



AUSTRALIAN FERTILISER SERVICES ASSOCIATION LIMITED

CHARTER OF THE STATE COMMITTEES OF THE BOARD

December 2018

Australian Fertiliser Services Association
Policy Name: Charter of Board State Committees
Policy Number: 6

Status: Adopted
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1. INTRODUCTION

- 1.1 The purpose of AFSA as outlined in the Constitution is to
- a. Operate as the industry body for businesses and people who spread, distribute, sell, store, transport, manufacture or provide advice on the use of fertilisers or soil ameliorant products;
 - b. Represent the interests of its member organisations in respect to government, the environment and the fertiliser industry in general;
 - c. Encourage the investment of funds in education, research and development in the fertiliser industry;
 - d. Develop strong and effective relationships with agricultural agencies to promote the sustainable use of fertilisers and soil ameliorants;
 - e. Develop strong and effective relationships with key suppliers to the fertiliser industry to be able to negotiate significant benefits for members;
 - f. Work towards improving the operating standards within the fertiliser industry.
 - g. Engage in any other activities in the interests of the members and the fertiliser industry
- 1.2 This Charter governs the roles, responsibilities, composition and membership of the State Committees of the Board of Directors of the Australian Fertiliser Services Association Ltd (AFSA)
- 1.3 The operation of the State Committees is also governed, where applicable, by the Constitution of the AFSA.
- 1.4 The Board has established Committees in Victoria, South Australia, Tasmania, Western Australia and New South Wales
- 1.5 The Board, in consultation with the States, will establish committees and disband existing committees as required and as the Board sees fit for the good corporate governance of the AFSA
- 1.6 The role of each State committee is set out in Schedule 1 attached to this Charter.

2. COMPOSITION

2.1 Members

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- 2.1.1 Each State Committee will have a minimum of five state members and where possible one Board Director. Members serving on these branches should have diverse, complementary backgrounds.
- 2.1.2 The members of the State Committee will be appointed and removed according to the Constitution (Item 17.3).
- 2.1.3 The members of the State Committee will appoint the chairperson/deputy chairperson/secretary/treasurer of each branch according to the Constitution (Item 17.2)
- 2.1.4 The AFSA Secretary can provide secretarial support to each State Committee as required by the Chairperson of the branch or at the discretion of the Board.

2.2 Expertise

- 2.2.1 The specific expertise required of the members of each of the State Committees is set out in Item 2 of the Schedule 1 attached to this Charter.
- 2.2.2 Members of each State Committee must have an understanding of the general principles of corporate governance and good decision making.

3. MEETINGS

3.1 Frequency

- 3.1.1 The State Committees will meet as frequently as required but must, at a minimum, meet twice in each financial year.
- 3.1.2 The Chairperson must call a meeting of a branch if requested to do so by the Board.

3.2 Agenda and Notice

- 3.2.1 The State Committee Chairperson, with assistance from the appointed secretary, will be responsible for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to committee members prior to each meeting.
- 3.2.2 Committee members must be notified by the Chairperson or the Secretary of the date, time and location of the committee meetings as far in advance as possible before the meeting but not less than five (5) business days,

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unless a shorter period is consented to by all members of the State Committee.

3.3 Quorum

A quorum for meetings of State Committees will be at least three voting branch members.

3.4 Minutes

- 3.4.1 The State Chairperson is responsible for taking the minutes of each meeting or ensuring that arrangements are in place for minute taking and that minutes are distributed to branch members as soon as practicable.
- 3.4.2 The minutes will be kept in the same manner and to the same standard as the minutes for Board meetings.
- 3.4.3 Each Director of the AFSA Board is entitled to a copy of the minutes of any State Committee/Branch meeting upon request.

3.5 Attendance

- 3.5.1 Each branch may invite any person to attend part or all of any meeting of the branch as it considers appropriate. Formulation of recommendations and voting at branch meetings is restricted to State Committee members.
- 3.5.2 Each Director of the AFSA Board may attend any State committee meeting as an observer.
- 3.5.3 If a Branch is not represented on the Board, the Board may second a member representing that branch (who will be allowed to vote)

3.6 Use of technology

A State committee may meet either by face to face or by telephone, audio-visual link or by using any other technology consented to by all the branch members.

