

# INSTITUTE OF QUARRYING AUSTRALIA - CONSTITUTION

## APPENDIX A

### SCHEDULE OF BRANCHES and SUB-BRANCHES ESTABLISHED IN AUSTRALIA

<u>Branch / Sub-Branch</u>	<u>District in Respect of Which the Branch is Established.</u>
New South Wales	All regions of the State of New South Wales excluding the post code areas represented in the Central West, Hunter, Illawara, Northern NSW Region, Sydney Region Sub-Branched and the ACT branch.
Central West (sb)	All regions of the Central West area in New South Wales represented by post code areas 27-- to 28--.
Hunter (sb)	All regions of the Hunter area in New South Wales represented by post code areas 22-- and 23--.
Illawara (sb)	All regions of the Illawara area in New South Wales represented by post code areas 25--.
Northern NSW Region (sb)	All regions of the Northern NSW area in New South Wales represented by post code areas 24--.
Sydney Region (sb)	All regions of the Sydney area in New South Wales represented by post code areas 2--- excluding those which are part of the Hunter, Illawarra and Central West Sub-branches.
Victoria	All regions of Melbourne and the Melbourne metropolitan area of the State of Victoria.
Victorian (sb)	All regions in the country area of Victoria.
Queensland	That region of the State of Queensland represented by the post code areas 40-- to 45--.
Central QLD (sb)	All regions of the Gladstone area in Queensland represented by post code areas 46—to 47--.
North Queensland (sb)	All regions of the State of Queensland represented by post code areas 485_ to 487_.
Cairns (sb)	All regions of the Cairns area in Queensland.
Western Australia	All regions of the State of Western Australia.
South Australia	All regions of the State of South Australia.
Tasmania	All regions of the State of Tasmania.
A.C.T.	All regions of the Australian Capital Territory and those areas of New South Wales whose quarries are within close proximity to the Australian Capital Territory boarder.
N.T.	All regions of the Northern Territory.

## APPENDIX B

### MEMBERSHIP REVIEW COMMITTEE CHARTER & MEMBERSHIP GUIDELINES

#### **1.0 COMPOSITION OF THE COMMITTEE**

The committee comprises a chairperson who is the Chief Executive Officer, three (3) members with detailed vocational and educational experience, and one (1) corporate member. An alternate Chairperson will be agreed to at the start of any meeting that the Chairperson is unable to attend. Positions on the Committee will be held for terms of two years with a maximum three terms to be served. New members join the committee singularly and the Committee determine which member ceases from the Committee.

The Board may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks.

The Committee Secretary (Membership and Awards Officer) will attend and minute the committee meetings.

#### **2.0 COMMITTEE'S ROLE**

The Committee's role will be to:

- i) Determine applications for corporate member status, where applicants do not have a formal or exempting qualification;
- ii) Determine applications for corporate membership that are referred to it by the Membership Officer or Chair of the Committee;
- iii) Determine applications for corporate membership that are referred to it by applicants that are not happy with the decision of the Membership Officer or Chair of the Committee;
- iv) Review and provide advice to the Board via the Chief Executive Officer on all nominations for Honorary Fellow;
- v) Review and provide advice to the Chief Executive Officer on all membership matters;
- vi) Refer matters of Committee composition, membership guideline amendments and member fees to the Advisory Council via the Chief Executive Officer.

#### **3.0 MEMBERSHIP REQUIREMENTS**

##### **3.1 Corporate**

##### **3.1.1 Technical Member**

Where an applicant clearly meets the following requirements the Membership Officer may elect as a **Technical Member** any applicant who:

- i) is engaged in the industry;
- ii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iii) has paid the prescribed fee;
- iv) has been nominated by two Corporate Members;
- v) has completed a period of training and experience applicable to their employment in the industry;

- vi) has been in a position of responsible charge for at least three years;
- vii) has passed a Certificate IV applicable to their employment in the industry and as provided in an Australian national training package or its equivalent or higher or possesses an exempting qualification; and
- viii) has produced written evidence of their qualifications and experience

Where the applicant does not clearly meet all of the requirements of a Technical Member the Membership Officer is to refer that application to the Membership Review Committee for their consideration and determination and the Membership Officer may also refer other applications for Member grade to the Committee for determination.

