

THE CORPORATIONS ACT 2001

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A CAPITAL DIVIDED INTO SHARES

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**CONSTITUTION OF  
NATIONAL ROADS AND MOTORISTS' ASSOCIATION LIMITED**

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Remove this top section if desired before framing

## Certificate of Registration on Change of Name



This is to certify that

**NRMA LIMITED**

**Australian Company Number 000 010 506**

did on the twenty-sixth day of March 2001 change its name to

**NATIONAL ROADS AND MOTORISTS' ASSOCIATION  
LIMITED**

**Australian Company Number 000 010 506**

The company is a public company.

The company is limited by guarantee.

The company is taken to be registered as a company  
under the Corporations Law of New South Wales.

Issued by the  
Australian Securities and Investments Commission  
on this twenty-sixth day of March, 2001.

David Knott  
Chairman

CERTIFICATE

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THE CORPORATIONS ACT 2001  
A COMPANY LIMITED BY GUARANTEE  
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CONSTITUTION  
of  
NATIONAL ROADS AND MOTORISTS' ASSOCIATION LIMITED

1. **PRELIMINARY**

1.1 **Replaceable Rules do not apply**

The Replaceable Rules do not apply to the Company.

1.2 **Liability limited by guarantee**

The liability of the Members is limited by guarantee.

2. **DEFINITIONS AND INTERPRETATION**

2.1 **Definitions**

In this Constitution, unless the subject or context indicates a contrary intention, the following words and expressions have the meanings set out opposite them:

“**Act**” means the Corporations Act 2001(Cth);

“**Adoption Date**” means the date on which the result of the poll demanded on the special resolution to adopt this Constitution is declared passed by the Chairman of the meeting at which the poll is taken;

“**Annual Subscription Fee**” means a fee payable by a Member in accordance with Rule 7.2;

“**ASIC**” means the Australian Securities and Investments Commission;

“**Board**” means the Directors in office for the time being or a quorum of the Directors present at a meeting of the Directors;

“**Boundaries Commission**” means the working group established by the Board pursuant to Rule 14;

“**Chairman**” means the person who acts as chairman at a meeting of Members;

“**Chief Executive Officer**” means the person appointed from time to time as such, whether with that title or otherwise, by the Board under this Constitution;

“**Closing of the Register**” means the closing of the Register pursuant to Rule 5.1(b)(ii);

“**Code of Conduct**” means the code of conduct for Directors promulgated by the Board from time to time in accordance with Rule 17.3;

“**Combined Territory**” means the combined territory of the State and the Australian Capital Territory;

“**Committee**” means a committee formed under Rule 17.2;

“**Company**” means National Roads and Motorists’ Association Limited ACN 000 010 506;

“**Constitution**” means this constitution including the schedules thereto in force from time to time.

“**Court**” has the meaning given to it in section 9 of the Act;

“**Deputy-President**” means the person elected to act in that capacity in accordance with Rule 23;

“**Director**” means a person for the time being elected or appointed as director of the Company in accordance with this Constitution and the Act;

“**Election Date**” means the date appointed by the Board pursuant to Rule 15.1(a);

“**Election Form**” means the document on or in which a Member’s vote is recorded as required by the Election Rules, and for these purposes, document includes any article, equipment or material from which sounds, images or writings are capable of being reproduced with or without the aid of any other article or device, and in particular includes any electronic or telephone message or other electronic or telephone communication as provided for in the Election Rules;

“**Election Material**” means material published in connection with an election of a Director and includes the Election Form and related material;

“**Election Period**” in relation to each Election Year, means the period commencing with the time of close of nominations (for election of Directors) and concluding with the beginning of the first Saturday in December of that year;

“**Election Rules**” means the rules governing the conduct of elections set out in Schedule 2 or such other rules as determined by the Board from time to time pursuant to Rule 15.3;

“**Election Year**” means 2005 and every successive third year after 2005;

“**Greater Sydney Metropolitan Area**” means the area that constitutes the Sydney Statistical Division as determined from time to time by the Australian Bureau of Statistics or, if it ceases to exist, the successor for the time being of that organisation, subject to the adjustment of the boundaries thereof to include or

exclude the whole or part of such local government areas as the Boundaries Commission considers necessary to satisfy the requirements of Rule 14.3(c). In the event that the Australian Bureau of Statistics or its successor ceases to determine the Sydney Statistical Division, the Boundaries Commission shall determine the area of the Greater Sydney Metropolitan Area having regard to what it considers to be the equivalent thereof or, in the absence of any such equivalent, the last determination of that by the Australia Bureau of Statistics or its successor.

“**Magazine**” means the principal magazine issued from time to time by the Company whether under the masthead “The Open Road” or otherwise, and includes any supplement or special edition;

“**Member**” means any person whose name is included in the Register for the time being;

“**Membership Application Fee**” means a fee payable by a Member in accordance with Rule 7.1;

“**Membership Identification**” means evidence (whether documentary, electronic, by way of a device or otherwise, as may be determined from time to time by the Board) issued by the Company in respect of a Member’s membership of the Company or a vehicle recorded by the Company for service;

“**Office**” means the registered office for the time being of the Company;

“**Officer**” has the meaning given to it in section 9 of the Act;

“**President**” means the person elected to act in that capacity in accordance with Rule 23;

“**Principal Returning Officer**” means the person appointed as such by the Board pursuant to Rule 15.1(d);

“**Region**” means an area in the Combined Territory from which a Director is to be elected;

“**Regional Returning Officer**” means the person appointed as such by the Board pursuant to Rule 15.1(d);

“**Register**” means the register of Members of the Company kept by the Company in accordance with the Act;

“**Related Body Corporate**” has the meaning given to it in section 9 of the Act;

“**Replaceable Rules**” means the Replaceable Rules contained in the Act;

“**Rules**” means these Rules of this Constitution and all supplementary, substituted or amending Rules for the time being in force;

“**Seal**” means the common seal of the Company;



“**Secretary**” includes the assistant or acting Secretary and any substitute for the time being for the Secretary;

“**State**” means New South Wales;

“**Voting Period**” means the period from which the Election Material is made available to Members until 5.00pm on the Election Date.

## 2.2 Interpretation

In this Constitution, unless the context indicates a contrary intention:

- (a) words importing persons include companies, corporations, any association, body or entity whether incorporated or not and vice versa;
- (b) words denoting any gender include all genders;
- (c) words importing the singular include the plural and vice versa;
- (d) “includes” means includes without limitation;
- (e) the words “writing” and “written” include printing, lithography, photography, typewriting and any other mode of representing or reproducing words in a visible form;
- (f) all monetary amounts are in Australian currency;
- (g) references to any legislation or to any section or provision of any legislation include any statutory modification, replacement or re-enactment of it or any statutory provision substituted for it, any ordinances, by-laws, regulations and other statutory instruments issued under it and any determination, exemption or modification made pursuant to it;
- (h) a reference to time refers to time in the city of Sydney in the State;
- (i) the word “month” means calendar month and the word “year” means 12 calendar months;
- (j) a reference to writing includes any communication sent by post, facsimile transmission or electronic means; and
- (k) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning.

## 2.3 Expressions used in Corporations Act

An expression or term used in this Constitution will, unless the contrary intention appears, have the same meaning as that expression or term has in a Part, Chapter or Division of the Act dealing with the same matter if that expression or term has been given a special meaning for the purposes of the Part, Chapter or Division in question.

## 2.4 **Headings**

The headings used in this Constitution do not form part of or affect the construction or interpretation of this Constitution.

## 3. **OBJECTS**

The objects of the Company are:

- (a) To promote the interests of motorists and other road users, throughout Australia, in good roads, safety and consumer protection and without limiting the generality of this object:
  - (i) to obtain improved road conditions, signs, parking and other facilities for motorists;
  - (ii) to obtain reasonable and just legislation dealing with roads, safety and consumer protection so far as it affects road users and equitable administration of such legislation;
  - (iii) to inform road users of relevant legislation, road conditions and matters of safety and consumer protection;
  - (iv) to conduct courses, with or without examinations and issue of certificates, relating to all aspects of motor vehicles and motoring;
  - (v) to promote, join, affiliate with or enter into working arrangements with any body having objectives not incompatible with those of the Company;
  - (vi) to have regard to the interests of the environment;
  - (vii) to have regard to the need for a balanced transport system.
- (b) To provide motorists and others with a range of services, and without limiting the generality of this object:
  - (i) to provide emergency or breakdown road service and other services to vehicles;
  - (ii) to compile and distribute maps and reports of all kinds;
  - (iii) to provide advice, assistance and benefits on all aspects of accommodation, motor vehicles and motoring, parking or otherwise;
  - (iv) to provide all forms of facilities whether in the nature of education, recreation, entertainment, accommodation or otherwise;
  - (v) to conduct businesses of all kinds including the sale or lease of any kind of products and services whether in relation to motor vehicles,

motorists or otherwise and to form or promote any company for any such purpose;

- (vi) to publish all forms of publications.
- (c) To provide present and former employees of and contractors to the Company and the families of such persons with conditions, facilities and benefits conducive to good working of the Company, and without limiting the generality of this object to provide for the welfare of such persons whether by way of grants of money or other aid, superannuation or otherwise.
- (d) To aid and support, whether financially or otherwise, charities and institutions of a public character.

