RESPONSIBLE PERSON (FIT AND PROPER) POLICY AND PROCEDURE

<table>
<thead>
<tr>
<th>Reference No.</th>
<th>RZ.027</th>
</tr>
</thead>
<tbody>
<tr>
<td>Version No.</td>
<td>9.2</td>
</tr>
<tr>
<td>Effective Date:</td>
<td>July 2015</td>
</tr>
<tr>
<td>Board Approval:</td>
<td>20 October 2014</td>
</tr>
<tr>
<td>Next Review:</td>
<td>September 2016</td>
</tr>
<tr>
<td>Responsible Officers:</td>
<td>Risk Manager</td>
</tr>
</tbody>
</table>
DEFINITIONS

<table>
<thead>
<tr>
<th>TERMS</th>
<th>DEFINITION</th>
</tr>
</thead>
<tbody>
<tr>
<td>AICD</td>
<td>Australian Institute of Company Directors</td>
</tr>
<tr>
<td>AFS</td>
<td>Australian Financial Services</td>
</tr>
<tr>
<td>CA</td>
<td>Corporations Act</td>
</tr>
<tr>
<td>CARMC</td>
<td>Compliance and Risk Management Committee</td>
</tr>
<tr>
<td>Constitution</td>
<td>Constitution of WA Local Government Superannuation Plan Pty Ltd</td>
</tr>
<tr>
<td>Fund</td>
<td>WA Local Government Superannuation Plan</td>
</tr>
<tr>
<td>Group</td>
<td>Includes, WA Local Government Superannuation Plan Pty Ltd; WA Local Financial Services Pty Ltd (trading as Western Financial) and LGS Investment Holdings Pty Ltd</td>
</tr>
</tbody>
</table>
| Independent Trustee Director | A Trustee Director of the Fund who  
  a) is not a member of the fund; and  
  b) is neither an employer-sponsor of the fund nor an associate of such an employer-sponsor; and  
  c) is neither an employee of an employer-sponsor of the fund nor an employee of an associate of such an employer-sponsor; and  
  d) is not, in any capacity, a representative of a trade union, or other organisation, representing the interests of one or more members of the fund; and  
  e) is not, in any capacity, a representative of an organisation representing the interests of one or more employer-sponsors of the fund.  
1  
| Management Team     | Chief Executive Officer, Human Resources Manager, General Manager Client Service, Chief Financial Officer, Administration Manager, Manager Finance and Operations, Financial Planning Manager, Client Contact Manager, Investment Manager and Risk Manager |
| Non-affiliated Director | A Trustee Director that is free from any business or other association that could materially interfere with the exercise of independent judgement.  
2  
| Responsible Manager | Are the persons that are relied upon to meet the requirement to maintain competence to provide financial services as outlined in the Corporations Act. |
| Responsible Person  | A responsible person includes:  
  a) Director of the Trustee  
  b) A Senior Manager of the Trustee  
  c) An RSE auditor who is appointed to conduct any audit of the Fund  
  d) An actuary appointed to perform actuarial functions under the SIS Act, APRA Prudential Standards or the Financial Sector (Collection of Data) Act 2001  
  e) A secretary of the Fund  
  f) A person who performs activities for a connected entity of the Trustee where those activities could materially affect |
<table>
<thead>
<tr>
<th>TERMS</th>
<th>DEFINITION</th>
</tr>
</thead>
<tbody>
<tr>
<td>the whole, or a substantial part of the Trustees business operations, or its financial standing either directly or indirectly.⁴</td>
<td></td>
</tr>
<tr>
<td>RSE Actuary</td>
<td>A person who is appointed as an actuary of an RSE²</td>
</tr>
<tr>
<td>RSE Auditor</td>
<td>A person who is appointed as auditor of a registrable superannuation entity⁶</td>
</tr>
<tr>
<td>SIS</td>
<td>Superannuation Industry (Supervision)</td>
</tr>
<tr>
<td>SIS Act</td>
<td>Superannuation Industry (Supervision) Act 1993</td>
</tr>
<tr>
<td>Trustee</td>
<td>Board of WA Local Government Superannuation Plan Pty Ltd</td>
</tr>
<tr>
<td>Trustee Director</td>
<td>Superannuation Entity Director is a person whose profession, business or employment is or includes acting as director of a corporate trustee of a superannuation entity and investing money on behalf of beneficiaries of the superannuation entity.⁷</td>
</tr>
<tr>
<td>Western Financial</td>
<td>WA Local Financial Services Pty Ltd</td>
</tr>
</tbody>
</table>

**REFERENCES**

<table>
<thead>
<tr>
<th>REFERENCE</th>
<th>DETAILS</th>
</tr>
</thead>
<tbody>
<tr>
<td>SPS 520</td>
<td>APRA Prudential Standard SPS 520 – Fit and Proper</td>
</tr>
<tr>
<td>SPG 520</td>
<td>APRA Prudential Practice Guide 520 – Fit and Proper</td>
</tr>
<tr>
<td>RG105</td>
<td>ASIC Regulatory Guide 105 – Licencing: Organisational competence</td>
</tr>
<tr>
<td>SPS 510</td>
<td>APRA Prudential Standard SPS 510 - Governance</td>
</tr>
<tr>
<td>SPG 510</td>
<td>APRA Prudential Practice Guide SPS 510 – Governance</td>
</tr>
</tbody>
</table>

⁴ SPS 520 (11)  
⁵ SIS (10)(1)  
⁶ SIS (10)(1)  
⁷ SIS 29VO(3)
1 INTRODUCTION

This document forms part of the Funds Risk Management Framework. The Trustee endorses the following policy which is based on the requirements of:

» APRA Prudential Standard SPS 520 – Fit and Proper.
» The guidance of APRA Prudential Practice Guide SPG 520 – Fit and Proper.
» Superannuation Industry (Supervision) Act 1993, in particular sections 29D(1)(d)(i)
» Corporations Act 2001, in particular section 912A(1)(e).

2 PURPOSE

The purpose of this policy is to detail how the Trustee:

» Meets its legislative requirements on an ongoing basis for the Responsible Person/Manager standards as holder of an RSE and AFS licenses.
» Prudently manages the risks that persons acting in Responsible Person and Manager positions who are not fit and proper pose to the interests, or reasonable expectations, of beneficiaries and clients, the financial position of the Trustee and its connected entities, or in relation to any other prudential matter.

3 APPLICATION

This policy applies to all Responsible Persons and Responsible Managers of the Group and the Group employees who are responsible for the implementation of this policy.

4 POLICY STATEMENT

The Trustee is committed to implementing a sound and effective governance framework to ensure that the Trustee Board operates with the necessary expertise, appropriate diligence and prudent management, to fulfill its role and functions and that there is adequate competence within the Group to provide the financial services covered by the Trustees RSE and AFS License.

5 ROLES AND RESPONSIBILITIES

5.1 TRUSTEE

The Trustee is responsible for:

» Ensuring that they have in place adequate processes and procedures to ensure that the Trustee Board and Responsible Person and Managers have adequate skills, knowledge and experience to prudently manage the Fund and the Groups business and to act in the best interests of members and clients.
» The approval of this policy.

5.2 CHAIR CARMC

The Chair of the CARMC is responsible for assessing the Fund Secretary and Western Financial CEO for fitness and propriety.

---

8 SPS 520 (9)
9 SPS 520 (6)
5.3 CARMC

The CARMC is responsible for conducting regular reviews of this policy and making recommendations to the Trustee on this policy, including the effectiveness and compliance with regulatory requirements.

5.4 RESPONSIBLE PERSONS AND MANAGERS

Responsible Persons and Managers are to meet the requirements of this Policy at all times.

5.5 FUND SECRETARY

The Fund Secretary is responsible for:

» The assessment of Responsible Persons and Managers.

» Coordinating the appointment of Trustee Directors.

5.6 HUMAN RESOURCES MANAGER

The Human Resources Manager is responsible for:

» Ensuring that all Group policies in relation to recruitment and performance management comply with this policy.

» Coordinating the documentation required for the annual assessment of fitness and propriety.

5.7 RISK MANAGER

The Risk Manager is responsible for;

» Reviewing this policy.

» Advising the relevant regulators as per the requirements of this policy.

6 IDENTIFICATION OF RESPONSIBLE PERSONS

6.1 REGISTRABLE SUPERANNUATION ENTITY (APRA)

When identifying if an individual is a Responsible Person the following criteria is considered.

» Those positions identified in SPS 520, which includes Superannuation Trustee Directors\textsuperscript{10}, Fund Secretary\textsuperscript{11}, Fund and Group Auditor\textsuperscript{12} and Actuary.\textsuperscript{13}

» An individual who performs activities on behalf of the Trustee whose activities and conduct could have a material impact on the whole, or a substantial part, of the Trustees business operations, or its financial standing, either directly or indirectly\textsuperscript{14}. This person does not need to be an employee of the Trustee.\textsuperscript{15}

» Senior manager of the Group who meets any of the following criteria:\textsuperscript{16}

\textsuperscript{10} SPS 520 11(a)
\textsuperscript{11} SPS 520 11(b)
\textsuperscript{12} SPS 520 11(d)
\textsuperscript{13} SPS 520 11(e)
\textsuperscript{14} SPS 520(11)(f)
\textsuperscript{15} SPS 520 (12)
\textsuperscript{16} SPS 520 (16)
o Makes or participates in making decision that affect the whole or a substantial part of the
Trustees business operations.

o Has the capacity to affect significantly the Trustees business operations or its financial
standing.

o May materially affect the whole, or a substantial part, of the Trustees business
operations or its financial standing though their responsibility for:
  ▪ Enforcing policies and implementing strategies approved by the Trustee.
  ▪ The development and implementation of systems used to identify, assess, manage or
monitor risks in relation to the Trustees business operations.
  ▪ Monitoring the appropriateness, adequacy and effectiveness of risk management
frameworks.

o Is otherwise an executive of the Group.