The Membership Review Committee may elect as a **Technical Member** any candidate who:

- i) is engaged in the industry;
- ii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iii) has paid the prescribed fee;
- iv) has been nominated by two Corporate members;
- v) has at least ten years experience in the industry, including no less than three years experience in a position of responsible charge; and
- vi) is deemed qualified by the Membership Review Committee using a formal process approved by the Australian Council and using a Certificate IV applicable to their employment in the industry as provided in an Australian national training package as the benchmark for that deemed qualification, (evidence required will include, but not be limited to a resume)

### 3.1.2 Member

Where an applicant clearly meets the following requirements the Membership Officer may elect as a **Member** any applicant who:

- i) is engaged in the industry;
- ii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iii) has paid the prescribed fee,
- iv) has been nominated by two Fellows or two Members or a combination thereof
- v) has completed a period of training and experience in quarrying;
- vi) has been in a position of responsible charge for at least three years;
- vii) has passed a diploma applicable to their employment in the industry and as provided in an Australian national training package or its equivalent or higher or possesses an exempting qualification, and
- viii) has produced written evidence of their qualifications and experience in the industry

The Membership Officer may also elect as a **Member** any candidate who holds the position of an Inspector of Mines and Quarries or has the same experience in an equivalent position and has at least three years experience in the Inspectorate.

Where the applicant does not clearly meet all of the requirements of a Member the Membership Officer is to refer that application to the Membership Review Committee for their consideration and determination and the Membership Officer may also refer other applications for Member grade to the Committee for determination.

The Membership Review Committee may elect as a **Member** any candidate who:

- i) is engaged in the industry;
- ii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iii) has paid the prescribed fee
- iv) has been nominated by two Fellows or two Members or a combination thereof,
- v) has at least ten years experience in the Industry, including no less than three years experience in a position of responsible charge, and
- vi) is deemed qualified by the Membership Review Committee using a formal process approved by the Advisory Council and using a diploma applicable to their employment in the industry as provided in an Australian national training package as the benchmark for that deemed qualification, (evidence required will include, but not be limited to, a resume and/or the preparation of a thesis)

### 3.1.3 Fellow

Where the applicant clearly meets all of the following requirements the Chair of the Committee may elect as a **Fellow** any applicant who:

- i) is engaged in the industry;
- ii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iii) has paid the prescribed fee;
- iv) has been nominated by two Fellows of the Institute;
- v) has at least seven years experience in the Industry, including no less than four years in a position of senior managerial charge;
- vi) has passed a diploma applicable to their employment in the industry and as provided in an Australian national training package or its equivalent or higher or possesses an exempting qualification; and
- vii) has produced written evidence of their qualifications and experience in the industry.

The Chair of the Committee may also elect as a **Fellow**, any candidate who holds the position of an Inspector of Mines and Quarries or has the same experience in an equivalent position and has had at least seven years in the Inspectorate.

Where the applicant does not clearly meet all of the requirements of a Fellow the Chair of the Committee is to refer that application to the Membership Review Committee for their consideration and determination and he or she may also refer other applications for Fellow grade to the Committee for determination.

- i) The Membership Review Committee may elect as a **Fellow** any candidate who:
- ii) is engaged in the industry;
- iii) has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form;
- iv) has paid the prescribed fee;
- v) has been nominated by two persons who shall be Fellows of the Institute;

- vi) has at least fifteen years experience in the Industry, including no less than seven years experience in a position of senior managerial charge, and
- vii) is deemed qualified by the Membership Review Committee using a formal process approved by the Advisory Council and using a diploma applicable to their employment in the industry (as provided in an Australian national training package) as the benchmark for that deemed qualification, (evidence required will include, but not be limited to, a resume and/or the preparation of a thesis)

### 3.1.4 Honorary Fellow

The Advisory Council may elect as an **Honorary Fellow** a person who, in its opinion, has rendered such service to the Institute and the Industry generally as warrants honorary fellowship and who has:

- i) made a significant contribution to the Institute or to the industry, **or**
- ii) holds a position in the Institute or the Industry which merits such recognition.

