



BOARD CHARTER

This Charter sets out the responsibilities, structure, and processes of the Board of Directors of the Victorian Poultry Fanciers Association Ltd.

1. Roles and Responsibilities:

1.1 The role of the Board is to approve the purpose, values and strategic direction of the VPFA, guide and monitor the management of the Group in achieving its strategic plans, review, approve and monitor the Group's management systems and to oversee overall good governance practice.

1.2 The Board is responsible for:

- (A) Approving the Company's purpose and values connected with the objectives of the Company.
- (B) Approving the Company's strategic plans and policies.
- (C) Monitoring the Groups strategic direction and portfolio of activities.
- (D) Monitoring and reviewing the Company's financial and non-financial management systems, including internal compliance and control mechanisms.
- (E) Approving the annual report and financial statements to present to A class members prior to the AGM.
- (F) Approving and monitoring budgets and expenditure.
- (G) Overseeing the Company's reporting systems, reviewing the effectiveness of these systems in ensuring they result in adequate, accurate and timely information being provide to the Board.
- (H) Approving and monitoring the effectiveness of the Company's system of corporate governance, including the formation of Board committees and the terms of applicable charters.
- (I) Approving the Company's Code of Conduct and other company policies, monitoring their effectiveness and addressing any beaches.
- (J) Determining the size, composition and structure of the Board, and the process for evaluating its performance.
- (K) Appointing and removing a Company Secretary or Managing Director if required and approving the remuneration of and overseeing their performance.

2 The role of Management:

2.1 The day to day management of the Company and its business is the responsibility of the Company Secretary.

2.2 The Board delegates to the Company Secretary all powers to manage the day to business of the company, subject to those powers reserved to the Board in clause 1 and any specific delegations of authority approved by the Board.

2.3 The Key Responsibilities of the Company Secretary (and Managing Director if appointed) are to:

- (A) Ensure compliance with Corporations Act 2001, ASIC regulations, Constitution, and policies.
- (B) Manage the administer the day-to day operations of the Company and its business in accordance with the purpose, values, strategy, and policies approved by the Board.
- (C) Develop strategies for the Company and make recommendations to the Board on such strategies.
- (D) Develop the Group's annual budget and conduct the company's activities within the approved annual budget

2.4 The Key Responsibilities of the Company Secretary are to:

- (A) Advise the Board and Board subcommittee on governance matters.
- (B) Monitor that Board and Board sub-committee policy and procedures are followed.
- (C) Co-ordinate the timely completion and dispatch of Board and Board sub-committee papers.
- (D) Ensure that the business at Board and Board sub-committee meetings is accurately captured in the minutes.
- (E) Help to organise and facilitate the induction and professional development of directors.

3 Appointment and Responsibilities of Chairman:

3.1. The Board shall appoint a Chairman annually.

3.2 The responsibilities of the Chairman include.

- (A) Promote constructive and effective relations between the Board and management and directors.
- (B) Facilitate the effective contribution of all directors.
- (C) Lead the Board.
- (D) Ensure efficient organisation and conduct of the Board's function.
- (E) Brief all directors in relation is issues arising at Board meetings.
- (F) Chair general meetings of the Company.
- (G) In the event of a tied vote, chairman has the deciding vote.

4 Subcommittee of the Board

- a. The Board may from time to time establish and delegate any powers to a sub-committee of the Board.
- b. The Board is responsible for approving and reviewing the charter terms and membership of each Board sub-committee established by the Board.
- c. The performance of each Board sub-committee is to be reviewed by the Board in accordance with the sub-committee Charter.
- d. The Chairman of each sub-committee will be determined by the Board.

5 Board Meetings:

- (A)** The Board shall meet at least 6 times per year and otherwise as often as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.
- (B)** The Company Secretary is responsible for distribution Board meeting papers to directors prior to each Board meeting.

