



## PERTH MARKETS

### Governance Charter

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#### Authority Table

<b>Authorised by</b>	Perth Markets Board / Chief Executive Officer
<b>Document Owner</b>	Chief Executive Officer

#### Revision Index

Version number	Date	Revised or reviewed by (Position title)	Revisions approved by (Position title)	Reasons and details of changes	Next review date
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5.0	26/08/2025	Chief Executive Officer/ Company Secretary	PMGL Board	Broaden Definitions Update Appendices: H – Site Safety Advisory Committee P –Risk Statement & update WHS policy Z –Privacy Statement	30/8/2026

## **Governance Charter**

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## 1. Definitions

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<b>Appendix</b>	An appendix to this Charter.
<b>Board</b>	The board of directors (howsoever described) of the Organisation.
<b>Charter</b>	This governance charter as adopted by the Board, as it may be varied from time to time time by resolution of the Board and including the Appendices to it.
<b>CEO</b>	The chief executive officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function.
<b>CFO</b>	The chief financial officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function.
<b>COO</b>	The chief operations officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function.
<b>Chair</b>	The designated chair of the Board.
<b>Company</b>	Perth Markets Group Limited and all entities it controls
<b>Committee</b>	A committee of the Board.
<b>Constitution</b>	The constitution of the Organisation.
<b>Director</b>	A director or Board member of the Organisation.
<b>Ensure/Assure</b>	When used in relation to the responsibilities or duties of a Director, the Chair, the Board, the CEO, the CFO, the Secretary or any other officer of the Organisation, means to take all reasonable steps and make all reasonable and appropriate enquiries within the person's scope of authority and within the resources reasonably available to the person, so that the stated matter which is to be "ensured" or "assured" might reasonably be expected to be appropriately addressed, or done or not done, as the context requires.
<b>Executive Officer</b>	Refers to persons who hold the positions of: <ul style="list-style-type: none"> <li>• Chief Executive Officer</li> <li>• Chief Property Officer</li> <li>• Chief Operations Officer</li> <li>• Group Financial Controller or Chief Financial Controller</li> </ul>
<b>Good Leaver</b>	An employee who exits the organisation under approved circumstances such as retirement, redundancy, role elimination, or incapacity, and remains eligible for certain post-exit entitlements.
<b>GFC</b>	The group financial controller (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function.
<b>Group</b>	The group of companies and/or trusts (as applicable) of which the Organisation is the parent or holding entity.
<b>Member</b>	A shareholder of the Organisation.

<b>Organisation</b>	Perth Markets Limited and its grouped entities from time to time.
<b>Secretary</b>	The company secretary of the Organisation or the person within the Organisation who effectively fulfils that function.
<b>Section</b>	A section of this Charter.
<b>Senior Management</b>	Refers to the CEO, CPO, CFO/GFC, COO, Operations Manager, HR Manager, Marketing Manager, Community Market and Events Manager (howsoever described) or the persons within the Organisation who effectively fulfil those functions.

## 2. Introduction

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This Charter is designed as an overarching statement of governance framework and policy:

- To prescribe a range of governance principles and practices to apply to the Organisation
- Pursuant to which instruments relating to governance within the Organisation can be generated and incorporated as appendices to this Charter
- To set forth certain protocols relating to the functions, responsibilities and behaviour of relevant personnel and groups of personnel within the Organisation.

In the event of any conflict between the provisions of this Charter and the Organisation's Constitution, the Constitution will prevail.

The Organisation is committed to implementing good standards of governance and will do so by having regard to standards endorsed by leading professional governance bodies.

This Charter is intended to operate by way of a series of Sections and/or Appendices which may be added to or varied from time to time, the totality of which comprise this Charter.

An up to date copy of this Charter is to be:

- Kept with the Organisation's corporate secretarial records
- Made readily available to each Director, Member and executive for reference purposes
- Disclosed on the Organisation's website.

The Organisation accepts that merely by the Board adopting this Charter, of itself does not ensure the actual or cultural compliance within the Organisation of the principles and policies espoused by this Charter.

It is the Board's commitment to:

- (a) use copies of relevant Sections and Appendices to this Charter as the subject of specific communication and education to relevant personnel of the Organisation to assist them in meeting the Organisation's expectations of them; and,
- (b) work towards the principles and policies in this Charter becoming a practical and cultural

reality for the Organisation in all respects.

This Charter has been adopted by resolution of the Board of the Organisation on the date appearing in the table at the commencement to this Charter, effective from the date also there appearing.

### **3. Governance Responsibilities**

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#### **Board Responsibilities**

The Board has leadership responsibility for the overall management and strategic direction of the Organisation and for delivering accountable organisational performance in accordance with the Organisation's goals and objectives.

In performing its role, the specific responsibilities reserved to the board include:

- Providing strategic direction to the Organisation and deciding upon the Organisation's strategies and objectives in conjunction with the CEO.
- Monitoring the strategic direction of the Organisation and the attainment of its strategies and objectives in conjunction with the Executive Officers.
- Monitoring the operational and financial position and performance of the Organisation.
- Driving outcomes consistent with the Organisation's stated goals and objectives.
- Establishing an appropriate corporate culture and assuring a prudential and ethical base to the Organisation's conduct and activities having regard to the relevant interests of its stakeholders.
- Assuring the principal risks faced by the Organisation are identified and overseeing that appropriate control and monitoring systems are in place to manage and mitigate these risks.
- Reviewing and approving the Organisation's internal compliance and control systems and codes of conduct.
- Assuring that the Organisation's financial and other reporting mechanisms are designed to result in adequate, accurate and timely information being provided to the Board.
- Appointing and, where appropriate, removing the CEO, monitoring other executive appointments, and planning for executive succession.
- Overseeing and evaluating the performance of the CEO, and through the CEO, receiving reports on the performance of other executives in the context of the Organisation's strategies and objectives and their attainment.
- Reviewing and approving the CEOs, and in conjunction with the CEO, other executive remuneration.
- Approving the Organisation's budgets and business plans and monitoring major

capital expenditures, acquisitions and divestitures, investments and capital management.

- Ensuring that the Organisation's financial results are appropriately and accurately reported on in a timely manner in accordance with its Constitution and regulatory requirements.
- Overseeing that the Organisation's governance systems are designed and applied to assure compliance with all relevant laws, governmental regulations and accounting standards.
- Ensuring that the Organisation's affairs are conducted with prudential governance transparency and accountability.
- Overseeing the design and implementation of appropriate and effective policies, processes and codes of conduct for the Organisation (including with respect to ethics, values, conduct, employment, remuneration, diversity and otherwise) as well as monitoring and reviewing those policies and codes of conduct from time to time.
- Facilitating sound Board succession planning including strategies to assure the Board is comprised of individuals who are able to discharge the responsibilities of Directors of the Organisation.
- Overseeing Member and stakeholder engagement, reporting and information flows.

#### **Management Responsibility – Authority Delegated to Senior Executive Management and Delegated Authority Matrix**

The Board has delegated to the CEO (for sub-delegation as appropriate to his/her senior executive and management team), authority over the management, operations and day to day affairs of the Organisation within delegated authority parameters set from time to time by the Board.

This delegation of authority includes responsibility for:

- Developing business plans, budgets and strategies for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies.
- Ensuring the Organisation's operations, and the actions of its officers, are within the parameters set by the Board from time to time.
- Ensuring that the Board is kept informed of material developments in the Organisation's Policy, affairs, operations and business.
- Where proposed transactions, commitments or arrangements exceed threshold parameters set by the Board, referring the matter to the Board for its consideration and approval.
- Identifying and managing operational and strategic risks for the Organisation and, where those risks could have a material impact on the Organisation, formulating

strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the Board.

- Managing, controlling and monitoring the Organisation's financial and other reporting mechanisms and systems and otherwise ensure that these mechanisms and systems capture all relevant material information on a timely basis, are functioning effectively and are founded on a sound basis of prudential risk management.
- Ensuring that the Board is provided with sufficient and accurate information on a timely basis in relation to the Organisation's operations, business affairs, performance, financial condition, and prospects.
- Implementing the policies and codes of conduct approved by the Board and facilitating the monitoring and reviewing of, and reporting against, those policies and codes of conduct.

The scope of the CEO's role, authority and responsibilities is more particularly set out in Appendix L to this Charter which will be incorporated into the CEO's formal job description in his/her employment contract (or letter of appointment) with the Organisation.

The CEO will propose from time to time for consideration and adoption (as applicable) by the Board, a Delegated Authority Matrix (or similar instrument) specifying the levels of delegated authority applicable at Board, Director, CEO, Company Secretary, Executive and other management levels (as appropriate).

Appendix O sets out the Delegated Authority Matrix that currently has been approved by the Board.

#### **4. Board Related Matters**

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##### **Board Members**

##### Appointment

Members of the Board are appointed in the terms of the Organisation's Constitution.

Although the election of the majority of Board members is the province of the Members in general meeting within the scope of its Constitution and any other relevant binding instruments, the Organisation commits to the following principles.

The Board comprises a material number of non-executive directors, including directors with independence of mind and decision making, who:

- Can challenge and hold management to account.
- Have the ability to add value to the Organisation, its objectives and its operations.
- Represent and act in the best interests of the Organisation.

- Have a blend of skills, experience and attributes appropriate for the Organisation, its strategies and its operations.
- Are accountable to the Organisation's Members as a whole.

The Board is of an appropriate and sufficient size so that:

- it is agile;
- the requirements of its responsibilities can be expeditiously met; and,
- changes to the composition of the Board and its Committees can be managed, without undue disruption.

The Board respects and values the benefit of diversity including skills, experience, perspective, gender, culture, age and otherwise.

All Board members respect the role of the Nominations and Remuneration Committee (refer Appendix D) with respect to Board succession planning.

The Board (including via the Nominations and Remuneration Committee) should undertake appropriate checks (e.g. as to character, experience, education, criminal and bankruptcy history) before appointing a prospective Board member or he/she going forward for candidacy for election or appointment.

The Board should provide its Members with all "material information" in its possession relevant to a decision as to whether or not to elect or re-elect a Board member.

"Material information" includes but is not limited to:

- Biographical details (including relevant qualifications, skills and experience)
- Any other material directorships currently held by the person
- A statement as to the skills and experience base the Board may be seeking within its membership
- For candidates standing for election for the first time:
  - Any material adverse information revealed by the checks above.
  - Any prospective conflict of interest or material circumstances that may influence or impact upon the person's capacity to bring independent judgement and act in the best interests of the Organisation.
- For directors standing for re-election:
  - The term of office currently served by the director
  - Any other material information likely to be relevant to the Members' decision.

The candidate for appointment/election/re-election as a Director should provide the Nominations and Remuneration Committee with:

- All requisite information requested of the candidate by or on behalf of the Board.
- A consent for the Organisation to conduct background checks.
- Details of his/her other commitments that may impact upon the candidate's responsibilities as a Board member.
- An acknowledgement that he/she has sufficient time available to commit to the Organisation and fulfil his/her responsibilities as a Board member.

#### Remuneration

Appendix R sets out the Organisation's remuneration policy for Board members.

#### Agreement by Board Members

Upon or prior to their anticipated appointment, Board members are to be issued a formal letter of appointment (for signing and acceptance by them at the time of their appointment) covering matters such as those set out in Appendix N.

By accepting appointment to office, the Board member agrees to be bound by the Constitution and this Charter including its Appendices.

#### Access and Indemnity Deed and D&O Insurance

The Organisation will execute with each Board member a deed of access and indemnity in such reasonable industry accepted form settled by the Organisation's lawyers and/or approved from time to time by the Board.

The Organisation will arrange for the benefit of each Board member, subject to cover availability at commercially acceptable premiums to the reasonable satisfaction of the Board, a policy of directors' and officers' insurance in such reasonable industry accepted form approved by the Board having regard to advice taken from the Organisation's insurance brokers and lawyers (if and as applicable).

#### Board Member "Independence of Mind"

Unless otherwise determined, Board members must be non-executive directors and operate independently of executive management team.

Board members must at all times:

- bring independence of mind to Board meetings to ensure that the Board and the Organisation operate in the best interests of the Organisation having regard to the stated goals and objectives of the Organisation; and,
- disclose to the Board (via the Organisation's Secretary) any interest, position, association, relationship or information (and any changes thereof) which may be relevant or material to their actual or perceived independence of mind.

#### Independent Professional Advice

A Board member is entitled to seek independent professional advice (including but not

limited to legal, accounting and financial advice) at the Organisation's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out below:

The Board member must seek the prior written approval of the Chair (or Deputy Chair as appropriate having regard to the relevant circumstances).

In seeking such prior approval, the Board member must provide in writing details of:

- The nature of and reasons for the independent professional advice to be sought.
- The cost of obtaining the independent professional advice.
- Details of the independent adviser the Board member proposes to instruct.

The approval of the Chair must not be unreasonably withheld.

## **Board Meetings**

### Procedures

As far as possible, agendas and supporting papers shall be dispatched a reasonable period in advance of the meeting.

A meeting may be cancelled by the Chair (or acting chair) if he/she reasonably considers there is insufficient business to warrant holding a meeting or if a quorum is unlikely to be present.

Subject to the Constitution, a quorum shall comprise 50% of the Board.

### Frequency

Subject to the Constitution, the Board should meet at least 8 times per annum, and as often as is necessary to fulfil its functions and discharge its responsibilities effectively and efficiently.

### Voting

Although the preferred method of decision making is by consensus, and subject to any overriding provision in the Constitution, if a formal vote is required:

- Each member of the Board including the Chair shall have one vote.
- In the case of an equality of voting, the person presiding as chair of the meeting shall not have a casting vote in addition to his/her deliberative vote.

### Minutes

Draft minutes of each Board meeting shall be recorded, initially settled by the meeting chair and distributed to each member of the Board in a prompt and timely manner after each Board meeting.

The minutes of each meeting shall be submitted to the next succeeding meeting of the

Board for their formal approval by the Board and their signing by the meeting chair as a fair and correct record of proceedings.

The minutes shall be entered into the Organisation's secretarial records within such time periods as may be prescribed by statute or regulation and in any event within one month of the meeting.

#### Venue and Time

Meetings should be held at such place and time as is reasonably considered appropriate by the Chair to meet the needs of the Organisation.

The Chair will endeavour to meet the reasonable convenience of the members of the Board (including having regard to each member's other commitments, be they business, domestic, personal or otherwise) in setting the meeting times and venues.

#### Generally

Meetings of the Board shall be conducted in compliance with the Constitution and any legislative or regulatory requirement binding upon the Organisation and otherwise in accordance with generally accepted procedures for board meetings of like organisations.

The Chair shall determine the manner and process by which Board meetings shall be held.

The Board should consider meeting periodically in "closed session" without executive directors (if any) and executives present.

#### Board Calendar

To assist the Board in ensuring timely discharge of its duties each year, the Board shall adopt a planning calendar which should at least include on it each year reports on strategic governance issues of the general nature set forth in Appendix M.

The planning calendar shall be developed by the Organisation's Secretary in consultation with the Chair and the CEO with an aim for it to be tabled and adopted by the first Board meeting each financial year.

#### **Board Committees**

##### Overall Board, Committee, Key Office Bearer and Group Structure

The Board, Committee and key officer bearer structure for the Organisation is set out in Appendix B.1 to this Charter.

The Group structure is set out in Appendix B.2 to this Charter.

##### Committee Structure

The Board has established the following standing Committees to assist the Board in the performance of its responsibilities:

- Nominations and Remuneration Committee
- Audit, Finance and Risk Committee

- Master Planning Committee

Other Committees may from time to time be established by the Board, or at management level by the CEO, to deal with discrete functions or matters of special importance to the Organisation.

#### Committee Terms of Reference

Each Committee has an approved charter and terms of reference under which authority is delegated by the Board.

The charters and terms of reference for each standing Committee can be found in Appendices D, E and F to this Charter.

Proforma guidelines for the governance structure and procedural workings of each Committee (subject to the specific terms of reference and charter for each Committee) appears as Appendix C.

The Committees have an advisory, reporting and recommending function only to the Board.

The Board remains responsible for the exercise of power by the Committees, unless the Board has delegated deliberative and/or executive power to the Committee and the Board believes on reasonable grounds in good faith that the Committee:

- would exercise the power in conformity with the duties imposed on the Board by legislation and the Constitution.
- is reliable and its members competent in relation to the power delegated.

#### Committee Membership and Operations

Committees are to be comprised of Board members (together with others, as appropriate, in the terms of the relevant Committee's charter) who desirably have relevant attributes, skills and experience having regard to the charter and functions of the Committee.

Committees may invite others to attend their meetings at the discretion of the Committee chair and/or the Committee itself.

Committees will meet as appropriate in the terms of their charters.

Relevant business addressed at Committee meetings is to be summarised and reported (as reasonably practicable) to the Board at its next meeting after the Committee meeting with minutes of Committee meetings also being tabled as soon as they are reasonably available.

## **5. Key Office Bearers**

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## Chair

The Chair is responsible for leadership of the Board including:

- Facilitating proper information flow to the Board.
- Facilitating the effective functioning of the Board including managing the conduct, frequency and length of Board meetings.
- Communicating the views of the Board, in conjunction with the CEO, to the Organisation's Members, broader stakeholders and to the public.

In performing his/her role, the Chair's responsibilities also include:

- In consultation with the CEO and Secretary:
  - Setting the agenda for the matters to be considered by the Board.
  - Seeking to ensure that the information provided to the Board is relevant, accurate, timely and sufficient to keep the Board appropriately informed of the performance of the Organisation and of any developments that may have a material impact on the Organisation or its performance.
- In conjunction with the CEO representing the views and policies of the Organisation in public and private forums and seeking to ensure that communications with Members, stakeholders and the public are accurate and effective.
- Seeking to ensure that the Board as a whole maintains adequate understanding of the Organisation's financial position, strategic performance, operations and the opportunities and challenges facing the Organisation.
- Facilitating open and constructive communications amongst Board members and encouraging their contribution to Board deliberations.
- Overseeing and facilitating Board, Committee and Board member evaluation reviews and succession planning.
- Liaising and interfacing with the CEO as the primary contact between the Board and management.
- Liaising with and counselling, as appropriate, Board members and the CEO.

Subject to the terms of the Constitution, the Chair is appointed by the Board from amongst its members and holds office at the discretion of the Board until removed from office by the Board or until the Chair resigns from office or is no longer a Board member.

In the absence of the Chair, the Deputy Chair (if there is one appointed by the Board) or the senior independent Director, should assume the role that otherwise would be performed by the Chair if the Chair were not absent.

The Chair should be non-executive, with demonstrable 'independence of mind' and the roles of the Chair and the CEO should not be exercised by the same person, except in special circumstances formally approved of by the Board.

### Deputy Chair (or Senior Independent Director if a Deputy Chair is not Formally Appointed)

The Deputy Chair (if one is appointed), or the senior Director (if a Deputy Chair is not formally appointed), has the following responsibilities:

- To perform the role and functions of the Chair in the absence of the Chair for any reason.
- To be available to facilitate the following matters when and as appropriate and required:
  - Chair succession planning.
  - approvals and actions required to be performed by the Chair under this Charter, or its policies, where the Chair actually or potentially may be compromised due to personal or other conflict of interest.
- At the request of the Chair, to support the Chair in the performance of the role and function of the Chair.