In applying these requirements the following categories of applicants will be considered:

- i) Associate members of The Institute who have made a notable, active and sustained contribution to the institute and industry and hold significant positions in industry but lack of formal qualification required for them to be otherwise granted a corporate grade (Member or Fellow), and
- ii) Corporate members (usually Fellows) who have made a notable, active and sustained contribution to the Institute either as President, long term Chairman of a Branch, long term Chairman of a standing committees, long service as an Advisory Councilor or Director of the IQA and/or AIQEF as well as being highly regarded in the industry.

Note: In either category the sustained period of contribution to industry should be in excess of 20 years and 10 years to the Institute.

The Membership Review Committee is to review all nominations for Honorary Fellow and recommend to Council individuals for elect as an **Honorary Fellow**.

## 3.2 Non-Corporate Grades

### 3.2.1 Associate

Where an applicant clearly meets the following requirements the Membership Officer may elect as an Associate any applicant who:

- i) is engaged in the industry has made application in writing to the branch committee in the state, territory or other place in which they are employed in the prescribed form and paid the prescribed fee, and
- ii) has been nominated by two Corporate members or one corporate member and an Associate,

Where the applicant does not clearly meet all of these requirements for Associate grade the Membership Officer is to refer that application to the Membership Review Committee for their consideration and determination and the Membership Officer may also refer other applications for Associate to the Committee for determination.

### **3.2.2 Student**

Where an applicant clearly meets the following requirements the Membership Officer may elect as a Student any applicant who:

- i) has been nominated by two Corporate members;
- ii) is not engaged in the industry; and
- iii) is engaged in a recognised course of study or training relating to the Industry.

Where the applicant does not clearly meet all of these requirements for Student grade the Membership Officer is to refer that application to the Membership Review Committee for their consideration and determination and he or she may also refer other applications for Student grade to the Committee for determination.

Note: Applications to this grade will not be approved if applicants fulfill the requirements of a higher grade of membership.

### **4.0 Reduced Subscription Rates**

Existing members of The Institute who have retired from fulltime employment or are unemployed may apply for a reduced rate of subscription.

Members of The Institute on reduced subscription rates retain their current grade and all of the privileges of membership, which includes: receiving notices of IQA activities, member discounts and Quarry magazine.

#### **Retired members**

Members wishing to apply for the reduced subscription rate on the grounds of retirement should:

- be permanently retired from employment or paid work;
- be aged 55 years or above have completed at least 10 years membership of the Institute; and
- apply to transfer to retired member reduced subscription rate on the prescribed form.

Where it is clear that an applicant has retired, the Membership Officer may transfer the applicant's status to Retired Member.

Where it is not clear that an applicant has retired, the Membership Officer is to refer that application to the Membership Review Committee for determination.

The retired member reduced subscription rate will be as set by the Board from time to time.

#### **Unemployed members**

Members wishing to apply for the reduced subscription rate due to unemployment should:

- be wholly unemployed;
- be actively seeking work within the quarrying industry; and
- sign a declaration to this effect on the prescribed form.

Where it is clear that an applicant is unemployed, the Membership Officer may grant approval of the applicants transfer to the reduced subscription rate.

Where it is not clear that an applicant has retired, the Membership Officer is to refer that application to the Membership Review Committee for determination.

**The unemployed member reduced subscription rate will be 50% of the subscription rate applicable to their grade, except in the case of students, where unemployment reduced subscription rates do not apply.**

#### **4.0 QUALIFICATIONS**

The qualifications currently acceptable to the Institute comprise approved qualifications in the discipline appropriate to the person's managerial or technical responsibilities, for example:

##### **Quarrying Qualifications**

For Members and Fellows the approved quarrying qualifications are Level 5 or higher Australian Qualification Framework (AQF) qualification, which includes for example:

- Diploma of Extractive Industries Management
- Diploma of Surface Operations Management
- Diploma of Management
- Diploma of Work Health Safety

Note: Prior to the endorsement of the extractive industries first competency based training package, MNQ98, the Advanced Certificate in Extractive Industries was the minimum requirement for corporate membership of The Institute. This qualification is also an approved quarry qualification.

