

## Australia China Business Council

### Governance Policy

Effective: 11/06/2024

#### 1. Purpose

The purpose of this policy is to:

- (a) state the background of the organisation and its structure;
- (b) clarify the role of the organisation, the Board and the executive, including the Chief Executive Officer and the Branch Executive Committees; and
- (c) specify the responsibilities of the Branch Executive Committees and the role, responsibilities and expectations of Branch Executive Committee members.

#### 2. Our vision and mission

Our vision is for our members and the Australian business community to achieve effective business outcomes in their engagement with China.

To achieve our vision, we assist our members and the Australian business community to establish and grow constructive and sustainable business relationships through trade, investment, cooperation and collaboration with China.

We design and deliver member programs and community programs which aim to foster the gaining of knowledge and the sharing of insights and experiences as well as connecting people and enhancing networks. We also develop and lead advocacy initiatives designed to deliver on our purpose and achieve our vision.

#### 3. Our governance

We are governed by the Corporations Act 2001 and our Constitution. We are also governed by the policies and procedures that are approved by the board from time to time.

As at the date of this policy, below is a link to the following key documents:

##### [Governance Documents](#)

- (a) Constitution – 23 November 2021
- (b) Foreign Influence Transparency Scheme Info Sheet
- (c) Gifts Policy
- (d) Related Party Transactions Policy – 21 March 2012
- (e) Media and Communications Policy
- (f) Expense Authorisation and Reimbursement Policy
- (g) Media Engagement and Communications Policy – 14 September 2020

In order to promote high standards of corporate governance, each Board director, Branch Executive Committee member and any employee or contractor of the organisation or a branch must read and understand this information and ensure the organisation operates in accordance with these documents.

#### 4. Our structure

We are a single not-for-profit, member-based public company limited by guarantee and established to promote Australia's resources.

Our organisation comprises the Board and the executive.

##### (a) Board

The Board is responsible for setting the strategic direction and maintaining the overall governance of the organisation. In doing so, the Board:

- (i) determines the strategic objectives and broad policies and procedures of the organisation;
- (ii) provides the leadership and direction necessary to ensure the strategic objectives and broad policies and procedures are implemented; and
- (iii) exercises stewardship of the organisation's resources to ensure the strategic objectives and broad policies and procedures are met.

In fulfilling its role, the Board must have regard to the interests of the organisation as a whole, including its employees, members and stakeholders.

Based on our Constitution, the Board must have a minimum of 3 directors and may have a maximum of 19 directors, including:

- (i) 3 elected officeholders voted by all members (President, Vice President, Treasurer)
- (ii) up to 8 Branch Executive Directors elected by branch members;
- (iii) up to 7 appointed directors, including an appointed China-based director; and
- (iv) the immediate past president.

**(b) Executive**

The executive is responsible for the day-to-day management of the organisation. Based on our Constitution, the executive comprises:

- (i) a Chief Executive Officer appointed by the Board; and
- (ii) up to 8 Branch Executive Committees elected by branch members.

**5. Our Chief Executive Officer**

Under our Constitution, the Board may appoint a Chief Executive Officer for the organisation and delegate day-to-day management of the organisation to the appointed Chief Executive Officer.

Subject to our Constitution and the Board's delegation of authority to the Chief Executive Officer, the Chief Executive Officer is responsible for the day-to-day management of the organisation, including developing the annual operating plan and budget for the organisation for approval by the Board and implementing the final approved annual operating plan and budget approved by the Board.

**6. Our Branch Executive Committees**

**(a) Role**

Under our Constitution, the Board has delegated to each Branch Executive Committee the following powers and responsibilities in relation to their own branch, and reserved all remaining powers and responsibilities for itself:

- (i) undertaking and funding branch activities, including attracting members and sponsors (stakeholder engagement) and undertaking events (program delivery) in accordance with guidelines agreed with the Board;
- (ii) managing funds raised via branch activities, including current bank account balances;
- (iii) operating a bank account in the name of the branch and in accordance with guidelines agreed with the Board;
- (iv) providing reports to the Board, including membership reports, sponsorship reports, activity reports, financial reports, and any other information reasonably requested by the Board; and
- (v) employing employees or engaging consultants to assist the Branch Executive Committee undertake the branch activities.

**(b) Responsibility**

To ensure each Branch Executive Committee exercises the powers delegated to them under our Constitution in accordance with the laws and good corporate governance, each Branch Executive Committee must ensure that it operates the branch:

- (i) in accordance with the budget approved by the Board;
- (ii) in accordance with the policies and procedures approved by the Board, and develops and adopts any other policies and procedures that may be required to responsibly undertake the branch activities;
- (iii) in accordance with the risk management framework approved by the Board, and undertakes any other risk management assessment as may be required to responsibly ensure key risks associated with the branch activities are monitored and mitigated, especially those relating to data protection and security of the Branch Executive Committee’s systems and equipment;

We recommend that the Branch Executive Committee refer to and utilise the resources of the Office of the Information Commissioner - <https://www.oaic.gov.au/>.

- (iv) in accordance with the delegations of authority specified in our Constitution.