All of the income and property of the Company must be used and applied solely in promotion of its objects and in the exercise of its powers as set out in this Constitution. Subject to Rule 29, no part of the income or property of the Company may be distributed, paid or transferred directly or indirectly by way of profit to or amongst the Members. Nothing will prevent the payment in good faith to any such Member of monies advanced by the Member to the Company or otherwise owing by the Company to the Member as remuneration as an Officer or servant of the Company or to any Member or other person in return for any services actually rendered to the Company. Further, nothing will prevent the payment or repayments to any Member of out of pocket expenses, reasonable and proper charges for goods hired by the Company or reasonable and proper rent for premises demised or let to the Company.

#### 4. **LEGAL CAPACITY**

Subject to section 124 of the Act, the Company has the legal capacity and powers of an individual both in and outside the State and has the power to:

- (a) issue debentures;
- (b) grant a floating charge over the Company's property;
- (c) arrange for the Company to be registered or recognised as a body corporate in any place outside the State; and
- (d) do anything that it is authorised to do by any law (including a law of a foreign country).

#### 5. **MEMBERS REGISTER**

- (a) A person who agrees to become a Member of the Company and whose name is entered in the Register, after satisfying such conditions as the Board may from time to time determine, becomes a Member of the Company.

- (b) Subject to the Act, the Register will close for a period of not less than 48 hours and not more than 45 days as determined by the Board prior to the date of each of:
- (i) a meeting of Members; or
  - (ii) the close of the Voting Period.

Nothing in this Rule 5(b) will prevent the Company receiving applications for membership and any applicable Membership Application Fees or Annual Subscription Fees from the applicants or providing road or other services to the applicants. Any person applying for membership during the period the Register is closed will not be entered into the Register until after the Register is re-opened.

- (c) The Board may refuse to admit any person as a Member and will not be bound to give any reason for so refusing.
- (d) The Board may at any time, despite the payment of the Annual Subscription Fee by a Member, expel such Member from the Company and remove such Member from the Register without giving any reason for so doing. In the event of such removal before the term has expired for which such Member's Annual Subscription Fee has been paid, the Member so removed will be entitled to a proportionate refund of the Annual Subscription Fee from the date of removal to the time when the membership would expire.
- (e) The Board may from time to time delegate, on such terms as it sees fit, to such persons as it may determine from time to time, the power to:
  - (i) admit persons as Members;
  - (ii) readmit such persons as Members;
  - (iii) refuse applications for membership;
  - (iv) make rules concerning the method of nominating motor vehicles for service;
  - (v) make rules concerning the issuance and use of Membership Identifications; or
  - (vi) make rules concerning the administration of membership generally, including the admission, readmission or refusal to admit persons as Members, cancellation of membership, lapse of membership, refunds of Annual Subscription Fees and provision of road service and other services to Members.

## 6. **LIABILITY OF MEMBERS**

### 6.1 **Member's Liability**

The liability of the Members is limited.

### 6.2 **Member's Contributions**

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time that they are a Member, or within one year after they cease to be a Member for the payment of the debts and liabilities of the Company contracted before they ceased to be a Member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, the amount of any such contribution not exceeding two dollars ten cents (\$2.10).

## 7. **MEMBERSHIP**

### 7.1 **Membership Application Fee**

The Board may require any person, category of persons or corporation wishing to become a Member to pay a Membership Application Fee. The amount of any Membership Application Fee may be determined by the Board and any such fee will be payable as and when the Board directs. The Board may fix at different rates, suspend or waive payment of a Membership Application Fee in favour of any person or category of persons wishing to become Members of the Company.

### 7.2 **Annual Subscription Fee**

- (a) An Annual Subscription Fee will be determined from time to time by the Board and will be payable by a Member in advance in respect of services provided by the Company which may include road service and Magazine subscription services.
- (b) The Board may from time to time fix at different rates, suspend or waive payment of an Annual Subscription Fee in favour of any Member or category of Members.
- (c) If any Member fails to pay that Member's Annual Subscription Fee within one month of the due date, that Member will cease to be a Member of the Company.

### 7.3 **Road Service**

- (a) A Member may nominate the motor vehicle (if any) (the Member's "primary vehicle") which the Member desires to be recorded by the Company or a subsidiary of the Company for road service.
- (b) A Member may nominate any motor vehicle or vehicles, in addition to the Member's primary vehicle, which the Member desires to be recorded by the Company for road service. The Member must pay in respect of each such

additional motor vehicle such additional annual fee or other subscription as the Board may from time to time determine. The failure by a Member to pay any additional annual fee or other subscription payable by a Member in respect of any additional motor vehicles recorded by the Company for road service will not of itself cause that Member to cease to be a Member.

- (c) Each Member will, upon the recording for road service of any motor vehicle, be issued by the Company with a Membership Identification for such vehicle and such Membership Identification will be endorsed with such particulars as the Board may from time to time determine.
- (d) A Member may request emergency or breakdown road service in respect of vehicles recorded by the Company for such service. A Member must comply with any rules concerning production of Membership Identifications when road service is to be made available.
- (e) Road service may be made available to non-Members on such terms as the Board may determine from time to time.
- (f) The Board may from time to time limit and/or determine the number of services to which Members or a category of Members are entitled as to any of the services offered by the Company to its Members. Services beyond the number so determined may be made available on such terms as the Board may determine from time to time.
- (g) If in any case an individual Member has in the opinion of the Board received during the period of the Member's membership an excessive number of services the Board may (notwithstanding anything done by the Board under Rule 7.3(f)) limit and/or determine the number of services to which such individual Member will from then be entitled as to any of the services offered by the Company to its Members. Services beyond the number so determined may be made available on such terms as the Board may determine from time to time.

#### 7.4 **Other Services**

Other services may be made available to Members and non-Members on such terms as the Board may determine from time to time.

#### 7.5 **Membership Rights**

- (a) Subject to Rule 7.5(b), where two or more persons (whether as a partnership, association or otherwise) are admitted as a single Member, any one of them will be entitled to be elected to the Board, nominate a person for election as a Director, vote in any election, vote at any meeting of Members, be counted in forming a quorum for any such meeting, propose any resolution or give notice of intention to do so and grant any authority or execute any document required to be signed by the Member.

- (b) In the event that a right under Rule 7.5(a) is exercised on a particular occasion by more than one person admitted as a single Member, only the first to exercise such right will be counted. If it is not practical to determine which was first, the earliest named in the Register to exercise such right (to the exclusion of those named later) will prevail. Any such determination (by the chairman of any meeting of Members, Secretary or returning officer, as the case may be) will be final and conclusive.
- (c) Where two or more persons (whether as a partnership, association or otherwise) are admitted as a single Member and such single membership is entered in the Register under a firm or business name, in respect of that single membership:
  - (i) a person named in the Register will not be entitled to be elected to the Board unless such named person is a current proprietor of such firm or business name; and
  - (ii) only a current proprietor, named in the Register, of that business name will be entitled to nominate a person for election as Director, vote in any election, vote at any meeting of Members, be counted in forming a quorum for any such meeting, propose any resolution or give notice of intention to do so.
- (d) No Member may, without the consent in writing of the Company, publish or exhibit in any place any document, notice or sign which, in each case, is either in the nature of advertising or intimates to the public that the Member is under the auspices or patronage of the Company, nor shall any Member, without such consent, make use of the letters "NRMA" or the name "National Roads and Motorists' Association" or any combination of letters or names indicating that the Member is a Member of the Company.

All of the foregoing rights of Members are subject to the control and direction of the Board.

## **8. TERMINATION OF MEMBERSHIP**

### **8.1 Resignation**

A Member may at any time, by giving notice in writing to the Board, resign their membership from the Company. The resignation of a Member will be effective upon receipt of a written resignation or at such later time specified in the resignation.