4. AUTHORITY

The AFSA is bound to operate under the ASIC Constitution for A Public Company Limited by Guarantee and each State Committee must do all within its power to operate within those same rules.

As a part of the ASFA, it is not required for a State Committee to be separately incorporated in its respective State.

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Each State Committee has the authority to:

- 4.1 conduct investigations into any matters within its scope of responsibility;
- 4.2 request and receive such information from the AFSA Secretary and from other employees or sources as is necessary to support informed decision-making;
- 4.3 seek other information and advice as set out in Item 3 of Schedule 1

5. RESPONSIBILITIES

State Committees are responsible for assisting the Board to fulfill its overseeing responsibilities by providing advice and recommendations to the Board on the matters for which it is responsible.

The specific responsibilities of State committee are set out in Item 4 of Schedule 1 attached to this Charter.

5.1 Financial arrangements for an AFSA State Branch.

There are two options for financial management for State Committees, this will be at the discretion of each State Committee:

5.1.1 Option 1 - The State Committee to meet its own State-based, and National, reporting and financial requirements

- Financial management of funds will be managed by the State with reports provided every 6 months to the AFSA Board
- An annual audit by a registered accountant will be conducted and supplied to the AFSA Board and all State Committee Members.
- The State Committee will be required to meet State-based, and National, reporting and financial requirements including, where relevant, to register for GST and lodge the necessary BAS Statements with the Australian Taxation Office.

5.1.2 Option 2 - The State Committee to use the AFSA administrative system to fulfil State-based, and National, reporting and financial requirements

A State Committee may choose to use the AFSA administrative system as a support service

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- Management of these funds will be firewalled, administrated and reported against State and National financial requirements.
- Reports will be provided every 6 months by the AFSA Secretary.
- Oversight and executive management of the State funds remains the responsibility of the State Committee.
- An annual audit of consolidated accounts will be conducted by a registered accountant and supplied to the AFSA Board and all State Committee Members.
- It is recognized that the consolidated financial report will be submitted as part of the annual AFSA National reporting requirements to ASIC, as part of the AFSA National annual audit of accounts.

6. REPORTING

Each State Committee must:

- 6.1 Provide a brief written report, including financial summary, to the Board at the first Board meeting following each state committee meeting regarding material matters and recommendations relevant to the branch's roles and responsibilities;
- 6.2 Report to the Board at any time that the Board requests such a report.
- 6.3 Review, and report annually to the Board on, the execution of the State Committee's duties and responsibilities and make any necessary recommendations to the Board for changes to the State Committee's charter.
- 6.4 Address any specific reporting requirements set out under their responsibilities in Item 4 of Schedule 1 attached to this Charter.

7. REVIEW

- 7.1 This Charter will be reviewed annually by the Board and updated as required.

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SCHEDULE 1

STATE COMMITTEE ROLE AND RESPONSIBILITIES

1. Role

The role of the State Committees is to initiate action on behalf of members and contribute to implementation of the AFSA Strategic Plan.

This work will contribute significantly to the achievement of the objectives of the AFSA and the Board.

The State Committee ideally will assist the Board with its responsibilities in relation to:

Governance:

- a. Compliance with legal and other requirements
- b. The AFSA's reporting

Membership:

- a. Increasing Membership
- b. Provision of services to members
- c. Communicating with members and other stakeholder groups
- d. Relationships with key stakeholder groups
- e. Overseeing special projects
- f. The National Conference (as per Schedule 2)

Industry:

- a. Promoting environmentally sustainable practices in the fertiliser services industry
- b. Environmental and health aspects of the use of fertilizers
- c. Promoting the Fertcare® and AccuSpread® programs
- d. Better positioning the AFSA and the industry, for the future

2. Expertise

It is recommended that members of the Branch have:

- a. An understanding of the needs and expectations of members
- b. An appreciation of AFSA's role in the fertiliser industry
- c. A good understanding of the fertiliser services industry
- d. A good understanding of the technical side of fertilizers and their economic, environmental and health impacts

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- e. A sound knowledge of the Fertcare® and AccuSpread® programs and an appreciation of AFSA's role in the development of both programs
- f. Experience in influencing and communicating with industry stakeholder groups

3. Authority

The State Committee may at anytime,

- a. second to the committee, AFSA members or other independent advisors to assist the committee with its deliberations
- b. seek technical advice from an independent professional adviser or advisers
- c. subject to the approval of the Board, at the AFSA's expense seek technical advice from an independent professional adviser or advisers.

