



STANDARDS AUSTRALIA

Members & Councillors Duties and Responsibilities

Introduction

Standards Australia Limited was incorporated as a public company limited by guarantee on 1 July 1999, having been formed from the Standards Association of Australia, a body incorporated by Royal Charter in 1950 that originally commenced operations in 1922.

As a company limited by guarantee Standards Australia Ltd has non financial Members rather than shareholders. Members appoint Councillors to represent their interests on the SA Council. The Council appoints and monitors the Board of Directors. The Board appoints and directs the Chief Executive Officer.

Governance

The Constitution and Membership Rules, in conjunction with the Corporations Act, define the governance structures and operational activities of Standards Australia. The current Constitution and Membership Rules can be accessed on the Standards Australia website.

Members

More than 70 of Australia's leading industry, government and consumer organisations form the Membership of Standards Australia.

Standards Australia's Members are drawn from bodies and organisations most involved in the development and utilisation of Standards, and that have an interest in the outcomes of Standards Australia's activities generally.

Eligible Membership groupings and the maximum number of Bodies in each grouping are set out in the Constitution and Membership Rules. Membership is subject to recommendation by the Board, and approval by Council.

Each Member is required to nominate a Member Representative (as distinct from a Councillor). The Member Representative is often the Member's CEO or Chairman and is our primary point of contact for issues relating to an organisation's membership. In practice the responsibilities of the Member Representative are the appointment and direction of the Member's Councillor(s), and attendance at Annual General Meetings to meet our statutory obligations under the Corporations Act.

Council and Councillors

Councillors' appointment

Members may appoint one (or in some cases, more) Councillor to represent them in accordance with criteria that reflect the Member's involvement in the core activity of Standards development.

Councillors may also be the Member Representative, however in larger Member organisations the Councillor role may be given to a more operational nominee. This is a matter for each Member.

Appointments are formalised by the Member Representative and the Councillor completing and signing the appropriate form and forwarding it to the Company Secretary. During the year of each third anniversary from July 1999, Members are required to renew Councillor appointments or make new appointments.

Councillors duties and responsibilities

Councillors are appointed by Members for the sole purpose of carrying out acts on behalf of the Member. This is done by representing the Member's views in Council, which independently advises the Board of matters of concern to stakeholders.

Under the Constitution, Councillors are delegated authority by Members to elect Directors of Standards Australia.

Council

The Standards Australia Council comprises the collective of Members' Councillors and is responsible for the general oversight of standardisation in Australia and the governance of Standards Australia. The Council exercises its control through the following powers as set out in Clause 67 of the Constitution:

- monitor membership of the Members
- monitor membership of the Council
- monitor the Board
- make recommendations to the Board on activities, procedures and operations – this is exercised by way of a resolution of Council.

The procedure for proposing a resolution at a Council meeting is prescribed in Clause 77A of the Constitution.

Council meets at least annually in November to coincide with the statutory Member's Annual General Meeting. The annual Council meeting is used by the Board to present to Councillors the performance and plans of the organisation, as well as dealing with a number of procedural matters. When appropriate a further Council meeting is held during the year with the main focus being the interchange of issues between Councillors and the Board.