



Dated 20 May 2005

Charter of the Risk Management Committee

CMA Corporation Limited
ACN 113 329 016

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CMA Corporation Limited
ACN 113 329 016
(Company)

Charter of the Risk Management Committee

1. Introduction

This Charter governs the composition, membership, roles and responsibilities of the Risk Management Committee of the Company (**Committee**).

The operation of the Committee is also governed, where applicable by the Constitution of the Company.

2. Objectives

The primary objective of the Committee is to assist the board of directors of the Company (**Board**) in fulfilling its responsibilities relating to the risk management and compliance practices of the Company.

3. Composition

3.1 Matters

The Committee will be appointed by the directors of the Company (**Board**). It is to be composed of at least two non-executive directors who are free from any other relationship which might in the opinion of the Board of Directors be construed as a conflict of interest. The Chairman of the Board will be an ex-officio member of the Committee.

The Chairman of the Committee (**Committee Chairman**) must be appointed by the Board.

Additionally, the Committee may invite attendance from:

- (1) the Chief Executive Officer;
- (2) the Chief Financial Officer;
- (3) the Company Secretary; and

(4) any other employee of the Company.

The Committee may from time to time invite any other persons considered appropriate to attend meetings of the Committee.

3.2 Members

Members of the Committee will generally be appointed by the Board and the members may be removed by the Board or retire.

A member who retires may be reappointed.

4. Meetings

4.1 Agenda and Notice

The Company Secretary is responsible, in conjunction with the Committee Chairman, for drawing up the agenda which must be circulated, at least 7 days prior to each meeting, to members of the Committee. The Company Secretary will also be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members as soon as is practicable.

4.2 Frequency

The Committee must hold at least 2 meetings each year and such additional meetings as the Committee Chairman decides in order to fulfil its duties. In addition, the Committee Chairman must call a meeting of the Committee if requested to do so by any Committee member.

4.3 Quorum

A quorum will consist of not less than two Committee members, one of whom shall be the Committee Chairman, or a nominee of the Committee Chairman (who must be another director of the Company).

Each member of the Committee is entitled to one vote. The Committee Chairman does not have a casting vote. A decision of the Committee will be made by majority vote. Any matter not resolved by the Committee must be referred to the Board of Directors for decision.

Meetings may be called or held using any technology determined by the Committee Chairman.

5. Access

The Committee will have the authority to seek any information it requires from any employee of the Company.

The Committee is authorised to obtain such professional advice as it considers necessary to execute its duties and responsibilities.

6. Duties and Responsibilities

6.1 The specific duties and responsibilities of the Committee are as follows:

- (1) maintain an up-to-date understanding of areas where the Company is, or may be, exposed to risk and compliance issues and seek to ensure that management are effectively managing those issues;
- (2) review the adequacy and effectiveness of the Company's policies and procedures which relate to risk management and compliance;
- (3) make recommendations to the Board on the appropriate risk and risk management reporting requirements to the Board and this Committee;
- (4) provide advice to the Board and the Chief Executive Officer on relevant corporate level performance indicators and targets for risk management and compliance activities;
- (5) undertake an annual review of risk management policy and underlying strategies and procedures to ensure its continued application and relevance;
- (6) if considered necessary by the Committee establish a periodic and independent review of the implementation and effectiveness of the risk management policy to provide objective feedback to the Board as to its effectiveness;
- (7) receive and consider reports on risk management and compliance programs and performance against policy and strategic targets;
- (8) review the adequacy of the company's insurance coverage; and
- (9) examine any matters referred to it by the Board.

7. Reporting

7.1 Reporting to the Board

The Committee Chairman must report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings must be circulated to members of the Board.

7.2 Annual Report

The Committee must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the section of the Company's annual report which relates to the Company's risk management and compliance policies.

7.3 Public availability of materials

The Committee must ensure that a copy of this Charter is made publicly available on the Company's website in a clearly marked corporate governance section.

8. Review of the Charter

- 8.1 This Charter shall be reviewed annually and revised by the Board as required.