



## Board Charter

IOUpay Limited  
ACN 091 192 871  
(Company)

**IOUPAY LIMITED (ASX: IOU)**  
(ACN 091 192 871)

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## 1 Purpose of this Charter

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The purpose of this Charter is to specify how the Company is governed so as to promote the Company and protect the interests of shareholders.

The Board is responsible for the governance of the Company. This Charter sets out the role and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board.

## 2 Definitions

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General terms and abbreviations used in this Charter have the meanings set out below:

**Accounting Standards** has the meaning given to that term in section 9 of the Corporations Act.

**Annual General Meeting** means the annual general meeting of the Company.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be.

**ASX Corporate Governance Principles** means ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition, 2019), as amended from time to time.

**ASX Listing Rules** means the listing rules of the ASX, as amended from time to time.

**Board** means the board of Directors of the Company.

**CEO** means the chief executive officer of the Company.

**CFO** means the chief financial officer of the Company.

**Chair** means the chair of the Board.

**Charter** means this "Board Charter".

**Company** means IOUpay Limited ACN 091 192 871.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Deed of Confidentiality, Indemnity, Insurance and Access** means a deed of confidentiality, indemnity, insurance and access entered into by the Company and a Director or Officer.

**Director** means a director of the Company.

**Directors' and Officers' Insurance** means a directors' and officers' liability insurance policy obtained by the Company from an insurance provider in favour of the Directors and Officers of the Company.

**Group** means the Company and its related bodies corporate.

**Nomination and Remuneration Committee** means the nomination and remuneration committee of the Company.

**Officer** means a senior executive of the Company.

**Secretary** means the company secretary of the Company.

**Securities Trading Policy** means the Company's securities trading policy.

### **3 Role and responsibilities of the Board**

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#### **3.1 Role**

On behalf of the shareholders of the Company, the role of the Board is to provide overall strategic guidance and financial management and controls for the Company through effective oversight of management. The Board ensures that the activities of the Company comply with its Constitution, from which the Board derives its authority to act, and with legal and regulatory requirements.

The Board is responsible for the overall corporate governance and successful operation of the Company. The Board conducts itself honestly, fairly and diligently, in the best interests of the Company as a whole. The Board also ensures that the Company adopts the highest standards of behaviour and accountability, and complies with all of its contractual, statutory and any other legal or regulatory obligations.

Where not available from amongst the Directors themselves, the Board may seek, review and rely on particular external expert advice or information prior to making a final decision.

To achieve this role, the Board has reserved to itself the following specific responsibilities.

#### **3.2 Responsibilities**

The Board is responsible for:

- (a) demonstrating leadership;
- (b) defining the Company's purpose and setting its strategic objectives and business plans;
- (c) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (d) appointing the Chair (and potentially any deputy Chair);
- (e) appointing and replacing the CEO;
- (f) approving the appointment and replacement of other senior executives of the Company and the Secretary;
- (g) overseeing the management of occupational health and safety and environmental compliance and performance;
- (h) overseeing and evaluating management's implementation of the Company's strategic direction, objectives and goals, instilling the Company's values and its performance generally;
- (i) the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its operating budgets and major capital expenditure;
- (j) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (k) overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (l) 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;

- (m) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- (n) whenever required, challenging management and holding it to account;
- (o) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (p) delegating appropriate powers to executive Directors and senior management to ensure the effective day to day management of the business and monitoring the exercise of these powers;
- (q) establishing and monitoring executive succession planning;
- (r) through the Chair, overseeing the role of the Secretary;
- (s) resourcing, reviewing and evaluating executive management; and
- (t) supervising compliance with the Company's corporate governance policies and monitoring their effectiveness.

To the extent practicable, the Company endorses and seeks to follow the ASX Corporate Governance Principles and, in particular, the recommendations regarding laying solid foundations for management and oversight.

## **4 Compliance and governance materials**

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### **4.1 Constitution**

The Constitution is the Company's key governance document. The Board must ensure that it and the Company comply at all times with the Constitution.

