

## **GRAIN TRADE AUSTRALIA LTD ACN 097 228 656**

### **CHARTER OF THE TECHNICAL COMMITTEES**

#### **1. THIS CHARTER**

Grain Trade Australia Ltd was registered as a public company limited by guarantee on 22 June 2001.

The Company was formed with the object of facilitating trade within the Australian Grain Industry by;

- a) promoting the interests of those involved in the Grain Industry on a national basis
- b) promoting harmony and good relations in the Grain Industry and safeguarding the interests of persons and firms engaged in the Grain Industry
- c) guarding and maintaining a high reputation for the Grain Industry in commercial life and to promote the ethical and financial accountability of the membership of the Company
- d) co-operating with persons in promoting matters beneficial to the Grain Industry and its participants
- e) assisting Government at all levels to formulate policy to permit the more efficient operation of the Grain Industry
- f) providing an apolitical and unbiased forum for discussion and debate of issues relevant to the Grain Industry
- g) encouraging marketing between recognised and reputable organisations; and
- h) providing all participants in the Grain Industry with the most efficient trading tools and dispute resolution mechanisms.

This Charter sets out an overview of the functions and responsibilities of the Technical Committees of Grain Trade Australia Ltd.

This Technical Committee Charter is not an all-inclusive document and should be read as an expression of the principles to be applied for optimising corporate governance and accountability. The Board will review and update (if necessary) the Technical Committee Charter on an annual basis.

To enable GTA to fulfil its charter to “facilitate trade” by way of provision of the most efficient trading tools and dispute resolution mechanisms, GTA relies on various Technical Committees. The Scope of Operation and Specific Objectives for each of the Committees is detailed in the Terms of Reference (Addendum 1 to 6).

## **2. ROLE OF THE TECHNICAL COMMITTEES**

- 2.1 Technical Committees are appointed by the GTA Board of Directors, and their role is to consider those issues listed in the appropriate Terms of Reference (Addendum 1 to 6), and any subsequent amendment and other subsequent issues that may have a potential impact on GTA services to members, and to advise the Board on appropriate action.
- 2.2 The Committee can make recommendations to the Board but final determination resides with the Board.
- 2.3 Where the Board rejects one aspect of a recommendation, the recommendation will fail in totality and be referred back to the relevant Committee.
- 2.4 The Committee shall have no executive powers with respect to its findings but shall make recommendations to the Board.
- 2.5 The Committee shall have the authority, on behalf of the Board, to seek information through GTA from members and non-members, where appropriate, and industry groups, with respect to issues under consideration by the Committee.
- 2.6 The 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. MEMBERSHIP**

- 3.1 GTA Technical Committees shall consist of at least five (5) and up to ten (10) members, excluding the Chair and Deputy Chair/s. The Board may allow for more than ten (10) members if it is deemed this would be beneficial to the Committee's objectives and Terms of Reference.
- 3.2 The Board shall, following the Annual General Meeting, appoint a GTA Director to act as Chair and Deputy Chair/s of the various Technical Committees for the forthcoming year.
- 3.3 The Board shall appoint the members of the Committees and determine their appropriate terms of appointment. The Board shall seek nominations for these positions from industry and appointment will be merit based.
- 3.4 Committee members do not represent the interests of a specific sector or member organisation but rather act in the best interests of the Australian grain supply chain.
- 3.5 Members shall be drawn from the grain industry and be individuals with specialist skills in production, storage, grain quality, systems and processes or trading.
- 3.6 There may only be 1 Committee member from the same GTA Member company on any Technical Committee, unless approved by the Board.
- 3.7 Committee members are not allowed to have substitutions or alternatives. Observers are allowed on the prior authority of the Committee Chair. Observers are not able to vote on any decisions made by the Committee.
- 3.8 The Board has discretion to vary appointments to the Technical Committees at any time upon the recommendation of the Committee Chair.

#### **4. ASSISTANCE TO THE COMMITTEE**

- 4.1 The Technical Committees may invite any member of the industry, including GTA staff, to join the Committee in an advisory capacity and determine their ongoing involvement in the Committee.
- 4.2 Such advisers are not deemed to be members of the Committee for the purposes of voting, calling a meeting or constituting a quorum.
- 4.3 The Chief Executive Officer may appoint a Secretary to the Committee. The Secretary is not a member of the Committee.