(C) The Chairman is responsible for the conducting of all Board meetings, including briefing all directors in relation to the issues arising at Board meetings. The Chairman has a casting vote, subject to the terms of the Constitution.

6 Ethical Standards and Legal Duties:

(A) Code of Conduct: Each director shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

(B) Duties: The Board will operate in a manner reflecting the values of the Group and in accordance with the Constitution, the Corporations Act and other applicable laws and regulations.

(C) Conflicts of Interest: Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

7 Confidentiality:

The directors acknowledge that all proceedings of the Board and its subcommittees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law.

8 Review of Charter:

The Board will from time to time review the Charter to ensure that it meets best practice standards.



Code of Conduct:

Introduction:

The Victorian Poultry Fanciers Association (VPFA) Ltd believe it is important to provide a clear set of values that emphasis a culture encompassing strong corporate governance, sound practices and good ethical conduct.

The Code of Conduct has been prepared for the guidance and benefit of all people employed, contracted, or associated with the VPFA Ltd. The Code of Conduct extends to all VPFA Ltd Company Directors.

The Code of Conduct has been adopted by the VPFA Ltd as it expresses the core values that drive our behaviour and aspirations.

Our Purpose and Values:

The primary objective of the VPFA Ltd is to promote in every way the general improvement of the standard, breeding, and exhibition of poultry.

The key values underpinning the Code of Conduct are as follows:

- Our actions must be governed by the highset standards of integrity and fairness.
- Our decisions must be made in accordance with the spirit and letter of acceptable law.
- Our business must be conducted honestly and ethically, with skills and our best judgement, and for the benefit of VPFA Ltd members and fanciers alike.

Conflicts of Interest:

A conflict of interest exists where loyalties are divided. You may have a conflict of interest if.

- Any of your decisions lead to an improper gain or benefit to you, or an associate or relative or
- Your personal interests, the interests of an associate or relative, or obligation to another person or entity with your obligations to the VPFA Ltd.

Conflicts of interest include both financial interests and non-financial interests.

You must not act in any way that could cause harm to the VPFA's Ltd reputation. You have a duty to act in a manner that merits the continued trust and confidence of VPFA Ltd members and the wider public.

Confidentiality:

During your work you will come across confidential information about VPFA Ltd and its business. This could include technical, strategic, or financial information.

You must use confidential information only for the purposes of doing your job. You should protect it and ensure it is not disclosed except to colleagues or authorised recipients or if required by law.

All information that you gain through your time at the VPFA must remain confidential even if you are no longer employed or involved with the VPFA Ltd.

Privacy:

VPFA Ltd is committed to complying with laws governing privacy of personal information obtained by its businesses and protecting and safeguarding the privacy of people who are members of the VPFA Ltd.

Records Management:

The VPFA Ltd ensures that we accurately and rigorously maintain all records relating to VPFA Ltd business and its operations.

The VPFA Ltd requires the safe and efficient storage and handling of documents to ensure compliance with legal obligations and to preserve important documents.

Intellectual Property:

Just like other company property you must safeguard VPFA Ltd Intellectual Property (IP). Any processes trademarks, documents and improvements made by you during your work with the VPFA Ltd, remain the property of the VPFA Ltd.

You must return all VPFA Ltd property , including documents and confidential information at the end of your engagement or at the VPFA Ltd.'s request.

If requested by the VPFA Ltd, you must destroy or delete any confidential information stored in electronic, magnetic, or optical form so it cannot be retrieved or reconstructed.

Anti-bribery and corruption:

Corruption is against the law. You must never offer or accept bribes, kickbacks, or similar payment to influence a decision. A bribe may be in the form of cash, gifts, entertainment, secret commissions, or other benefits.

Safety:

The VPFA Ltd is committed to providing a safe working environment and complying fully with all local and national laws and regulations regarding safety in the workplace.

Harassment and bullying

The VPFA Ltd does not tolerate unlawful discrimination, bullying, harassment or other unacceptable conduct and we make employment decisions based on merit and performance.