6.2 FINANCIAL SERVICES (ASIC)

For an individual to be a Responsible Manager they must be directly responsible for day-to-day
business decisions about the provision of financial services.\textsuperscript{17} It is expected that the individuals will
hold middle or senior management positions.

7 FITNESS REQUIREMENT

The Trustee meets the fitness requirements by ensuring that:

» Responsible Persons possess the required education or technical qualifications, knowledge,
skills and experience relevant to the individuals duties and responsibilities\textsuperscript{18}; and

» The Trustee Directors and senior management of the Fund, collectively, have the full range
of skills needed for the effective and prudent operation of the Funds business operations\textsuperscript{19},
as holder of a RSE and AFS licence.

The fitness requirements for RSE and AFS licensing requirements are summarised at an individual
and Group level in the following diagram.

---
\textsuperscript{17} RG 105.5(a)
\textsuperscript{18} RG 105.17
\textsuperscript{19} SPS 510 (11)
7.1 KEY PERSONS

The Trustee has determined that the skills, knowledge and experience of the Trustee Directors and Groups staff and advisors is such that the Trustee does not rely on any one individuals skills, knowledge and experience to the extent that they meet the “Key Person” standard under either the RSE or AFS licence and the depth of skills and knowledge would be such to enable the Fund to be able to continue all functions and to comply with legislative requirements should any individual leave.

The Trustee recognises that a situation may occur in which the Fund does rely on an individual to the extent that they meet the “Key Person” standard, but will endeavour to ensure this does not occur by the ongoing training of the Responsible Persons and Group staff.

Where a “Key Person” Standard does occur, the Trustee will implement an action plan to enable gaps in qualifications and experience to be addressed to enable the “Key Person” clause to be removed.

If a “Key Person” clause is added to the condition of the RSE or AFS Licence the Trustee will comply with any conditions imposed on the Licence and notify the relevant regulator as detailed in section 15 APRA.

7.2 REGISTRABLE SUPERANNUATION ENTITY (APRA)

The following requirements have been established by the Trustee to ensure that Responsible Persons have adequate skills, knowledge and experience.

7.2.1 TRUSTEE DIRECTORS

Trustee Directors are expected to have a minimum level of skills and knowledge in the areas relevant to their role, however each Director is not expected to have all the competencies that the Trustee Board is collectively required to have, if other Trustee Directors have those competencies or they are obtained from external consultants or experts and the Trustee Board does not unquestionably rely on their advice.20

To ensure that collectively the Trustee Board and Committees have the necessary skills, knowledge and experience to understand the risk of the Funds business operations, including its legal and prudential obligations, and that the Trustees business operations are managed in an appropriate way taking into account these risks,21 the Trustees has developed a skills matrix which details the minimum knowledge, skills and experience required of individual Trustee Directors. The skills matrix is detailed in section 19 Appendix B – Trustee Director skills matrix. Skills and knowledge required at a Board and Committee level has also been developed by the Trustee detailing the optimum number of Trustee Directors required at each skill/knowledge level to enable the Board and Committees to function appropriately. These requirements are detailed in section 200 Board and Committee skill matrix.

A summary of Trustee Directors duties are detailed in the Groups Register of Relevant Duties (RZ18.01) and the Trustee Director position description is detailed in the Trustee Charter and Terms of Reference (RZ.1132) as well as the Committees Charters and Terms of References being the Investment Committee (RZ.016), Compliance and Risk Management Committee (RZ.015) and Remuneration Committee (RZ.885).

---

20 SPG 520 (13)
21 SPS 510 (11)
7.2.2 RSE AUDITORS AND ACTUARIES

The fitness requirements for RSE auditors or actuaries are detailed in the table below.

<table>
<thead>
<tr>
<th>RSE Auditor</th>
<th>RSE Actuary</th>
</tr>
</thead>
<tbody>
<tr>
<td>➤ Registered auditor under the Corporations Act</td>
<td>➤ Has appropriate formal qualifications</td>
</tr>
<tr>
<td>22</td>
<td></td>
</tr>
<tr>
<td>➤ Is a member of a recognised professional body</td>
<td>➤ Has a minimum of five years relevant experience in the provision of actuarial services to RSE licensees and RSEs or in superannuation more generally, that is sufficiently relevant and recent to provide reasonable assurance that the person is familiar with current issues in the provision of actuarial services to the business operations of the Fund.</td>
</tr>
<tr>
<td>23</td>
<td>➤ Not the CEO or a Director of the Trustee or a related body corporate or a connected entity.</td>
</tr>
<tr>
<td>➤ Minimum of five years relevant experience in the audit of the business operations of a RSE licensee</td>
<td>➤ Not the Fund Actuary, a partner of the actuary, or an employee or director of any entity of which the Fund auditor is an employee or director</td>
</tr>
<tr>
<td>24</td>
<td>➤ Is not an employee or Director of the Group</td>
</tr>
<tr>
<td>➤ Has experience relating to the business operations of RSE licensees that is sufficiently relevant and recent to provide assurance that the individual is familiar with current issues in the audit of the business operations of RSE licensees</td>
<td>➤ Is not the Fund auditor, a partner of the Fund auditor or an employee or director of any entity of which the Fund auditor is an employee or director</td>
</tr>
<tr>
<td>25</td>
<td>➤ Is ordinarily resident in Australia</td>
</tr>
<tr>
<td>➤ Not the CEO or a Director of the Trustee or a related body corporate or a connected entity.</td>
<td>➤ Is ordinarily resident in Australia</td>
</tr>
<tr>
<td>26</td>
<td>➤ Is not an employee or Director of the Group</td>
</tr>
<tr>
<td>➤ Is not the Fund actuary, a partner of the actuary, or an employer or director of a body corporate, statutory body, partnership, trust or commercial or professional enterprise of any kind of which the Fund actuary is an employee or director</td>
<td>➤ Is not the Fund auditor, a partner of the Fund auditor or an employee or director of any entity of which the Fund auditor is an employee or director</td>
</tr>
<tr>
<td>27</td>
<td>➤ Is ordinarily resident in Australia</td>
</tr>
<tr>
<td>➤ Is ordinarily resident in Australia</td>
<td>➤ Is ordinarily resident in Australia</td>
</tr>
</tbody>
</table>

The duties and responsibilities of RSE Auditors are detailed via signed letters of engagement and for the RSE Actuary via a documented service level agreement.

7.2.3 OTHER RESPONSIBLE PERSONS

The Trustee has identified key roles and functions as per the requirements detailed in section 6.1 Registrable Superannuation Entity (APRA). The positions that carry out these roles or functions are detailed in section 18 Appendix A – Register of responsible persons.

---

22 SPS 520 (20)(a)
23 SPS 520 (20)(f)
24 SPS 520 (20)(c)
25 SPS 520 (20)(d)
26 SPS 520 (20)(b)
27 SPS 520 (21)
28 SPS 520 (20)(e)
29 SPS 520 (20)(g)
30 SPS 520 (24)(a)
31 SPS 520 (24)(e)
32 SPS 520 (24)(d)
33 SPS 520 (24)(b)
34 SPS 520 (24)(c)
35 SPS 520 (24)(f)
An assessment of the educational or technical qualifications, knowledge and skills relevant to the duties of those roles and functions has been undertaken and the table below, details the levels of qualifications and experience expected of the Responsible Person undertaking the role or function. These positions are generally held by senior management or a professional consultant.

<table>
<thead>
<tr>
<th>Key role or function</th>
<th>Minimum, skills, qualifications and experience</th>
</tr>
</thead>
</table>
| Accounting and operations | » Completion of relevant tertiary qualifications; and  
| » Fund accounting | » Membership of the Australian Society of Certified Practicing Accountants or the Institute of Chartered Accountants; and  
| » Interest rates | » Three years relevant experience |
| Administration | » Completion of relevant tertiary or technical qualifications; and  
| » Member records | » Three years relevant experience |
| Customer Services | » Completion of relevant tertiary or technical qualifications; and  
| » Client services | » Three years relevant experience  
| » Disclosure and reporting | |
| Governance | » Completion of relevant tertiary qualifications; or  
| » CEO | » Five years relevant experience |
| Product Management and Advice | » Completion of relevant tertiary qualifications; and  
| » Investment management | » Three years relevant experience  
| » Insurance (member) | |
| Risk Management | » Completion of relevant tertiary or technical qualifications; and  
| » Risk Process | » Five years relevant experience  
| » Compliance | |
| » Internal Audit | |

The duties and responsibilities for Responsible Persons that are employees of Western Financial are documented via Position Descriptions which are documented and maintained by the Human Resources Manager. Responsible Persons who are consultants have their duties and responsibilities detailed in formally documented service level agreements as per the Groups Outsourcing Policy (RZ.029).

7.3 FINANCIAL SERVICES (ASIC)

The Fitness requirements for the Responsible Managers are met at two levels, at the organisational level and individual level. Both levels are required to be met.

To meet the requirements at an organisational level, each of the Responsible Managers must be able to demonstrate they have the appropriate knowledge and skill for each of the financial service or products authorised on the AFS licence.