#### **5. MEETINGS**

- 5.1 The Chair will take the chair at all meetings of the Committee. In the Chair's absence the Chair will nominate a Deputy Chair.
- 5.2 GTA will provide the secretariat for all Committee meetings.
- 5.3 Convening a Meeting
- (a) Chair, in consultation with GTA management, may at any time convene a meeting of the Committee.
  - (b) Any three Committee Members may request the Chair to convene a meeting. The discretion to convene the meeting rests with the Chair and GTA management.
  - (c) Not less than seven clear days oral or written notice of a meeting of the 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
- (a) The business to be considered by a meeting of the Committee shall be only those matters, which relate to the objectives detailed in the Schedule of the respective Technical Committees.
  - (b) Meetings of the Committee shall be held by the members of the Committee being present at the appointed time and place for the meeting, unless the Chair determines that the meeting or all meetings of the Committee may be held by:
    - Video conference or telephone linkup between all members of the Committee who are able to participate, or
    - any other means of communication by which all members of the Committee who are able to attend the meeting are able to speak to and hear each other.
- 5.5 Quorum
- (a) 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
- (a) Each Member at a meeting of the Committee, with the exception of any GTA staff when called upon by the Chair, will be entitled to cast a vote on any recommendation put to the meeting.
  - (b) The Chair shall have a deliberative vote.

- (c) A majority of 2/3rds of members present at a meeting is required to approve a recommendation or motion put to the Committee. Members should be aware choosing to abstain from a vote will have the effect of voting against a resolution proposing change.

#### 5.7 Attendance at Meetings

- (a) Members will be noted as attending a meeting when they are present at the commencement of a meeting or submit an apology for late attendance that is noted by the Committee Chair.
- (b) Members will be noted as apologies to a meeting where they have lodged an apology with the Committee Secretary prior to commencement of the meeting.

### **6. REPORTING**

- 6.1. The Chair of the Committee shall forward recommendations from the Committee to the Board and report on Committee deliberations.
- 6.2. The Secretary of the Committee shall circulate the Minutes of each meeting to:
- All members of the Committee
  - The GTA Chief Executive Officer, and
  - GTA staff assisting the Committee at that time.

### **7. FUNDING**

- 7.1 GTA 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 Chair.

### **8. INDEMNITY**

- 8.1 The Chair, members, GTA staff assisting the Committee and secretariat of the Committee will be at all times be indemnified by the GTA in respect of all liability, loss, damage, expense and claims whatsoever arising from any agreed Committee actions or decisions taken in good faith by the Committee.

### **9. CONFIDENTIALITY**

- 9.1 In order to ensure that Members of the Committee are able to participate fully in the Committee, GTA may provide certain information, which GTA considers is confidential. Members will be required to retain such information as confidential and agree to abide by the Confidentiality Agreement (Addendum 5).

### **10. COMPLIANCE WITH THE COMPETITION AND CONSUMER ACT 2010 (Cth)**

- 10.1 The meetings of GTA Technical Committees and Working Groups are to be conducted in accordance with GTA Technical Committee Charter and respective Terms of Reference for each Committee and in compliance with the Management of Grain within the Australian Grain Supply Chain – the Australian Grain Industry Code of Practice.

- 10.2 It is acknowledged that members of each Committee, in their employed capacity, may be active market participants who may compete with each other as defined by competition law. Consequently, care should be taken by each member to ensure there can be no suggestion that GTA Technical Committee meetings facilitate any behaviour that could result in a breach of competition law.
- 10.3 Members of each Committee, are therefore reminded that in accordance with their competition law compliance obligations they should not:
- a. discuss any matter that may be perceived as being cooperation by competitors in a market to influence that market;
  - b. discuss any matters that could be regarded as fixing, maintaining or controlling prices, allocation of customers or territories, coordinating bids and/or restricting output or acquisitions in any circumstances;
  - c. share commercially sensitive information relating to their employer; or
  - d. share information for an anti-competitive purpose.

## **11. MEDIA ACTIVITIES**

- 11.1 All media activities will be handled by the GTA Chair or the GTA CEO. 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.