Unacceptable behaviour will not be tolerated under any circumstances; this includes:

- Judging a person on characteristics such as race, religion, gender, family responsibilities or any other prohibited ground of discrimination.
- Displaying material which is offensive or derogatory (including emails or posts on social networking sites).
- Engaging in unwelcome conduct of a sexual nature towards another person, such as innuendo or inappropriate humour.
- Bullying behaviour such as verbal or written abuse.

Inclusion:

The VPFA Ltd is committed to being inclusive. Diversity is difference in all its forms, visible and invisible. An inclusive company is one where people feel they can be themselves and are welcome regardless of their gender, gender identity, age, ethnicity or cultural background, sexual orientation, religion, health and physical ability or educational background.

Consequences of Breaching the Code:

We expect anyone who works for the VPFA Ltd to know and comply with the Code of Conduct.

The VPFA Ltd recognise that breaches of the Code of Conduct may occur from time to time. We expect that any breach will be inadvertent and without intent.

Depending on the nature of the breach, penalties may be imposed ranging from counselling up to termination.

Make sure you know the rules that apply to you and comply with the Code of Conduct.

If you have any questions regarding the Code of Conduct, please contact the Company Secretary.

The VPFA LTD Governance Policies

The Corporations Act 2001

Australian Securities and Investments Commission

Constitution of the VPFA Ltd

Rules and Regulations of the VPFA Ltd

General Code of Conduct

Code of Conduct for Exhibitors at Shows

Social Media Policy

Child Safety Policy

Process 1 Responding to a Bullying Com



Exhibitor Fund Sub-Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Exhibitor Fund Sub-committee.

Background:

The Exhibitor Fund is an investment account holding the capital received and accrued as a share of the sale of the former Brooks Hall. 55% of the interest earned on Exhibitor fund Investment is to be transferred to the General Working Account for distribution to poultry Clubs based on a selection criteria.

The remaining 45% of the interest from the Exhibitor Fund Investment is rolled over into the Exhibitor Fund Investment Account.

1 Roles and Responsibilities:

1.1 The role of the sub-committee is to review applications received from poultry Clubs to access funds from the Exhibitor Fund and make recommendations to the VPFA Ltd Board.

1.2 Specifically, the Committee will:

- (A) Review written applications from Poultry Clubs seeking funds from the Exhibitor Fund.
- (B) Assess applications in relation to Exhibitor Fund Criteria.
- (C) Make recommendations to the VPFA Board for endorsement on Poultry Club applications.

2 Committee Membership and Attendance:

2.1 The Committee will comprise of:

- (A) Two VPFA Board Directors.
- (B) One class A member (3yrs as per Rule 6.3.16)

3 Committee Meetings:

3.1 The Committee will meet annually or as directed by the Board.

3.2 A quorum for a meeting of the Committee requires all three members to be present.

3.3 If the Committee Chairman is absent, the Committee members must appoint another VPFA Board member to chair the meeting

3.4 The Company Secretary will act as secretary to the sub-committee, unless otherwise determined by the VPFA Board.

3.5 The Chairman or secretary of the Committee, will report to the Board following each meeting of the sub-committee and provide a copy of the minutes and put forward recommendations requiring VPFA Board endorsement.

3.6 The Committee Chairman will be appointed by the VPFA Board.

4 Annual General Meeting:

4.1 The Chairman of the sub-committee will attend and be available to answer any questions at the Annual General Meeting.

5 Ethical Standards and Legal Duties:

5.1 Code of Conduct: Each sub-committee member shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

5.2 Duties: The sub-committee will operate in a manner reflecting the values of the Group and in accordance with the Constitution, the Corporations Act and other applicable laws and regulations.

5.3 Conflicts of Interest: Each committee member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

6 Confidentiality:

The committee members acknowledge that all proceedings of the meetings are strictly confidential and will not be disclosed to any person other than other committee and VPFA Board members, except as agreed by the Board or as required by law.

