

## **Governance Institute of Australia Ltd ABN 49 008 615 950**

### **Membership Committee Charter**

#### **1 Purpose**

- 1.1 The Membership Committee (**Committee**) is a committee of the Board of Directors of Governance Institute of Australia Ltd (Governance Institute) established under Rule 23(a)(i) of Governance Institute's Constitution (**Constitution**) to assist the Board in discharging its responsibilities in relation to its members<sup>1</sup> and any services provided<sup>2</sup> in respect of members<sup>3</sup> of the Chartered Governance Institute – Australian Division by monitoring and advising on:
- overall membership strategies, policies and practices;
  - fulfilment of Governance Institute's obligations regarding membership applications;
  - the establishment of disciplinary bodies; and
  - member complaint management processes.
- 1.2 The Committee also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

#### **2 Membership**

- 2.1 The Board appoints the members of the Committee and its Chair.
- 2.2 At least one of the members of the Committee must be a Director of Governance Institute.
- 2.3 The Board will appoint the Chair of the Committee, who must be independent of Management.
- 2.4 The Committee comprises at least four (4) members).
- 2.5 Each Committee member is expected to:
- have and maintain a good working knowledge of membership organisations and member issues; and
  - have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- 2.6 The Company Secretary of Governance Institute is the Secretary to the Committee.

#### **3 Meetings**

- 3.1 The Committee must meet at least four times in each year.
- 3.2 Any Committee member may, and the Committee Chair or Secretary at the request of a Committee member must, convene a meeting of the Committee.
- 3.3 The agenda for Committee meetings is determined by the Committee Chair.

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<sup>1</sup> As set out in the Constitution

<sup>2</sup> Pursuant to the Services Agreement between Governance Institute of Australia Limited and the Committee for Australia, from time to time

<sup>3</sup> As set out in the Royal Charter and Byelaws of the Chartered Governance Institute and the Rules with respect to the Committee for Australia and the Australian Division

- 3.4 The agenda and supporting papers are to be delivered to Committee members by the Committee Secretary at least seven (7) days in advance of each meeting. Late papers may be accepted only with the consent of the Committee Chair.
- 3.5 Meetings and the proceedings of the Committee are governed by the provisions of the Constitution regulating meetings and proceedings of the Board.
- 3.6 A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 3.7 A quorum for any meeting is a simple majority of members of the Committee.
- 3.8 In the absence of the Committee Chair (or his or her properly appointed delegate), the members will elect one of their number as chair of that meeting.
- 3.9 The Committee may invite other people including employees, Directors of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 3.10 Any Director of Governance Institute may attend a meeting of the Committee.
- 3.11 If any Committee Member or employee of Governance Institute or any other person has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the Committee and the Committee agrees that the person may be present.
- 3.12 Decisions of the Committee may be made:
- at a duly called and constituted meeting; or
  - by a resolution in writing notified to all members of the Committee and signed by at least 75% of the members of the Committee who are entitled to vote on the resolution.
- 3.13 All members, directors and other attendees at Committee meetings are required to keep all information presented (whether written or oral) or discussed at Committee meetings confidential and only use and disclose this information in the proper discharge of their duties to Governance Institute.

## **4 Minutes**

- 4.1 Minutes are to be prepared for each Committee meeting.
- 4.2 The draft minutes of each Committee meeting are to be reviewed by the Committee Chair and circulated to all Committee members by the Committee Secretary as soon as practicable, but not later than the distribution date for the papers for the next Committee meeting.
- 4.3 The Committee must confirm the minutes of each Committee meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).
- 4.4 A copy of the minutes once they have been reviewed and approved by the Committee Chair must be included in the papers for the next Board meeting.

## **5 Responsibilities**

### **5.1 Overall membership strategies, policies and practices of Governance Institute**

- 5.1.1 Considering and making recommendations to the Board in relation to the overall membership strategies, policies and practices of Governance Institute including:
- Membership categories, including Life, Fellow and Associate

- Membership fees
- Member conduct

In its consideration of the issues set out in this section the Committee will give due consideration to the views and recommendations of management and or any other relevant information to enable the committee to make a reasonably informed decision.

- 5.1.2 The Committee has authority to approve membership applications, including special considerations, and administratively manage any membership cancellations that the Board may determine.
- 5.1.3 The Committee has authority to consider and approve certain policies as delegated under the Governance Institute of Australia Policy Framework from time to time.
- 5.1.4 In its consideration of membership fees, the Committee Chair may invite members of the Risk, Audit and Finance Committee to attend the meeting and take part in the discussions.
- 5.1.5 Review, at least annually the results of the member engagement survey.

## **5.2 Membership approvals for The Chartered Governance Institute - Australian Division**

Ensure that the Governance Institute fulfil its obligations in respect of membership approvals for The Chartered Governance Institute-Australian Division.

## **5.3 Establishment of disciplinary bodies**

- 5.3.1 Ensure that disciplinary processes are in place to conduct proceedings giving rise to evidence of member misconduct, including the establishment of disciplinary bodies as determined by the Board under Clause 7 of the Constitution.
- 5.3.2 Undertake for Board consideration, an annual review of the disciplinary processes and performance assessment of the disciplinary bodies, using mechanisms as determined by the Board.

## **5.4 Complaints management**

Ensure appropriate processes and structures are put in place to manage complaints from members regarding membership.

## **5.5 Other**

Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.

## **6 Authority**

- 6.1 The Board has authorised the Committee, within the scope of responsibilities set out in this Charter, to:
- perform the activities required to address its responsibilities and make recommendations to the Board;
  - select, engage, terminate and approve the fees and other terms and conditions of the engagement of special or independent experts and other advisors as it deems necessary to carry out its duties capped at the level of the Chief Executive Officer's delegated authority, and if in excess, to be referred to the Board; and

- have unrestricted access to management, employees and information it considers relevant to discharge its responsibilities under this Charter.

## **7 Reporting Responsibilities**

- 7.1 In addition to providing the Board with a copy of the minutes of its meetings the Committee will through its Chair, report to the Board on its meetings and make appropriate recommendations for approval by the Board.

## **8 Evaluating Performance**

- 8.1 To ensure that the Committee is fulfilling its duties, it will:
- undertake an annual assessment of its performance against the requirements of this Charter and provide that information to the Board.
  - provide any information the Board may request to facilitate its review of the Committee's performance and its members to the fullest extent permitted by law (including Privacy provisions); and
  - obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.

## **9 Review of the Committee Charter**

- 9.1 Any modifications to or replacements of this Charter must be approved by the Board.
- 9.2 The Board shall review the Charter every two (2) years or as required.

Board Approved: 20 December 2023