



## **BOARD COMMITTEES STANDING RULES**

### **1. Application of these Rules**

These rules shall apply to, and be deemed incorporated into the Charter of:

- (i) The Audit, Compliance and Risk Management Committee; and
- (ii) The Nomination and Remuneration Committee (each "a Standing Committee") save expressly varied by the Charter of that Committee.

### **2. Committee Membership**

- (i) Each Standing Committee will comprise a majority of non-executive directors, save that the Audit, Compliance and Risk Management Committee shall have one legal practitioner as a member.
- (ii) The Board Chair may be a member of each Standing Committee provided that he or she satisfies the criteria for independence as stated in Slater & Gordon's ("S&G's") Directors' Protocol.
- (iii) Minimum membership of each Standing Committee will be three directors.
- (iv) The quorum for any Standing Committee shall be any two members, which may include the Chair.
- (v) Members will be appointed by the Board, and shall serve at the discretion of the Board and for such term or terms as the Board may determine. The Board shall appoint one member of each Standing Committee as its Chair.
- (vi) Any director may attend (but not vote at) a meeting of a Standing Committee of which he or she is not a member, for discussion on particular areas of interest to that director.

### **3. Meetings**

- (i) Standing Committee meetings may be held by means of conference call or similar communications equipment by means of which Board meetings may be held under the relevant provisions of the Corporations Law.
- (ii) Meetings will be held as required. The Standing Committee members may agree that for a particular period, it is not necessary or desirable for a meeting to be held. Any member may convene a meeting of the Standing Committee on two Business Days' notice or such shorter time as the other members agree. A meeting is not invalidated if a member does not receive a notice (for whatever reason).
- (iii) The chair may adjourn a meeting for any reason to a place and time as the chair thinks fit, with the consent of the Standing Committee.
- (iv) If a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting will be adjourned to the place and time determine by the Standing Committee members present. They must tell the other Standing Committee members of that time and place. At an adjourned meeting, the Standing Committee members present constitute a quorum.
- (v) Meetings may be held using any technology agreed by all the members. Voting at a meeting is by simple majority. The chair has a casting vote. Objections to any vote cast may only be made at the meeting.

#### **4. Minutes**

Minutes of Standing Committee meetings, and records of any reports or recommendations are to be prepared and kept by the Company Secretary, but must be approved by the Chair. A copy of any of those documents, signed by the chair, is a true record unless the contrary is proved. The S&G Board may request copies of the records of the committee.

#### **5. Performance Evaluation**

- (i) Each Standing Committee shall produce and provide to the Board an annual performance evaluation of the Committee which:
  - (a) Compares the performance of the Committee with the requirements of its Charter;
  - (b) Sets forth the goals and objectives of the Committee for the upcoming year; and
  - (c) Recommends to the Board any improvements to the Committee's charter deemed necessary or desirable.
- (ii) The Company Secretary shall provide advice to the Chairperson of each Standing Committee as to the manner in which the performance evaluation shall be conducted, and shall assist in that process as the Chairperson may request.
- (iii) The report to the Board may take the form of an oral report by the Chairperson of the Standing Committee or any other member of the Committee designated by the Committee to make the report.
- (iv) The Standing Committee must inform the Board of S&G if it considers that it does not have adequate resources or access to information to enable it to perform its functions properly.
- (v) The Standing Committee is authorised to seek any information it requires from any S&G employee for the purpose of carrying out their functions as committee members.

The Board Committee Standing Rules was adopted by the Board of Slater & Gordon Limited on 23 August 2007.