4. Responsibilities

The State Committee is responsible for providing the Board with advice and recommendations and fulfilling the following specific responsibilities:

Membership

- a. Diversifying and increasing Membership - Note: \$70 from each membership payment is forwarded to the relevant State
- b. Increasing member satisfaction
- c. Communicating effectively with the membership base
- d. Identifying services which add value to member's businesses
- e. Strengthening relationships with key stakeholder groups
- f. Using the National Conference to better position AFSA for the future

Industry

- a. Positioning the AFSA as a positive force for environmental sustainability and food security
- b. Promoting environmentally sustainable practices to industry participants and farmers
- c. Promotion of the Fertcare® and AccuSpread® Programs to government agencies, members and other stakeholder groups
- d. Broadening the adoption of the AccuSpread® program
- e. Identifying further initiatives which will enhance environmental and economic sustainability in the industry
- f. Identifying initiatives aimed at enhancing the sustainability of members' businesses
- g. Assist with communications initiatives aimed at better positioning the AFSA

Governance

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- a. Assist with compliance with relevant statutory finance and accounting standards and reporting requirements
- b. Oversee the financial and other reports, ensuring that they reflect true, fair and legal compliance.
- c. Regularly update the Board to ensure that it is aware of matters that may affect the financial position of the AFSA at National and State levels and make recommendations as required.
- d. Oversee the appointment, remuneration and terms of engagement of the external auditors for the Branch where applicable.

Appointments

- a. Evaluate suitability of candidates for re-election or election as directors of the National Board
- b. Evaluate suitability of candidates for re-election or election as members of the State Committee
- c. Development and oversight of succession planning for the State Committee

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SCHEDULE 2

AFSA PURPOSE, KEY OBJECTIVES AND VALUES

Why are we here? What are we aiming to achieve?

Our purpose

- ✓ Operate as the industry body for businesses and people who spread, distribute, sell, store, transport, manufacture or provide advice on the use of fertilisers or soil ameliorant products
- ✓ Represent the interests of its member organisations in respect to government, the environment and the fertiliser industry in general
- ✓ Encourage the investment of funds in education, research and development in the fertiliser industry
- ✓ Develop strong and effective relationships with
 - members through networking and capacity building opportunities
 - agricultural agencies to promote the sustainable use of fertilisers and soil ameliorants
 - key suppliers to the fertiliser industry to be able to negotiate significant benefits for members
- ✓ Work towards improving the operating standards within the fertiliser industry
- ✓ Engage in any other activities in the interests of the members and the fertiliser industry

Our Key Objectives

- ✓ Diversify and increase membership
- ✓ Have the AFSA seen as a positive force for environmental sustainability and food security
- ✓ Conduct the affairs of the Association in a businesslike and ethical manner

Our Values

- ✓ Integrity - Doing what we say we will do
- ✓ Respect - Towards our members and other stakeholders
- ✓ Openness - Open honest governance without hidden agendas

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SCHEDULE 3

NATIONAL CONFERENCE

1. Introduction

AFSA and Fertiliser Australia (FA) have an agreement to hold joint conferences on an annual basis, with the conferences being badged “Fertiliser 20**

Every third year (2016, 2019 etc) a larger Fertiliser Industry Conference is organised in which overseas and Australian suppliers are encouraged to attend. This is also run as a joint conference, with AFSA Board nominating members to the conference working group.

The Boards of AFSA and FA will formally agree on the State to hold the annual conference with a minimum of 24 months advanced notice.

On accepting responsibility to host, the State hosting annual conference must advise AFSA Board of potential location at a minimum of 12 months in advance

2. Roles

The role of the State Committee from the nominated State for the coming conference is to

- provide members for a conference working group
- assist with activities as requested by the working group.
- Provide a chair for the Conference working group

The role of the working group will be to:

- Identify the date and venue of the conference
- Provide suggestions and input to the agenda for the conference
- direct FA, who will manage the delivery of the conference

FA is to be responsible for:

- organising the National Conference under the guidance of the conference working group, this includes
 - » the development of the budget
 - » contractual arrangement with venues
 - » confirmation of speakers
 - » registration
 - » and management of expenses

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3. Expertise

It is recommended that members of the working group have:

- Event management experience
- Understanding of the requirements of AFSA members from the National Conference
- Knowledge of local venues and activities
- Knowledge of industry stakeholders and their value to the Fertiliser Services Industry

4. Financial Arrangements

The Allocation of finances is described separately for Annual Conferences and the three yearly Fertiliser Industry Conferences;

a. Financial arrangement - Annual Conferences

The conference profit is divided 50:50 between AFSA and FA after deducting a fee of \$55 per delegate for organisation, which is payable to FA.

