
Board Charter

Law Institute of Victoria Limited

ABN 32 075 475 731

25 August 2022

1. Introduction

- 1.1 This Board Charter sets out the principles for the operation of the board of directors (**Board**) of the Law Institute of Victoria Limited (ABN 32 075 475 731) (**Company**) and describes the functions of the Board.
- 1.2 The Board is responsible for the business of the Company and may exercise all powers of the Company which are not, by the Corporations Act or by the constitution, required to be exercised by the Company in general meeting.
- 1.3 This Charter sets out the role and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board.
- 1.4 As the foundation of its governance framework, the Company has adopted the ACNC Governance Standards and will strive to comply with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (except to the extent considered by the Board not to be applicable to the Company)

2. Role and responsibilities of the Board

Role and responsibilities

- 2.1 The role of the Board is to provide leadership for and supervision over the Company's governance, business, and affairs, in accordance with and furtherance of the Company's Purpose.
- 2.2 The Board ensures that the activities of the Company comply with the *Corporations Act 2001* (Cth), the *Australian Charities and Not-for-Profit Commission Regulation 2013* (Cth) and all other applicable laws and regulatory requirements and the Constitution, from which it derives its authority to act. To achieve this role, the Board has reserved to itself the following specific responsibilities.

Strategic guidance

- (a) providing leadership and setting the strategic direction of the Company in accordance with and furtherance of the Company's not for profit purpose;
- (b) reviewing, approving and overseeing management's implementation of the Company's strategic plan and its performance generally;
- (c) setting and overseeing the investment strategy of the Company;

Financial management and controls

- (d) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (e) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
- (f) evaluating, approving and monitoring operating budgets, major capital expenditure, capital management and all major acquisitions, divestitures and other corporate transactions of the Company;

- (g) approving the annual report, financial statements and other published reporting;

Management, oversight and culture

- (h) appointing the President and any Deputy Presidents;
- (i) through the People, Remuneration and Culture Committee, appointing Non-Member Directors;
- (j) appointing and when necessary removing the Chief Executive Officer;
- (k) through the People, Remuneration and Culture Committee approving remuneration for the Chief Executive Officer and reviewing remuneration policies and succession plans for the Chief Executive Officer;
- (l) monitoring the appointment and replacement of other senior executives of the Company;
- (m) appointing and when necessary removing the Company Secretary;
- (n) through the President, overseeing the role of the Company Secretary
- (o) through the People, Remuneration and Culture Committee approving remuneration for Company Secretary;
- (p) developing a lawful, responsible and ethical culture at the LIV that aligns with the Company's purpose and strategy
- (q) overseeing a framework for reward and recognition of employees;
- (r) ensuring that the Company maintains a commitment to diversity in its Board composition and in the workplace;

Engagement

- (s) representing and promoting the LIV, its members and the legal profession on matters affecting the profession and strengthening the community's understanding of and confidence in the legal profession;
- (t) through the People, Remuneration and Culture Committee, approving the nominations received for awards, in accordance with the criteria and guidelines required under the Awards and Recognition Structure;
- (u) through the People, Remuneration and Culture Committee, approving the nominations received for external appointments, in accordance with the criteria and guidelines required under the LIV External Appointments Policy;

Corporate governance

- (v) providing overall corporate governance of the Company, including conducting regular reviews of the responsibilities within the Company to ensure the governance structure remains appropriate to the needs of the Company;
- (w) with the assistance and advice of the Audit and Risk Committee, Finance and Investment Committee and People, Remuneration and Culture Committee, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend those policies and procedures as necessary; and

- (x) The Board will review and approve the Company's corporate governance statement related to any departures from the ACNC Governance Standards and ASX Corporate Governance Principles and Recommendations.

Performance evaluation

- 2.3 At least once per year the Board will, with the advice and assistance of the People, Remuneration and Culture Committee, review and evaluate the performance of the Board, each Board committee and each individual director against the relevant charters, corporate governance policies, and agreed goals and objectives.
 - 2.4 Following each review and evaluation, the Board will consider how to improve its performance.
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3. Structure of the Board

Overview

- 3.1 It is intended that the Board should comprise a mix of Member Directors and Non-Member Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. In order to identify any gaps in the collective skills of the Board, the Board should, with the assistance and advice of the People, Remuneration and Culture Committee, establish a skills matrix setting out the mix of skills and diversity the Board has or is looking to achieve.
- 3.2 The continued tenure of each individual Member Director is subject to re-election and maximum period of eligibility, in accordance with the Constitution.
- 3.3 The continued tenure of each individual Non-Member Director is subject to re-appointment by the Board from time to time and a maximum period of eligibility, in accordance with the Constitution.

