

Audit Committee Charter

Company Name Here

I. Purpose

The primary function of the Audit Committee of the Board of Directors is to assist the Board of Directors in fulfilling its oversight responsibilities relating to the Company's financial reporting, which shall include oversight of:

- (1) the integrity of the Company's financial statements;
- (2) the Company's compliance with legal and regulatory requirements;
- (3) the independent auditor's qualifications and independence; and
- (4) the performance of the Company's internal audit function and independent auditors.

The Committee's role is one of oversight. It is recognized that the Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements.

II. Committee Composition

The Committee shall be comprised of three or more members of the Board of Directors. Each member of the Audit Committee shall meet the independence and experience requirements of the Nasdaq National Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission. The Committee shall be elected by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of shareholders and shall serve at the pleasure of the Board. The Board shall appoint one member of the Committee to act as its Chair. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

III. Committee Meetings

The Committee will meet at least four times a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

IV. Duties and Responsibilities

The following list of responsibilities is set forth as a guide to the Committee in fulfilling its purpose and may be modified from time to time as appropriate. The Committee:

- (1) Appoints, terminates if necessary, set the compensation for and oversee the performance of the independent auditors;
- (2) Requires the independent auditors annually to declare relationships and/or services which may impact on their objectivity and independence;

- (3) Reviews with management and the independent auditors the quality and adequacy of the Company's internal controls and internal auditing procedures, including (i) any deficiencies in the design or operation of those controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weakness in internal controls; (ii) any alleged fraud, whether or not material, that involves management or other employees who have a role in the Company's internal controls; and (iii) determination of the Company's requirement for an internal audit function including the size, scope, and staffing of the internal audit function;
- (4) Reviews with management (i) how the Company's financial systems and controls compare with industry standards and practices, (ii) the quality and adequacy of the Company's internal controls and the adequacy of the procedures relating to quarterly certification of the Company's financial statements and internal controls and (iii) any material issues raised by the Company's most recent internal control review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Company, and any steps taken to deal with such issues;
- (5) At least annually or as otherwise required by applicable law (including, but not limited to, Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules promulgated by the Securities and Exchange Commission (or any successor provisions)), obtains and reviews (i) a statement of management's responsibilities for establishing and maintaining adequate internal controls and procedures for financial reporting, (ii) management's conclusions about the effectiveness of the Company's internal controls and procedures for financial reporting and (iii) as required under SEC regulations, a report by the Company's independent auditors attesting to management's evaluation;

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