



The Chamber of Minerals & Energy of WA

Corporate Governance Charter

April 2021



A. CORPORATE GOVERNANCE CHARTER

1. Purpose

- a. This corporate governance charter (Charter) provides guidance on the respective roles, responsibilities and authorities of members of the Executive Council (Executive Councillors) and members of the Advisory Board (Advisory Board Members) in setting the direction, management and control of the Chamber of Minerals and Energy of Western Australia Inc (Chamber).
- b. This Charter is consistent with the objects set out under the Chamber's Constitution.
- c. The formation of this Charter has been informed by:
 - i. guidance issued by ASX's Corporate Governance Council for listed companies on corporate governance – being the ASX Recommendations;
 - ii. guidance for incorporated associations in Western Australia issued by DMIRS; and
 - iii. benchmarking against current market practice, as reflected by publicly available corporate governance materials for comparable organisations.
- d. This Charter is designed to assist Executive Councillors and Advisory Board Members in satisfying their roles and meeting their responsibilities, including as set out in the Constitution and Directors' Code of Conduct (see Schedule 1).
- e. Executive Councillors and Advisory Board Members must comply with the terms of this Charter, the Constitution and the Directors' Code of Conduct.
- f. This Charter is intended to be reviewed periodically in line with the Chamber's other policies and procedures, with due consideration given to any amendments necessary or desirable. The Executive Council is required to approve any amendments which may be proposed to this Charter, as outlined in item E.2 of this Charter.

2. Commitments

The Chamber's commitment to act in the interests of its Members shall be achieved by actively establishing and maintaining an environment within the governance framework of the organisation that effectively:

- a. demonstrates best practice corporate governance;
- b. provides leadership to the Resources and Energy Sector by championing industry issues;
- c. communicates and supports the corporate strategy;
- d. promotes integrity in financial and risk management;
- e. encourages compliance and transparency; and
- f. embodies a collaborative and supportive culture, with primacy on safety and inclusion.

B. EXECUTIVE COUNCIL

1. Structure

- a. As set out in the Constitution, the Executive Council shall comprise a minimum of ten Executive Councillors.
- b. The CEO shall seek annual nominations for proposed Executive Councillors. The Ordinary Members shall then elect the Executive Councillors from the nominees, in accordance with the Constitution.
- c. Periodic resignations and the election of nominated replacements for Executive Council may occur throughout the year, with the approval of the Executive Council.
- d. When seeking nominations for Executive Councillors, the CEO must request that the nominees reflect an appropriate range and diversity of skills, knowledge, experience and independence in areas relevant to the resources industry, and ensure a spread of representation across commodities, project and operation scale. Executive Councillors also shall demonstrate understanding of and leadership in current and emerging issues relevant to the Chamber's operations.
- e. As set out in the Constitution, the CEO (or the CEO's delegate) will act as Secretary to the Executive Council.

2. Role

- a. Provide the most senior interface to guide and prioritise the agenda of the Chamber and its respective standing committees, regional councils and associated working groups (collectively, Committees).
- b. Final decision making authority with respect to the Chamber's annual financial reports and statements.

3. Responsibilities

- a. Demonstrate leadership for the Chamber on behalf of the resources sector as a whole.
- b. Consider and approve the Chamber's position and advocacy on key policy issues, communications and campaign approaches.
- c. Monitor the Chamber's strategic objectives and consider recommendations regarding implementation of those objectives, including from Committees and the Advisory Board.
- d. Approve the election of Advisory Board Members, based on nominations received.
- e. Approve the Chamber's final form annual financial reports and statements.
- f. Approve any changes to this Charter and associated governance documents.

4. Committees

- a. The Executive Council may establish (and disband) Committees as they see fit to deliver upon the Chamber's objectives.
- b. Each Committee should have clear terms of reference, register of members' representatives, and specify any delegated authority they have.
- c. It is desirable that each Committee be chaired by a member of the Executive Council.

