

AUDIT & RISK COMMITTEE – TERMS OF REFERENCE

DEFINITIONS

- “The Board” means the International Rugby League Limited Board of Directors
- “The Committee” means the Audit and Risk Committee.

1. PURPOSE & OBJECTIVE

- 1.1 Review, monitor and manage significant business and financial risks, including the quality of financial reporting and compliance with statutory and regulatory requirements.
- 1.2 Review and monitor financial activities, including management accounts, budgets, risk management activities and internal and external audit functions and controls.
- 1.3 Ensure the Board is immediately made aware of any irregularities occurring in the financial or regulatory controls relating to the organisation, or of any changes to areas identified in the risk register that the Committee deems significant.
- 1.4 Recommend to the Board whether to retain or remove the incumbent internal or external auditor in advance of the AGM.
- 1.5 Report to and advise the Board on the areas covered in 1.1-1.2 or on any other matter it deems appropriate.

2. SCOPE

- 2.1 Review accounting policies and practices adopted or proposed changes thereof.
- 2.2 Monitor risk management plans and implementation.
- 2.3 Review effectiveness of the annual audit plan with the auditors.
- 2.4 Review and monitor internal audit function, including review of statutory accounts.
- 2.5 Ensure compliance with statutory information and information derived from the audit.
- 2.6 Review interim financial information and performance.
- 2.7 Review and monitor financial plans and budgets, including annual budget recommendation.
- 2.8 Report to the Board on any of the above.

3. OPERATING GUIDELINES

- 3.1 Quorum shall be a simple majority of the number of the Committee’s members. A duly convened meeting of the Committee of which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Committee.
- 3.2 The Committee shall meet at least four times each year, at appropriate times to commend the accounts to the Board, to submit a draft budget for the subsequent financial year and at other such times as the Committee shall require.
- 3.3 The Committee shall ensure it reviews the risk register at least twice each calendar year, with at least six months between those two mandatory reviews.
- 3.4 Meetings of the Committee shall be summoned by the chair of the Committee or at the request of any of its members.
- 3.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each



member of the Committee and any other person required to attend no less than 10 working days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees as appropriate at the same time.

- 3.6 The chair of the Committee, or appointed secretary, shall minute the proceedings and resolutions of the Committee meetings including the names of all those present and in attendance.
- 3.7 Minutes of Committee meetings shall be circulated promptly (within two weeks of the meeting) to all members of the Committee and, once agreed, to all other members of the Board.
- 3.8 Members shall have one vote each. The Committee chair shall have the deciding vote in the event of a tie.

4. MEMBERSHIP

- 4.1 The IRL chair shall not be a Committee member.
- 4.2 Members shall be appointed by the Board, which shall also select the chair. The Committee shall be made up of a minimum of three members, one of whom will be an independent Director of IRL, and at least one of whom shall have recent and relevant financial experience.
- 4.3 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite such other person to its meeting as it deems necessary, including persons to provide expert advice as considered necessary by the Committee.
- 4.4 Committee members may not appoint an alternate to attend on their behalf.
- 4.5 Appointments to the Committee shall be for a period of up to three years. Members may be reappointed upon the expiry of their term.
- 4.6 The Board can remove any Committee member through a resolution duly passed at a Board Meeting. Committee members are automatically removed if they cease to be a Board member or staff member of IRL.

5. DUTIES

- 5.1 Oversight of compliance with statutory, legal and company law requirements relating to financial disclosure and regulatory reporting for government agencies.
- 5.2 Ensure financial statements are, in all material respects, presented fairly in accordance with applicable accounting standards and other mandatory professional reporting requirements under the relevant legislation and government regulatory agency financial reporting requirements.
- 5.3 Review and monitor financial recommendations to the Board.
- 5.4 The Committee chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- 5.6 The Committee shall, at least once a year, review its own performance and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 5.7 Upon instruction by the Board or as a result of a resolution of the members in general meeting, conduct the tender process for external auditors, including appointment, reappointment, removal and remuneration.





6. AUTHORITY

- 6.1 The Committee is authorised by the Board to seek any information it requires from any employee or staff member of the company in order to perform its duties.
- 6.2 In connection with its duties the Committee may request that the Board consent to authorise the Committee to obtain at the company's expense any outside legal or other professional advice. Such consent not to be unreasonably withheld.

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