



MEMO

To: Board of Directors
From: Company Secretary
Subject: **DIRECTOR APPOINTMENT CHECKLIST**

You have asked me to list the matters to be 'ticked-off' when a new Director is appointed.

So, below is a (non-exhaustive) list:

ITEM	COMMENTS
Written consent	Written consent of the proposed Director is required under the Corps Act, to ideally include information necessary to complete the ASIC Form 484 (full name, any former names – eg, maiden name, residential address, date and place of birth) and details of any relevant or material personal interest (that might conflict with their role as Director – to be recorded in minutes of next board meeting)
Board resolution	Formal resolution of the board is required to appoint the new Director (and, note, the appointment only lasts until the next general meeting, when the appointment must be 'ratified' by shareholders)
ASX announcement	To be lodged on day of appointment, giving name and brief background/details
Letter of Offer	Formal letter to Director detailing terms of appointment, including duties, responsibilities, time commitment, remuneration – to be accepted by new Director (eg, by signing a copy)
Deeds of Access & Indemnity	Deed formally documents Directors' rights to be indemnified for their actions and to have access to relevant documents (eg, board papers and minutes of meetings)
Confidentiality Agreement	Reinforces Director's obligations to keep company business/matters confidential
Board minutes	Copies of recent board minutes/papers
Share Interests Agreement	Agreement (as required by the ASX) to provide share interests details and trades to the company in due time for it to fulfill its obligations to lodge such information with the ASX within 5 business days of the action



Appendix 3X	Director to provide details of shares held in the company as at date of appointment, and company to lodge App3X with ASX within 5 business days as per ASX Listing Rules
Director's Induction Kit	To include various documents, etc, such as those separately listed*, plus for example: <ul style="list-style-type: none"> ▪ Key Corporate Information (eg, company name/ACN/ address(es)/business locations/phone/fax) ▪ Constitution ▪ Annual Report ▪ Directors/executives contact details ▪ Board meetings schedule
Organization Chart / Corporate Structure*	To show the organization's structure and the key personnel – either on separate charts, or together
Subsidiaries list	List of all company subsidiaries (name/ACN), their functions, directors, share structure, annual return date, etc
Policies & procedures*	Copies of board/company policies, relevant forms (eg, travel, expenses reimbursement)
Board Committees*	Committee members, charters, etc
Corporate Governance Statement*	Statement as per ASX Annual Report requirement, including copies of all: <ul style="list-style-type: none"> ▪ Charters ▪ Code of Conduct ▪ Securities Trading Policy ▪ Continuous Disclosure Policy ▪ Shareholders' Rights Policy & Procedures ▪ Crisis Management System ▪ Ethics Policy ▪ Internal controls ▪ Risk Management policies
Insurances	Details of current covers, including Directors & Officers, Professional Indemnity

This list is, of course, relevant for a stock exchange listed company, but many of the matters would be just as appropriate for any other company.

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.