



## NSX LIMITED

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Incorporating

NSX Limited

ABN: 33 089 447 058

National Stock Exchange of Australia Limited

ABN: 11 000 902 063

Bendigo Stock Exchange Limited

ABN: 41 087 708 898

BSX Services Pty Ltd (t/a) BSX Taxi Markets

ABN 57 084 885 683

The Waterexchange Pty Ltd

ABN 19 084 332 132

# REMUNERATION & NOMINATION COMMITTEE CHARTER

April 2008

File Reference:

I:\Operations\Committees\Current Committees\Remuneration Committee\NSX Remuneration Nomination Committee  
Charter April 2008.doc



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## **1 PURPOSE**

1.1 The Nomination & Remuneration Committee (“the Committee”) is a committee of the NSX Limited (“NSX”) Board (“the Board”). The Committee’s primary functions are to:

- review director competence standards;
- review Board succession plans;
- evaluate the Board’s performance;
- make recommendations for the appointment and removal of directors to the Board; and
- make recommendations to the Board on, executive remuneration and incentive policies, the remuneration packages of senior management, recruitment, retention and termination policies for senior management, incentive schemes, and remuneration for directors.

## **2 MEMBERSHIP AND TERM**

- 2.1 The Committee will consist of a minimum of 3 directors, majority independent.
- 2.2 Appointment to the Committee will be for 1 year or as determined by the Board.
- 2.3 A quorum shall be two members or any greater number determined by the Committee from time to time.
- 2.4 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.

## **3 CHAIRMAN**

- 3.1 The Chairman of the Committee will be the person appointed by the Board. Should the Chairman be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that particular meeting.

## **4 FREQUENCY OF MEETINGS**

- 4.1 The Chairman will call a meeting of the Committee if so requested by any member of the Committee.
- 4.2 The Committee shall meet as required and at least three times per calendar year.

## **5 COMMITTEE MEMBERS’ INTERESTS**

- 5.1 A member of the Committee is not entitled to be present when his or her own salary or fee is discussed at a meeting or when his/her performance is being evaluated.

## **6 SECRETARY**

- 6.1 The Company Secretary of NSX shall act as Secretary of the Committee.

## **7 VOTING**

- 7.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 7.2 In the case of equality of votes, the Chairman of the meeting, in addition to his deliberative vote, has a casting vote.

## **8 ACCESS**

- 8.1 The Committee shall have direct access to NSX's Officers and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires in order to assist it in meeting its responsibilities from outside the company.

## **9 NOMINATION DUTIES**

- 7.2 The duties of the Committee in relation to nomination matters include:
- determining the appropriate size and composition of the Board;
  - setting a formal and transparent procedure for selecting new directors for appointment to the Board;
  - developing criteria for selection of candidates for the Board in the context of the Board's existing composition and structure;
  - making recommendations to the Board on the appointment and removal of directors;
  - developing a plan for identifying, assessing, and enhancing director competencies;
  - developing a succession plan for the Board and regularly reviewing the plan;
  - reviewing the time required from a non-executive director and whether directors of the Board are meeting this requirement;
  - evaluating the performance of the Board and key executives; and
  - ensuring that there is an appropriate induction programme in place for new directors and members of senior management and reviewing its effectiveness.

## **10 REMUNERATION DUTIES**

- 10.1 The duties of the Committee in relation to remuneration matters include:
- determining remuneration policies and remuneration of directors;
  - determining remuneration and incentive policies packages of key executives;
  - determining NSX's recruitment, retention, and termination policies and procedures for senior management;
  - determining and reviewing incentive schemes;
  - determining and reviewing superannuation arrangements of NSX; and
  - reviewing succession plans for senior management.
- 10.2 The Committee shall ensure that the Board and senior management are provided with sufficient information to ensure informed decision making.

## **11. REPORTING**

- 11.1 Proceedings of all meetings are minuted and signed by the Chairman or the chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee meeting.

## **12. REVIEW OF CHARTER**

- 12.1 This charter is to be reviewed by the Board from time to time to ensure it remains consistent with Board's objectives and responsibilities.

## **13. PUBLICATION OF CHARTER**

- 13.1 A copy of this charter is available at [www.nsx.com.au](http://www.nsx.com.au).