



GOVERNANCE AND NOMINATING COMITTEE CHARTER

PURPOSE:

The Board of Directors of Access Plans USA (the “Company”) has established a Governance and Nominating Committee for the purpose of (a) monitoring and overseeing matters of corporate governance, including the evaluation of Board performance and processes and the “independence” of directors, and (b) selecting, evaluating and recommending to the Board qualified candidates for election or appointment to the Board.

MEMBERSHIP:

The Governance and Nominating Committee will consist of three members of the Board of Directors, all of whom shall be “independent” under the standards applicable to corporate governance or nominating committees established under any applicable law, rule or regulation including the marketplace rules of the NASDAQ Stock Market, Inc. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors. **[The C.E.O. of the company may, at the discretion of the Committee, attend the Committee’s meetings but shall not be a voting member.]**

RESPONSIBILITIES

The responsibilities of the Committee shall include:

1. Formulating, recommending to the Board and overseeing the implementation and administration of the Company’s corporate governance structure and framework.
2. Monitoring and reviewing any issues regarding the “independence” of the directors or involving potential conflicts of interest, and evaluating any change of status of directors and making recommendations regarding the propriety of continued service.

3. Reviewing the Company's Code of Conduct at least annually and recommending changes, as necessary, to the Board.
4. Reviewing and reporting additional corporate governance matters as necessary or appropriate or as directed by the Chairman of the Board.
5. Leading the search for, screening, evaluating and recommending to the Board qualified candidates or nominees for election or appointment as directors.
6. Recommending Board committee assignments and committee chairs for consideration by the Board.
7. Recommending the number of members that shall serve on the Board.
8. Periodically administering and reviewing with the Board an evaluation of the processes and performance of the Board in order to identify areas of concern or potential issues relating to Board and committee processes, performance and effectiveness and to assess and evaluate the overall effectiveness of individual directors.

In carrying out such responsibilities, the Committee shall have the power and authority to retain such consultants, outside counsel and other advisers as the Committee may deem appropriate and shall have the sole authority to approve the fees and other terms of engagement.

DIRECTOR QUALIFICATION GUIDELINES

The Committee believes that it is in the best interest of the Company and its stockholders to identify and select highly-qualified candidates to serve as directors. The Committee will seek candidates for election and appointment who possess the highest standards of personal and professional ethics and integrity, practical wisdom and mature judgement and who are committed to staunchly representing the interests of the stockholders. The Committee also believes that the Board should be comprised of a diverse group of individuals with significant leadership accomplishments in international business, government education or not-for-profit activities; who have been associated with institutions noted for excellence; and who have broad experience and the ability to exercise sound business judgement.

MEETINGS AND REPORTS

The Committee will hold regular meetings at least two times each year generally in conjunction with regularly scheduled meetings of the Board of Directors, and such special meetings as the Chair of the Committee or the Chairman of the Board may direct. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chair of the Committee shall provide the Board of Directors with a report of the Committee's activities and proceedings.