

Policy NSDO P01: Membership Rules of NSDO Ltd By-law 1

MEMBERSHIP RULES

of

NATIONAL STANDARDS DEVELOPMENT ORGANISATION LIMITED

ACN 167 791 951

By-law 1: Membership Rules: June 2015

MEMBERSHIP RULES

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1. GENERAL REQUIREMENTS

- a. These rules supplement the requirements of, and are to be read in conjunction with, the Constitution of NSDO.
- b. If there is any conflict between these rules and the Constitution, the provisions of the Constitution will prevail.
- c. Responsibility for these rules as by-laws rests with the board as provide for in Article 10.1 of the Constitution.

2. MEMBERS

- a. Stakeholder organisations that may be members of the NSDO include the following:
 - *Collective stakeholder organisations* such as industry, professional and community-based associations, collective multi-government and multi academic institutional committees and the like,
 - *Individual stakeholder organisations* such as, private and public companies, government instrumentalities / departments and universities / research bodies and the like,
 - *Individual person stakeholders.*
- b. A condition of membership in technical committees that develop standards is that the stakeholder organisations that nominate representatives to them become members of NSDO subject to the provisions of Article 4.1 of the Constitution. However, in practice this condition can be disregarded as outlined in Rule 6 (c).

NOTE: This paragraph will be become void automatically if the NSDO AGM votes to delete Article 4.1 of the Constitution.

- c. Members are required to nominate -
 - an individual to represent them at General Meetings, and
 - one or more individuals to represent then at Members Assemblies in accordance with Rule 3.

- d. Members may nominate alternate representatives to General Meetings and Members Assemblies provided notice of such alternatives is given to NSDO as least 3 working days before any such meeting.

3. CRITERIA FOR DETERMINING THE NUMBER OF REPRESENTATIVES IN THE MEMBERS ASSEMBLY THAT A MEMBER MAY APPOINT

- a. The number of MA Representatives that may be nominated by each Member shall be as follows, except as qualified in item (c):
 - Two for each Member that is a Collective Stakeholder organisation.
 - One for each Member that is an Individual Stakeholder Organisation.
 - One for each Member that is an Individual Person Stakeholder.
- b. In addition to representatives nominated in accordance with paragraph (a) above, with the recommendation of the Board, the MA by majority agreement either at a meeting or by correspondence may agree to admit additional MA Representatives.

4. ELECTION TO THE BOARD AS A DIRECTOR

The number of directors and the method of their election by the Members Assembly shall be in accordance with the Constitution Article 8 and the following additional provisions:

- a. At the time of incorporation on the company of the initial directors are to be Peter Walsh, as Interim Chairman, Alan Person, and Herve Michoux. The initial directors will form the Interim Board.

NOTE: This provision to be deleted when approved.

- b. At the first Members Assembly, the timing of which is to adjoin the first Annual General Meeting, following the incorporation of the company -
 - except as otherwise determined by the Board in the case of a director appointed in accordance with Article 9.1 (c) of the Constitution, the initial directors listed in para (1a.) are to resign but may be eligible for election to the Board, and
 - an election of directors is to take place.

- c. Except for any incumbent Chairman, Managing Director and a director appointed in accordance with Article 9.1.(c) of the Constitution, directors shall be nominated for election for a term of 3 years with the opportunity of immediate re-election for 2 further terms, after which they will not be able to be re-elected.
- d. At the first election of directors if in accordance with Article 8 of the Constitution, where either -
 - i. 4 directors are to be elected, 1 will be for a term of 1 years, 1 for a term of 2 years and 2 for a term of 3 years, or
 - ii. 5 directors are to be elected, 1 will be for a term of 3 years, 2 for a term of 2 years and 2 for a term of 3 years

with the votes cast for each candidate determining the length of their term as a director with the higher the number of votes determining the longer the term.

- e. In subsequent election of directors, at a meeting of the Members Assembly adjoining Annual General Meetings, there will normally be an election for 1 or 2 directors.

5. STANDARDS DEVELOPMENT COMMITTEE

- a. The initial membership of the SDC will consist of the initial directors and the Chairs of the active technical committees that develop standards.
- b. Subsequent membership of the SDC will be determined by the Board subject to a restriction that a majority of SDC members that are not directors shall be affiliated with *Collective Stakeholder Organisations*.

6. TECHNICAL COMMITTEES THAT DEVELOP STANDARDS

- a. *Stakeholder Organisations* invited to nominate representation on TCs are determined by NSDO with any appeals about representation to be considered by the SDC.
- b. Representatives of *Individual Stakeholder Organisations* may not represent more than one third of the representatives on a TC.
- c. Membership of the NSDO is not a prerequisite of the nomination by a *collective stakeholder organisation* or by an *individual stakeholder*

organisation for the nomination of representation on a TC as Article 4.1 (b) of the Constitution permits a Stakeholder to integrate effectively, its resignation as a NSDO Member at the same time as making the nomination.

NOTE: This paragraph will be become automatically void if the NSDO AGM votes to delete Article 4.1 of the Constitution.

- d. *Individuals Person Stakeholders* who are not affiliated with collective or individual stakeholder organisations, shall not normally be become representatives on TCs except where an exception is made by the Standards Development Committee for a NSDO Member who has specific technical expertise.
- e. Representatives may nominate deputies if they are unable to attend specific meetings if NSDO is advised of this at least 3 working days before such meetings. However, it is incumbent on representatives to have ensured that the stakeholder organisations they represent have agreed to the appointment of such deputies.

7. ACRONYMS

NSDO	National Standards Development Organisation Limited
SDC	Standards Development Committee
TC	Technical Committee
MA	Members Assembly

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