

Information Request for Due Diligence Purposes

Requested information should be forwarded to:

Via mail:

Dr Carl A. Gibson
Director Risk Management Unit
David Myer Building
La Trobe University
Bundoora
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or via email:

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Enquiry area	Information requested	Date of request	Status	Date of receipt	Follow up issues
1.0 Corporate & legal structure	<p>1.01 Company structure, including schedule of names under which THE ORGANISATION, or its holding company and all subsidiaries (including off balance sheet entities and all other related entities¹) operates – identified under each jurisdiction in which it operates, and with the purpose of each entity described. Provide information for the period covering the last three financial years.</p>				
	<p>For holding company:</p>				
	<p>1.02 Certificate of incorporation, and memorandum and articles of association.</p>				
	<p>1.03 List of shareholders and details of holding.</p>				
	<p>1.04 Board structure and composition.</p>				
	<p>1.05 Board members' & directors' résumés and declaration of other pecuniary interests</p>				
<p>1.06 Agenda and minutes of Board meetings, senior management meetings, shareholder meetings and meetings of strategic alliances/partners for the 06/07</p>					

¹ Where requests are made in this document relating to 'THE ORGANISATION', 'the company' or the 'business' its should also be read that this includes any and all holding companies, subsidiaries, joint ventures, off balance sheet entities and any other related entity.

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	financial year and 07/08 YTD.				
	1.07 Agenda and minutes of committee meetings or equivalent that cover the areas/functions of strategic development, marketing, operating finances, investments, corporate governance, legal or risk.				
	1.08 Details of organisational structure, with key management roles and occupants identified. Identify and explain any significant changes in structure over the last three years.				
	1.09 Résumés of individuals identified in 1.08 above detailing experience, skills and qualifications.				
	For each subsidiary				
	1.10 Certificate of incorporation and memorandum and articles of association.				
	1.11 List of shareholders and details of holding.				
	1.12 Board structure and composition.				
	1.13 Board members' & directors' résumés and declaration of other pecuniary interests.				
	1.14 Agenda and minutes of Board meetings, senior management meetings, shareholder meeting and meetings of strategic alliances/partners for the 06/07 financial year and 07/08 YTD.				
	1.15 Agenda and minutes of committee meetings or equivalent that cover the				

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	areas/functions of strategic development, marketing, operating finances, investments, corporate governance, legal or risk.				
	1.16 Details of organisational structure, with key management roles and occupants identified. Identify and explain any significant changes in structure over the last three years. Identify date of commencement and the nature of employment (eg percentage of full time, term of contract, period of notice for termination of contract, entitlements and liabilities associated with early termination of the contract.				
	1.17 Résumés of individuals identified in 1.16 above, detailing experience, skills and qualifications.				
	1.18 Contact details of each subsidiary's (if different to THE ORGANISATION's/holding company's) bankers (note investors are dealt with separately below), accountants, auditors and solicitors.				
	1.19 Identification of each jurisdiction that the holding company and any subsidiaries: (i) conducts business in, (ii) is registered or permitted to conduct business in, (iii) holds property in, or (iv) conducts business in, at any time for the period covering the last three financial years.				

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2.0 Capital structure	<p>2.01 Details of long term debt, including:</p> <ul style="list-style-type: none"> (i) original capital amount(s), (ii) interest rate(s), (iii) outstanding amount(s), (iv) maturity profile, (v) repayment provisions, penalties, interest and capital repayment dates, (vi) debt ratings, (vii) incidents of default, (viii) covenants, (ix) security provisions, (x) convertibility. <p>Details for current operation and prospective arrangements for Australian operations.</p>				
	<p>2.02 Details of short term debt, including</p> <ul style="list-style-type: none"> (i) lines of credit, (ii) availability of cash amounts (iii) draw down facilities, and (iv) interest expenses 				
	<p>2.03 Details of shareholders' equity, including</p> <ul style="list-style-type: none"> (i) holders of each class, (ii) rights attaching to each class, (iii) stock options and exercise rights, (iv) shareholders agreement. 				

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	2.04 Sample copies of share certificates and options.				
	2.05 Details of powers of attorney pertaining to any matter.				
	2.06 Details of any debt arrangements, guarantees, or indemnification between any directors, officers, or shareholders and THE ORGANISATION, its holding company or any other subsidiaries.				
	2.07 Details of security agreements, mortgages, equipment leases, credit agreements or other agreements providing evidence of outstanding loans to the THE ORGANISATION, any holding company, or any other subsidiaries.				
3.0 Material² contracts & agreements	3.01 Details of capital commitments under binding contracts that exceed \$1 million in value.				
	3.02 Details of any agreements that cannot be terminated without material compensation.				
	3.03 Details of bank and non-bank lenders that have entered into arrangements with THE ORGANISATION, any holding company and any other subsidiaries.				

