

BOARD CHARTER

Objectives, strategies and risks

1. To determine the company's vision and mission to guide and set the pace for its operations and future development.
2. To set the objectives and overall direction of the company.
3. To set and review the core values and standards of the company and see that they are promoted throughout the company.
4. To review and approve the strategic plan, and any business plans, for the achievement of the objectives.
5. To review and approve the annual budget.
6. To establish and review performance indicators, control mechanisms, and related benchmarks that will allow the Board to satisfy itself that the company is being managed properly.
7. To monitor the performance of the company against its financial and other objectives and benchmarks, and to review the implementation of the approved strategies.
8. To satisfy itself that the risks facing the company have been identified, assessed, and that the material risks are being managed appropriately.

Appointments and delegations

9. To appoint the Managing Director to review their job descriptions, to review their performance, and to arrange appropriate remuneration.
10. To approve the remuneration of management.
11. To review and approve the organisation chart and the succession plan.
12. The day to day operations of the company including all matters not included in this Charter, or the Committee Charters, are delegated to the Managing Director.
13. To ensure that internal controls are effective.
14. To establish committees reporting to the board, to approve written charters for them, to provide guidance to the committees, and to appoint their members.

Exercise accountability to shareholders

15. Ensure that communications both to and from shareholders and relevant stakeholders are effective.
16. Monitor relations with shareholders and relevant stakeholders by gathering and evaluation of appropriate information.
17. Promote the goodwill and support of shareholders and relevant stakeholders.

Board policies

18. To approve and adopt the following charters, policies, delegations, codes and protocols:
 - 18.1 this Board Charter
 - 18.2 the Charters of all committees established by the board
 - 18.3 the delegation of authority and responsibility to the Managing Director
 - 18.4 the delegation of authority and responsibility to the Chairman
 - 18.5 the Code of Conduct for the company
 - 18.6 the Board Protocol
 - 18.7 the policy related to risk oversight and management
 - 18.8 the policies related to compliance with the law and community standards
 - 18.9 the shareholder communications policy
 - 18.10 such other policies as the board may determine
19. To review, and adapt to changing circumstances, the documents listed above and to satisfy itself that they are consistent with the law and with any changes to the overall direction and strategy of the company.
20. To monitor compliance with the charters, delegations, policies, codes and protocols and for this purpose to establish performance indicators, benchmarks and reporting procedures, and to receive appropriate reports.

Financial matters and reports

21. To review the company's financial reports and to approve the annual accounts and statutory reports.
22. To satisfy themselves about the independence and competence of the auditors.
23. To approve the Directors' Report and the Directors' Declaration.
24. To review and approve reports on risk management and internal compliance.
25. To approve the accounting policies of the company.
26. To approve the capital structure of the company and any proposals for borrowing or giving security over assets.
27. To review and approve acquisitions and divestitures.
28. To review and approve capital and other expenditures above the levels which Board has delegated to management.

29. To review and approve any proposals concerning the purchase, sale or lease of land or buildings.
30. To review and approve the use of the Company Seal.
31. To approve any donations or sponsorships greater than \$5000 and ensure they are industry related.

Composition and effectiveness of the board

32. The Constitution of the company provides that there shall be not less than three, nor more than ten, directors.
33. To review the board's composition annually and to consider the independence of each director and the balance of perspectives and skills needed to maximise the effectiveness of the board and its Committees.
34. To approve the content of the letters of appointment to the board.
35. To arrange for the effectiveness of members of the board to be enhanced by induction training for all new members, and by such further training of its members as the Board deems necessary.
36. To review the performance of the board as a whole annually, and to agree appropriate changes to its systems and procedures.

Meetings of the board and the company

37. The board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. It is recommended that the board meet at least ten times per year with additional meetings to be convened as necessary.
38. The board may meet by electronic means.
39. The board shall invite appropriate members of management to attend its meetings.
40. The non-executive directors shall meet periodically in the absence of management.
41. The board shall adopt an Annual Agenda to facilitate the discharge of its responsibilities and this will form the basis of its individual meeting agendas.

The board shall approve arrangements for the Annual General Meeting and any other meetings of members.