## **12. SUB-COMMITTEES**

- 12.1 A sub-committee may be appointed by the Technical Committee to review specific issues as directed by the Technical Committee.
- 12.2 A sub-committee may be ongoing or compiled for a specific task.
- 12.3 A sub-committee will only review issues as directed by the Technical Committee. However, the sub-committee may review other issues as it identifies when considering matters raised by the Technical Committee.
- 12.4 Sub-committee members are to be appointed by the Technical Committee for the term of the Technical Committee membership, or a lesser time as determined by the Technical Committee.
- 12.5 Members of the sub-committee shall be drawn from the Technical Committee. Members of the Technical Committee can nominate individuals to a Sub Committee (employed by or a member of the organisation of the Technical Committee member). The nominee will have delegated authority to make decisions on behalf of the Technical Committee member who nominated them.
- 12.6 The Chair of a sub-committee shall be nominated by the Technical Committee. The Chair is to be the Secretariat unless otherwise determined.
- 12.7 A quorum or minimum number of members is not required for a sub-committee to be formed or meet.
- 12.8 The number of sub-committee meetings shall be determined by the Technical Committee or left to the discretion of the sub-committee.
- 12.9 Minutes of each meeting are to be kept and provided to the Technical Committee.
- 12.10 The sub-committee is to make recommendations to the Technical Committee via those sub-committee minutes.

12.11 Final determination of recommendations from the sub-committee resides with the Technical Committee.

12.12 Unless otherwise stated, all other elements of this Technical Charter apply to sub-committees.

### **13. SUBMISSIONS TO THE COMMITTEES**

13.1 Unless marked “CONFIDENTIAL NOT FOR PUBLICATION” or similar, all submissions to the Technical Committees may be published on the GTA website.

## **ADDENDUM**

### **Addendum 1 to 6**

#### **TERMS OF REFERENCE for the GTA TECHNICAL COMMITTEES**

1. Trade and Market Access Committee
2. Commerce Committee
3. Standards Committee
  - 3.1. Technology Sub-Committee
4. Transport, Storage & Ports Committee
5. Plant Breeding Innovation Committee
6. Information Technology Advisory Committee

### **Addendum 7**

#### **CONFIDENTIALITY AGREEMENT for the GTA TECHNICAL COMMITTEES**

## **Addendum 1**

### **TRADE AND MARKET ACCESS COMMITTEE TERMS OF REFERENCE**

#### **1 ROLE**

As a Committee appointed by the GTA Board of Directors under the Charter of the Technical Committees, the role of the Trade and Market Access Committee is to consider those issues listed below, and other subsequent related issues that may have a potential impact on GTA services to members, and to advise the Board on appropriate action.

#### **2 SCOPE OF OPERATION**

The Trade and Market Access Committee shall make recommendations to the Board on commercial impacts and requirements; and policy developments that may arise from the introduction of innovative technology into Australia's food and feed production systems; and to monitor related international and local Government policies. Specifically, the Committee will be focused on issues including, but not limited to, food and feed security, bio-safety, bio-security, innovative technology and sustainability.

In addition the Committee will, as they relate to the issues above:

- (a) Assist GTA to act as an advocate for the grain industry; and
- (b) Support GTA education and training activities.

#### **3 SPECIFIC OBJECTIVES**

As a Committee of the Board, the Committee shall:

1. Monitor developments in local and international grain environments and policies and develop appropriate responses for the Australian grain industry where required.
2. Where required assist GTA to liaise and collaborate with industry supply chain organisations and/or government in developing appropriate responses to developments in local and international grain environments and policies.



## **Addendum 2**

### **COMMERCE COMMITTEE TERMS OF REFERENCE**

**1      **ROLE****

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

**2      **SCOPE OF OPERATION****

The Commerce Committee shall make recommendations to the Board on issues relating to:

- (a) GTA Trade Rules & Contracts - the review and maintenance of those Rules
- (b) GTA Dispute Resolution Rules - the review and maintenance of those Rules
- (c) GTA registration, accreditation and licensing programs relating to (a) and (b) above
- (d) GTA education and training issues, specifically those supporting accreditation and registration programs;
- (e) GTA Location Differentials;
- (f) Other relevant matters of concern to GTA members and within the area of expertise of the Commerce Committee.

**3      **SPECIFIC OBJECTIVES****

As a committee of the Board, the Commerce Committee shall:

- 1. Advise the Board on changes to existing and development of new, Trade and Dispute Resolution Rules.
- 2. Advise on the effective adoption and implementation with the GTA Trade Rules by individuals and by the relevant sectors of the industry.
- 3. Foster communication between the Board, Management and the Commerce Committee on industry matters that relate to GTA Trade and Dispute Resolution Rules.
- 4. Advise the Board of any developments and/or implementation of Location Differentials (LD's) across Australia; and
- 5. Report and make recommendations to the industry on all matters of relevance addressed by the Commerce Committee.