5. Rights

- a. Executive Councillors will be entitled to:
 - i. enquire into and receive, individually and collectively, Chamber documents concerning any matter with respect to the operations of the Chamber. Executive Councillors will provide reasonable notice for any such enquiry or requests for documents having regard to the efficient management of the Chamber's operations and reasonably respecting confidentiality or privacy requirements;
 - ii. question any employee of the Chamber concerning the Chamber's operations provided that the CEO must have notice of such requests and is entitled to be present during any such questioning; and
 - iii. access Executive Council papers for the duration of their term as Executive Councillors and thereafter, upon their request on reasonable grounds, for a period of seven years after they cease to be Executive Councillors.
- b. All enquiries, requests for documents and questioning must be directed to the CEO (as Secretary) who will progress each matter in a timely manner and maintain a register of Executive Councillors' enquiries and requests.
- c. Executive Councillors will take no action with the Executive Council papers that would:
 - i. disclose information that is confidential to the Chamber, or if such disclosure would be in breach of an obligation of confidentiality owed by the Chamber, to another person or party. For the purpose of this matter, all information contained in the Executive Council papers shall be deemed to be confidential; or
 - ii. breach legal professional privilege attaching to the documents for the benefit of the Chamber.
- d. Should an Executive Councillor be required by the operation of any law or order of any court of competent jurisdiction to disclose any matter contained in the Executive Council papers whether in their possession or not, the Executive Councillor shall immediately notify the CEO.

6. Delegation

- a. As set out in the Constitution and as captured within this Charter, the Executive Council may delegate its functions and powers to a sub-committee of the Executive Council, the Advisory Board or Chamber staff, as the Executive Council considers appropriate.
- b. The Executive Council will document these delegations and specify the limits of the authority delegated.
- c. The Executive Council cannot delegate its ability to approve changes to this Charter or associated governance documents.
- d. An entity with delegated authority from the Executive Council must act in accordance with any delegations by the Executive Council and in particular, must not exceed the level of authority delegated to them.

7. Meetings

- a. The Executive Council will meet at least twice annually, and otherwise as often as the Executive Councillors think necessary to enable the Executive Council to fulfil its duties and responsibilities.
- b. An agenda, Executive Council and Committee papers and related material will be prepared and circulated to Executive Councillors in advance of each meeting to permit adequate preparation.
- c. Minutes for each meeting should be recorded promptly after the close of the meeting and circulated by the CEO (as Secretary) in advance of the next scheduled meeting.

C. ADVISORY BOARD

1. Structure

- a. As set out in the Constitution, the Advisory Board shall comprise a minimum of five (5) and a maximum of ten (10) Advisory Board Members. Where circumstances require, and by exception, additional Advisory Board Members in excess of ten may be considered.
- b. The Advisory Board shall, by default, include the President and such a number of Vice Presidents as elected annually by the Executive Council, in accordance with the Constitution.
- c. The CEO shall seek nominations for Advisory Board Members. Advisory Board Members are elected annually at the first Executive Council meeting following the AGM, consistent with the Constitution.
- d. Periodic resignations and the election of nominated replacements for the Advisory Board may occur throughout the year, with the approval of the Executive Council.
- e. When seeking nominations for Advisory Board Members, the CEO must request that the nominees reflect an appropriate range and diversity of skills, knowledge, experience and independence in areas relevant to the resources industry, in a senior leadership capacity. The CEO will act to ensure a spread of representation across commodities, project and operation scale. Advisory Board Members also shall demonstrate understanding of and leadership in current and emerging issues relevant to the Chamber's operations.
- f. The CEO (or the CEO's delegate) will act as Secretary to the Advisory Board.

2. Role

- a. Act as a traditional board providing strategic oversight on behalf of the Chamber.
- b. Key interface with the Executive Management Team on organisational matters, including strategy, operating accounts, governance and risk.