### Secretary

The Secretary plays an important role in supporting the effectiveness of the governance of the Organisation and of the Board.

The Secretary is directly accountable to the Board, through the Chair, on the matters below, irrespective of any other line management accountability to the CEO or other executive officers.

Open and direct lines of communication are to be maintained between Board members and the Secretary (and vice versa).

Subject to the Constitution, the appointment/removal of the Secretary is to be affected by a Board resolution.

The role and responsibilities of the Secretary include:

- Advising the Board and its Committees on governance matters.
- Monitoring that Board and Committee policies and procedures are followed.
- Co-ordinating the timely completion and dispatch of Board and Committee papers.
- Including by delegation (with the approval of the Board to a secretarial minute taker), ensuring accurate minutes of business at Board and Committee meetings are prepared and entered in the Organisation's secretarial records in a timely manner.
- Helping to organise and facilitate Board member induction, professional development and evaluation/review procedures.
- Such functions and responsibilities that are prescribed by the Constitution or elsewhere in this Charter.
- Such functions and responsibilities as the Board may from time to time require and

notify the Secretary.

### CEO

The CEO is accountable to the Board and reports to the Chair.

The CEO will accept the responsibility, on behalf of management, of the authority delegated in the terms of this Charter.

The CEO will enter into a formal employment or executive services agreement with the Organisation which will include:

- A formal job description including position, duties and responsibilities including having regard to Appendix K.
- Remuneration arrangements having regard to Appendix R of this Charter.
- Term of tenure and how it may be terminated.
- Any termination entitlements
- Performance review and evaluation arrangements (desirably at least annually).

### Executive Officers

Executives Officers are accountable to the CEO and to the Board through the CEO.

Executives will enter into formal executive services agreements with the Organisation which will include:

- A formal job description including position.
- Duties and responsibilities.
- To whom they report.
- Remuneration arrangements.
- Term of tenure and how it may be terminated.
- Any termination entitlements.
- Performance review and evaluation arrangements (desirably at least annually).

Appendix R sets out the Organisation's remuneration policy for executives.

## **6. Member Meetings and Communication**

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### **Meetings**

Member meetings shall be conducted in a manner that facilitates effective communication with the Organisation's membership base and allows reasonable opportunity for informed participation at such Meetings by the Organisation's members.

Unless special circumstances otherwise dictate (as determined by the chair of the meeting

and/or the Board), the Organisation's broader stakeholders may attend at member meetings but may only speak at such meetings if authority is expressly granted by the chair of the meeting.

The Board will require attendance of the Organisation's external auditor (if applicable) at the Organisation's annual general meeting to answer questions relevant to the conduct of the audit (or review as applicable) and the preparation and content of the auditor's report.

The Organisation shall for purposes of encouraging participation at meetings of Members:

- use of technology, as appropriate, especially in cases of large numbers of participants or if meetings are to be held in remote locations.
- Expressly invite those members who are unable to attend meetings and exercise their right to enquire about or comment on the Organisation's management, to provide questions or comments ahead of the relevant meeting for answer at the meeting (either verbally or in prepared transcript form).

The provisions of this are subject to any overriding provision of the Constitution of the Organisation.

#### **Communications with Members and Other Stakeholders**

The Organisation's policy with respect to communications with Members and other stakeholders is set out in Appendix T to this Charter.

## **7. Policies and Code of Conduct**

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### Generally – Codes of Conduct and Governance Related Policies

The Organisation has adopted, and Board members, officers and executives (as applicable) shall comply with and abide by the Board Members' and Executives' Code of Conduct set out in Appendix I to this Charter.

This code of conduct is in addition to and in augmentation of the Organisation's Code of Conduct/Values set out in Appendix K.

Board members, councilors, officers and executives shall also abide by such other policies, codes and protocols as may be adopted from time to time in the terms of this Charter and are expected to take a leadership role in their compliance and enforcement.

### Performance Enhancement and Evaluation

Enhancement:

- The Organisation will provide (a) induction programs for new Board members and

senior executives and (b) opportunities for the continuing professional development of existing Board members and executives to equip them to better serve the Organisation.

- Appendix Q sets forth the Organisation's Board and Management Performance Enhancement Policy.

#### Evaluation and Review:

- The performance of the Board (as a whole), each Board Committee, Board members (individually) and each senior executive should be periodically reviewed, desirably annually or thereabouts and at other times as decided upon by the Board, against measurable and qualitative benchmarks as may reasonably be determined from time to time by the Board having regard to accepted governance standards.
- This task is delegated by the Board to the Nominations and Remuneration Committee.

#### Governance Policies and Codes

The Organisation has adopted the following governance related policies and codes to apply to the Organisation as a whole as well as the Board, the Council and the Organisation's executives and personnel generally:

- Board Members' and Executives' Code of Conduct set out in Appendix I.
- Conflict of Interest Protocol set out in Appendix J.
- Organisation Code of Conduct/Values set out in Appendix K.
- Risk Management Policy set out in Appendix P.
- Board and Management Performance Enhancement Policy set out in Appendix Q.
- Remuneration Policy set out in Appendix R.
- Diversity Policy set out in Appendix S.
- Communications with Members and Stakeholders Policy set out in Appendix T.
- Environmental Policy set out in Appendix U.
- Workplace Health and Safety Policy set out in Appendix V.
- Anti-Bribery and Corruption Policy set out in Appendix W.
- Whistleblowing Policy set out in Appendix X.
- Trading of Organisations Securities Policy set out in Appendix Y.
- Privacy Policy set out in Appendix Z.
- Anti-Discrimination and Equal Employment Opportunity Policy set out in Appendix AA.
- Sexual Harassment Policy set out in Appendix AB.

#### New Governance Related Policies

Where the Board adopts a new policy relating to the governance of the Organisation (or any part of it), it is to be included as an Appendix to this Charter and from that date will

apply as if it formed part of this Charter.

## **8. Financial Integrity**

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### External Audit/Review Function

The Organisation commits to the external audit or review (as applicable) of its books and affairs in accordance with its statutory obligations by the appointment of an independent external auditor.

In particular, the external auditor must be independent of and have no relevant material interest, associations or dealings (other than as auditor in the discharge of the duties associated with that appointment) with the Organisation or any Director or other officer of the Organisation.

Attachment 1 to Appendix E sets out the Organisation's guideline as to external auditor appointment.

The external auditor is required to attend the Organisation's annual general meeting.

### CEO and CFO Financial Reports Verification

Before the Board approves the Organisation's financial statements from time to time, the Board will require the CEO and the CFO (or their equivalents) to state in writing to the Board:

- That in their opinion the Organisation's financial reports have been properly prepared and present a true and fair view of the Organisation's financial condition, performance and operational results and are in accordance with appropriate and relevant accounting standards.
- That their opinion has been formed on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that the Organisation's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

## **9. Governance Disclosure**

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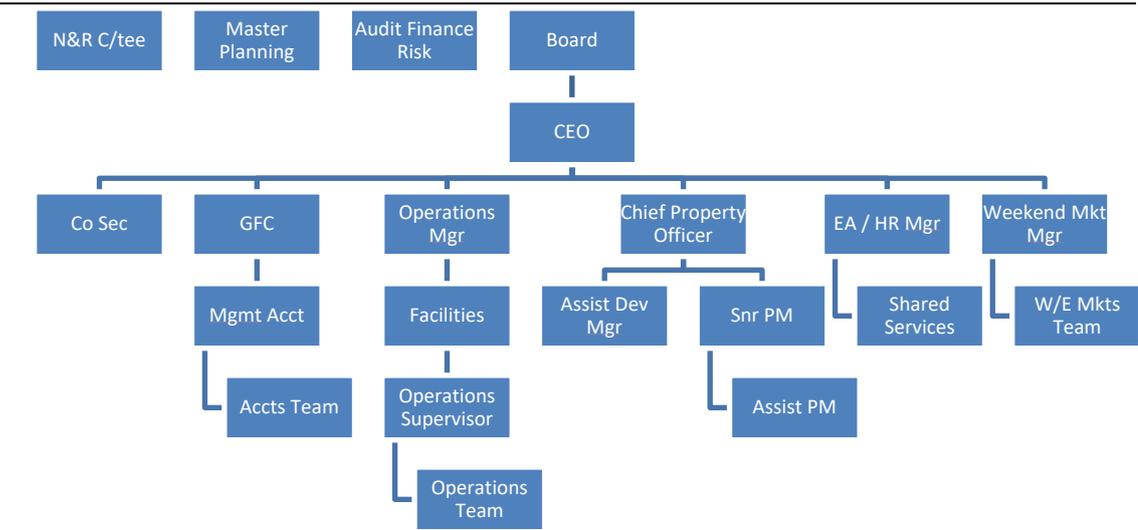
The Organisation commits to compliance with any regulatory mandated disclosure requirements and to maintaining a current copy of this Charter on its website.

## **10. Appendix A – Organisation’s Constitution**

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A copy of the Constitution is available from the Company’s office, the Company Secretary or the Australian Securities and Investments Commission website.

**11. Appendix B – Structure of Board, Committees & Key Office Bearers & Accountability Flows**



## **12. Appendix C – Proforma Guidelines of Governance Structure & Procedural Workings for Board Committees**

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### **Governance**

#### Establishment of the Committee

The Committee is established under the authority of the Board in accordance with the Organisation’s Constitution and Governance Charter (“**Charter**”).

The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by the Board including on recommendation of the Committee.

The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

#### Membership of the Committee

The members of the Committee shall be appointed, or re-appointed, by the Board in compliance with the Constitution and the Charter and shall desirably consist of:

- A Committee chair who is to be a Board member.
- Not less than 2 and not more than 4 other Board Members having regard to their skills, experience and attributes.

The period of appointment of each Committee member shall be at the discretion of the Board or until the member retires from office on the Committee by notice to the Committee chair and/or the Board (via the Secretary).

Vacancies, which occur within the term of office, shall be filled by the Board.

The Committee may invite other persons to attend Committee meetings at its discretion.

#### Chair

The Committee chair is to be appointed by the Board.

The Committee chair shall chair meetings of the Committee.

In the absence of the Committee chair, the Committee will elect another of its members to chair meetings of the Committee.

#### Committee Secretary

The Secretary will fulfil the usual secretarial role for the Committee. The Committee may exclude the Organisation Secretary from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.

#### Meeting Procedures

The Committee shall meet at least 2 times annually, or as required, on dates and times agreed by the members, or as called by the Committee chair or at least 2 Committee members.

As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.

A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members who are also Board members.

#### Decision making/Committee resolutions

Preferably decision making and resolutions of the Committee are by consensus.

In the case of the need for formal voting, each member of the Committee including the Committee chair shall have one vote, and in the case of equality of voting the Committee chair shall have a casting vote in addition to his/her deliberative vote.

#### Minutes

Minutes of each meeting shall be prepared by the Committee secretary, settled by the Committee chair and distributed to each member of the Committee promptly following the relevant meeting.

The minutes of each Committee meeting shall be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the

Committee to the Board.

The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings and signing by the Committee chair.

Minutes of each Committee meeting shall be recorded in the Organisation's secretarial records within one month of the meeting and otherwise in compliance with any applicable regulatory requirements.

#### Power, Authority and External Advice

Committees have the power and authority to do all things necessary or incidental in the proper performance of their role including authority to access information and to consult with and interview Organisation personnel and to take external professional advice as necessary and appropriate.

#### Reporting (Periodic)

The Committee, through its chair, shall report in summary to the Board at the next Board meeting after each Committee meeting with a copy of the Committee minutes becoming available to the Board as soon as is reasonably practicable and convenient.

The report should include but not be limited to:

- Material issues arising at the meeting of the Committee and any formal resolutions:
- Any matters that in the opinion of the Committee should be brought to the attention of the Board.

#### Reporting (Annual)

In addition, the Committee, through its chair and with the administrative support of the Secretary, shall submit a report annually to the Board summarising the Committee's activities during the relevant financial year.

The report should include:

- Reference to the Committee's main authority, responsibilities and duties in the context of this Charter.
- Details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member.
- Details of any change to the independence or qualifying (as a member of the Committee) status of any Committee member during the relevant period, if applicable.

- A summary of the Committee’s operations and performance, and the material issues addressed by the Committee during the relevant period.
- A review of the Committee’s charter and terms of reference and any recommendations arising.

Disclosure –

The names of the members of the Committee will be disclosed in the Organisation’s Annual report.

With respect to each annual period the Organisation will disclose in its annual report:

- The number of times the Committee met.
- The individual attendances of Committee members at those meetings.

### **13. Appendix D – Nominations and Remuneration Committee Charter**

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#### **Terms of Reference**

##### **1. Remit**

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- a) To act as a forum of the Board in connection with:
    - i. Board member, Chair, Board Committee, Board Committee chairs and CEO identification, succession planning, evaluation/review, induction and professional development.
    - ii. Diversity policy.
  - b) To act as a recommending, monitoring and review forum of the Board in connection with Board member, CEO and senior executive remuneration.
- 

##### **2 Scope**

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###### **2.1 Nominations Function**

The scope of the Committee’s remit will include, but not be limited to:

- a) Board Membership
  - Board and Board Committee membership, succession planning and performance including through the development and use of a board skills matrix (or like tool):
    - Assessing the mix of skills, experience and diversity that the Board is looking to

achieve in the Board's membership.

- Assessing the mix of skills, experience and diversity currently represented on the Board.
- Establishing processes for the identification and recruiting of suitable candidates for appointment to the Board and for re-election of existing directors (as applicable).
- Assessing the "independence" of each non-executive director, at least annually, including at or around the time of consideration of director elections, and as soon as practicable after any material change in relevant circumstances.
- Reporting to the Board with a view to the Board regularly assessing whether the "independence" of a director, including any director who has served as a director for more than 10 years, has been compromised.
- Board Committee terms of reference review and recommendations including with respect to appointment to Board Committees.
- Development and implementation of a process for evaluation of Board, Committee and director performance.
- Board member induction and professional development including:
  - Regularly reviewing whether the directors as a group have the skills, knowledge and familiarity with the Group and its operating environment required to adequately fulfil their role on the Board and its Committees effectively.
  - Where gaps are identified, consider what training or development could be undertaken to fill the gaps.
  - Where necessary, providing resources to help develop and maintain its directors' skills and knowledge (including accounting skill and knowledge development for directors without specialist accounting skills or knowledge to ensure their sufficient understanding of accounting and financial matters to fulfil their responsibilities with respect to the Group's financial statements).
- Regularly reviewing the time and commitment required of a non-executive director and whether directors are meeting that requirement.

#### b) CEO and Senior Executives

- Periodic review of the job description and performance of the CEO according to agreed performance parameters.
- Plans for succession planning for the CEO position.
- Involvement in complaints, grievance and disciplinary processes of senior executives.

#### c) Diversity

- Diversity policy development, monitoring and review.
- Development, monitoring and review of strategies and programs to promote diversity in the Group consistent with such diversity policy.

- Monitoring the implementation by the Group of such diversity strategies and programs consistent with such diversity policy.
- d) Generally
- Reporting on these matters to the Board, with recommendations as appropriate.
  - The Committee has the authority to access information and to consult with and interview Group personnel and to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

## 2.2 Remuneration Function

The scope of the Committee's remit will include, but not be limited to:

- a) Generally
- Reviewing prevailing external remuneration benchmarks for comparable positions, with comparable responsibilities, within comparable companies (revenue, employees, size and spread) including in comparable industries to that of the Group.
  - Assessing appropriate remuneration policies, levels and packages for Board members, the CEO, and (in consultation with the CEO) other senior executive and managerial officers.
  - Monitoring the implementation by the Group of such remuneration policies.
  - Recommending to the Board the Company's remuneration policies so as to:
    - Motivate directors, executives and management to pursue the long-term growth and success of the Company within an appropriate control framework.
    - For executive and senior management personnel, demonstrate a clear relationship between performance and remuneration.
  - Reviewing and considering for recommendation to the Board:
    - Remuneration plans for senior executives and other employees
    - Superannuation arrangements.
    - Whether there is any gender or other inappropriate bias in the Company's remuneration policies or practices.
    - Remuneration incentive and long term incentive arrangements for executives.
- b) CEO
- Assess, at appropriate and regular intervals, a suitable remuneration and reward package for the CEO in relation to prevailing external practice, internal affordability, performance against goals, and other relevant matters.
- c) Non-Executive Board Members
- Reviewing and recommending to the Board the appropriate level of the shareholder approved "Directors' Remuneration Pool".

- Reviewing and recommending to the Board, within the limits of that Pool, an appropriate remuneration framework including the remuneration levels for the Chair, the Deputy Chair and Non-Executive Directors, and any supplements to those remuneration levels for Committee participation including for chairs of Committees.
- Recommending any occasions where additional remuneration for extra services or special exertion is appropriate.

d) Generally

- Reporting on these matters to the Board, with recommendations as appropriate.
- Subject to prior notice to the Chair, the Committee has the authority to access information and to interview and consult Company personnel and consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.
- Remuneration packages for executives and managers may include incentive performance packages, superannuation entitlements, fringe benefits and any other items considered appropriate by the Committee.

### 2.3 Generally

The Committee may be requested by the Board to perform other related tasks to the above Nominations Function and Remuneration Function.

## 3 Governance

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- a) Establishment of the Committee
- (i) The Committee is established under the authority of the Board.
  - (ii) The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by the Board including on recommendation of the Committee.
  - (iii) The Committee should be of sufficient size and independence of mind to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.
- b) Membership of the Committee
- (i) Members:
    - Chair – who should be a non-executive member of the Board and desirably the Chair of the Board.
    - Other members – shall include the Chair of the Audit, Risk and Finance Committee, the Chair of the Remuneration and Nomination Committee and such other members determined by the Board from time to time.
  - (ii) Special requirements (if any):

- All Committee members must be non-executive.
- Desirably Committee members may have some experience in HR, remuneration and governance.
- The Company's HR executive may be invited to Committee meetings.
- When dealing with Board Chair succession, the Board Chair should not be the chair of that meeting of the Committee.
- No executive should be involved in deciding, or be present while the Committee decides, that executive's remuneration.
- The Committee should be alive to the potential for conflict of interest in executives being involved in the setting of remuneration for other executives that may indirectly affect their own remuneration (e.g., through setting benchmarks and because of relativities).
- The following executive officers will be available to attend Committee meetings at the discretion of the Committee:
  - CEO
  - CFO/GFC
  - CPO
  - COO

c) Chair

- (i) The Committee chair shall chair meetings of the Committee.
- (ii) In the absence of the Committee chair, the Committee will elect another to chair meetings of the Committee.

d) Committee Secretary

The Secretary (or nominee) will fulfil the usual corporate secretarial role for the Committee. In normal course, an executive assistant ("EA") will attend and take the meeting notes/minutes.

