



MEMBERSHIP COMMITTEE CHARTER



Table of Contents

1. PURPOSE	3
2. AUTHORITY	3
3. COMMITTEE MEMBERSHIP	3
3.1 Composition and size	3
3.2 Selection Criteria of a Membership Committee Member	3
3.3 Vacation of Office	4
3.4 Appointment and Induction of New Members	4
4. CONFLICT OF INTEREST	5
5. CHAIRPERSON	5
6. SECRETARY	5
7. ACTIVITIES, DUTIES & RESPONSIBILITIES	5
7.1 Responsibilities	5
7.2 Advisory Duties	5
8. COMMITTEE MEETINGS & PROCEDURES	6
8.1 Meetings	6
8.2 Proceedings	6
8.3 Quorum	6
8.4 Attendance by Management and Advisor	6
8.5 Agenda	6
8.6 Access to Information	7
8.7 Confidentiality of Information Provided to Information	7
8.8 Minutes	7
9. REPORTING PROCEDURES	7
10. SITTING ALLOWANCE	7
11. REVIEW	7
APPENDIX A	8
12. DOCUMENT HISTORY	9

1. PURPOSE

The Membership Committee is an advisory committee of the Board.

As an advisory committee, the Committee does not make decisions on behalf of the Board. The Committee's role is to provide the avenue for the Board to gauge and disseminate regular update on the operation, management and member related initiatives through the member representatives. The Committee can also provide recommendations to the Board, carry out Board decisions relating to membership matters.

The Committee must assist the Board in fulfilling its responsibilities to Fund members.

2. AUTHORITY

The Committee is established in accordance with Clause 20.13 of NSL's Constitution. The Committee has the authority and power to exercise its responsibilities set out in this Charter and under any separate resolutions of the Board that may be handed down to it from time to time.

3. COMMITTEE MEMBERSHIP

3.1 Composition and size

- a) Directors and non-directors may be members of the Committee. The Board will appoint members of the Committee and a Chairperson.
- b) The Committee must be comprised of a minimum of three suitably qualified NSL Board Directors;
- c) The Committee must have nine (9) members from public and private sector union associations and major companies with diverse and complementary backgrounds. They must be independent of the Management and Board of NSL. One member must be a nominee of the Department of Personnel Management (DPM) nominated by the Department Head.
- d) Unless the Committee otherwise directs, management may attend all Committee meetings by invitation.
- e) NSL Directors who are not members of the Committee are entitled to attend meetings of the Committee as observers.

3.2 Selection Criteria of a Membership Committee Member

- (a) Employees they represent must be members of the Fund;
- (b) Represent a major employer group;
- (c) Represent a majority of the Fund's members; and
- (d) Advocate on superannuation issues for their members (private/public sector).



- (e) Committee Members are expected to devote the necessary time and attention for the Committee to carry out its responsibilities.

3.3 Vacation of Office

The office of a Committee member automatically becomes vacant if the Committee Member:

- (a) Dies;
- (b) becomes of unsound mind;
- (c) is no longer qualified to hold the office of a Committee Member;
- (d) nominates for or is elected to the National Parliament or a Provincial Assembly;
- (e) either personally or by an Alternate Representative fails to attend:
 - i. Committee meetings for a continuous period of 6 months;
 - ii. two consecutive meetings of the Committee; or
 - iii. more than half of the meetings of the Committee held in the previous 12 months, without leave of absence from the Committee Meetings.
- (f) Membership by Union associations and DPM is based on their continuous nomination and tenure by their respective organisations.
- (g) The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause. In the case of a Member Representative, having first consulting the relevant Member group.

3.4 Appointment and Induction of New Members

- (a) Any new member of the Committee must be introduced to NSL by its respective organization by way of a formal letter. Upon receiving such written confirmation, NSL must issue a Letter of Appointment; and
- (b) All new appointed members of the Committee must be provided an appointment letter with information regarding Induction to NSL.
- (c) All members must attend training arranged by NSL.

4. CONFLICT OF INTEREST

To meet the fiduciary obligations, members must declare any conflicts of interest, whether actual, potential, apparent, or likely to arise, and manage those in consultation with the Chair. In relation to specific agenda items of Committee meetings, real, potential, or apparent conflicts of interest are to be advised at the beginning of each Committee meeting. A register of conflicts of interest will be maintained by the Secretariat. Committee members (and other attendees) must, at the start of the meeting, declare any conflicts of interest whether actual, potential, or perceived. The Chair of the Committee must require the conflicted person to leave the room while the remaining members determine whether the conflicted person is entitled to attend the meeting for the discussion.

5. CHAIRPERSON

The Chairperson of the Committee will preside over Committee meetings.

The Chairperson of the Committee must be appointed by the Board of NSL at the same time it reviews and appoints Members of the Committee.

