



Eclipx Group Limited

Board Charter

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BOARD CHARTER

ECLIPX GROUP LIMITED (THE COMPANY)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Board of the Company (the Charter). The Charter governs the operations of the Board. It sets out the Board's role and responsibilities, composition, structure and membership requirements.

1.2 Role of Board

The Board is responsible for the overall operation and stewardship of the Company and, in particular, for the long-term growth and profitability of the Company, the strategies, policies and financial objectives of the Company, and for monitoring the implementation of those policies, strategies and financial objectives, including the responsibilities set out below.

In performing the responsibilities set out in this Charter, the Board should act at all times in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed on them by the Company's constitution and by law.

2. Roles and responsibilities of the Board

2.1 Strategy

The role of the Board in respect of strategy includes:

- (a) providing input to, and approval of, the Company's strategic direction and budgets as developed by management;
- (b) approving and monitoring capital management and major capital expenditure, acquisitions and divestments;

- (c) monitoring and assessing the Company's performance against strategic and business plans and to assist the Company's senior management to implement change where necessary to maximise the prospects of achieving the strategic plan; and
- (d) to determine if appropriate resources are available.

2.2 Risk management & reporting

The Board believes that it is desirable and appropriate that the Company accept certain operational and financial risks in those areas in which it has commercial expertise. These risks are taken as part of the Company's everyday business and growth initiatives allow the Company to receive a financial return on its capital. The role of the Board in respect of risk management and reporting that enables this to occur includes:

- (a) ensuring the development and use of processes that will identify the principal risks of the Company's business;
- (b) setting the risk appetite for the Company in connection with these principal risks which the Board expects the management of the Company to operate;
- (c) ensuring the Company has in place an appropriate risk management framework;
- (d) reviewing and ratifying the Company's systems of internal compliance and control, risk management and legal compliance systems, to determine the integrity and effectiveness of those systems; and

- (e) approving and monitoring material internal and external financial and other reporting, including:
 - (i) periodic reporting to shareholders, the ASX and other stakeholders; and
 - (ii) overseeing the Company's processes for making timely and appropriate 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.

In accordance with paragraph 2.6 of this Charter, the Board may refer some or all of these functions to the Audit & Risk Committee for detailed consideration and action.

2.3 Relationship with management

The role of the Board in relation to management includes:

- (a) appointment and removal of the Chief Executive Officer (or equivalent) and the Company Secretary;
- (b) ratifying the appointment and removal of senior executives (which includes all executives who report directly to the Chief Executive Officer);
- (c) approving the Company's remuneration policies and framework and approving the remuneration and conditions of service of senior executives;
- (d) establishing and monitoring executive succession planning;
- (e) delegating the day to day decision making and implementation of Board approved strategy to the Chief Executive Officer; and
- (f) setting specific limits of authority for management.

2.4 Monitoring of performance

The monitoring of performance includes:

- (a) the Board, or relevant Committee, approving criteria for assessing performance of senior executives and monitoring and evaluating their performance;
- (b) each year following the performance review, the Chairperson establishing the goals and objectives of the Board for the upcoming year and effect any amendments to this Charter considered necessary or desirable;
- (c) each year, the Chairman of the Board will facilitate an assessment of the performance of the Board, each of the Board Committees and their respective Chairs, comparing their performance with the requirements of the relevant Charter and the reasonable expectations of such functions; and
- (d) every three years, an independent third party undertaking an assessment of the performance of the Board and each Board Committee, their respective Chairs and the individual Directors, comparing their performance with the requirements of the relevant Charter, and the reasonable expectations of such functions.

2.5 Corporate governance

The role of the Board in respect of corporate governance includes:

- (a) selecting and appointing the Board chair;
- (b) ensuring ethical behaviour and compliance with the Company's own governing documents, including the Company's Code of Conduct, which each of the Directors is required to sign to demonstrate their commitment to comply with it; and

- (c) monitoring and evaluating the Company's compliance with its corporate governance standards.

2.6 Board Committees

The role of the Board includes:

- (a) establishing such committees of the Board as may be appropriate including the following Board Committees:
 - (i) Audit and Risk Committee; and
 - (ii) Remuneration and Nomination Committee;
- (b) adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluating the performance of the Board Committees; and
- (c) undertaking an annual performance evaluation of each Board Committee and its Chair, that compares the performance of the Board Committee and its Chair with the requirements of the relevant Board Committee Charter, sets forth the goals and objectives of the Board Committee for the upcoming year and effecting any amendments to the relevant Board Committee Charter considered necessary or desirable.