### **4.2 Compliance with laws**

As a public company listed on the ASX, the Company must comply with the Corporations Act, the ASX Listing Rules as well as all other applicable laws, moral codes and statutes.

Examples of applicable areas of regulation include:

- (a) occupational health and safety legislation;
- (b) environmental protection legislation;
- (c) employment related laws; and
- (d) anti-discrimination legislation.

### **4.3 Governance materials**

The operations and conduct of the Company are administered in accordance with all governance materials approved by the Board, including but not limited to:

- (a) this Charter;
- (b) the Company's Audit and Risk Committee Charter;
- (c) the Company's Nomination and Remuneration Committee Charter;
- (d) the Company's Code of Conduct;
- (e) the Company's Diversity Policy;
- (f) the Company's Securities Trading Policy;

- (g) the Company's Disclosure and Communications Policy;
- (h) the Company's Whistleblower Policy; and
- (i) the Company's Anti-Bribery & Corruption Policy.

The Board will review each of these policies at least annually.

## **5 Role and responsibilities of individual Directors, Chair and Secretary**

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### **5.1 Individual Directors**

In accordance with statutory requirements, and in keeping with legal developments, Directors must:

- (a) set a standard of honesty, fairness, integrity, diligence and competence in respect of their positions as Directors;
- (b) exercise their powers and discharge their duties in good faith and in the best interests of the Company;
- (c) use their powers of office for a proper purpose and not for personal advantage or for the benefit of another party;
- (d) maintain the confidentiality of all information acquired in the course of conducting the role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules;
- (e) use due care and diligence;
- (f) make all reasonable efforts to become and remain familiar with the affairs of the Company;
- (g) attend all Board meetings and Board functions unless there are valid reasons for non-attendance; and
- (h) commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other Directors to fulfil these duties.

### **5.2 Chair**

The Chair is an independent and non-executive Director appointed by the Board, in accordance with the Constitution. The Chair should not be the same person as the CEO.

The position of Chair will be reviewed by the Board at the first Board meeting following the Annual General Meeting.

The Chair is responsible for:

- (a) leading the Board in reviewing and discussing Board matters;
- (b) ensuring the efficient organisation and conduct of the Board's function;
- (c) ensuring that the Board receives accurate, timely and clear information on the Company's operation, to facilitate the performance of its duties;
- (d) chairing Board meetings and shareholder meetings. If the Chair is not present within 15 minutes of the time appointed for the holding of that meeting, the deputy Chair (if one is elected) will assume this role. If the deputy Chair is not present or there is no deputy Chair, a Director chosen by a majority of Directors present will assume this role;

- (e) approving the Board agenda for Board meetings in consultation with the CEO and the Secretary and ensuring that adequate time is available for discussion of all agenda items (in particular, strategic issues);
- (f) ensuring Board minutes properly reflect Board decisions;
- (g) briefing all Directors in relation to issues arising at Board meetings;
- (h) facilitating effective contribution by all Directors and monitoring Board performance;
- (i) be the spokesperson for the Company at the Annual General Meeting and in the reporting of performance and profit figures. The CEO or his or her nominee will undertake all other public relations activities;
- (j) overseeing that membership of the Board is skilled and appropriate for the Company's needs;
- (k) promoting constructive and respectful relations between Board members and between the Board and management;
- (l) being the major point of contact between the Board and the CEO;
- (m) being kept fully informed of current events by the CEO on all matters which may be of interest to Directors;
- (n) regularly reviewing progress on important initiatives and significant issues facing the Company with the CEO and such other senior executives as the CEO recommends;
- (o) ensuring that independent Directors meet separately on a regular basis, and in any event at least once every reporting period, to consider, among other things, senior executive performance and report that this process has been undertaken for the relevant period;
- (p) chairing the CEO evaluation process conducted by the Board;
- (q) commencing the annual process of Board and Director evaluation;
- (r) overseeing the role of the Secretary, including, reviewing corporate governance matters with the Secretary and reporting on those matters to the Board;
- (s) establishing and overseeing the implementation of policies and systems for Board performance review and renewal; and
- (t) authorising the expenses of all other Directors.

