

# Policy NSDO P01: Membership Rules of NSDO Ltd

## By-law 1

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### MEMBERSHIP RULES

of

NATIONAL STANDARDS DEVELOPMENT ORGANISATION LIMITED

ACN 167 791 951

By-law 1: Membership Rules: November 2016

### MEMBERSHIP RULES

#### Table of Contents

1. GENERAL REQUIREMENTS .....	2
2. MEMBERS .....	2
3. CRITERIA FOR DETERMINING THE NUMBER OF REPRESENTATIVES IN THE MEMBERS ASSEMBLY THAT A MEMBER MAY APPOINT .....	3
4. ELECTION TO THE BOARD AS A DIRECTOR .....	3
5. STANDARDS DEVELOPMENT COMMITTEE .....	4
6. TECHNICAL COMMITTEES THAT DEVELOP STANDARDS .....	4
7. ACRONYMS .....	4

## 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 provided for in Article 10.1 of the Constitution.

## 2. MEMBERS

- a. Stakeholders 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).
- c. Members are required to nominate -
  - an individual to represent them at General Meetings, and
  - one or more individuals to represent them 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 a 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 9 and the following additional provisions:

- a. Void. NOTE: This clause related to the establishment phase of NSDO. The initial directors were Peter Walsh, as interim Chairman, Alan Pearson and Herve Michoux.
- b. Void. NOTE: This clause related to the establishment phase of NSDO.
- c. Except for any incumbent Chairman, Managing Director and a director appointed in accordance with Article 9.2 (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 a period of 12 months must lapse before the person is eligible for re-election or appointment.
- d. Void. NOTE: This clause related to the election of directors at the first Members Assembly.
- 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.
- 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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