

**FOOTBALL NEW SOUTH WALES LIMITED
LEGAL AND REGULATORY COMMITTEE CHARTER
AS AT 23 MARCH 2016**

1. OVERVIEW OF THE CHARTER

This Charter sets out the principles for the operation of the Legal and Regulatory Committee (“**Committee**”) of Football New South Wales Limited (“**FNSW**”) established by the Board under clause 12.11 of the FNSW’s Constitution.

2. OBJECTIVES AND PURPOSES

The Committee’s role is to report to the Board and provide appropriate advice and recommendations on matters relevant to this Charter in order to facilitate decision making by the Board.

3. DUTIES AND RESPONSIBILITIES

The Committee shall report to and assist the Board in relation to matters arising with respect to FNSW’s compliance with legal and regulatory requirements and such other matters as may be directed by the Board or this Charter.

4. COMPOSITION AND STRUCTURE OF THE COMMITTEE

4.1 Number of Members

The Committee shall be appointed by the Board and shall consist of not less than four (4) and not more than six (6) members (“**Members**”), at least two (2) but no more than three (3) of whom must be Directors of FNSW.

4.2 Term of Office

Members of the Committee who are also Directors of FNSW will serve for the remainder of their directorship. Other Members are to be appointed for a term of two (2) years, subject to earlier resignation or removal by the Board. Upon completion of a term the Member may be reappointed to the Committee. Membership of the Committee must be approved by the Board.

5. CHAIR

5.1 Chair

The Chair of the Committee (“**the Chair**”):

- (a) will be elected by, and hold office for the period determined by, the Members of the Committee;
- (b) must be a Member of the Committee;
- (c) must be a Director of FNSW;
- (d) but may not also be the Chairman of the Board; and
- (e) will chair all meetings of the Committee at which they are present.

5.2 Alternative Chair of Meetings

In the absence of the Chair, another Director shall act as Chair of any meeting and shall have the same powers and duties as the Chair as if they were present at such meeting.

5.3 Secretary

The Secretary of the Committee (“**the Secretary**”):

- (a) must be a Member of the Committee but not a Director; and
- (b) will be elected by, and hold office for the period determined by, the Members.

6. PROCEEDINGS OF THE COMMITTEE

6.1 Frequency and Notice

The Committee will meet as frequently as it considers necessary, but must meet not less than three times in each financial year.

The date, time and venue of each meeting of the Committee will be notified in writing by the Secretary to all Members no less than seven (7) days in advance of the meeting.

The Secretary or any Member may call a meeting of the Committee.

6.2 Committee Papers

Supporting papers for each meeting of the Committee will be distributed by the Secretary to:

- (a) each Member;
- (b) each Director who has advised the Chair that he or she will be attending that meeting of the Committee; and
- (c) each other person invited to attend pursuant to clause 6.4 of this Charter.

6.3 Meeting Quorum

A quorum for a meeting of the Committee is two Members comprising of at least one Director.

A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in or exercisable by the Committee.

6.4 Voting at Committee Meetings

Each Member is entitled to vote in relation to any resolution or item of business considered at any meeting of the Committee, with each Member having one vote of equal value. The Chair has an additional casting vote, but must not exercise such casting vote at any Committee meeting at which there are only two (2) Members present.

6.5 Attendance of Others

The only persons entitled to be present at a Committee meeting are the Members. However the Chair may extend an invitation to any person to attend all or part of any meeting of the

Committee which he or she considers appropriate. In particular, the Committee may meet with:

- (a) external advisers;
- (b) any executive or employee of FNSW; or
- (c) any other Director of FNSW.

6.5 Minutes of the meeting

Minutes of meetings of the Committee must be prepared and circulated to the Chair for approval within fourteen (14) days of the meeting and then circulated to all Members and the Chief Executive Officer of FNSW for distribution to the Board.

After confirmation by the Chair, the minutes of each meeting of the Committee must be distributed to all Directors by the CEO, ordinarily for the Board meeting next following the Committee meeting to which the minutes relate.

8. REPORTING

8.1 Reporting

The Chair (or a person nominated by the Chair for that purpose) must:

- (a) report to the Board on the Committee's proceedings:
 - (i) at the Board meeting next following each meeting of the Committee on all matters relevant to the Committee's duties, responsibilities and authorities;
 - (ii) as soon as practicable, in the case of urgency;
- (b) report to the Board any significant risks or issues that come to the attention of the Committee.

9. REVIEW OF CHARTER

9.1 Review of Charter

The Committee will review this Charter and its operation every two years, or more often as the Committee determines, and recommend to the Board any changes it determines necessary or desirable.

10. ACCESS TO THE CHARTER

This Charter will be available for viewing by any person on FNSW's website.