² Material – in all cases where ‘material’ is referred to in this document, material refers to the existence of any issues, amount, occurrence, or any other item that may have an impact upon – the nature of the operations, cashflow, revenue, profitability, governance, management, reputation, investment, performance, compliance, or may influence the decisions made by the Board or by management, or may be of sufficient impact or intent to influence the due diligence analysis.

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	<p>3.04 Details of material correspondence with lender over the last three financial years including details of any compliance reports submitted.</p>				
	<p>3.05 Details of any other material contracts or agreements between THE ORGANISATION, any holding company, or other subsidiaries.</p>				
<p>4.0 Financial responsibilities</p>	<p>4.01 Structure and staffing of THE ORGANISATION's areas responsible for accounting, internal audit and other financial management (including any holding company or other subsidiaries), including details of qualifications and experience of key financial staff.</p>				
	<p>4.02 Details of any significant changes to organisational financial structure, responsibilities, reporting or staffing over the last three financial years.</p>				
	<p>4.03 Details of agenda and minutes of any Board and management committees with responsibility for financial matters.</p>				
	<p>4.04 Copies (prepared over the last three years) of Board and management reports detailing financial performance, and/or financial projections for the last three financial years.</p>				
	<p>4.05 Copies of financial and governance policies and procedures.</p>				
	<p>4.06 Copies of external audit, internal audit,</p>				

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	<p>risk and other governance reports to senior management and/or the Board, including Board/management responses to these reports.</p> <p>Details of firms undertaking internal and external audits, and copies of the annual audit program/plan for the last three years.</p>				
	<p>4.07 Details of any other financial transactions with any other related parties.</p>				
<p>5.0 Financial data</p>	<p>5.01 Detailed description of accounting systems and methodologies used, including any significant changes made to accounting systems, policies or procedures within the last three financial years.</p>				
	<p>5.02 Copies of financial statements for the last three financial years. Including any notes accompanying the statements. To also include financial statements relating to the operation, company investments and/or other levels of the group structure.</p>				
	<p>5.03 Details of quoted investments and latest annual reports of unquoted investments.</p>				
	<p>5.04 Details of segregation of:</p> <ul style="list-style-type: none"> (i) revenues, (ii) variable costs, (iii) fixed assets, (iv) borrowings, 				

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	(v) working capital. Details of allocation of: (vi) shared services costs, (vii) fixed costs.				
	5.05 Details of operating budgets, revenue, cost, profitability and cashflow analysis/reports for the last three years and forward projections. For projections include: (i) reasons for the development of the projections, (ii) type of level of review projections are based upon, (iii) are projections based on targets or forecasts, (iv) details of historic accuracy of previous budgeting, (v) details of assumptions made.				
	5.06 Details of material write-offs and write-downs.				
	5.07 Details of material contingent liabilities.				
	5.08 Copies of any external consultants or analysts reports or advice received regarding THE ORGANISATION's financial condition (including any holding company or other subsidiaries.				

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	5.09 Details of the revenue cycle and revenue recognition policies and procedures.				
	5.10 Details of accounting methods rules applied, including approaches for profit recognition and capture, JV profit sharing, cost apportioning and write-offs				
	5.11 Details of key insurance protections held.				
	5.12 Details of claims made against any of these protections over the previous three years.				
	5.13 Details of any refusals or restrictions placed on the provision of insurance cover.				
	5.14 Details of any insurance policies cancelled over the last three years.				
	5.15 Details of any self insurance arrangements in place.				
	5.16 Details of all material financial intra-company transactions and transfers over the last three years (for example between THE ORGANISATION, holding or subsidiary entities, joint ventures or entities with a significant holding by any director or officer of THE ORGANISATION ,holding company or subsidiaries.				
	5.17 Description of significant taxation issues, and copies of tax returns filed for the last three financial years. Provide details of any show cause requests or similar from the Inland Revenue, or other				

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	overseas taxation authorities.				
	5.18 Details for the last three financial years on the following ratios where applicable: (i) current ratio, (ii) working capital turnover ratio, (iii) Debt to equity ratio, (iv) return on equity, (v) ROI, (vii) total asset turnover ratio.				
	5.19 Accounts receivable analysis, including details of policies and procedures				
6.0 Organisational structure	6.01 Copies of THE ORGANISATION's organisational chart, including any holding company, subsidiaries, joint venture or strategic alliances.				
	6.02 Details of key management and staff, including: (i) position titles, (ii) summaries of roles & responsibilities, (iii) copies of brief résumés. Include detailed cv's of the Chairman, CEO, CFO, including the identification of other company involvements holdings, or other material interests.				
	6.03 Details of compensation, remuneration, entitlements, benefits, options, etc provided to Board members and members of the senior management group.				
	6.04 Details of turnover of employees of				

