



ASX Corporate Governance Council

CHARTER

The ASX Corporate Governance Council (Council) was convened by ASX Limited (ASX) in August 2002. The Council, a body independent of ASX, brings together a range of different business, shareholder and industry groups designed to ensure that it reflects a diverse and representative range of views on the corporate governance practices to be adopted by ASX listed entities.

This document sets out the charter for the Council and reflects the shared understanding of its members as to its role and processes. It was adopted at a meeting of the Council on 27 November 2012.

1. The role of the Council

1.1. The role of the Council is:

- to develop and issue principles-based recommendations (Recommendations) on the corporate governance practices to be adopted by ASX listed entities, against which those entities are required to report on an "if not, why not" basis under ASX Listing Rule 4.10.3; and
- to undertake such other activities related to the corporate governance practices to be adopted by ASX listed entities as the Council may approve.

1.2. The Council may establish working groups to assist it in the performance of its role. The working groups may comprise representatives of Council members and/or other individuals with appropriate expertise.

1.3. The Council may develop a stakeholder engagement strategy to ensure that ASX listed entities and other stakeholders (including key parliamentary representatives, regulators and the media) are aware of its role and any issues it has under consideration.

1.4. The Council will review its published Recommendations from time to time to ensure they remain relevant to ASX listed entities, continue to reflect local and international expectations around corporate governance and promote high standards of transparency about the corporate governance practices of ASX listed entities.

2. Members of the Council

2.1. The members of the Council at the date of adoption of this Charter are listed in the schedule.

2.2. Each Council member is expected to:

- nominate a representative to attend meetings of the Council who has the authority to speak on its behalf and the expertise and seniority to make a meaningful contribution at such meetings;
- represent the views and interests of its constituency on matters being considered by the Council;
- keep the matters discussed, and the documents tabled, at the Council's meetings confidential unless the Council agrees otherwise;
- share with the Council appropriate and useful information relevant to the role of the Council; and
- be an advocate for the role of Council and its published Recommendations.

2.3. A member of the Council may resign its membership by giving notice in writing to the Chair of the Council.

- 2.4. A new member may be admitted to the Council if its admission is supported by the existing members.
- 2.5. Each member of the Council consents to being named as a member of the Council in the ASX Corporate Governance Council section on the ASX website.
- 2.6. Unless notice is given to the contrary in accordance with clause 6.1, each member of the Council consents to being named as a member of the Council and to their logo appearing in any publication of the Council.
- 2.7. No member, or representative of a member, of the Council has the authority to speak or issue a statement on behalf of the Council unless the Council specifically authorises it to do so.

3. The Chair of the Council

- 3.1. ASX shall appoint the Chair of the Council. This is in addition to appointing a representative to attend meetings of the Council on behalf of ASX under clause 2.2.
- 3.2. Before issuing any public announcement about the appointment of a replacement Chair of the Council, ASX will give not less than 7 days' notice by email to the other members of the Council to give them an opportunity to express their views about the appointment.
- 3.3. The role of the Chair is to:
 - convene, set the agenda for, and preside over, meetings of the Council;
 - take a leadership role in facilitating discussion and forging consensus among Council members on matters being considered by the Council;
 - speak to the media and at public events about the role and activities of the Council; and
 - subject to clause 6.2, issue written media statements and communiques on behalf of the Council.
- 3.4. The Chair may resign the chairmanship of the Council by giving written notice to that effect to ASX.
- 3.5. ASX may ask the Chair in writing to resign the chairmanship of the Council. If so asked, the Chair will be taken to have given a notice resigning the chairmanship under clause 3.4.
- 3.6. ASX will:
 - exercise its power under clause 3.5 to ask the Chair to resign if it is requested to do so in writing by a majority of the members of the Council; and
 - notify the other members of the Council as soon as reasonably practicable if the Chair resigns or is taken to have resigned under clause 3.4.
- 3.7. If the Chair is not present at a meeting of the Council, the members of the Council present at the meeting shall choose a person present at the meeting to act as the chair of the meeting.

