

## **DCUSA POLICY REGARDING PROFESSIONAL AND LEGAL ADVISORS**

### **1 INTRODUCTION AND PURPOSE**

- 1.1 The purpose of this policy is to provide a framework for obtaining advice from Professional Advisors in a controlled fashion.

### **2 SCOPE**

- 2.1 This policy covers all groups operating under the auspices of DCUSA including DCUSA Panel, DCUSA Board and DCUSA Working Groups.
- 2.2 It does not cover the final agreement of the appointment of auditors, which is the responsibility of the shareholders through the AGM, but the sourcing of such auditors shall follow this process.

### **3 RESPONSIBILITIES**

- 3.1 DCUSA Board – responsible for agreeing contractual terms with Professional Advisors. The agreement of the engagement letter for the statutory auditors maybe delegated to the Company Secretary.
- 3.2 DCUSA Panel – at least one Panel member shall be responsible for authorising the seeking of advice in any instance by written (emailed) approval and shall be responsible for seeking Professional Advice.
- 3.3 DCUSA Secretariat – responsible for seeking Professional Advice where this is not undertaken by a Panel member so long as it has been approved by the Panel. Responsible for arranging payment to Professional Advisors.
- 3.4 DCUSA Chairman – responsible for authorising payments to Professional Advisors. In the absence of the Chairman, this can be done by another Board Director.

### **4 POLICY DETAIL**

- 4.1 Discussions with Professional Advisors:

- With the exception of Panel and Board members, no DCUSA Group or member thereof shall enter into discussions with Professional Advisors that are not contracted to DCUSA Ltd.
- No DCUSA Group or member thereof shall enter into discussions with Professional Advisors that are contracted to DCUSA Ltd without the authorisation of a Panel member.
- DCUSA Groups that identify the need for additional Professional Advice that is not subject to a contract with DCUSA Ltd shall put a paper to the DCUSA Board recommending that such Professional Advice is sought.

#### 4.2 Contracting with Professional Advisors:

- The DCUSA Board shall initiate discussions with new Professional Advisors not already contracted to DCUSA Ltd.
- Where this is undertaken the DCUSA Panel shall ensure compliance with any necessary procurement legislation.
- Contracts with Professional Advisors, excluding standard statutory auditor letters of engagement, must be subject to external legal review by the DCUSA lawyers.
- Contracts shall be signed by two directors of DCUSA Ltd.

#### 4.3 Seeking Advice from Professional Advisors:

- DCUSA Groups may only seek advice from Professional Advisors with the written authority of a DCUSA Panel member.
- This authority may take the form of a Panel member seeking such advice on behalf of the Group.

#### 4.4 Payments to Professional Advisors:

- The DCUSA Chairman shall authorise all payments to Professional Advisors or in his absence a DCUSA Board member may give such approval. Such authorisation may take the form of an email, a signature on an invoice or an authorisation form.

- Payments will be made by the DCUSA Secretary only where such approval has been given and subject to DCUSA Ltd's agreed payment process.

## **5 RECORDS**

- 5.1 DCUSA Secretary shall keep records of all payments made to Professional Advisors, including invoices and any separate authorisations. These shall be kept for the longer of the statutory minimum period for keeping such records and two years.

## **6 GLOSSARY**

- 6.1 Professional Advice – expertise, knowledge and work that cannot be resourced from within DCUSA and which relates directly to the work undertaken or assets owned by DCUSA Ltd (including legal advice, financial advice, websites, documentation, IT systems, spreadsheets and IPR).
- 6.2 Professional Advisors – those who give Professional Advice under contract to DCUSA Ltd.
- 6.3 DCUSA Group – any group of two or more persons working under the auspices of DCUSA, including but not limited to DCUSA Board, DCUSA Panel, DCUSA SIG, DCUSA Working Groups, DCUSA Finance and Audit Committee.