### **8.2 Board Cancellation of Membership**

The Board may at any time cancel the membership of a Member if the Member requests the Company to cancel his or her membership, such request being made in accordance with any rules made by the Board from time to time.

### **8.3 Consequences of termination**

- (a) Promptly after a termination of membership:
  - (i) notice of the termination must be given to the Member; and
  - (ii) the termination and its date must be noted in the Register.
- (b) The Member resigning or whose membership is otherwise terminated will continue to be liable for any sum not exceeding two dollars ten cents (\$2.10) for which the Member is liable under Rule 6.2 for such period as determined by the Act.

## 9. GENERAL MEETINGS

### 9.1 Time and place

- (a) Subject to the Act, general meetings will be held at the times and places determined by the Board from time to time or, if the President convenes a meeting, by the President in respect of that meeting.
- (b) The Company must hold a general meeting to be known as the 'Annual General Meeting' at least once in each calendar year and within five months of the end of each financial year.
- (c) The business of an Annual General Meeting will be to:
  - (i) receive the Company's financial statements and the Directors' statement and report and the auditor's report on the financial statements;
  - (ii) deal with any matter of which notice of motion has been duly given;
  - (iii) the appointment of the auditor (if required);
  - (iv) the fixing of the auditor's remuneration; and
  - (v) to transact any other business which under this Constitution or the Act ought to be transacted at an Annual General Meeting.
- (d) All business, other than under Rule 9.1(c)(i), transacted at an Annual General Meeting, and all business transacted at other meetings of members, will be deemed special.
- (e) No special business may be transacted at any meeting of members other than that stated in the notice convening the meeting.

### 9.2 Convening meetings

The Board or the President may whenever they think fit, and must upon a requisition made in accordance with section 249D of the Act, convene a general meeting of the Company.



### 9.3 **Cancellation and postponement**

Subject to the provisions of the Act and this Constitution:

- (a) the Board may cancel or postpone as they see fit any general meeting of the Company convened by the Board or the President other than a general meeting convened under sections 249D or 249F of the Act;
- (b) the Board may cancel or postpone a general meeting of the Company which has been convened by the Board upon requisition by a Member or Members pursuant to section 249D of the Act upon receipt of a withdrawal of the requisition;
- (c) the Member (or all of them if more than one) convening a meeting pursuant to section 249D of the Act may cancel or postpone that meeting;
- (d) all of the Members convening a meeting pursuant to section 249F of the Act may cancel or postpone that meeting; and
- (e) the cost of cancelling or postponing a general meeting under Rules 9.3(c), (d) or (e) will be borne by the Member or Members withdrawing the requisition or cancelling or postponing the meeting.

### 9.4 **Notice of meeting**

Subject to the provisions of the Act which permit shorter notice, 21 clear days' notice (excluding both the date of service of the notice and the date of the meeting) of general meetings will be given to Members entitled to receive notice.

A notice of a meeting of the Company's Members must:

- (a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the meeting's business; and
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (d) contain a statement setting out the following information:
  - (i) that the Member has a right to appoint a proxy; and
  - (ii) that the proxy need not be a Member of the Company.

### 9.5 **Proceedings not invalid**

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings at the meeting.

## 10. PROCEEDINGS AT MEETINGS

### 10.1 Conduct of Meeting

- (a) The Company may hold a general meeting at two or more venues using any technology which gives the Members as a whole a reasonable opportunity to communicate. A meeting held in two or more places using technology will as a minimum allow each person who participates:
  - (i) to hear each of the other participating Members addressing the meeting; and
  - (ii) if a participating Member wishes, to address each of the other Members participating simultaneously.
- (b) At a meeting held in two or more places using technology:
  - (i) a quorum will be deemed to be present if the provisions set out in Rule 10.2 regarding quorums are met in respect of the minimum number of Members;
  - (ii) the meeting will be deemed to be held at the place where the largest group of participating Members is assembled, or if no such group is identifiable, at the place at which the Chairman is attending; and
  - (iii) no Member may leave the conference by disconnecting his or her means of communication unless having obtained the express permission of the Chairman, and the Members will be conclusively presumed to have been present and to have formed a quorum at all times during the meeting unless such express consent is obtained.

### 10.2 Quorum

No business may be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. Twenty-five Members present in person and entitled to vote will be a quorum for all general meetings.

### 10.3 Meeting adjourned if no quorum

If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved but in any other case it will stand adjourned to the same day in the fourth week following at the same time and place or to such other day, time and place as the Board may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the meeting will be dissolved.

### 10.4 Chairman

The President, or in the President's absence the Deputy President, is entitled to preside as Chairman at every general meeting. If there is no President or Deputy

President or if neither is present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairman, the Directors present may choose another Director as Chairman and if no other Director is so chosen or if all the Directors present decline to take the chair, the Members present in person, by proxy or attorney must choose a Member present in person to be Chairman.

#### **10.5 Adjournments**

The Chairman of a general meeting at which a quorum of Members is present may adjourn the meeting and the Chairman of a general meeting at which a quorum of Members is present must adjourn the meeting if a resolution has been passed directing the Chairman to adjourn the meeting. An adjourned general meeting of Members will be adjourned to a time and place determined by the Chairman.

No business may be transacted at any adjourned meeting other than the business left unfinished at the initial meeting.

#### **10.6 Adjournment for more than 30 days**

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in accordance with Rule 9.4 and set out the business left unfinished at the initial meeting but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

#### **10.7 Demand for a poll**

- (a) At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded by the Chairman or by:
  - (i) not less than five Members present in person, or represented by proxy or by attorney having the right to vote on the resolution; or
  - (ii) Members present in person, or represented by proxy or by attorney who are together entitled to not less than 5% of the total voting rights of all the Members having the right to vote on the resolution (such percentage having been calculated as at the midnight before the poll is demanded).
- (b) A poll may be demanded:
  - (i) before a vote is taken;
  - (ii) before the voting results on a show of hands are declared; or
  - (iii) immediately after the voting results on a show of hands are declared.

#### **10.8 Chairman's declaration conclusive**

Unless a poll is demanded as provided in Rule 10.7 and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### 10.9 **Manner of poll**

If a poll is duly demanded it will be taken in the manner and at the time and place determined by the Chairman of the meeting except that a poll demanded on any question of adjournment will be taken immediately. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll will not prevent the meeting continuing to transact any business other than the question on which a poll has been demanded.

#### 10.10 **Withdrawal of demand for a poll**

The demand for a poll may be withdrawn.

#### 10.11 **Dispute**

The Chairman will determine any dispute as to the validity, admission or rejection of a vote on a show of hands or on a poll and that determination will be final and conclusive.

### 11. **VOTES OF MEMBERS**

#### 11.1 **Voting at meetings of Members**

Votes may be given either personally or by proxy or by attorney. No person will be entitled to vote unless the person is a Member present in person or by proxy or attorney and all rules relating to the relevant certificate or instrument of appointment have been complied with.

#### 11.2 **Voting rights**

Subject to this Constitution and to any voting rights or restrictions conferred on a Member and despite the fact that a Member may hold more than one Membership Identification for service of motor vehicles in accordance with Rule 7.3(c):

- (a) subject to Rule 11.2(b), every Member present in person or represented by proxy will on a show of hands have one vote;
- (b) where a person present is entitled to more than one vote on a poll they will only be entitled to one vote on a show of hands; and
- (c) on a poll every Member who is present in person or represented by proxy or attorney will have one vote.

### 11.3 **Chairman's casting vote**

In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands is taken or at which the poll is demanded will be entitled to a casting vote in addition to the vote or votes to which the Chairman may be entitled to as a Member.

### 11.4 **Votes of Member of unsound mind**

A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on a show of hands or on a poll by his committee or by such other person as properly has the management of the Member's estate or by the Public Trustee (as the case may be) and any such committee, other person or trustee may vote by proxy or corporate representative.

### 11.5 **Appointment of corporate representative or attorney**

A certificate evidencing the appointment of a corporate representative or a power of attorney by a Member which is a corporation must be given under its common seal or signed by an officer, or attorney duly authorised in writing, of the corporation. Although a Member may appoint more than one corporate representative, only one corporate representative may exercise that Member's powers at any one time, and for the purposes of attending and voting at meetings of Members, the first corporate representative to register at the meeting will be recognised as the Member's corporate representative for the purposes of that meeting.

### 11.6 **Validity of Votes**

No objection will be made as to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered and every vote not disallowed at such meeting or poll will be valid.

## 12. **VOTING BY PROXY**

### 12.1 **Proxy**

Pursuant to section 249X of the Act, a Member entitled to attend and cast a vote at a general meeting may appoint a person as the Member's proxy to attend and vote for the Member at the general meeting.