The Committee may exclude the Secretary from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.

e) Meeting Procedures

- (i) The Committee shall meet at least 2 times annually, or as required, on dates and times agreed by the members, or as called by the Committee chair or at least 2 Committee members.
- (ii) As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.

- (iii) A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.
- f) Decision Making/Committee Resolutions
- (i) Preferably decision making and resolutions of the Committee are by consensus.
- (ii) In the case of the need for formal voting, each member of the Committee including the Committee chair shall have one vote, and in the case of equality of voting the Committee chair shall have a casting vote in addition to his/her deliberative vote.
- g) Minutes
- (i) Minutes of each meeting shall be prepared by the Committee secretary, or nominee EA, settled by the Committee chair and distributed to each member of the Committee promptly following the relevant meeting.
- (ii) The minutes of each Committee meeting shall be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the Committee to the Board.
- (iii) The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings and signing by the Committee chair.
- (iv) Minutes of each Committee meeting shall be recorded in the Company's corporate secretarial records within one month of the meeting and otherwise in compliance with any applicable regulatory requirements.
- h) Power, Authority and External Advice
- The Committee has the power and authority to do all things necessary or incidental in the proper performance of its role including authority to access information and to consult with and interview Group personnel and to take external professional advice as necessary and appropriate.
- i) Reporting (Periodic)
- The Committee, through its chair, shall report in summary to the Board at the next Board meeting after each Committee meeting. The report should include but not be limited to:
- Material issues arising at the meeting of the Committee and any formal resolutions.
  - Any matters at in the opinion of the Committee should be brought to the attention of the Board.
- j) Reporting (Annual)
- In addition, the Committee, through its chair and with the administrative support of the Company Secretary, shall submit a report annually to the Board summarising the Committee's activities during the relevant financial year. The

report should include:

- Reference to the Committee’s main authority, responsibilities and duties in the context of this Charter.
- Details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member.
- Details of any change to the independence or qualifying (as a member of the Committee) status of any Committee member during the relevant period, if applicable.
- A summary of the Committee’s operations and performance, and the material issues addressed by the Committee during the relevant period.
- A review of the Committee’s charter and terms of reference and any recommendations arising.

k) Disclosure

In accordance with the prudential governance practice and section 300(10) of the Corporation Act (if and as applicable):

- (i) With respect to each annual period the Company will disclose in its annual report:
- The number of times the Committee met.
  - The individual attendances of Committee members at those meetings.

## **2. Appendix E – Audit, Finance and Risk Committee Charter**

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### **Terms of Reference**

#### **1 Remit**

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To oversee the Group’s financial position, performance and reporting integrity including internal and external audit functions and risk identification, management and mitigation for the Group.

#### **2 Scope**

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##### **2.1 Audit Function**

The scope of the Committee’s remit will include, but not be limited to:

- a) External Audit
- (i) Recommending selection, removal (as appropriate) and remuneration of external Auditor and to monitor external Auditor independence.
  - (ii) Providing instruction to the external Auditor including ensuring the scope and adequacy of the external audit.

- (iii) Overseeing the availability of any assistance as reasonably required by the external Auditor.
- (iv) Receiving external Auditor's preliminary audit or review reports.
- (v) Overseeing and monitoring implementation of external Auditor's recommendations (as accepted).
- (vi) Ensuring that the audit approach covers all financial statement areas where there is a perceived risk of material misstatement.
- (vii) In monitoring external Auditor independence, the Committee will have regard to any legislative or regulatory requirements, and the following principles:
  - The Audit Partner responsible for the Audit must be rotated every seven years, with a minimum two-year gap before they can resume involvement in the Group's Audit.
  - Monitor the number of former external Auditor employees now in senior financial positions within the Group, and assess if this impairs the Auditor's judgement or independence.
  - An individual who participated in the Group's audit with the external Auditor cannot be employed as CEO or CFO of the Group for at least 12 months post-audit.
  - Evaluate the overall relationships between the Group and the external Auditor, considering both audit and non-audit service fees, to determine if these impair or appear to impair the Auditor's judgement or independence.
  - Ensure the Group does not hire the external Auditor for certain non-audit services (e.g., bookkeeping, financial systems design, valuations, actuarial services, internal audit outsourcing, HR, and non-audit related legal/expert services) if such services might compromise the Auditor's independence. Any non-prohibited non-audit services must be approved by the chair of the Audit Committee before engagement.
- (viii) The Committee will meet at times with the external Auditors without the presence of management.
- (ix) In the selection and appointment of the external Auditors the guidelines set out in Attachment 1 are incorporated into these Terms of Reference.

b) Internal Audit

- (i) Overseeing and monitoring the scope and adequacy of the Company's internal controls and compliance requirements to assure integrity in the Company's operations and affairs.
- (ii) Assessing the need, or otherwise, for the Company to have a dedicated

- internal audit charter, internal audit plan and/or internal auditor (and if so approving such charter, plan and appointment of the internal auditor).
- (iii) Approving and ensuring resourcing of the internal audit function, as appropriate, including budgetary allocation for staffing and external consulting support (as necessary).
  - (iv) Reviewing and assessing the performance and objectivity of the Company's internal audit function, as applicable.
- c) Financial Statements and Reporting Generally
- (i) Overseeing the adequacy of the Company's corporate reporting processes.
  - (ii) Overseeing whether the Company's financial statements reflect the understanding of the Committee members and whether they provide a true and fair view of the financial position and performance of the Group.
  - (iii) Reviewing the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements.
  - (iv) Oversee and monitor application of accounting policies and reporting of financial information to security holders, regulators and generally.
  - (v) Reporting on these matters to the Board, with recommendations as appropriate.
  - (vi) The Committee has the authority to access information and interview and consult with and interview Group personnel, the external auditor, the internal auditor (if any) and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit (with or without management present).

## 2.2 Risk Function

**The scope of the Committee's remit will include, but not be limited to:**

- a) Risk Management
  - (i) Approve and monitor policies for identifying and managing/mitigating/transferring risk including in accordance with the Group's risk management policy (refer Appendix P of this Charter).
  - (ii) Approve and monitor policies for business continuity and crisis planning risk management.
  - (iii) Receive ongoing risk management reports.
  - (iv) Review of risk management framework, policies and management processes at least annually to allow the Committee to satisfy itself that they are sound.

- b) Insurance
  - (i) Review and ensure the Group carries appropriate levels of insurance.
  - (ii) Review and monitor terms of insurance policies.
- c) Generally
  - (i) Reviewing and reporting on these matters to the Board, with recommendations as appropriate, including as to:
    - The adequacy of the Company's processes for managing risk.
    - Any incident involving fraud or other material breakdown of the Company's internal controls.
    - The Group's insurance program, including having regard to the Group's business and the insurable risks associated with its business.
  - (ii) The Committee has the authority to access information and consult with and interview Group personnel, internal auditors and external auditors and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

### 2.3 Generally

The Committee may be requested by the Board to perform other related tasks to the above Audit and Risk Functions.

## 3 Governance

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- a) Establishment of the Committee
  - (i) The Committee is established under the authority of the Board.
  - (ii) The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by the Board including on recommendation of the Committee.
  - (iii) The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.
- b) Membership of the Committee
  - (i) Members:
    - Chair –who should be an independent non-executive member of the Board with demonstrable independence of mind and who is not the Board Chair (except as an exception on an interim basis with the approval of the Board while a casual vacancy for the role of committee chair is being filled)
    - Other members – shall include the Chair of the Audit, Risk and Finance

Committee, the Chair of the Remuneration and Nomination Committee and such other members determined by the Board from time to time

(ii) Special requirements (if any):

- All Committee members must be non-executive, and the majority shall be independent.
- Committee members between them should have accounting/financial expertise and sufficient understanding of the Group's industry to effectively discharge the Committee's mandate.
- Desirably Committee members should at least be financially literate.
- The Committee chair should have financial or accounting expertise or experience and should not be the Board Chair.
- Desirably Committee Members should have knowledge or experience in risk management and/or insurance with the necessary technical knowledge and sufficient understanding of the Company's business and the industry in which the Group operates to be able to effectively discharge the Committee's mandate.
- The following executive officers will be available to attend Committee meetings at the discretion of the Committee:
  - CEO
  - CFO/GFC
  - CPO
  - COO

C) Other Special Provisions:

(I) The Company will disclose in its annual report:

(A) The relevant qualifications and experience of the members of the Committee

(B) With respect to the Company's internal audit function:

- Whether it has one.
- If it does have one, how it is structured and the role it performs.
- If it does not have one, that fact as well as the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

(ii) If the Company has an internal audit function, the Committee will ensure that the head of that function has a direct reporting line to the Audit Committee and the Board.

- (iii) The Company must disclose in its annual report (or on its website) in relation to the relevant reporting period for each annual report:
- That the risk review has taken place.
  - Any insights it has gained from the review and any changes made to its risk management framework as a result.

d) Chair

- (i) The Committee chair shall chair meetings of the Committee.
- (ii) In the absence of the Committee chair, the Committee will elect another to chair meetings of the Committee.

e) Committee Secretary

The Company Secretary (or nominee) will fulfil the usual corporate secretarial role for the Committee. In normal course, an executive assistant (“EA”) will attend and take the meeting notes/minutes.

The Committee may exclude the Company Secretary from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.

f) Meeting Procedures

- (i) The Committee shall meet at least 2 times annually, or as required, on dates and times agreed by the members, or as called by the Committee chair or at least 2 Committee members.
- (ii) As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.
- (iii) A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

g) Decision Making/Committee Resolutions

- (i) Preferably decision making and resolutions of the Committee are by consensus.
- (ii) In the case of the need for formal voting, each member of the Committee including the Committee chair shall have one vote, and in the case of equality of voting the Committee chair shall have a casting vote in addition to his/her deliberative vote.

h) Minutes

- (i) Minutes of each meeting shall be prepared by the Committee secretary, or

nominee EA, settled by the Committee chair and distributed to each member of the Committee promptly following the relevant meeting.

- (ii) The minutes of each Committee meeting shall be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the Committee to the Board.
- (iii) The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings and signing by the Committee chair.
- (iv) Minutes of each Committee meeting shall be recorded in the Company's corporate secretarial records within one month of the meeting and otherwise in compliance with any applicable regulatory requirements.

i) **Power, Authority and External Advice**

The Committee has the power and authority to do all things necessary or incidental in the proper performance of its role including authority to access information and to consult with and interview Group personnel and to take external professional advice as necessary and appropriate after consultation with CEO and Board.

j) **Reporting (Periodic)**

The Committee, through its chair, shall report in summary to the Board at the next Board meeting after each Committee meeting. The report should include but not be limited to:

- Material issues arising at the meeting of the Committee and any formal resolutions.
- Any matters that in the opinion of the Committee should be brought to the attention of the Board.

k) **Reporting (Annual)**

In addition, the Committee, through its chair and with the administrative support of the Company Secretary, shall submit a report annually to the Board summarising the Committee's activities during the relevant financial year. The report should include:

- Reference to the Committee's main authority, responsibilities and duties in the context of this Charter.
- Details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member.
- Details of any change to the independence or qualifying (as a member of the Committee) status of any Committee member during the relevant period, if applicable.
- A summary of the Committee's operations and performance, and the

material issues addressed by the Committee during the relevant period; and a review of the Committee's charter and terms of reference and any recommendations arising.

l) Disclosure

In accordance with the prudential governance practice of the Corporation Act (if and as applicable):

- (i) The names of the members of the Committee will be disclosed on the Company's website.
- (ii) With respect to each annual period the Company will disclose on its website or in its annual report:
  - The number of times the Committee met; and
  - The individual attendances of Committee members at those meetings.

**ATTACHMENT 1 – Guidelines for the Selection and Appointment of an External Auditor**

**(Incorporated as part of the Audit, Finance and Risk Committee's Charter)**

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**1. Introduction**

The Board is responsible for the preliminary appointment of the external auditor which is to be ratified by shareholders at the next annual general meeting.

The Board's Audit, Finance and Risk Committee ("**Committee**") is delegated the task to meet and determine the process by which the auditor should be selected e.g., by way of a formal tender or some other method.

The Committee conducts the selection process and recommends a preferred external auditor to the Board. The Board may endorse the external auditor recommended by the Committee and appoint him/her. Alternatively, the Board may wish to review the recommendation of the Committee.

At the request of the Committee, the CFO and/or CEO may assist the Committee in the selection and appointment process including by proposal of an external auditor, together with a written supporting submission.

**2. Tender**

a) Request for submissions

If the Committee elects to undertake a tender process, the CEO or CFO will prepare or cause to be prepared a draft request for submissions that will be reviewed for approval by the Committee (with such changes as it considers appropriate).

The request should contain sufficient information to enable a proposal and fee estimate to be given to the Company. The request should include information about the Group, its operations, its key personnel, its structure,

its financials and any other relevant information.

The CEO or CFO may arrange for candidates to meet with a selection panel appointed by the Committee.

b) Selection Panel

The selection panel will comprise nominated members of the Committee, and any other person the Committee considers appropriate to assist it to assess the suitability of the external auditor.

**3. Selection Criteria**

The preferred external auditor should best satisfy the selection criteria identified by the Committee including:

a) Fees

A candidate should provide a firm fee quotation for its audit services. Price will be but one of the relevant factors in the selection of a preferred external auditor.

b) Independence

A candidate must satisfy the Committee that it is independent and outline the procedures it has in place to maintain its independence.

The external auditor must be independent from, and be seen to be independent from, the Company.

c) Scope of audit/issues resolution

A candidate should outline its response to the scope of audit in the request for submissions and any proposed procedures to address any issue of material significance or matter of disagreement with the Company's management.

The external auditor and the CFO will be required to disclose to the Committee all such issues of material significance and all matters of disagreement, whether resolved or unresolved.

d) Non-audit work

A candidate must detail its approach to the provision of non-audit related services to the Group. Generally, such work should be at most immaterial.

If proposed otherwise, the Committee must consider the circumstances in which the Company might use the external auditor for non-audit services. Matters to be considered include the extent, scope and potential value of non-audit fees and any circumstance where the external auditor may be required to review and rely upon work conducted by it in a non-audit capacity.

The scope of non-audit work must not be allowed to impinge upon the external auditor's independence.

e) Other matters

The selection criteria may include such other matters as the Committee thinks fit.

#### **4. Policy on Audit and Non-Audit Services**

The Committee will develop a policy that sets out the circumstances in which the Company may use the external auditor for other services. A copy of this policy will be provided to the external auditor.

The policy will be based on the following principles:

- (a) The external auditor may provide audit and audit-related services that, while outside the scope of the statutory audit, are consistent with the role of auditor.
- (b) The external auditor should not provide services that are perceived to be materially in conflict with the role of auditor.
- (c) The external auditor may be permitted to provide a limited number/value of non-audit services that are perceived to be not materially in conflict with the role of auditor, subject to the approval of the Committee.
- (d) Exceptions may be made to the policy (with specific Board approval) where the variation is in the best interests of the Company and arrangements are put in place to preserve the integrity of the external audit process.

#### **5. Rotation of External Audit Engagement Partner**

The Committee will ensure that the external auditor has in place arrangements for rotation of the audit engagement partner.

The audit engagement partner for the audit must rotate at least every 7 years.

#### **6. Review of Audit Arrangements**

The Committee will periodically review the external auditor's performance, at least annually. As part of this review, the Committee will obtain feedback from the CEO, CFO and other members of senior management regarding the quality of the audit service.

### **3. Appendix F – Master Planning Committee Charter**

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#### **Terms of Reference**

##### **1 Remit**

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Oversight and review of PML's Site Master Plan and ongoing development in accordance with the PML Strategic Plan and agreed risk appetite. This includes

review and consideration of expansion opportunities and Associated Business Plans.

## **2 Scope**

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### **2.1 The scope of the Committee's remit will include, but not be limited to:**

- To review the development of the Site Master Plan developed by the PML Executive (and consultants) and recommend it to the Board for adoption.
- Review progress against the Site Master Plan and report this progress to the PML Board through the Committee Chairperson or other agreed representative of the Committee.
- Review management recommendations of the PML Executive and consultants for approval to the Board.
- Review and assist the development of capital return benchmarks and alternatives of funding models and options .
- Continued development and refinement of the PML "Market City" Master Plan.
- Review of agreed capital management of PML growth, operations, and balancing investor returns.
- Review of alternative capital funding options and developing anticipated return guidelines.
- Review of the engaging and directing of suitable external service providers to assist the PML with these objectives.

### **2.2 Generally**

The Committee may be requested by the Board to perform other related tasks to the above functions.

## **3 Governance**

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### **a) Establishment of the Committee**

- (i) The Committee is established under the authority of the Board.
- (ii) The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by the Board including on recommendation of the Committee.
- (iii) The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

### **b) Membership of the Committee**

- (i) Members
  - Chair – who should be a non-executive member of the Board shall be

determined by Board resolution from time to time;

- Other members – shall be determined by Board resolution from time to time].

(ii) Special requirements (if any)

- all Committee members must be non-executive.
- desirably Committee members may have some experience in Property Development, Lease Negotiation, Property/Planning, Project Management;
- the following executive officers will be available to attend Committee meetings at the discretion of the Committee:

- CEO

c) Chair

- (i) The Committee chair shall chair meetings of the Committee.
- (ii) In the absence of the Committee chair, the Committee will elect another to chair meetings of the Committee.

d) Committee Secretary

The Secretary (or nominee) will fulfil the usual corporate secretarial role for the Committee. In normal course, an executive assistant (“EA”) will attend and take the meeting notes/minutes.

The Committee may exclude the Company Secretary from attendance at relevant Committee meetings or parts of meetings where issues of potential conflict or confidentiality arise, at which times a member of the Committee itself will be designated to attend to that function.

e) Meeting Procedures

- (i) The Committee shall meet at least 2 times annually, or as required, on dates and times agreed by the members, or as called by the Committee chair or at least 2 Committee members.
- (ii) As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.
- (iii) A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

f) Decision Making/Committee Resolutions

- (i) Preferably decision making and resolutions of the Committee are by consensus.
- (ii) In the case of the need for formal voting, each member of the Committee

including the Committee chair shall have one vote, and in the case of equality of voting the Committee chair shall have a casting vote in addition to his/her deliberative vote.

g) Minutes

- (i) Minutes of each meeting shall be prepared by the Committee secretary, or nominee EA, settled by the Committee chair and distributed to each member of the Committee promptly following the relevant meeting.
- (ii) The minutes of each Committee meeting shall be submitted to the next following meeting of the Board for noting or for deliberation upon matters specifically referred by the Committee to the Board.
- (iii) The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings and signing by the Committee chair.
- (iv) Minutes of each Committee meeting shall be recorded in the Company's corporate secretarial records within one month of the meeting and otherwise in compliance with any applicable regulatory requirements.

h) Power, Authority and External Advice

The Committee has the power and authority to do all things necessary or incidental in the proper performance of its role including authority to access information and to consult with and interview Group personnel and to take external professional advice as necessary and appropriate.

i) Reporting (Periodic)

The Committee, through its chair, shall report in summary to the Board at the next Board meeting after each Committee meeting. The report should include but not be limited to:

- (i) Material issues arising at the meeting of the Committee and any formal resolutions.
- (ii) Any matters that in the opinion of the Committee should be brought to the attention of the Board.

j) Reporting (Annual)

In addition, the Committee, through its chair and with the administrative support of the Company Secretary, shall submit a report annually to the Board summarising the Committee's activities during the relevant financial year. The report should include:

- (i) Reference to the Committee's main authority, responsibilities and duties in
- (ii) the context of this Charter.