The Chair is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest, unless there is compliance with the conflict of interest provisions under the Constitution and the Corporations Act.

The Chair may be removed from office in accordance with the Constitution.

### 5.3 **Secretary**

The Secretary is appointed in accordance with the Constitution.

The Secretary may be appointed or removed by the Board and is responsible for developing and maintaining the information systems and processes required such that the Board can fulfil its role.

The Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Secretary is accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board, including ensuring Board compliance with procedures and other governance requirements.

Each Director should be able to communicate directly with the Secretary and vice versa.

The Secretary is responsible for:

- (a) overseeing the Company's compliance program and ensuring that it meets its legislative obligations;
- (b) advising the Board and its committees on governance matters;
- (c) coordinating the timely completion and despatch of Board and committee papers;
- (d) monitoring that Board and committee policy and procedures are followed;
- (e) ensuring that the agenda and briefing materials for Board meetings are prepared and forwarded to Directors in a timely and effective manner;
- (f) recording, maintaining and distributing the minutes of all Board and Board subcommittee meetings as required;
- (g) preparing for and attending all general meetings of the Company and ensuring that the correct procedures for convening and conducting such meetings are followed;
- (h) recording, maintaining and distributing the minutes of all Annual General Meetings and extraordinary general meetings of the Company;
- (i) meeting statutory reporting requirements in accordance with relevant legislation;
- (j) overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX;
- (k) helping to organise and facilitate the induction and professional development of Directors and the Secretary; and
- (l) any other services required by the CEO or Chair.

## **6 Delegations of authority**

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### **6.1 Delegation to committees**

Under the Constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee. There are currently two standing committees:

- (a) Audit and Risk Committee; and
- (b) Nomination and Remuneration Committee.

The Company may establish other committees from time to time to consider other matters of special importance.

Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The Chair of each committee will report back on committee meetings to the Board at the next full Board meeting.

### **6.2 Delegation to CEO and management**

The Board has delegated to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in this Charter.



The Board may impose further specific limits on CEO delegations. These delegations of authority will be maintained by the Secretary and will be reviewed by the Board as appropriate from time to time.

The CEO has authority to sub-delegate to the senior management team.

## **7 Membership**

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### **7.1 Composition and size**

The Board will consist of a majority of non-executive, independent Directors. The Chair of the Board will be elected annually by the Directors and must be an independent non-executive Director.

Each Director must be able to add value to the Board's deliberations. In addition, the Board must:

- (a) be comprised of Directors who are financially literate, at least one of whom has financial expertise; and
- (b) demonstrate an appropriate mix of skills, experience, diversity and knowledge to discharge its responsibilities and objectives.

The Board must review the range of expertise of its members regularly, and ensure that it has operational and technical expertise adequate to support the operation of the Company. Accordingly, the number of Directors may be increased where additional expertise is required in specific areas or when an outstanding candidate is identified.

The Directors will determine the size of the Board, subject to the Constitution, which provides that there can be no less than three, and no more than nine, Directors. The number of Directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.

The composition of the Board is, and will continue to be, determined on the basis that the Board requires that the Directors collectively have a broad range of technical and commercial expertise and experience in a field complementary to the Company's activities and/or have professional qualifications appropriate and relevant to the Company and its business.

The Company's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board. As at the date of this Charter, Directors have been appointed based on the specific corporate and governance skills and experience required by the Company. New appointments are to be made on this same basis.

### **7.2 Appointment and re-election of Directors**

Directors will be appointed and removed in accordance with the Corporations Act and the Constitution.

The process of selection and appointment of new Directors to the Board is that when a vacancy arises, the Nomination and Remuneration Committee identifies candidates with appropriate skills, experience and expertise. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the Constitution, but must stand for election by shareholders at the next Annual General Meeting.

Non-executive Directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Directors must retire from office in accordance with the Constitution. Retiring Directors may be eligible for re-election.