3. Responsibilities

- a. Monitor and approve strategic, financial and operational plans.
- b. Monitor and approve annual budgets and business plans.
- c. Ensure the preparation of accurate financial reports and statements, including receiving statements from the CEO assuring the Advisory Board they comply with accounting standards and provide a true and fair view of the Chamber's financial position and performance in accordance with legislative requirements and the ASX Recommendations.
- d. Monitor and approve major capital expenditure, associated capital management and all major corporate transactions.
- e. Oversee the integrity of accounting and reporting systems, including the external audit and the Chamber's corporate governance and control systems.
- f. Ensure an appropriate framework exists for all relevant information – including risk and governance compliance - to be reported by management to the Advisory Board.
- g. Consider and propose changes to this Charter or related governance documents.
- h. Appoint, re-appoint and remove external auditors and approve the auditor's remuneration, upon recommendation from the Audit Committee and Risk & Governance Committees.
- i. Develop remuneration policies and ensure that remuneration levels and structure comply with those policies and are reported as required by law and best practice.
- j. Ratify the terms of appointment of the CEO, ensuring the Chamber has an effective succession plans in place.
- k. Formulate and approve a process of performance evaluation of the CEO against appropriate measures.
- l. Keep themselves informed of the general duties of Advisory Board Members as prescribed by law and this may include, but is not limited to, providing periodic professional development and opportunities for Advisory Board Members to develop and maintain the skills and knowledge needed to perform their role as Advisory Board Members effectively.
- m. Monitor the Chamber's performance in relation to, and compliance with, all relevant regulatory requirements.
- n. Oversee interaction and communication between the Executive Management Team, Members and the broader community. Review the effectiveness of communication with the Members.
- o. Perform any other function as delegated to it by the Executive Council.

4. Reporting

- a. The Advisory Board shall provide timely and relevant updates to the Executive Council on matters relevant to its role and responsibilities, at least at each meeting of the Executive Council and out of session as required.
- b. A report on the Chamber's activities and position will be provided to Members at the AGM, consistent with the Constitution.

5. Rights

- a. Advisory Board Members will be entitled to:
 - i. enquire into and receive, individually and collectively, Chamber documents concerning any matter with respect to the operations of the Chamber. Advisory Board Members will provide reasonable notice for any such enquiry or requests for documents having regard to the smooth and efficient management of the Chamber's operations;
 - ii. question any employee of the Chamber concerning the Chamber's operations provided that the CEO must have notice of such requests and is entitled to be present during any such questioning; and
 - iii. access Advisory Board papers for the duration of their term as Advisory Board Members and thereafter, upon their request on reasonable grounds, for a period of seven years after they cease to be Advisory Board Members.
- b. All enquiries, requests for documents and questioning must be directed to the CEO (as Secretary) who will progress each matter in a timely manner and maintain a register of Advisory Board Members' enquiries and requests.
- c. Advisory Board Members will take no action with the Advisory Board papers that would:
- d. disclose information that is confidential to the Chamber, or if such disclosure would be in breach of an obligation of confidentiality owed by the Chamber, to another person or party. For the purpose of this matter, all information contained in the Advisory Board papers shall be deemed to be confidential; or
- e. breach legal professional privilege attaching to the documents for the benefit of the Chamber.
- f. Should an Advisory Board Member be required by the operation of any law or order of any court of competent jurisdiction to disclose any matter contained in the Advisory Board papers whether in their possession or not, the Advisory Board Member shall immediately notify the CEO.

6. Delegation

- a. The Advisory Board may delegate its functions and powers to a sub-committee of the Advisory Board or Chamber staff, as the Advisory Board considers appropriate.
- b. The Advisory Board will document these delegations and specify the limits of the authority delegated.
- c. An entity with delegated authority from the Advisory Board must act in accordance with any delegations by the Advisory Board and in particular, must not exceed the level of authority delegated to them.

7. Meetings

- a. The Advisory Board will meet each quarter, and otherwise as often as the Advisory Board Members think necessary to enable the Advisory Board to fulfil its duties and responsibilities.
- b. An agenda, Advisory Board and Committee papers and related material will be prepared and circulated to Advisory Board Members in advance of each Advisory Board and Committee meeting to permit adequate preparation.
- c. Minutes for each meeting should be recorded promptly after the close of the meeting and circulated by the CEO (as Secretary) prior to the next meeting.

D. INDIVIDUAL ROLES

1. CEO / Secretary

- a. Oversee general management of Chamber operations.
- b. Fulfil the role of Secretary to the Executive Council and Advisory Board (collectively Bodies).
- c. Establish the agenda for meetings of the Bodies and ensure accurate and timely recording of minutes.
- d. Develop with the Bodies, implement and monitor strategic, financial and business plans.
- e. Plan, implement and monitor all major capital expenditure, capital management and all major corporate transactions.
- f. Develop all financial reports, and all other material external communications and reports.
- g. Act as the primary channel of communication and point of contact between the executive staff and the Bodies.
- h. Keep the Executive Councillors and Advisory Board Members fully informed of all material matters which may be relevant to the Chamber.
- i. With the appropriate members of senior management, develop a management framework to review and monitor all matters material to the interests of the Chamber.
- j. Ensure a safe, inclusive and supportive workplace for all personnel.
- k. Action the Chamber's mandate in relation to corporate and compliance culture.

