

1 OVERVIEW

The MEGT Board is responsible for ensuring that MEGT (Australia) Limited and its controlled entities and subsidiaries (referred to as MEGT) have effective and fit for purpose good corporate governance that informs and guides its decisions and actions.

The Board's corporate governance environment reflects a dynamic interplay between legal requirements (Corporations Law), the ACNC Governance Standards and stakeholder expectations.

In addition, the Board endorses the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (ASX Principles), as revised and applies them as appropriate for a not – for profit entity.

This Corporate Board Charter explains MEGT's commitment to corporate governance. It is not an "all inclusive" document and should be read as an expression of principle.

2 THE ROLE OF THE BOARD

The role of the Board is to promote and protect the interest of MEGT in the short and long term. The Board discharges its role by governing the entity having regard to their duty to MEGT, the overall purpose and mission of the company and the interests of its stakeholders.

The Board ensures that the entity has an appropriate corporate governance framework, structures and policies in place to ensure the creation and protection of stakeholder value.

The Board is also responsible for ensuring that management recognises and adheres to MEGT's legal and other obligations to all legitimate stakeholders. "Stakeholders" are groups that are likely to feel a social, environmental, economic or financial impact from MEGT's actions. They include employers/clients, customers, suppliers, employees, government regulators and agencies and members of the communities where MEGT operates and are affected by MEGT activities.

3 THE MEGT CONSTITUTION

The MEGT Constitution is MEGT's key legal document. The Board will comply at all times with the provisions of the Constitution.

4 COMPLIANCE WITH LAWS

As a company limited by guarantee with no share capital and a status of a registered charity, MEGT must comply with the *Corporations Act 2001* (Cth), the ACNC Act, and we also must comply with other applicable laws and regulations.

5 COMPOSITION OF THE MEGT BOARD

In accordance with its Constitution, the Board shall comprise of Independent Non-Executive Directors. The minimum number of Directors is 3.

The Chair is to be an Independent Non-Executive Director.

The roles of the Chair and the CEO will not be exercised by the same person.

6 DUTIES AND RESPONSIBILITIES

6.1 CONDUCT OF MEETINGS

All Directors are entitled to be heard at all meetings and should bring an independent judgement to bear in decision making.

Directors will confer at least annually without Management present.

Board meets a minimum 6 times each year.

No business may be transacted at a meeting of Directors unless a quorum of Directors is present. A quorum of Directors consists of 51% Directors present at the meeting.

Decisions arising at the Board meetings will be decided by simple majority of votes cast by Directors present.

Each Director has one vote.

A Director is consenting to a proposed resolution by electronically signing (including out of session meeting votes) a document containing the resolution; giving the Company or its registered office a written notice (including by email) signifying assent to the resolution.

Other staff members may be invited to attend a meeting from time to time based on their specific expertise.

The Board will retain minutes of its meetings.

6.2 DUTIES OF DIRECTORS

In discharging his/her duties, each Director must:

- a. exercise care and diligence.
- b. act in good faith in the best interests of MEGT.
- c. not improperly use his/her position or misuse information of MEGT.
- d. commit the time necessary to discharge effectively his/her role as a Director.

6.3 RESPONSIBILITIES

The MEGT Constitution vests the management and control of the business and affairs of MEGT in the Board. The Board has reserved some matters to itself for decision and save for those matters and those which the Board has delegated to a Committee, the Board has delegated authority for all other matters to the CEO.

Function / Role	Responsibilities
MEGT Board	<p>The Board has reserved the following matters for its decision:</p> <ol style="list-style-type: none">a. Approving the appointment and removal of the Chief Executive Officer and determining the terms of the appointment;b. Approving the appointment and removal of the Chief Financial Officer and senior executives reporting to the CEO (based on the recommendation of the Chief Executive Officer); and material changes to the organisational structure involving direct reports to the CEO;c. Succession planning for the CEO;d. Setting the strategic direction of the entity, approving the strategy and key performance indicators and regularly monitoring management progress with implementation of the strategy against agreed objectives and targets;

