



## COMMERCE COMMITTEE TERMS OF REFERENCE

### 1 ROLE

As a committee appointed by the NACMA Board of Directors, the role of the Commerce Committee is to consider those issues listed below, and other subsequent issues that may have a potential impact on NACMA services to members, and to advise the Board on appropriate action.

### 2 SCOPE OF OPERATION

- 2.1 The Commerce Committee shall make recommendations to the NACMA Board on issues relating to:
- (a) NACMA Trade Rules & Contracts- the review and maintenance of those Rules
  - (b) NACMA Dispute Resolution Rules - the review and maintenance of those Rules
  - (c) NACMA registration, accreditation and licensing programs relating to (a) and (b) above.
  - (d) NACMA education and training issues, specifically those supporting accreditation and registration programs;
  - (e) Other relevant matters of concern to NACMA members and within the area of expertise of the Commerce Committee.
- 2.2 The Commerce Committee shall have no executive powers with respect to its findings but shall make recommendations to the NACMA Board.
- 2.3 The Commerce Committee shall have the authority, on behalf of the Board, to seek information through NACMA from members and non members , where appropriate, and industry groups, with respect to issues under consideration by the Commerce Committee.
- 2.4 The Commerce Committee shall have no power with respect to complaints brought by industry participants or Members. Such issues shall be dealt with by executive management in conjunction with Board members where appropriate.

### 3 SPECIFIC OBJECTIVES

- 3.1 As a committee of the NACMA Board, the Commerce Committee shall:
- 3.1.1 Advise the Board on changes to existing and development of new, Trade and Dispute Resolution Rules.
  - 3.1.3 Advise on the effective adoption and implementation with the NACMA Trade Rules by individuals and by the relevant sectors of the industry.
  - 3.1.4 Foster communication between the NACMA Board, Management and the Commerce Committee on industry matters that relate to NACMA Trade and Dispute Resolution Rules.

3.1.5 Report and make recommendations to the industry at the Common Interest Forum on all matters of relevance addressed by the Commerce Committee.

**4 MEMBERSHIP**

- 4.1 The Commerce Committee shall consist of at least five members.
- 4.2 The NACMA Board shall, following the Annual General Meeting, appoint an NACMA Director to act as Chairperson of the Commerce Committee for the forthcoming year.
- 4.3 The NACMA Board shall appoint at least four members to the Committee and determine their appropriate terms of appointment. These members shall be drawn from the grain industry and be individuals with specialist skills in grain marketing and trading. The Board shall seek recommendations and nominations for these positions from industry.
- 4.4 The NACMA Board has discretion to vary appointments to the Commerce Committee at any time.
- 4.5 Assistance to the Committee
  - 4.5.1 The Commerce Committee may invite any member of the industry, including NACMA staff, to join the Commerce Committee in an advisory capacity and determine their ongoing involvement in the Commerce Committee.
  - 4.5.2 Such advisers are not deemed to be members of the Commerce Committee for the purposes of voting, calling a meeting or constituting a quorum.
  - 4.5.3 The Chief Executive Officer shall appoint a Secretary to the Commerce Committee. The Secretary is not a member of the Commerce Committee.

**5 MEETINGS**

- 5.1 The Chairperson will take the chair at all meetings of the Commerce Committee. In the Chairperson's absence the Chairperson will nominate a Deputy Chairperson.
- 5.2 NACMA will provide the secretariat for all Commerce Committee meetings.
- 5.3 Convening a Meeting
  - 5.3.1 The Commerce Committee will schedule two meetings per year and shall hold other such meetings as are necessary for the performance of its functions.
  - 5.3.2 The Chairperson, in consultation with NACMA management, may at any time convene a meeting of the Commerce Committee.
  - 5.3.3 Any Committee Member may request the Chairperson to convene a meeting. The discretion to convene the meeting rests with the Chairperson and NACMA management.
  - 5.3.4 Not less than seven clear days oral or written notice of a meeting of the Commerce Committee will be given to each member unless members

agree to the holding of a meeting at shorter notice on the basis that a quorum is available to meet.

**5.4 Conduct of meetings**

5.4.1 The business to be considered by a meeting of the Commerce Committee shall be only those matters, which relate to the objectives detailed in paragraph 3.

5.4.2 Meetings of the Commerce Committee shall be held by the members of the Committee being present in person (or a replacement approved by NACMA) at the appointed time and place for the meeting, unless the Chairperson determines that the meeting or all meetings of the Committee may be held by:

- telephone linkup between all members of the Commerce Committee who are able to participate, or
- any other means of communication by which all members of the Commerce Committee who are able to attend the meeting are able to speak to and hear each other.

**5.5 Quorum**

The quorum necessary for the transaction of the business of the Committee shall be no less than four (4) of the members of the Committee.

**5.6 Voting**

5.6.1 Each Member at a meeting of the Committee, with the exception of the NACMA staff member (see 4.5), when called upon by the Chairperson, will be entitled to cast a vote on any recommendation put to the meeting.

5.6.2 The Chairperson shall have a deliberative vote.

5.6.3 In the case of an equality of votes, the Chairperson shall have a casting vote.

**6 REPORTING**

6.1 The Chairperson of the Committee shall forward recommendations from the Committee to the NACMA Board.

6.2 The Secretary of the Commerce Committee shall circulate the Minutes of each meeting to:

- All members of the Commerce Committee:
- The NACMA Board,
- The NACMA Chief Executive Officer, and
- NACMA staff assisting the Committee at that time.

**7 FUNDING**

7.1 NACMA does not provide as a matter of course, travel and accommodation or sitting fees to Committee members. Committee members need to be able to finance these aspects of their role from their own means.

7.2 In exceptional circumstances, reasonable out of pocket expenses may be incurred with prior approval of the Chairperson.

**8 INDEMNITY**

The Chairperson, Members, NACMA staff assisting the Commerce Committee and secretariat of the Commerce Committee will be at all times be indemnified by the NACMA in respect of all liability, loss, damage, expense and claims whatsoever arising from any agreed Commerce Committee actions or decisions taken in good faith by the Commerce Committee.

**9 CONFIDENTIALITY**

In order to ensure that Members of the Commerce Committee are able to participate fully in the Commerce Committee, NACMA may provide certain information, which NACMA considers is confidential. Members will be required to retain such information as confidential and confirm their intention to do so by formal agreement.

**10 MEDIA ACTIVITIES**

All media activities will be handled by the Chairman and CEO of NACMA. No Committee member is to discuss, give interviews or otherwise engage in media activities that relate to their role, activities and/or deliberations within Committee.