- (iii) Details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member.
- (iv) Details of any change to the independence or qualifying (as a member of the Committee) status of any Committee member during the relevant period, if applicable.
- (v) A summary of the Committee's operations and performance, and the
- (vi) material issues addressed by the Committee during the relevant period.
- (vii) A review of the Committee's charter and terms of reference and any
- (viii) recommendations arising.

k) Disclosure

In accordance with the prudential governance practice and section 300(10) of the Corporation Act (if and as applicable):

- (i) The names of the members of the Committee will be disclosed on the Company's website.
- (ii) With respect to each annual period the Company will disclose on its website or in its annual report:
  - The number of times the Committee met.
  - The individual attendances of Committee members at those meetings.

**4. Appendix G - Corporate Transactions Sub-Committee Charter**

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## Terms of Reference

### 1. Establishment

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- 1.1 The Board of Perth Markets Group Ltd (“PMGL” or “the Company”) resolved on 21 June 2022 to constitute a Sub-Committee to consider all share transfer documents presented to the Board for approval (the “Sub-Committee” or “CTSC”).
- 1.2 This Sub-Committee was formed following Brisbane Market Ltd.’s (“BML”) declaration of intent (“the Intention”) to acquire a controlling interest in PMGL and the resulting increase in declared buyers, sellers and proposed share transfer activity in relation to PMGL shares.
- 1.3 Subject to the PMGL constitution, the Sub-Committee presents its recommendations and is accountable to the Board.

### 2. Scope and Remit

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- 2.1 The CTSC’s primary function is to review, manage and recommend to the Board corporate actions with respect to any proposed share transfers in PMGL.
- 2.2 The Sub-Committee may review and consider other shareholder matters in determining its recommendations, as directed by the Board.

### 3. Membership

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- 3.1 Members of the Sub-Committee shall be appointed by the Board.
- 3.2 The Sub-Committee shall be made up of three members at all times who do not have a conflict in any matter being considered by the CTSC.
- 3.3 The Board will appoint the Chair of the CTSC who shall be an independent non-executive director of PMGL. In the absence of the Chair, the remaining members shall elect one of themselves to chair a meeting who would qualify under these terms of reference.
- 3.4 The CTSC may invite executives of PMGL to attend meetings.

### 4. Secretary

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- 4.1 The Company Secretary or their nominee shall act as Secretary to the CTSC.

### 5. Quorum

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- 5.1 The quorum necessary for the transaction of business shall be THREE including at least one independent director.
- 5.2 A duly convened meeting of the CTSC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or

exercisable by the Sub-Committee.

## **6. Meetings**

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- 6.1 The Sub-Committee shall meet as and when required.
- 6.2 Meetings of the CTSC shall be called by the Secretary at the request of the Sub-Committee Chair.
- 6.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be forwarded to each member of the CTSC and any other invitee no later than 3 working days before the meeting. Supporting papers shall be sent to CTSC members and other attendees, at the same time.
- 6.4 All or any of the members of the CTSC may participate in a meeting by means of any communication equipment, which allows all participants to hear each other. A person participating by such means shall be deemed to be present and shall be entitled to vote and be counted in a quorum accordingly.

## **7. Minutes of Meetings**

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- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the CTSC, including recording the names of those present and in attendance.
- 7.2 Minutes of Sub-Committee meetings shall be circulated to members of the Board excluding any member that has a conflict of Interest.

## **8. Duties**

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- 8.1 To make recommendations to the Board in relation to share transfer documents and other matters related to any proposed share transfer(s).
- 8.2 To afford guidance and recommend strategies to the Board, excluding any conflicted PMGL Director, as appropriate in relation to the Intention.
- 8.3 To oversee the review of the BML formal proposal (the "Proposal") (including the due diligence process where necessary), when and if any Proposal is received. This objective consideration will include whether the Proposal is in PMGL's best interests, key risks and opportunities.
- 8.4 To consider recommendations from Management in respect of the Intention and any other proposed share transfer.
- 8.5 To undertake any other responsibilities as may be delegated by the Board from time to time in relation to the Intention, share transfers and ancillary corporate actions.
- 8.6 To provide instructions to legal advisers and obtain legal advice, on behalf of PMGL, as required in relation to the above duties, in consultation with the Secretary.
- 8.7 To act in a confidential manner, and maintain the confidentiality of the matters and documents considered by the CTSC, including refraining from disclosing or permitting to disclose, either directly or indirectly, any of those matters except:
  - 8.7.1 to the extent required by law; or

8.7.2 to PMGL's insurers or PMGL's accounting or legal advisers, as and when required.

## **9. Authority**

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9.1 The CTSC is authorised to seek any information it reasonably requires from any employee of the Company in order to perform its duties. All employees are directed to co-operate with any reasonable request from the Sub-Committee.

9.2 The CTSC is authorised to obtain, at the Company's expense, external independent advisors on any matter within its terms of reference.

## **10. Reporting**

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10.1 The CTSC Chair shall report, in the terms agreed by the CTSC, to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The CTSC shall make such recommendations to the Board as it deems appropriate within its remit where action is required.

## 5. Appendix H – Perth Markets Site Safety Advisory Committee (SSAC)

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### Terms of Reference

#### 1 Remit

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To provide Perth Market Group Ltd (PMGL) and site users with opportunities for effective consultation and participation in decision making about workplace health and safety within the markets.

This committee is committed to providing a forum where all work health and safety matters can be raised and discussed freely and respectfully.

It makes recommendations to PMGL as appropriate for the Perth Markets Site (the “Site”) in line with the requirements set out within the Work Health and Safety Act 2020, Work Health and Safety (General) Regulations 2022, relevant codes of practice and Australian Standards.

#### 2 Scope

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The scope of the Committee’s remit will include, but will not be limited to:

- a) Consultation and communication:
  - I. Provide an environment for cooperation and consultation between PMGL and site users on health and safety issues.
  - II. Assist in the assessment, review, design and development of health and safety standards, including rules and guidelines as to the use and occupation of the Site from time to time, so far as is reasonably practicable.
  - III. Consider and make reasonable and practical recommendations on proposed changes to the workplace, work organisation or work practices that may affect the health and safety of Site users and occupiers.
  - IV. Seek the opinions and expertise of Market West and other Site users to gather WHS related information and data in relation to current and future Site practices, developments and operations.
  - V. Assist in the development and publication of clear and concise communications that promote Site safety and ensure all businesses and Persons Conducting a Business or Undertaking (PCBUs) on site are aware of their duties and obligations under the Work Health and Safety Act.

b) Site Users Engagement:

- (i) Facilitate co-operation between PMGL, Market West and Site users and occupiers in initiating, developing, carrying out and monitoring measures designed to reasonably protect the health, safety and welfare of Site users and occupiers including tenant employees and contractors.
- (ii) Act as a forum for representatives of those users and occupiers of the Site to voice WHS concerns and to inform PMGL of WHS risks occurring on the Site.

c) Generally

- (i) Examine health and safety audit or monitoring reports, and reports of hazards and work-related incidents, make recommendations about any changes that need to be made in the Site.
- (ii) The SSAC is a consultative advisory committee not a management or prescribing committee. It will not consider matters which can be and should be decided by management or by the individual(s) closest to the source of the issue or grievance.
- (iii) The Committee may be requested by PMGL or the Board to perform other tasks to the above Site safety function.

### 3 Governance

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(a) Establishment of the Committee

The Committee is established under the authority of PMGL as a consultative advisory committee with oversight by the Board.

The composition, terms of reference, functions and procedures of the Committee may be amended from time to time by PMGL including on recommendation by the Committee.

The Committee should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias and to meet any regulatory requirements relevant to occupational health and safety.

(b) Membership of the Committee

(i) Members

- Chair – CEO, PMGL.
- PMGL Board Representative
- PMGL WH&S Advisor

- PMGL Worker Representative (Non-Management)
- Market West Representative
- Tenant representatives including tenant WH&S representatives - desirably not less than three and not more than six.
- Other members – [TBD]

(ii) Special requirements (if any)

- Committee members between them should have an appropriate level and understanding of work, health and safety practice knowledge and sufficient understanding of the Site to effectively discharge the Committee’s mandate.
- Nominations for tenant representatives are to be made by writing to the PMGL CEO and taken to the Committee for approval.
- Observers or guests may also be invited to sit in at meetings.
- No more than 50 per cent of the Committee membership is to be representatives from PMGL Management.
- The list of the Committee members will be made available to all Site users via the Site notice boards.

(c) Chair

- (i) The Committee Chair shall chair meetings of the Committee.
- (ii) The Chair is responsible for making sure that each meeting is planned effectively, conducted according to the Terms of Reference and that matters are dealt with in an orderly, efficient manner.
- (iii) In the absence of the Committee Chair, the Committee will elect another to chair meetings of the Committee.

(d) WH&S Advisor – Committee Secretarial Role

The WH&S Advisor (or nominee) will fulfil the usual committee secretarial role for the Committee. In normal course, an assigned PMGL office administrator will attend and take the meeting notes/minutes.

(e) Committee Members will:

- (i) respect the views of others and will encourage other members to participate in discussions
- (ii) ensure that a speaker has a chance to complete what they want to say without interruption, and

(iii) ensure time allowed is adequate to discuss all items, provide reasonable advance written notice, wherever possible, of matters to be raised at the meeting by placing them on the agenda.

(f) Meeting Procedures

- (i) The Committee shall meet at least 4 times annually, or as required, on dates and times agreed by the members, or as called by the Committee Chair or at least 4 Committee members.
- (ii) As far as possible, Committee agendas and supporting papers shall be distributed to Committee members a reasonable period in advance of the meeting.
- (iii) A quorum shall comprise at least 50% of members of the Committee, including the chair, but in any event not less than 4 members, of which 2 must be tenant representatives.
- (iv) Any information provided to the Committee should be de-identified to the extent it does not reasonably lead to identification of personal or health information of any worker. Members of the Committee will not be permitted access to personal or medical information of any worker without their express consent.

(g) Decision making/Committee resolutions

- (i) The Committee will make decisions with the agreement of all members. If all members are not in agreement, the issue will be reconsidered at a later meeting. If agreement is still not achieved, it will be referred to the Audit Finance and Risk Committee (AFRC).
- (ii) Recommendations made by the Committee will be reviewed by PMGL and forwarded to the AFRC for information.
- (iii) Any proposed changes to existing site rules, or the introduction of new rules, must be approved by the Board before being implemented or enforced.

(h) Minutes

- (i) Minutes of each meeting shall be prepared by the Committee secretary, settled by the Committee Chair and distributed to each member of the Committee promptly following the relevant meeting.
- (ii) The minutes of each Committee meeting shall be submitted to the next meeting of the AFRC for noting.
- (iii) The minutes of each Committee meeting shall be submitted to the next succeeding meeting of the Committee for their formal approval by the Committee as a fair and correct record of proceedings, and signed by the Committee Chair.

(iv) Minutes of each Committee meeting shall be recorded as approved once approved by the Committee in the proceeding meeting.

(i) Power, Authority and External Advice

The Committee will provide recommendations to PMGL board and management for consideration which contributes to improving and managing safety onsite.

(j) Reporting (Periodic)

The Committee, through its Chair, shall report in summary to the AFRC. The report should include but not be limited to:

- material issues arising at the meeting of the Committee:
- any matters that, in the opinion of the Committee, should be brought to the attention of PMGL.

(k) Reporting (Annual)

In addition, the Committee, through its Chair and with the administrative support of the Committee Secretary, shall submit a report annually to the AFRC summarising the Committee's activities during the relevant financial year. The report should include:

- reference to the Committee's main authority, responsibilities and duties in the context of this Terms of Reference.
- details of meetings, including the number of Committee meetings held during the relevant period, and the number of meetings attended by each Committee member.
- a summary of the Committee's operations and performance, and the material issues addressed by the Committee during the relevant period; and
- a review of the Committee's Terms of Reference and any recommendations arising.

## **Appendix I Board Members' and Executives' Code of Conduct**

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In this Code the term “**Officer**” refers to a Board member and each member of the Organisation’s executive or leadership team and includes any “director or officer” of the Organisation as defined in the Organisation’s enabling legislation.

By this Code Officers are expected to lead by example with management charged with responsibility for creating a culture in the Organisation that promotes ethical and responsible behaviour.

### **Care, Skill and Diligence**

An Officer has a duty to use reasonable care and diligence in fulfilling the functions of the office of the Officer and exercising the powers attached to that office.

### **Good Faith**

An Officer must act honestly, in good faith, and in the best interest of the Organisation and for a proper purpose.

### **Proper Purpose**

An Officer must use the powers of the Officer’s office for a proper purpose of the Organisation. An Officer’s primary responsibility is to the Organisation but the Officer should also have regard to the interests of the Members as a whole and its stakeholders.

### **No Misuse of Information**

An Officer must not misuse information gained as an Officer improperly to gain advantage for the Officer, or for someone else, or to cause detriment to the Organisation.

### **No Misuse of Position**

An Officer must not misuse his or her position as an Officer improperly to gain advantage for the Officer, or for someone else, or to cause detriment to the Organisation.

### **Conflicts of Interests**

An Officer must avoid compromising their duties or responsibilities to the Organisation through a conflict of interest and must not give preference to personal or other interests, or to the interests of any associate or related person/entity, where to do so may be in conflict with the interests of the Organisation.

### **Disclosure of Interests**

A Board Officer and the CEO must disclose in accordance with the Organisation’s Governance Charter to all other Board Members any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Organisation.

A non-Board Officer must disclose via the CEO any material personal or other interest that he or she, or any associate or related person/entity, may have in a matter that relates to the affairs of the Organisation.

### **Accountability**

An Officer has a duty to account to the Organisation for relevant opportunities which arise as a result of his or her being an Officer and to use the Organisation's resources only for the best interests of the Organisation for a proper purpose.

### **Confidentiality**

Confidential information received by an Officer in the course of his or her duties of office remains the property of the Organisation and should not be disclosed to any other person without the prior written informed consent of the Chair or the CEO unless the disclosure is under compulsion of law, and even then, only after prior written advice to the Chair or the CEO.

### **Board Decisions**

When deciding and subject to below, an Officer must make the decision in good faith for a proper purpose and without material personal interest, must use reasonable care and diligence when assessing the subject matter of the decision, and must rationally believe the decision to be in the best interests of the Organisation.

### **Reliance on Information by Board Officers**

A Board Officer may rely on information or advice from Board Committees, officers and competent experts and advisers to the Board or the Organisation provided he or she does so in good faith and makes an independent assessment of the information or advice and the competence of the person or group providing the information or advice.

### **Delegation by Board Officers**

When delegating powers, a Board Officer must satisfy him or herself as to a delegate's reliability and competency and must reasonably believe in good faith that the delegate will act in conformity with their duties and the Constitution.

### **Organisation's Reputation**

An Officer should not engage in conduct likely to have an adverse effect on the reputation of the Organisation or discredit its objects.

### **Compliance**

An Officer must comply with all applicable laws and regulations and act in accordance with this Code of Conduct.

### **Policy Adherence**

Without restricting an Office's right to question the appropriateness of any governance related policy, process or code of conduct in this Charter through appropriate channels, an Office must not act in a manner contrary to, or which denigrates, any such governance related policy, process or code of conduct.

### **Communication and Enforcement**

This code is to be communicated and promoted to Officers with reinforcement by appropriate training and proportionate disciplinary action if it is breached.

## **6. Appendix J – Conflict of Interest Protocol**

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### **Purpose**

The purpose of this protocol is to provide guidance to the Organisation's Board members (***Board Members or Directors***) in the event of a conflict of interest arising for those Board Members (either duty v's duty or duty v's personal interest) and to provide for the establishment of procedures to facilitate good corporate governance and legal compliance.

### **Background**

The Organisation is regulated for these purposes by its constitution and the relevant legislative enactments under which the Organisation is constituted. The law surrounding the disclosure of interests with respect to the Organisation is contained in that legislation. The constitution of the Organisation also needs to be considered.

This policy document is confined to "conflicts of interest" and does not purport to extend to the broader general common law and statutory duties of Board Members.

### **Adoption and Monitoring**

This policy document has been adopted and endorsed by the Board.

The Board will periodically monitor compliance with this policy document.

### **Principle Obligations**

Generally (subject to any specific requirements of the Organisation's constitution and its enabling legislation)

- Constitution - rules prescribed in the relevant legislation under which the Organisation is constituted take priority over any conflicting constitutional provision in the Organisation's constitution.
- Disclosure - a Director who has a material personal interest in a matter that relates to the affairs of the Organisation must give the other Directors notice of the interest unless a prescribed exception applies.
- Contents of notice - the notice must give details of the nature and extent of the interest

and the relation of the interest to the affairs of the Organisation.

- Timing of notice - the notice must be given at a Board meeting as soon as practicable after the Director becomes aware of the interest in the matter.
- Minutes - the details must be recorded in the minutes of the meeting.
- Standing notice - a Director may give standing notice of an interest, including before the interest becomes a material personal interest.
- Participation - the ability of a Director to participate in the board meeting at which the matter will be considered and to count towards the quorum of that meeting will be governed by the Constitution and the law.

### Specific Constraints

- Restrictions on voting and being present - a Director who has a material personal interest in a matter being considered at a Board meeting must not:
  - Be present while the matter is being considered or deliberated.
  - Vote on the matter.
  - Exceptions – subject to contrary specific requirements of the Organisation’s Constitution or enabling legislation - the following exceptions apply to the foregoing:
    - Participation with Board approval - the other Directors who do not have a material personal interest pass a resolution identifying the relevant Director (and the extent and nature of his/her interest and its relation to the affairs of the Organisation) and stating they are satisfied the relevant Director should not be disqualified from being present and voting
    - Participation with regulatory approval - an order may be made by the relevant regulator under the legislation under which the Organisation is constituted
    - Participation with member approval - if a quorum of non-conflicted Directors is not possible, the Board may convene a meeting of members to resolve the matter (notwithstanding the conflict of the Board’s Directors).

### Board Procedures to Assure Good Governance

The following are examples of circumstances which are likely to give rise to a Board Member having a conflict of interest or prospective conflict of interest (**Relevant Circumstance**) but excluding a circumstance, event or conflict arising only from the Board Member (or a Related Party):

- Being a Member, or an associate of a Member, of the Organisation.
- Being a routine customer or recipient of goods or services from the Organisation in the ordinary course of the Organisation’s operations on commercial arms’ length term.
- Holding a position of office in the Organisation.