## **Addendum 3**

### **TRADING STANDARDS COMMITTEE TERMS OF REFERENCE**

**1      **ROLE****

As a Committee appointed by the GTA Board of Directors under the Charter of the Technical Committees, the role of the Trading Standards Committee is to consider those issues listed below, and other subsequent issues that may have a potential impact on GTA services to members and to advise the Board on appropriate action.

**2      **SCOPE OF OPERATION****

The Trading Standards Committee shall make recommendations to the Board on issues relating to:

- (a) Grain trading standards - the review and maintenance of those Trading Standards
- (b) Quality assurance across the industry
- (c) GTA registration, accreditation and licensing programs relating to (a) and (b) above
- (d) GTA education and training issues, specifically those supporting accreditation and registration programs; and
- (e) Other relevant matters of concern to GTA members and within the area of expertise of the Trading Standards Committee.

**3      **SPECIFIC OBJECTIVES****

As a Committee of the Board, the Trading Standards Committee shall:

- 1. Advise the Board on changes to existing and development of new grain Trading Standards.
- 2. Develop, in conjunction with industry, quality assurance protocols across the grain value chain.
- 3. Advise on the effective adoption and implementation of the GTA grain Trading Standards by individuals and by the relevant sectors of the industry.
- 4. Foster communication between the Board, Management and the Trading Standards Committee on industry matters that relate to GTA Grain Trading Standards.

## **Addendum 3.1**

# **TRADING STANDARDS COMMITTEE TECHNOLOGY SUB-COMMITTEE TERMS OF REFERENCE**

## **NEW TECHNOLOGY ASSESSMENT**

### **1. ROLE**

As a Sub-Committee appointed by the GTA Trading Standards Committee under the Charter of the Technical Committees, the role is to consider those issues listed below, and other subsequent related issues that may have a potential impact on the assessment and introduction of new grain assessment technology.

### **2. SCOPE OF OPERATION**

The Technology Sub-Committee shall make recommendations to the Trading Standards Committee on new technology relating to:

- (a) On any proposed technology to be used for the purposes of trade
- (b) Ensuring that any new technology meets requirements of the industry.

### **3. SPECIFIC OBJECTIVES**

As a Sub-Committee of the Trading Standards Committee, it shall have the capability and procedures to:

- (a) Collaboratively review any proposed technology used to aid the assessment of grain for the purpose of trade.
- (b) Ensure that any new technology is intrinsically linked to Trading Standards and meets the requirements of industry for the purpose of trade. This will require the development of acceptance criteria by quality parameter and commodity that new technology may need to meet.
- (c) Work with the technology provider to ensure that any new technology is considered as required under Trade Measurement legislation.
- (d) Assess technology by industry using the most efficient and economic approach available to ensure the technology meets accuracy requirements of industry for all quality parameters.
- (e) Provides a consistent, equitable and transparent approach to new technology assessment and introduction, ensuring all such technology is considered suitable for trade.
- (f) If required determine an industry engagement plan and communication strategy.

## **Addendum 4**

### **TRANSPORT, STORAGE & PORTS COMMITTEE TERMS OF REFERENCE**

#### **1 ROLE**

As a Committee appointed by the GTA Board of Directors under the Charter of the Technical Committees, the role of the Transport, Storage & Ports Committee is to consider those issues listed below, and other subsequent issues that may have a potential impact on GTA services to Members, and to advise the Board on appropriate action.

#### **2 SCOPE OF OPERATION**

The Transport, Storage & Ports (T, S&P) Committee shall make recommendations to the Board on matters relating to:

- (a) Supply chain issues and impediments and any other matters of concern to GTA Members that are relevant to the areas of expertise of the Transport, Storage & Ports Committee.
- (b) An efficient, safe and sustainable grain supply chain.
- (c) Cross business grain industry logistical process and transactional issues to improve the facilitation of trade;
- (d) Options and leadership opportunities to share information and learnings across industry and to improve the efficiency of the grain supply chain.;
- (e) Improving integration amongst supply chain participants where sensible and feasible to generate efficiencies and improve the facilitation of trade.