36 SPG 520 (16)
At least one of the Responsible Managers must be able to demonstrate that they have the appropriate knowledge (educational component) and skills (experience) to demonstrate they have the appropriate knowledge and skills for each of the financial services or products authorised on a licence.

The Trustee has determined that at least two Responsible Managers should cover each of the knowledge and skills for each of the financial services and products authorised by the Trustees AFS licence.

Each Responsible Manager is required to meet one of the following five criteria prior to submission to ASIC.  

<table>
<thead>
<tr>
<th>Option</th>
<th>Knowledge component</th>
<th>Skills component</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Meet widely adopted and relevant industry standard or relevant standard set by APRA</td>
<td>3 years relevant experience over past 5 years</td>
</tr>
<tr>
<td>2</td>
<td>Be individually assessed by an authorised assessor as having relevant knowledge equivalent to a diploma</td>
<td>5 years relevant experience over past 8 years</td>
</tr>
<tr>
<td>3</td>
<td>Hold a university degree in relevant discipline and complete a relevant short industry course</td>
<td>3 years relevant experience over past 5 years</td>
</tr>
<tr>
<td>4</td>
<td>Hold a relevant industry or product specific qualification relevant to a diploma or higher</td>
<td>3 years relevant experience over past 5 years</td>
</tr>
<tr>
<td>5</td>
<td>Provide a written submission that satisfies ASIC that the individual has appropriate knowledge and skills for their role</td>
<td></td>
</tr>
</tbody>
</table>

7.4 MAINTAINING FITNESS

To ensure that the skills and knowledge of Responsible Persons and Managers who are Trustee Directors or for those who are employed by the Group is maintained, the Trustee has determined that to remain Fit and Proper, Responsible Persons and Managers are required to complete a minimum of 40 continuing professional development (CPD) points annually (per financial year), which roughly equates to 40 hours per annum. At least one third of the CPD points are made up of formal assessment.

7.4.1 TRUSTEE DIRECTORS

The components of the Trustee Director training have been developed to ensure that the ongoing training include the role of a Director and the Board, the specific requirements in relation to being a Trustee Director and the role of the Trustee Board, relevant legislative requirements as a holder of an RSE and AFS licence and specialist knowledge such as investments.

The 40 CPD points are derived from three sources, with each source requiring a minimum number of CPD points being obtained per annum. The CPD points from one source are unable to be used to offset the point requirements from another source, except for offsetting the requirements for the discretionary component of the training.

---

37 RG 105 (Section C)
Trustee Directors are able to determine the method and content of the training that they undertake, however preference should be given to training that is relevant to their roles on relevant Trustee Board Committees, any skill gaps identified as part of the their skills analysis, gaps identified on the Board Fit and Proper Matrix to allow for succession planning.

**AICD**

Trustee Directors as members of AICD are required to meet the ongoing membership requirements of AICD, this is the obtaining of 60 CPD points over a three year period.

Trustee Directors may be able to meet their training requirements by obtaining the majority of the sixty points in one financial year. Trustee Directors are encouraged in such circumstances to maintain their knowledge by continuing to obtain 20 CPD points in subsequent years.

**Kaplan**

Kaplan training is used by the Group and is conducted via on-line training with an assessment at the end of each topic. The topics focus on superannuation, investments and personal insurance.

**Discretionary**

Discretionary training is designed to meet the industry specific requirement, such as training, conferences, courses and events.

### 7.4.2 GROUP RESPONSIBLE PERSONS

All Group employees including those that are Responsible Persons have in place an individual training plan as per the Groups Training Learning and Development Policy (RH.128). The Human Resources Manager is responsible for ensuring that the Groups training and development policies and procedures meet the requirements of this policy.

The individual training plans are developed based on the following components:

- The minimum training requirements to maintain professional memberships and or qualifications that are appropriate for the minimum skills and knowledge requirements that are related to their duties and responsibilities. For example, Membership of the Australian Society of Certified Practicing Accountants or the Institute of Chartered Accountants.

- Kaplan – A minimum of 11 CPD points. With the focus being on superannuation, investments and personal insurance.

- Discretionary Balance. This is designed to meet any specific skills or knowledge gaps that have been identified as per the employees development plan.

The CPD points from one source are unable to be used to offset the point requirements from another source, except for offsetting the requirements for the discretionary component of the training.
7.5 ASSESSING FITNESS

7.5.1 INITIAL ASSESSMENT

**Trustee Directors and Group employees**

The Fund Secretary has delegated authority to assess Responsible Persons, other than the appointment of the Fund Secretary and Western Financial CEO which will be assessed by the Chair of the CARMC.

All potential responsible officers are assessed against the skills and knowledge requirements detailed in section 7.2 Registrable Superannuation Entity (APRA).

The Trustee will satisfy itself that the fitness requirements are met by:

- Consideration of an applicant’s resume.
- Consideration of the applicant’s character and recent experience.
- Undertaking reference checks both internal and external.
- Obtaining evidence of qualifications and memberships.
- Individual assessment by a qualified assessor, where deemed appropriate.
- Psychometric assessment, where deemed appropriate.
- Undertaking interviews of the applicant.

**Initial assessment – RSE Auditor**

The assessment of the RSE Auditor fitness will be undertaken annually as part of the appointment process. The CARMC assesses the RSE auditor against the requirements detailed in section 7 Fitness requirement, and makes a recommendation for the Trustees consideration and adoption.

**Initial assessment - Others**

All other Responsible Persons who are either the RSE Actuary or professional consultants are undertaken at the time of appointment as per the Groups Outsourcing Policy (RZ.029). The appropriate Trustee Committee will review the applicants against the requirements outlined in section 7 Fitness requirement and make a recommendation for the Trustees consideration and adoption, unless the matter goes directly to the Trustee and they will undertake the assessment.

7.5.2 ONGOING ASSESSMENT - TRUSTEE DIRECTORS AND GROUP EMPLOYEES

Ongoing assessment of fitness is undertaken on an annual basis (or close as possible).

**Trustee Directors**

The Trustee will assess the ongoing fitness of the Trustee and Trustee Directors and will be assessed annually as per the Board Evaluation Policy (RZ.1127). Fitness will be assessed against:

- The skills, knowledge and experience and participation and contribution requirements as outlined in section 7 Fitness requirement.
- Having met the training requirements as detailed in section 7.4.1 Trustee Directors.

**Group employees**

Responsible Persons and Managers who are Group employees will be assessed annually (or as close as possible) against:

- The skills and knowledge requirements detailed in their position description as per the requirements of the Group’s Performance Management Policy (RH.132).
Having met the training requirements as detailed in section 7.4.2 Group Responsible Persons.

Others

Responsible Persons who are Outsourced Service Providers are assessed annually by the Trustee via the relevant Trustee committee, against the requirements detailed in the Outsourcing Policy (RZ.029) and relevant service level agreement.

8 PROPRIVITY REQUIREMENTS

The following requirements have been established by the Trustee to ensure that its Responsible Persons and Managers possess the competence, character, diligence, experience, honesty, integrity and judgement to properly perform their duties as a Responsible Person or Manager.

Each Responsible Person and Manager must meet these requirements at all times:

» Has not been refused admission, reprimanded, disqualified or removed, by a professional or regulatory body in relation to matters relating to the persons honesty, integrity or business conduct.

» Has not demonstrated a lack of willingness to comply with legal obligations, regulatory requirements or professional standards, or has been obstructive, misleading or untruthful when dealing with regulatory bodies or a court.

» Has not breached a fiduciary obligation.

» Is not prohibited to be appointed as a Director under the Corporations Act 2001 or similar overseas legislation.

» Has not been the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which were determined adversely to the person (including by the person consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on the persons competence, diligence, judgment, honesty or integrity.

» Has not perpetrated or participated in negligent, deceitful or otherwise discreditable business or professional practices.

» Has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.

» Is not of bad repute in any business or financial community or any market.

» Has not seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others.

» The Trustee is of the opinion that the creditability is damaged by adverse publicity to the extent that their position with the Fund is untenable.

38 SPS 520 (18)(a)
39 SPS 520 (14)(b)(iv)
40 SPS 520 (14)(b)(i)
41 SPS 520 (14)(b)(ii)
42 SPS 520 (14)(b)(viii)
43 SPS 520 (14)(b)(iii)
44 SPS 520 (14)(b)(vi)
45 SPS 520 (14)(b)(vii)
46 SPS 520 (14)(b)(v)
8.1 ASSESSMENT OF PROPRIETY

8.1.1 INITIAL ASSESSMENT

The Trustee will satisfy itself that potential Responsible Persons and Managers meet the propriety requirements by initially:

- Obtaining a Federal Police Clearance (Code 36 – Superannuation Trustee/Custodian/Investment manager or Responsible officer of a body corporate that is a trustee, investment manager or custodian of a superannuation entity)
- Obtaining a criminal record check from former countries of residence, if a nominee has resided overseas for a period exceeding twelve months after the age of eighteen.
- Undertaking a bankruptcy check.
- Checking APRA's Disqualification Register.
- Searching ASIC's Registers of Banned and Disqualified Persons.
- Obtaining an appropriate statutory declaration as outlined in section 22.
- Verifying business references both internal and external.
- Searches of regulatory or professional registers to confirm that the nominee has not been disqualified or banned.

The process for the appointment of Responsible Persons and Managers (section 10 Appointment of Responsible Persons and Managers) allows for adequate time for propriety checks to be undertaken, it is therefore expected that all candidates will meet the priority requirements prior to interim and final appointment unless there is exceptional circumstances. For example, difficulty in obtaining overseas police clearances, or in the case of an unexpected vacancy.

