

# Wildlife Noosa Ltd

## Corporate Governance Document/Policy (As at December 2020)

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of Wildlife Noosa Ltd will adhere to the principles of corporate governance set out herewith. The Board of Directors has developed and adopted corporate policies as set out below.

### Board of Directors

The Board of Directors of the Company is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the members by whom they are elected and to whom they are accountable.

As the Board acts on behalf of the members, it seeks to identify the expectations of members, as well as other ethical expectations and obligations and the objects and purposes within the Constitution. In addition, the Board is responsible for identifying areas of significant business risk and ensuing arrangements are in place to adequately manage those risks.

The primary responsibility of the Board includes:

- Formulation and approval of the strategic direction, objectives and goals of the Company;
- Monitoring the financial performance of the Company, including approval of the Company's budgets and financial statements;
- Ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- The identification of significant business risks and ensuring that such risks are adequately managed;
- The review of performance and remuneration of staff if applicable; and
- The establishment and maintenance of appropriate ethical standards.

The responsibility for the operation and administration of the Company is carried out by the directors, who operate in an executive capacity, supported by staff and volunteers where appropriate. The board ensures that people assisting the company are suitably qualified and experienced to discharge their responsibilities, and assesses on an ongoing basis the performance of such people, to ensure that management's objectives and activities are aligned with the expectations and risks identified by the Board.

The Directors of the Company are as follows:  
(as at December 2020)

Marita Kruger of Cooroibah  
Scott McKeown of Cooran  
Charles Shewring of Cooran

### Standing Board Committees

The board has established 2 standing committees to consider specific issues and report back to the full Board. These are

- The Audit Committee,
- The Remuneration Committee, and
- Other committees can be convened as required.

# Wildlife Noosa Ltd

## **(a) Audit Committee**

The Board has established an Audit Committee, which operates under approval by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information. The committee also provides the board with additional assurance regarding the reliability of financial information for inclusion in the financial reports.

The members of the Audit Committee during the financial year 2020/2021 will be:

Scott McKeown

Charles Shewring

## **(b) Remuneration Committee**

The board is responsible for determining and reviewing compensation arrangements for consultants, staff and/or executive officers. It is the Company's objective to provide maximum stakeholder benefit from the retention of high-quality staff and executive team by remunerating key people fairly and appropriately with reference to relevant employment market conditions.

To assist in achieving this objective, the committee links the nature and amount of remuneration to the Company's financial and operational performance.

The members of the Remuneration Committee during the year 2020/2021 will be:

Scott McKeown

Marita Kruger

## **(c) Other Committee/s (assign as required)**

The members of the Committee during the year 2020/2021 will be:

Charles Shewring

Scott McKeown

Marita Kruger

## **Communication to Members**

The Board of Directors aims to ensure that the members, on behalf of whom they act, are informed of all information necessary to assess the performance of the directors and the Company.

Information is communicated to members and the public through:

- The annual report which is distributed to members;
- Other periodic reports which are lodged with ASIC & ACNC or distributed to all members and available for member scrutiny;
- Other announcements made in accordance with ASIC & ACNC Rules/or under any other legislation.
- Special purpose information memoranda issued to members as appropriate; and
- The Annual General Meeting and other meetings called to obtain approval for Board action as appropriate.

## **Independent Professional Advice**

Directors have the right, in connection with their duties and responsibilities as directors, to seek independent professional advice at the Company's expense. Prior approval of the Chairperson or full board if the Chairperson is required, which will not be unreasonably withheld.

# **Wildlife Noosa Ltd**

## **Trading**

Dealings are not permitted at any time whilst in the possession of price sensitive information not already available to the market. In addition, the Corporations Act 2001 prohibits the purchase or sale of securities whilst a person is in possession of inside information. Directors of Wildlife Noosa Ltd will pay due regard to this.

## **Ethical Standards**

All directors, management and staff are expected to consistently apply the highest ethical standards to their conduct to ensure that the Company's affairs and reputation are at all times maintained at the uppermost level.

## **Directorate 2020/2021**