For Technical Members the approved quarrying qualifications are Level 4 or higher Australian Qualification Framework (AQF), which includes for example:

- Certificate IV in Extractive Industries Operations
- Certificate IV in Surface Extractive Operations
- Certificate IV in Training and Assessment
- Certificate IV in Work Health Safety

##### **Other Qualifications**

Australian Qualifications Framework (AQF) recognised qualifications level 4 or 5 or higher including, but not limited to:-

Building	Environmental sciences	Surveying
Business	Law	Town planning/urban studies
Earth sciences	Metallurgy	Transport
Engineering	Occupational health & safety	

Note: Where doubt exists regarding the eligibility of specific educational qualifications, the applicant (or the branch officer assessing the application) should contact the Secretary of the Institute, who may refer the application to the Membership Review Committee.

#### **5.0 MANAGERIAL POSITIONS**

The following guidelines shall be used in assessing candidates' experience;

##### **Responsible Charge**

Positions of Responsible Charge comprise either:

- team leader positions such as leading hands, foreman and site supervisors or managers of small sites (typically up to 20 persons including contractors) operating within the quarrying industry; or
- professional positions such as Project Engineers, Geologists, Environmental Scientists responsible for the conduct and management of projects and investigations and provision of advice to organisations within the quarrying industry.

### **Senior Management Charge**

Positions of Senior Managerial charge comprise either:

- managers who have supervision of other managers or who have sole responsibility for the operation of a medium to large site organisation (typically employing in excess of 20 persons including contractors) operating within the quarrying industry; or
- experienced professional positions such as Senior Engineers, Senior Geologists, Senior Environmental Scientists responsible for the management of projects and investigations and provision of advice to organisations within the quarrying industry

### **6.0 ENGAGED IN THE INDUSTRY**

- For the purpose of these guidelines the quarry industry comprises individuals and organisations engaged in either:
- the supply of construction materials, including: hard rock, sand and gravel, sand pits;
- mining and recycling operations; or
- in the provision of:
  - engineering, drilling, contracting, geological and materials testing services, or
  - in the provision of goods or services associated with the quarrying or related industries.

### **7.0 MEETINGS OF THE COMMITTEE**

The Committee will convene at least once every three months. The convening of the meeting may be a verbal agreement. The Committee will report to the Chief Executive Officer on the outcomes of such meetings.

### **8.0 REPORTING RESPONSIBILITIES**

The Committee will report as necessary to the Chief Executive Officer on the outcome of any planned or ad hoc findings. The Committee shall review their terms of reference annually, including their membership and the results of their work and report the outcomes to the Chief Executive Officer.



## **APPENDIX C**

### **AUDIT COMMITTEE CHARTER**

#### **1. Composition of the committee**

The committee is chaired by a Vice President and consists of two or more Vice Presidents, Chief Executive Officer ('CEO') and Company Secretary ('CS'). An alternate Chair will be agreed to at the start of any meeting that the Chair is unable to attend. The alternate Chair must be a member of the IQA Board. The Finance Officer & CEO's Administration Officer and the IQA's Accountant will be invited to attend the Committee meetings as required. A quorum for a meeting of the committee is two members.

The Audit Committee may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks.

The CS will attend and minute the committee meetings.

#### **2. Responsibilities of the Audit Committee**

The responsibilities of the Audit Committee shall be:-

##### **Audit**

- Ensure the external financial audit is completed and audit concerns are responded to;
- Review risk management, reporting and compliance procedures;
- Review the financial risk assessment register on an annual basis and report the findings to the Board;
- Receive internal audit reports, testing the integrity of financial and information systems;
- Confirm and determine fees for external audit and recommend where appropriate the re-appointment of the audit firm;
- Setting the organisation's annual budget and recommending same to the Board for adoption; and
- Establish reporting formats.

