

The Investor Relations Society

Terms of Reference for the Membership Committee

The Membership Committee shall have the following terms of reference

1. Constitution

- 1.1 The Board has established a Committee of the Board known as the Membership Committee.
- 1.2 The Terms of Reference for the Committee outlined below are defined by the Board and may be amended by the Board at any time to reflect changing circumstances.

2. Membership

- 2.1 The Board is the sole authority for the appointment of the Committee Chairman and for the revocation of any such appointments.
- 2.2 The Membership Committee shall comprise not less than three members of whom at least one should be Board member.
- 2.3 There should be a Chairman and Deputy Chairman of the Committee. The Chairman shall be a member of the IR Society's board. The Deputy Chairman should be recommended by the Chairman and reported to the Board for approval.
- 2.4 The Committee Chairman shall have the authority to recommend new members for the Committee. All members of the committee should be full members of the Society unless specifically approved by the Board. All new Committee members are to be reported to the next IR Society Board Meeting.
- 2.5 The quorum shall be two Committee members one of whom should be the Committee Chairman. However, all members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present.
- 2.6 The meetings shall be in person or by telephonic or electronic means as long as all attending the meeting can hear the conversation.

3. Frequency of meetings

- 3.1 Meetings of the Membership Committee shall be held as necessary to undertake the duties outlined below but the Committee shall meet not less than three times a year.
- 3.2 The Chairman of the Committee shall report to the Board after each meeting to advise of actions taken and decisions made.
- 3.3 The minutes of the meetings shall be circulated to all members of the Board prior to the next IR Society Board meeting.

4. Duties

- 4.1 The duties of the Committee shall include the following:
 - Produce a membership recruitment strategy;
 - Prepare the proposed budget for the membership recruitment programme for submission to the Board for approval;
 - Produce a pricing policy for membership subscriptions;
 - Authorise expenditure within the authorised budget;
 - Review spend against each budget;
 - Review spend following each event;
 - Propose budgetary increase to Finance Committee; and
- 4.2 The Committee shall undertake any other duties as directed by the Board.

These Terms of Reference were adopted by the Board on 17 November 2009