7 Review and Assessment:

7.1 The Committee will from time to time review the Charter and make recommendations to the VPFA Board.



Dispute Resolution Sub-Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Dispute Resolution Sub-committee.

Dispute Resolution Principles:

- Respect for another's point of view;
- Commitment to resolving the issue;
- Willingness to compromise;
- Confidentiality;
- Impartiality;
- Respect; and
- Prompt action.

1 Roles and Responsibilities:

1.1 The role of the sub-committee is to review disputes and make recommendations to the VPFA Ltd Board on appropriate actions and to specifically .

(A) Review disputes that have been received in writing.

(B) Meet with the aggrieved party where required.

(C) Put forward resolution for endorsement by VPFA Board.

2 Dispute Resolution Procedure:

1.2 The dispute must be set out in writing and sent to the VPFA.

1.3 The Company Secretary must acknowledge receipt of this document within two days

1.4 The Company Secretary will table the matter at next Board meeting. Board will decide on whether the Dispute Resolution Committee will take matter and investigate.

2.4 If the dispute involves the breaking of any laws, the matter will not be referred to the sub-committee, rather the VPFA will suggest the aggrieved parties take the matter to the police.

2.5 The sub-committee may at times seek further information from those involved in the dispute and arrange a mediation to resolve dispute.

2.6 The sub-committee will make recommendations to the VPFA Board on appropriate resolutions to the dispute.

2.7 The Company Secretary will inform those involved of the resolution proposed by the VPFA Board in writing.

3 Disputes Resolution

Disputes Resolution Penalties

Decide whether an offence is minor or serious

3.1 First offence

A written warning

In the event of an Appeal

A verbal discussion with the Disputes and Resolutions Team

3.2 Second offence.

A written Warning with six months bans on Exhibiting, Judging, or attending any VPFA Event or Affiliated Club Event.

In the event of an Appeal.

Consideration will be given for a 12 Month Ban on Exhibiting, Judging, or attending any VPFA Event or Affiliated Club Event.

Depending on the Appeal

3.3 Third offence.

An automatic 2-year ban from Exhibiting, Judging, or attending any Event held by the VPFA or Affiliated Club Event.

In the event of an Appeal.

Discussion will be in the presence of 75% of Directors of the VPFA.

3.4 Fourth Offence

An automatic 4-year ban from Exhibiting, Judging, or attending any Event held by the VPFA or Affiliated Club Event.

Discussion will be in the presence of 75% of Directors of the VPFA.

Appeals

Appeals must be lodged with the Company Secretary within 14 days of official notification. Appeal fee \$50.00 must be paid at the time of lodging appeal.

All Penalties listed above are also subject to the Rules and Regulations of the Victorian Poultry Fanciers Association.

4 Committee Membership and Attendance:

4.1 The Committee will comprise of:

(A) A minimum of 4 VPFA Board Directors.

(B) The Chairman of the sub-committee will be a VPFA Board member appointed by the VPFA Board.

5 Committee Meetings:

5.1 The Committee is to meet as required by the Committee Chairman in consultation with the Company Secretary.

5.2 A quorum for a meeting of the Committee is at least 3 VPFA directors.

If the Committee Chairman is absent, the Committee members must appoint **another** VPFA Board member to chair the meeting.

5.3 The Company Secretary will act as secretary to the sub-committee, unless otherwise determined by the VPFA Board.

5.4 The Chairman **or secretary** of the Committee, will report to the Board following each meeting of the sub-committee and provide a copy of the minutes and put forward recommendations requiring VPFA Board endorsement.

5.5 The Chairman of the subcommittee will be appointed by the VPFA Board.

6 Ethical Standards and Legal Duties:

6.1 Code of Conduct: Each director shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

6.2 Duties: The sub-committee will operate in a manner reflecting the values of the Group and in accordance with the Constitution, the Corporations Act, ASIC , the constitution and other applicable laws and regulations.