Board composition

- 3.4 The size of the Board is determined in accordance with the Constitution and at all times so far as is practicable, comprises one member who is a Suburban Legal Practitioner; one member who is a Regional Legal Practitioner; seven members, each of whom is an Australian Legal Practitioner and three persons, each of whom is not a member, does not hold an Australian Practising Certificate.

Appointment and re-election of Member Directors and casual vacancies

- 3.5 Member Directors will be elected at each Annual General Meeting of the Company and take office as a Director from the conclusion of the Annual General Meeting, for a term of 3 years (subject to clauses 44.3 and 97 and to clause 46.4(2) if a Member Director is elected for a term of less than 3 years).
- 3.6 The Board may from time to time determine the desired qualifications, skills and experience and diversity measures the Board considers appropriate, which will be communicated to members during the Call for Nominations for the annual election of Member-Directors
- 3.7 The process of selection and appointment of Member Directors to the Board when a casual vacancy arises, the People, Remuneration and Culture Committee identifies candidates with appropriate skills, experience and expertise. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be

appointed by the Board to fill a vacancy in accordance with the Company's Constitution however must stand for election by members at the next annual general meeting.

- 3.8 Directors will be given a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.
- 3.9 Directors must retire from office in accordance with the Constitution. Retiring directors may be eligible for re-election subject eligibility under clause 43.3.

Non-Member Directors and casual vacancies

- 3.10 The process of selection and appointment of Non-Member Directors to the Board and of Directors when a casual vacancy arises, the People, Remuneration and Culture Committee identifies candidates with appropriate skills, experience and expertise. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a vacancy in accordance with the Company's Constitution (however in the case of Member Directors, must stand for election by members at the next annual general meeting.)
- 3.11 All Non-Member Director should not be members of the Company, or hold an Australian Practising Certificate, and, if the person previously held an Australian Practising Certificate, has not practiced law for at least 5 years before becoming a Director.
- 3.12 Directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.
- 3.13 Directors must retire from office in accordance with the Constitution. Retiring directors may be eligible for re-election subject eligibility under clause 43.3.

Directors' responsibilities

- 3.14 Directors are expected to at all times act in accordance with legal and statutory requirements and discharge all their duties as directors. Directors must:
- (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose;
 - (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of company, including applying an independent and enquiring mind to their responsibilities;
 - (c) avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
 - (d) not make improper use of information gained through their position as a director;
 - (e) not take improper advantage of their position as a director;
 - (f) notify other directors of a material personal interest when a conflict arises;
 - (g) disclose to the LIV all information that may be relevant for the Board to assess the director's eligibility to fill the role;
 - (h) make reasonable enquiries if relying on information or advice provided by others; and

- (i) not permit the Company to engage in insolvent trading.
- 3.15 The duties and responsibilities of the directors are more fully set out in the role description for Directors as set out in the annexures to this Board Charter and as otherwise determined or amended by the Board from time to time
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4. Role and Responsibilities of the President and Company Secretary

President

- 4.1 The Company has appointed a Member Director who is President and is the Chair of the Board, whose term of office will end at the commencement of the first Board meeting following the Annual General Meeting that is held in 2022
- 4.2 Any future President of the Company will also be a Member Director and will be selected by the Board on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.
- 4.3 The President is supported by 2 Deputy Presidents appointed by the Board. Either available Deputy President shall discharge the duties of the President where the President is unable to do so.
- 4.4 The duties and responsibilities of the President and Deputy Presidents are more fully set out in the role description for that director as set out in the following annexures to this Board Charter and as otherwise determined or amended by the Board from time to time:
 - (a) Directors Position Description (Annexure A)
 - (b) President's Position Description (Annexure B)
 - (c) Deputy President's Position Description (Annexure C)

Company Secretary

- 4.5 The Company Secretary acts as secretary of the Board, attending all meetings of the Board and its committees, as required. The Company Secretary is accountable directly to the Board, through the President on all matters to do with the proper functioning of the Board.
- 4.6 The Company Secretary is responsible for:
 - (a) advising the Board and its committees on governance matters;
 - (b) monitoring that Board and committee policies and procedures are followed;
 - (c) coordinating the timely completion and despatch of Board and committee papers;
 - (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
 - (e) organising and facilitating the induction and professional development of directors and him or herself.