6. SECRETARY

The Company Secretary must be the Secretary of the Committee or any other person appointed by the Committee.

7. ACTIVITIES, DUTIES & RESPONSIBILITIES

7.1 Responsibilities

The Committee is authorised by the Board to seek any information regarding Members' interests it may require from the Trustee and management.

Some key responsibilities of the Committee are to: -

- (a) Work with management to monitor execution of membership strategies and plans.
- (b) Facilitate active NSL member participation in membership, including interactions with existing and potential government, private, corporate and individual attendance at membership events.
- (c) Engage directly with management on matters concerning the members they represent.
- (d) Oversee provision to the Committee of education about superannuation skills and practices.

7.2 Advisory Duties

The advisory duties of the Committee must be to -

- (a) assist the Trustee in dealing with complaints or enquiries about the operation and management of the fund;
- (b) provide an avenue for Members to enquire about and provide their views on the Fund's operation and performance;
- (c) assist the Trustee with obtaining and providing the bio-data of Fund members that they represent;
- (d) provide an avenue for Members to set guidelines for benefits from the Fund;

- (e) advise the Trustee on the needs of Members in terms of information for Members, publications and the general nature and level of communication with Members.
- (f) provide a report or communicate to their fellow members of their respective organizations, matters discussed at the meetings.
- (g) perform any functions conferred upon it by the Trustees License, Constitution and the *Superannuation (General Provisions) Act 2002* and any other relevant law.
- (h) assist the Trustee, to provide the platform for NSL to develop its marketing strategy.

8. COMMITTEE MEETINGS & PROCEDURES

8.1 Meetings

The Committee shall determine the frequency of meetings, but it would be expected that as a minimum, meetings would be held at least quarterly.

8.2 Proceedings

Meetings must be held four times each year and must be held before NSL Board meetings. The Committee meetings should be held as and when deemed necessary by the Chairperson to provide an avenue for Members to contribute to the Fund any concerns and or improvement to membership experience and aspiration.

8.3 Quorum

A majority of the members of the Committee will constitute a quorum.

If at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the same, the Members present must elect a Chairperson for the meeting from amongst themselves.

Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.

8.4 Attendance by Management and Advisor

The Chief Executive Officer, Executive Managers and Advisors are expected to be available to attend each scheduled Meeting of the Committee, if called upon to do so.

The Committee Chairperson may also invite Directors who are not members of the Committee, other senior managers and external advisors to attend Meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

8.5 Agenda

The Chief Executive Officer and Secretary of the Committee in conjunction with the Chairperson of the Committee must draw up an Agenda which will be circulated to the Members of the Committee prior to each meeting.



Written notice of the date, time and place of a meeting of the Committee must be sent to every Member entitled to receive notice of the meeting and to every Director on the Committee not less than seven (7) days before the meeting.

8.6 Access to Information

Management is responsible for preparing reports and explanatory documentation for each meeting.

The Committee can request for additional information and or advisory from Management where relevant to the matters presented at the meeting.

8.7 Confidentiality of Information Provided to Information

Members of the Committee are required to keep confidential at all times any NSL information or advice provided by management and or advisors that is in their possession as part of their meeting pack or is provided verbally at the meeting.

8.8 Minutes

The Secretary will keep minute books to record the proceedings and resolutions of its Meetings

The Minutes of all Committee meetings must be circulated to Committee Members within three (3) days.

9. REPORTING PROCEDURES

The Committee will report its activities to the Board on a regular basis through the Chairperson of the Committee.

Nambawan Super's Annual Report must include a statement describing the responsibilities and activities of the Committee.

10. SITTING ALLOWANCE

A Sitting Allowance provided in the Schedule of Fees in the Appendix A determined by the Board, must be paid (after being taxed) to the Members of the Committee for attendance at scheduled Committee meetings. This amount will be reviewed at the time that membership of the Committee is reviewed, for clarity, every two years.

11. REVIEW

The Committee must review the Charter at least annually and as required in the event of any legislative or regulatory changes. Board approval is required for any amendment or revision of the Charter



APPENDIX A

SCHEDULE OF FEES

(Sitting Allowance)

CATEGORY	FEE AMOUNT (PER MEETING)
Board Committee Member	K1, 000
Independent Committee Member	K1, 200

12. DOCUMENT HISTORY

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Document Approvals

Approved by(name)	Title	Signature	Date Approved
Garry Tunstall	CEO	On file	26 June 2014
		On file	24 November 2016
Garry Tunstall	CEO	On file	23 November 2016 & 07 February 2017
Vere Arava	Acting CEO	On file	23.11.2016 & 07.02.2017
Paul Sayer	CEO	On file	24 May 2019
Anthony Smare	Chairman	On file	29 July 2019
Regional Monagi	Chairman	On file	18 July, 2020
Regional Monagi	Chairman		15 July 2022