2.7 Other

The role of the Board also includes performing such other functions as prescribed by law.

3. Board composition and related matters

3.1 Board size

The Constitution of the Company provides that the number of Directors must at any time be no more than 10 and no less than 3.

3.2 Board composition

The Board should comprise:

- (a) a majority of people who are independent Directors¹;
- (b) people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively.

3.3 Chair

The Chairperson of the Board should be independent and should not hold the role of Chief Executive Officer or Managing Director (or equivalent).

3.4 Company secretary

The Company Secretary will:

- (a) be appointed and removed by the Board; and
- (b) report to and be accountable to the Board, through the Chairperson of the Board, on all matters to do with the proper functioning of the Board and Board Committees.

3.5 Independent directors

A Director will be considered independent from the Company if they have no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment.

Examples of such relationships include:

- (a) is, or has been, employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) is, or has within the last three years been, a principal, partner, director, or senior employee of a material professional adviser or a material consultant to the Company or another group member;
- (c) is, or has been within the last three years, in a material business

¹ Independent, as defined by the ASX Corporate Governance Council. See section 3.5 below

- relationship (such as a material supplier or customer) with the Company or other group member, or an officer of, or otherwise associated directly or indirectly with, someone with such a relationship;
- (d) is a substantial shareholder of the Company, or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (e) has a material contractual relationship with the Company or another group member other than as a director of the Company;
- (f) has close family ties with a person who falls within any of the above categories;
- (g) has been a director of the Company for such a period that his or her independence may have been compromised.

Family ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence, and should be disclosed by Directors to the Board.

The Board will:

- (a) disclose the names of Directors it considers to be independent and the length of service of each Director; and
- (b) regularly review the independence of each Director in light of interests disclosed and will disclose any change to ASX, as required by the ASX Listing Rules.

3.6 Appointing new directors

When considering the appointment of a person as a Director, the Board will:

- (a) undertake appropriate checks before appointing the person, or putting the person forward to shareholders as a candidate for election as a Director; and

- (b) provide shareholders with all material information in the possession of the Company relevant to a decision on whether or not to elect or re-elect a person as a Director, including whether the person will qualify as an independent Director.

4. Management and delegation

4.1 Chief Executive Officer and management

The Chief Executive Officer (or equivalent) is responsible for running the day to day affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out the Chief Executive Officer's responsibilities, the Chief Executive Officer (or equivalent) must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

4.2 Delegation to management

The role of management is to support the Chief Executive Officer (or equivalent) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The delegated authority includes responsibility for:

- (a) developing business plans, budgets and strategies for the Company for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- (b) operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;

- (c) in respect of proposed transactions, commitments or arrangements that exceed the parameters set by the Board, referring such matters to the Board for its consideration and approval;
- (d) identifying and managing operational and other risks and, where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by the Board;
- (e) implementing the policies, processes and codes of conduct approved by the Board; and
- (f) managing the Company's current financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems function effectively and capture all relevant material information on a timely basis.

4.3 Senior executives

The Company will have:

- (a) a written agreement with each person appointed as a senior executive of the Company setting out the terms of their appointment; and
- (b) a process for ensuring that the performance of senior executives of the Company are reviewed at least annually.

5. Other matters

5.1 Protocols where a director has a conflict of interest

From time to time a director may have a conflict of interest. To help Directors manage any such conflicts the Board has developed protocols setting out the structures and procedures to be followed with the aim of ensuring that the consideration of matters by the Board and any Board committees is

undertaken free from any actual influence or appearance of influence from persons with conflicts of interest, and that the disclosure of the Company's confidential information is to be subject to appropriate corporate governance controls. Those protocols are set out in Annexure A.

5.2 Independent Professional Advice for Directors

- (a) Directors may obtain independent professional advice, at the Company's cost, in carrying out their responsibilities.
- (b) It will be appropriate to obtain independent professional advice where:
 - (i) the issue or recommendation in question is one which the Director reasonably considers, after consulting with the Board or the Chairman of the Board, is of a character that makes obtaining independent advice appropriate; and
 - (ii) the Board or Chairman, following such consultation consents to the obtaining of such advice.
- (c) Independent professional advice can be obtained without the involvement of the Company's management where the Board or the Chairman considers it appropriate to do so.
- (d) A suitable qualified expert in the appropriate field should be instructed. Prior to instructing the expert, the Director should advise the Board or Chairman of the fee payable which must be reasonable having regard to the nature of the advice sought and the fees charged by comparable experts.
- (e) All instructions to the expert must be in writing specifying the party instructing and the capacity in which that party is

acting and the party to whom the advice is to be addressed.