### 12.2 **Written instrument**

The instrument appointing a proxy if sent by post or fax, must be signed by the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or signed by an officer, or attorney duly authorised in writing, of the corporation. An instrument appointing a proxy if sent by electronic transmission, will be taken to have been signed if it has been signed or authorised by the Member making the appointment in the manner approved by

the Directors from time to time or specified in the notice of meeting. In this Constitution, an instrument appointing a proxy will include any form of appointment, including electronic, which the Directors may prescribe or accept.

### 12.3 **Deposit of instrument**

Not less than 48 hours before the time for holding the meeting, the adjourned meeting or the poll at which a person proposes to vote by proxy or attorney, there will be received at the Office or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number at the Office or a facsimile number or electronic address specified for that purpose in the notice of meeting:

- (a) the written instrument of appointment as proxy or attorney; and
- (b) any authority or power under which the document referred to in Rule 12.3(a) was signed or a notarially certified copy of that power or authority.

### 12.4 **Form of proxy**

An instrument appointing a proxy is valid if it contains the following information:

- (a) the Members' name and address;
- (b) the Company's name;
- (c) the proxy's name or the office held by the proxy; and
- (d) the meetings at which the proxy may be used.

An appointment of a proxy may be a standing proxy.

An undated proxy is taken to be dated on the day that it is received by the Company.

The form of the instrument appointing the proxy may make provision for the Chairman to act as proxy in the absence of any other appointment or if the person or persons nominated fail or fails to attend and may also enable the Member to vote for or against each or any of the resolutions to be proposed and the proxy will not be entitled to vote on a resolution in a manner contrary to that specified in the instrument.

### 12.5 **Authority to demand a poll**

The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

### 12.6 **Validity**

A vote cast in accordance with the terms of an instrument of proxy or power of attorney will be valid even if before the vote was cast the appointor:

- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power

unless written notification of the relevant event is received at the Office before the meeting, adjourned meeting or the taking of the poll at which the relevant instrument was used. The Chairman's decision as to whether a proxy has been revoked will be final and conclusive.

#### 12.7 **Attendance by appointor**

A proxy will not be revoked by the appointor attending and taking part in any meeting. However, if the appointor votes on any resolution either on a show of hands or on a poll the person acting as proxy for the appointor will have no vote in that capacity on the resolution. The proxy's authority to speak for the Member at the meeting is suspended while the Member is present at the meeting.

#### 12.8 **Proof of identify**

Each Member will be entitled personally, by proxy, attorney or duly authorised corporate representative to attend any meeting of Members and will, if attending in person, and if required by an officer of the Company, produce the Member's Membership Identification. If, after being duly required to produce the Membership Identification a Member fails to do so, the Member will not, without leave of the meeting or its Chairman, be entitled to attend such meeting or vote at such meeting. A person who is not a Member or a Member's proxy, attorney or duly authorised corporate representative, will not be entitled to attend a meeting of Members without the leave of the meeting or its Chairman.

#### 12.9 **Notation**

If any Member executes or proposes to execute any instrument or to do any act by or through an attorney, that Member must produce or cause to be produced to the Company for noting the power of attorney and must pay such fee as determined by the Board (if any) for such noting and must (if required) file with the Company a certified copy of the power of attorney which will be retained by the Company. The Board may on the first production of a power of attorney and from time to time subsequently require such evidence as they may think fit that it is effective and continues to be in force.

### 13. **DIRECTORS**

#### 13.1 **Constitution of the Board**

- (a) The number of Directors is 9.
- (b) Subject to this Constitution, the Directors shall be elected by the Members with one Director being elected for each Region by the Members whose address in the Register on the Closing of the Register is within that Region.

- (c) The qualifications and manner of election or appointment of each Director shall be in accordance with this Constitution.
- (d) A Director may not appoint any person to be his or her alternate.

### **13.2 Qualifications of Directors**

- (a) A Director must be a Member.
- (b) A Director may not be:
  - (i) an employee of the Company, Insurance Australia Group Limited (ACN 090 739 923) or any of their respective subsidiaries;
  - (ii) a person who was a member of the Boundaries Commission that last determined the boundaries and names of the Regions;
  - (iii) a person who in aggregate has served as a Director for more than 9 years after the end of the Election Period next following the Adoption Date; or
  - (iv) a person who is ineligible to be a candidate for election as a Director in accordance with the Election Rules.
- (c) Subject to Rule 13.2(b), a Director ceasing to hold office under Rule 13.3(a) or 13.3(b) is eligible for re-election.
- (d) A person may not exercise office as a Director until the Company has received from the person a written consent to be a Director.
- (e) An employee referred to in Rule 13.2(b)(i) may be a candidate for election as a Director but may not exercise office as a Director until he or she ceases to be such an employee.

### **13.3 Term of office of Directors**

- (a) Subject to Rules 13.3(b), 13.3(c) and 15.2(e), each Director elected for a Region shall hold office from the end of the Election Period in the Election Year in which the Director was elected until the end of the Election Period in the Election Year next following the Director's election.
- (b) Subject to Rules 13.3(c) and 13.3(d), a Director appointed pursuant to Rule 13.4(a) shall hold office until the end of the Election Period next following the Director's appointment.
- (c) A Director may retire from office by giving notice in writing to the Company of the Director's intention to do so. Such resignation will take effect forthwith unless the resignation is stated in the notice to expire at some future time in which event it will take effect upon the expiration of such time or the date three months from the giving of the notice, whichever is the earlier.



- (d) The office of a Director will immediately become vacant if the Director:
- (i) ceases to be or is removed as a Director pursuant to the Act;
  - (ii) becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
  - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
  - (iv) without the permission of the other Directors absents himself or herself from the meetings of the Directors for a continuous period of 3 months;
  - (v) ceases to be qualified to be a Director pursuant to Rule 13.2;
  - (vi) is a person within Rule 13.2(d) or an employee within Rule 13.2(e) who after being elected or appointed fails to lodge the consent or to cease the employment, as the case may be, within 14 days after being given written notice to do so by the Secretary; or
  - (vii) ceases to be a Director in accordance with the Election Rules.

#### **13.4 Casual vacancies**

- (a) Where the office of a Director becomes vacant the Board must fill the vacancy not later than the second Board meeting following the date on which the vacancy occurs. Such an appointment must not be made during an Election Period unless the number of Directors is less than the quorum required in Rule 20.2.
- (b) The continuing Directors may act despite any vacancy in the Board but, if and so long as their number is reduced below the number fixed under this Constitution as the quorum for a meeting of the Board, the continuing Directors may act only for the purpose of filling vacancies to the extent necessary to bring their number up to that number.
- (c) The Members in general meeting may not by resolution appoint a Director.

### **14. BOUNDARIES COMMISSION**

#### **14.1 Appointment**

- (a) Prior to each Election Year and not later than 18 months after the end of the last preceding Election Period the Board must appoint three persons to be members of a working group for the purposes of this Rule 14 to be called the Boundaries Commission.
- (b) Of the persons appointed:

- (i) one must be a former Justice of the Supreme Court of New South Wales or a legal practitioner of not less than 7 years standing;
  - (ii) one must be a person who is a registered surveyor of not less than 7 years standing; and
  - (iii) one must be a former electoral officer of the State or of the Commonwealth of Australia who has served as an Electoral Commissioner, a Deputy Electoral Commissioner or an Assistant Electoral Commissioner or as an Australian Electoral Officer or such other person who in the opinion of the Board has comparable knowledge of the administration of parliamentary elections.
- (c) A person who is a Director or an employee of the Company, Insurance Australia Group Limited (ACN 090 739 923) or any of their respective subsidiaries is ineligible to be appointed as a member of the Boundaries Commission.
  - (d) The Board shall appoint one member of the Boundaries Commission to be the chairperson and one member to be chairperson in the first mentioned member's absence.
  - (e) Each member of the Boundaries Commission shall hold office until the end of the Election Period next following the member's appointment. Subject to this Rule 14.1, a member of the Boundaries Commission ceasing to hold office under this paragraph is eligible for re-appointment.
  - (f) If a member of the Boundaries Commission dies or becomes incapable from illness of performing the member's duties or resigns office, the Board may fill the vacancy and if it does so it must appoint another person with equivalent qualifications.
  - (g) A member of the Boundaries Commission shall be paid such remuneration as may be determined by the Board and shall be reimbursed for all expenses incurred in the exercise of the member's duties as a member of the Boundaries Commission.