6.3 Conflicts of Interest: Each committee member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

6 Confidentiality:

The committee members acknowledge that all proceedings of the meetings are strictly confidential and will not be disclosed to any person other than other committee and VPFA Board members, except as agreed by the Board or as required by law.

7 Review and Assessment:

7.1 The Committee will from time to time review the Charter and make recommendations to the VPFA Board.



Judges Sub-Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Judges Sub-Committee

Background:

The VPFA Ltd provides a platform for Poultry judges to be accredited in the judging of dry fowl, waterfowl, and eggs.

1 Roles and Responsibilities:

1.1 The role of the sub-committee is to establish a framework for the teaching, testing, and accrediting of poultry judges.

1.2 Specifically, the Committee will:

- (A) Prepare and organise judging training days as agreed to by the VPFA Ltd Board.
- (B) Draft judge testing questions to be endorsed by the VPFA Ltd Board.
- (C) Conduct judge testing days as endorsed by the VPFA Ltd Board.
- (D) Review provisional judges' applications to be made open judges and provide recommendations to the VPFA Ltd Board.

2 Committee Membership and Attendance:

2.1 The Committee will comprise of:

- (A) At least **four** VPFA Ltd Board members

3 Committee Meetings:

3.1 The Committee is to meet as required by the Committee Chairman in consultation with the Company Secretary.

3.2 A quorum for a meeting of the Committee requires all three Committee members present. If the Committee Chairman is absent, the Committee members must appoint another VPFA Ltd Board member to chair the meeting

3.3 The Company Secretary will act as secretary to the sub-committee, unless otherwise determined by the VPFA Ltd Board.

3.4 The Chairman **or secretary** of the Committee will report to the Board following each meeting of the sub-committee and provide a copy of the minutes and put forward recommendations requiring VPFA Ltd Board endorsement.

3.5 The Committee Chairman will be appointed by the VPFA Ltd Board.

4 Ethical Standards and Legal Duties:

4.1 Code of Conduct: Each sub-committee member shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

4.2 Duties: The sub-committee will operate in a manner reflecting the values of the Group and in accordance with the Constitution, the Corporations Act and other applicable laws and regulations.

4.3 Conflicts of Interest: Each committee member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

5 Confidentiality:

The committee members acknowledge that all proceedings of the meetings are strictly confidential and will not be disclosed to any person other than other committee and VPFA Ltd Board members, except as agreed by the Board or as required by law.

6 Review and Assessment:

6.1 The Committee will from time to time review the Charter and make recommendations to the VPFA Ltd Board.



Futures & Investments Sub-Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Futures & Investments Sub-committee.

Background:

The VPFA Ltd Board is bound by constitutional Rules. Rule 6.3.9 gives the board permission to purchase, hire, make, provide, and maintain all kinds of real and personal property for the carrying out of objectives of the company.

This committee is responsible for investigating investment opportunities.

1 Roles and Responsibilities:

1.1 The role of the sub-committee is to review investment opportunities.

1.2 Specifically, the Committee will:

(A) Seek advice from financial advisors on investment opportunities.

(B) Compare investment returns from proposed investment opportunities.

(C) Make recommendations to the VPFA Ltd Board on investment opportunities and returns.

2 Committee Membership and Attendance:

2.1 The Committee will comprise of:

(A) Three VPFA Ltd Board Directors.

3 Committee Meetings:

3.1 The Committee is to meet as required by the Committee Chairman in consultation with the Company Secretary.

3.2 A quorum for a meeting of the Committee requires all three members to be present.

3.3 If the Committee Chairman is absent, the Committee members must appoint another VPFA Ltd Board member to chair the meeting

3.4 The Company Secretary will act as secretary to the sub-committee, unless otherwise determined by the VPFA Ltd Board.

3.5 The Chairman **or secretary** of the Committee, will report to the Board following each meeting of the sub-committee and provide a copy of the minutes and put forward recommendations requiring VPFA Ltd Board endorsement.