2. President / Vice Presidents

- a. Provide leadership, guidance and direction to support the Chamber to act in the interest of its Members and effectively champion the industry's interests.
- b. Fulfil the role of Chair at meetings of the Bodies, promoting an environment for open communication and collaboration.
- c. Set the standard and behaviours expected of Executive Councillors, Advisory Board Members and Chamber Members more broadly.
- d. Monitor and ensure good governance and compliance practices are implemented by the CEO with respect to strategic, financial and other operational matters; ensuring the Bodies are regularly informed as relevant.
- e. Oversee relevant processes related to CEO performance review, remuneration and recruitment, in liaison with the Bodies.
- f. Represent the Chamber in senior advocacy and communications activities supported by the CEO, as required.

E. CONFLICTS AND AMENDMENTS

1. Notification of conflicts

- a. If any Executive Councillor or Advisory Board Member believes that they may have a professional or personal conflict of interest or duty in relation to a particular matter, whether real or perceived, the member should immediately consult with the CEO to determine appropriate notification of the conflict to the Executive Council or Advisory Board (as relevant).
- b. If upon notification the Executive Council or Advisory Board determines that an Executive Councillor or Advisory Board Member may be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other entity, on the one hand, and the interests of the Chamber or their duties to the Chamber, on the other hand, the Executive Councillor or Advisory Board Member will be required to:
 - i. provide full and frank information regarding the circumstances giving rise to the conflict; and
 - ii. abstain from voting on any motion relating to the matter and absent themselves from all deliberations relating to the matter including receipt of papers relevant to the matter.
- c. The Secretary will maintain a register of all potential conflict of interest situations.

2. Amendment

- a. This document may be reviewed and amended periodically.
- b. Amendments are to be approved by the Executive Council.

F. DEFINITIONS

Capitalised terms in the Charter not defined in the table below have the same meaning assigned to them under the Constitution.

Advisory Board	The advisory board of the Chamber.
Advisory Board Member	A member of the Advisory Board.
ASX	ASX Limited ACN 008 624 691 or the stock market operated by it, as the context requires.
ASX Recommendations	The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Bodies	The Executive Council and Advisory Board, collectively.
CEO	The chief executive officer of the Chamber.
Chamber	The Chamber of Minerals and Energy of Western Australia Inc.
Charter	This document as amended from time to time.
Committee	Any of the Executive Council's standing committees, regional councils and working groups (collectively, Committees).
Directors' Code of Conduct	Schedule 1 of this document.
DMIRS	Department of Mines, Industry Regulation and Safety, Western Australia.
Executive Council	The executive council of the Chamber.
Executive Councillor	A member of the Executive Council.
Executive Management Team	Senior employees of the Chamber generally (including the CEO) and their direct report / s.
President	An Executive Councillor elected by the Ordinary Members to be President of the Chamber.
Secretary	The CEO, or as delegated by the CEO.
Vice President	An Executive Councillor elected by the Ordinary Members to be a Vice President of the Chamber.

The Chamber of Minerals & Energy of WA

Directors' Code of Conduct (Schedule 1)

April 2021



DIRECTORS' CODE OF CONDUCT

The Chamber of Minerals and Energy of Western Australia Inc

1. Introduction

This is the Directors' Code of Conduct (Code) for The Chamber of Minerals and Energy of Western Australia Inc (Chamber).

Any member of the Executive Council or Advisory Board of the Chamber is considered to be a Director for the purposes of this Code. The Code applies to Directors whenever they are acting in their capacity as a Director.

The Code sets out the principles of conduct expected by Directors including the behaviours and practices necessary to meet reasonable expectations of senior representatives of the Chamber and taking into account their legal obligations.

Each Director will adhere to the Code whilst conducting their duties. The Code should also be read in conjunction with the Chamber's Governance Charter and Constitution.

Directors who are unsure of the appropriate action to take in a particular situation should in the first instance seek advice from the CEO. The CEO may seek advice and / or obtain external legal advice in relation to the matter.

Any breaches of this Code should be reported immediately to the CEO and / or President.