Non-exhaustive examples of Relevant Circumstances include:

- A Board Member or a Related Party has a direct or indirect pecuniary interest in a contract or proposed contract with the Organisation.
- A Board Member or a Related Party holds an office in an entity with which the Organisation may have dealings.
- A Board Member or a Related Party has an investment in an entity with which the Organisation may have dealings, other than a mere portfolio investment where investment discretion resides with a third party.
- Any other transaction or circumstance affecting the Organisation where the Board Member (acting in good faith with objectivity and reasonableness) may believe that they might not be able to exercise judgement with impartiality in the best interests of the Organisation.
- For purposes of this Appendix:
  - Related Party Definition: A "Related Party" includes a Board Member's spouse, close family member, or any entity or person over whom the Board Member has substantial control or influence.
  - Notification Requirement: Each Board Member must notify the Secretary in writing about any Relevant Circumstance as soon as they become aware of it. If the notice is not given before a Board meeting discussing the matter, the Board Member must declare it at the meeting.
  - Register of Relevant Circumstances: The Secretary will record all notifications of Relevant Circumstances in a Register, maintained by the Board and available for inspection upon request. The Register will be reviewed during Board meetings if relevant.
  - Board Member Responsibility: Board Members must ensure their Register details are current, complete, and accurate. The Secretary will periodically (at least annually) ask Board Members for any updates to the Register.
  - Meeting Protocol: An affected Board Member should leave the meeting during discussions, deliberations, and voting on matters where there is a conflict of interest unless there is a special reason not to do so, as determined by the meeting presider and agreed upon by the unaffected Board Members.
  - Participation in Meetings: The presiding person may request the affected Board Member to provide preliminary input or answer specific questions, but the Board Member is not obligated to do so if deemed inappropriate.
  - Conflict of Interest: Affected Board Members cannot participate in deliberations, decisions, or voting on matters where their Relevant Circumstance creates a conflict of interest, subject to any exceptions.

### **Board Committee Meetings**

This Conflict of Interest Protocol shall apply in the same manner to Board Committees as it

does to the Board itself with such adaptations as are necessary to give effect to the interest of this paragraph.

### **Attachments**

Attachments I(1) and I(2) to this Conflict of Interest Protocol include procedures and forms to assist giving procedural effect to this Conflict of Interest Protocol.

### **Attachment I (1) – Notice of Disclosure of Interest/Prospective Conflicts of Interest**

**To: The Board**

**From: The person named in the Schedule (Director)**

This notice is pursuant to:

- Constitution of the Organisation (*Constitution*)
- Governance Charter of the Organisation (*Charter*)
- Any applicable legislation or regulation applying (*Law*)

Set out in the schedule to this notice are details of transactions, events, matters or circumstances that may give rise to the Director having a material personal or other interest in transactions in which the Organisation may be or become involved (“**Relevant Circumstance**”).

Other than as set out in the schedule to this notice, or as may previously have been disclosed by the Director to the Organisation and be recorded in the relevant Register maintained by the Organisation in accordance with the Charter, to the best of the Director’s actual knowledge information and belief the Director does not have any material personal or other interest in any matter that relates to the affairs of the Organisation which, if subsisting, would be required to be disclosed in the terms of the Constitution, the Charter or the Law.

The Director notes that the Organisation is to include in its relevant Register maintained pursuant to the Charter the information disclosed in this notice.

The Director confirms that notwithstanding the disclosure in the terms of this notice, nothing thereby relieves the Director of the Director’s duties as a member of the Board with respect to conflicts of interest in the terms of the Constitution, the Charter and the Law.

### **Schedule**

1. Date (insert date of notice):        /        /2.
2. Director (insert name): \_\_\_\_\_
3. Director (signature):        \_\_\_\_\_

4. Details of Relevant Circumstance(s)  
 [ ]

**Attachment I (2) – Register of Conflicts of Interest (Refer Governance Charter)**

Preliminary Notes

A separate folio section is to be maintained for each Director from time to time.

A copy of each Notice of Disclosure received from a Director is to be filed in the separate folio section referable to that Director.

The composite of all folio sections (together with filings under each folio section) is to constitute this Register.

On the header sheet for each folio section is to be entered:

- The name of the Director.
- The date of each notice of disclosure received and the date of entry in the Register of each notice of disclosure.  
 (refer pro-forma attached).

A copy of this Register should be available at all relevant times for reference purposes.

[Pro Forma] – Header Sheet for Each Folio Section on the Register

Name of Director: [ ]

Disclosure Notices	Details of Relevant Circumstance(s)
1. Date of Notice:	
Date of Entry in Register:	
2. Date of Notice:	
Date of Entry in Register:	
3. Date of Notice:	
Date of Entry in Register:	
4. Date of Notice:	
Date of Entry in Register:	

<p>5. Date of Notice:</p> <p>Date of Entry in Register:</p>	
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## 7. Appendix K – Organisation Code of Conduct

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### Introduction

The Organisation is committed to being a responsible corporate citizen. The Organisation interprets its responsibilities as not only requiring it to abide by the laws respectively binding upon the Organisation, but also requiring it to conduct its business in accordance with the ethical principles and practices set out in this Code.

The Board charges management with and requires that the Code extends to the Organisation as a whole, including the Board, the council and the Organisation’s executives and personnel generally so as to create a culture within the Organisation that promotes ethical and responsible behaviour.

### Organisational and Operational Integrity

#### Values

The organisation abides by and endorses the following values:

- Open Minded
- Respect for All
- Accountable
- Safety and Wellbeing
- One Team

#### Honesty, integrity and fairness

The Organisation recognises the importance of conducting its operations in a manner consistent with the principles of honesty, integrity and fairness.

#### Legal and regulatory compliance

Compliance with all relevant laws and regulations binding upon the Organisation is expected.

#### Transparent accountability

The Organisation recognises the attributes of transparent accountability in the management of the Organisation's affairs, subject to prudential confidentiality and commerciality constraints.

#### Political Involvement

The Organisation will not participate in party politics. This does not restrict the Organisation appropriately advocating or supporting policies relevant to the Organisation's best interests, which policies may have political implications.

#### Bribes and Corruption

Corrupt practices are not acceptable, irrespective of local standards or practices in the place of business. The Organisation and its personnel must not, directly or indirectly offer, pay, solicit or accept bribes or participate in any corrupt arrangements or payments, and must promptly notify the Organisation's designated officer (if any) for probity matters (or in the absence of a designated officer, the CEO or Chairman) should any information concerning such practices come to their attention. Also refer Appendix W.

#### Competition

The Organisation supports the principles of free and fair competition in the market in compliance with applicable competition and consumer protection laws.

#### Privacy and Information

The laws in relation to privacy, and the use of confidential or sensitive information, will be respected by the Organisation. Also refer Appendix Z.

#### Conflicts of Interest

Conflicts of interest are to be avoided.

Where a conflict of interest does arise, full disclosure must be made to the person's supervising officer (or otherwise as provided in the Organisation's Governance Charter) and all relevant persons must not participate in any related decision-making processes. Also refer Appendix J.

#### Whistleblowing

The Organisation is committed to fostering an environment where concerns about illegal or unethical behaviour which affect the Organisation can be reported in the confidence and without fear of retribution. The Organisation will treat reports of this kind to the designated officer (if any) for such purpose (or in the absence of a designated officer, the Secretary or the CEO) with the seriousness they deserve and investigate and act on them appropriately and promptly. Also refer Appendix X.

#### **Labour**

##### Discrimination

The Organisation recognises the dignity of each worker, and the right to a workplace free of harassment, abuse and unfair treatment.

Decisions on hiring, salary, benefits, advancement, termination or retirement will be based on the best interests of the Organisation and the person's ability to fulfil the relevant requirements of the position.

There must be no discrimination based on race, creed, gender, marital or maternity status, religious or political beliefs, age or sexual orientation.

#### Forced Labour

The Organisation must not use forced labour in any form.

#### Child Labour

The Organisation recognises the rights of every child to be protected from economic exploitation and from performing any work that is likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development.

#### Compensation

The Organisation will provide each worker with at least the minimum prevailing legislated wage.

#### Benefits

The Organisation must provide each worker with all benefits legally required.

#### Hours of Work/Overtime

The Organisation will comply with legally mandated work hours and compensate for overtime (as appropriate).

#### Freedom of Association

The Organisation recognises the right of workers to form and join trade unions and to bargain collectively or individually.

#### Diversity

The Organisation respects and values the benefit of diversity (including skills, experience, perspective, gender, culture, age and otherwise) to enrich the Organisation and to enhance the probability of achievement of the Organisation's objectives. Also refer Appendix S.

### **Health & Safety**

The Organisation aspires to providing a safe and healthy working environment at all times, in accordance with accepted sound practices for occupational health and safety, including having regard to prevailing knowledge of the industry and of any known and probable

specific hazards. Also refer Appendix V.

### **Environment**

The Organisation and its personnel must comply with all applicable environmental laws and regulations. Also refer Appendix U.

### **Community**

The Organisation will strive to be a respected corporate citizen and to operate in a manner which encourages a lasting, beneficial and constructive relationship with the communities in which it operates.

### **Contractors**

The Organisation expects its tenants and those with whom the Organisation contracts to observe comparable standards to those set out in this Code of Conduct in their dealings with the Organisation.

### **Compliance**

The Organisation should ensure the availability, communication and training of this Code of Conduct throughout the Organisation, its personnel and its principal contractors and suppliers.

The Organisation should oversee and monitor compliance with this Code of Conduct and implement proportionate disciplinary action if it is breached.

The Organisation should maintain sufficient records and evidence to demonstrate its activities to ensure compliance with this Code of Conduct. This may include internal and external audits in relation to compliance with this Code by the Organisation and its personnel.

## 8. Appendix L – Role and Responsibility – Chief Executive Officer – Delegated Authority

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### Authority and Responsibilities of the CEO

The CEO is vested with the authority and responsibility for the comprehensive management of the Organisation and its operations.

The Board delegates to the CEO the following authorities:

**Development and Implementation of Strategies:** The CEO is tasked with developing business plans, budgets, and strategies for the Board's consideration and, upon approval by the Board, implementing these plans, budgets, and strategies.

**Operational Compliance:** The CEO shall ensure that the Organisation's operations and business activities adhere to the parameters established by the Board and shall keep the Board informed of any material developments in the Organisation's operations and business.

**Board Referrals:** For any proposed transactions, commitments, or arrangements that exceed the Board's established parameters, the CEO must refer these matters to the Board for consideration and approval.

**Risk Management:** The CEO is responsible for identifying and managing operational and corporate risks. Where these risks could materially impact the Organisation's business, the CEO shall formulate and implement strategies for their management.

**Financial and Reporting Systems:** The CEO shall manage the Organisation's financial and other reporting mechanisms and control and monitoring systems to ensure the timely capture of all relevant material information and their effective functioning.

**Board Information:** The CEO shall provide the Board with sufficient, timely, and relevant information regarding the Organisation's operations, business, corporate performance, financial condition, and prospects to enable the Board to fulfill its governance responsibilities.

**Policy Implementation:** The CEO shall implement the policies and codes of conduct approved by the Board and monitor, review, and report to the Board on these policies and codes of conduct.

**Internal Processes:** The CEO shall manage and adapt the Organisation's internal processes and procedures to ensure optimal outcomes for the Organisation.

### **Accountability to the Board**

In alignment with the above responsibilities, the CEO shall:

**Status Reporting:** Report to the Board on the status of policies, strategies, directions, and plans set or approved by the Board.

**Material Events Notification:** Inform the Board of all events within his/her knowledge or awareness that may or do have a material impact on the Organisation's activities or well-being.

**Adherence to Limitations:** Observe limitations set forth by the Board.

**Consultation with the Chair:** Regularly meet and consult with the Chair (as the lead representative of the Board) on all pertinent matters.

### **Leadership**

**Leadership Provision:** Provide strong, clear leadership to the Organisation.

**Code of Conduct:** Ensure the Organisation's Code of Conduct is regularly updated, monitored, communicated, and reinforced with ongoing training.

**Direction and Culture:** Provide direction, set goals, and energize all parts of the Organisation while fostering a culture of innovation and enablement that reflects the Organisation's values and philosophy.

**Environmental Monitoring:** Monitor and interpret the external environment to optimally position the Organisation.

**Stakeholder Awareness:** Maintain awareness of political, governmental, business, and industry developments at local, national, and international levels.

**Association Participation:** Engage in relevant business and professional associations, networks, and activities to advance the Organisation's interests.

**Stakeholder Relationships:** Build and maintain relationships with stakeholders.

**Public Representation:** Represent the Organisation in public and media to promote its interests.

### **Management**

The CEO shall provide overall management oversight and responsibility for the Organisation, specifically in:

**Executive Personnel:** The appointment and management of key executive and management personnel.

**Structural Systems:** Setting up, maintaining, and reviewing structures, systems, policies, processes, and procedures to guide, support, inform, service, and monitor the Organisation's primary functions.

**Legal and Ethical Practices:** Ensuring adherence to legal, ethical, and professional practices and boundaries consistent with the Organisation's Code of Conduct.

**Financial Management:** Managing financial activities within agreed budgets and informing the Board promptly of any material adverse budgetary movements.

**Operational Efficiency:** Ensuring the effective and efficient functioning of the Organisation and all its parts.

### **Integrity**

The CEO shall, at all times and whether on Organisation business or personal time, conduct him/herself:

**Code of Conduct Adherence:** Consistently with the Organisation's Code of Conduct.

**Reputation Management:** In a manner that does not bring the Organisation or any part or entity within the Organisation into disrepute or disrespect.

## 9. Appendix M – Board Calendar (Governance Issues)

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### Strategy

- Plan development/adoption
- Monitor implementation progress
- Review plan

### Board /Committee/Director review and evaluation

- Composition/succession/skills
- Evaluation of performance
- Remuneration

### Governance Charter

- Compliance
- Review/monitor
- Reports by Committees

### Strategic Governance Issues

- Audit Report
- OH&S Report
- HR Report
- Environmental Report
- Risk Management Report
- Legal Report
- Diversity Report

### Strategic Governance Issues

- Audit Report
- OH&S Report

- HR Report
- Environmental Report
- Risk Management Report
- Legal Report
- Diversity Report

#### Budget

- Approval/adoption
- Review/monitor

#### Performance review/monitor

- Strategy
- Operations
- Finances (revenue, expenses, capital requirements, budget, covenants, cash flow)

#### Operational Issues

- Overall operations report
- Significant project reports
- Customer/supplier relations report
- Quality/complaints report
- IT report

#### Member Issues

- Member relations and engagement
- Member communications

#### Policy Issues

- Development
- Monitor
- Review

## **10. Appendix N – Contents of Directors' Letter of Appointment**

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- Term of appointment.
- Time commitment envisaged (with an obligation on the director to inform the Chair or anything with a significant time commitment attached with the potential to intrude upon the availability of the Director in the performance of his/her role).
- Powers and duties of directors.
- Any special duties, arrangements or expectations attaching to the appointment.
- Circumstances in which the office of director becomes vacant.
- Expectations regarding involvement with committee work.
- Remuneration and expenses (if and as applicable).
- Superannuation arrangements (if and as applicable).
- Requirement to disclose all existing interests, positions, associations, relationships and matters which might bear upon or affect the director's independence and any material changes to that as disclosed.
- Periodic evaluation and review expectations.
- Requirement to comply with governance policies including Conflict of Interest policy.
- Induction training and ongoing performance development arrangements.
- Access to independent professional advice and rights of access to information.
- Indemnity and D&O insurance arrangements (if and as applicable).
- Confidentiality obligations.
- A copy of the Organisation's constitution.
- A copy of the Organisation's Governance Charter.

11. Appendix O – Delegation of Authority Matrix (to be updated and approved separately by the Board from time to time)

Delegation of Authority Matrix approved by the Board on 26 August 2025

Authority	Positions Applicable	Supplier Contracts (per annum)	Supplier Contracts Length (Years)	Tenant Leases (per annum)	Tenant Leases Length (Years)	Commercial Tenancy Agreements	CAPEX	General Expenditure	Legal Fees (Inc l. Quotes)	Sponsorship Agreements	Credit Card	Travel & Entertainment	Salary Increases (Meritorious or Other)	Recruitment
1	Board of Directors (by Resolution)	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
2	Director - Chair	350K + CEO + GFC	5	350K + CEO + CPO	15+5 + CEO + CPO	Unlimited	75K	75K	75K	50K	20K	20K	20K	200K
2	CEO	250K (with GFC) 100K Other	3 with GFC	250K (with GFC) 100K Other	10+5	In Accordance with Lease Policy	Budget +10% (with CFO) Other 50K (with CFO)	Budget +10% Other 50K	50K	25K	15K	15K	Budget or ≤10K	Budget +10% Other 100K
3	Group Financial Controller (GFC)	100K with CPO	2 with CPO	100K with CPO	10+5	In Accordance with Lease Policy	Budget +10% (with CPO) Other 25K (with CPO)	Budget +10% (with CPO) Other 25K (with CPO)	10K	5K	10K	10K	Budget +10%	Budget +10%
4	CPO	100K with GFC	2 with CPO	100K with GFC	10+5	In Accordance with Lease Policy	Budget +10% (with CPO) Other 25K (with CPO)	Budget +10% (with CPO) Other 25K (with CPO)	10K	5K	10K	10K	Budget +10%	Budget +10%
4	Executive Managers	25K with GFC	1 with GFC	-	-	In Accordance	Budget +10%	Budget +10%	5K with GFC		5K	Budget 5K		Budget +10%

						e with Lease Policy									
5.	Assistant Managers, Supervisors & Authorised Officers	-	-	-	-	In Accord ance with Lease Policy	Budget	Budget	-		Wher e Provi ded 2K	-	-		

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Document Version: V3

Related  
Policies:  
*Procurement  
Policy Lease  
Policy*

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## 12. Appendix P – Risk Management Policy and Risk Appetite Statement

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It is the policy of the Organisation that all operations are conducted in a manner which ensures, as far as reasonably practicable:

- The prospect of achievement of the goals and objectives of the Organisation (mission or purpose based, strategic and otherwise) for the benefit of the Organisation and its stakeholders is optimised.
- Performance of the Organisation (strategic, commercial and otherwise) for the benefit of the Organisation and its stakeholders is optimised.
- The health and safety of all workers, customers, visitors to the Organisation's sites and others who may be affected by the Organisation's operations are respected.
- All applicable legislation and regulatory obligations are met.
- Assets and revenue generation capacity are protected against loss and damage.
- Liability exposure is managed within prudential bounds.
- Business continuity is preserved and prompt recovery from adverse business continuity risks is managed.
- The Organisation's reputation and image, and that of its personnel, are not disrespected or damaged.
- The community and environment are respected in the Organisation's operations.

### Implementation

This policy objective will be enhanced by implementation, throughout all parts of the Organisation, of an effective risk management program including the following:

- Monitoring of issues that may impede the goals, objectives and performance of the Organisation.
- Maintenance of a risk management framework (which covers strategic, operational and other enterprise risks) based on industry accepted standards.
- Maintenance of internal control systems in order to provide management with accurate, relevant, timely and reliable financial and operating information.
- Monitoring and resolving work health and safety issues throughout the Organisation.
- Conduct of operations and maintenance of records in accordance with Organisation policies and legislative requirements.
- Monitoring and reporting to the Board and its relevant committee concerning risk management of significant circumstances and risk management issues which may affect the Organisation.
- Implementation of loss prevention and control measures directed at reducing, transferring or otherwise mitigating (within prudential risk assessed parameters) the potential for loss or damage.