#### **14.2 Determining the boundaries and names of the Regions**

- (a) It shall be the duty of the Boundaries Commission to divide the Combined Territory into Regions.
- (b) As soon as practicable after being appointed the Boundaries Commission shall by advertisements published in the Magazine and in a newspaper circulating generally in the Combined Territory invite suggestions in writing from Members relating to the division of the Combined Territory into Regions to be lodged with the Boundaries Commission at the Office within 30 days after the date of the advertisements.

- (c) Immediately after the expiration of the period referred to in Rule 14.2(b) the Boundaries Commission shall make available for perusal by Members at the Office copies of any suggestions lodged by Members pursuant to Rule 14.2(b).
- (d) The Boundaries Commission shall consider any suggestions lodged pursuant to Rule 14.2(b) before determining the boundaries and names of the Regions.
- (e) The Boundaries Commission may also obtain advice from any suitably qualified person to assist it in determining the boundaries and names of the Regions.
- (f) The Boundaries Commission by notices published in the Magazine and in a newspaper circulating generally in the Combined Territory shall:
  - (i) identify the boundaries and names of each Region which it proposes to determine and the reasons for determining those boundaries and names; and
  - (ii) invite suggestions or objections in writing from Members relating to the proposed boundaries and names to be lodged with the Boundaries Commission at the Office within 30 days after the date of the notices.
- (g) The Boundaries Commission shall consider any suggestions and objections lodged by Members pursuant to Rule 14.2(f) before determining the boundaries and names of the Regions.
- (h) The Boundaries Commission may hold an inquiry into any suggestions or objections lodged by Members pursuant to Rule 14.2(f) and if it does so:
  - (i) the inquiry shall be held in public;
  - (ii) submissions in relation to the suggestions or objections may be made to the Boundaries Commission by or on behalf of a Member who lodged a suggestion or objection the subject of the inquiry or who lodged a suggestion with the Boundaries Commission pursuant to Rule 14.2(b);
  - (iii) the Boundaries Commission must consider all of the submissions made to it in relation to the suggestions or objections;
  - (iv) the Boundaries Commission is not bound by the legal rules of evidence and may regulate the conduct of proceedings at an inquiry into any suggestion or objection as it thinks fit;
  - (v) Without limiting the generality of Rule 14.2(h)(iv), the following matters are within the absolute discretion of the Boundaries Commission:

- (A) the manner in which submissions may be made to the Boundaries Commission;
- (B) the time within which submissions may be made by Members to the Boundaries Commission; and
- (C) the extent to which the Boundaries Commission may be addressed by Members and other persons.

#### **14.3 Criteria for determining the boundaries of the Regions**

In determining the boundaries of the Regions, the Boundaries Commission shall:

- (a) base its determination on the distribution of Members throughout the Combined Territory;
- (b) divide the Greater Sydney Metropolitan Area into not more than 5 Regions and the rest of the Combined Territory into not less than 4 Regions;
- (c) have regard to the likely turnover of Members and endeavour, as far as practicable, to ensure that at the beginning of the next Election Period the number of Members entitled to vote in each Region is equal (within a margin of allowance of 5 per cent more or less of the average number of Members in the Regions);
- (d) endeavour, as far as practicable, not to divide local government areas between Regions; and
- (e) subject to Rules 14.3(b), 14.3(c) and 14.3(d), give due consideration, in relation to each Region, to:
  - (i) community of interests within the Region, including economic, social and regional interests;
  - (ii) means of communication and travel within the Region;
  - (iii) the physical features and area of the Region;
  - (iv) mountain and other natural boundaries;
  - (v) the boundaries of the existing Regions; and
  - (vi) postcode boundaries.

#### **14.4 Members outside the Combined Territory**

- (a) It shall also be the duty of the Boundaries Commission to determine the Regions in which Members whose addresses in the Register are outside the Combined Territory are entitled to vote in the election of Directors.

- (b) In performing its duty under this Rule 14.4, the Boundaries Commission shall have regard to the proximity of such addresses to the Regions and endeavour, as far as practicable, not to allocate to different Regions Members whose addresses in the Register are in the same state or territory.

#### **14.5 Promulgation of the determinations of the Boundaries Commission**

- (a) As soon as is practicable after the Boundaries Commission has concluded its consideration of the suggestions and objections lodged pursuant to Rule 14.2, it must determine:
  - (i) the boundaries and names of the Regions; and
  - (ii) the Regions in which Members whose addresses in the Register are outside the Combined Territory are entitled to vote in the election of Directors.
- (b) The Boundaries Commission shall prior to the start of the Election Year report its determinations to the Board.
- (c) The Board shall thereupon cause to be published in the Magazine and in a newspaper circulating generally in the Combined Territory notices setting out the determinations of the Boundaries Commission.
- (d) The Regions specified in the notice published pursuant to Rule 14.5(c) shall be the Regions for which the Members shall elect the Directors at the election of Directors during the next Election Period.

#### **14.6 Performance of Duties**

- (a) For the purposes of carrying out its duties, the Boundaries Commission may, with the approval of the Secretary, make use of the services of any of the employees of the Company.
- (b) At meetings of the Boundaries Commission two shall form a quorum.
- (c) Questions arising at any meeting of the Boundaries Commission shall be decided by a majority of votes and each member of the Boundaries Commission shall have one vote. In the event of an equality of votes the chairperson shall have a casting vote in addition to his or her original vote.

### **15. CONDUCT OF ELECTIONS**

#### **15.1 Calling the Elections**

In each Election Year the Board shall in respect of the election of Directors by the Members:

- (a) appoint the Election Date, which shall be no later than 14 days before the end of the Election Period;

- (b) appoint the date and time for the Closing of the Register;
- (c) appoint the date and time by which nominations for election as a Director must be lodged with the Principal Returning Officer, which shall be not less than two months before the Election Date;
- (d) appoint the Principal Returning Officer and, if it decides it is expedient to do so, appoint a Regional Returning Officer for each Region; and
- (e) determine the Election Rules, which must be made available to Members on request no later than 7 days after the date on which the Board appoints the Election Date.

## **15.2 Elections for a Region**

- (a) If at the close of nominations there is only one candidate nominated for a Region, the Principal Returning Officer shall as soon as practicable after the close of nominations report that fact to the Secretary.
- (b) If at the close of nominations there are two or more candidates for election for a Region then, subject to Rule 15.2(e), an election shall take place in accordance with Schedule 1 and the Election Rules. As soon as practicable after the counting of the vote the Principal Returning Officer shall report the result of the election to the Secretary.
- (c) The Secretary shall in writing declare as elected the candidate in each Region who, according to the Principal Returning Officer's report, is entitled to be declared elected or was the only candidate nominated for the Region. The persons declared elected shall take office in accordance with Rule 13.3.
- (d) Members shall be entitled to vote at an election of the Directors subject to the following:
  - (i) the only Members who may vote to elect a Director for a Region are those Members whose address in the Register on the Closing of the Register is within that Region;
  - (ii) notwithstanding Rule 15.2(d)(i), a Member whose address in the Register on the Closing of the Register is outside the Combined Territory may vote to elect a Director for the Region as determined by the Boundaries Commission pursuant to Rule 14.5; and
  - (iii) a Member is not entitled to vote more than once at an election of Directors.
- (e) If, following the close of nominations but prior to the end of the Voting Period, a candidate for election for a Region dies the election for that Region shall be deemed to have wholly failed, and the Board shall as soon as practicable appoint new dates and times as specified in Rule 15.1 for the

holding of an election for that Region. The provisions of this Constitution and the Election Rules shall, as closely as circumstances allow, apply to that election as if it were an election in the normal course, except that the Election Period shall be deemed to conclude when the Secretary declares the election result.

### **15.3 Election Rules**

- (a) The Board may determine rules, not inconsistent with this Constitution, for or with respect to the conduct of the elections of Directors that by this Constitution are required or permitted to be prescribed or that are necessary or convenient to be prescribed for carrying out or giving effect to this Constitution including:
  - (i) the nomination of candidates
  - (ii) the eligibility of candidates;
  - (iii) the registration and conduct of groups of candidates;
  - (iv) terms that may be used in the Election Material to describe candidates and groups of candidates;
  - (v) the provision of information to Members concerning candidates and groups of candidates;
  - (vi) approved methods of voting;
  - (vii) the manner of indicating the candidates for whom a Member votes and the order of the Member's preferences for them;
  - (viii) the format and content of Election Forms;
  - (ix) the validation and counting of votes;
  - (x) the requirements for a valid vote;
  - (xi) the duties and functions of the Principal Returning Officer and the Regional Returning Officers;
  - (xii) the appointment and duties of scrutineers;
  - (xiii) the content and distribution of Election Material; and
  - (xiv) the manner of identifying members.
- (b) Unless the Board determines otherwise, the Election Rules shall be the model Election Rules set out in Schedule 2.

