

NOMINATION FORM FOR INDEPENDENT DIRECTOR

I,
(Please print full name in block letters)

hereby nominate for the position of Independent Director of WoolProducers Australia

Address:

..... State: Postcode:

Contact no. (H) (M)

E-mail:

Please print your name as you wish it to appear on the ballot paper

.....

I am a member of (please tick):

State farmer organisation Name Member No.

WoolProducers Australia

I declare that I am eligible* to nominate for the position of Independent Director:

Signature: Date:

*See next page for eligibility requirements.

Candidate's Statement

Each eligible candidate is invited to submit a typewritten statement with their nomination form, detailing relevant experience and reasons for nominating, which shall not exceed 100 words. Statements will not be accepted later than 6.00pm on Friday 27 September, 2019. The statements will be distributed with ballot papers.

How to return nominations:

- By Hand:** The Returning Officer
WoolProducers Australia,
c/o NFF, Level 3, NFF House
14-16 Brisbane Avenue Barton ACT 2601
- By Post:** The Returning Officer, Locked Bag 9, KINGSTON ACT 2604
- By e-mail:** jhall@woolproducers.com.au

Applicants will receive written notification via email within two working days of their nomination being received by WoolProducers Australia. Nomination forms must reach WoolProducers Australia no later than 5.00pm on Friday, 28 September 2019.

INFORMATION FOR NOMINATION AS INDEPENDENT DIRECTOR

Background

WoolProducers Australia is the peak national body for the wool growing industry in Australia, advocating the interests of growers to both the Federal Government and internationally, and provides a strong, unified voice that enables woolgrowers to determine policy and drive change in their industry.

The organisation is led by a National Executive made up of woolgrowers from around Australia and who set policy on behalf of the industry. Each member state farmer organisation member is represented on the Executive, while the other three members are directly elected by all wool grower members.

Democratically elected independent members give anyone involved with wool growing in Australia the opportunity to be a part of the leadership team, along with the strength and breadth of the state farmer organisation network. This unique model sets WoolProducers Australia apart from all other grower groups and gives it the mantle as the true democratic voice of the Australian wool growing industry.

WoolProducers Australia is a company limited by guarantee, ACN 124 570 832.

About the Position

The successful candidates will be required to become directors of WoolProducers Australia Ltd as part of the WoolProducers Australia Executive. Directors are not remunerated; however, the positions of President and Senior Vice President do receive an allowance. Independent directors are eligible to stand for both President and Senior Vice-President positions.

Directors will be required to attend a maximum of four face-to-face meetings of the Executive per year and regular teleconferences. Independent directors will also be invited to represent WoolProducers Australia on external committees, reference groups or advisory bodies as appropriate. Travel and accommodation expenses while undertaking WoolProducers Australia business will be reimbursed.

The positions are for a term of two years. Incumbent members are entitled to renominate.

WoolProducers Australia communicates extensively internally by email and it is an expectation that all members of the Executive will be conversant with and have regular access to email.

A more detailed explanation of expectations of Director roles and responsibilities can be found at Attachment A.

Eligibility Requirements

To be eligible for election to the position of Independent Director on the Executive of WoolProducers Australia, candidates must:

- Have paid the wool levy at least once during the past three years (since 1 July 2016);

- Be a member of a state farmer organisation that is affiliated with WoolProducers Australia or a direct member of WoolProducers Australia**; and
- Be eligible to act as a company director in accordance with the *Corporations Act 2001 (Cth)*.

Nominations must be received before 5.00pm on Friday, 27 September, 2019.

***For information about direct membership, contact WoolProducers Australia on 0488 554 811 or email: jhall@woolproducers.com.au*

Other Information

Nominations open on Monday 9 September, 2019.

A written candidate's statement is not mandatory; however, statements will be distributed to all eligible voters with ballot papers.

Ballot papers will be distributed on Wednesday 4 October, 2019 with the close of the ballot being Wednesday 6 November, 2019. The results will be declared at the 2019 WoolProducers Australia Annual General Meeting to be held on Thursday 14 November, 2019.

Attachment A

WoolProducers of Australia: Appointment as a Director – Roles and Responsibilities

This document outlines the terms which will apply to Director appointments as a member of the WoolProducers Australia's (WPA) Board.

1. Term of appointment and vacation of office

Directors will hold the office from the date their position is formally ratified by the Board. The term of that appointment is to be consistent with *Clause 7.5* of the WPA Constitution.

Directors will cease to hold office as at any time that they resign by notice to the Company Secretary (WPA CEO). If such a decision is prompted by concerns about the running of the Board or a proposed action which cannot be resolved, it is appropriate for the Director to write to the Chair or CEO.

Directors may be removed from or otherwise cease to hold office in accordance with the law of the company Constitution, *Clause 7.6*. No such removal or cessation will give a Director any rights to compensation or damages and no fee will be payable for any period after such removal or cessation.

2. Board Role

The Board has the vested overall responsibility for the direction, control and management of the business. The Board seeks advice from relevant sources including, but not limited to woolgrowers, members, independent professional advice and WPA Sub-Committees. The rules, guidelines and responsibilities of the committees are outlined in the relevant Committee Terms of Reference.