- Management of insurance programs to allow the Organisation to acquire appropriate coverage at reasonable premium levels and on reasonable terms having regard to industry standards.
- Design and implementation of effective business continuity and crisis management risk strategies.

The Board is responsible for setting the Organisation's appetite for risk, overseeing the Organisation's risk management framework and satisfying itself that the framework is sound.

Responsibility for risk identification and for establishing and maintaining effective risk management strategies and practices, in the context of and within the Organisation's appetite for risk set by the Board, rests with the CEO and senior management, accountable to the CEO and the relevant Committee of the Board with responsibility for such matters.

The Organisation's risk management framework should be based on an appropriate industry accepted standard such as AS/NZS ISO 31000 2018 series (or similar) with such adaptation (as appropriate) having regard to the Organisation's particular needs.

## **Risk Appetite Statement**

### **General Purpose and Principles**

An organisation's risk appetite is the amount of risk it is willing to accept in the pursuit of achieving strategic objectives.

Approved by the Board, these Risk Appetite Statements (RAS) are designed to empower staff to make aligned, risk informed decisions and promote a consistent approach to risk tolerance across the organisation.

In addition to the RAS, the Risk Tolerance Scale defines the levels of risk taking acceptable to a specific risk theme.

PMGL has identified five corporate risk themes that the RAS are framed around. The risk themes are:

- Health & Safety
- Environment
- Reputation
- Financial Impact/Loss
- Operational Interruption.

PMGL aims to embed a balanced approach to risk as demonstrated in the RAS table below:

Risk Theme	Risk Appetite Statement	Risk Tolerance Scale
		Zero Cautious Balanced Embracing
<b>Health &amp; Safety</b>	PMGL maintains a zero-tolerance risk appetite for workplace safety, prioritising zero harm operationally. We commit to proactive measures, fostering a safe and injury-free environment for all site users as far as reasonably practicable.	
<b>Environmental Sustainability</b>	PMGL has a cautious risk appetite when it comes to activities that affect environmental compliance and embraces the adoption of technology and operational practices that continuously improve environmental sustainability.	
<b>Reputation</b>	PMGL embraces a cautious risk appetite toward reputational risk when undertaking its activities, mindful of its social and shareholder responsibilities.	
<b>Financial Impact/Loss</b>	PMGL is willing to embrace a balanced level of short-term risk in pursuit of long-term shareholder value.	
<b>Operational Interruption</b>	PMGL maintains a balanced risk appetite regarding decisions that could interrupt operations and tenant amenity, prioritising tenant satisfaction and continuity over short term gain.	

The RAS will be reviewed by the Executive Team on an annual basis, in line with the review of PMGL's Strategic Objectives. Amendments to the RAS are to be endorsed by the Board.

## **13. Appendix Q – Board and Management Performance Enhancement Policy**

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### **General Purpose and Principles**

The Organisation is committed to the ongoing professional development of its directors, officers, executives and management personnel through a process of ongoing evaluation, education and improvement, with a view to enhancing Board and management performance and effectiveness for the benefit of the Organisation and its stakeholders.

This means that directors and key executives should be equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed.

### **Evaluation/Review**

The performance of the Board, its Committees, individual directors and key executives are to be evaluated and reviewed regularly against quantitative and/or qualitative indicators based on accepted sound governance practices and standards.

### **Induction**

The Organisation will implement induction procedures designed to allow new Board appointees to gain knowledge about the Organisation and its operations so they may participate fully and actively in Board decision making at the earliest opportunity.

Such induction procedures may relate to and assist directors to gain a better understanding of:

- The Organisation's financial, strategic, operational and risk management position.
- Their rights, duties and responsibilities.
- The role of the Board committees.
- The Organisation's culture and values.
- Board and Board Committee meeting arrangements.
- Interaction with other directors as well as senior executives and stakeholders.

Similar induction processes may also be desirable for key executives.

### **Professional Development**

Directors and key executives should have access to continuing professional development opportunities to update and enhance their skills and knowledge.

This should include education and training concerning key developments in the Organisation and in the environment within which it operates, as well as developments in the regulatory environment and in governance practices.

The Organisation commits to developing a regime by which opportunities for the professional development of its directors and key executives can be identified and made available.

The Organisation should provide allowance in its annual budget for this purpose.

### **Role of Nominations and Remuneration Committee**

The Board's Nominations and Remuneration Committee, in consultation with the Chairperson, is assigned primary responsibility for strategies and processes to be developed and implemented to achieve the general purpose and principle in this policy.

## 14. Appendix R – Remuneration Policy

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### **General Purpose and Principles**

The Organisation commits to a formal and transparent process for remunerating its people. This includes developing a remuneration policy and fixing remuneration packages for senior executives with no senior executive deciding his or her own remuneration.

Remuneration is to be market competitive, fair and equitable so as to attract, motivate and retain high quality candidates.

Nothing in this policy affects or intrudes upon the express wording of any employment contract between the Organisation and an employee.

### **Remuneration for Non-Executive Directors**

In considering non-executive Director remuneration, the Nomination and Remuneration Committee and the Board should have regard to all relevant factors including:

- Any constitutional or regulatory constraints.
- Market and peer benchmarking.
- Organisational performance.
- Member sentiment.
- Cashflow capacity.
- Board workload.
- Ensuring that incentives (if any) for non-executive directors do not conflict with their obligations to bring an independent judgement to matters before the Board.

The gross amount of non-executive director remuneration should first be appropriately disclosed to and approved by the members of the organisation in general meeting.

### **Remuneration for Executive Officers**

In setting the level and composition of remuneration for executives, the Company will balance its desire to attract, retain and motivate high quality personnel with the need to ensure that:

- their remuneration incentivises them to pursue the goals and success of the Organisation (both over the short and longer terms) without taking undue risks.
- the Organisation is not paying excessive remuneration.

The structure of executive remuneration should be designed to create alignment of the interests of the executive with those of the Organisation.

Typically, that may include a remuneration structure along the following lines:

- base salary (including superannuation)
- bonus arrangement – typically set as an at risk component not to exceed a percentage of base salary whether available in salary or in some non-financial award form (e.g. extra

leave or paid attendance at relevant professional development courses or conference seminars) with its annual award being at the discretion of the Board (on the recommendation of the Nomination and Remuneration Committee) measured against the degree of satisfaction of certain key performance indicators (**KPIs**) set at the beginning of the annual period

The Organisation's remuneration is also designed to encourage loyalty and longevity of employment as well as aligning the employee's interests with those of the Organisation and the creation of genuine long term sustainable value for the Organisation.

Accordingly, the following principles might be incorporated into any at risk bonus element of remuneration packages for the executives:

- unvested bonus arrangements lapsing on the departure of the executive from employment with the Organisation, other than at the discretion of the Board if the departure is on "good leaver" basis or on compassionate grounds.
- even if bonus remuneration has vested and been awarded, if the basis upon which the vesting or award has been made proves to be mis founded for any reason whatsoever (including without limitation material misstatements in the data relied upon by which the award was made), then the correct remuneration entitlement is to be determined and any difference promptly repaid or restored by the executive to the Organisation or paid or awarded by the Organisation to the executive, as applicable.

## 15. Appendix S – Diversity Policy

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### General Purpose and Principles

*Note: In the context of this Policy and unless specifically mentioned otherwise, “Diversity” is not confined to diversity of gender and refers to people at all relevant levels within the Organisation (including board, senior executive, management and otherwise) with a diverse blend of skills, experiences, perspectives, styles and attributes gained from life’s journey, including on account of their culture, gender, age or otherwise.*

The Organisation respects and values the competitive advantage of “diversity”, and the benefit of its integration throughout the Organisation, in order to enrich the Organisation’s perspective, improve corporate performance, increase shareholder value, and enhance the probability of achievement of the Organisation’s objectives (“**Principle**”).

This Principle will manifest itself in the following areas:

- Strategic and operational:
  - Being attuned to diverse strategies to deliver the Organisation’s objectives.
  - Being attuned to diverse corporate, business and market opportunities.
  - Being attuned to diverse tactics and means to achieve those strategies and to take advantage of those opportunities.
- Management:
  - Adding to, nurturing and developing the collective relevant skills, and diverse experience and attributes of personnel within the Organisation.
  - Ensuring the Organisation’s culture and management systems are aligned with and
  - promote the attainment of the Principle.
  - Ensuring the Organisation provides for policies and practices that are aligned to the overall business objectives to attract and retain a more diverse workforce including (but not limited to):
    - Flexible working arrangements (where appropriate)
    - Celebration of diversity via team culture activities.
    - On-going cultural awareness training and establish support networks.
    - Regular activities that are inclusive of all existing and prospective staff such as the LGBTI and other communities.
    - Diversity & Equal Opportunity awareness training as part of the on-boarding process.
    - Recruitment processes that encourages the promotion of diversity, both vertically and horizontally within teams based on skills and merit.
    - Leadership and compliance training to ensure teams are equipped to manage diversity and are appropriately skilled to manager their teams effectively.

The Organisation will develop strategies, initiatives and programs to remove barriers to

promote the Principle, including the achievement of gender diversity with respect to the matters referred to in Management above.

In particular, the Organisation will set measurable objectives, and targets or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve gender diversity with respect to the matters referred to Management above.

The Organisation will implement the strategies, initiatives, programs and measurable objectives referred to in paragraphs above.

Management will monitor, review and report to the Board (including via the Nominations and Remuneration Committee on the achievement of gender diversity with respect to the matters referred to Management above and the Organisation's progress under this Policy.

### **Responsibility for Policy**

Although the Board retains ultimate accountability for this Policy, the Board has delegated responsibility for Policy implementation to the CEO.

In turn the CEO has delegated to the Organisation Secretary responsibility for the administration of this Policy (including its reporting to the Board, or the Nominations and Remuneration Committee as appropriate).

### **Measurable Objectives, Targets and Key Performance Indicators (KPIs) – Gender Diversity**

With respect to gender diversity, management will:

- Develop, for approval by the Board (including on recommendation of the Governance Committee) as appropriate:
  - Measurable objectives concerning the strategies, initiatives and programs referred to in this policy.
  - Targets or key performance indicators (KPIs) to verify progress towards attainment of those measurable objectives.
- Measure performance against those targets and KPIs.
- Report from time to time the progress of the matters referred to in this policy.
- Benchmark the Organisation's position on diversity and undertake gender pay equity audits to gain insights into the effectiveness of this diversity policy.
- If the Organisation alters its reasonable gender diversity objectives in any reporting in the terms of this Policy, it will explain that fact and indicate which set of objectives is being reported against.

### **Communication**

The Organisation commits to the communication of this Policy within the Group and to its members and stakeholders, including via its website:

- By way of transparency and accountability; and
- To better promote the prospects of attainment of the Principle.

### **Accountability**

Reporting and accountability in the terms of this Policy will be a periodic item on the Board Agenda.

- At least annually the Nominations and Remuneration Committee will report to the Board on progress towards attainment of the Principle with respect to the matters referred to this policy.

### **Overriding Caveat**

Nothing in this Policy shall be taken, interpreted or construed so as to endorse:

- The principal criterion for selection and promotion of people to work within the Organisation being other than their overall relative prospect of adding value to the Organisation and enhancing the probability of achievement of the Organisation's objectives.
- Any discriminatory behaviour by or within the Organisation contrary to the law, or any applicable codes of conduct or behaviour for the Organisation and its personnel.
- Any existing person within the Organisation in any way feeling threatened or prejudiced by this Policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.

## 16. Appendix T – Communications with Members and Other Stakeholders

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### General Purpose and Principles

The Board will seek to ensure that the Organisation communicates openly with its members and other stakeholders (subject to commercial and legal confidentiality restraints, including privacy laws) in a timely and effective manner, including by print and electronic communication means (as appropriate).

### Communication

The Organisation will use the Organisation's website to provide information about the Organisation and to complement the official release of material information so as to enable broader access to information by members and stakeholders.

Such communications will include:

- Posting to the Organisation's website:
  - The full text of the last 3 years notices of member meetings and explanatory material
  - The last three years' media releases and at least the last three years financial statements.
  - The names, photographs and brief biographical information for each of its Board members and senior executives.
  - An overview of the Organisation's current business.
  - A description of how the Organisation is structure.
  - A summary of the Organisation's history.
  - Details of current Policies or Policy positions formally adopted by the Organisation on significant issues being addressed by the Organisation.
- A key events calendar including:
  - Anticipated dates for the forthcoming year for significant events for members and stakeholders.
  - AGM and Board meetings
  - Once known, the time, venue and other relevant details for such meetings (subject to reasonable confidentiality constraints);
- Contact details for enquiries from members, media and stakeholders:
  - Use of email and social media to provide information updates to members and stakeholders.

### Stakeholder Engagement

The Organisation's member and stakeholder relations program is to be designed and is to be implemented to facilitate effective 2-way communications, including:

- By giving effect to the terms of this policy.
- To ensure reasonable accessibility of relevant Organisation personnel to engage with members, media and other relevant stakeholders to communicate information about the Organisation and to receive feedback.

- To allow members, stakeholders and media to gain a greater understanding of the Organisation's operations, mission or purpose, governance, performance and Policies.
- To provide an opportunity for members, stakeholders and others to express their views to the Organisation on matters of concern or interest to them, and for those views to be distilled and communicated to the relevant Organisation person, including the Board, the Councils and the Forums as appropriate.

### **Media Contact**

Only those persons specifically authorised by the Board and/or the CEO have authority to speak on behalf of the Organisation.

### **Electronic Communication**

The Organisation gives the option to its members to electronically receive communications from, and to electronically send communications to, the Organisation.

Electronic communications from the Organisation are to:

- Be formatted to be easily readable on a computer screen and other electronic devices commonly used for that purpose.
- Include a printer friendly option for those who wish to retain a hard copy of the communication.

## 17. Appendix U – Environmental Policy

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### General Purpose and Principles

- The Organisation accepts its responsibility to take all appropriate measures to respect the environment and mitigate risks to the environment arising by reason of the Group's activities.
- The Organisation is committed to developing, maintaining and improving standards and practices to meet this responsibility.

### Everyone's Responsibility

Environmental respect and care is the responsibility of everyone:

- Each person who works for, contracts with or does business with the Group ("**Personnel**").
- The Group, by dedicating appropriate human, financial and managerial resources to achieving the Group's strategic and business objective environmental outcomes.

Acceptance by Personnel of that responsibility is a fundamental term of their engagement with the Group.

Implementation of this policy is the responsibility of management under the oversight of the Company Secretary, reporting to the CEO as well as periodically to the Board Audit, Finance and Risk Committee on behalf of the Board.

### Objectives and Targets

The Group will set objectives and targets with the aim of reducing:

- The likelihood.
- The severity of consequence.
- Of environmental risks.

The Group will measure performance against such objectives and targets by analysing outcomes and implementing risk mitigation initiatives with a view to continuous improvement of performance outcomes.

### Contractors and Subcontractors

Contractors to the Group, and their subcontractors and employees, are expected to observe and comply with the environmental respect and care standards and practices developed in the terms of this policy.

### Specific Environmental Matters

The Group commits:

- **Legislative and Regulatory Compliance** - to complying with all applicable legislative and regulatory requirements.
- **Environmental Management Plans** - to preparing environmental management plans as

appropriate for each relevant site where the Group undertakes its business.

- **Risks** - to:
  - Performing risk assessments to identify relevant risks associated with environmental care and sustainability.
  - Implementing control and/or risk mitigation initiatives to address such risks.
  
- **Education and Training** - to continuing environmental awareness, education and training programs as well as appropriate initiatives to:
  - Minimise the incidence of risk to the environment arising from the Group's activities.
  - Mitigate the consequences of environmental harm arising.
  - Build the capability of Personnel to appropriately address environmental risks and deal with the consequences of such risks.
  
- **Reporting** - to encouraging the reporting to relevant officers within the Group with responsibility for environmental care and sustainability of all relevant environmental harm:
  - Risks
  - Incidents

To facilitate the delivery of the aims and objectives of this policy.

- **Monitoring and Evaluation** - monitoring and evaluation of Group policies/practices, and their implementation, to achieve the aims and objectives of this policy with a view to continuous improvement of environmental performance outcomes.
  
- **Emergencies** - to plan for the Group and Personnel to effectively deal with relevant environmental risk emergencies that may arise so as to mitigate the consequences of such risks.
  
- **Budgetary Business Planning support** - to appropriate sufficient budgetary and business planning support and resources to achieving the principles and purpose of this policy.

### **Policy Review**

This policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Board Audit, Finance and Risk Committee, to ensure the policy at least meets contemporary industry standards and practices as well as the delivery of the policy's principles and purpose.

## 18. Appendix V – Workplace Health and Safety Policy

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### **General Purpose and Principles**

The Organisation accepts its responsibility to take all appropriate measures to provide and maintain a safe workplace and system of work for all personnel (“**Personnel**” i.e., those who work for or on behalf of a Group member, including those who enter a worksite under the ownership and/or control of a Group member).

The Group is committed to developing, maintaining and improving standards and work systems/practices to provide for the workplace health and safety of all such Personnel within the terms of this policy and any applicable legal requirements.

This policy is to be read in conjunction with the Group Code of Conduct/Values.

### **Everyone’s Responsibility**

Workplace health and safety is the responsibility of everyone:

- Each person to themselves
- Each person to those around them, and to the Group.
- The Group to its Personnel by dedicating appropriate human, financial and managerial resources to creating a work environment in which such Personnel, with the reasonable co-operation of other Personnel in the terms of this policy, can work, interact and perform their respective roles without undue risk of adverse injury or health outcomes.

Acceptance by Personnel of that responsibility is a fundamental term of their engagement with the Group. Implementation of this policy is the responsibility of management under the oversight of the Company Secretary, reporting to the CEO as well as periodically to the Board Audit, Finance and Risk Committee on behalf of the Board.

### **Objectives and Targets**

The Group will set objectives and targets with the aim of reducing:

- The likelihood
- The severity of consequence

Of workplace safety and health risks.

The Group will measure performance against such objectives and targets by analysing outcomes and implementing risk mitigation initiatives with a view to continuous improvement of performance outcomes.

### **Contractors and Subcontractors**

Contractors to the Group, and their subcontractors and employees, are expected to observe and comply with workplace safety and health standards and practices developed in the terms of this policy.