If a Branch Executive Committee employs staff or engages contractors to assist the Branch Executive Committee undertake the branch activities, it must do so in accordance with the relevant employment laws and provides a healthy and safe workplace environment in accordance with the relevant workplace laws.

We recommend that the Branch Executive Committee refer to and utilise the resources on the Fair Work Ombudsman website - <https://www.fairwork.gov.au/>.

If a Branch Executive Committee delegates any power or responsibility to a Branch Executive Committee member or branch employee or contractor, the Branch Executive Committee must clearly specify that delegation in writing as a Branch Executive Committee resolution and notify the Board.

Even if the Branch Executive Committee delegates any power or responsibility to a Branch Executive Committee member or branch employee or contractor, the Branch Executive Committee remains responsible for operating the branch in accordance with the laws and good corporate governance as outlined above.

**7. Our Branch Executive Committee members**

**(a) Role**

As a thought leader within the business community of the branch location on the Australia-China business relationship, you will work with and support the Branch Executive Committee to:

**(i) Build a vibrant community via stakeholder engagement**

Build and maintain relationships with existing stakeholders and identify and establish relationships with new stakeholders in the branch location.

Stakeholders include: members and sponsors in the branch location, senior business people in the branch location, government departments and agencies in the branch location, including the state or territory trade and investment agency, the Chinese mission in the branch location, being the Chinese Consulate and local government, institutions, industry associations and other organisations in the branch location.

**(ii) Create impact via program delivery**

Develop and deliver a program of activity to members within the business community of the branch location and the broader business community of the branch location.

The program of activity includes: delivery of signature events, business roundtables, government briefings, industry or sector working groups and delegations in the branch



location and content development for initiatives in the branch location, including website, social media platforms, publications and press releases, as well as industry or sector reports and other thought leadership publications.

(b) **Responsibility**

In fulfilling your role as a Branch Executive Committee member, you must have regard to the Corporations Act 2001 and our Constitution, including:

- (i) exercising due care and diligence;
- (ii) exercising your power and discharging your duties in good faith and in the best interests of the organisation;
- (iii) avoiding a conflict of interest or a conflict of duty; and
- (iv) refraining from making improper use of information gained through your role as a Branch Executive Committee member or taking improper advantage of your role as a Branch Executive Committee member.

(c) **Expectations**

Without detracting from your responsibilities as outlined above, you are expected to:

- (i) attend Branch Executive Committee meetings and member meetings;
- (ii) devote the time and attention needed to discharge your responsibilities as a Branch Executive Committee member;
- (iii) have a good knowledge and understanding of the organisation's business;
- (iv) contribute to the strategic direction of the Board and the organisation;
- (v) have a good personal and professional network within the Australia China business community and help advance those networks for the benefit of the organisation and its members;
- (vi) use reasonable efforts to promote the interests of the organisation;
- (vii) act in the best interest of the organisation and its members as a whole;
- (viii) support the spirit of the organisation's decisions in your interactions with your Branch Executive Committee, stakeholders and the business community; and
- (ix) maintain the confidentiality of discussions, deliberations and decisions, except if they are publicly known or with the approval of the Branch Executive Director.

(d) **Disclosure**

In order to promote high standards of corporate governance, you must make the following disclosures to the Branch Executive Committee who must record all disclosures in a register:

- (i) **Business interests:** You must disclose any business interests you have outside the organisation;
- (ii) **Foreign Influence Transparency Scheme interests:** You must disclose whether or not you are required to register under the Foreign Influence Transparency Scheme; and
- (iii) **Related party transactions:** You must disclose any related party transactions you have with the organisation.

(e) **Conflict**

In order to promote high standards of corporate governance, you must immediately disclose to the Branch Executive Director any existing fact, matter or circumstance or change in fact, matter or circumstance that may actually or potentially conflict with your role as a Branch Executive Committee member or the interests of the organisation.

If a conflict exists between your own interest and your responsibility to the organisation in relation to an agenda item to be or anticipated to be discussed at a Branch Executive Committee meeting, you are expected to excuse yourself from that Branch Executive Committee while the item is being discussed.



(f) **Resignation or removal**

You may resign from your appointment as a Branch Executive Committee member by notifying the Branch Executive Director. Your appointment as a Branch Executive Committee member ends in accordance with our Constitution. The Branch Executive Committee may recommend your appointment end sooner if the Branch Executive Committee determines that:

- (i) you are not satisfactorily discharging your duties;
- (ii) you have acted fraudulently or committed a criminal offence; or
- (iii) you have acted in a way that damages the reputation and good standing of the organisation.

**8. Board approval**

This policy is approved by the Board and may only be amended with the Board's approval.

**9. Questions or queries**

If any member of the Board or the Executive has any questions or queries relating to the operation of this policy, they are encouraged to contact and discuss with any of the following key contacts:

Branch Executive Director	the key connection between the Board and the Branch Executive Committee
Chief Executive Officer	Tom Parker - <a href="mailto:Tom.parker@acbc.com.au">Tom.parker@acbc.com.au</a>
Company Secretary	Mary Studdert - <a href="mailto:cosec@acbc.com.au">cosec@acbc.com.au</a>