Function / Role	Responsibilities
	<ul style="list-style-type: none"> e. Approves and oversees the annual financial budgets and strategic plans, including capital and operational expenditure, balance sheet management, funding strategy and resource allocation. This includes approval of commitments, capital and non-capital items above specified thresholds, as well as strategic initiatives such as, acquisitions, mergers and divestments; f. Approves the MEGT Values, Code of Conduct, purpose and risk appetite; g. Regularly monitors business performance of the entity and compliance with applicable legal, tax and regulatory obligations; h. Determines remuneration of senior executives with assistance from the Remuneration and Governance Committee and on recommendation from the Chief Executive Officer; i. Reviewing and monitoring the effectiveness of the systems of current and emerging financial and non-financial risk management and internal controls and making sure there is an appropriate risk management framework in place. The Board shall periodically review the effectiveness of its risk management framework. j. Determining and approving matters that are required by MEGT Constitution or by other external regulation to be determined and approved by the Board; k. Approving integration of significant social, community and sustainability policies, including those related to climate change, public sustainability goals and targets and environmental, social, and governance factors into the MEGT's strategy and operations to ensure sustainable and ethical long-term growth; l. Review the Board's and Directors performance annually; and m. Ensure the integrity of the corporate reporting including approving and monitoring financial and other reporting and the appointment of external auditor.
Chair	<p>The Chair is responsible for:</p> <ul style="list-style-type: none"> a. Leadership of the Board; b. Overseeing the Board in the effective discharge of its supervisory role; c. The efficient organisation and conduct of the Board's function and meetings; d. Facilitating the effective contribution of all Directors; e. Briefing of all Directors in relation to issues arising at meetings; f. The promotion of constructive and respectful relations between Board members and between the Board and Management; g. Committing the time necessary to discharge effectively his/her role as Chair; and h. Ensuring that there is regular and effective evaluation of the Board's and CEO's performance.
Chief Executive Officer	<p>The CEO is responsible for the day-to-day management of MEGT with all powers, discretions and delegations authorised, from time to time, by the Board.</p> <p>The CEO is to have a formal Employment Agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.</p> <p>The CEO may also be (but is not required to be) a director.</p> <p>At each Meeting where the Board approves the Half-Year and Full-Year Financial Statements, the CEO (in conjunction with the CFO) must provide the Board with a written declaration which includes a declaration whether, in management's opinion:</p> <ul style="list-style-type: none"> a. The financial records of MEGT for the reporting period have been properly maintained in accordance with section 286 of the <i>Corporations Act 2001</i> (Cth); b. the financial statements and the notes referred to in paragraph 295(3)(b) of the <i>Corporations Act 2001</i> (Cth), for the reporting period comply with the accounting standards;

Function / Role	Responsibilities
	<ul style="list-style-type: none"> c. the financial statements and notes for the reporting period give a true and fair view; d. MEGT's financial reports present a true and fair view, in all material respects, of MEGT's financial condition and operational results and are in accordance with relevant accounting standards; and e. MEGT's risk management, internal compliance and controls are implemented by policies adopted by the Board and are operating effectively in all material respects.
External Auditor	<p>The external auditor must attend the Annual General Meeting of MEGT and must be available to answer questions about:</p> <ul style="list-style-type: none"> a. The conduct of the audit; b. The preparations and content of the Auditor's Report; c. The accounting policies adopted by MEGT in relation to the preparation of the financial statements; and d. The independence of the external auditor in relation to the conduct of the audit.

7 PURPOSE

The company purpose of *'life changing, lifelong learning and employment for all'* is established through:

- a. Recruitment and Management Services: MEGT employs apprentices and trainees and places them with host employers to attain the on-job skills associated with their vocation.
- b. Apprentice Connect Provider: MEGT is contracted by the Australian Government to assist apprentices, trainees and employers with the management of apprenticeships.
- c. Employment Services: MEGT is contracted by the Australian Government to assist job seekers to transition to employment under the Workforce Australia Skills and Support Services and other State Based Employment Programs.
- d. NDIS Employment Pathways: Capacity building supports to plan and implement a pathway to inclusive employment for NDIS SLES Participants
- e. Education and Training: MEGT provides employers, staff and those seeking career and education pathways a supporting environment to foster learning outcomes, support personal growth, encourage ideas and enquiry.

8 BOARD GOVERNANCE

The Board committees established to assist the Board in fulfilling its duties and responsibilities include:

- a. Remuneration and Governance Committee;
- b. Finance and Audit Committee; and
- c. Strategy and Risk Committee.