### **Specific Workplace Safety and Health Matters**

The Group commits:

- **Legislative and Regulatory Compliance** - to complying with all applicable and relevant legislative and regulatory requirements.
- **Safety Management System** - Development of a safety management plan and framework that meet safety compliance standards and addresses all elements of a safety system.
- **Hazards and Risks** - to:
  - The promotion of and performing assessments to identify relevant hazards and risks associated with workplace activities.
  - Implementing control and/or risk mitigation initiatives to address such hazards and risks.
- **Education and Training** - to continuing safety and health awareness, education and training programs as well as appropriate first aid, rehabilitation and remediation initiatives to:
  - Minimize the incidence of adverse workplace safety and health outcomes.
  - Mitigate the consequences of adverse workplace safety and health outcomes.
  - Build the capability of Personnel to appropriately address workplace safety and health risks and deal with the consequences of such risks.
  - Improve safety culture.
  - Provide ways for employees to be informed about and involved in health and safety issues in the workplace.
- **Reporting** - of both lead and lag indicators to encourage the reporting of all relevant:
  - Hazards
  - Risks
  - Incidents

To relevant Group safety, health and human resource personnel to facilitate the delivery of the aims and objectives of this policy.

- **Review and Evaluation** - to periodically review and evaluate the Group's workplace safety and health arrangements with a view to continuous improvement.
- **Emergencies** - to plan for the Group and Personnel to effectively deal with relevant emergencies (including those necessitating worksite and/or country/regional evacuation) that may arise so as to mitigate the consequences of safety and health risks.
- **Budgetary Business Planning support** - to appropriate sufficient budgetary and business planning support and resources towards achieving the principles and purpose of this policy.

### **Policy Review**

This policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Board Audit, Finance and Risk Committee, to ensure the policy at least meets both regulatory and contemporary industry standards and practices, as well as the delivery of the policy's principles and purpose.

## 19. Appendix W – Anti-Bribery and Corruption Policy

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### Introduction

The Organisation is committed to being a responsible corporate citizen. The Organisation interprets its responsibilities as not only requiring it to abide by the laws respectively binding upon each of its Group entities, but also requiring it to conduct its business in accordance with the ethical principles and practices set out in the Group Code of Conduct/Values.

The Board has charged management with and requires that the Code extend to the Group as a whole, including the Board and the Group’s executives and personnel generally so as to create a culture within the Group that promotes ethical and responsible behavior.

An important element of the Code addresses bribery and corruption and states that “corrupt practices” are not acceptable, irrespective of local standards and practices in the place of business.

### General Purpose and Principles

The Group is committed to conducting its business ethically and with honesty and integrity, with a “zero-tolerance” approach to Bribery and Corruption.

This policy is consistent with the laws and business practices of Australia. To the extent to which the laws and business practices of any place in which a Group member may do business:

- Provide a higher standard of ethical probity than the terms of this policy, then to the extent to which they do, that higher standard is to be observed and complied with.
- Provide a lower standard of ethical probity than the terms of this policy, then the terms of this policy will apply.

Nothing in this policy absolves a Group Member or a Person from regulatory compliance with any local laws that may apply.

### Definitions

<b>Bribery/Corruption</b>	Includes any circumstance where one person (whether directly or indirectly through the intermediation of a third party(s)) in any manner (expressly or impliedly) offers or gives, seeks, accepts or acquiesces in the acceptance of a payment, gift, favour or advantage (financial or otherwise) to or from another: <ul style="list-style-type: none"><li>• To improperly influence the outcome of a dealing or transaction</li><li>• To induce or reward improper conduct; or</li><li>• To gain any improper commercial, contractual, regulatory, political or personal advantage.</li></ul>
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<b>Group Member</b>	The Company and each subsidiary and related company of the Company.
<b>Facilitation Payment</b>	Refers to where a small payment, reward or benefit is passed (directly or indirectly through the intermediation of a third party(s)) for the purpose of expediting or facilitating the performance or completion of an administrative, bureaucratic or relatively routine function or action, especially but not necessarily by a government or public official or employee, the service for the provision of the function or action is legally required to be delivered in any event.
<b>Person</b>	Each director, officer, employee, agent, contractor and other party acting or purporting to act for or on behalf of a Group Member.
<b>Gifts/Hospitality Benefits</b>	A benefit arising from the provision of hospitality (including attendance at social and sporting functions, meals and entertainment events) or the conferment of a gift or token of appreciation (whether or not of material financial or other value).
<b>Designated Officer</b>	An officer designated by the Organisation to receive information from Persons in the terms of this policy and includes the Company Secretary.

### Policy Prohibitions

(A) Subject to paragraph (B), Persons must not directly or indirectly, including through a third-party intermediary:

- Engage in Bribery and/or Corruption
- Make or receive a Facilitation Payment
- Make or receive a Gift/Hospitality Benefit

(B) The prohibitions in paragraph (A) do not limit:

- The making of a Facilitation Payment where the Person is being extorted and coerced to make it against the imminent threat of prejudice to the safety of liberty of the Person or another Person (or family members of such Persons) PROVIDED THAT the Person promptly then reports the making of the Facilitation Payment to a Designated Officer
- The making or receipt of a Gift/Hospitality Benefit within prudential guidelines and practices published from time to time by the Group where the Gift/Hospitality Benefit is part of a legitimate sponsorship arrangement entered into by and for the benefit of Group Member on bona fide commercial “arms-length” terms or:
  - Is made or received in the name of the Group Member and not in the name of a Person; AND
  - Is not contrary to the ethics and values in the Group’s Code of Conduct/Values;
  - AND
  - Is given or received openly and not in secret; AND
  - Is of a notional or limited value having regard to the financial and other circumstances of the recipient; AND
  - Is reasonable, justifiable, appropriate and proportionate in the context of the culture and accepted prudential business practices of both Australian and the place where the Gift/Hospitality Benefit is made or received; AND

- Is not illegal in the place where the Gift/Hospitality Benefit is made or received; AND
- Is not made or received so as to induce an improper or preferential decision or action to be taken; AND
- Is transparently accounted for in accordance with prudential guidelines and practices published from time to time by the Group.

#### **Other Relevant Responsibilities of Persons**

It is the responsibility of all Persons to:

- Comply with and assist in the implementation of this policy
- Read and understand this policy
- Raise concerns with a Designated Officer about any instance, circumstance or suspicion, based on reasonable grounds, that may indicate a breach or potential breach of this policy (refer also to the Organisation's Whistleblowing Policy)
- Refuse to take part in any Bribery, Corruption or Facilitation Payment or to receive any Gift/Hospitality Benefit which are prohibited by this policy.

#### **Policy Review**

This policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Board Risk Committee, to ensure that the policy at least meets both regulatory and contemporary industry standards and practices, as well as the delivery of the policy's principles and purpose.

## 20. Appendix X – Whistleblower Policy

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### General Purpose and Principles

PMGL's Board understands that a genuine commitment to detecting and preventing illegal and unethical behaviour must include a key component: a mechanism that allows workers and others to report their concerns freely and without fear of retribution. This Whistleblower Policy establishes that mechanism and encourages individuals to report such inappropriate conduct. This policy will be supported by the following:

- Support PMGL's risk management and corporate governance framework,'
- Promote the responsible reporting of Inappropriate Conduct in connection with the business and affairs of PMGL,
- Describe the channels through which inappropriate Conduct can be reported,
- Provide the process for dealing with reports of Inappropriate Conduct,
- Provide integrity assurance in the systems and processes by which Inappropriate Conduct is reported in accordance with this policy,
- Provide reasonable respect and protective assurance to those who report Inappropriate Conduct in accordance with this policy
- Improve the prospect of Inappropriate Conduct being detected and appropriately addressed, as well as mitigate the risk of occurrence and recurrence,
- This policy is to be read in conjunction with PMGL's Values and Code of Conduct, which states that PMGL commits to being a responsible corporate citizen and conducts its business in accordance with the ethical and legal principles and practices set out in that Code,

In particular, under the Code of Conduct, PMGL commits:

To foster an environment where concerns about illegal or unethical behaviour which affect PMGL can be reported in confidence and without fear of retribution.

### Scope

This policy applies to an eligible Whistleblower of PMGL who is or has been any of the following in relation to PMGL: directors, officers, employees (including volunteers), agents, business partners, consultants, service providers and contractors (including their employees), engaged by a PMGL member, and their respective associates and relevant relatives, dependents and spouses, as applicable ("PMGL Personnel"). Third parties with whom PMGL members deal from time to time should also have due regard to this policy with a view to their coming within the embrace of this policy.

PMGL personnel making a disclosure qualifies for protection as a whistleblower under the Corporations Act if they have disclosed information relating to a disclosable matter directly

to an eligible recipient or to ASIC, a legal practitioner, or made an emergency or public interest disclosure.

This policy is to be easily accessible and available to all PMGL Personnel, including the PMGL intranet and/or website.

### **Inappropriate Conduct**

“Inappropriate Conduct”, the subject of this policy, includes any behaviour, conduct, act or omission by a member of PMGL, by PMGL Personnel or by a third party (e.g. customer, supplier, competitor or government or regulatory official) in their dealings on behalf of or with any member of PMG, upon which the discloser has reasonable grounds to suspect concerns of misconduct (whether or not in actual contravention of any law) or an improper state of affairs or circumstances, in relation to:

- Criminality (including but not limited to theft, drug use/sale, violence or threatened violence and/or criminal damage to property or person),
- A breach of a legislative, regulatory or contractual obligation or requirement,
- Dishonest, fraudulent or corrupt (including bribery and other improper payments or inducements),
- A serious risk to the health and safety of an individual, the general public, or the financial system,
- A danger or serious risk to the environment
- A material breach of the PMGL Code of Conduct
- A material breach of any PMGL policy or procedure
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure, is believed or suspected to have made, or is planning to make a disclosure,
- An intention to conceal any of the above or records or other evidence relating to any of the above.

Inappropriate Conduct generally does not include personal work-related performance or inter-personnel grievances, especially if it is more of a social or relatively petty nature.

Examples of these grievances may consist of an interpersonal conflict between the discloser and another employee, a decision about the engagement, transfer or promotion of the discloser or a decision to suspend or terminate the engagement of the discloser. Other avenues exist for reporting and dealing with such matters under PMGL’s HR management policies and procedures.

Disclosures not considered Inappropriate Conduct do not qualify for protection under the Corporations Act. However, personal work-related matters may be protected under other legislation, such as the Fair Work Act 2009. A personal work-related grievance may still qualify for protection if it includes information about misconduct and is accompanied by a

personal work-related grievance. A breach of employment law, conduct that represents a danger to the public, the discloser suffers from or is threatened with detriment for making a disclosure, or the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

### **Reporting Obligations**

PMGL Personnel (disclosers) are required to report (“Report”) Inappropriate Conduct to an eligible recipient. To qualify for protection as a whistleblower under the Corporations Act, a report must be made directly to one of the following PMGL members:

- a) To a Senior Manager of PMGL, or
- b) To the “Public Officer”(Company Secretary), especially if they are not satisfied that in the circumstances of the matter, a Report under (a) is appropriate or is receiving the attention and follow-up it deserves,

A discloser may not qualify for protection under the Whistleblower Laws if they make a report to a party other than those listed above.

If an immediate Supervisor receives such a Report, they must promptly raise the matter with a Senior Manager for the purposes of this policy.

A report of inappropriate conduct should be made in writing to an eligible recipient in person, post, or email. Alternatively, a report can be submitted to the Public Officer (Company Secretary) via email at [companysecretary@perthmarket.com.au](mailto:companysecretary@perthmarket.com.au).

Relevant facts and available evidence must support all reports. However, verbal reports with reasonable particularity about the inappropriate conduct and its surrounding circumstances may also be made. PMGL Personnel can choose to remain anonymous while making a disclosure, during, and after the investigation is finalized. Reports can be made anonymously, confidentially, within or outside usual business hours, and still be protected under the Corporations Act. The anonymous discloser can refuse to answer questions that they feel could identify their identity at any time, including during follow-up conversations. A discloser who wishes to remain anonymous should maintain ongoing two-way communication with PMGL so PMGL can ask follow-up questions or provide feedback.

Communication with disclosers may be through anonymous telephone lines and anonymized email addresses. A discloser may adopt a pseudonym for the purpose of their disclosure.

PMGL Personnel who report Inappropriate Conduct are encouraged to identify themselves. However, PMGL Personnel who report anonymously may not be able to benefit from the protective assurance contained in this policy (due to their anonymity), and the non-disclosure of the person making the Report may impede the matter, the subject of the Report being effectively and expeditiously addressed.

In circumstances prescribed by the Corporations Act, a Report may be made to a legal practitioner (to seek legal advice on the proposed Report), relevant regulatory bodies, and other external parties (including journalists and/or members of parliament) following the requirements within the regulation for Public Interest or Emergency disclosures. More

information on these requirements are available here, [Whistleblower rights and protections | ASIC](#).

Unless prohibited by local law, if a person reports Inappropriate Conduct to a person in terms of the paragraph above, then the person should also Report the Inappropriate Conduct to an eligible recipient in terms of this policy, specifically to gain the full benefit of the protective assurances contained in this policy.

PMGL Personnel must act on reasonable grounds when reporting Inappropriate Conduct in the terms of this policy.

### **Procedures for Dealing with Reports**

PMGL will take all reasonable steps to protect the identity of the discloser and mitigate the risk of the discloser being identified. Without limitation, the following fundamental principles must be respected in the following investigation:

- The report will be assessed to determine whether it qualifies for protection and whether a formal, in-depth investigation is required,
- Outline the critical steps involved in investigating a disclosure, including the timeframes,
- The process is to keep the discloser informed and updated during the various stages of the investigation,
- How the investigation findings will be documented, reported internally and shared with the discloser,
- The confidentiality (other than on an absolute “need to know” basis and subject to paragraph below) of the identity of the discloser (unless that person voluntarily waives in writing the need for that confidentiality to be maintained, whether generally or for any specific disclosure or class of disclosure),
- The discretion with which the information the subject of the Report is to be dealt with by PMGL,
- The recording, management and handling of the Report and the information on the subject of the Report, particularly with regard to any prudential legal requirements,
- The fair and objective manner in which the Report and the information on the subject of the Report is to be investigated, reported against and otherwise dealt with by PMGL having regard to all relevant circumstances,
- Subject to confidentiality restraints on the discloser making the Report, as and where appropriate at the discretion of PMGL to be made in good faith, keeping the discloser making the Report informed concerning the subject matter of the Report, its investigation and any action taken,
- Any protections available to the discloser making the Report being respected.

In certain circumstances, including if required to do so by law or to mitigate risks of serious damage to property or person, PMGL may be required to disclose the identity of the discloser making the Report or to disclose information arising from the Report that may lead to the identity of that person no longer remaining confidential.

### **Protective Assurances**

The protection of the discloser's identity, including information that is likely to lead to the identification of the discloser, unless required by a person or body prescribed by regulation or with the discloser's consent. The discloser is protected from civil liability, criminal liability and administrative liability. However, protections do not grant immunity for any misconduct a discloser has engaged in and which is revealed in or in relation to their disclosure.

In addition to confidentiality (subject to any exceptions referred to in this policy), PMGL commits to providing protective assurance, including not to subject those who make Reports on reasonable grounds in the terms of this policy (irrespective of whether or not the Reports ultimately prove there to be Inappropriate Conduct) to detrimental conduct such as:

- Assurance, including as mandated under relevant legislation, including the Corporations Act, against disciplinary action being taken against them for reporting Inappropriate Conduct,
- Support against victimisation, harassment, intimidation, discrimination, bullying or reprisals by other Group Personnel on account of their having reported Inappropriate Conduct
- dismissal of an employee,
- injury of an employee in their employment,
- alteration of an employee's position or duties to their disadvantage,
- discrimination between an employee and other employees of the same employer,
- harassment or intimidation of a person,
- harm or injury to a person, including psychological harm,
- damage to a person's property,
- damage to a person's reputation,
- damage to a person's business or financial position,
- any other damage to a person, and
- those mandated under relevant legislation, liability protection.

PMGL is committed to reducing the harm from detrimental acts or omissions towards disclosers by ensuring a process for assessing the risk of detriment against a discloser and

other persons, which will commence as soon as possible after receiving a disclosure.

This policy includes the following as examples of actions that are not considered detrimental conduct (where relevant):

- administrative action that is reasonable to protect a discloser from detriment, and
- manage a discloser's unsatisfactory work performance if the action is in line with the entity's performance management framework. PMGL will ensure that a discloser understands the reason for the entity's administrative or management action before any action is taken.

PMGL will ensure the fair treatment of its employees mentioned in any report that qualifies for protection, including those who are the Report's subject. Measures and/or mechanisms for ensuring the fair treatment of individuals mentioned in a disclosure include reports that will be handled confidentially when practical and appropriate. Each Report will be assessed and may be the subject of an investigation.

The objective of an investigation is to determine whether there is sufficient evidence to substantiate or refute the matters reported. When an investigation needs to be undertaken, the process will be objective, fair and independent. An employee who is the subject of a report will be advised about the subject matter of the Report as and when required by principles of natural justice and procedural fairness and before any actions are taken, for example, if the disclosure will be the subject of an investigation and an employee who is the subject of a report may contact PMGL's Employee Assistance Program.

Where a PMGL Personnel who reports Inappropriate Conduct has been involved as a participant or otherwise is implicated in the Inappropriate Conduct, the act of making the Report may be a mitigating factor in considering any disciplinary or other action that might otherwise have been taken had the PMGL Personnel not made the Report.

Where a PMGL Personnel making a Report does so falsely, maliciously, vexatiously, or not on reasonable grounds, then that conduct itself may be regarded as serious misconduct, rendering that person to disciplinary action.

PMGL commits to the protections available to PMGL Personnel who report Inappropriate Conduct in the terms of this policy under the Corporations Act 2001 (refer s.1317A1), the Taxation Administration Act (1953), and related legislative and regulatory provisions. PMGL Personnel should seek their own professional legal advice concerning any aspect of this policy, its implementation, and any protective assurances under it.

## 21. Appendix Y – Trading of Organisation’s Securities Policy

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### General Purpose and Principles

The principle behind this policy on trading (buying, selling or other dealing in) Company securities (being shares, options, or any other equity, debt or derivative instruments, including instruments to limit the economic risk of other securities held), is as follows:

- Directors, officers and employees, and persons associated with them, including family members and business associates (together “**Insiders**”), must not trade in the Organisation’s securities nor place themselves in a position where it may be perceived they have been trading in the Organisation’s securities other than in compliance with this policy.
- The policy is designed to seek to ensure that:
  - Insiders do not breach “insider trading” laws under the Corporations Act
  - Insiders do not trade the Organisation’s securities while they may be in possession of market price sensitive information (i.e. information not generally available to the public and which may have a material effect on the price or value of the Organisation’s securities) which has not been released to the public generally (including due to exceptions that may apply to the need to release that information)
  - perceptions cannot arise that Insiders may be taking advantage of their position in the Group (or that of a person with whom they are associated), even if such perceptions are wrong or unsubstantiated.

This policy has been made to meet regulatory requirements and accepted principles and standards of conduct.