#### **15.4 Disclosure of election campaign contributions**

- (a) Candidates and groups of candidates must disclose election campaign contributions made to them or for their benefit and all election campaign payments made by them or on their behalf in connection with their campaigns for election.
- (b) The Election Rules shall prescribe:
  - (i) the election campaign contributions and payments that are required to be disclosed;
  - (ii) the time, manner and form of such disclosure;
  - (iii) the consequences of failing to comply with the disclosure provisions which may include:
    - (A) the ineligibility of a candidate or a group of candidates to be nominated for election by the members at the elections to be held in the next Election Year or in specified later Election Years; and
    - (B) in the case of a candidate who was elected or appointed as a Director, such candidate ceasing to hold office as a Director for such period and with effect from such date as is specified in, or determined in accordance with, the Election Rules;
  - (iv) the procedure by which non-compliance with the disclosure provisions and the consequences thereof are to be determined; and
  - (v) the rights of Members to have access to the disclosures made under the disclosure provisions.

#### **15.5 Validity of elections**

- (a) In this Rule 15.5, “the returning officer” means the Principal Returning Officer and, if the Board has appointed Regional Returning Officers for the Regions, includes any Regional Returning Officer.
- (b) The non-receipt of any Election Material by a Member, the omission of the returning officer to forward any Election Material to a Member, errors in the Register, or the failure of either a Member or the returning officer to comply strictly with any of the technicalities required by this Constitution or the then current Election Rules will not invalidate an election.
- (c) The returning officer, in cases where a Member voting has not strictly complied with the directions as regards the manner of recording votes, the returning of the Election Form or recording of particulars to identify the Member or the technicalities required by this Constitution or the Election Rules, will have a discretion, if the returning officer is satisfied as regards



the identity of the Member voting, to accept the Election Form of such Member and count the Member's vote.

## 16. REMUNERATION OF DIRECTORS

### 16.1 Remuneration of non-executive Directors

The Directors may in aggregate be paid as remuneration for their ordinary services the maximum sum from time to time determined by the Company in general meeting. The sum will be a fixed sum and not by a commission or percentage of the operating revenue of the Company or its profits.

### 16.2 Division of remuneration

The sum to be paid under Rule 16.1 will be divided between the Directors in such proportion and manner as they agree and, in default of agreement, equally.

### 16.3 Additional services

- (a) Any Director who:
- (i) serves on any Committee; or
  - (ii) performs special services in connection with the business of the Company,

will receive such remuneration as the Board may determine. Such remuneration may be either in addition to or in substitution for that Director's share in the remuneration above provided.

- (b) The power in Rule 16.3(a) to pay extra remuneration beyond that approved by members under Rule 16.1 may only be exercised when the Board resolves that the Director has performed or is to perform services which are outside the scope of the ordinary services of a Director.
- (c) Where there is a proposal to increase the remuneration of the Directors for their ordinary services the notice convening the meeting of Members at which such increase is to be proposed must state the amount of the proposed increase and the maximum sum that may be paid if the increase is approved.
- (d) The remuneration of each Director for ordinary services will be deemed to accrue from day to day and must be apportionable accordingly. A resolution of the Board cancelling, suspending, reducing or postponing payment of such remuneration or any part of it will bind all the Directors for the time being.

### 16.4 Reimbursement of expenses

The Directors may also be paid all travelling, hotel and other expenses properly incurred or to be incurred by them in attending and returning from meetings of the

Board or any Committee of the Directors or general meetings of the Company or otherwise in connection with the Company's business.

#### **16.5 Payment to former Directors on retirement**

- (a) The Company must not give, or suffer or allow a Related Body Corporate of the Company to give, a Director or any other person a benefit in connection with the Director's retirement from office as a Director or as a director of a Related Body Corporate of the Company other than:
- (i) a benefit given in prescribed circumstances; or
  - (ii) a benefit given in circumstances where the failure to give the benefit would constitute a contravention of a law in force in Australia or elsewhere (otherwise than because of a breach of contract or breach of trust).

For the purposes of this Rule 16.5, the definitions and interpretations provisions set out in section 200A and in sub-sections 200B(2), (3) and (4) of the Act will apply.

- (b) The Board may from time to time make contributions to a superannuation or similar fund for the benefit of any Director. Any such contribution will be in addition to, and not regarded as part of, the remuneration approved by Members under Rule 16.1.

### **17. POWERS AND DUTIES OF DIRECTORS**

#### **17.1 Directors' power of management**

Subject to the Act and this Constitution, the management and control of the business and affairs of the Company is vested in the Directors who may exercise all powers of the Company that this Constitution or the Act do not require to be exercised by the Company in general meeting. No rule made or resolution passed by a meeting of Members will invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

#### **17.2 Committees**

- (a) The Board may, by resolution or by power of attorney or writing under the Seal:
- (i) delegate any of its powers to committees consisting of such Member or Members of its body as it may think fit to act;
  - (ii) establish advisory Committees (or other Committees not having delegated power) consisting of such person or persons as it may think fit; and
  - (iii) any Committee so formed or person or persons so appointed will, in the exercise of the powers so delegated, or functions entrusted

conform to any regulations that may from time to time be imposed by the Board.

Any power exercised by the delegates will be as effective as if it had been exercised by the Directors. Any delegation must specify the powers delegated, any restrictions on the exercise of those powers and the period during which that delegation will be in force.

- (b) The meetings and proceedings of any Committee consisting of 2 or more persons will be governed by the provisions in this Constitution for regulating the meetings and proceedings of the Board so far as they are capable of application and not affected by a resolution or regulation made by the Board under Rule 17.2(a).

### 17.3 **Code of Conduct**

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) annually review the Code of Conduct having regard to application of general principles of good corporate governance.

## 18. **INTERESTED DIRECTORS**

### 18.1 **Restriction on Director**

A Director who has, directly or indirectly, a material personal interest in any matter that is being considered at a directors' meeting must not (other than as permitted pursuant to section 195 of the Act):

- (a) vote on the matter; or
- (b) be counted in a quorum for the purposes of the meeting; or
- (c) be present while the matter is being considered.

### 18.2 **Director not disqualified**

Subject to Rule 18.1 and the Act, but despite any rule of law or equity to the contrary, if a Director has disclosed the nature of his or her interest in any matter that relates to the affairs of the Company in accordance with sections 191 and 192 of the Act:

- (a) the Director may vote on matters that relate to the interest; and
- (b) any transactions that relate to the interest may proceed; and
- (c) the transactions may not be avoided by the Company by reason of the Director's position or interest; and

- (d) the Director will not be liable to account to the Company for any profit or benefit made under the transactions.

### 18.3 **Directors conflicts of interest**

A Director who holds any office or possesses any property where, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director must give the other Directors standing notice of the interest in accordance with section 192 of the Act and at the first meeting of Directors held after the relevant facts come to the Director's knowledge declare the fact, nature, character and extent of the conflict.

## 19. **CHIEF EXECUTIVE OFFICER**

The Board may from time to time appoint a person (other than a Director) to be Chief Executive Officer of the Company, define that person's powers, fix that person's remuneration and duties and from time to time (subject to the provisions of any contract between the person and the Company) vary any of the powers so conferred and revoke such appointment and appoint another in that person's place.

## 20. **PROCEEDINGS OF DIRECTORS**

### 20.1 **Directors to regulate meetings**

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.

### 20.2 **Quorum for a meeting of Board**

A quorum for a meeting of the Board is 5 Directors.

### 20.3 **Convening meetings**

- (a) The President may at any time convene a meeting of the Board to be held at such time and place as the President chooses and such meeting will not be invalidated by reason only of lack of convenience if a quorum of Directors forms.
- (b) The Secretary, upon the request of any Director, must convene a meeting of the Board to be held at such time and place as is convenient to the Board.

### 20.4 **Notice**

Notice of every meeting of the Board will be given by such means as is convenient (including by telephone) to each Director who, in the belief of the Secretary, is within Australia but it will not be necessary to give notice of a meeting of the Board to any Director who is absent from Australia or who has been given special leave of absence.

