



**AUSTCHAM**  
SOUTH CHINA

A MEMBER OF AUSTCHAM GREATER CHINA

中国澳大利亚商会-华南

# DIRECTORS INFORMATION AND OBLIGATIONS PACK 2020/21

**Australian Chamber of Commerce South China**

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# 1. Welcome Message

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Congratulations on being elected to the Board of Directors of The China – Australia Chamber of Commerce, South China.

AustCham South China was established in 1994.

The current Directors are (in no particular order):

## Directors

1. Mike Chai
2. Greg Smith
3. Peter Hildebrand
4. John McNicholl
5. Chuan Tran
6. Malcolm Yap
7. Kenneth Lam
8. Gilbert Xu
9. Richard Zhang
10. Baron Hong
11. Matthew Warr

Kylie – Australian Government Representative

## 2. Personal Responsibility

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I understand that the position of AustCham South China Director requires me to provide leadership in the Australia China business community and to gain respect for AustCham South China in the wider community on behalf of its membership.

I understand that a “whole of organisation” perspective and vision are critical to the contribution Directors can make to AustCham South China’s delivery of value to its membership.

In conjunction with my fellow Directors, I understand that I will represent AustCham South China in both the local and international community and my conduct must reflect positively not only on AustCham South China but also inspire successful best practice in Australia-China business.

I acknowledge that I will be required to fulfill certain duties and obligations as outlined below and that my involvement as a Director must impact positively on the overall image and morale of AustCham South China:

### **Policy and due process:**

1. I acknowledge it is my responsibility to read and become familiar with the Mission, the brand, the foundation and strategic objectives of AustCham South China as outlined in the Australian Chamber of Commerce, South China Articles of Association and its bylaws, and the Values Statement and all policies, guidelines, meeting procedures, financial protocols and all administrative practices and related information regarding AustCham South China
2. I acknowledge it is my responsibility to research and establish as accurately as possible the facts of matters raised for consideration by the Board of Directors or communicated to membership of AustCham South China for their consideration by whatever channels.

I recognise that effective AustCham South China management decisions can only be made soundly on the basis of thoroughly well informed, broadly objective understanding of the relevant facts not based purely on ad hoc personal opinions.

3. I will endeavour to work in an informed and responsible manner through the established due processes and participate in upgrading the standard and efficiency of the processes, constructively and appropriately over time when necessary.

I understand my responsibility to act in a transparent manner with full disclosure with my fellow Directors, Secretariat Staff and Honorary Advisors in carrying out my duties as an AustCham South China Director.

4. I understand that AustCham South China must operate with best practice but that AustCham South China is not a commercial business in the broad sense, but a non-profit, membership based, business and community organisation representing multiple membership interests.
5. I acknowledge it is my responsibility to get to know and understand AustCham South China membership businesses, their concerns and achievements so I can contribute the best of my ability.

### 3. Articles of Association & By Laws

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The current versions of the Articles of Association and By Laws of AustCham South China are attached and please familiarise yourself with their contents

## 4. Board Meetings

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The next Board meetings will be decided on the previous Board Meetings

On the months where holiday period clash (Christmas, Chinese New Year etc....) the General Manager will liaise with ExCo as to the most appropriate alternative date.

### **Attendance and Participation at Board of Directors Meetings:**

- I make a firm commitment to attend as many of the monthly Board meetings as possible and to have studied and considered **ALL** Agenda items prior to each meeting in preparation for effective decision making.

I will advise and arrange as early as practicable with the CEO if I am unable to attend meetings

- I will contribute to developing and acting on the Board's strategic plan for the year and on actively implementing the strategic plan with other members of the board and secretariat.
- I will participate in at least one working group or special internal committees as part of my duties.

I will develop with other members of the board at the annual strategy session KPI's to be used as a benchmark for my contribution to the Chamber throughout the year. I will report quarterly to the Chair on my progress toward my KPI's or to a person on the board nominated by the Chair.

At Board Meetings I will report on my nominated working group or committee as requested by the Chair.

## 5. Monthly Time Dedicated to AustCham and Events

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### **Time Allotment**

I understand that I will be required to contribute to, participate in and lead AustCham South China activities including initiatives that ensure AustCham South China progresses in meeting its strategic objectives.

It is expected I can contribute around 10-15 high value hours per month to AustCham South China initiatives, with some Directors' responsibilities requiring a substantially higher contribution – approximately 20-25 hours per month, particularly the Chair and other office bearers.

### **Events and Invitations on behalf of the Chamber:**

I acknowledge that my attendance is encouraged at as many community and regular AustCham South China business events as possible and that I will be called on from time to time on an "as needs" basis to Chair or host or be present at particular events.

I will also assist in marketing for events by informing potentially interested parties in my network and encouraging their attendance where appropriate.

When attending events I will circulate and network actively in order to meet and learn more broadly about both AustCham South China membership and non- membership interests, and to meet and encourage possible new memberships, and to strengthen goodwill for the organization, and awareness of its role.