The responsibility for the day-to-day operation and administration of the Institute has been delegated to the CEO and his/her team. The Board have delegated a number of its powers to the CEO and CS. (Refer to the Board Policy Framework Policy P23 and Matters Reserved for the Board Policy P24)

#### **3. Empowerment of the committee**

The committee will refer any significant matters or issues to the Board for consideration, with recommendations on appropriate remedy. The Board has the discretion to override a recommendation of the committee.

The committee may approve contracts within their area of responsibility after appropriate vetting by the CS.

The Board or President of the Board may refer a matter that falls within the scope of this charter for the committee to consider and report back to the Board.

#### **4. Meetings of the committee**

The committee will convene at least twice per year to consider the annual budget of the Institute and the Annual Financial Statements. The convening of the meeting may be a verbal arrangement. The committee will report to the board on such meetings.

## **5. Reporting to the Board**

The committee will report as necessary to the Board on the outcome of any planned or ad hoc findings.

All committees shall review their terms of reference annually, including their membership and the results of their work and so report to the Board.

## **APPENDIX D**

### **CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **1. Composition of the committee**

The committee is chaired by a Vice President and consists of two or more Vice Presidents. An alternate Chair will be agreed to at the start of any meeting that the Chair is unable to attend. The alternate Chair must be a member of the Board. A quorum for a meeting of the committee is two members.

The Committee may from time to time co-opt non-Board members to serve on the committee in order to bring additional skills, experience or networks as and when needed.

The Company Secretary ('CS') and the Chief Executive Officer ('CEO') will attend the meetings and the CS will minute the committee meetings.

#### **2. Responsibilities of the Corporate Governance Committee**

The responsibilities of the Corporate Governance Committee shall be:

- Board Governance Policies;
- Legal & Regulatory Framework; and
- Constitution amendments.

The responsibility for the day-to-day operation and administration of the Institute has been delegated to the CEO and his/her team. The Board have delegated a number of its powers to the CEO and CS in accordance with the Board Policy Framework Section 16-23 policy and the Matters Reserved for the Board Policy Section 16-24 policy.

##### **a) Board Governance Policies**

The Corporate Governance Committee shall focus on the following Board Governance policy areas and provide the Board with reports to address any areas of improvement that is deemed necessary.

- Maintain the Board terms of reference and membership for sub committees;
- Ensure the Board has a Code of Ethical Conduct in place and relevant policies to govern the activities of The Institute;
- Ensure that Board members are aware of their rights and obligations as Directors;
- Develop a Board Induction package to include corporate documents of The Institute;
- Monitor the composition of the Board and expertise required collectively to remain effective;
- Monitor the adequacy of the Board's size and structure, focusing on Board vacancies and recruitment;
- Ensure adherence to the Board schedule of meeting times;
- Maintain accuracy and timeliness of Board Minutes; and
- Establish report formats.

##### **b) Legal & Regulatory Framework**

The corporate Governance Committee is to focus on the following legal and regulatory framework areas and is to advise the Board of Directors on proposed legislation that may affect the operation of the Institute, and any other legal area requested by the Board of Directors.

- Maintain awareness of current regulatory legislation and how it applies to the Board;
- Understand the obligations that The Institute must meet as part of its contract with funding agencies; and
- Develop performance expectations and indicators to include regular reporting to the Board.

**c) Constitution amendments**

The Corporate Government Committee shall review the IQA's constitution on an annual basis and review any proposed amendments prior to recommending any potential alteration to the Board.

**3. Empowerment of the committee**

The committee will refer any significant matters or issues to the Board for consideration, with recommendations on appropriate remedy. The Board has the discretion to override a recommendation of the committee.

The committee may approve contracts, confirm and determine fees payable to outside contractors within their area of responsibility after appropriate vetting by the CS.

The Board or President of the Board may refer a matter that falls within the scope of this charter for the committee to consider and report back to the Board.