8.1.2 ONGOING ASSESSMENT

The Trustee will satisfy itself the Responsible Persons and Managers continue to meet the propriety requirements on an annual basis (or as close as possible) by:

- Undertaking a bankruptcy check.
- Checking APRA's Disqualification Register.
- Searching ASIC’s Registers of Banned and Disqualified Persons.
- Obtaining an appropriate statutory declaration as outlined in section 23.
- Obtaining a Federal Police Clearance biennially, if previous clearance is older than 12 months (Code 36 – Superannuation Trustee/Custodian/Investment manager or Responsible officer of a body corporate that is a trustee, investment manager or custodian of a superannuation entity)

The Human Resources Manager is responsible for undertaking such checks and reporting any issues to the Fund Secretary or Risk Manager for additional investigation and action.

9 CONFLICTS REQUIREMENTS

The Trustee has determined that a person can only be a Responsible Person or Manager if the individual, has no conflict in performing those duties and responsibilities, or if the individual has a conflict, the Trustee is able to conclude that the conflict does not create a material risk that the
individual will fail to properly perform the duties of the position, or that the person has demonstrated that they have failed to deal appropriately with such conflicts in the past.

In relation to Independent Trustee Directors consideration will be also given to determine if there could be any actual or perceived conflicts in relation to affiliations.

The Groups Conflict of Interest Policy (RZ.021) details how the Trustee manages conflicts.

9.1 ASSESSING CONFLICTS

9.2 INITIAL ASSESSMENT

The Fund Secretary will undertake an assessment of the candidates interests and duties against the requirements outlined in the Conflicts of Interest Policy (RZ.021)

For Independent Trustee Directors in addition to the criteria outlined in the Conflicts of Interest Policy, actual potential and perceived conflicts will also be considered in relation to the following:

» Is a substantial shareholder of the Trustee, or is an officer of, or otherwise associated directly with a substantial shareholder of the Trustee. 48

» Is currently employed or has previously been employed in an executive capacity by entities within the Group or other associated entities of the Group and there has not been a period of at least three years between ceasing such employment and serving as an Independent Trustee Director. 49

» Has within the past three years been a principal of a material professional advisor or consultant to the Trustee or another group member, or an employee materially associated with the service provider. 50

» Is a material service provider of the Trustees business operations or another group member, or an officer of or otherwise associated, directly or indirectly with a material service provider. 51

» Has a material contractual relationship with the Trustee or another Group entity other than as a director. 52

» Is eligible to be a member or employer representative of the Trustee Board. 53

9.2.1 ONGOING ASSESSMENT

Responsible Managers and Persons declare conflicts on an ongoing annual basis as per the Groups Conflicts of Interest Policy (RZ.021), these are then assessed as identified.

10 APPOINTMENT OF RESPONSIBLE PERSONS AND MANAGERS

The following summarises the processes for the appointment of Responsible Persons and Managers. Upon appointment, all new Responsible Managers will have in place an induction plan based on their skills, knowledge and experience. As a minimum all will meet with the Fund Secretary, Western Financial CEO, Risk Manager and other members of the Western Financial executive Team. For Trustee Directors they will meet with the Chair of the Trustee Board and the Chairs of the Committees in which they will serve.

47 SPS 520 (18)(d)
48 SPG 510 (9)(a)
49 SPG 510 (9)(b)
50 SPG 510 (9)(c)
51 SPG 510 (9)(d)
52 SPG 510 (9)(e)
53 SPG 510 (9)(f)
The induction process will include an introduction to the Group and an overview of the Governance, Risk Management and Compliance Frameworks.

10.1 REGISTRABLE SUPERANNUATION ENTITY (APRA)

Permanent appointment will only be made to Responsible Person positions if the Trustee has taken all reasonable steps to ensure that the candidate assessed meets the requirements of this policy (is fit and proper) or a reasonable person in the Trustees position would make that assessment.54

An interim appointment may be made if the candidates full fit and proper assessment is unable to be made, for a period of up to 90 days of the interim appointment being made (the commencement date of term). In exceptional circumstances application may be made to APRA for a written agreement for a period longer than 90 days. 55

The Trustee has implemented a process to enable adequate time to assess Trustee Directors candidates and would anticipate that interim appointments are only made in situations where an unexpected vacancy arises. The Group has a probation period for all new employees including Responsible Person positions, which is no longer than 90 days. All other Responsible Person positions are required to meet the fit and proper requirements prior to appointment.

10.1.1 TRUSTEE DIRECTORS

Selection of new Trustee Directors or the re-appointment of existing Trustee Directors will have regard to, amongst other things, an assessment of the following matters to ensure the Board will meet on an ongoing basis the requirements outlined in section 7.2.1 Trustee Directors and have the correct mix of individuals that enable the Fund to deliver the strategic direction of the Fund:

» The skills, knowledge and experience of existing Trustee Directors and any existing or future gaps as identified as part of the annual board evaluation.

» The tenure of existing Trustee Directors and the skills, knowledge and experience that will be lost as a result of their terms expiring.

» The Board Renewal Policy (RZ.1129)

» Any Key Person clauses that may exist and skills and knowledge gaps that are required to be filled.

» The candidates skills, knowledge and experience to effectively govern, to question and make informed decisions from technical experts, to determine areas in which additional technical, professional or expert advice should be sought.

» The ability of the candidate to meet the requirements detailed in this policy.

» The candidates ability to meet the ongoing time commitment required for the position.

The Fund Secretary is responsible for:

» Coordinating the process.

» Liaising with sponsoring entities, professional recruitment organisations and other relevant professionals, providing them the relevant information outlined in section 211 Appendix D – Documentation provided to responsible person prior to assessment and assisting them in understanding the process and requirements.

---

54 SPS 520 (43)(a)
55 SPS 520 (31)
» Undertaking initial assessment of the candidates against the requirements of this policy and if they are likely to be able to meet the immediate and ongoing training and time commitments required of the position.

» Address any concerns with the sponsoring entity, recruitment organisation and / or candidate.

» Arrange for the candidate to meet with the Trustee selection panel.

The appointment process is summarised below. Unexpected vacancies will broadly follow the process below, however due to the requirement to fill Trustee Director positions within 90 days of the vacancy occurring\(^{56}\), the time frames will be shorter.

**Trustee Directors nominated by sponsoring entities**

The process when filling Trustee Director positions from sponsoring entities will commence twelve months (or as close as possible) to the position becoming vacant. The process will consist of the following steps.

1. Twelve months (or as close as possible) prior to the expiry of the term of office of a Trustee Director, the Trustee Board will determine if the Trustee Director is to be reappointed and if there are any specific skills, knowledge or experience areas that are being sought to be filled.

2. The sponsoring entity is to be contacted nine months (or as close to as possible) prior to the expiry of the term to seek nominations from the sponsoring entity, along with providing details of the position being filled and to explain the requirements. The sponsoring entity will be provided with the documents outlined in section 200 Appendix C - Board and Committee skill matrix and section 211 Appendix D – Documentation provided to responsible person prior to assessment.

3. The sponsoring entity no later than six months prior to the expiry term will submit up to three names of qualified persons along with the required documentation outlined in section 222 Appendix E - Responsible Person and manager nomination.

4. The Fund Secretary will undertake an initial assessment of the candidates fitness and propriety and determine if they are likely to meet the requirements. This will include undertaking an assessment of the skills requirements as outlined in section 7.2.1 Trustee Directors and the Propriety requirements outlined in section 8.1.1 Initial assessment and address any concerns with the sponsoring entity, nominee or undertake any other relevant investigation.

5. A selection panel will be selected by the Board and shall review the nominees, conduct interviews as required and present their recommendations to the Board for determination. The panel will normally include the Trustee Chairperson and Fund Secretary. Trustee Directors will not serve on the panel if it is the sponsored position that they currently hold that is being considered, or if their position on the Board is being vacated within the next twelve months. Other persons may assist the panel including, the Groups Human Resources Manager or individuals selected to assist in the assessment of skills and knowledge.

6. The candidate will be available for the Trustee to interview and the Trustee makes a determination.

7. The sponsoring entity will be advised of the outcome and a permanent or interim appointment will be made.

---

\(^{56}\) SIS 89(3)
8. Training is required to be successfully completed within the required timeframe for those candidates who have been given interim appointments. Failure to meet the fit and proper requirements within the 90 days (unless there is written approval from APRA) will result in the candidate not being given a permanent appointment and the sponsoring entity will be required to provide a new candidate.

Independent Directors

The following process will be undertaken when filling Trustee Nominated Trustee Director positions.

1. Twelve months (or as close as possible) prior to the expiry of the term of office of a Trustee Director, the Trustee Board will determine if the Trustee Director is to be reappointed and if there are any specific skills, knowledge or experience areas that are being sought.

2. The Fund Secretary in conjunction with the Trustee Selection Committee is to determine the appropriate method of seeking the Trustee Directors, and to engage a professional to seek applicants or to advertise the position, nine months (or as close to as possible) prior to the expiry of the term of the incumbent. The Fund Secretary will provide the recruitment organisations (if applicable) with adequate information to enable them to seek applicants with the appropriate skills, knowledge and experience.

3. Applicants will be provided with the documents outlined in section 211 Appendix D – Documentation provided to responsible person prior to assessment.