### 20.5 **Conference meetings**

Without limiting the discretion of the Directors to regulate their meetings under Rule 20.1, a meeting of the Board may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able:

- (a) to hear each of the other participating Directors addressing the meeting; and
- (b) if he or she wishes, to address each of the other participating Directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Rule 20 is adopted or developed subsequently) or by a combination of those methods. A quorum will be deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum. A meeting held in this way will be deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the person chairing the meeting participates. Any Director may, by prior notice to the Company, indicate that he or she wishes to participate in the meeting in this manner, in which event, the Directors must procure that an appropriate conference facility is arranged at the expense of the Company.

No Director may leave the conference by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the person chairing the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless the Director has previously obtained the express consent of the person chairing the meeting to leave the conference.

## 20.6 **Chairman**

The President or, in the President's absence the Deputy-President, will be entitled to take the chair at each meeting of the Board. If neither of those persons is present within 15 minutes after the time appointed for holding such meeting, or neither of them is willing to take the chair, the Directors present may choose one of their number to chair the meeting.

## 20.7 **Majority decision**

Questions arising at any meeting of the Board will be decided by a majority of the votes cast at the meeting. Each Director will have one vote. In case of an equality of votes, the person chairing the meeting will have a second and casting vote.

## 20.8 **Not invalid**

All acts done at any meeting of the Board or of a Committee or by any person acting as a Director will, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of any Director or person, or that they or any of them were disqualified or were not entitled to vote, be as

valid as if every such Director or person had been duly appointed or had duly continued in office and was qualified to be a Director or Committee member and was entitled to vote.

#### 20.9 **Written resolutions**

A resolution or declaration in writing will be as valid and effectual as if it had been passed at a meeting duly called and held if:

- (a) all Directors entitled to receive notice of a Board meeting, receive notice of the resolution; and
- (b) it is signed by a majority of the Directors for the time being in Australia who are entitled to vote (not being less than a quorum).

Any such resolution or declaration may consist of several documents in the same form each signed by one or more Directors. If the documents are signed on different days, the meeting will be deemed to have been held on the day on which the document was last signed by a Director thereby constituting a majority as aforesaid unless the document, by its terms, is said to take effect from an earlier date. A telex, telegram, facsimile transmission, computer transmission or such similar means of communication addressed to or received by the Company and purporting to be signed by or addressed from a Director will, for the purpose of this Rule 20.9, be deemed to be in writing signed by such Director.

#### 21. **BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, assets and to issue debentures whether outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Company or of any third party and on such terms and conditions as the Directors think fit.

#### 22. **PATRON**

The Board may from time to time invite some distinguished person to be Patron of the Company for the ensuing calendar year, and upon such person consenting to act, that person will be constituted patron for that year, but the Patron will not take part in the management of the affairs of the Company.

#### 23. **PRESIDENT AND DEPUTY-PRESIDENT**

##### 23.1 **Office bearers**

- (a) There shall be two office bearers, a President and a Deputy-President, each elected by the Directors at a meeting of the Board.
- (b) An office bearer must be a Director.

**23.2 Term of office**

An office bearer shall hold office until:

- (a) the end of the Election Period next following his or her election to that office;
- (b) the Board resolves by majority to remove the office bearer from that office;
- (c) the office bearer retires from that office; or
- (d) the office bearer ceases to be a Director.

**23.3 Conduct of the election of office bearers**

- (a) As soon as practicable after the office of President or Deputy-President becomes vacant the Directors shall elect a Director to that office. Where an election of both office bearers is to be held at the same meeting of the Board, the election of President must be completed before the election of the office of Deputy-President.
- (b) The election of an office bearer shall be conducted in accordance with Schedule 1.

**24. SECRETARY****24.1 Appointment by Directors**

One or more Secretaries must, in accordance with the Act, be appointed by the Board and hold office upon the terms and conditions as the Directors may think fit and any Secretary so appointed may be removed by the Directors in their absolute discretion.

**24.2 Consent**

A person may not be appointed as a Secretary of the Company unless the Company has received from the person a written consent to their appointment.

**24.3 Removal**

A person ceases to be a Secretary of the Company if the person becomes disqualified from managing corporations under Part 2D.6 of the Act unless ASIC or the Court allows such person to manage the Company.

**25. SEAL**

The Seal must not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of the Board if that Committee has been empowered to affix the Seal. Every document to which the Seal is affixed must be signed by two persons. One must be a Director and the other must be the Secretary, Chief Executive Officer, a second Director or such other person as the

authorising body may appoint for the purpose. No person may sign in more than one capacity.

## 26. EXECUTION OF DOCUMENTS BY HAND

The Company may execute documents without the Seal. Where a deed is executed by the Company without using the Seal it must be signed by a Director and will be countersigned by the Secretary, Chief Executive Officer, another Director or such other person as the authorising body may appoint for the purpose. No person may sign in more than one capacity.

## 27. ACCOUNTS

### 27.1 Accounting records

The Directors must cause proper accounting and other records to be kept and will distribute copies of accounts as required by the Act.

### 27.2 Inspection

The Board must determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open for the inspection by Members who are not Directors or former Directors. Subject to the Act, no Member (who is not a Director or former Director) will have any right to inspect any account or book or paper of the Company unless authorised by the Board or by the Company in general meeting.

### 27.3 Issue of Annual Report

The interval between the close of a financial year of the Company and the issue of the printed annual report and if required, the audited accounts relating to it must not exceed the period (if any) prescribed by the Act.

## 28. NOTICES

(a) Where this Constitution, the Act or other legislation requires or permits a document to be served on, given, sent or despatched to, any person, whether any such expression or any other expression is used (in this Rule 28(a) and in Rule 28(b) referred to as “served”) the document, may be served on the person unless this Constitution, the Act or other legislation provides otherwise:

- (i) by delivering it to the person personally;
- (ii) by despatching it, whether by post, contractor, agent, electronic means or otherwise, to the address of the place of residence or business of the person last known to the person serving the document or, in the case of a Member to the address of the Member entered in the Register and the document, by such dispatch, will be regarded as left at that address;



- (iii) by publication in a newspaper circulating generally in the State; or
  - (iv) by publication in or accompanying the Magazine if delivered or despatched in the manner referred to in Rule 28(a)(i) or (ii).
- (b) a document served under this Rule 28 will be deemed to have been duly served, irrespective of whether it is actually received:
- (i) where Rule 28(a)(ii) or (iv) applies – on the day following the day when dispatch occurred; and
  - (ii) where Rule 28(a)(iii) applies – the day the newspaper is first published.
- (c) In the case of a joint membership all notices may be given to the first named in the Register and notice so given will be sufficient notice to all the persons or entities admitted as that single Member.
- (d) Subject to the Act, where a specified number of days notice or notice extending over any period is required to be given, both the day of service and day upon which notice will expire must be included in such number of days or other period.

## 29. **WINDING UP**

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of the Company but must be given or transferred to some other institution or institutions having objects similar to the objects of this Company such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquired jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

## 30. **INDEMNITY**

Except as precluded by the Act, every Officer, auditor or agent of the Company must be indemnified by the Company against any liability incurred by that person in that capacity.

## 31. **TRANSITIONAL**

### 31.1 **Continuation in office**

- (a) In this Rule 31
  - (i) “first meeting of the Board” means the first meeting of the Board after the Adoption Date;

- (ii) “preceding Constitution” means the constitution of the Company in force immediately prior to the Adoption Date;
  - (iii) “transition date” means the date appointed by the Board for the holding of the Company’s annual general meeting for 2003.
- (b) Notwithstanding the limitation on the number of Directors in Rule 13.1(a), all persons who on the transition date were directors under the preceding Constitution shall, subject to Rule 31.4(e), continue in office as Directors under this Constitution until the end of the Election Period of the Election Year 2005.
  - (c) The first meeting of the Board shall be held no later than 14 days after the Adoption Date.

### 31.2 **Office bearers**

- (a) The Director who on the transition date was the President under the preceding Constitution shall, subject to this Rule 31, continue in office as the President under this Constitution until the end of the first meeting of the Board.
- (b) The Director who on the transition date was the Deputy-President under the preceding Constitution shall, subject to this Rule 31, continue in office as the Deputy-President under this Constitution until the end of the first meeting of the Board.

### 31.3 **Boundaries Commission**

The Boundaries Commission to be appointed prior to the Election Year 2005 shall be appointed no later than 1 June 2004.