#### **3 SPECIFIC OBJECTIVES**

As a Committee of the Board, the Transport, Storage & Ports Committee shall:

1. Advise the Board of any recommendations made by the Committee in relation to 2;
2. Report to industry on recommendations made and all other matters of relevance addressed by the Transport, Storage & Ports Committee including regular reviews into the GTA Transport Code of Practice and the Standards for Empty Shipping Container Inspection.
3. Collaboratively investigate system, process, and research initiatives to resolve common grain industry logistical process and transactional issues.
4. Provide a consultative and advisory function to GTA Board, Technical Committees, and on behalf of industry to stakeholders including Government Departments, Agencies, and other relevant industry participants.
5. Assist GTA to liaise and collaborate with relevant local industry stakeholders, supply chain organisations, Government agencies and others in developing appropriate responses to grain supply chain issues.

## Addendum 5

### PLANT BREEDING INNOVATION COMMITTEE TERMS OF REFERENCE

#### 1 **ROLE**

As a Committee appointed by the GTA Board of Directors under the Charter of the Technical Committees, the role of the Plant Breeding Innovation Committee is to consider those issues listed below, and other subsequent related issues that may have a potential impact on grain industry supply chain, its participants and/or industry reputation and to advise the Board on appropriate action.

#### 2 **SCOPE OF OPERATION**

The Plant Breeding Innovation Committee shall make recommendations to the Board and industry on the potential effect to commercial activity as a result of the:

- (a) planned intentional release of approved<sup>1</sup> GM events in grain crops of interest; or the
- (b) unplanned and unintentional release (escape) of unapproved GM events in grain crops of interest.

#### 3 **SPECIFIC OBJECTIVES**

As a Committee of the Board, the Committee will:

1. Consult with and advise where required, with technology proponents and other related parties in relation to “pipeline” events intended for cultivation and commercial release in grain crops of interest in Australia.
2. Detail processes which key stakeholders within the grain supply chain (i.e. from planting seed to end users) need to consider implementing in advance of an approval from the Office of the Gene Technology Regulator (OGTR) [or Freedom to Operate] for commercial release and cultivation of a GM event in grain crops of interest in Australia.
3. Conduct a review of the Market Choice framework, incorporate any modifications agreed by industry and develop process for ongoing maintenance of the framework.
4. Use the Market Choice framework to ensure a seamless integration into the Australian grain market of approved events which will ensure market access and market choice.
5. Ensure the appropriate commercial processes are established to enable fair and efficient trade of seed for sowing and grain which contains approved GM events.
6. Develop and maintain an agreed cross sector “unintended presence response processes” that details notifications, industry wide response options and communication strategies to be adopted should there be a detection of an unapproved GM event.
7. Act as a point of contact within the grain industry to coordinate activities at an industry / government level on supply chain issues relating to GM crops of interest containing approved and unapproved GM events.

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<sup>1</sup> Approvals granted by one or more of the following regulators: The Office of the Gene Technology Regulator (OGTR), Food Standards Australia and New Zealand (FSANZ) and The Australian Pesticides and Veterinary medicines Authority (APVMA). Note that activities may be concurrent to OGTR, FSANZ and APVMA approval processes, however GTA would only support the commercial introduction after the appropriate regulatory approvals were obtained.

## **Addendum 6**

### **INFORMATION TECHNOLOGY ADVISORY COMMITTEE TERMS OF REFERENCE**

#### **1. ROLE**

As a Committee appointed by the GTA Board of Directors under the Charter of the Technical Committees, the role of the Information Technology Advisory Committee is to consider those issues listed below, and other subsequent related issues that may have a potential impact on GTA services to members, and to advise the Board on appropriate action.

#### **2. SCOPE OF OPERATION**

The Information Technology Advisory Committee shall make recommendations to the Board on issues and suggested improvements relating to:

- (a) Consultation and liaison with stakeholders across industry (local and global) on the impacts and opportunities of existing and emerging technology;
- (b) Cross business grain industry process and transactional issues to improve the facilitation of trade;
- (c) Options and opportunities to share information and learnings across industry;
- (d) Collaborative research, review on the impact of new technology on the facilitation of trade; and potential collaborative solutions to address such impacts.
- (e) Potential collaborative opportunities to improve facilitation of trade such shared resource and data options.