4. Meetings of the Council

- 4.1. The Council will hold such meetings and at such times and places as the Chair may determine after consulting the members. It may hold its meetings electronically.
- 4.2. If three or more members of the Council request the Chair to convene a meeting of the Council, he/she will do so within a reasonable time.
- 4.3. A member may put an item on the agenda for any scheduled meeting of the Council by notice to the Chair. If such notice is received from the member after the notice of meeting has been dispatched to members, the Chair will ensure that a supplementary notice of meeting is sent advising of the additional item on the agenda.

- 4.4. Not less than 7 days' notice must be given of a meeting of the Council. The notice for the meeting may be given by email but must include an agenda of the business to be discussed at the meeting.
- 4.5. The quorum for a meeting of the Council is a majority of its members.
- 4.6. All decisions of the Council, including decisions under this charter, shall be made on the basis of broad consensus of those members present and expressing a view on the matter at the relevant meeting of the Council.
- 4.7. The Chair will determine whether a broad consensus has been achieved. In making this determination, unless notified to the contrary by the member concerned, the Chair shall be entitled to assume that:
 - a member who does not attend a meeting of the Council is prepared to accept any decision on a matter, of which notice was given in the agenda for the meeting, made by those members who are present and express a view on that matter at the meeting; and
 - a member who attends but does not express a view on a matter at a meeting of the Council is prepared to accept any decision made by those members who do express a view on that matter at the meeting.
- 4.8. All meetings of the Council are to be minuted. The minutes are to be approved by the Council and signed by the Chair as a true and correct record. Minutes of meetings are to be kept confidential unless the Council agrees otherwise.
- 4.9. The Council or the Chair may invite others, including representatives from government or regulators, to attend all or part of a meeting of the Council or to meet with members of the Council outside a formal meeting.

5. The Council Secretariat

- 5.1. ASX shall provide a secretariat service to the Council. The secretariat will:
 - arrange the venue and circulate notices for meetings of the Council;
 - prepare agendas, minutes and other documents for meetings of the Council;
 - maintain the historical records of the Council;
 - maintain an ASX Corporate Governance Council website (which may be a sub-site or area of the ASX website) to promote the work of the Council;
 - provide administrative and secretarial assistance in any public consultation process that the Council may decide to conduct;
 - deal with any day-to-day enquiries about the Council or its Recommendations; and
 - arrange the publication from time to time of the Council's Recommendations.

If requested, the secretariat will provide similar services to any working group that the Council may establish.

- 5.2. The secretariat will ensure that an up-to-date copy of this charter and the Recommendations is published in the ASX Corporate Governance Council website.
- 5.3. The secretariat is authorised by the Council to grant, on behalf of the Council, licences to third parties to reproduce the Recommendations or parts thereof.

6. Publications by the Council

- 6.1. A member of the Council may by notice in writing to the Chair withhold its consent to its name or logo appearing in any publication by the Council.

- 6.2. Any formal written publication by the Council, including a written media statement or communique, must be approved by the Council.

7. General

- 7.1. The Council may revise this charter from time to time.
- 7.2. This Charter does not confer any legal rights nor create any legal obligations on any member of the Council.
- 7.3. ASX, and not the Council, is responsible for the content of, and for monitoring and enforcing compliance with, any Listing Rules imposing corporate governance requirements (including Listing Rule 4.10.3) and any Guidance Note issued in connection with such Listing Rules.

Schedule Members of the ASX Corporate Governance Council

ASX Limited

Association of Superannuation Funds of Australia

Australasian Investor Relations Association

Australian Council of Superannuation Investors

Australian Financial Markets Association

Australian Institute of Company Directors

Australian Institute of Superannuation Trustees

Australian Shareholders' Association

Business Council of Australia

CPA Australia

Financial Services Council

Financial Services Institute of Australia

Governance Institute of Australia

Group of 100

Institute of Chartered Accountants in Australia

Institute of Internal Auditors Australia

Law Council of Australia

Institute of Public Accountants

Property Council of Australia

Stockbrokers Association of Australia