This organiser's fee recognises conference administration carried out by FA and contributes to FA's ability to employ a full time Customer Services Manager.

The 50% share allocated to AFSA has previously been divided in the following way:

- 60% to National Board
- 40% to remain with organising State Committee

The State Committee may decide that a greater percentage should be attributed to the AFSA Board to allow for

- greater delivery of value, training and action on behalf of members
- contribution to the implementation of actions identified in the AFSA Strategic Plan.

This will be at the discretion of the State Committee involved in that year.

b. **Financial Arrangements – Fertiliser Industry Conferences**

For the Fertiliser Industry Conference (run every third year), the profit is split between AFSA National and FA based on ratio of attendance of AFSA and FA members.

5. Recent locations of Conferences

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- 2010 Sanctuary Cove, Queensland - Fertiliser Industry Conference
- 2011 Geelong, Victoria
- 2012 Launceston, Tasmania
- 2013 Coolumb Beach, Queensland – Fertiliser Industry Conference
- 2014 Adelaide, South Australia
- 2015 Mandurah, Western Australia
- 2016 Cairns, Queensland – Fertiliser Industry Conference
- 2017 Torquay, Victoria
- 2018 Canberra, New South Wales

Proposed locations:

- 2019 Queensland – Fertiliser Industry Conference
- 2020 Tasmania (to be confirmed)
- 2021 South Australia (to be confirmed)
- 2022 Queensland – Fertiliser Industry Conference
- 2023 Western Australia (to be confirmed)
- 2024 Victoria (to be confirmed)
- 2025 Queensland – Fertiliser Industry Conference

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SCHEDULE 4

STATE SECRETARY AND/OR TREASURER RESPONSIBILITIES

1. Introduction

This schedule outlines the roles and responsibilities for any person undertaking the role of Secretary and/or Treasurer with any AFSA State Committee.

These roles to be undertaken by an member of the State Committee nominated and elected at the AGM or by the AFSA Secretary, for an agreed fee negotiated by the State Committee.

The AFSA Board strongly advise against the Chairperson and Secretary being from the same business. This allows for greater transparency in decision making, inclusion of other members and reduction in risk to both AFSA and the business represented by those people.

2. Roles

The role of the Secretary of the State Committee includes:

- Communication with members from state
- Ensure Chairman reports are submitted for Fertiliser News (3 times a year) and to the AFSA Board as required
- Attending events on behalf of AFSA in each State
- Organisation of meetings including Annual General Meetings
- Recording and distribution of Minutes from meetings
- Handling of correspondence in a timely manner
- Organisation of state events.

The role of the Treasurer of the State Committee includes:

- Control of debtors and creditors
- Reconciliation of accounts as required
- Provision of a financial report for State meetings
- Completion and submission of Business Activity Statement
- Where the State Committee assumes responsibility for financial administration and reporting;
 - ✓ Submission of financial reports to AFSA Board every 6 months (at a minimum)
 - ✓ Organisation of auditing of financials at 30th June for submission to Annual Report for AGM

3. Expertise

It is recommended that along with the expertise required in Schedule 1 (item 2), those undertaking the Secretary and/or Treasurer role(s) also have

- Good written and verbal communication skills

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- Understanding of Corporate Governance principles
- Ability to work independently
- Good organisational skills
- Appropriate level of financial knowledge (Treasurer)
- Good understanding of financial record keeping processes (Treasurer)

4. Financial Arrangements

It will be at the discretion of each State Committee should they wish to offer remuneration for this role(s).

As a guideline, below is the payment being made for State Secretaries as at May 2018.

