

Audit and Compliance Committee Terms of Reference

1. Constitution

The Committee shall be appointed by the Board and shall consist of not less than three Board members who shall appoint a Chair from their number. The members shall be nominated by the Chair of the Board who may be a member but not Chair of the Committee. Only committee members are entitled to attend meetings however the committee may invite other such persons (e.g. CEO, treasurer, external audit or any other person) to all or part of any of its meetings, as it deems necessary. The quorum for the conduct of business shall be two. The committee shall meet at least three times a year, at appropriate times in the reporting and audit cycle. A member shall hold office for a term of three years which may be extended, however the preference shall be to refresh membership where feasible.

2. Authority

The committee is authorised by the board:

- to investigate any activity within its terms of reference
- to seek any information that it requires from any employee of the company and all employees are directed to cooperate with any request made by the committee
- to obtain outside legal or independent professional advice, and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, on any matters within its terms of reference
- to call any employee to a meeting of the committee as and when required.

3. Duties

The following shall be within the remit of the Committee:

- a. Matters arising in relation to accuracy, consistency and compliance with sound disclosure requirements of the annual financial statements.
- b. Systems of internal control and risk management systems (including whistleblowing and fraud), financial management, legal compliance and recommending to Board levels of financial authority delegated to CEO and other staff.
- c. Internal and external auditing including the commissioning of internal audits and recommending appointment of external auditors

4. Relationship with the Board and Reporting

The Committee Chair shall report to the board on its proceedings after each meeting. The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.