5. Board committees

- 5.1 Under the Company's Constitution, the Board may establish, delegate and revoke responsibility to standing committees and ad hoc committee. Committees consider certain issues in further detail and then report back to and advise the Board.
- 5.2 The Board has established the following Committees:
- (a) the Audit and Risk Committee;
 - (b) the Finance and Investment Committee; and
 - (c) the People, Remuneration and Culture Committee.
- 5.3 The Company may establish other committees from time to time to consider other matters of importance.
- 5.4 Although the Board may delegate powers and responsibilities to these committees, the Board retains ultimate accountability for discharging its duties.
- 5.5 Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee. These charters will identify the areas in which the Board will be assisted by each committee.
- 5.6 Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The chair of each committee will report back on committee meetings to the Board at the next full Board meeting. The President is an ex-officio member of all committees.

6. Delegation

Delegation to Chief Executive Officer

- 6.1 The Board has delegated to the Chief Executive Officer the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in this Charter.
- 6.2 The Board may impose further specific limits on the Chief Executive Officer delegations. These delegations of authority will be maintained by the Company Secretary and will be reviewed by the Board from time to time.
- 6.3 The Chief Executive Officer must ensure that all transactions outside his or her delegation levels are referred to the Board for approval.

Role of Chief Executive Officer

- 6.4 The management function is conducted by, or under the supervision of, the Chief Executive Officer as directed by the Board, and by other officers to whom the management function is properly delegated by the Board or the Chief Executive Officer.
- 6.5 The Board approves corporate objectives for the Chief Executive Officer to satisfy and, jointly with the Chief Executive Officer, develops the duties and responsibilities of the Chief Executive Officer, which includes those set out in any employment contract of the Chief Executive Officer.

- 6.6 The Chief Executive Officer is responsible for the management of the Company and its operations by way of delegated authority from the Board and for implementing strategic objectives, plans and budgets approved by the Board in accordance with the directions of the Board.

Relationship with management

- 6.7 Directors may delegate their powers as they consider it appropriate including to management of the Company. However, ultimate responsibility for strategy and control rests with the directors.
- 6.8 Management is ultimately accountable to the Board.
- 6.9 Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.

7. Meetings

- 7.1 All Board meetings will be conducted in accordance with the Company's Constitution and the Corporations Act.
- 7.2 Directors are committed to collective decision making but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.
- 7.3 Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.
- 7.4 A meeting of the Board will usually be convened by the President, although under the Company's Constitution a meeting may be called by two or more directors.
- 7.5 All directors are expected to diligently prepare for, attend and participate in all Board meetings.
- 7.6 At a minimum, a quorum of directors under the Company's Constitution is seven directors. Meetings of the Board may be held or participated in by telephone, audio-visual or other instantaneous means that gives the meeting participants as a whole a reasonable opportunity to participate ("virtual meeting") as permitted by the Company's Constitution. Resolutions of the Board may be passed by circular resolution in accordance with the Company's Constitution.
- 7.7 The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.
- 7.8 The Board will periodically meet without management present.
- 7.9 The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.

8. Remuneration

- 8.1 The level and nature of remuneration for Directors, the Chief Executive Officer and Company Secretary of the Company will be set by the Board after receiving and considering the recommendation of the People, Remuneration and Culture Committee.

9. Confidential information and external communication

- 9.1 The Board has established the following principles to apply in respect of information of the Company:
- (a) all directors are required to keep confidential all information provided to them in their capacity as a director and must not disclose or improperly use such information;
 - (b) generally, communications will be through the President or the Chief Executive Officer, or persons authorised to speak for the Company in accordance with the Company's Media and Communications Policy. Individual Board members are expected not to communicate on behalf of the Board without prior consultation with the President or Chief Executive Officer

10. Conflicts of interest

- 10.1 Directors are expected to appropriately identify, disclose and manage conflicts of interest in accordance with sections 78 to 80 of the Constitution and comply with the Company's Conflicts of Interest Policy and related procedures.
- 10.2 Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution that:
- (a) identifies the director, the nature and the extent of the director's interest in the matter and its relation to the affairs of the Institute; and
 - (b) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- 10.3 Directors are required to sign a declaration which includes an undertaking to disclose conflicts of interest in a timely and appropriate manner.

11. Related party transactions

- 11.1 The Board has delegated to the Audit and Risk Committee responsibility for reviewing and monitoring related party transactions involving the directors and the Company.

12. Independent advice

- 12.1 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of their responsibilities. A director must seek the prior approval of the President (or if the President is the relevant director, with the approval of the Board). Following the approval of the President (or in the case of the President, the Board), directors may seek independent professional advice at the Company's expense. Generally, this advice will be available to all directors. All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board papers and, at the Company's expense, Directors and Officers insurance for seven years after the director leaves the Board.

13. Access to management

13.1 The directors have complete and open access to management following consultation with the President and Chief Executive Officer.

