



**REGULATORY AND COMPLIANCE  
COMMITTEE CHARTER**

**FEBRUARY 2008**

# **REGULATORY AND COMPLIANCE COMMITTEE CHARTER**

## **1. CONSTITUTION**

- 1.1 This Committee (the Committee) has been established by resolution of the Board of Directors (the Board).

## **2. OBJECTIVE**

- 2.1 The primary objective of the Committee is to assist the Board to fulfil its corporate governance and oversight responsibilities relating to the compliance by the Company with gaming laws and regulations, and policies, and codes and conditions associated with maintenance of the Company's gaming licences.

## **3. MEMBERSHIP**

- 3.1 The Committee shall comprise no less than four (4) members appointed by the Board.
- 3.2 Two (2) members of the Committee will be non-executive Directors, one (1) member will be an independent external member and one member will be the senior executive with responsibility for compliance in the Company.
- 3.3 The Chairman of the Committee will be appointed by the Board from time to time. The Chairman of the Committee will be an independent non-executive Director.
- 3.4 Members will be appointed for a three (3) year term (or such shorter time as they remain in the office of Director) and, subject to continuing to be a Director, will be eligible for re-appointment at the end of their term in office.
- 3.5 Any Director may attend any Committee meeting at any time.

## **4. SECRETARY**

- 4.1 The Company Secretary or the Assistant Company Secretary shall be secretary (the Secretary) of the Committee and shall assist with agenda and Committee paper circulation and keep and circulate the minutes of the meetings.

## **5. MEETINGS**

- 5.1 The Committee will hold at least four (4) meetings per year.
- 5.2 A simple majority of the Committee members will constitute a quorum.
- 5.3 The Committee may call such additional meetings as the Chairman decides are necessary for the Committee to fulfil its duties. In addition, the Chairman is required to call a meeting of the Committee when requested by a Committee member.
- 5.4 The minutes of the meeting will be approved by the Committee and signed by the Chairman.

## **6. AUTHORITY**

- 6.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Committee.
- 6.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the assistance of outsiders with relevant experience and expertise if it considers this necessary, but only after consultation with the Chair of the Board of Directors.
- 6.3 The Committee will have unlimited access to senior management of the Company.

## **7. RESPONSIBILITIES**

- 7.1 The Committee shall:
  - evaluate and monitor the Company's compliance programme, policies and processes to ensure integrity in the Company's operations and protection of the Company's gaming licenses;
  - receive reports of non-compliance with laws, Company policies and codes and gaming license conditions where there may be an impact on the Company's gaming licenses;
  - receive reports on material probity investigations and oversee decisions by the Company to conduct business and transactions with parties such as joint venture partners, vendors and customers where those decisions impact on the Company's licensure;
  - receive reports on probity investigations on employees where derogatory information has been identified;
  - oversee the framework for compliance training and education of Company staff and the continuing development of a compliance culture within the Company; and
  - consider any other matters referred to it by the Board of Compliance.
- 7.2 The Committee shall liaise with the Audit Committee to agree those compliance matters more appropriately dealt with by the Audit Committee.

## **8. REPORTING**

- 8.1 The Committee shall regularly update the Board about Committee activities and make appropriate recommendations and ensure the Board is aware of matters which may significantly impact the Company's ability to comply with laws and the Company's gaming licences.

## **9. SELF ASSESSMENT**

- 9.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Nomination and Governance Committee. This will include an annual review of the Committee's Charter.

## **10. ACCESS TO CHARTER**

- 10.1 The Charter will be made available to all Directors and Committee members, management, internal and external auditors, shareholders and other interested parties, as appropriate.