

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 provided 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 breaches.
- (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 and 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 committee on governance matters.
- (B) Monitor that Board and Board committee policy and procedures are followed.
- (C) Co-ordinate the timely completion and dispatch of Board and Board committee papers.
- (D) Ensure that the business at Board and Board 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 to 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 Committee of the Board

- (A) The Board may from time to time establish and delegate any powers to a committee of the Board.
- **(B)**The Board is responsible for approving and reviewing the charter terms and membership of each Board committee established by the Board.
- **(C)** The performance of each Board committee is to be reviewed by the Board in accordance with the committee Charter.
- (D)The Chairman of each 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 of 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 committees 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 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
Privacy Policy
Social Media Policy
Child Safety Policy
Process 1 Responding to a Bullying Complaint
Brodies Law 2011

Exhibitor Fund Committee Charter

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

Background:

Constitution Rule 6.3.16 to appoint a Committee called the Exhibitors Fund Committee. The role of this Committee is to recommend distribution by the Board to affiliated Clubs, the residue (if any) of the 55% interest earned by the Exhibitors Account and paid into the General Working Account each financial year. This Committee is to be three persons, two Directors and one Class A Member of the Company. Membership of this Committee shall be for three-year terms commencing February 2011. This Committee must report to the Board at least annually or as directed by the Board.

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 the Exhibitor fund Investment is to be transferred to the General Working Account for distribution to poultry Clubs based on a selection criterion.

The remaining 45% of the interest from the Exhibitor Fund Investment is rolled over into the Exhibitor Fund Investment Account. (VPFA Term Deposit)

1 Roles and Responsibilities:

- **1.1** The role of the 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 Ltd Board for endorsement on Poultry Club applications.

2 Committee Membership and Attendance:

- **2.1** The committee will comprise of:
- (A) Two VPFA Ltd 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 Ltd Board member to chair the meeting
- **3.4** The Company Secretary will act as secretary to the 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 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 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 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 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.

Dispute Resolution Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Dispute Resolution 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 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 all the aggrieved parties where required.
- (C) Put forward resolution for endorsement by VPFA Ltd Board.
- (D) Ensure compliance with Constitution, Rules and Regulations and all VPFA Policies.

2 Dispute Resolution Procedure:

- **2.1** The dispute must be set out in writing and sent to the VPFA.
- 2.2 The Company Secretary must acknowledge receipt of this document within two days
- **2.3** 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 committee, rather the VPFA will suggest the aggrieved parties take the matter to the police.
- **2.5** The committee may at times seek further information from those involved in the dispute and arrange a mediation to resolve dispute.
- 2.6 The committee will make recommendations to the VPFA Ltd Board on appropriate resolutions to the dispute.
- 2.7 The Company Secretary will inform those involved of the resolution proposed by the VPFA Ltd Board in writing.

3 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 Committee.

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 Fvent.

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 of \$50.00 must be paid at the time of lodging the appeal.

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

4 Committee Membership and Attendance:

4.1 The Committee will comprise of:

- (A) A minimum of 4 VPFA Ltd Board Directors.
- (B) The Chairman of the committee will be a VPFA Ltd Board member appointed by the VPFA Ltd 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 Ltd Board member to chair the meeting.

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

5.4 The Chairman or secretary of the committee, will report to the Board following each meeting of the committee and provide a copy of the minutes and put forward recommendations requiring VPFA Ltd Board endorsement.
5.5 The Chairman of the committee will be appointed by the VPFA Ltd 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 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.

7 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.

8 Review and Assessment:

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



Judges Committee Charter

This Charter sets out the framework and responsibilities of the VPFA Ltd Judges 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 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 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 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 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 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 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 from time to time will review the Charter and make recommendations to the VPFA Ltd Board.



Futures & Investments Committee Charter

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

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Australian Poultry Standards Charter

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

1 Roles and Responsibilities:

- **1.1** The role of the 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 the State Representatives who will review the poultry standard additions. Reference Guiding Principles and Process. Attachment 1
 - (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 be selected as per the constitution and comprise of 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.
- (B) Membership of this committee shall be for 3 years as constitution rule 6.3.15.
- (C) The Chairman of the committee will be a VPFA Ltd Board member appointed by the VPFA Ltd Board.

3 Committee Meetings:

- **3.1** The committee is to meet no less than 4 times each year as required by the constitution.
 - (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 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 committee and provide a copy of the minutes and put forward recommendations requiring VPFA Ltd Board approval.
- **3.4** The Chairman of the committee will be appointed by the VPFA Ltd Board.

4 Annual General Meeting:

4.1 The Chairman of the 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 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 members and VPFA Ltd Board Directors, 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.

Attachment 1

AUSTRALIAN POULTRY STANDARDS – GUIDING PRINCIPLES AND PROCESS

A. Overarching Principles.

All APS publications will be guided by the VPFA Ltd constitution and the Guiding Principles below.

- A1. One Standard for each Breed.
- A2. Bantams that are miniatures of a standard breed to have an identical standard except for the weights.
- A3. Consideration will be given to standards for every breed and every variety that is known to exist in Australia at the time of commencement (close of submissions).
- A4. No unnecessary changes unless evidence based, to maintain the integrity of the existing standards.
- A5. Standards that consider submissions received from Clubs and individuals from across Australia.
- A6. Standards that include, Fowls, Bantams, Ducks, Geese, Guinea Fowl, Turkeys and Eggs.

B. Process.

Critical to the process of developing the Text of the Standards is Independence and Confidentiality. (Refer to Charter).

B1. Submissions are called for with reasonable time for responses to come in. This is realistically a 6-9-month period. All committee members are to view submissions. No decisions will be made until the close of submissions.

- B2. The APS Committee works through the submissions received according to the framework in the Six Overarching Principles above.
- B3. This Editorial work is done by the APS Committee(also include the Chairman and Secretary of the VPFA Ltd) **without** interference or involvement from the rest of the Board or any other fanciers. It always remains confidential to the Committee for the simple reason that a revision cannot be completed if every person keeps on having their say. The process would become endless. Everyone has already had a fair chance to make their submissions for the revision etc of the current standards and that includes members of the Board as individuals or through clubs they are involved with.
- B4. An Interstate Committee made up of State Representatives appointed by each state and one or 2 specially appointed Waterfowl experts (elected by the Waterfowl Associations) gets to scrutinise the text that the APS Committee proposes. This is also confidential for the same reason. The process is not open, at this stage, to further intervention by individuals or clubs or the VPFA Ltd Board for that matter. They have had their turn when submissions were called for. (Refer to A4)
- B5. The proposed Text once completed is sent to the Interstate Reps **only** for them to read FULLY.
- A face to face meeting of the Interstate Reps is then conducted in Melbourne over 3 days with travel costs etc met by the VPFA. This meeting discusses every issue brought by the State Reps and a vote taken if necessary. The text once revised requires final approval from the State Reps.
- B6. The Book can then proceed to final design and inclusion of approved illustrations. This is also a huge task. The selection and digital enhancement of illustrations is very time consuming and requires 2 experienced fanciers who know the standards to work with a qualified technician.
- Importation of suitable images from APS 1 and APS2 for use in APS3. First preference to illustrations or prints, photos if necessary.
- B7. Once a professional book designer has received the entire approved Text and all the approved illustrations, the book is designed by the professional with the APS Committee approving every stage of production. This too is complex and takes a good few month with proof reading of text and scrutiny of every aspect of design.
- B8. Once the design and layout and inclusion of text is all approved by the APS Committee, the APS Committee recommends to the VPFA Ltd Board that the book can be printed.

