

NATIONAL MEMBERSHIP COMMITTEE CHARTER

(Approved by the Board on 10 February 2021)

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 AICD's By-Laws, each Division Council (or its applicable sub-committee, if any) performs the function of the Membership Committee for membership applications received in their respective State. The role of the Membership Committee is to vet candidates for admission to membership of the Institute. A Membership 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 Membership Committees and the Board 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;
- (c) On request from a Membership Committee, review a special or complex application for the membership class of Fellow in order to respond to the specific question(s) raised by the relevant Membership Committee;
- (d) Make recommendations to the relevant Membership Committee on the possible approaches for resolving the questions from the Membership Committee and any other issues considered by the Committee in the course of its review of the application, which may include changes to the Fellow Class Guidance Note;
- (e) On the recommendation of management, periodically review the Fellow class criteria and, if necessary or appropriate, make recommendations to the Board for amendments to the By-Laws and/or the Fellow Class 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 members (all of whom are non-executive directors and one of which must be a National Director) including:
 - (i) The Chair of the Committee appointed by the Board; and
 - (ii) At least two other members of the Board as appointed by the Board, and any other parties nominated by the Board.
- (b) A quorum of the Committee is any two members of the Committee.

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- (c) 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.
- (d) From time to time, the Committee may invite other people to attend Committee meetings as it considers necessary.
- (e) The secretary of the Committee is the Company Secretary or another person nominated by the Chair.

4.2 Meetings

- (a) Meetings of the Committee will be scheduled for not less than twice a year. Special meetings may be convened as required to fulfil the Committee's responsibilities. The Committee also meets 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) The secretary, or other person nominated by the Chair, takes minutes of the proceedings of all meetings of the Committee.
- (d) The Committee may pass a resolution without a meeting of the Committee if any two 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) Ensure the attendance of external parties with relevant experience and expertise.
- (c) The Board delegates authority to any two members of the Committee to approve amendments to the Fellow Class Guidance Note from time to time upon recommendation of the MD & CEO, Company Secretary or General Manager Members & Clients. Amendments to the By-Laws must be submitted to the Board for approval.

4.4 Sub-delegation

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

4.5 Board reporting

The Chair of the Committee reports to the Board annually or more frequently as deemed necessary by the Committee. The papers and minutes of all Committee meetings are to be made available to the Board.

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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.