



Cotton Seed Distributors Limited

Site Re-development Committee  
Charter

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## Table of contents

<b>1.</b>	<b>ROLE AND RESPONSIBILITIES OF THE COMMITTEE</b>	<b>3</b>
<b>2.</b>	<b>DELEGATED AUTHORITY</b>	<b>3</b>
<b>3.</b>	<b>MEMBERSHIP AND ATTENDANCE</b>	<b>3</b>
3.1.	MEMBERSHIP AND TERM	3
3.2.	CHAIR	4
3.3.	MEETINGS	4
3.4.	QUORUM	4
3.5.	SECRETARY	4
3.6.	REPORTING	4
3.7.	FEEES	4
3.8.	OTHER RESPONSIBILITIES	4
<b>4.</b>	<b>REVIEW OF COMMITTEE PERFORMANCE</b>	<b>4</b>
4.1.	REVIEWS	4

## 1. Role and Responsibilities of the Committee

The Site Re-development Committee ("Committee") is a committee of the Board of Directors ("Board") of Cotton Seed Distributors Limited and its subsidiaries ("CSD").

The Committee's primary functions are to:

- 1) provide specialist advice to the Board and management in relation to the construction of a new delinting, treating and warehousing facility at the Shenstone site including the ancillary laboratory and administration buildings ("Site Re-development");
- 2) to advise the Board and management with respect to the design, construction, alteration or demolition of buildings, including site works, plant and equipment, external services and associated other costs;
- 3) to assist the Board in evaluating plans, drawings, specifications, etc presented by consultants for the Site Re-development;
- 4) to review, monitor and report to the Board on the performance of the Project Manager and construction works to ensure the Site Re-development remains on budget, on time, is fit for purpose, is in CSD's best interests as well as ensuring CSD's compliance with legal and regulatory requirements;
- 5) to review, monitor and report to the Board on the performance of the Project Control Group (which consists of the Project Manager, General Manager - Communications and Development and the Group Operations Manager);
- 6) to assess, monitor and report to the Board on the risks of the Site Re-development and recommend, as necessary, mitigation strategies to the Board.

The existence of the Committee does not diminish the Board's responsibility with respect to the Site Re-development.

## 2. Delegated Authority

The Board has authorised the Committee, within the scope of its role and responsibilities set out in this charter to:

- make decisions with respect to the Site Re-development that are within the Board approved budget;
- make decisions with respect to variations to the design and construction of the Site Re-development on the basis that the variations remain within the Board approved budget;
- Perform the activities required to address its responsibilities and make recommendations to the Board;
- Subject to the agreed protocol:
  - i. Require the attendance of any company manager, staff member, project manager or consultant at meetings , as appropriate;
  - ii. Have unrestricted access to management, employees, project manager, consultants and information it considers relevant to its responsibilities under this charter.

## 3. Membership and Attendance

### 3.1. Membership and Term

Members of the Committee will be appointed by the Board from the Directors of CSD. The Committee shall consist of a minimum of 2 Directors, one of which is the Managing Director.

- Appointment of Committee members is reviewed annually.
- The effect of ceasing to be a Director of the Board is the automatic termination of appointment as a member of the Committee.

- The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a Director of the Board.
- Committee members will have a working familiarity with construction and the manufacturing processes of delinting and treating cotton planting seed. Further, it is desirable that at least one member has a detailed understanding of the CSD's operational environment.

### **3.2. Chair**

The Chair of the Committee will be a Non-executive Director.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting.

### **3.3. Meetings**

The Committee will meet as and when necessary to perform its role and responsibilities. The Committee must meet at least three times per annum.

If a member is unable to be physically present, they may participate by video or teleconference.

In addition, the Chair will call a meeting of the Committee if so requested by any member of the Committee, by the project manager or by the Chair of the Board.

The Committee Chair may invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation will be issued to members of the Project Control Group.

The Chair may invite other members of the Board from time to time on a needs basis.

### **3.4. Quorum**

The quorum for a meeting is two Directors.

### **3.5. Secretary**

The Managing Director shall act as Secretary of the Committee. This role can be delegated.

### **3.6. Reporting**

Proceedings of all meetings are to be minuted and signed by the Chair or the chair of the Committee meeting. Minutes of all Committee meetings are to be circulated to the Board.

The Committee, through its Chair, reports to the Board at the earliest possible Board meeting after each Committee meeting. The Chair will summarise the issues discussed at the meeting.

Through the above mechanisms, all matters relevant to the Committee's role and responsibilities will be reported to the Board.

### **3.7. Fees**

Committee members are entitled to receive remuneration for their term on the Committee as determined from time to time by the Board.

### **3.8. Other responsibilities**

Ensure the Project Control Group immediately notifies the Board Chair and Committee Chair of any issue of significant non-compliance or litigation.

## **4. Review of Committee Performance**

### **4.1. Reviews**

To ensure that the Committee is fulfilling its stewardship duties to the Board, the Committee will:

- Review, at least annually, the Committee Charter and recommend to the Board any appropriate amendments for approval;
- Review the annual work plan incorporating any changes in the Charter;
- With the inclusion of the Board, conduct an annual assessment of its performance against its chartered duties and responsibilities and provide a report of the findings to the Board;
- With the inclusion of the Board, conduct an annual assessment of each Committee member.