**4. Meetings of the committee**

The committee will convene at least once every four months. The convening of meetings may be via verbal arrangement. The committee will report to the board on each meeting at the next board meeting.

**5. Reporting to the Board**

The committee will report as necessary to the Board on the outcome of any planned or ad hoc findings.

**6. Review**

All committees shall review their terms of reference annually, including their membership and the results of their work and so report to the Board.

## **APPENDIX E**

### **SUPPLY INDUSTRY GROUP CHARTER**

#### **Objectives of the Supply Industry Group**

The Supply Industry Group ('SIG') comprises the Chief Executive Officer and the Chairperson of the event Organising Committee who are responsible for liaising with all suppliers at the annual conference to obtain appropriate feedback to assist with the planning of future conferences.

Key responsibilities of the SIG include the following:

- To review the annual exhibition procedures;
- To ensure that Board and Advisory Council members are aware of the issues affecting Supply Industry members;
- To informally observe the management of the Conference Exhibition booths; and
- Act as contact / support co-ordinator at the conferences, between event organisers, hire companies and conference venue;
- To undertake a formal feedback survey of all exhibitors at the Annual Conference and provide suggestions for improvements;
- To encourage active participation at the joint venture conferences by industry suppliers;
- To encourage active Supply Industry representatives at the IQA branch level;
- To work in co-operation with Quarry Magazine in maintaining a comprehensive Supply Industry data base;

#### **Empowerment of the SIG**

The SIG will refer any significant matters or issues to the Board for consideration, with recommendations on appropriate remedy. The IQA Board has the discretion to override a recommendation of the SIG.

#### **Reporting to the Board**

The SIG will report as necessary to the Board on the outcome of any planned or ad hoc findings.

The SIG shall review their terms of reference annually, including their membership and the results of their work and so report to the Board.

## APPENDIX F

### PRESIDENTS' COMMITTEE CHARTER

#### **i.) Composition**

- a) President of the Institute of Quarrying (UK).
- b) Presidents of all the Affiliated National Institutes.
- c) At the discretion of the Presidents' Committee, the Chairman (or nominee) of an Overseas branch of the Institute can also be invited to attend a meeting.
- d) Other senior Members can also be co-opted if it is considered they have a specific contribution to make.

#### **ii.) Terms of Reference**

- a) To consider all matters which affect the Institute at international level in order that individual representatives can subsequently advise their own Boards on the course of action considered appropriate by the Committee. Such matters would include (but not exclusively):
  - i) proposed constitutional amendment,
  - ii) the maintenance of membership standards,
  - iii) arrangements for the monitoring and control of the affiliation system,
  - iv) the promotion of the Institute as an international body,
  - v) the co-ordination of international speakers at seminars and conferences,
  - vi) consideration of ways of generating technical material (in print, video and other media) which could be used to further educational development throughout the Institute,
  - vii) consideration of international honours and awards,
  - viii) consideration of the funding for all international activities.
- b) The Committee shall meet once a year in conjunction with an annual conference hosted by one of the Member bodies (normally in rotation), and also at other times and places considered appropriate.
- c) The date and place of each annual meeting shall be agreed at the preceding meeting.
- d) Special meetings of the Committee shall be called with the support of a simple majority of those entitled to attend.
- e) The agenda and papers for annual meetings shall be circulated at least three Months in advance to give time for national presidents to consult their respective boards. The arrangements for the circulation of paperwork for special meetings shall be by arrangement.
- f) Each national president will be entitled to ask for specific items to be included on the agenda and will be required to submit a paper on the subject.

- g) The president of the host body will take the chair at each meeting and the secretariat will be provided by the local Institute.
- h) The Committee can make recommendations to the national boards with the support of a simple majority, except for constitutional matters, which will require a unanimous decision.

