

Board Charter

1 ROLE OF THE BOARD

1.1 Function

The Board is ultimately responsible for all matters relating to the running of the Company.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board has the final responsibility for the successful operations of the Company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

1.2 Responsibilities

The Board is responsible for:

- (a) Demonstrating leadership;
- (b) Defining the Company's purpose and setting its strategic objectives;
- (c) Approving the Company's Statement of Values and Code of Conduct to underpin the desired culture within the Company;
- (d) Appointing the Chairman and if the Company has one, the Deputy Chairman and/or senior independent director;
- (e) Appointing and replacing the Chief Executive Officer;
- (f) Approving the appointment and replacement of other senior executive and the Company Secretary;
- (g) Overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (h) Approving operating budgets and major capital expenditure;
- (i) Overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (j) Overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;

- (k) Satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
- (l) Satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- (m) Whenever required, challenging management and holding it to account;
- (n) Satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; and
- (o) Monitoring the effectiveness of the Company's governance practices.

2 THE ROLE OF THE CHAIRMAN

The Chairman's role is a key one within the Company. The Chairman is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes.

There are two main aspects to the Chairman's role. They are the Chairman's role within the boardroom and the Chairman's role outside the boardroom.

2.1 Inside the Boardroom

Inside the boardroom the role of the Chairman is to:

- (a) Establish the agenda for Board meetings in consultation with the Board;
- (b) Chair Board meetings;
- (c) Be clear on what the Board has to achieve, both in the long and short term;
- (d) Provide guidance to other Board members about what is expected of them;
- (e) Ensure that Board meetings are effective in that:
 - (i) the right matters are considered during the meeting (for example, strategic and important issues);
 - (ii) matters are considered carefully and thoroughly;
 - (iii) all Directors are given the opportunity to effectively contribute; and
 - (iv) the Board comes to clear decisions and resolutions are noted;
- (f) Brief all Directors in relation to issues arising at Board meetings;
- (g) Ensure that the decisions of the Board are implemented properly; and
- (h) Commence the annual process of Board and Director evaluation.

2.2 Outside the Boardroom

Outside the boardroom the role of the Chairman is to:

- (a) In conjunction with the Board, undertake appropriate public relations activities;
- (b) Be the spokesperson for the Company at the AGM;
- (c) Be kept fully informed of current events on all matters which may be of interest to Directors;
- (d) Regularly review progress on important initiatives and significant issues facing the Company;

- (e) Provide mentoring for the Chief Executive Officer and senior executives; and
- (f) Initiate and oversee the annual Chief Executive Officer evaluation process.

3 THE ROLE OF THE COMPANY SECRETARY

The Company Secretary is charged with facilitating the Company's corporate governance processes and so holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The Company Secretary is accountable to the Board, through the Chairman, on all governance matters and reports directly to the Chairman as the representative of the Board. The Company Secretary is appointed and dismissed by the Board and all Directors have as of right access to the Company Secretary.

The tasks of the Company Secretary shall include:

Meetings and Minutes

- (a) Notifying the directors in writing in advance of a meeting of the Board as specified in the Constitution;
- (b) Ensuring that the agenda and Board papers are prepared and forwarded to Directors prior to the Board meeting;
- (c) Recording, maintaining and distributing the minutes of all Board and Board committee meeting;
- (d) Maintaining a complete set of Board papers;
- (e) Preparing for and attending all annual and extraordinary general meetings of the Company; and
- (f) Recording, maintaining and distributing the minutes of all general meetings of the Company.

Compliance

- (a) Overseeing the Company's compliance program and ensuring all Company legislative obligations are met;
- (b) Ensuring all requirements of ASX, ASIC, the ATO and any other regulatory body are fully met; and
- (c) Providing counsel on corporate governance principles and Director liability.

Governance Administration

- (a) Advising the Board and any committees on governance matters;
- (b) Monitoring that Board and committee policy and procedures are followed;
- (c) Coordinating the timely completion and dispatch of Board and community papers;
- (d) Ensuring that the business at Board and committee meets is accurately captured in the minutes; and
- (e) Helping to organise and facilitate the induction and professional development of directors.

4 THE ROLE OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

The Chief Executive Officer's primary objective is to ensure the ongoing success of the Company through being responsible for all aspects of the management and development of the company. The Chief Executive Officer is of critical importance to the Company in guiding the company and conducting business. The Chief Executive Officer must have the industry knowledge and credibility to fulfil the requirements of the role.

The Chief Executive Officer will manage all senior executives responsible for all functions contributing to the success of the Company.

The Chief Executive Officer's specific responsibilities will include:

- (a) Develop, in conjunction with the Board, the Company's vision, values, and goals;
- (b) Responsibility for the achievement of corporate goals and objectives;
- (c) Development of corporate strategies and planning to achieve the Company's vision and overall business objectives;
- (d) Preparation of business plans and reports with senior management;
- (e) implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- (f) Advising the Board regarding the most effective organisational structure and oversee its implementation;
- (g) Assessment of business opportunities of potential benefit to the Company;
- (h) Responsibility for proposals for major capital expenditure to ensure their alignment with strategy and justification on economic grounds;
- (i) Sustain competitive advantage through maximising available resources, encouraging staff commitment and strategically aligning the corporate culture with the organisation's goals and objectives;
- (j) Establish and maintain effective and positive relationships with Board members, shareholders, customers, suppliers and government and business liaisons;
- (k) Undertake the role of key company spokesperson;
- (l) Recommend policies to the Board in relation to organisational issues including delegations of authority, consultancies and performance incentives;
- (m) Ensure statutory, legal and regulatory compliance and comply with corporate policies and standards;
- (n) Ensure appropriate risk management practices and policies are in place;
- (o) Select and appoint key staff; and
- (p) Ensure there is an appropriate staff appraisal system in place in the Company.

5 DIRECTOR ACCESS AND ADVICE

5.1 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

- (a) approach the Chief Executive Officer to request the required data;
- (b) if the data is not forthcoming, approach the Chairman;
- (c) if the information is still not forthcoming, write a letter to all Board members and the Chief Executive Officer detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information; and
- (d) as a last resort, employ the provisions of the Corporations Act.

5.2 Access to Professional Advice

Individual Directors have the right in connection with their duties and responsibilities as Directors, to seek independent professional advice at the Company's expense. The engagement of an outside adviser is subject to prior approval of the Chairman and this will not be withheld unreasonably. If appropriate, any advice so received will be made available to all Board members.

5.3 Access to Board Papers

The Directors have the right to access board papers as granted by the Corporations Act and any applicable Access Deed.