## **Delegation of Authority**

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**Purpose of this document**

To provide clear and understandable processes and accountability for administrative functions and levels of decision making across Gateway Mining Limited ACN 008 402 391 (**Company**).

**Principles**

1. Delegations may be exercised by a person more senior than the person specified in this manual as the delegated authority, where that senior person has a management role which involves responsibility for the delegated authority.
2. A position with delegated authority (hereafter, the **DA**) may not delegate any aspect of their authorisation to a person in a less senior position, unless approved by the Managing Director or Director.
3. The Managing Director has authority to exercise any staff delegation outlined in this document.
4. The DA must ensure there is funding available in the delegation.
5. Delegations are hierarchical. The supervisor of a DA may exercise the same level of authority as that DA, and may also withdraw or restrict such authority.
6. The DA is responsible for advising their supervisor of significant developments made even within delegation, and must ensure that the appropriate records are kept.
7. A DA relates to the position, not to the person holding that position.
8. A DA should not exercise their delegation in a manner so as to approve a recommendation which benefits that DA personally. All employees and DA’s are expected to act in the best interests of Gateway Mining Limited and its subsidiaries.
9. Unless specifically delegated, it should be assumed that no delegation exists.

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**Definitions**

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**Board:** Means the Board of Directors of the Company.

**Director:** The person appointed as director of the Company by the Board of the Company.

**Company Secretary:** The Company Secretary of the Company.

**Remuneration Committee:** The remuneration committee of the Company as determined by the Board.

**Managing Director:** The Managing Director of the Company.

**Organisation:** The Company including all of its controlled entities.

**All Staff** refers to all of the positions, with the exception of the Board, Director and the Company Secretary.

**Senior Management** means the Company Secretary and Directors and other key personnel as determined by the Board.

**Human Resources Delegation**

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| **Function** | **Applicable to** | **Delegated Authority** |
| **Salaries, contracts and conditions of employment** | | |
| Set and approve salaries and salary package content. | All Staff | Managing Director |
| Director | Remuneration Committee |
| Set and approve annual salary increments and any higher duty payments | All Staff | Managing Director |
| Director | Remuneration Committee |
| Approve conditions of employment | All Staff | Managing Director |
| Director | Remuneration Committee |
| Approve and sign staff contracts | All Staff | Director and Company Secretary |
| Director | Remuneration Committee |
| **New staff, position descriptions and approving changes to organisational structure** | | |
| Approving position descriptions (and changes thereto) and implementing new position descriptions | All Staff | Managing Director |
| Approve changes to existing position titles | All Staff | Managing Director |
| Approve deletion of positions | All Staff | Managing Director |
| Approving a staff member accepting external employment | All Staff | Managing Director |
| Drafting position descriptions | All Staff | Managing Director |
| Interviewing and approving new staff | All Staff | Managing Director |
| Approving changes to organisational structure | Organisation | Board |
| **Dismissal and redundancy** | | |
| Recommend redundancy of a position | All Staff | Managing Director |
| Recommend dismissal of a staff member | All Staff | Managing Director |
| Decision to make a staff member redundant | All Staff | Managing Director |
| Decision to dismiss a staff member | All Staff | Managing Director |

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| **Overtime, training, expenses, leave** | | |
| Approve staff time in lieu | All Staff | Senior Management |
| Approve staff leave | All Staff | Senior Management |
| Approve staff leave outside or in excess of entitlements | All Staff | Senior Management |
| Approve long service leave | All Staff | Senior Management |
| Approve leave without pay | All Staff | Senior Management |
| Approve attendance at external training courses/conferences | All Staff | Senior Management |
| Arrange internal training programs for staff | All Staff | Senior Management |
| Approve expenses above $500 | All Staff | Senior Management |
| Approve expenses above $2000 | Director | Board |

**Financial and Vendor Contracts**

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| **Function** | **Applicable to** | **Delegated Authority** |
| Any vendor contracts (< $50K ) | All Staff | Senior Management |
| Any vendor contracts (between $50K - $200K) | All Staff | Managing Director |
| Any vendor contracts (> $200K) - Budgeted | All Staff | Managing Director |
| Any vendor contracts (> $200K) - Unbudgeted | All Staff | Board |
| Capital Expenditures  ((Between $50K - $100K) | All Staff | Managing Director |
| Capital Expenditures (> $100K) - Budgeted | All Staff | Managing Director |
| Capital Expenditures (> $100K) - Unbudgeted | All Staff | Board |
| **Salaries and Deductions** | | |
| Approve staff reimbursement for expenses incurred on behalf of organisation | All Staff | Director |
| Company Secretary | Director |
| Director | Board |
| Approval for all payroll transactions | Organisation | Director |
| **Investment** | | |
| Approve investment of funds | Organisation | Board |
| Approve draw down of investment funds for deposit into operational accounts | Organisation | Board |
| Approve banking and investment account arrangements, including opening new accounts | Organisation | Board |
| **Petty cash** | | |
| Authority to operate, control and reimburse petty cash | Organisation | Senior Management |
| Approval to change and/or add cheque signatories | Organisation | Managing Director |
| **Debts** | | |
| Approval to write off bad debts | Organisation (up to $50,000) | Director |
| Approval to write off bad debts | Organisation (above $50,000) | Board |
| Correct administrative Errors | Organisation | Senior Management |
| Approve debt recovery payment terms | Organisation | Director |

**Legal**

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| **Function** | **Applicable to** | **Delegated Authority** |
| **Legal Matters** | | |
| Authority to consult with the Company’s legal advisors | Organisation | Senior Management |
| Approve engagement of Lawyers | Organisation | Director |
| Authority to purchase legal advice or expertise | Organisation | Senior Management |
| Authority to settle court, legal or other formal proceedings | Organisation | Board |
| Authority to approve expenditure on legal matters which are outside the approved budget | Organisation | Director |

**Policies and Procedures**

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| **Function** | **Applicable to** | **Delegated Authority** |
| **Implementation of policies and procedures** | | |
| Approval of organisational procedures | Organisation | Director |
| Approval of organisational policies | Organisation | Board |
| Notification of organisational policies and procedures | All Staff | Senior Management |
| Ensuring compliance with policies and procedures | All Staff | Senior Management |

**Public and Community Relations**

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| **Function** | **Applicable to** | **Delegated Authority** |
| **Public statements, media contact, and comments on strategic issues** | | |
| Approve the use of the company’s name or logo to external parties. | Organisation | Managing Director |
| Authority to delegate specific media responses | Organisation | Managing Director |
| Authority to request public statements, media contact and comments on strategic issues | Organisation | Managing Director |
| Authority to respond to ministerial and contentious issues | Organisation | Board |
| Authority to respond to operational letters of non-contentious nature | Organisation | Senior Management |

**Site Management**

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| **Function** | **Applicable to** | **Delegated Authority** |
| **Agreements, contracts and submissions** | | |
| Induction of visitors to the site | Organisation and visitors | Senior Management |
| Approval of office supply orders | Organisation | Senior Management |