4. The Fund Secretary will undertake an initial assessment of the candidates fitness and propriety and determine if they are likely to meet the requirements. This will include undertaking an assessment of the skills requirements as outlined in section 7.2.1 Trustee Directors and the Propriety requirements outlined in section 8.1.1 Initial assessment and address any concerns with the sponsoring entity, nominee or undertake any other relevant investigation.

5. A selection panel will be selected by the Board and shall review the nominees, conduct interviews as required and present their recommendations to the Board for determination. The panel will normally include the Trustee Chairperson and Fund Secretary. Trustee Directors will not serve on the panel if their position on the Board is being vacated within the next twelve months. Other persons may assist the panel including, the Groups Human Resources Manager or individual selected to assist in the assessment of skills and knowledge.

6. The candidate will be available for the Trustee to interview and the Trustee makes a determination.

7. The candidates are advised of the outcome and a permanent appointment will be made.

8. It is not anticipated that a Trustee nominated position will be made unless the person has been assessed as fit and proper (met the requirements), unless there are exceptional circumstances such as an unexpected vacancy. In such cases an interim appointment may be made.

9. Training is required to be successfully completed within the required timeframe for those candidates who have been given interim appointment. Failure to meet the fit and proper requirements within the 90 days (unless there is written approval from APRA) will result in the candidate not being given permanent appointment and the Trustee will need to seek a new candidate.
10.1.2 GROUP EMPLOYEES THAT ARE RESPONSIBLE PERSONS

The Human Resources Manager is responsible for ensuring that recruitment policies and procedures reflect the requirements of this policy for employees that are to be Responsible Persons. Employees are recruited as per the Recruitment and Selection Policy and Procedures (RH.129).

10.1.3 OTHER RESPONSIBLE PERSONS

Other Responsible Persons are recruited as per the Groups Outsourcing Policy and Procedures (RZ.029). The Risk Manager is responsible for ensuring that the Outsourcing Policy reflects this policy.

10.2 FINANCIAL SERVICES (ASIC)

The Risk Manager will provide a submission to ASIC for the appointment of the Responsible Manager. When ASIC has reviewed the submission that the Responsible Manager and that the Fund meets the requirements of the License, ASIC will confirm the appointment by granting the appropriate authorisations.

11 REMOVAL OF RESPONSIBLE PERSONS AND MANAGERS

An individual will be removed from a Responsible Person or Manager position if they:

» No longer meet the requirements of this policy (no longer fit and/or proper). 57

» Transfers to another position within the Group that does not have fitness and propriety requirements.

» Their contract is terminated or expires.

A person automatically ceases to be a Responsible Person or Manager when their employment/contract with the Group ceases.

11.1 REGISTRABLE SUPERANNUATION ENTITY (APRA)

Where the Trustee or a reasonable person in the Trustees position has assessed that a Responsible Person does not meet the requirements of this policy (not fit and proper) then it must make all reasonable steps to ensure that the Responsible Person does not continue to hold the Responsible Person position. 58 Where deemed appropriate legal advice will be sought by the Trustee.

If a responsible officer is disqualified pursuant to sections 120 or 126A of the SIS Act then the following shall apply:

1. If the Responsible Person has made a waiver application to APRA within 14 days after the person’s conviction (“the prescribed time”) as per section 126B of the SIS Act the Trustee will deem, upon viewing relevant documentation (i.e. waiver application/conviction date), that the person is not a disqualified person until APRA determines not to grant a waiver.

2. If APRA subsequently determines not to waive the disqualified person status, then the Responsible Person is automatically disqualified and must be immediately removed from their office.

3. If the Responsible Person is a Trustee Director, who intends to make waiver application out of time – then the Trustee will deem the Director as automatically being a disqualified person. The Trustee will immediately remove the Director and consider an interim director appointment.

57 SPS 520 (43)(b)
58 SPG 520 (43)(b)
4. If the Responsible Person is not a Director (for example the Fund Secretary/Chief Executive Officer) who intends to make a waiver application out of time, then he or she will immediately step down from their position pending APRA’s determination. The Board shall make interim arrangements to ensure that the duties of the responsible officer are being conducted by another person(s).

The Trustee has determined the following process for dealing with Responsible Persons who no longer meet the requirements of this policy, including the process.

11.1.1 TRUSTEE DIRECTORS

The Constitution outlines the rules for the appointment and removal of Trustee Directors. The Trustee has implemented the following process.

1. If a Trustee Director fails to meet the requirements of this policy, then the Trustee will give the Trustee Director written notice that he or she no longer meets the Trustee’s Fit and Proper requirements detailing the requirements that have not been met.

2. Once the Trustee Director receives a written notice from the Trustee, then the Trustee Director will need to decide whether he or she will appeal the decision of the Trustee.

3. If the Trustee Director is going to appeal the Trustees decision, then the Trustee Director will need to provide the Trustee with:
   (i) Evidence of satisfactorily complying with items outlined in the Trustees written notice (for example providing copies of annual declarations or training certificates); and
   (ii) A submission in writing on why he or she does meet the Trustee’s Fit and Proper requirements.

   This material must be provided to the Trustee within 14 days of the responsible officer being in receipt of the Board’s notice as specified in the Trustees written notice.

4. Upon receipt of the responsible officer’s material the Trustee will immediately form a review committee. The review committee will comprise of 3 Directors and unless being the Trustee Director under consideration will include the Trustee Chair and Chair of the CARMC.

5. The review committee shall meet, consider and conduct a two-thirds vote on whether the Trustee Director meets the Trustee’s Fit and Proper requirements as outlined in this policy. The review committee must give its written decision to the Trustee Directors within 5 business days of being in receipt of the responsible officer’s material.

6. The Trustee Director may appeal the review committee’s decision to remove him or her as a Trustee Director by submitting a written notice of appeal within 7 days of the Trustee Director receiving the review committee’s decision.

7. If the Trustee receives a notice of appeal within the time limits specified in 11.1.1 (6), then the matter is to be referred to the full Trustee Board. Within 5 business days of the notice of appeal being received, the full Board shall consider and vote on the appeal. Voting must be done in accordance with the terms of the Constitution.

8. The full Trustees Board’s decision will be final and binding on the Trustee Director.

9. If the Trustee Director does not appeal the decision of the review committee, then the Trustee Director will be removed in accordance with the terms of the Constitution.

10. ASIC and APRA must be notified of the change of Trustee Director as outlined in section 15 and 16.

11. Rules 11.1.1 (1) to (10) do not apply if a Trustee Director is disqualified pursuant to sections 120 and 126A (Disqualified persons) of the SIS Act.
11.1.2 GROUP EMPLOYEES

Group employees who are Responsible Persons can be removed under this section and their employment contracts are to reflect this provision.

Western Financial has in place a Grievance Policy (RH.126), which details the appeals process should they wish to appeal the decision to remove them from a Responsible Person Position.

11.1.3 OTHER RESPONSIBLE MANAGERS

Other Responsible Managers will be removed as per the terms of the service level agreement, between the Trustee or the Group entity and the Responsible Manager.

12 MONITORING OF COMPLIANCE WITH PROCEDURES

12.1 REPORTING OF NON-COMPLIANCE

The Group has in place an Incident and Breach Reporting and Whistleblower Policy both of which encourage the reporting of non-compliance, including information that may pertain to a Responsible Person or Manager not meeting the criteria outlined in this policy.\(^{59}\)

Should an individual have information that a Responsible Person does not meet the Funds fit and proper requirements as outlined in this policy, then they are obliged to report the matter to either the Fund Secretary, Risk Manager or APRA\(^{60}\) as per the Groups Whistleblowing Policy.

The Groups policies, procedures and practices do not constrain, impede, restrict or discourage, whether by confidentiality clauses, policies or other means, any person from disclosing information or providing documents to APRA\(^{61}\).

12.2 COMPLIANCE FRAMEWORK

The Group has in place a compliance framework which monitors compliance with this policy.

13 PRIVACY

Personal and sensitive information may be collected as part of complying with this policy and related procedures, the collecting of such information will comply with the Privacy Act 1998.\(^{62}\)

Personal or sensitive information collected may be used or disclosed to entities within the Group or external parties such as legal advisors and regulators, including any Regulated Entity for the purpose of complying with this Policy and related procedures.

14 DOCUMENT RETENTION

The Human Resources Manager will retain fitness and propriety records for Responsible Persons as per the Groups Record Retention and Archiving Policy (RZ.1145).\(^{63}\)

15 APRA

The Group will take reasonable steps to assist APRA in assessing the fitness and propriety of a person. This will include, obtaining and supplying information and documentation requested by APRA.\(^{64}\)

\(^{59}\) SPS 520 (38)
\(^{60}\) SPS 520 (38)(39)
\(^{61}\) SPS 520 (40)
\(^{62}\) SPS 520 (40)
\(^{63}\) SPS 520 (34)
\(^{64}\) SPS 520 (36)
15.1 REPORTING

The Trustee will notify APRA in the required format initially within 28 days, of when SPS 520 applies and thereafter within 14 days of any changes or new appointments of the following information.

» The title of each Responsible Person Position.
» The individuals full name.
» The individuals date of birth.
» The individuals position and main responsibilities.
» A statement of whether the person has been assessed under this policy.

If a Responsible Person is assessed as not being fit and proper the Trustee will notify APRA within 14 days. If the individual remains in the responsible person position, the notification will also state the reason for this and the action being taken.

15.1.1 KEY PERSON

If an individual who meets the “Key Person” standard ceases their involvement with the Fund, then APRA will be notified prior to the person leaving, or if that is not possible as soon as possible. The Trustee will nominate another suitably qualified person and advise APRA to enable them to reassess the Trustee before varying the RSE licence to reflect the new key person.