Before each Annual General Meeting, the Chair of the Board will assess the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chair), will conduct the review of the Chair.

### 7.3 **Board skills matrix**

In reviewing the composition and succession plans pertaining to the Board, and the Company's continuing professional development programs and initiatives for Directors, the Board and the Nomination and Remuneration Committee must do so by reference to and with guidance from a "skills matrix" which includes:

- (a) expertise and experience in one or more of the industry sectors, regulatory environments and/or market segments in which the Company operates;
- (b) experience in board or senior executive positions in other companies or organisations;
- (c) experience in strategy development, risk management and people management;
- (d) commercial and financial acumen; and
- (e) knowledge, experience and commitment to corporate governance.

The Board will ensure there is a program for inducting new directors and periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

### 7.4 **Independence**

All Directors - whether independent or not - should bring an independent judgement to bear on all Board decisions.

A Director is considered independent by the Company if the Director is free of any interest, position, association or relationship that might influence, or be reasonably perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

A Director who:

- (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 that employment and serving on the Board;
- (b) is, or has within the last three years been, a partner, Director or senior employee of a provider of material professional services to the Company or any Group member;
- (c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the Company or other Group member, or an Officer of or otherwise associated with, someone with such a relationship;
- (d) is a substantial security holder of the Company or an Officer of, or otherwise associated with, a substantial security holder of the Company (as defined in section 9 of the Corporations Act);
- (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 any person who falls within any of the categories described above; or

- (g) has been a Director of the Company for such a period that his or her independence may have been compromised,

will not be independent, unless the Board is satisfied on reasonable grounds that the Director is independent despite the existence of one or more of these circumstances. In each such case, the materiality of the interest, position, association or relationship needs will be assessed by the Board in order to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent Director must provide the Board with all relevant information for this. The outcome of this assessment will be reflected in the corporate governance section of the annual report.

The Board recognises that the tenure of a Director alone will not be sufficient to determine whether a Director's independence has been compromised. However, the Board should regularly assess whether a Director, who has served for more than ten years, has become too close to management to be considered independent.

If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.

## 7.5 Conduct of individual Directors

Directors must at all times act in accordance with legal and statutory requirements, and discharge all their duties as Directors. Directors must:

- (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose;
- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a Director of a major company, including applying an independent and enquiring mind to their responsibilities;
- (c) avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
- (d) not make improper use of information gained through their position as a Director;
- (e) not take improper advantage of their position as a Director;
- (f) notify other Directors of a material personal interest when a conflict arises;
- (g) make reasonable enquiries if relying on information or advice provided by others;
- (h) undertake any necessary inquiries in respect of delegates;
- (i) give the Company or ASX all the information required by the Corporations Act; and
- (j) not permit the Company to engage in insolvent trading.

## 8 Board process

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### 8.1 Meetings

All Board meetings will be conducted in accordance with the Constitution and the Corporations Act.

Directors are committed to collective decision making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the Directors. Individual Directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.

Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

All Directors are generally expected to prepare adequately, attend and participate at each Board meeting. The Board papers, which include comprehensive reports on the operational and financial performance of the Company, and an agenda for each Board meeting, will be circulated to Board members in advance of Board meetings. All Directors should actively consider the sufficiency of the contents of the Board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

Non-executive Directors will periodically meet without executive Directors or management present.

The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.

The Board may conduct meetings by telephone or video conference.

## 8.2 **Independent professional advice**

Any Director may take such independent legal, financial or other advice as he or she considers necessary at the reasonable expense of the Company on any matter connected with the discharge of his or her responsibilities. Any Director seeking independent advice must first discuss the request with the Chair who will facilitate obtaining such advice. The Chair may determine that any advice received by a Director be circulated to the Board.

## 8.3 **Access to management**

The Directors have complete and open access to management following consultation with the Chair and CEO.

