by the Board, be held not less than 4 times each calendar year.
- 14.6 All Membership Committee meetings shall include “Disclosure of Interests” as a standing agenda item, providing each Committee Member the opportunity to formally disclose any actual, potential or perceived conflicts of interest.
- 14.7 The Chair of the Board (or their nominee) and the Chief Executive Officer (or their nominee), shall attend Membership Committee meetings as observers. The Board may appoint other persons as observers from time to time.

15. Using Technology to Hold Membership Committee Meetings

- 15.1 The Membership Committee members may hold Membership Committee meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Membership Committee members.
- 15.2 The Membership Committee members' agreement may be a standing one.
- 15.3 A Membership Committee member may only withdraw their consent within a reasonable period before the meeting.

16. Disclosure of Conflicts of Interest

- 16.1 Without limitation to their obligations pursuant to **clause 13.6**, Membership Committee members must:
 - (a) disclose to the Membership Committee Secretary in writing all actual, potential or perceived interests and any changes to those interests as and when they arise;
 - (b) use their best endeavours to manage or remove any actual, potential or perceived conflicts of interest, including by abstaining from voting on relevant issues as appropriate; and
 - (c) use their best endeavours to be impartial.

- 16.2 For the avoidance of doubt, a Membership Committee member must remove itself from any consideration of any application from any Member for which it is a Member Representative.

17. Confidentiality

Membership Committee members must:

- (a) treat any information obtained as a Committee Member or labelled “Committee-in-Confidence” (or similar) as confidential information;
- (b) keep any such confidential information confidential and refrain from disclosing, publishing or communicating any confidential information except as authorised by the Membership Committee Chair in writing or as required by law; and
- (c) refrain from using any information obtained as a Membership Committee member for the benefit of themselves or any person connected to them.

18. Self-evaluation

As soon as practicable after the end of each Financial Year, the Membership Committee shall undertake a self-evaluation of its performance during that Financial Year and report to the Board in writing in respect of its findings.

19. Dispute Resolution

- 19.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Membership Committee member and:

- (a) one or more Membership Committee members; or
- (b) the Company,

which arise under this Charter or otherwise in relation to the activities of the Membership Committee.

- 19.2 A Membership Committee member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **clause 19** until the disciplinary procedure is completed.

- 19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

- 19.4 If those involved in the dispute do not resolve it under **clause 18.3**, they must within 10 days:

- (a) tell the Membership Committee Chair about the dispute in writing;
- (b) agree or request that a mediator be appointed; and
- (c) attempt in good faith to settle the dispute by mediation.

- 19.5 The mediator must:

- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree, by a person chosen by the Membership Committee Chair (or if the Membership Committee Chair is a party to the dispute, by the Company's Chief Executive Officer).
- 19.6 A mediator chosen by the Membership Committee Chair (or the Chief Executive Officer) under **clause 18.5**:
- (a) may be a Member Representative or former Member Representative of the Company;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 19.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

20. Disciplinary Procedures

- 20.1 In accordance with this clause, the Board may resolve to remove a Membership Committee member from the Membership Committee if the Board:
- (a) receive 3 or more complaints in respect of the Membership Committee member;
 - (b) consider that the Membership Committee member has failed to comply with this Charter; or
 - (c) consider that the Membership Committee member's behaviour is unbecoming and/or is causing, has caused, or is likely to cause harm to the Membership Committee and/or the Company.
- 20.2 For the avoidance of doubt, conduct will be considered to be unbecoming if it:
- (a) causes a majority of the Membership Committee and/or the Board to think less of the Membership Committee member's integrity; or
 - (b) brings the Membership Committee or the Company into disrepute; or
 - (c) breaches any of the Company's codes of conduct.
- 20.3 The Secretary must notify the Membership Committee member in writing:
- (a) that the Board is considering a resolution to remove the Committee member from the Membership Committee;
 - (b) what the Membership Committee member is said to have done or not done;

- (c) that the Membership Committee member may provide an explanation to the Board, and details of how to do so.
- 20.4 Before the Board pass any resolution under **clause 19.1**, the Membership Committee member must be given a chance to explain or defend themselves by sending the Board a written explanation.
- 20.5 After considering any explanation under **clause 19.4**, the Directors may:
- (a) take no further action;
 - (b) warn the Membership Committee member; or
 - (c) remove the Membership Committee member from the Membership Committee.
- 20.6 The Membership Committee Secretary must give written notice to the Membership Committee member of the decision under **clause 19.5** as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8 There will be no liability for any loss or injury suffered by the Membership Committee member as a result of any decision made in good faith under this clause.

21. No Right of Appeal

A Membership Committee member will not have a right to appeal against their removal from the Membership Committee.

22. Review of Charter

The Committee will review and update the Committee's Charter at least every two years, for approval by the Board.