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	THE ORGANISATION, any holding company and any other subsidiaries, including within any joint venture or strategic alliance relationships.				
	6.05 Details of any significant changes in structure over the last three years.				
	6.06 Details of any significant skills gaps and measures being taken to address these.				
7.0 Workforce	7.01 Details of staffing levels and numbers (headcount) of THE ORGANISATION, any holding company or other subsidiaries, including remuneration scales, age composition by classification.				
	7.02 Describe arrangements for the management of staff employed under existing joint ventures with THE ORGANISATION.				
	7.03 Details of employment arrangements for , including (i) copies of HR policies and procedures, (ii) comparison of remuneration and other benefits to industry benchmarks, (iii) employee turnover trends, (iv) copies of employment contracts, staffing agreements, (v) details of the performance management system, etc, (vi) provide details of any comparison of conditions of employment with industry				

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	benchmarks.				
	7.04 Details of any industrial relations issues over the previous three years within THE ORGANISATION, holding company and any subsidiaries and within any similar joint venture or strategic alliance.				
	7.05 Details relating to any employee terminations undertaken under the last three years by THE ORGANISATION, any holding company or subsidiaries, or by any joint venture, strategic alliance operation or other arrangements.				
	7.06 Details of employee confidentiality and IP ownership arrangements.				
	7.07 Details of superannuation arrangements at each of the “THE ORGANISATION joint venture operations”.				
	7.08 Details of loss time injuries or sickness, including any compensation claims or benefits provided to employees of THE ORGANISATION joint venture entities, including a comparison with industry benchmarks.				
8.0 Other governance information	8.01 Details of any current, threatened or potential litigation against THE ORGANISATION, any holding company or subsidiaries, or against any officers or directors of any of these entities. To also				

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	include any such issues that may have arisen over the previous three years. Provide details of all claims, actions, suits, investigations, arbitrations, disputes or other proceedings against the business, that have occurred, are pending, threatened or anticipated.				
	8.02 Details of any judgements or actions taken by courts, government or regulatory agencies, or by professional bodies against any director or officer (current or past) over the last 10 years. Identify where any fines, penalties, orders, injunctions, restraining orders, settlements, decrees have been applied or are pending or anticipated.				
	8.03 Details of any current, threatened or potential litigation undertaken or instructed by THE ORGANISATION, any holding company or subsidiaries, or by any officers or directors of any of these entities made against any other third party over the previous three years. Provide details of all claims, actions, suits, investigations, arbitrations, disputes or other proceedings pursued against any third party , that have occurred, are pending, threatened or anticipated.				
	8.04 Copies of any policies, procedures or reports relating to the ethical management of the organisation.				
	8.05 Copies of any policies, procedures, reports or activities related to sustainable management and/ or sustainable				

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	investment.				
	8.06 Details of types Board and management information analysis and reporting undertaken.				
	8.07 Details of the strategic, corporate and business planning processes.				
9.0 Market and commercial information	9.01 Details of pathway program and accommodation markets in current areas of operation, including: (i) historical trends over the last 5 years, (ii) participation and growth of key named competitors, (iii) market share, (iv) forward projections.				
	9.02 Details of any competitor analysis conducted for the UK and Australian markets.				
	9.03 Details of THE ORGANISATION's significant strengths and weaknesses compared to principal competitors.				
	9.04 Details of any significant experienced or predicted changes in product mix and demand.				
	9.05 Details of THE ORGANISATION's market share, performance and growth projections.				
	9.06 Copies of marketing strategies and plans, current or developed within the last three years.				
	9.07 Details of marketing expenditure over				

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	the last three years, provide details of forward projections.				
	9.08 Details of any marketing performance and effectiveness reviews undertaken.				
	9.09 Details on the unique value offered by THE ORGANISATION, in each of its joint venture/alliance arrangements, and how that value is realised in customer outcomes.				
	9.10 Copies of any reviews or reports relating to the THE ORGANISATION and “joint ventures” performance in delivering quality accommodation and teaching and learning accounts, including any reports suing student feedback, institutional feedback or government authorities’ reviews.				
	9.11 Details of policies, procedures, practices and actual payments regarding commissions, fees, inducements, service costs, etc paid to agents.				
10.0 Other issues	10.01 Copies or transcripts of media reports, reviews, commentary or other articles concerning THE ORGANISATION, any entities in its group structure, strategic alliances, joint ventures, any directors or officers associated with these.				
	10.02 Provide copies of business, corporate and, strategic plans, including future financial forecasts.				
	10.03 provide details of information				

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	systems, such as MIS, FMS, HRIS, etc.				
	10.04 Details of any accreditation requirements as an education providing and copies of any reviews, audits, performance reports or ranking assessments.				