



Board Charter

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1. Purpose

This document defines the Company's Charter for its Board.

2. Scope

This Board Charter details the functions, key responsibilities, and main operating mechanisms of the Board.

3. Responsibilities

The GTG Board and its Directors are responsible for the Company's strategic direction and performance. The Board is ultimately responsible for the following:

- To set the objectives and overall direction of the Company.
- To set and review the tone and standards of the Company.
- To review and approve the strategic plan, and any business plans, for the achievement of the objectives.
- To review and approve the annual budget.
- To establish and review performance indicators, control mechanisms, and benchmarks that will allow the Board to satisfy itself that the Company is being managed properly.
- To monitor the performance of the Company against its financial and other objectives and benchmarks, and to review the implementation of the approved strategies.
- To satisfy itself that the risks facing the Company have been identified, assessed, and that the material risks are being managed appropriately.

4. References

GTG shall comply with all applicable laws and regulations in executing under this charter, including:

- Corporations Act 2001
- ASX Corporate Governance Guidelines
- ASX Listing Rules
- NASDAQ Marketplace Rules
- Sarbanes-Oxley Act of 2002

5. Definitions

ADR:	American Depositary Receipts	CEO:	Chief Executive Officer
AGM:	Annual General Meeting	CFO:	Chief Financial Officer
ASX:	Australian Securities Exchange	GTG:	Genetic Technologies Limited



NASDAQ:	National Association of Securities Dealers Automated Quotation
Quorum:	No less than three Directors
Securities:	Fully paid ordinary shares in the capital of GTG and associated American Depositary Receipts (ADRs)

6. Charter

The Constitution of Genetic Technologies Limited provides that “...the management and control of the business of the Company shall be vested in the Directors who may exercise all such powers of the Company as are not hereby or by the Law required to be exercised by the Company in General Meeting.”

This Board Charter sets out the functions, key responsibilities, and main operating mechanisms to clarify Board and management accountabilities for the Company’s strategic direction and performance.

6.1. Board Policies

To Board is responsible for approving and adopting the following charters, policies, delegations, codes and protocols:

- The Board Charter.
- The Charters of all sub-committees established by the Board.
- The delegation of authority and responsibility to the CEO and management.
- The delegation of authority and responsibility to the Chairman.
- The code of conduct for the Company.
- The Board Protocol.
- The policy related to risk oversight and management.
- The policies related to compliance with the law and community standards.
- The shareholder communications policy.
- Any such other policies that the Board may determine to be required.
- To review, and adapt to changing circumstances, the documents listed above and to satisfy itself that they are consistent with the law and with any changes to the overall direction and strategy of the Company.
- To monitor compliance with the charters, delegations, policies, codes and protocols and for this purpose to establish performance indicators, benchmarks and reporting procedures, and to receive appropriate reports.



6.2. Appointments and Delegations

- 6.2.1. To appoint a Chairman of the Board who is required to be an independent director and not part of the executive.
- 6.2.2. To appoint the CEO, and the Company Secretary, to approve their job descriptions, to review their performance, and to arrange appropriate remuneration.
- 6.2.3. To review and approve the appointment of the CFO and other executives reporting directly to the CEO.
- 6.2.4. To approve the remuneration of management.
- 6.2.5. To review and approve the organisation chart and the succession plan.
- 6.2.6. The day to day operations of the Company including all matters not included in this Charter, or the Committee Charters, are delegated to the CEO.
- 6.2.7. To establish committees reporting to Board, to approve written charters for them, to provide guidance to the committees, and to appoint their members.

6.3. Financial Matters and Reports

- 6.3.1. To review the statement by the CFO on the Company's financial reports and to approve the annual accounts and statutory reports.
- 6.3.2. To satisfy themselves about the independence and competence of the auditors.
- 6.3.3. To approve Directors' Reports and Directors' Declarations.
- 6.3.4. To review and approve the reports of the CEO and the CFO on risk management and internal compliance.
- 6.3.5. To approve the accounting policies of the Company.
- 6.3.6. To approve the capital structure of the Company and any proposals for borrowing or giving security over assets.
- 6.3.7. To review and approve acquisitions and divestitures.
- 6.3.8. To review and approve capital and other expenditures above the levels which Board has delegated to management.
- 6.3.9. To review and approve any proposals concerning the purchase, sale or lease of land or buildings.
- 6.3.10. To review and approve the use of the Company Seal.
- 6.3.11. To approve any donations or sponsorships if required by a duly approved authorities' matrix.



6.4. Composition and Effectiveness of the Board

- 6.4.1. The Constitution of the Company provides that there shall be not less than three, nor more than ten, directors.
- 6.4.2. To review the Board's composition annually and to consider the independence of each director and the balance of perspectives and skills needed to maximise the effectiveness of the Board and its Committees.
- 6.4.3. To approve the content of the letters of appointment to the Board.
- 6.4.4. To arrange for the effectiveness of members of the Board to be enhanced by induction training for all new members, and by such further training of its members as the Board deems necessary.
- 6.4.5. To review the performance of the Board as a whole annually, and to agree appropriate changes to its systems and procedures.

6.5. Meetings

- 6.5.1. Consistent with the Company's Constitution, three directors shall constitute a quorum for Board meetings.
- 6.5.2. The Board shall convene to meet monthly, or as otherwise determined by the Board, with additional meetings convened as necessary.
- 6.5.3. The Board may meet by electronic means as set out in the Company's Constitution.
- 6.5.4. The Board shall invite appropriate members of management to attend its meetings as required.
- 6.5.5. The non-executive directors may meet periodically in the absence of management.
- 6.5.6. The Board shall adopt an Annual Agenda to facilitate the discharge of its responsibilities and this will form the basis of its individual meeting agendas.
- 6.5.7. The Board shall approve arrangements for the Annual General Meeting (AGM) and any other meetings of members.
- 6.5.8. Meetings shall be conducted formally, with agendas and supporting papers sent out in advance, and minutes taken. The Chairman shall decide the minimum notice to be given of meetings, and the arrangements for making committee papers available to members in advance of meetings.

7. Appendices

N/A

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