Directors agree to carry out their duties in accordance with applicable legal standards for company directors and with standards of good corporate governance that include:

- 1) acting honestly, in good faith and in the best interests of the company as a whole. The *Corporations Act [s.181(1)]* states that directors must act in the "best interests of the corporation". As such, they owe a fiduciary duty to the company as a whole and any action that favours some Members above others will generally breach this duty, even if the disadvantaged Members are a minority;
- 2) exercising a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- 3) using the powers of office for a proper purpose, in the best interests of the company as a whole;
- 4) recognising that the primary responsibility is to the company as a whole but may, where appropriate, have regard for the interest of all stakeholders of the company;
- 5) not making improper use of information acquired as a Director;
- 6) not taking improper advantage of the position as a Director;
- 7) properly declaring and disclosing any conflict with the interests of the company;
- 8) undertaking an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board [This may include making reasonable enquiries to ensure that the company is operating efficiently, effectively, prudently, ethically and legally towards achieving its Strategic Direction; undertaking diligent analysis of all issues before the board and demonstrating reasonableness in their decisions];
- 9) not engaging in conduct likely to bring discredit upon the company;
- 10) undertaking an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of these standards.

3. Time commitments

The time required to be devoted to the company by a Director may change from time to time. The plan for the calendar year currently involves Directors attending:

- A maximum of four face-to-face Executive meetings per year

- Any teleconference meetings, which are usually of one to two hours' duration, as deemed necessary by the Chair

The Board may from time-to-time request individual Directors to serve in other capacities, subject to agreement by the Director.

In addition, Directors will be expected to devote appropriate preparation and follow-up time for each meeting and teleconference, including making representations on behalf of WPA to relevant organisations and constituents.

Travel time may be necessary in addition to the above.

The CEO maintains the schedule of meetings and should be contacted with any detailed questions.

By accepting this appointment, Directors confirm that they are able to allocate sufficient time and commitment to meet these expectations.

4. Technology / Communication

Directors may communicate via the use of video, telephone, electronic mail, any other technology which permits each member to communicate with every other committee member or any combination of these technologies for the purpose of calling and holding committee meetings.

5. Independence and other interests

Based on an assessment of all relevant and available information, the company regards each Director as an independent Board Director. If a Director's circumstances change in any way that may affect their status as an independent Board Director, they must immediately disclose this to the board. Directors agree to provide the Board with all information it may require at any time to confirm their independence.

The company accepts that Directors will have business interests other than those of the company that may be in conflict with the company matters. Should this be the case Directors will be required to acknowledge such a declaration of interest either as a standing disclosure for all meetings or declare such immediately as they become apparent. Directors warrant that this disclosure is a full and fair one and includes all information that the company reasonably needs to know in order to make an informed decision to appoint each Director.

Disclosure of interests is a continuing obligation. If a Director's circumstances change or they acquire any office or property which may conflict with their office as a Director of the Board or the interests of the Board, then they must disclose its character and extent at the next meeting of the Board.

This should be done in writing. Director's may wish to consult with the Chair or the CEO as soon as they become aware of any potential conflict.

Directors should be aware that, under the law and the Constitution, they will generally not be entitled to attend any part of a Board meeting, or to vote on any matter in which they have a conflict of interest unless the other Directors unanimously decide otherwise. Any material relationships or interests which Director's may have, which could affect their independence are required to be disclosed.

6. Remuneration and expenses

No remuneration or other benefit in money's worth shall be paid or given by the company to any member of the Board or Sub-Committees, except reimbursement of reasonable travelling and sustenance expenses incurred when engaged on the affairs or business of the company or otherwise as a Director. Honorariums will be paid for relevant Office Bearers or meetings.

These amounts or the nature of any remuneration or other benefit may only be changed by the members by approval at a General Meeting of the company.

Directors are entitled to be paid other expenses they properly incur concerning the Board's affairs. Additional costs, aside from reasonable expenses associated with travelling on Board business, will need approval of the CEO before they incur it. Expenses are approved in accordance with the policy set by the Board from time to time.

7. WPA policies

The company has policies, outlined in the Governance Manual, which govern the conduct, actions and behaviours of the directors, volunteers and employees and set out various processes, values and standards of the company. These include information on travel, behaviour at meetings etc. Directors agree to comply with such policies and acknowledge that their conformity with them will be an element in any assessment of their performance as a Director.

8. Confidentiality

Directors are reminded of their legal obligation to “not improperly use information” [*Corporations Act 2001 s.183(1)*].

As such, all non-public information obtained during their appointment is confidential to the company and should not be released, either during their appointment or following termination (by whatever means) to third parties without prior clearance from the Chair, or as required by law.

When a Director ceases their Directorship, they agree to return to the company any property, materials and documents of the company.

There is also both legislation and the company policy prohibiting disclosure or use of commercial-in-confidence and other sensitive strategic information.

Closed sessions are confidential in order to protect member’s obligation and right to ‘feel safe’ to express “forthright, full and frank” views and opinions in the discussions leading up to relevant decisions. As such, Directors should not discuss or disclose (to external parties) aspects about the closed sessions or those explicitly stated as confidential, such as what was discussed, who said what, dissenting and alternative options put, individual statements, etc.