The Fund Secretary or Risk Manager is responsible for advising APRA of the above matters.

16 ASIC

The removal of a Responsible Manager is to be advised to ASIC within 10 business days of the person ceasing to be a Responsible Manager.

16.1 KEY PERSON

ASIC will be notified within 5 business days and nominate another person to replace them, along with the information to demonstrate that they have the organisational competence to cover all of the financial services and products covered by the AFS Licence. If nobody is appointed to replace the “key person” then details on the reason why not need to be supplied.

The Fund Secretary or Risk Manager is responsible for advising ASIC of the above matters.

17 POLICY REVIEW

This policy will be reviewed at least biennially by the Trustee via the CARMC to ensure that the policy remains appropriate and effective.

---

65 SPS 520 (47)
66 SPS 520 (44)
67 SPS 520 (45)
68 SPS 520 (46)
APPENDIX A – REGISTER OF RESPONSIBLE PERSONS

The following positions have been determined by the Trustees as being Responsible Person positions due to the role or function of that position. Trustee Directors, auditors and actuaries also hold Responsible Person positions.

18.1 GROUP EMPLOYEES

The following positions within Western Financial have been determined as being Responsible Person positions:

» CEO
» Risk Manager
» General Manager Client Services
» Chief Financial Officer
» Finance and Operations Manager
» Administration Manager
» Board Committee Attendees
» Compliance Officer
» Investment Manager
» Board Investment Consultant

18.2 OTHERS

Investment Consultant

18.3 FINANCIAL SERVICES (ASIC)

» Western Financial CEO
» General Manager Client Services (to be added when minimum requirements are met)
The Trustee has determined the following as the key skills/knowledge areas required for Trustee Directors.

Effective from the 1 July 2013 all new Trustee Directors are required to meet the minimum requirements as detailed in the tables below. Existing Trustee Directors who do not meet the requirements will either, have a training development plan that is required to be met within the agreed timeframes on completion of their skills assessment (normally within six months), or will be replaced, as per the Board Tenure Policy to ensure that the Board meets the minimum collective skill requirements as outlined in section 7.2.1 Trustee Directors.

### 19.1 MINIMUM REQUIREMENTS

The minimum requirements across all skills/knowledge areas, has been set as follows:

- Completion of the AICD Company Directors Course and completion of assessment.
- Completion of one of the following or a similar course subject to availability:
  - a) ASFA- Core Governance for Superannuation.
  - b) AICD - Advancing Superannuation Governance.
  - c) AICD - The Future of Superannuation Governance.
    If courses are not available within the required timeframe, then an induction course will be provided by management. The course will then be completed on availability.
- AIST Investment for the superannuation industry training or similar course.
- All Trustee Directors must maintain membership of AICD at a “Member” or “Graduate Member” class, by the ongoing completion of the mandatory DPD requirements.

All Trustee Directors who do not meet the minimum skills requirements will be appointed on an interim basis for a period of up to 90 days subject to the successful completion of the above courses within the 90 day period unless they are able to demonstrate adequate prior learning.

In addition to the above ASFA Certificate IV in Superannuation (ASFA 100) is required to be completed within 180 days of commencing, unless they are able to demonstrate adequate prior learning.

---

69 SPS 520 (31)
19.1.1 PRIOR LEARNING

Trustee Directors that are appointed to fill a skill at an advanced or intermediate level are required to successfully complete the minimum requirements outlined above in section 19.1 Minimum requirements, unless they are able to demonstrate adequate prior learning.

Membership of AICD at a “Member” or “Graduate Member” class, by the ongoing completion of the mandatory CPD requirements, must be maintained.

19.2 ROLE OF TRUSTEE DIRECTOR AND BOARD

The following tables provide guidance on how a Trustee Directors skills and knowledge will be assessed. Skills and knowledge that are not detailed in the matrix may be used to assess Trustee Directors competencies if determined as relevant by the Trustee Board, using the matrix as a guide to the level of skill, knowledge required in each skill and knowledge area.

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum</td>
<td>Is able to demonstrate an understanding of:</td>
</tr>
<tr>
<td></td>
<td>» The framework for developing the strategic direction of the Fund and understanding the business planning and budgeting process</td>
</tr>
<tr>
<td></td>
<td>» The Fund brand and position, attributes and marketing strategies</td>
</tr>
<tr>
<td></td>
<td>» Member and / or employer requirements of the Funds membership</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements</td>
</tr>
<tr>
<td></td>
<td>» Have had recent experience as a Director or senior executive of a financial services organisation; or</td>
</tr>
<tr>
<td></td>
<td>» Have had recent experience as a Director or senior executive of an organisation with 20 or more employees</td>
</tr>
<tr>
<td>Intermediate</td>
<td>Is able to demonstrate an understanding of the Funds outsourcing, insurance and product offering.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Four years of recent experience as a Director in financial services industry of similar size and complexity</td>
</tr>
<tr>
<td>Advanced</td>
<td>Is able to demonstrate a detailed understanding of the above.</td>
</tr>
<tr>
<td></td>
<td>» Intermediate requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Relevant tertiary qualification (e.g. commerce, business, management, MBA).</td>
</tr>
</tbody>
</table>
### 19.2.2 SUPERANNUATION SPECIFIC

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum</td>
<td>Is able to demonstrate a clear understanding of the covenants and obligations set out in the SIS Act and Prudential Standards and is able to implement them.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Have had recent experience as a senior executive or in a governance, compliance or risk position, of an APRA regulated superannuation fund.</td>
</tr>
<tr>
<td>Intermediate</td>
<td>Is able to demonstrate a greater understanding of the covenants and obligations set out in the SIS Act and Prudential Standards and is able to implement them.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Four years of experience as a Director of a APRA regulated superannuation fund</td>
</tr>
<tr>
<td>Advanced</td>
<td>Is able to demonstrate a detailed understanding of the covenants and obligations set out in the SIS Act and Prudential Standards and is able to apply them to the Fund.</td>
</tr>
<tr>
<td></td>
<td>» Intermediate requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Relevant tertiary qualifications (e.g. legal).</td>
</tr>
</tbody>
</table>

### 19.2.3 FINANCIAL SERVICES SPECIFIC

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum</td>
<td>Is able to demonstrate an understanding of:</td>
</tr>
<tr>
<td></td>
<td>» The General Obligations outlined within the Corporation Act.</td>
</tr>
<tr>
<td></td>
<td>» The different advice types and how they impact the Fund.</td>
</tr>
<tr>
<td></td>
<td>» Has an understanding of the General Obligations outlined within the Corporations Act</td>
</tr>
<tr>
<td>Intermediate</td>
<td>Is able to demonstrate an understanding of the:</td>
</tr>
<tr>
<td></td>
<td>» General Obligations outlined within the Corporations Act.</td>
</tr>
<tr>
<td></td>
<td>» Financial advice processes.</td>
</tr>
<tr>
<td></td>
<td>» Disclosure requirements.</td>
</tr>
<tr>
<td></td>
<td>» Meet the RG 146 training requirements that are relevant to the provision of financial services provided by the Fund</td>
</tr>
<tr>
<td>Advanced</td>
<td>Is able to demonstrate a detailed understanding of the Corporations Act and how it applies to the Fund including:</td>
</tr>
<tr>
<td></td>
<td>» The General Obligations.</td>
</tr>
<tr>
<td></td>
<td>» Disclosure.</td>
</tr>
<tr>
<td></td>
<td>» The advice processes.</td>
</tr>
<tr>
<td></td>
<td>» Has recently held a position as a Responsible Manager (ASIC) or Director of a financial services organisation with licences that cover the same financial services as the Fund; or</td>
</tr>
<tr>
<td></td>
<td>» Relevant tertiary qualifications (e.g. legal, financial services).</td>
</tr>
</tbody>
</table>
## 19.3 GOVERNANCE

### 19.3.1 GOVERNANCE FRAMEWORK AND CULTURE

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Minimum</strong></td>
<td>Is able to demonstrate an understanding of the Funds Governance Framework and related policies.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; or</td>
</tr>
<tr>
<td></td>
<td>» Had recent experience as a Director or senior executive of an organisation with 20 or more employees</td>
</tr>
<tr>
<td><strong>Intermediate</strong></td>
<td>Is able to demonstrate a more in depth knowledge of the Funds Governance Framework and related policies.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Four years of recent experience as a Director of financial services industry of similar size and complexity</td>
</tr>
<tr>
<td><strong>Advanced</strong></td>
<td>Is able to demonstrate a detailed knowledge of the Funds Governance Framework and related polices and apply them to the Fund.</td>
</tr>
<tr>
<td></td>
<td>» Relevant tertiary qualification (eg commerce, business, management, MBA); and</td>
</tr>
<tr>
<td></td>
<td>» Recent relevant and extensive experience at a senior level in the superannuation and/ or financial services industries; or</td>
</tr>
<tr>
<td></td>
<td>» Four years of recent experience as a Director of financial services industry of similar size and complexity.</td>
</tr>
</tbody>
</table>
19.3.2 COMPLIANCE

