

The Investor Relations Society

Terms of Reference for the Corporate Affairs Committee

The Corporate Affairs Committee shall have the following terms of reference

1. Constitution

- 1.1 The Board has established a Committee of the Board known as the Corporate Affairs Committee.
- 1.2 The Terms of Reference for the Committee outlined below are defined by the Board and may be amended by the Board at any time to reflect changing circumstances.

2. Membership

- 2.1 The Board is the sole authority for the appointment of the Chairman of the Corporate Affairs Committee and for the revocation of any such appointments.
- 2.2 The Corporate Affairs Committee shall comprise not less than [four] members.
- 2.3 There should be a Chairman and Deputy Chairman of the Committee. The Chairman shall be a member of the IR Society's board. The Deputy Chairman should be recommended by the Chairman and reported to the Board for approval.
- 2.4 The Chairman and at least one other Committee member should be a member of the IR Society board. [At least 50% of the Committee should comprise non IR Society board members who are primarily employed as communications consultants].
- 2.5 The Committee Chairman shall have the authority to recommend new members for the Committee. All new Committee members are to be proposed and agreed at the next IR Society Board Meeting.
- 2.6 The quorum shall be two Committee members one of whom should be the Committee Chairman unless he/she is unable to attend in which case at least one Society board member must be present. However, all members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present.
- 2.7 The meetings shall be in person or by telephonic or electronic means as long as all attending the meeting can hear the conversation.

3. Frequency of meetings

- 3.1 Meetings of the Corporate Affairs Committee shall be held as necessary to undertake the duties outlined below but the Committee shall meet not less than [four] times a year. Each meeting will take place at least five working days before the relevant Board meeting.
- 3.2 The Chairman or Deputy Chairman of the Committee shall report to the Board after each meeting to advise of actions taken and decisions made.
- 3.3 The minutes of the meetings shall be circulated to all members of the Board at the next IR Society Board meeting.

4. Duties

- 4.1 The duties of the Committee shall be to develop a corporate communications plan for the IR Society and advise the board and executive team on developing messaging with the following objectives:
 - establish the Society as the voice of the IR industry
 - develop corporate PR for the Society to make sure our profile is raised
 - establish contacts with the financial press and media
 - to promote our work in developing policy and lobbying with the appropriate agencies in London and Brussels
 - ensure that members are aware of the benefits of IR Society membership
 - promote links with other industry bodies in the financial sector
 - develop the Society's presence overseas
 - ensure that Board and executive team members are properly trained in media and presentational techniques
- 4.2 Develop a code of conduct for communication with external media.
- 4.3 Develop and propose any other profile raising activities which will assist the Society in achieving the above objectives.
- 4.4 The Committee shall undertake any other duties as directed by the Board.

These Terms of Reference were adopted by the Board on 17 November 2009