#### **3. SPECIFIC OBJECTIVES**

As a Committee of the Board, the Information Technology Advisory Committee shall:

1. Collaboratively investigate system, process and research initiatives to resolve common grain industry process and transactional issues.
2. Monitor developments, identify risks, gaps and opportunities in existing and emerging technology and provide advice and develop appropriate responses for GTA, its members and the Australian grain industry.
3. Provide a consultative and advisory function to GTA Board, Technical Committees, and on behalf of industry to stakeholders including Government Departments, Agencies and other relevant industry participants.
4. Assist GTA to liaise and collaborate with relevant global and local industry stakeholders, supply chain organisations, technology suppliers, Government agencies and others in developing appropriate responses to data and technology issues.
5. Seek opportunities to leverage Information Technology to improve delivery of current GTA service model, and to share information, ideas and learnings across industry in:
  - a. Information technology systems;
  - b. comprehension of, and compliance with existing and evolving regulation;
  - c. research, understanding and the development of a standard approach to evolving technology;
  - d. standard industry interfaces (financial, export documentation, regulatory, etc.);
  - e. information capability;
  - f. transactional processes; and
  - g. best practice and benchmarking.

## Addendum 7

### **GTA TECHNICAL COMMITTEE CONFIDENTIALITY AGREEMENT**

#### **1. BACKGROUND**

- (a) The Member is a member of a GTA Technical Committee (Committee).
- (b) In order to ensure that the Member is able to participate fully in the Committee, GTA may provide certain information, which GTA considers is confidential.
- (c) Members will be informed of information deemed to be Confidential by notification on supplied documents or verbally or other appropriate means.
- (d) Committee Members participate on the Committee to represent the best interests of all GTA Members and the broader grain supply chain.

With that understanding, Committee members will demonstrate good sense in the distribution of any Committee documents within their immediate executive or committee in order to develop a position on relevant issues. Committee documents are not for distribution outside these boundaries.

- (e) The parties agree to be bound by the terms and conditions set out below and the Terms of Reference of their respective Committee contained in this Charter.

#### **2. CONFIDENTIAL INFORMATION**

A reference to Confidential Information means:

- (a) Technical, business, commercial and other information, documents and samples which are divulged or provided by GTA or by another person on behalf of GTA, whether in writing or otherwise, to the Member concerning or in connection with the Committee,
- (b) All confidential information including, but not limited to, trade secrets, confidential know how relating to GTA or a corporation related (as that term is used in the Corporations Law) to GTA from time to time; and
- (c) this agreement.

#### **3. CONFIDENTIALITY**

- (a) The Member agrees that the Confidential Information is and will remain the property of GTA.
- (b) The Member will use an appropriate standard of care and diligence to safeguard the Confidential Information and keep it confidential.
- (c) The Member may use Confidential Information solely for the purpose of performing your duties and responsibilities on the Committee.
- (d) The Member must not make any use of the Confidential Information or any part of it except for the purposes referred to in clause 2 (c) above.

#### **4. DISCLOSURE**

- (a) Except as permitted by clause 2.(c) the Member will not disclose the Confidential Information to any third party without the prior approval of GTA.
- (b) The Member may only disclose confidential information to persons who:
  - i. are aware and agree that the confidential information must be kept confidential; and
  - ii. have signed any confidentiality agreement required GTA, from time to time; and
  - iii. have a need to know (and only to the extent that each has a need to know).
- (c) Your obligations as to confidentiality do not extend to information that (whether before or after the day which you sign this agreement):
  - i. is public knowledge (otherwise than as a breach of this agreement); or
  - ii. is required by law to be disclosed.
  - iii. disclosed with the prior approval of GTA.
  - iii. was known to the Member prior to the date upon which Confidential Information was first supplied to the Member of GTA.
- (d) Prior to any use or disclosure in reliance clause 3, the Member must give notice to GTA with full details of the circumstances of the proposed use or disclosure and of the relevant information to be used or disclosed. The Member must give GTA a reasonable opportunity to determine whether the proposed use or disclosure is in accordance with clause 3.
- (e) On request by GTA, the Member will return to GTA all Confidential Information in written or material form.
- (f) Immediately upon the ceasing to be a member of the Committee, you must return to GTA (if requested):
  - i. all confidential information (as defined in clause 1);
  - ii. those parts of all notes and other records based on or incorporating confidential information; and
  - iii. all copies of the material referred to in clause 1; in your possession, custody or control.
- (g) Your obligations under clause 3 continue after you cease to be a member of the Committee, except in respect of information that is part of your general skill and knowledge.

#### **5. MISCELLANEOUS**

- (a) Nothing contained in this document will in any way restrict either party's rights and activities and no agency, partnership, contract of employment, joint venture or other relationship is created by this document.
- (b) This document is governed by the laws of the State of New South Wales and the parties submit to the non-exclusive jurisdiction of its courts.