14. Board Charter

14.1 The Board is responsible for reviewing the effectiveness of this Charter to determine its appropriateness to the needs of the Company from time to time and approving any amendments to this Charter.

14.2 If there is any conflict between this Board Charter and the Constitution, the terms of the Constitution will prevail.

15. Amendments log

First approved:	25 August 2022	
First approved by:	Board	
Amendments		
Date	Authorised by	Description of amendment
22 October 2022	Company Secretary	Consequential amendment. Name of sub-committee amended to the "People, Remuneration and Culture Committee", in accordance with the Board resolution of 22 October 2022.
16 March 2023	Board	New clause at 3.6 to reflect responsibility to communicate the skills, experience and diversity required on the Board, both for the decision making of potential election candidates and the voting members.

ANNEXURE A

1. Role of the Directors

- 1.1 The Law Institute of Victoria (LIV) is the professional association for solicitors in Victoria that represents around 19,000 lawyers and people working in the law in Victoria, interstate and overseas.

Its commitment is to a community served by an ethical and trusted legal profession, that defends the rule of law, safeguards the administration of justice and strives for access to justice for all.

This is achieved by promoting the highest standards of ethical and legal practice, education and service excellence in the practice and administration of law to ensure the community benefits from strong legal representation, effective advocacy and a fair and equitable legal and justice system.

2. Eligibility and appointment

2.1 Member Directors

- (a) Member Directors are elected by the members of the Company at the Annual General Meeting.
- (b) Each Member Director elected at an Annual General Meeting takes office as a Director from the conclusion of the Annual General Meeting, for a term of 3 years (subject to clauses 44.3 and 97, and to clause 46.4(2) if a Member Director is elected for a term of less than 3 years).
- (c) Any full member of the Company who is an Australian Legal Practitioner is eligible to be elected as a Member Director.

2.2 Non-Member Directors

- (a) The Board may at any time appoint a Non-Member Director either to fill a casual vacancy or as an addition to the existing Non-Member Directors, but so that the total number of Non-Member Directors does not at any time exceed at total of three Non-Member Directors.
- (b) A person who is appointed as a Non-Member Director holds office for a term specified by the Board when appointing the Non-Member Director, provided that each term must not be longer than 3 years.
- (c) To be eligible for appointment as a Non-Member Director, individuals must not be an LIV member, must not hold an Australian Practising Certificate, and, if the person previously held an Australian Practising Certificate, has not practised law for at least five years before becoming a Director.

- 2.3 Directors are subject to a tenure limit of 9 years.
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3. Primary duties and responsibilities of Directors

- 3.1 Fulfil their duties as directors under legislation, common law and in accordance with the ACNC Governance Standard 5 (as the Company is a registered charity).

- 3.2 Provide leadership for and supervision over the Company's governance, business, affairs and culture, in accordance with and furtherance of the Company's Purpose.
 - 3.3 To uphold the LIV's values and to be an appropriate role model and to ensure that the Board promotes equality and diversity for all its members, employees and other stakeholders.
 - 3.4 Actively contribute to Board meetings to ensure that the Board effectively fulfils its role and achieves its strategic objectives, conforms to the highest standards of corporate governance and makes appropriate decisions.
 - 3.5 To lead or participate in Board committees charged with specific responsibilities.
 - 3.6 Act in accordance with the Company's Constitution, charters, Code of Conduct, protocols and policies.
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4. Particular skills required of Non-Member Directors

- 4.1 Prior to initiating a search for Non-Member Directors, areas of capability are reviewed in light of the strategy and the prevailing and expected environmental conditions. The collective capability of the current Board is assessed against requirements and the search then focuses on finding Non-Member Directors who will best complement the current mix of capability on the Board.
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5. Key attributes of Directors

- 5.1 Communication and contribution: Directors should be able to effectively communicate their ideas. Directors are required to contribute their skills, knowledge and expertise to their board in order to be an effective member of that board.
- 5.2 Collegiality: Cooperative interaction amongst board members is critical. Directors should work with fellow directors with tact, sensitivity, the ability to engender trust and respect, and an awareness of different perspectives, interests and the values of others.
- 5.3 Continual development: Directors should understand the business they are overseeing, either through previous experience or building on that knowledge. The ability to learn and continually develop is beneficial to a director's longevity and contribution.

ANNEXURE B

ROLE OF THE PRESIDENT

1. Role of the President [Chair]

The President is the chair of the Board and considered the “lead” director responsible for the management, the development, and the effective performance of the Board. The Chair is charged with taking all reasonable measures to ensure that the Board fully executes its mandate, under Board Charter and the Constitution.