- (f) Except in circumstances of competing interests between the Directors or the Director and the Company, a copy of the advice, the letter of instruction, and all materials which accompanied the letter must be provided to the Board.

5.3 Terms of appointment of Directors

- (a) In accordance with Constitution of the Company, no Director except an Executive Director will hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's appointment (or re-appointment as the case may be), whichever is the longer, without submitting for re-election.
- (b) The Company will have a written agreement with each person appointed as a Director setting out the terms of their appointment.

5.4 Commitment to the Board and Company

To demonstrate the Directors' commitment to the long term success of the Company, each Director will, within 12 months of their appointment to the Board, acquire and hold for the term of their appointment, ordinary shares in the Company with a cost approximately equivalent to their annual base Director's fee (excluding Committee fees) at the time of their appointment.

5.5 Inconsistency with the Company's constitution

To the extent that there is any inconsistency between this Charter and the Company's constitution, the constitution will prevail.

5.6 Adoption of Charter and Board review

This Charter (including its annexures) was adopted by the Board on the date specified

in the table in paragraph 6, and takes effect from that date and replaces any previous charter in this regard.

The Board will review and reassess this Charter at least annually. The Company Secretary will communicate any amendments to employees as appropriate.

6. Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 12 August 2016	19 August 2016
1.2	Doc Klotz / 17 October 2016	24 October 2016
1.3	Doc Klotz / 23 October 2017	1 November 2017
1.4	Doc Klotz / 30 October 2018	1 November 2018

Annexure A (Board Protocols – Conflicted Directors)

1. Background

1.1 Purpose

The purpose of these protocols is to set out the structures and procedures which have been put in place by the Board of the Company to ensure that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of interest, and that the disclosure of the Company's confidential information is to be subject to appropriate corporate governance controls.

1.2 Directors duties

Annexed to these protocols is:

- (a) an outline of duties of directors in relation to the disclosure of interests and avoiding conflicts; and
- (b) a discussion of certain conflicts which may arise with nominee directors.

Nothing in these protocols is intended to limit in any way the duties owed to the Company by the directors of the Company (**Directors**).

2. Disclosure of information to Directors

2.1 Directors disclosure of interests

Directors must at all times comply with their duties and obligations as directors of the Company under statute, common law and the Company's constitution to disclose certain interests to the Board and avoid conflicts of interest. The duties of the Directors also include a duty of confidentiality owed to the Company. An outline of certain duties and obligations of Directors is set out in Annexure B to these protocols.

2.2 Review of information before disclosure to directors

Before any information is circulated by the Company's management to the Board or any

Board committee, it must first be provided to the Company Secretary (**Probity Officer**) who will determine whether the disclosure of that information to any of the Directors may give rise to a conflict of interest or potential conflict of interest (a **conflict**) in relation to one or more of the Directors. Information which must first be provided to the Probity Officer includes any agendas or papers for Board meetings or Board committee meetings and any documents generated internally or by the Company's advisors. The Chairman may, as appropriate, make certain senior executives and management of the Company aware of this requirement.

In making that determination in respect of a particular Director, the Probity Officer may consult with the Chairman of the Board. If the Chairman considers it appropriate, he or she may establish a committee comprising of those Directors who do not have a conflict for the purposes of making the determination (**Independent Directors**).

The Chairman or any committee of Independent Directors established by the Chairman, may also for the purposes of making the determination:

- (a) request further information from the relevant Director; and/or
- (b) seek advice from the Company's legal or other advisors.

3. Procedures

3.1 Procedures to be followed before board meeting

Before notice of any matter to be considered by the Board or a Board committee (**Relevant Matter**) is circulated to Directors, the procedure set out in paragraph 2.2 of these protocols must be adopted for the purpose of determining whether the involvement of any of the Directors in the Board's or Board committee's consideration of that Relevant Matter would give rise to a conflict.