## 8.4 **Access to Company information and confidentiality**

All Directors have the right of access to all relevant Company books and to the Company's executive management. In accordance with legal requirements and agreed ethical standards, Directors and executives of the Company have agreed to keep confidential all information received by them in the course of the exercise of their duties. Directors and executives will not disclose non-public information of the Company except where disclosure is authorised or legally mandated.

All Directors are entitled to the benefit of the Company's standard Deed of Confidentiality, Indemnity, Insurance and Access which provides ongoing access to Board papers and at the Company's expense, Directors' and Officers' Insurance for seven years after the Director leaves the Board.

# 9 **Assurances and declarations**

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## 9.1 **Assurances**

It is the responsibility of both the CFO and CEO to provide written assurances to the Board that in all material respects:

- (a) the financial reports submitted to the Board present a true and fair view of the Company's financial condition and operational results; and

- (b) the Company's risk management and internal compliance and control systems are operating efficiently and effectively.

## 9.2 **Declarations**

Section 295A of the Corporations Act requires that, before the Directors' declaration in the Company's financial statements for a financial period is made, each of the CFO and the CEO must provide the Board with a declaration confirming that in that person's opinion:

- (a) the Company's financial records have been properly maintained in accordance with section 286 of the Corporations Act;
- (b) the financial statements and notes comply with Accounting Standards;
- (c) the financial statements and notes give a true and fair view of the Company's financial position in accordance with section 297 of the Corporations Act; and
- (d) any other matters that are prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of section 295A of the Corporations Act in relation to the financial statements and the notes are satisfied.

In accordance with Recommendation 4.2 of the ASX Corporate Governance Principles, the Board must also receive assurances from each of the CFO and the CEO that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting.

## 9.3 **Disclosure in annual report**

The Board will disclose in the Company's annual report whether it has received assurance from each of the CFO and the CEO that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

# 10 **Codes of Conduct**

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## 10.1 **Conflicts of interest**

To ensure that Directors are at all times acting in the interests of the Company, Directors must:

- (a) disclose to the Board actual or potential material personal interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company; and
- (b) take all such necessary and reasonable steps to avoid conflicts of interest as required by law and remove any potential conflict of interest if requested by the Board, within seven days or such further period as may be permitted.

If a Director cannot or is unwilling to remove a material personal interest then the Director must, in accordance with the Corporations Act, absent himself or herself from the room when Board discussion and/or voting occurs on matters about which the material personal interest relates (save with the approval of the remaining Directors and subject to the Corporations Act).

## 10.2 **Related party transactions**

Related party transactions between a Director(s) and the Company are regulated by the Corporations Act and the ASX Listing Rules. It must be determined that:

- (a) an exemption under the Corporations Act wholly applies (including under ASIC Regulatory Guide 76: related party transactions); and

(b) Chapter 10 of the ASX Listing Rules does not apply,

before the Board approves the relevant related party transaction without prior shareholder approval having been obtained.

The Company must also disclose related party transactions in its financial report as required under relevant Accounting Standards.

### 10.3 **Share dealings and disclosures**

The Company's Securities Trading Policy regarding Directors, executives and employees dealing in its securities, is set by the Board. The Securities Trading Policy restricts Directors, Officers and employees from:

- (a) trading in the Company's securities in certain closed periods; and
- (b) acting on material information until that information has been released to the market and adequate time has been given for the market to factor that information into the determination of the Company's share price. Officers, employees and Directors are required to consult the Chair, the Board and Secretary respectively, prior to dealing in securities in the Company or other companies with which the Company has an interest in and/or relationship with.

Dealings are not permitted at any time whilst the person proposing to deal is in possession of price sensitive information not yet available to the market. In addition, the Corporations Act prohibits the purchase or sale of securities whilst a person is in possession of inside information.

## **11 Review and publication of Charter**

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The Board is responsible for reviewing this Charter and the division of functions and responsibilities in the Company. The Board will review this Charter annually to check that it is operating effectively and whether any changes are required to this Charter. The Charter may be amended by resolution of the Board.

The Charter is available on the Company's website. Key features are published in:

- (a) either the annual report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the annual report.