Each Committee has a formal Charter which sets out its responsibilities.

With the exception of specified delegations contained in their Charters or approved by the Board, recommendations of the Committees are to be referred to the Board for approval.

8.1 INDEPENDENCE OF DIRECTORS

When determining the independent status of a Director the Board will consider any 'conflict of interest' as to whether the Director:

- a. Is employed, or has previously been employed in an executive capacity by MEGT, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- b. Has within the last three years been a principal of a material professional adviser or a material consultant to MEGT, or an employee materially associated with the service provided;
- c. Is a material supplier or customer of MEGT, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; and
- d. Has a material contractual relationship with MEGT other than as a Director.

A Director will not be considered to be independent solely because the Director is also a member of MEGT.

8.2 CONFLICTS OF INTEREST

A conflict of interest may arise when a Director or a related party of a Director may directly or indirectly derive a benefit in relation to or as a consequence of a decision to be made or action to be taken by MEGT and that Director participates in or is in a position of influence in relation to that decision or action.

To manage conflict of interests in accordance with the requirements of the *Corporations Act 2001* (Cth) and the Constitution, the Board requires the following guidelines to be adhered to by Directors:

- a. All Directors are required to declare their interests annually for the purpose of updating MEGT's Register of Interests and Related Party Transactions.
- b. An agenda item is included at the beginning of all Board meetings requiring Directors to declare any interests in items on the agenda.
- c. Information to be included in Board papers where there is a potential conflict of interest will not be included in the papers for the Director who has the potential conflict. Board minutes of discussion that relate to confidential and strategic matters subject to potential conflicts will be amended (with the confidential and strategic matters removed) before distribution to the particular Director with the conflict.
- d. If a Director has a conflict of interest in respect of a matter, that Director is to leave the room and not take part in discussion or voting when the item involving the potential conflict of interest is discussed by the Board.

At any time, a Director may raise with the Chair a concern regarding a perceived conflict of interest of any other Director. The Chair (after considering the views of all Directors) must determine whether a conflict of interest exists and if so, an appropriate course of action before there is further consideration by the Board of the topic or issue which led to the perceived conflict being raised in the first place.

8.3 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Board and Committees must be provided with the information they need to efficiently discharge their responsibilities.

Management must supply the Board and Committees with information in a form, time frame and quality that enables them to effectively discharge their duties. All Directors have access to Committee Papers.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Director has the authority to seek any information he/she requires from any employee of MEGT, and all employees must comply with such requests. It is expected that any significant issues are communicated to the Chair or Chief Executive Officer.

Any Director may take such independent legal, financial or other advice as they consider necessary at MEGT's cost. Any Director seeking independent advice must first discuss the request with the Chair who will facilitate obtaining such advice.

8.4 APPOINTMENT AND REMOVAL OF DIRECTORS

The Board should be of a size and composition that is conducive to making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interest of the MEGT as a whole rather than of any interest groups.

The Remuneration and Governance Committee is responsible for making recommendations to the Board relating to the appointment and retirement of Directors.

A new Director will receive a formal Letter of Appointment setting out the key terms and conditions relative to the appointment.

8.5 DIRECTOR PROTECTION DEEDS

The Constitution provides indemnities to each Director.

Each Director is entitled to a Director Protection Deed which shall include provisions relating to:

- a. Access to Board Papers;
- b. Confidentiality;
- c. Indemnity by MEGT; and
- d. The provision of Directors & Officers Insurance.

8.6 MEGT CODE OF CONDUCT

The Board has adopted, and from time to time amends the MEGT Code of Conduct. This is a formal Code of Conduct to be observed by all Directors, Employees, Consultants and any other person when they represent MEGT.

The MEGT Code of Conduct governs the commercial operations of MEGT and deals with compliance in the following areas of conduct:

- a. Compliance with Laws and Regulations;
- b. Unacceptable Payments;
- c. Proper Accounting;
- d. Dealing with Auditors;
- e. Conflicts of Interest; and
- f. Political Contributions.

9 CORPORATE GOVERNANCE WEBSITE

As part of an effective Communication Strategy, MEGT will maintain and keep current a Corporate Governance section on its Website.

10 REVIEW

This Charter will be reviewed every two years to ensure it remains consistent with the Board's objectives and responsibilities.