3.2 Exclusion of conflicted director

If the Board or a Board committee is required to consider a Relevant Matter and it has been determined in accordance with paragraph 2.2 of these protocols that the involvement of a Director (**Conflicted Director**) in the Board's consideration of the Relevant Matter, or a Board committee's consideration of the Relevant Matter, would give rise to a conflict, then the Conflicted Director:

- (a) must not receive any information about the Relevant Matter; and
- (b) is not entitled to participate in any discussions regarding, nor take part in any decision-making process in relation to, the Relevant Matter,

unless the Independent Directors make a determination under paragraph 3.3 of these protocols.

3.3 Inclusion of conflicted director on limited basis

After following the procedures set out in paragraph 2.2 of these protocols, depending on the nature of the conflict or potential conflict and the application of the particular facts, the Independent Directors may decide that the Conflicted Director can:

- (a) receive part of the information in respect of the Relevant Matter;
- (b) receive redacted versions of information distributed to the Board in respect of the Relevant Matter; or
- (c) participate in the discussions regarding the Relevant Matter but not to vote on resolutions covering the Relevant Matter.

3.4 Procedures where conflicted director excluded

If the Relevant Matter is to be considered at a Board meeting or Board committee meeting and a determination is made under paragraph 3.2 of these protocols (and not under paragraph 3.3 of these protocols):

- (a) the Conflicted Director may only receive modified versions of the agenda and other papers circulated to Directors in respect of that meeting which exclude all information relating to the Relevant Matter;
- (b) the Conflicted Director may attend the meeting provided that the Conflicted Director excuses himself or herself from the meeting during any discussion of the Relevant Matter and takes no part in any decision-making process in relation to the Relevant Matter;
- (c) the Independent Directors must not disclose to the Conflicted Director any information relating to the Relevant Matter including the content of any relevant discussions at Board meetings and any other relevant discussions, negotiations or agreements;
- (d) the Company Secretary will prepare minutes of all meetings of the Board and circulate those minutes to the members of the Board. However, if the Relevant Matter was considered at a meeting, the Conflicted Director will only be provided with a modified version of the minutes of that meeting which excludes those minutes relating to the Board's consideration of the Relevant Matter;
- (e) the Probity Officer will be responsible for establishing and implementing appropriate measures to ensure that the Conflicted Director does not have access to email or any other folders where any documents or other information relating to the Relevant Matter are stored or to any relevant hard copy documents (and if requested by an Independent Director, the Probity Officer will report to the Board on the methodology employed to achieve this result);

- (f) if the Conflicted Director acquires any information about the Relevant Matter in his or her capacity as a Director which is not publicly available, the Conflicted Director must keep that information confidential in accordance with the duties owed by the Conflicted Director to the Company.

3.5 Compliance with protocols

Each Director:

- (a) must use all reasonable efforts to ensure that each person to whom these protocols apply complies with the protocols;
- (b) must notify the Chairman promptly if the Director becomes aware of any circumstances which, or which are likely to, result in a breach of these protocols, giving sufficient details of those circumstances to the Chairman so that remedial action may be taken;
- (c) acknowledges that if these protocols are breached, the Company reserves the right to at any time terminate the involvement of the relevant Director, or any associate or involved person, in the Relevant Matter.

These protocols do not limit any other rights that the Company may have against a Director in respect of any breach of any legal or contractual obligations of a Director.

Annexure B (Disclosures of interests and conflicts of interest)

1. Statutory duty to disclose material personal interest

Subject to certain exceptions, a director of a company who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest (refer to section 191 of the Australian Corporations Act).

2. Restrictions on attendance and voting

Unless the other directors approve, a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter (refer to section 195 of the Australian Corporations Act).

3. Standing notice

A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter (refer to section 192 of the Australian Corporations Act). The standing notice may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given. The standing notice may be given before the interest becomes a material personal interest. Each director is responsible for promptly updating the information contained in a standing notice it provides to the company.

4. General law – Conflicts of interest

(a) At general law, directors have a fiduciary duty to avoid conflicts of interest. It is an established principle that directors of a company must not, in any matter falling within the scope of their service, have a personal interest or inconsistent engagement

with a third party, except with the company's fully informed consent (often referred to as the **Conflict Rule**).