3.6 The Committee Chairman will be appointed by the VPFA Ltd Board.

4 Annual General Meeting:

4.1 The Chairman of the sub-committee will attend and be available to answer any questions at the Annual General Meeting.

5 Ethical Standards and Legal Duties:

5.1 Code of Conduct: Each sub-committee member shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

5.2 Duties: The sub-committee will operate in a manner reflecting the values of the Group and in accordance with the Constitution, the Corporations Act and other applicable laws and regulations.

5.3 Conflicts of Interest: Each committee member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

6 Confidentiality:

The committee members acknowledge that all proceedings of the meetings are strictly confidential and will not be disclosed to any person other than other committee and VPFA Ltd Board members, except as agreed by the Board or as required by law.

7 Review and Assessment:

7.1 The Committee will from time to time review the Charter and make recommendations to the VPFA Ltd Board.



Australian Poultry Standards Charter

This Charter sets out the frameworks and responsibilities of the Australian Poultry Standards (APS) sub-committee of the VPFA Ltd Board.

1 Roles and Responsibilities:

1.1 The role of the sub-committee is to review and make recommendations to the VPFA Ltd Board in relation to Australian Poultry Standards and to specifically:

- (A)** Review current poultry standard (text and images) when required and report to the VPFA Ltd Board for endorsement.
- (B)** Review feedback submitted on specific poultry standards and report to the VPFA Ltd Board for endorsement.
- (C)** Seek quotations for standard publication and report to the VPFA Ltd Board for endorsement.
- (D)** Recommend to VPFA Ltd Board, members to be included on National Sub-Committee to review poultry standard revisions.
- (E)** Review APS accounts and recommend payment to VPFA Ltd Board.
- (F)** Review requests submitted to use parts of the Australian Poultry Standards and Addendum.

2 Committee Membership and Attendance:

- (A)** The Committee will comprise of as per the constitution no less than 3 and no more than 6 being a majority of board members . External members to be appointed by the VPFA Ltd Board Directors.
- (B)** The Chairman of the sub-committee will be a VPFA Ltd Board member appointed by the VPFA Ltd Board.

3 Committee Meetings:

3.1 The Committee is to meet as required by the Committee Chairman, although it is intended the Committee meet no less than 2 times each year.

- (A)** A quorum for a meeting of the Committee is at least three VPFA Ltd directors and one other.
- (B)** If the Committee Chairman is absent, the Committee members must appoint another VPFA Ltd Board member to chair the meeting

3.2 The Company Secretary will act as secretary to the sub-committee, unless otherwise determined by the VPFA Ltd Board.

3.3 The Chairman **or secretary** of the Committee will report to the Board following each meeting of the sub-committee and provide a copy of the minutes and put forward recommendations requiring VPFA Ltd Board approval.

3.4 The Chairman of the Sub Committee will be appointed by the VPFA Ltd Board.

4 Annual General Meeting:

4.1 The Chairman of the sub-committee will attend and be available to answer any questions at the Annual General Meeting.

5 Ethical Standards and Legal Duties:

5.1 Code of Conduct: Each director shall abide by the terms of the Company's Code of Conduct and is expected to uphold the ethical standards and corporate behaviour described in the Code.

5.2 Duties: The sub-committee will operate in a manner reflecting the values of the Group and in accordance with the Corporations Act, ASIC and the Company Constitution and other applicable laws and regulations.

5.3 Conflicts of Interest: Each committee member has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

6 Confidentiality:

The committee members acknowledge that all proceedings of the meetings are strictly confidential and will not be disclosed to any person other than other committee and VPFA Ltd Board members, except as agreed by the Board or as required by law.

7 Review and Assessment:

7.1 The Committee will from time to time review the Charter and make recommendations to the VPFA Ltd Board.