- NSW - \$7500 a year. (At \$70/hr this works out at about 2hrs a week and includes some Board time)
- VIC - \$5500 (AFSA Secretary)
- SA - approximately \$3500 (AFSA Secretary)
- Tas and WA are volunteer positions at present

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SCHEDULE 5

STATE CHAIR & DEPUTY CHAIR RESPONSIBILITIES

1. Introduction

This schedule outlines the roles and responsibilities for the role of Chair or Deputy Chair within any AFSA State Committee.

These roles are to be undertaken by a member of the State Committee nominated and elected at the AGM.

The AFSA Board strongly advise against the Chair, Deputy Chair and/or Secretary being from the same business. This allows for greater transparency in decision making, inclusion of other members and reduction in risk to both AFSA and the business represented by those people.

2. Roles

The role of the Chair of the State Committee includes:

- Providing leadership to the AFSA State Committee through an understanding of the roles and responsibilities as per Schedule 1
- Chairing meetings in a way that encourages effective contribution by all Committee members
- Ruling on issues of meeting procedure not covered by the constitution, policies or procedures
- Ensuring that the purpose, key objectives and values of AFSA (Schedule 2) are being considered in all discussions and decisions
- Communicating with members from the state and Board directors as required
- Submission of written reports to
 - ✓ the Fertiliser News (July, November and March)
 - ✓ the AFSA Board as required
 - ✓ all AFSA members at the AGM on the performance of your State Committee
 - ✓ the State Committee at each meeting held
- Representing the State and Association in the community and in meetings with industry, government and with other stakeholders
- Setting the agenda for general meetings in consultation with the State Secretary and Executive Officer.
- Oversee the recruitment, management, induction and training of State Committee members
- Manage the succession of the position of Chair and Deputy Chair
- Oversee the organisation of state events, including conferences and AGMs

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The role of the Deputy Chair of the State Committee includes:

- Providing leadership to the State Committee in partnership with the Chair
- Being deputised whenever the Chair is unable to perform all or any of the Chair's functions as outlined above.
- Assisting the Chair with the recruitment, management, induction and training of State Committee members
- Assisting the Chair to manage the succession of the position of Chair and Deputy Chair

3. Expertise

It is recommended that along with the expertise required in Schedule 1 (item 2), those undertaking the Chair or Deputy Chair role also have

- Leadership and/or people management skills/experience
- Good written and verbal communication skills
- Understanding of Corporate Governance principles

4. Financial Arrangements

This is a volunteer position, however expenses will be re-imbursed to attend Board meetings, Committee meetings and on other occasions when representing the Board or the State at a specific meeting or event.

As members' funds are involved, regard must be given to the availability of funds in the relevant budget item for the purpose intended. At all times, only reasonable costs associated with the provision of food and beverages will be reimbursed on the basis of accepted business practice and the exercise of discretion

Claims for expenses, supported by receipts, are to be made to the State Treasurer who will reimburse such expenses and furnish a report to the State Committee on expenses so reimbursed

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SCHEDULE 6

CONDUCTING OF AFSA MEETINGS

1. Introduction

This schedule outlines the suggested approach for conducting of AFSA meetings and is to assist the Chair of the AFSA Board, any Committee or State Committee to achieve a successful outcome.

2. The Agenda and Reports

(refer to Charter item 3.2)

- It is a requirement that all Committee members have read these reports prior to attending to ensure they are fully informed prior to discussions and decisions being made

3. Legal Requirements when conducting meetings

- Moving and Seconding of Motions at Committee Meetings
 - » There is *no legal requirement, nor is it necessary*, for a committee to record movers or seconders of motions at meetings. The committee is viewed as one entity and what is important is the decision or resolution that the committee makes as a whole, not who suggested it.
 - » It is now normal practice for draft resolutions to be provided either in writing or verbally. The committee either can either accept or modify this, which then becomes recorded as the committee's decision.
 - » If a committee member does not agree with a decision, they may request that this be recorded in the minutes for future reference.
- Moving and Seconding of Motions at Annual General Meetings (AGM)

There is *no legal requirement* for the recording of movers and seconders at AGMs, however for the sake of clarity it is suggested that it is best to continue to do so before debate is allowed in order to maintain control in the meetings
- Recording and Signing of Minutes

It is a legal requirement that the minutes must be signed by the Chair and placed into a Minute Book within one month of any meetings. This is important as the minutes are then deemed to be the true and correct record of the meeting. (Constitution clause 22)
- Actions