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
</table>
| Minimum    | Is able to demonstrate an understanding and application of the key elements of RSE licensee, AFS licence law and trust law. | » Section 19.1 Minimum requirements; or  
» Had recent experience in a governance, compliance or risk management role within a APRA regulated fund |
| Intermediate | Is able to demonstrate a more in depth knowledge and application of RSE licence, AFS licence law, trust law, and other relevant legislation as well as the Funds Compliance Framework. | » Section 19.1 Minimum requirements; and  
» Four years of recent experience as a Director of financial services industry of similar size and complexity |
| Advanced   | » Is able to demonstrate a detailed knowledge and application of RSE licence, AFS licence law, trust law, and other relevant legislation as well as the Funds Compliance Framework.  
» Is aware of the latest legal and governance requirements, including proposed changes and the actual and potential impact on the Fund. | » Relevant tertiary qualifications (e.g. legal); and  
» Recent relevant and extensive experience at a senior level in the superannuation and/ or financial services industries; or  
» Four years of recent experience as a Director of financial services industry of similar size and complexity |
### 19.4 PERFORMANCE

#### 19.4.1 RISK MANAGEMENT

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Minimum</strong></td>
<td>Is able to demonstrate an understanding of the Funds Risk Management Framework, including risk appetite statements and risk management strategy.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; or</td>
</tr>
<tr>
<td></td>
<td>» Recent experience in a risk management role within financial services</td>
</tr>
<tr>
<td><strong>Intermediate</strong></td>
<td>Is able to demonstrate a more in depth understanding and application of the Funds Risk Management Framework, including risk appetite statements and risk management strategy.</td>
</tr>
<tr>
<td></td>
<td>» Section 19.1 Minimum requirements; and</td>
</tr>
<tr>
<td></td>
<td>» Recent experience in a risk management role within financial services</td>
</tr>
<tr>
<td><strong>Advanced</strong></td>
<td>Has a detailed knowledge and experience of:</td>
</tr>
<tr>
<td></td>
<td>» Risk management principles.</td>
</tr>
<tr>
<td></td>
<td>» The key elements and operations of the Trustees Risk Management Framework.</td>
</tr>
<tr>
<td></td>
<td>» Relevant tertiary qualifications; and</td>
</tr>
<tr>
<td></td>
<td>» Recent relevant and extensive experience at a senior level in the superannuation and/ or financial services industries; or</td>
</tr>
<tr>
<td></td>
<td>» Four years of recent experience as a Director of financial services industry of similar size and complexity</td>
</tr>
</tbody>
</table>
### 19.4.2 FINANCIAL

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
</table>
| **Minimum** | Is able to demonstrate an understanding of the accounting and auditing processes of the Trustee and Fund. | » Section 19.1 Minimum requirements; or  
» Relevant diploma level qualifications (e.g. finance or accounting); or  
» CEO of organisation with 20 or more employees |
| **Intermediate** | Is able to demonstrate an understanding of the following and the ability to apply this understanding to Trustee and the Fund:  
» Financial statements applicable to superannuation funds and the risks applicable to financial statements preparation.  
» Budgeting process, the relevant cost outcomes of this process including the dynamics between direct and other management costs and investment management costs.  
» Internal and external audit scopes, sampling and testing methodology and audit reporting.  
» Key taxation issues in superannuation and how they apply to Trustee and Fund. | » Relevant tertiary qualification (e.g financial, accounting); and  
» Membership of the Australian Society of Certified Practicing Accountants or the Institute of Chartered Accountants; and  
» Less than four years of recent experience as a Director of financial services industry of similar size and complexity; OR  
» Relevant diploma level qualifications (e.g. finance or accounting); and  
» Four years of recent experience as a Director of financial services industry of similar size and complexity |
| **Advanced** | Is able to demonstrate:  
» A detailed knowledge of the financial, accounting and taxation implications for superannuation funds and the risks associated with these, including risk mitigations processes.  
» Application of this to the Fund and its financial statements.  
» Awareness of the latest accounting standards and taxation amendments as applicable to the Fund | » Relevant tertiary qualification (e.g financial, accounting); and  
» Membership of the Australian Society of Certified Practicing Accountants or the Institute of Chartered Accountants; and  
» Four years of recent experience as a Director of financial services industry of similar size and complexity |
## 19.4.3 INVESTMENTS

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum</td>
<td>§ Section 19.1 Minimum requirements</td>
</tr>
</tbody>
</table>
| Intermediate | ASFA/AIF Investment Fiduciary Training; and  
|              | Four years of recent experience as a Director or senior executive of a financial services industry of similar size and complexity |
| Advanced   | Relevant tertiary qualification (eg; CFA); and  
|            | Recent relevant extensive experience at a senior level in the superannuation industry or related financial or markets environment; and  
|            | Extensive knowledge of investment |

**Minimum**
- Be able to demonstrate an understanding of the following:
  - The Trustees Investment Governance Framework, and its related policies and procedures.
  - Investment principles (including risk and return, diversification, liquidity etc).
  - The characteristics of the major asset classes.
  - The process for formulating investment beliefs and setting investment objectives and strategy including the ranges of factors a Trustee must take into account.

**Intermediate**
- Be able to demonstrate an understanding and an ability to apply:
  - Investment principles (including risk and return, diversification, liquidity etc.).
  - The characteristics of major asset classes.
  - The process for formulating investment beliefs and setting investment strategy including the range of factors a Trustee must take into account.
  - The trustee investment governance framework and its constituent policies and procedures.
  - Investment processes, implementation and risk management, including tax, fees, governance and investment structures.

**Advanced**
- Able to demonstrate:
  - In-depth knowledge of the above items;
  - Understand economic factors and the impact on investment markets.
20  APPENDIX C - BOARD AND COMMITTEE SKILL MATRIX

The following table details the skills sets determined by the Trustee for the Board and the Committees to function.

When filling gaps priority will be given, to ensure that there are adequate Directors at an advanced level, with training plans developed to ensure that there are adequate Directors at an Intermediate Level.

<table>
<thead>
<tr>
<th>Skill sets</th>
<th>Training / Knowledge</th>
<th>markets and practices.</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Role of Trustee Director &amp; Board</th>
<th>Minimum</th>
<th>Intermediate</th>
<th>Advanced</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
</tr>
<tr>
<td>General</td>
<td>8</td>
<td>4</td>
<td>1</td>
</tr>
<tr>
<td>Superannuation specific, including SIS covenants</td>
<td>8</td>
<td>4</td>
<td>1</td>
</tr>
<tr>
<td>Financial service specific</td>
<td>8</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Governance framework &amp; culture</td>
<td>8</td>
<td>4</td>
<td>1</td>
</tr>
<tr>
<td>Compliance</td>
<td>8</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Risk management</td>
<td>8</td>
<td>4</td>
<td>1</td>
</tr>
<tr>
<td>Financial</td>
<td>8</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Investments</td>
<td>8</td>
<td>2</td>
<td>2</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Role of Trustee Director &amp; Board</th>
<th>Minimum</th>
<th>Intermediate</th>
<th>Advanced</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
</tr>
<tr>
<td>General</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Superannuation specific, including SIS covenants</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Financial service specific</td>
<td>4</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Governance framework &amp; culture</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Compliance</td>
<td>4</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Risk management</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Financial</td>
<td>4</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Investments</td>
<td>4</td>
<td>2</td>
<td>2</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Role of Trustee Director &amp; Board</th>
<th>Minimum</th>
<th>Intermediate</th>
<th>Advanced</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
<td>Min No of Directors</td>
</tr>
<tr>
<td>General</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Superannuation specific, including SIS covenants</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Financial service specific</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Governance framework &amp; culture</td>
<td>4</td>
<td>2</td>
<td>1</td>
</tr>
<tr>
<td>Compliance</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Risk management</td>
<td>4</td>
<td>2</td>
<td>-</td>
</tr>
<tr>
<td>Role of Trustee Director &amp; Board</td>
<td>Minimum</td>
<td>Intermediate</td>
<td>Advanced</td>
</tr>
<tr>
<td>---------------------------------</td>
<td>---------</td>
<td>--------------</td>
<td>----------</td>
</tr>
<tr>
<td>General</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Superannuation specific, including SIS covenants</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Financial service specific</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Governance</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Governance framework &amp; culture</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Compliance</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Performance</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Risk management</td>
<td>3</td>
<td>1</td>
<td>-</td>
</tr>
<tr>
<td>Financial</td>
<td>3</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Investments</td>
<td>3</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Minimum No of Directors | Intermediate No of Directors | Advanced No of Directors
--- | --- | ---
Financial | 4 | 2 | 1
Investments | 4 | - | -
<table>
<thead>
<tr>
<th>Document</th>
<th>Trustee Director</th>
<th>Western Financial Employee</th>
<th>Auditor / Actuary</th>
<th>External Consultant</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fit &amp; Proper Policy</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Constitution</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Trust Deed</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Federal Police Clearance (36)</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Conflicts of Interest Policy</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Investment Management Framework</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Code of Conduct</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Board Tenure Policy</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Remuneration Policy</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Governance Framework</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Board Evaluation Policy</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Board Charter and Terms of Reference</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>CARMC Charter and Terms of Reference</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Investment Committee Charter and Terms of Reference</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Remuneration Committee Charter and Terms of Reference</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Register of Duties</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
</tbody>
</table>
All candidates for Trustee Directors positions are required to complete the following declaration at the time of nomination.