I will also use events to provide the General Manager and wider secretariat constructive advice on how to service members more effectively through the feedback I've obtained by networking actively,

## 6. Financial Commitments

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### Financial Commitments:

- I understand that financial expenses that I incur in relation to local travel and other Board of Directors obligations are generally not covered by AustCham South China, and that it is a voluntary role.
- I acknowledge my obligation to have expenditure approved in advance by ExCo in advance of costs being incurred if I wish later reimbursement of such costs to be considered by AustCham South China. For reimbursement (prior approved) official tax receipts (fapiao) and proof of expenditure must still be provided.
- It is my responsibility to at all times be free any financial liabilities toward AustCham South China.

I understand that any financial liabilities that exceed 60 days in arrears will result in my membership of the board being revoked with the vacated position to be determined by remaining members of the board.



## 7. Conflicts of Interest and Confidentiality

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### **Confidentiality/Non-solicitation:**

- I acknowledge my general obligations not to disclose Confidential Information regarding AustCham South China as follows. Refer to definitions outlined below.

### **Conflict of Interest/Personal Circumstances:**

1. I undertake to advise the Chairman of the Board in the first instance at the earliest opportunity of any personal, legal or business-related issues which may impact on my ability to represent AustCham South China appropriately or of any conflict of interest matters arising (Refer to Articles and By Laws).
2. I will resign immediately from AustCham South China Board of Directors, if there is any possibility that any of my personal or commercial circumstances or behaviour could possibly bring disrepute or cause disruption in the best interests of AustCham South China and its membership.

### **Non-disclosure of Confidential Information**

1. Having volunteered and been elected (or appointed) to serve as a Director of AustCham South China, I may learn or have learned personal or commercial “insider” or confidential Information about AustCham South China and its membership.

This information, written or spoken, may have been provided clearly in confidence, or directly/indirectly gained through general communications, discussion and correspondence in the internal conduct of AustCham South China business, for example, during and relating to Board meetings, or committees.

I agree not to disclose such **Confidential Information** and promise to take all reasonable precautions to prevent its unauthorised disclosure or indiscreet dissemination, **both during the term of my relationship with AustCham South China as a Director and after my relationship terminates.**

**I agree to limit disclosure of any Confidential Information to those fellow Directors, staff of AustCham South China and Honorary Advisors who have a need to know the information and who have similarly agreed to keep such information confidential.**

2. I agree not to use any **Confidential Information** for my own benefit or for the benefit of anyone other than AustCham South China. I agree in all usual circumstances to avoid my conduct or use of information in any way likely to cause detriment to AustCham South China best interests, and those of its membership, their businesses, or their employees and personnel generally.

## DEFINITIONS

- A. **Confidential Information** means and includes all information relating to marketing, advertising, public relations, development, products, trade secrets, business plans, client and client prospect lists, customers, finances and personnel data related to the business or private affairs of AustCham South China and its members, employee compensation and benefits information, trade know-how, secrets, details of contracts, pricing policies, operational methods, marketing plans or strategies, service development techniques or plans, business acquisitions or investment plans, financial data, new personnel acquisition plans related to the business or affairs of AustCham South China and its clients and other business or personal affairs of AustCham South China and its affiliates or its current membership, their businesses and their

employees or other personnel, learned or acquired by AustCham South China or me.

**Confidential Information** does not include information which I knew through no wrongful act of mine before AustCham South China, its Board of Directors or its corporate members disclosed the information to me; or has become publicly known through no wrongful act of mine; or which I learned from a third party who had the right to disclose the information to me, or which is fully available in the public domain and generally available to AustCham South China membership.

**However** I agree that under these circumstances while I may not be barred by confidentiality, that reasonable discretion, integrity, impartiality and good judgment in such matters of disclosure is still required and is always expected of me in my role as an AustCham South China Director.

- B. **Restricted Period** means the term of my voluntary service relationship with AustCham South China as a Board Director and a further period of twelve (12) months following the termination, **for any reason whatsoever**, of that particular relationship on my part with AustCham South China.

My signature below reflects that I have read and agree to the above statements, and that it is my voluntary will to serve as an AustCham South China Director. I agree to do that in a way which engenders a sense of cooperation, open minded trust, and respect which can build morale and goodwill supportively across the whole of AustCham South China and its community and encourage the most efficient use of resources in achieving the strategic objectives. I understand that the **AustCham South China Articles of Association**, the related by-laws and policies, and the **AustCham South China Values Statement** are the standard reference documents for AustCham South China practice and administration which is always for, and by, its membership.

I understand that at all times AustCham South China aims to operate as a business organization which is open and responsive to new and diverse ideas. At all times AustCham South China must

provide a basis on which, broadly and equitably, the changing interests and concerns of the Australia China business community can be broadly represented. This agreement of personal responsibility guides the way in which position outcomes can fairly be progressed by the Board and its Directors.

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Name:

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Date

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Signature: