

# Board Charter

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**Shine Justice Ltd**

ACN 162 817 905  
Level 13, 160 Ann Street  
Brisbane QLD 4000  
Australia

**Contact**

Telephone: +61 7 3837 9448  
Email: [aohara@shine.com.au](mailto:aohara@shine.com.au)



# Table of Contents

<b>1. Purpose .....</b>	<b>4</b>
<b>2. Role and Responsibilities of the Board .....</b>	<b>4</b>
2.1 Overview of Responsibilities .....	4
2.2 Strategy .....	4
2.3 Oversight of Management .....	4
2.4 Shareholders .....	5
2.5 Other Stakeholders .....	5
2.6 Ethics .....	5
2.7 Oversight of Financial Management and Capital Management .....	5
2.8 Auditors .....	5
2.9 Compliance and risk management .....	6
2.10 Board Standards and Policies .....	6
<b>3. Roles and Responsibilities of Legal Practitioner Directors .....</b>	<b>6</b>
<b>4. Roles and Responsibilities of the Chairperson .....</b>	<b>7</b>
<b>5. Roles and Responsibilities of the Company Secretary .....</b>	<b>7</b>
5.1 Administration and Reporting Lines .....	7
5.2 Responsibilities .....	7
<b>6. Delegations of Authority .....</b>	<b>7</b>
6.1 Board Committees .....	7
6.2 Delegation to Managing Director & CEO .....	8
<b>7. Membership .....</b>	<b>8</b>
7.1 Chairperson .....	8
7.2 Size and Composition of Board .....	8
7.3 Skills, Experience and Expertise .....	8
7.4 Letter of Appointment, Induction and Ongoing Training .....	8
7.5 Retirement .....	9
7.6 Independence .....	9
7.7 Directors' Duties .....	9
<b>8. Board Process .....</b>	<b>9</b>
8.1 Meetings .....	9
8.2 Director Participation .....	9
8.3 Decision-making .....	10
8.4 Confidentiality .....	10
8.5 Access to Information and Personnel .....	10
8.6 Meeting Attendance .....	10
8.7 Access to legal advice .....	10



<b>9. Review and Publication of Charter .....</b>	<b>10</b>
9.1 Board Performance .....	10
9.2 Review of Charter.....	10
<b>10. Definitions and Interpretation.....</b>	<b>11</b>
10.1 Definitions.....	11
10.2 Interpretation .....	11



## 1. PURPOSE

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The Shine Justice Ltd (**Shine**) Board (**Board**) is committed to the highest standards of integrity and strict compliance with law from all Directors, senior management and employees of the Shine Justice Ltd Group (**Group**).

The Board is responsible for the governance of Shine. The purpose of this Charter is to specify how the Board will seek to promote and to protect the interests of the Group and its shareholders, employees, clients and the broader community.

This Charter also sets out the role and responsibilities of the Board, which of those responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board. Additional information about the powers and duties of individual Directors is set out in the Company's Constitution and at law.

## 2. ROLE AND RESPONSIBILITIES OF THE BOARD

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### 2.1 Overview of Responsibilities

The role of the Board is to demonstrate leadership, define the Group's purpose and provide overall strategic guidance for the Group and effective oversight of the Group's management. The Board will monitor Shine's compliance with its Constitution, from which the Board derives its authority to act, and with all legal and regulatory requirements.

To perform this role, the Board has reserved to itself the specific responsibilities set out in section 2 of this Charter.

### 2.2 Strategy

The Board is responsible for:

- (a) overseeing the development of corporate strategy through constructive engagement with senior management;
- (b) reviewing and approving strategic plans and performance objectives consistent with strategy and reviewing the assumptions and rationale underlying strategic plans and performance objectives; and
- (c) monitoring implementation of plans to give effect to strategy.

### 2.3 Oversight of Management

The Board is responsible for:

- (a) the appointment and, if appropriate, removal of the Managing Director & CEO;
- (b) approving the appointment and, if appropriate, removal of each of the Chief Operating Officer, Chief Legal Officer, Chief Financial Officer and the Company Secretary;
- (c) approving succession plans for key individuals;
- (d) monitoring performance of the senior managers and implementation of strategy against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (e) approving the remuneration policies and procedures in respect of senior managers and satisfying itself that the policies are aligned with the Group's purpose, values, strategic objectives and risk appetite; and



- (f) providing advice and counsel to senior managers and whenever required, challenging and holding them to account.

## **2.4 Shareholders**

The Board is responsible for:

- (a) reviewing the effectiveness of communication with shareholders;
- (b) overseeing the process for making timely and balanced disclosure of material information concerning the Group in accordance with the Listing Rules;
- (c) facilitating the effective exercise of shareholders' rights; and
- (d) reporting to shareholders in accordance with the requirements of the Corporations Act, other relevant laws or the Listing Rules.

## **2.5 Other Stakeholders**

The Board is responsible for:

- (a) approving and monitoring policies governing the Group's relationship with other stakeholders and the broader community; and
- (b) approving and maintaining environmental, employment and occupational, health and safety policies.

## **2.6 Ethics**

The Board is responsible for:

- (a) actively promoting ethical and responsible decision-making;
- (b) approving and maintaining a statement of values and a Code of Conduct to underpin the desired culture within the Group and to guide its Directors and employees in the practices necessary to maintain confidence in the Group's integrity; and
- (c) monitoring the effectiveness of the system of governance practices and accountability for unethical practices.

## **2.7 Oversight of Financial Management and Capital Management**

The Board is responsible for:

- (a) reviewing and approving annual financial budgets and reports;
- (b) monitoring financial results on an ongoing basis;
- (c) overseeing accounting and financial management systems;
- (d) overseeing the integrity of accounting and corporate reporting systems, including the external audit;
- (e) reviewing, approving and monitoring the progress of major capital expenditure, capital management, major acquisitions and divestitures and material commitments;
- (f) approving decisions affecting Shine's capital, including capital structure and major financing arrangements; and
- (g) determining Shine's dividend policy and declaring dividends.

## **2.8 Auditors**

Having regard to the recommendations of the Audit and Risk Management Committee, the Board is responsible for:



- (a) making recommendations to shareholders for the appointment and removal of external Auditors;
- (b) selecting and appointing external Auditors on an interim basis when a vacancy occurs in the office of Auditor.

## **2.9 Compliance and risk management**

The Board is responsible for approving, reviewing, ratifying and monitoring:

- (a) the Group's control and accountability systems and reviewing reporting under those systems;
- (b) a system for identifying, assessing, monitoring and managing material financial and non-financial risk;
- (c) systems of internal compliance, risk management and control, and systems of legal compliance that govern the Group's operations; and
- (d) written policies, codes and procedures governing compliance, risk oversight and management.

## **2.10 Board Standards and Policies**

The Board has a number of standards and policies which it will approve and monitor for effectiveness and compliance from time to time, in accordance with ASX and ASIC guidelines and general industry standards. These include:

- (a) Code of Conduct
- (b) Risk Management Policy and Framework
- (c) Delegation of Authority
- (d) Committee Charters
- (e) Securities Trading Policy
- (f) Continuous Disclosure Policy
- (g) Related Party Transactions Policy
- (h) Diversity Policy
- (i) Whistleblower Policy
- (j) Modern Slavery Policy
- (k) Environmental Sustainability Policy

## **3. ROLES AND RESPONSIBILITIES OF LEGAL PRACTITIONER DIRECTORS**

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Each Legal Practitioner Director is responsible for the management of the Legal Services provided by the relevant Group entity in each state and territory of Australia in which that member of the Group operates as an incorporated legal practice (ILP).

Each Legal Practitioner Director of the relevant Group entity must ensure that appropriate management systems are implemented and kept to enable the provision of legal services by the relevant Group entity:

- (a) under the professional obligations of Australian legal practitioners and other obligations imposed under the regulations which apply to ILPs; and
- (b) so that the obligations of the Australian legal practitioners who are officers or employees of the relevant Group entity are not affected by other officers or employees of that entity.



## **4. ROLES AND RESPONSIBILITIES OF THE CHAIRPERSON**

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The Chairperson is responsible for:

- (a) leading the Board in reviewing and discussing Board matters;
- (b) chairing (or delegating the chairmanship of) Board meetings and shareholder meetings;
- (c) the efficient conduct of the Board's function;
- (d) approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues;
- (e) briefing all Directors in relation to issues arising at Board meetings;
- (f) facilitating effective contribution by all Directors and monitoring Board performance;
- (g) overseeing that membership of the Board is skilled and appropriate for Shine's needs;
- (h) promoting constructive relations between Board members and between the Board and management;
- (i) reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board; and
- (j) overseeing the implementation of policies and systems for Board performance review and renewal.

## **5. ROLES AND RESPONSIBILITIES OF THE COMPANY SECRETARY**

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### **5.1 Administration and Reporting Lines**

The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary is accountable to the Board through the Chairperson on all matters concerning the proper functioning of the Board.

### **5.2 Responsibilities**

The Company Secretary is responsible for:

- (a) organising Board meetings and Director attendance;
- (b) monitoring compliance with Board policy and procedures;
- (c) advising the Board and its committees on governance matters;
- (d) coordinating the timely completion and dispatch of the Board and committee papers;
- (e) ensuring that the business at Board and committee meetings is accurately captured in minutes;
- (f) providing minutes of meeting to the Chairperson for approval and circulation;
- (g) circulating minutes from Committee meetings to the Board;
- (h) helping to organise and facilitate the induction and professional development of Directors; and
- (i) Shine's compliance with its requirements under the Corporations Act regarding registered office, and annual returns and notices to be lodged with ASIC.

## **6. DELEGATIONS OF AUTHORITY**

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### **6.1 Board Committees**

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



by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee. The Board may establish other committees from time to time to consider other matters of special importance.

There are currently two standing committees:

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

## **6.2 Delegation to Managing Director & CEO**

The Board has delegated to the Managing Director & CEO the authority to manage the Group's day to day affairs, to implement the Group's strategic objectives and instil and reinforce its values and the authority to control the Group's affairs in relation to all matters other than those responsibilities reserved by the Board to itself in this Charter.

The Board may impose further specific limits on delegations of authority, which will be maintained by the Chief Financial Officer and/or Company Secretary and reviewed by the Board as appropriate from time to time.

The Managing Director & CEO has authority to sub-delegate to senior management.

Senior management are responsible for providing the Board with accurate, timely and clear information on the Group's operations, including information about financial performance, compliance with material legal and regulatory requirements and any conduct which is materially inconsistent with the Group's values or Code of Conduct, to enable the Board to perform its responsibilities.

## **7. MEMBERSHIP**

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### **7.1 Chairperson**

The Directors will elect one member of the Board of Directors to act as Chairperson.

### **7.2 Size and Composition of Board**

The Directors will determine the Board size and composition, subject to the limits established by Shine's Constitution and the Corporations Act.

The number of Directors and the composition of the Board must at all times be appropriate to achieve efficient decision-making.

### **7.3 Skills, Experience and Expertise**

The Company will seek to have Directors with an appropriate range of skills, experience and expertise and an understanding of, and competence to deal with, current and emerging issues of the business. Shine's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.

### **7.4 Letter of Appointment, Induction and Ongoing Training**

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





## **7.5 Retirement**

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

## **7.6 Independence**

The majority of Directors will be Independent Non-Executive Directors and the Chairman shall be an Independent Non-Executive Director.

A Director is considered independent by Shine if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgment in relation to matters concerning Shine. The decision as to whether a Director is independent is a decision made by the Board.

## **7.7 Directors' Duties**

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

Directors must:

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

## **8. BOARD PROCESS**

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### **8.1 Meetings**

All Board meetings will be conducted in accordance with Shine's Constitution and the Corporations Act. The Board will meet formally at least six times per annum and whenever necessary to deal with urgent matters which might arise between scheduled meetings. Part of each meeting may, at the discretion of the Directors, be taken up in private session (with only the Board members present) to discuss management issues or matters of a particularly sensitive nature. Board meetings may be conducted by telephone or video conferencing.

### **8.2 Director Participation**

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



All Directors are generally expected to prepare adequately, attend and participate at each Board meeting. In addition to its formal meetings, the Board undertakes regular and relevant workshops and the non-executive Directors meet on a regular basis without management present.

### **8.3 Decision-making**

Directors are committed to collective decision making and shall endeavour to arrive at a consensus decision on all matters requiring Board approval. Where a consensus decision is unable to be made, the decision of the Board shall be determined by a majority of votes of the Directors present at the meeting and voting and, subject to the Corporations Act, each Director has one vote.

### **8.4 Confidentiality**

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

### **8.5 Access to Information and Personnel**

All Directors shall have unfettered access to any Shine records and information they consider necessary to fulfil their responsibilities.

Directors shall also have access to the Company Secretary and other members of senior management to seek additional information concerning Shine's business. Directors shall receive regular detailed financial and operational reports and may request management to provide elaboration or explanation of those reports at any time.

### **8.6 Meeting Attendance**

Senior members of management may attend Board meetings at the Board's request to present reports on, or seek approvals within, their areas of responsibility. The Board may invite external advisers to attend Board meetings where necessary or desirable.

### **8.7 Access to legal advice**

A Director may seek independent professional advice when it is reasonably necessary to enable them to discharge their obligations as a Director and Shine will reimburse the reasonable costs of seeking such advice.

## **9. REVIEW AND PUBLICATION OF CHARTER**

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### **9.1 Board Performance**

The Board will undertake an annual review of its performance against the requirements of this Charter.

### **9.2 Review of Charter**

This Charter was initially adopted on 28 March 2013 and is subject to annual review by the Board.

The Charter is available on Shine's website.



## 10. DEFINITIONS AND INTERPRETATION

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### 10.1 Definitions

Term	Definition
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691 and the exchange operated by it
<b>Board</b>	The Company's board
<b>Company</b>	Shine Justice Ltd (ACN 162 817 905) and, as the context requires, the entities it controls
<b>Corporations Act</b>	<i>The Corporations Act 2001</i> (Cth), as amended from time to time
<b>Director</b>	A director of the Company
<b>Employee</b>	Any employee of the Company
<b>Listing Rules</b>	The listing rules of ASX

### 10.2 Interpretation

Concepts not defined in this document, but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.