**WA Local Government Superannuation Plan Pty Ltd**

**Proper Person Nomination Declaration for Trustee Directors**

<table>
<thead>
<tr>
<th>I (full name)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>of (residential address)</td>
<td></td>
</tr>
<tr>
<td>Occupation:</td>
<td></td>
</tr>
</tbody>
</table>

declare that:

1. I have been given a copy of the Funds:
   - Responsible Person (Fit and Proper) Policy
   - Summary of Trustee Director Duties as outlined in the Funds Register of Duties
   - Conflicts of Interest Policy
   - WA Local Government Superannuation Plan Pty Ltd Constitution
   - Board Assessment Policy
   - Trust Deed
   - Code of Conduct
   - Board Tenure Policy
   - Remuneration Policy
   - Governance Framework
   - Board Charter and Terms of Reference
   - Compliance and Risk Management Committee, Investment Committee and Remuneration Committee Charter and Terms of Reference

   and to the best of my knowledge:

   (i) I meet the requirements of the fitness requirements of the Responsible Person (Fit and Proper) Policy.

   (ii) I am not a disqualified person.
I have not been convicted of any dishonesty offence.

I am not bankrupt or a discharged bankrupt.

I have not had a civil penalty order made against me by any court.

I have not been subject of an adverse finding by APRA or any other regulator, removed from membership of, reprimanded or disciplined by, any professional or regulatory body in relation to matters of personal honesty, integrity or business conduct and I am not under investigation by a professional body.

The only conflicts of interest that I will have in performing the position of Trustee Director are:

(list)

A listing of relevant duties is detailed below:

(summary)

I do not believe that any of the conflicts of interests or duties will adversely affect my suitability for the position:

I hold the following educational and vocational qualifications and have enclosed certified copies of the original qualifications.

<table>
<thead>
<tr>
<th>Qualification</th>
<th>Institution</th>
<th>Date Received</th>
</tr>
</thead>
<tbody>
<tr>
<td>(list)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
I have the following technical, specialist and industry skills and experience relevant to the position:

(detail)

I have attached a copy of my resume.

I am able to meet the ongoing time commitments for the role (estimated time being two to four days per month)

There is no impediment to me attending Trustee Board and Committee meetings.

I have approval from by employer (if applicable) to enable me to undertake the role.

I have consented to a Federal Police Clearance (Code 36) to be undertaken.

I consent to a bankruptcy check and the checking of relevant regulatory and professional association registers to be undertaken.

I have provided details of at least two professional references to be undertaken and consent for these referees to be contacted.

If appointed on an interim basis I will undertake all required training or provide all relevant information within 90 days of notification of interim appointment.

I consent to a skills assessment to be undertaken (if required) and I understand that I will need to undertake any additional and ongoing training within the agreed timeframes.

I am aware of the ongoing evaluation as set out in the Responsible Person (Fit and Proper) Policy and Board Assessment Policy.

I declare that if successful, I will be able to execute a statutory declaration (as detailed in Appendix F of the Responsible Person (Fit and Proper) policy and procedure) that relates to my eligibility to be appointed to the position.

Signature: 

__________________________________________

Date: 

__________________________________________
The following declaration is required to be made prior to appointment and at least annually by Responsible Persons and Managers.

**WA Local Government Superannuation Plan Pty Ltd**

**Proper Person Declaration for Responsible Persons and Managers**

I (full name) of (residential address) declare that:

**Not a disqualified person**

I am eligible to be appointed as a Director of an Australian company and I have never been disqualified or prohibited from being appointed as a Director of a company or managing corporations under the *Corporations Act 2001* or any similar overseas legislation.

1. I have never been convicted of:

   a) An offence that concerns:

      (i) The making, or participation in the making, of decisions that affect the whole or a substantial part of the business of a corporation; or

      (ii) A corporation’s financial standing; or

   b) An offence under the *Corporations Act 2001* that involved dishonesty and was punishable by imprisonment for over 3 months; or

   c) An offence under the *Corporations Act 2001* that did not involve dishonesty and was punishable by imprisonment for over 12 months; or

   d) Any other offence in respect of dishonest conduct against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, other than such an offence in respect of which the Australian Prudential Regulation Authority has made a declaration under section 126D of the *Superannuation Industry (Supervision) Act 1993* waiving my status as a disqualified person.

2. No order has ever been made in respect of me under section 19B of the *Commonwealth Crimes Act 1914* or a corresponding law of a State, Territory or foreign country in relation to my having been charged with any offence of the kind referred to in section 1 (being an order or the effect that the court, having decided that although such an offence was proved, it would not proceed to record a conviction), other than such an offence in respect of which the
Australian Prudential Regulation Authority has made a declaration under section 126D of the Superannuation Industry (Supervision) Act 1993 (SIS Act) waiving my status as a disqualified person.

3 I am not an undischarged bankrupt under the laws of any country and none of my property is subject to control under section 50 or 188 of the Bankruptcy Act 1966 (or any corresponding law of another country).

4 I have not entered into a deed of arrangement or assignment and my creditors have not accepted a composition under Part X of the Bankruptcy Act 1966 (or any corresponding law of another country) or, if any such deed or arrangement or assignment or composition has been entered into, it has been fully complied with and no payments are outstanding or it has effectively come to an end by the issue of a certificate under section 232, 237A or 243A of the Bankruptcy Act 1966 (or any corresponding law).

5 I have not been subject to a civil penalty order under section 196 of the SIS Act.

6 I have not been disqualified by APRA from being a responsible officer of a trustee of a superannuation entity, under s120 of the SIS Act 1993.

7 I have / have not spent more than 12 months continuously overseas since I turned age 18 and reaffirm that I have not been convicted of any offence in respect of dishonest conduct against or arising out of a law of a foreign country.

Reputation

8 I have never been refused the right, or been restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law.

9 I have never been suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange.

10 I have never been removed from membership of, reprimanded or disciplined by, any professional or regulatory body in relation to matters of personal honesty, integrity or business conduct.

11 I am not under investigation by a professional body for a matter relevant to my duties with an RSE licensee.

12 I have never participated in negligent, deceitful, or otherwise discreditable business or professional practices.

13 I have never failed to comply with the requirements of or standards of a regulatory or professional body or a court and I have not ever been obstructive, misleading or untruthful in my dealings with any of them.

14 I am not of bad repute in any business of financial community or any market.

Names used

15 I have not carried on a business under any name other than the name or names shown in this declaration.
16 I have not been known by any other than the name or names shown in this declaration.

Management experience

17 I have never participated in the management of any company or business that has:

a) Had an external administrator appointed;

b) Been declared insolvent;

c) Been declared equivalent to insolvent under the law of an external territory or country other than Australia;

d) Had an instrument of approval under the *Superannuation Industry (Supervision) Act 1993* revoked;

e) Had a licence under the *Corporations Act 2001* (or any previous corresponding law) or registration under the *Insurance Agents and Brokers Act 1984* revoked or suspended; or

f) Failed for some other reason, where that failure has been occasioned in part by deficiencies of management.

18 I have not previously been the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which determined adversely on my competence, diligence, judgement, honesty or integrity (including my consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct).

Conflicts of interest

19 I have never:

a) Failed to disclose a conflict of interest; or

b) Failed to disqualify myself because of a conflict of interest; or

c) Participated in deliberations relating to a matter in which I had a conflict of interest; or

d) Acted in my own interest in preference to the interests of persons to whom I owed any fiduciary duty.

20 I am not subject to a conflict of interest or duty which may affect my ability or the ability of the Trustee to act with the degree of probity and independence required or to comply with the duty of care to superannuation fund members, apart from any conflicts of interest or duty expressly disclosed to the Trustee.

21 I have never knowingly or recklessly breached a fiduciary duty.

Personal finances

22 I have never seriously or persistently failed to manage my personal debts or financial affairs
satisfactorily in circumstances where such failure caused loss to others.

**AND I MAKE** this solemn declaration by virtue of the *Statutory Declarations Act 1959* (Cth), and subject to the penalties provided by that Act for making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

<table>
<thead>
<tr>
<th>DECLARED at</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><em>of (residential address)</em></td>
<td></td>
</tr>
<tr>
<td>Signed</td>
<td></td>
</tr>
<tr>
<td>Witness name</td>
<td></td>
</tr>
<tr>
<td>Witness signature</td>
<td></td>
</tr>
<tr>
<td>VERSION</td>
<td>RELEASED</td>
</tr>
<tr>
<td>---------</td>
<td>------------</td>
</tr>
<tr>
<td>2.1</td>
<td>April 2007</td>
</tr>
<tr>
<td>2.2</td>
<td>May 2007</td>
</tr>
<tr>
<td>2.3</td>
<td>July 2007</td>
</tr>
<tr>
<td>2.3</td>
<td>September 2007</td>
</tr>
<tr>
<td>2.4</td>
<td>November 2007</td>
</tr>
<tr>
<td>2.5</td>
<td>May 2008</td>
</tr>
<tr>
<td>3.0</td>
<td>September 2008</td>
</tr>
<tr>
<td>4.0</td>
<td>September 2009</td>
</tr>
<tr>
<td>4.1</td>
<td>February 2010</td>
</tr>
<tr>
<td>5.0</td>
<td>September 2010</td>
</tr>
<tr>
<td>VERSION</td>
<td>RELEASED</td>
</tr>
<tr>
<td>---------</td>
<td>----------------</td>
</tr>
<tr>
<td>6.0</td>
<td>October 2011</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>7.0</td>
<td>October 2012</td>
</tr>
<tr>
<td>7.1</td>
<td>May 2013</td>
</tr>
<tr>
<td>8.0</td>
<td>December 2013</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>8.1</td>
<td>February 2014</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>9.0</td>
<td>October 2014</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>9.1</td>
<td>December 2014</td>
</tr>
<tr>
<td>9.2</td>
<td>July 2015</td>
</tr>
</tbody>
</table>