2. Principles

A Director must comply with the following standards of conduct:

- a. The Director should act honestly, in good faith and in the best interests of the Chamber as a whole.
- b. The Director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- c. The Director should use the powers of office for a proper purpose, in the best interests of the Chamber as a whole.
- d. The Director should recognise that the primary responsibility is to the Chamber as a whole but may, where appropriate, have regard for the interest of the wider membership and other stakeholders of the Chamber.
- e. The Director should not make improper use of information acquired as a director.
- f. The Director should not take improper advantage of their position as a Director.
- g. The Director should properly manage any conflict with the interests of the Chamber.
- h. The Director has 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 Directors.
- i. Confidential information received by the Director in the course of the exercise of their duties remains the property of the Chamber and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Chamber, or the person from whom the information is provided, or is required by law.

- j. The Director should not engage in conduct likely or known to bring discredit upon the Chamber.
- k. The Director should treat all other Directors, Chamber employees, members and all other related stakeholders with courtesy and respect. This explicitly includes not discriminating on the grounds of people's race, religion, gender, marital status, sexual orientation or disability.
- l. The Director should preserve and enhance the good reputation of the Chamber and should avoid behaviour which might damage the Chamber's reputation.
- m. The Director should use goods, services and facilities provided to them by the Chamber for legitimate purposes and strictly in accordance with the terms on which they are provided.
- n. The Director should comply with all relevant policies adopted by the Chamber from time to time including to policies relating to corporate governance. For the avoidance of doubt, this includes the Chamber's Constitution, Standing Orders and Governance Charter.
- o. The Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code. This includes, but is not limited to, duties under the Associations Act 2015 (WA) (Act).

3. Compliance and enforcement

3.1 Disclosure of Interests

Directors must fully and promptly disclose to the Chamber any private or other business interests and other matters which may lead to potential or actual conflicts of interest. They must do that in accordance with such policies that the Chamber may adopt from time to time.

3.2 Raising Concerns

Directors will report to the CEO and / or President, and encourage employees to report, any instances of unlawful and unethical behaviour by the Directors or the Chamber's officers, management or other employees.

It is noted that all staff are able to raise concerns in accordance with the Chamber's Code of Conduct applicable to employees and contractors of the Chamber.

3.3 Interpretation

The Advisory Board shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

The Advisory Board may from time to time propose amendments to the Code, subject to these changes being endorsed by the Executive Council.

A code of conduct cannot anticipate every possible situation. Where policies and procedures are unclear or prove insufficient in particular circumstances, it is advisable to go back to first principles. This means considering the core ideas and principles contained in the Code. Directors should also consider their duties under the Act.

3.4 Enforcement

All complaints or questions concerning a possible code of ethics violation of the Code shall be made in writing to or by the CEO and / or President with a copy provided to the complainant.

The CEO and / or President shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.

The President, or Vice President by delegation, is ultimately responsible for interpretation, application and enforcement of the Code, taking advice from the CEO where relevant.

All parties subject or responsible for the complaint will make best endeavours to seek resolution within a reasonable time frame.

If an initial attempt at resolution is not successful or of a nature requiring wider deliberation, the CEO and/or President shall refer the matter to a governance sub-committee of the Advisory Board (Governance Committee) to further investigate and make recommendations in relation to the complaint.

The Governance Committee is required to investigate and submit a written report to the CEO and / or President within a reasonable timeframe, considered to be 30 days or as otherwise extended by approval of the Advisory Board. The CEO and/ or President will render his / her decision within ten days of receiving the Governance Committee's report, or as otherwise extended by approval of the Advisory Board.

A decision may be appealed in writing to the Advisory Board for consideration for a final determination. The final determination shall be delivered in writing to the complainer and complainant.

Final determinations brought under the Code shall be documented and confidentially recorded by the Chamber.

3.5 Delegation and Penalties

Should the CEO and / or President be the subject of a written complaint, the President and / or CEO shall be excused from performing the duties normally assigned to them. In such instances, an alternate member of the Chamber's Executive team and / or Vice President shall act as delegate.

Penalties imposed for breach of the Code may include the following:

- a. Excluding the Director from portions of all future meetings and discussions which relate to the stated conflict of interest.
- b. Censure of the Director, in private, in public, or both.
- c. Removal of the Director from office by a resolution passed by a simple majority of the Advisory Board.



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