The President is the major point of contact between the Board and Management, in particular the Chief Executive Officer, taking all reasonable steps to ensure that the expectations of the Board toward management, and the expectations of management toward the Board, are clearly expressed, understood and respected.

The President also performs important ambassadorial and ceremonial responsibilities officially representing LIV members and stakeholders as a leader of the legal profession in Victoria.

The specific responsibilities of the President are reviewed and reassessed each year by the People, Remuneration and Culture Committee in consultation with appointed President and the People, Remuneration and Culture Committee shall submit any proposed changes to the Board for consideration and approval.

2. Eligibility and appointment

The President is a Member Director selected and appointed by the Board on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

The President is appointed by the Board at the first Board meeting following the Annual General Meeting in each year, and takes office immediately following that Board meeting.

The President is appointed for a term of 1 year ending at the conclusion of the Annual General Meeting in the following year.

A person may not be appointed as President for more than a total of three terms.

3. Specific responsibilities

- a) Duties and responsibilities of the President as Chair of the Board:
- 1) leading the Board in reviewing and discussing Board matters;
 - 2) chairing Board meetings and member meetings, including, setting the agenda for Board meetings (in consultation with the Chief Executive Officer and the Company Secretary) and ensuring that adequate time is available for discussion of all agenda items;
 - 3) ensuring the efficient organisation and conduct of the Board’s function;
 - 4) briefing all directors in relation to issues arising at Board meetings;

- 5) facilitating effective contribution by all directors and monitoring Board performance;
 - 6) promoting constructive and respectful relations between Board members and between the Board and management;
 - 7) overseeing the role of the Company Secretary, including, reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board;
 - 8) on the advice of the People, Remuneration and Culture Committee, establishing and overseeing the implementation of policies and systems for Board performance review and renewal;
 - 9) overseeing Board committee membership and chair assignments;
 - 10) chairing general meetings
 - 11) participating (as desired) as an ex officio member of LIV committees;
- b) Duties and responsibilities of the President for Board for management relations
- 12) serving as a facilitator of communications and information flow between the Board and management; provided, however, this is not intended to in any way limit or restrict free and open communications between individual Board members or Board committees;
 - 13) acting as counsellor and advisor to the CEO and initiating and overseeing the annual Chief Executive Officer evaluation process, to be approved by the members of the Board and any Board committees as required;
- c) Duties of the as President for member and stakeholder relations
- 14) representing the LIV as a spokesperson in the media and on public statements of policy on behalf of the LIV;
 - 15) speaking at selected arranged events such as judicial welcomes and farewells on behalf of the solicitors of the state of Victoria;
 - 16) representing the LIV as its appointed director (if so determined by the Board) to the Law Council of Australia Board and attending formal meetings that take place with Law Societies across Australia;
 - 17) Engaging, liaising with, and reporting to members, in co-operation with the CEO;
 - 18) Liaising with and maintaining an effective working relationship with the Victorian Attorney-General and the Victorian Legal Services Board and Commissioner;
 - 19) Liaising with and maintaining an effective working relationship with Victorian Heads of Jurisdiction and the judiciary; and
 - 20) Championing the interests of the LIV in accordance with the strategic plan

4. Delegations

The President has no additional power or authority above that of any other director. The exception to this is the specific responsibilities listed above and the following delegation:

the Board delegates to the President the approval of the travel for the Chief Executive Officer and the Company Secretary for the Company's purposes.

ANNEXURE C

ROLE OF THE DEPUTY PRESIDENTS

1. Role of Deputy Presidents

The President is supported by two Deputy Presidents.

Deputy Presidents' primary functions are to provide support to the President and to discharge the duties of the President where the President is unable to do so.

2. Eligibility and appointment

Deputy Presidents are Member Directors selected and appointed by the Board on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

Deputy Presidents are appointed by the Board at the first Board meeting following the Annual General Meeting in each year, and each office bearer takes office immediately following that Board meeting.

Any Member Director is eligible for appointment as Deputy President, other than a person who has served as President for at least 3 terms.

3. Specific responsibilities

Duties and responsibilities of the Deputy President

- 1) taking leaderships roles within the Board and working closely with the President, to ensure organisational objectives are met;
 - 2) be equipped to assume the role and responsibilities of the President, in the absence of the President or when the President is unable to act;
 - 3) performing representational or ambassadorial duties on behalf of the LIV at the request of the President or the Chief Executive Officer; and
 - 4) assisting the President with their duties as and when required.
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4. Delegations

Deputy Presidents have no additional power or authority above that of any other director. The exception to this is the specific responsibilities and delegations of the President which are assumed by Deputy Presidents when acting in the role of President in the circumstances referred to above.