### Implementation

In implementing this policy, and without limiting the General Principles noted above, there are a number of rules and provisions that must, at all times, be followed:

- Directors, officers and employees of the Group and persons associated with them (i.e. ALL Insiders) are prohibited from trading in the Organisation’s securities other than in conformity with this policy.
- A Director, and the Company Secretary, and persons associated with any of them, are required to ensure that there is an approval in the terms of this policy (“**Dealing Approval**”) in respect of a proposed trade in the Organisation’s securities prior to any trade by them.
- A Dealing Approval is an approval by the Chair (or in his/her absence the Deputy Chair or CEO, although the Deputy Chair or CEO cannot grant a Dealing Approval to themselves or to persons associated with them) which is to be provided in writing, and which in the absence of any stipulated period in the Dealing Approval is valid for a period of no longer than two weeks. The issue of a Dealing Approval is to be reported at the following Board meeting. A Dealing Approval also includes a written approval by the

CEO to a dealing in the Organisation’s securities by an officer/or employee as referred to below.

- The Chair is required to obtain the Dealing Approval of the Deputy Chair, or the CEO and one other non-executive Director, prior to any trade by the Chair or a person associated with the Chair.
- Officers (being persons who have the capacity to make decisions that may significantly impact on the operations or finances of the Group’s businesses, other than the Chair, Directors and the Company Secretary) and employees are required to discuss and obtain approval for a proposed trade in the Organisation’s securities with the CEO (or in his/her absence the Company Secretary) prior to any trade by them or a person associated with them. The CEO (or in his/her absence the Company Secretary) will consult with the Chair before issuing a Dealing Approval.
- The periods referred to in the above may be shortened at any time by the persons issuing the Dealing Approval by notice in writing to the relevant person to whom the Dealing Approval was issued.
- All trades by Insiders are to be advised to the Company Secretary within two days of the relevant trade.
- Directors, officers and employees are required to use their best endeavours, wherever possible, to ensure that persons associated with them are aware of and conform to this policy. An associate is regarded as including:
  - Close family member of the Director, officer or employee
  - A company or trust over which the Director, officer or employee has control or is a beneficiary
  - A business or other associate of any of the foregoing.
- Any Dealing Approval issued under this paragraph and any trade pursuant to a Dealing Approval is deemed to have been given during a declared Trading Window.
- Persons seeking approval to trade the Organisation’s securities under this paragraph must apply in writing and must supply to the person to give the Dealing Approval all information known to the applicant that may be material to the approval being granted.

### Definitions

<b>Closed Period</b>	Means 1 January to 31 December inclusive each year but does not include a period declared to be a Trading Window.
<b>Prohibited Period</b>	Means any period in which the Organisation is in possession of information that is likely to have a material effect on the price or value of the Organisation’s securities, and which information has not generally been made available to the public.
<b>Trading Window</b>	Means a period in which a Dealing Approval applies (either generally or specific to any particular Insider) provided that the Chair (or the CEO) may at any time, by notification in writing to relevant Insiders personally, or on the Organisation’s web-site, “close” a declared Trading Window.
<b>Organisation</b>	Perth Markets Group Limited and its grouped entities from time to time.

<b>CEO</b>	The chief executive officer (howsoever described) of the Organisation, or the person within the Organisation who effectively fulfils that function.
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### **Trading Windows, Prohibited Periods and Closed Periods**

Trading Windows must not be declared or allowed to continue during a Prohibited Period. Without limitation, typically Trading Windows might be declared for periods commencing 2 business days after:

- The release of the Organisation’s annual or half yearly reports (as applicable)
- The release of a prospectus by the Organisation (other than a transaction specific prospectus)
- The Organisation’s AGM
- Other times at the Chair’s discretion.

During Closed Periods trading in the Organisation’s securities by Insiders is prohibited other than pursuant to a Dealing Approval.

During Prohibited Periods, no trading in the Organisation’s securities by Insiders is permitted.

### **Dealing Approvals**

Without intruding upon the discretion of the person issuing a Dealing Approval, approval for trading in the Organisation’s securities might commonly be expected where:

- It is not a Prohibited Period
- There will be no breach of “insider trading” laws by reason of the proposed trade
- Adverse reputational imputations for the Organisation and its governance are unlikely to arise by reason of the proposed trade.

Without intruding upon the discretion of the person issuing the Dealing Approval, approval for trading in the Organisation’s securities is unlikely to be given where:

- It is a Prohibited Period
- It is not a Prohibited Period, but it is in a period after the close of the Organisation’s books for a relevant period, and before the release of the Organisation’s annual or half yearly results for that relevant period, other than if the approval is to respond to circumstances of financial hardship or personal need for a particular Insider.

### **Compliance with Corporations Act and Regulations (“Together Regulations”)**

This Policy will be interpreted and construed so as to be consistent with all applicable Regulations.

If anything in this Policy is contrary to the applicable Regulations, then that provision will be severed from this Policy.

The Company must comply with the Regulations in administering this Policy and in reporting any relevant trading in the Organisation’s securities by Insiders.

### **Exclusions**

The mere take up of entitlements, or exercise of vested options, to subscribe for the Organisation's securities under a pro rata rights issue to all shareholders, an employee share option plan (or similar) or the mere take up of the Organisation's securities under a dividend re-investment plan (or similar) does not constitute a "trade" in the Organisation's securities for the purpose of this policy.

### **Short Term Trading Prohibited**

Each Director, officer or employee, and persons associated with them (i.e., ALL insiders), must not engage in short term buying and selling of the Organisation's securities. In considering what is "short term" for the purposes of this policy, selling within 12 months of buying securities in the Organisation is given as guidance. Insiders seeking Dealing Approval to sell securities in the Company should disclose when they last bought securities when seeking a Dealing Approval.

### **Margin Loans, Margin Cells, Share Loans and Other Arrangements**

For the purposes of this policy trading in the Organisation's securities includes the grant of a security interest over securities in the Organisation and any other contractual arrangement whereby:

- An entitlement to exercise a right attaching to the Organisation's securities of an Insider is assigned to or is exercisable by another party
- An Insider may become contractually obliged to a third party to trade in the Organisation's securities including but not limited to margin call arrangements

Trading in the Organisation's securities by Insiders in the terms of the above paragraph is not permitted other than with a Dealing Approval.

A Dealing Approval under the paragraph above should not be expected to be given to an Insider having regard to the risk of a forced trade in the Organisation's securities as part of the arrangement during a Prohibited Period, and the legal and market reputational risk arising by reason thereof.

### **Communication of Policy/Education and Training**

This policy is to be communicated to all Directors, officers and employees of the Group, and periodically reinforced by follow up education and training as part of the Organisation's corporate governance policies and procedures.

In particular this policy is to be communicated to new personnel of the Organisation as part of their induction training.

A copy of this policy should be included on the Organisation's website along with its Corporate Governance Charter and related policy statements.

## 22. Appendix Z – PMGL Privacy Policy Statement

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At Perth Markets Group Limited and its related corporate bodies (PMGL), your privacy is important to us. This Privacy Policy outlines how and when we collect, use, secure, and disclose personal information, demonstrating our commitment to your privacy. PMGL abides by the Privacy Act 1988 (Cth), the Australian Privacy Principles, and the Privacy Amendment (Notifiable Data Breaches) Act 2017 (Cth). This Privacy Policy Statement outlines how and when we collect, use, secure, and disclose personal information, demonstrating our commitment to your privacy. PMGL abides by the Privacy Act 1988 (Cth), the Australian Privacy Principles, and the Privacy Amendment (Notifiable Data Breaches) Act 2017 (Cth).

The Privacy Policy and this Statement applies to all employees, contractors, consultants, tenants, buyers, their employees, and any other individual who interacts with our website or visits a PMGL-controlled site.

PMGL collects personal data from individuals as part of our standard business practices. This data is used to enhance your experience with the PMGL website, facilitate our services to you, and manage Perth Markets. Sometimes, PMGL will request personal information from you which consists of sensitive personal information. The information collected is necessary to provide services to you, together with the management of Perth Markets.

The type of information collected may include:

- Contact information, such as name, postal address, email address and phone number(s), emergency contact details,
- Details relating to employment,
- Identification and background information provided by you. This may include full name, photographic identification and gender and licenses (including if applicable high-risk work license),
- Financial information, such as bank accounts, investments and liabilities, billing information and/or financial details relating to companies you are involved with, properties you may own, lease or sub-lease, and/or
- Technical information, such as information collected from your visits to our website, where PMGL use “cookies” to enable PMGL to monitor traffic patterns. This does not identify you personally.

PMGL also operates closed-circuit television (CCTV) on the premises. Upon entering PMGL's premises, you may be photographed or recorded. By entering, you consent to PMGL using your image for advertising and marketing purposes. PMGL may also use CCTV footage for security requirements, incidents, accidents, or criminal acts.

PMGL only uses and discloses personal and sensitive information for the purposes for which it was

collected.

Further details are within the Privacy Policy found on the PMGL website.

### **1. General Purpose and Principles**

Perth Markets Group Limited is an equal opportunity employer and provides a workplace that maximises the talent, potential and contribution of all employees, which is free of harassment, discrimination and bullying and where diversity is valued and encouraged.

Behaviour which constitutes discrimination, harassment or bullying is unacceptable within the workplace of Perth Markets Group Limited and will not be tolerated under any circumstance. An employee who engages in such conduct will be subject to disciplinary action up to and including instant dismissal.

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### **2. Scope**

This policy applies to all Perth Markets Group Limited employees, contractors, subcontractors, and visitors whilst at the workplace, on Perth Markets Group Limited business, and at Perth Markets Group Limited sponsored or funded functions or activities during and outside of work hours.

This policy is applicable to the employment of employees but operates independently of their contract of employment, and does not form part of it.

### **3. Definitions**

Discrimination occurs when a person is treated less favourably in the workplace because of their age, breastfeeding, family responsibility, family status, gender history, impairment, marital status, political conviction, pregnancy, race, religious conviction, sex, sexual orientation or spent convictions.

Harassment is any conduct which is unwanted by the recipient, is considered objectionable, and causes humiliation, offence, distress or other detriment. It may be an isolated incident or repeated behaviour against one or more individuals. Harassment may be, but is not limited to:

- physical contact (ranging from touching to serious assault, gestures, intimidation, aggressive behaviour),
- verbal (unwelcome remarks, suggestions and propositions, malicious gossip, jokes and banter, offensive language), or
- non-verbal (offensive literature or pictures, graffiti and computer imagery, isolation or non-operation and exclusion or isolation from social activities).

Harassment on the grounds of sex means a person engaging in unwelcome conduct of a seriously demeaning nature towards another person or group because of their sex or a characteristic that is associated with a person of that sex and a reasonable person would have anticipated the possibility the conduct could cause offence humiliation or intimidation. Conduct, in this context, includes making a statement to a person, or in the presence of a person, whether the statement is made orally or in writing.

Bullying is usually, but not exclusively, repeated and persistent behaviour which is offensive, abusive, intimidating, malicious or insulting. Bullying includes but is not limited to:

- conduct which is intimidating, physically abusive or threatening,
- conduct that denigrates, ridicules or humiliates an individual, especially in front of colleagues,
- picking on one person where there is a common problem,
- consistently undermining someone and their ability to do their job,
- setting unrealistic targets or excessive workloads, or
- bullying via email (cyber-bullying).

Victimisation is where a person subjects, or threatens to subject, another person to any detriment on grounds, including but not limited to, that the person:

- has made or is proposing to make a complaint;
- attends or threaten to attend proceedings under the Sex Discrimination Act or the Human Rights Commission Act; or
- appears or proposes to appear as a witness in proceedings under the Sex Discrimination Act or the Human Rights Commission Act.

#### **4. Performance Management**

Discrimination, harassment (sexual or otherwise), bullying or victimisation should not be confused with legitimate feedback and advice regarding standards of work and work performance, and /or workplace behaviour, given appropriately by managers.

As an employer, Perth Markets Group Limited has a legal right to direct and control the manner in which work is done, and its managers have a responsibility to monitor workflow and provide feedback on performance to employees. It is not discrimination, harassment (sexual or otherwise) or bullying for Perth Markets Group Limited to undertake these responsibilities which may include:

- the allocation of work,
- directing and controlling how work is performed and monitoring workflow and work output,
- setting reasonable goals, standards and deadlines,
- addressing unsatisfactory performance and/or behaviour,
- undertaking disciplinary action, and
- implementing organisational change or downsizing.

#### **5. Roles and Responsibilities**

1) Management is responsible for:

- taking all reasonable steps to ensure that employees are protected from harassment (sexual or otherwise), discrimination and bullying by monitoring the working environment to ensure that acceptable standards of behaviour are maintained at all times,
- ensuring that all complaints regarding breaches of this policy are treated seriously, equitably, confidentially and in a timely manner, and are investigated in accordance with the Grievance Procedure,
- acting as a role model in demonstrating appropriate standards of behaviour at all times, and
- promoting this policy within the workplace.

2) All employees, contractors and visitors have a responsibility to make themselves aware of, and adhere to, this and all Perth Markets Group Limited's policies, including :

- identify discrimination, harassment (sexual or otherwise) and bullying activity and work co-operatively to eliminate it,
- offer support to anyone who is subjected to discrimination, harassment (sexual or otherwise) and bullying,
- respect the confidentiality of any complaint made and avoid gossip in relation to any possible inappropriate conduct, and
- report any instance of behaviour which contravenes this policy which they witness, or which is brought to their attention.

## **6. Obligations under this Policy**

Perth Markets Group Limited supports the:

- provision of training and information to employees regarding harassment (sexual or otherwise), discrimination and bullying issues,
- promotion of appropriate standards of behaviour at all times,
- provision of an effective mechanism to ensure that complaints and grievances are treated in a sensitive, fair, timely and confidential manner,
- provision of protection from any victimisation or reprisals, and
- reporting of behaviour which is in breach of this policy.

All matters relating to the investigation of complaints will be treated in strict confidence. Any breach of confidentiality may render those responsible subject to action under the Discipline Policy.

No person shall be victimised or suffer detriment as a result of making a complaint of discrimination, harassment (sexual or otherwise) or bullying. Any victimisation may render those responsible subject

to action under the Discipline Policy.

## **7. Consequences of a Breach**

If, following investigation in accordance with this policy, a breach of this policy is found to have occurred, senior management will decide on appropriate action to rectify any detriment suffered by a person as a result of the breach, and will take steps to prevent it recurring.

Actions taken in favour of the affected person may include:

- requiring an apology from the person in breach, or
- civil proceedings against the person in breach, or
- termination of employment of the person in breach.

Any action taken against the person in breach will be in accordance with the processes and sanctions outlined in the Discipline Procedure. It may take the form of counselling, verbal and written warnings or termination of employment.

If the behaviour complained about is unlawful, an aggrieved person may have recourse to complaint resolution or investigation by external authorities.

## **8. Complaint Procedures**

Any employee who considers that they have been discriminated against, harassed, bullied or victimised should immediately make it clear to the person engaging in the behaviour that it is unwelcome, and request that it is stopped immediately.

If the employee has difficulty making it clear that such behaviour is unwelcome, or the behaviour continues, the employee should make a complaint in accordance with Perth Markets Group Limited's Grievance Procedure.

All complaints and reports of discrimination, harassment (sexual or otherwise), bullying or victimisation will be treated seriously and will be investigated promptly and impartially, in a thorough and confidential manner, taking all reasonable steps to ensure that complainants and witnesses are not victimised.

Both the complainant and the respondent will be treated in accordance with the principles of procedural fairness and will receive information, support and assistance.

All complainants have the right to refer their complaint to the Fair Work Commission and Human Rights Commission.

## **24. Appendix AB –Sexual Harassment Policy**

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### **General Purpose and Principles**

PMGL recognises the right of every employee to be able to attend work and to perform their duties without being subjected to any form of sexual harassment. It is the obligation and responsibility of every director and employee to ensure that the workplace is free from sexual harassment.

PMGL is fully committed to its obligation to eliminate sexual harassment in the workplace.

#### **1. Purpose**

The purpose of this document is to outline PMGL's position on sexual harassment and to document the process which is to be followed should any grievances arise.

#### **2. Definitions**

Sexual harassment means any unwelcome sexual advance, unwelcome request for sexual favours, or other unwelcome conduct of a sexual nature which makes a person feel offended, humiliated or intimidated, and where that reaction is reasonable in the circumstances. Examples of sexual harassment include, but are not limited to:

- staring or leering
- unnecessary familiarity, such as deliberately brushing up against you or unwelcome touching
- suggestive comments or jokes
- insults or taunts of a sexual nature
- intrusive questions or statements about your private life
- displaying posters, magazines or screen savers of a sexual nature
- sending sexually explicit emails or text messages
- inappropriate advances on social networking sites
- accessing sexually explicit internet sites
- requests for sex or repeated unwanted requests to go out on dates
- behaviour that may also be considered to be an offence under criminal law, such as physical assault, indecent exposure, sexual assault, stalking or obscene communications.

Behaviour that is based on mutual attraction, friendship and respect is not sexual harassment.

#### **3. Policy**

PMGL will not tolerate sexual harassment under any circumstances. Responsibility lies with every manager, supervisor and employee to ensure that sexual harassment does not occur.

Both federal and state Equal Employment Opportunity legislation provides that sexual harassment is unlawful and establishes minimum standards of behaviour for all employees.

This policy applies to conduct that takes place in any work-related context, including conferences, work functions, social events and business trips.

No employee, at any level, should subject any other employee, volunteer, customer or visitor to any form of sexual harassment.

A breach of this policy will result in disciplinary action, up to and including termination of employment.

PMGL strongly encourages any employee who feels they have been sexually harassed to take immediate action. If an employee feels comfortable in doing so, it is preferable to raise the issue with the person directly with a view to resolving the issue by discussion. The employee should identify the harassing behaviour, explain that the behaviour is unwelcome and offensive and ask that the behaviour stops.

Alternatively, or in addition, they may report the behaviour in accordance with the relevant procedure. Once a report is made, PMGL has the right to determine how the report should be dealt with in accordance with its obligations and this policy.

Any reports of sexual harassment will be treated seriously and promptly with sensitivity. Such reports will be treated as completely confidential up to the point where a formal or informal complaint is lodged against a particular person, at which point that person must be notified under the rules of natural justice.

Complainants have the right to determine how to have a complaint treated, to have support or representation throughout the process, and the option to discontinue a complaint at any stage of the process.

The alleged harasser also has the right to have support or representation during any investigation, as well as the right to respond fully to any formal allegations made. There will be no presumptions of guilt, and no determination made until a full investigation has been completed.

No employee will be treated unfairly as a result of rejecting unwanted advances. Disciplinary action may be taken against anyone who victimises or retaliates against a person who has complained of sexual harassment, or against any employee who has been alleged to be a harasser.

All employees have the right to seek the assistance of the relevant tribunal or legislative body to assist them in the resolution of any concerns.

Managers or supervisors who fail to take appropriate corrective action when aware of harassment of a person will be subject to disciplinary action.

#### **4. Monitoring and evaluation**

PMGL recognises the importance of monitoring this sexual harassment policy. Supervisors, managers and those responsible for dealing with sexual harassment cases will report on compliance with this policy, including the number of incidents, how they were dealt with, and any recommendations made. This reporting will be done on a yearly basis. As a result of this report, the Company will evaluate the effectiveness of this policy and make any changes needed.