Each agenda item will have a required action noted, which can be

 - » Note – provided for information only, with no discussion needed

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- » Discussion – some discussion will be required to clarify certain points, but a decision may not be required at this stage
- » Decision – a decision will be required on certain points within the report or agenda item
- » Approve – committee to approve report or information provided

4. Structure of Meeting

- Meeting Opening – the Chairman will declare the meeting open and welcome all attending
- Quorum – is there enough present to form a quorum? See Charter Item 3.3 for numbers and AFSA Constitution item 17.10 for further action if no quorum present
- Taking of Minutes – see Charter Item 3.4
- Apologies – Chair to call for any apologies to be recorded.
- Chair to call for Declarations of Conflict of Interest, which will be recorded.

The key is to identify, declare, document and manage both real, potential perceived conflicts of interest in a transparent, prudent manner.

A conflict may exist because of:

- » Personal interests, particularly re: personal gain or the potential for personal gain
- » Organisational interests, particularly where the same matter is being considered within a different organisational setting
- » Other commitments or arrangements individuals have, within and outside the organisation
- » Family interests.

- Confirmation of Minutes from previous meeting
 - » It will be assumed those attending have read minutes and the Chair shall call for a committee member who attended previous meeting to confirm minutes.
 - » If minutes need to be amended, then call for a motion adopting the minutes as amendment proposed.
- Business Arising from Minutes
 - » Chair to request if there is any business arising from these minutes that is not being dealt with through the agenda or reports provided

- Agenda Items

Chair to work through agenda items as meeting progresses, calling for those nominated as responsible for each item to speak and manage the discussion around that item.

- » *Finance* – Is the bank balance sufficient to meet budgets proposed? Some questions to consider are:
 - ? Can we pay the debts as and when they fall due?

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- ? Are there any large variances in actuals to budgets – particularly year-to-date actuals and year-to-date budgets?
 - ? Do the current assets exceed the current liabilities? Keep an eye on non-current liabilities and know when they will become due and the likelihood of being able to pay the debt at that time.
 - ? Equity – is it going down? This could indicate a solvency concern because we may be drawing on reserves to continue operating.
 - ? Is there anything I don't understand?
- » *General Business* – this allows issues and topics to be raised that have not been included as part of the agenda
 - » *Date of Next meeting* – Ensure that everyone leaves the meeting knowing when and where the next meeting will be held. This also sends a message that the current meeting is about to conclude.
 - » *Closing the Meeting* - Ensure the meeting closes at the proposed time. At the completion of all business, thank people for their participation then declare the meeting closed.

5. Tips for Chairing Meetings

- Stick to the agenda and follow it in order
- Allow one speaker at a time.
- Ensure everyone is heard - when you have two or three loud extroverts all talking, the introverts become even quieter, shrinking away from animated conversation. Provide time to go around the table one-by-one, so each person can give their comments.
- Give each person the spotlight, even if it is only briefly.
- Focus on solutions to problems - by focussing on how to solve the issues on the table, you are united in your cause, not divided by your differences.
- Thwart attempts to hijack or derail the meeting - acknowledge what is happening, by reminding everyone that we have an agenda to follow and we have a lot of material to cover in a short period of time. As the chair of a meeting, it is your job to keep on track, keep organized and maintain control.
- Ask tough questions – do this in a polite and respectful way that is intended to keep all focussed on the agenda. Questions like:
 - » What are we trying to achieve? What are our objectives?
 - » How does this move us toward a solution?

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- » What else can we do? What other options have we considered?
 - » What's your action plan to move this forward?
 - » Why do we think this is a good idea? What evidence do we have for this?
 - » What are your specific recommendations on this issue?
 - » What needs to be done to implement this effectively?
 - » What will our stakeholders (members, industry) think? How will we engage them?
 - » What risks have we identified? How likely are they? What happens if things do go wrong?
 - » Are you making a resolution on this item?
- Allow some humour - the comic relief helps add some lightness, which keeps people engaged and ultimately helps the meeting to be productive.
 - End on time – if you promise everyone a two-hour meeting, with 20 minutes to go, make it clear that whatever is not addressed would be tabled, with a view to moving it to the top of the agenda next month.

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