(b) Amongst many of the general principles that have been developed by the Courts in respect of the Conflict Rule, in certain circumstances, mere disclosure of a conflict between interest and duty and abstaining from voting on the matter is insufficient to satisfy a director's fiduciary obligations. Disclosure is generally the minimum requirement, however, in certain circumstances, a positive duty to protect the interests of the company by, for instance, taking steps to prevent a transaction from going ahead, may lie with the directors.

5. Common form of conflict – use of information by nominee directors

(a) A common situation in which a conflict may arise is where a nominee director acquires information as a result of the nominee's position as a director that the nominee knows will be of interest to the nominating company. The conflict in this situation includes:

- (i) a duty of confidentiality owed to the company of which it is a director; and
- (ii) a commercial desire to communicate knowledge acquired to the nominating company as a result of his or her position as a nominee.

(b) As a basic principle, the duty of confidentiality owed to the company in paragraph 5(a)(i) of this annexure is greater than any duty owed to the nominating company.

(c) Consequently, as a general rule, if a director acquires any information in his or her capacity as director of a company (which is not otherwise

publicly available), the director cannot communicate that information to the nominating company. To do so would potentially breach a number of directors' duties, including the common law duties to act honestly and to avoid conflicts of interest, and the statutory duties to act in good faith, not to misuse position, and not to misuse information (refer to sections 181 to 184 of the Australian Corporations Act).

- (iii) take part in any decision-making process in relation to that matter.
- (d) In addition, if that Director acquires any information about the matter, he or she must not, without the consent of the Board, disclose any of that information to the shareholder he or she represents nor attend any discussions or negotiations in relation to the matter between the Company on the one hand and that shareholder.

6. Nominee Directors

- (a) From time to time there may be Directors on the Board who are nominated representatives of shareholders of the Company. If the Board is required to consider a matter which involves, or affects the interests of, a shareholder, any involvement in the Board's consideration of that matter by a Director who is the nominated representative of that shareholder may give rise to a conflict for that Director (for instance, as contemplated in paragraph 5 of this annexure).
- (b) In those circumstances, the procedure set out in paragraph 2.2 of the protocols must be adopted for the purposes of making a determination as to whether the Director's involvement in the Board's consideration of the matter would give rise to a conflict.
- (c) If it is determined that the Director's involvement in the Board's consideration of the matter would give rise to a conflict, that Director must not:
 - (i) be provided with any information relating to that matter;
 - (ii) participate in any discussions regarding that matter; and

Board Charter Checklist

#	Question	Yes/No/NA
Role of Board		
1	In performing its responsibilities set out the Charter, the Board at all times acted in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed by the Company's constitution and the law	
Strategy		
2	The Board provided input to, and approval of, the Company's strategic direction and budgets as developed by management	
3	The Board approved and monitored capital management and major capital expenditure, acquisitions and divestments	
4	The Board monitored and assessed the Company's performance against strategic and business plans and assisted senior management in implementing changes to maximise prospects of achieving the strategic plan	
5	The Board determined that appropriate resources were available in respect to executing the strategy	
Risk management and reporting		
6	The Board ensured the development and use of processes to identify the principal risks of the Company's business	
7	The Board set the risk appetite in respect to the identified principal risks	
8	The Board ensured the Company had in place an appropriate risk management	

#	Question	Yes/No/NA
	framework	
9	The Board reviewed and ratified systems of internal compliance and control, risk management and legal compliance systems, to determine the integrity and effectiveness of those systems	
10	The Board approved and monitored material internal and external financial and other reporting, including periodic reports to shareholders, the ASX and other stakeholders and oversaw processes for making timely and appropriate disclosures 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	
Relationship with management		
11	The Board appointed or removed the CEO (or equivalent) and the Company Secretary	
12	The Board ratified the appointment and removal of senior executives (which includes all executives who report directly to the Chief Executive Officer)	
13	The Board approved the Company's remuneration policies and framework and approved the remuneration and conditions of service of senior executives	
14	The Board established and monitored executive succession planning	
15	The Board delegated the day to	

#	Question	Yes/No/NA
	day decision making and implementation of the Board approved strategy to the CEO	
16	The Board set specific limits of authority for management	
Monitoring of performance		
17	The Board or relevant Committee approved criteria for assessing the performance of senior executives and monitoring and evaluating their performance	
18	The Chairperson, following the performance review, established the goals and objectives of the Board for the upcoming year and effected any amendments to this Charter considered necessary or desirable	
19	During the year, the Chairperson of the Board facilitated an assessment of the performance of the Board, each of the Board Committees and their respective Chairs, and compared their performance with the requirements of the relevant Charters and the reasonable expectations of such functions	
20	During the third year, an independent third party assessed the performance of the Board and each Board Committee, their respective Chairs and the individual Directors, comparing their performance with the requirements of the relevant Charter and reasonable expectations of such functions	
Corporate governance		
21	The Board selected and appointed the Board Chair	
22	The Board ensured ethical	