## **APPENDIX G**

### **REMUNERATION COMMITTEE CHARTER**

#### **Composition of the Committee**

The committee is chaired by the IQA President and consists of the President, deputy president, and Immediate Past President. An alternate Chair will be agreed to at the start of any meeting that the Chair is unable to attend. The alternate Chair must be a member of the IQA Board. A quorum for a meeting of the Committee is two members. A decision is made by the Committee if it is supported by a majority of members present at the meeting, or otherwise in the event of a tied decision, the Chair will have the presiding vote. The Chief Executive Officer may attend Committee meetings by invitation.

Boards may from time to time co-opt non-Board members to serve on a committee in order to bring additional skills, experience or networks. The Committee, after notifying the President, may seek advice from the Company's legal advisers or other independent advisers or consultants as deemed appropriate by the Committee.

The Company Secretary will attend and minute the committee meetings.

#### **Objective of the Committee**

The objective of the Committee is to review and make recommendations to the Board on remuneration and performance frameworks for the Chief Executive Officer and Company Secretary.

#### **Charter of the Remuneration Committee**

The responsibilities of the Remuneration Committee shall be:-

##### **a) Remuneration**

The role of the Committee in relation to remuneration is to advise the Board on matters relating to the remuneration of the Chief Executive Officer and Company Secretary.

The Committee will be responsible for:

- i) reviewing, determining and recommending to the Board remuneration arrangements for the Chief Executive Officer and Company Secretary. In fulfilling this role, the Committee will ensure that the structure of the recommended remuneration package:
  - (1) is market related and appropriate for the responsibilities of the role,
  - (2) creates a strong retention mechanism,
  - (3) recognises and rewards performance, and
  - (4) provides incentive and motivation for that person, as part of management, to pursue the long term growth and success of the Institute within an appropriate control framework.
- ii) reviewing and recommending to the Board the operation of the Institute's incentive or performance plans, and
- iii) reviewing and recommending to the Board the Institute's recruitment, retention, succession and termination policies and procedures for the Chief Executive Officer and Company Secretary.

The responsibility for the day-to-day operation and administration of the Institute has been delegated to the Chief Executive Officer and his/her team. The Board have delegated a number of its powers to the Chief Executive Officer and Company Secretary.



## **b) Evaluation**

The Chief Executive Officer is the key employee and the Company Secretary is the key contractor of the Institute. As such a special relationship exists between the Chief Executive Officer, the Company Secretary and the Board.

The detailed Chief Executive Officer and Company Secretary evaluation is assigned to the Committee, with the process co-ordinated by the Chairman of the Committee being the President. The Committee will prepare a brief report for the full Board after discussion with the Chief Executive Officer and Company Secretary. However, the performance of the Chief Executive Officer and Company Secretary is a matter for full Board deliberation and is a separate agenda item at the relevant Board meeting. Chief Executive Officer and Company Secretary evaluation will utilise both quantitative and qualitative measures. Evaluation will be judged against the approved strategic and operational plan.

The Chief Executive Officer and Company Secretary evaluation will occur annually, shortly after the end of the financial year results are finalised and the results will be tabled for approval at the next Board meeting. At this time, the Committee the Chief Executive Officer and Company Secretary will discuss and agree on goals (both quantitative and qualitative) for the new financial year and report these to the Board for approval. The Committee is responsible for approving the Chief Executive Officer's and Company Secretary's scope statement.

### **Empowerment of the committee**

The committee will refer any significant matters or issues to the Board for consideration, with recommendations on appropriate remedy. The Board has the discretion to override a recommendation of the committee.

The committee is to recommend to the Board for approval, any variations in the remuneration levels of the Chief Executive Officer or Company Secretary.

The Board or President of the Board may refer a matter that falls within the scope of this charter for the committee to consider and report back to the Board.

### **Meetings of the committee**

The committee will convene at least once per year to consider the performance appraisal of and setting of performance objectives for the Chief Executive Officer and Company Secretary. The convening of the meeting may be a verbal arrangement. The committee will report to the board on such meetings.

### **Reporting to the Board**

The committee will report as necessary to the Board on the outcome of any planned or ad hoc findings.

All committees shall review their terms of reference annually, including their membership and the results of their work and so report to the Board.