

NATIONAL MEMBERSHIP COMMITTEE CHARTER

(Approved by the Board on 28 February 2022)

1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities, composition and administration of the National Membership Committee (**Committee**) of the Australian Institute of Company Directors (**AICD**).

Under the Division Council Charter and Division Council – Membership Status Committee Charter, each Division Council (or its Membership Status Committee, if any) performs the function of the Membership Status Committee for membership applications received in their respective State. The role of the Membership Status Committee is to consider applications from candidates for admission to membership of the AICD or a change in membership class or status. A Division Council or Membership Status Committee may seek advice from the National Membership Committee on matters of interpretation of the criteria for membership.

2. OBJECTIVES

The primary objective of the Committee is to provide recommendations to the Board and directions and advice to Division Councils or Membership Status Committees on matters concerning membership of the AICD.

3. RESPONSIBILITIES

The main duties and responsibilities of the Committee are:

- (a) Oversight of member acquisition and retention strategies and metrics;
- (b) Oversight of AICD conferences, signature events and events strategy;
- (c) On request from a Membership Status Committee or Division Council, review a special or complex application for the membership status of Fellow in order to respond to the specific question(s) raised regarding the application prior to a decision on the application being made by the relevant Membership Status Committee or Division Council;
- (d) Provide directions or guidance to a Membership Status Committee or Division Council on the possible approaches for resolving the questions from the relevant Membership Status Committee or Division Council and any other issues considered by the Committee in the course of its review of the application, which may include changes to the Fellow Status Guidance Note;
- (e) On the recommendation of management, periodically review the Fellow status criteria or other provisions relating to membership in the Membership Application, Renewal and Status Guidelines (**Guidelines**) and, if necessary or appropriate, make recommendations to the Board for amendments to the Guidelines and/or the Fellow Status Guidance Note;
- (f) Review other membership matters (including high risk / reputational matters) referred to the Committee from time to time by the General Manager Members & Clients; and
- (g) Consider such other membership matters requested by the Board from time to time.

4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- (a) The Committee comprises at least three (3) members (one of whom must be a National Director), including:

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- (i) the chair of the Committee (**Committee Chair**), who is to be a non-executive director of the AICD; and
 - (ii) at least two (2) other non-executive directors of the AICD; and
 - (iii) any other parties nominated by the Board.
- (b) Members of the Committee and the Committee Chair will be appointed by the Board. The Board may remove and replace the Committee Chair or any Committee member at any time.
- (c) A quorum of the Committee is any two (2) members of the Committee.
- (d) If the Committee Chair is unable to attend a meeting, the Committee Chair will appoint an alternate chair who will act as chair for the purposes of that Committee meeting.
- (e) The Managing Director and Chief Executive Officer (**MD&CEO**) and General Manager Members & Clients may attend the Committee together with other AICD staff by invitation.
- (f) From time to time, the Committee Chair may invite other people to attend Committee meetings as the Committee Chair considers necessary.
- (g) The secretary of the Committee is the Company Secretary or another person nominated by the Committee Chair.

4.2 Meetings

- (a) Meetings of the Committee are held at least two (2) times per year. Special meetings may be convened as required to fulfil the Committee's responsibilities. The Committee may also meet at the request of the Board, any Committee member, the MD&CEO, or the Company Secretary.
- (b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- (c) Members will receive relevant Committee papers at a reasonable time before each meeting, with an aim of receiving Committee papers at least one week prior to the relevant meeting.
- (d) Committee members must disclose all matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the Committee.
- (e) The secretary, or other person nominated by the Committee Chair, takes minutes of the proceedings of all meetings of the Committee. The minutes are provided to the Committee Chair for review as soon as practicable after the meeting and then circulated to the Committee members for approval.
- (f) The Committee may pass a resolution without a meeting of the Committee if at least 75% of the members of the Committee entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for this purpose and/or an electronic signature or assent may be used, if the wording of the resolution and the statement is identical in each case.

4.3 Authority

- (a) Except as provided in paragraph (c) below, the Committee has no executive power over its findings and recommendations.
- (b) The Board delegates authority to the Committee, within the scope of its responsibilities, to:
- (i) obtain any information it requires from any employee or external party;
 - (ii) obtain outside legal or other independent professional advice; and
 - (iii) facilitate the attendance at Committee meetings of external parties with relevant experience and expertise.

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- (c) The Board delegates authority to any two members of the Committee to approve amendments to the Fellow Status Guidance Note from time to time upon recommendation of the MD&CEO, Company Secretary or General Manager Members & Clients. Amendments to the Membership Application, Renewal and Status Guidelines must be submitted to the Board for approval.

4.4 Sub-delegation

The Committee may, at its discretion, delegate some or all of its responsibilities to the Committee Chair or to a sub-committee of the Committee.

4.5 Board reporting

The Committee Chair reports to the Board after each meeting of the Committee. The papers and minutes of all Committee meetings are to be made available to the Board.

4.6 Review of charter

The Committee is to:

- (a) review this Charter at least annually (or other times deemed necessary), and
- (b) conduct a self-evaluation to assess its performance against the Committee's responsibilities contained in this Charter.

Any proposed amendments to this Charter are recommended to the Board for approval.

4.7 Performance Review and Committee composition

The Board will review, on an annual basis:

- (a) the composition of the Committee, and
- (b) performance of the Committee, with feedback provided to the Committee Chair.