#	Question	Yes/No/NA
	behaviour and compliance with the Company's Code of Conduct which the Directors signed to demonstrate their commitment with.	
23	The Board monitored and evaluated the Company's compliance with its corporate governance standards	
Board Committees		
24	The Board adopted Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluated the performance of the Board Committees	
25	During the year, the Board undertook a performance evaluation of each Board Committee and its Chair, and compared the performance of the Board Committee and its Chair with the requirements of the relevant Board Committee Charter, set the goals and objectives of the Board Committee for the upcoming year and effected any amendments to the relevant Board Committee Charter considered necessary or desirable	
Board size		
26	At any point in time, the Board consisted of no more than 10 and no less than 3 Directors	
Board composition		
27	The Board comprised a majority of people who are independent Directors	
28	The Board comprised of people with a mix of skills and diversity of backgrounds to enable it to discharge its duties effectively	
Chair		
29	The Chairperson of the Board was independent and was not	

#	Question	Yes/No/NA
	the Chief Executive Officer / Managing Director of the Company	
Company secretary		
30	Any appointment or removal of the Company Secretary was performed by the Board	
31	The Company Secretary reported to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board and Board Committees	
Independent directors		
32	The independent Directors had no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment	
33	The Board disclosed names of Directors it considered to be independent and the length of service of each Director and regularly reviewed the independence of each Director in light of interests disclosed and disclosed any change to the ASX.	
Appointing new directors		
34	In considering the appointment of a person as a Director, the Board undertook appropriate checks before appointing the person or putting the person forward to shareholders as a candidate for election as a Director and provided shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a person as a Director, including whether the person will qualify as an independent Director	

#	Question	Yes/No/NA
Chief Executive Officer and management		
35	The Chief Executive Officer ran the day to day affairs of the Company under delegated authority from the Board and implemented the policies and strategy set by the Board	
36	The Chief Executive Officer reported to the Board in a timely manner and ensured all reports presented a true and fair view of the Company's financial condition and operation results	
Delegation to management		
37	Management supported the Chief Executive Officer and implemented the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board	
38	Management supported the Chief Executive Officer in developing business plans, budgets and strategies for consideration by the Board, and on approval, implemented these plans, budgets and strategies	
39	Management supported the Chief Executive Officer in operating the business within the parameters set by the Board and kept the Board informed of material developments in the Company's business	
40	Management supported the Chief Executive Officer in referring proposed transactions, commitments or arrangements that exceeded parameters set by the Board to the Board for its consideration and approval	
41	Management supported the Chief Executive Officer in	

#	Question	Yes/No/NA
	identifying and managing operational and other risks and formulating strategies for managing these risks for consideration by the Board	
42	Management supported the Chief Executive Officer in implementing the policies, processes and codes of conduct approved by the Board	
43	Management supported the Chief Executive Officer in managing the Company's current financial and other reporting mechanisms and control and monitoring systems to ensure that they functioned effectively	
Senior executives		
44	There is a written agreement with each person appointed as a senior executive of the Company setting out the terms of their appointment	
45	During the year, the Company ensured the performance of senior executives of the Company was reviewed	
Protocols where a Director has a conflict of interest		
46	The Board has in place protocols setting out the structures and procedures to be followed to ensure the consideration of matters by the Board and any Board committees are undertaken free from any actual influence or appearance of influence from persons with conflict of interest	
Terms of appointment of Directors		
47	No Director except an Executive Director has held office for a continuous period in excess of 3 years or past the 3rd annual general meeting following the Directors appointment, whichever is longer, without	

#	Question	Yes/No/NA
	submitting for re-election	
48	There is a written agreement with each person appointed as a Director of the Company, setting out the terms of their appointment	
Commitment to the Board and Company		
49	Within 12 months of their appointment to the Board, each Director acquired ordinary shares in the Company with a cost approximately equivalent to their annual base fee at the time of their appointment	
Board review		
50	During the year, the Board reviewed the Charter	