### 31.4 **Retirement of Directors**

- (a) In this Rule 31.4, “the required number of retirees” as at any particular time is the number of persons, who on the transition date were directors under the preceding Constitution, that must retire in order to reduce the number of Directors to that provided by Rule 13.1(a).
- (b) At or before the first meeting of the Board the required number of retirees must retire.
- (c) For the purposes of this Rule 31.4 a Director may retire by giving to the Secretary a written notice of resignation that is:
  - (i) unconditional, in which case it shall take effect at the end of the first meeting of the Board or such earlier date as the Director may nominate; or
  - (ii) conditional upon the Secretary receiving prior to the first meeting of the Board written notices of resignation (whether conditional or

unconditional) equal in number to the required number of retirees, in which case it shall take effect at the end of the first meeting of the Board if and only if that condition is satisfied.

- (d) If before the first meeting of the Board the required number of retirees has not given to the Secretary written notices of resignation in accordance with Rule 31.4(c) there shall at the first meeting of the Board be a ballot of Directors to elect the 9 Directors who will continue in office after the first meeting of the Board. The ballot shall be conducted by the Secretary in accordance with Schedule 3.
- (e) A Director who is not elected pursuant to Rule 31.4(d) will cease to be a Director at the end of the first meeting of the Board.

### **31.5 Election Campaign Returns for 2003 Election**

To remove any doubt:

- (a) the obligations:
    - (i) to disclose election campaign contributions and election campaign payments; and
    - (ii) to lodge election campaign returns,  
  
under the preceding Constitution and the election rules made thereunder in respect of the election of directors of the Company in 2003; and
  - (b) the consequences of failing to do so,
- shall cease to have force or effect on the Adoption Date.

## SCHEDULE 1

### CONDUCT OF ELECTIONS – FULL PREFERENTIAL

#### Part 1 Preliminary

1. In this Schedule:

“**absolute majority**” in relation to votes means a number greater than one-half of the number of votes cast not counting informal votes.

“**continuing candidate**”, in relation to a count, means a candidate not excluded at a previous count.

“**returning officer**” means:

- (a) in the case of an election of a Director for a Region, the person for the time being appointed pursuant to this Constitution as the Principal Returning Officer and, if the Board has appointed Regional Returning Officers for the Regions, includes any Regional Returning Officer.
- (b) in the case of an election of the President or the Deputy-President, the Secretary or such other person appointed by the Board to conduct the election.

“**voter**” means:

- (a) in the case of an election of a Director for a Region, a Member; and
- (b) in the case of an election of the President or the Deputy-President, a Director, who casts a vote for a candidate.

2. At an election at which there are more than two candidates a voter must record a vote for all candidates so as to indicate the order of the voter’s preferences for them and shall do so:

- 2.1. in the case of an election of a Director for a Region, in accordance with the Election Rules; and
- 2.2. in the case of an election of the President or the Deputy-President, by writing the number 1 opposite the name of the candidate for whom the voter votes as his or her first preference, and writing consecutive numbers 2, 3, 4 (and so on, as the case requires), without repetition of any numbers, opposite the names of all the remaining candidates.

#### Part 2 Election of the President and Deputy-President

3. Nominations for the office of President and Deputy-President must be called for and received by the returning officer.

4. If more than one candidate is nominated:

- 4.1. a ballot must be conducted to elect the officer bearer;

- 4.2. if only two candidates are nominated, a Director may record a vote by writing on the ballot paper the name of the candidate for whom the Director desires to vote;
  - 4.3. if more than two candidates are nominated, preferential voting in accordance with Part 3 will be used to elect the office bearer; and
  - 4.4. a Director shall mark and hand the ballot paper to the returning officer in such manner as not to disclose to other directors his or her voting intentions.
5. The person chairing the meeting of the Board at which the office bearer is to be elected shall declare as duly elected:
    - 5.1. if only one candidate is nominated, that candidate; or
    - 5.2. otherwise, the candidate who receives an absolute majority of votes.

### **Part 3 Counting of votes at elections**

6. The method of counting the votes to ascertain the result of an election shall be as provided in this Part of this Schedule.
7. At the close of voting the returning officer shall ascertain the total number of first preference votes recorded for each candidate on all ballot papers not rejected by the returning officer as informal.
8. If a candidate has an absolute majority of the first preference votes, that candidate shall be entitled to be declared elected.
9. If no candidate is entitled to be declared elected under clause 8, the returning officer shall make a second count.
10. **Second count**
  - 10.1. On the second count, the candidate who has the fewest first preference votes shall be excluded, and each of that candidate's ballot papers shall be transferred to the candidate next in the order of the voter's preference and counted to that candidate as a vote.
  - 10.2. If, on the second count, a candidate has an absolute majority of votes, that candidate shall be entitled to be declared elected.
11. **Subsequent counts**
  - 11.1. If, on the second count, no candidate has an absolute majority of votes, the process of excluding the candidate who has the fewest votes, transferring each of that candidate's ballot papers to the continuing candidate next in the order of the voter's preference and counting it to that candidate as a vote shall be repeated by the returning officer until 1 candidate has an absolute majority of votes.
  - 11.2. The candidate who, in accordance with clause 11.1, has an absolute majority of

votes shall be entitled to be declared elected.

12. Notwithstanding clause 10.1 or 11.1, the process of transferring to a continuing candidate each of the ballot papers and counting it to that candidate as a vote shall not be repeated where there is only 1 continuing candidate, but that 1 continuing candidate shall be entitled to be declared elected.

13. **Exclusion where equal number of votes**

- 13.1. Where, on any count at which the candidate with the fewest number of votes has to be excluded, 2 or more candidates have an equal number of votes (that number being fewer than the number of votes that any other candidate has or those candidates being the only continuing candidates):
  - (a) such one of those candidates as had the fewest number of votes at the last count at which they did not have an equal number of votes shall be excluded, or
  - (b) if they had an equal number of votes at all preceding counts, the candidate whose name is on a slip drawn in accordance with clause 13.2 shall be excluded.
- 13.2. For the purposes of clause 13.1, the names of the candidates who have an equal number of votes having been written on similar slips of paper by the returning officer and the slips having been folded by the returning officer so as to prevent the names being seen and having been mixed, 1 of those slips shall be drawn at random by the returning officer.

**SCHEDULE 2**  
**ELECTION RULES**

**1. NOMINATION OF CANDIDATES**

**1.1 Calling for nominations**

As soon as practicable after being appointed the Returning Officer shall by advertisements published in the Magazine, in a newspaper circulating generally in the Combined Territory and in a local newspaper, if any, circulating in each Region:

- (a) give notice of the election, the Election Date and the Close of Nominations;
- (b) call for nominations for the election of a Director from each Region; and
- (c) give notice of the date from which nominations will be received, which shall be not less than one month before the Close of Nominations.

**1.2 Eligibility**

To be eligible to be a Candidate in the election of Directors a person must:

- (a) at the Close of Nominations be a Member who is not disqualified from being a Director;
- (b) be nominated by no fewer than 25 persons who at the Close of Nominations are Members and who sign a declaration on the nomination form that they are of the opinion that the Candidate has the required experience and skills to be a Director;
- (c) consent in writing to the nomination before the Close of Nominations; and
- (d) make a written declaration, before the Close of Nominations, that he or she:
  - (i) has the required experience and skills to be a Director;
  - (ii) is committed to devoting such time as is necessary to carry out the duties of a Director; and
  - (iii) will observe the requirements of the Code of Conduct.

**1.3 Nomination**

- (a) The nomination of a Candidate shall be made by delivering to the Returning Officer, personally or by post, at the Office a nomination-paper before the Close of Nominations.
- (b) The nomination-paper is to be in accordance with the form approved from time to time by the Returning Officer.

- (c) The Returning Officer shall endorse the nomination-paper with the date and time of delivery and shall provide to the Candidate a written acknowledgment of its receipt.
- (d) Nominations will remain confidential in the hands of the Returning Officer until after the Close of Nominations.
- (e) A nomination may not be withdrawn after the Close of Nominations.

## **2. GROUPS**

### **2.1 Groups of Candidates**

- (a) Two or more Candidates may be identified in the Election Material as being members of a Group provided that the Group is registered in accordance with this Election Rule 2.
- (b) A Candidate may be a member of one Group only.

### **2.2 Application for registration of a Group**

- (a) Candidates who wish to apply to register a Group must do so in writing identifying:
  - (i) the name of the Group;
  - (ii) the Candidates who are members of the Group;
  - (iii) the Candidate who is the Convenor of the Group; and
  - (iv) the Convenor's postal address and telephone number.
- (b) An application for registration of a Group must:
  - (i) be in accordance with the form approved from time to time by the Returning Officer;
  - (ii) be signed by each member of the Group
  - (iii) include the written consent of the Candidate who is the Convenor of the Group; and
  - (iv) be delivered to the Returning Officer, personally or by post, at the Office before the Close of Nominations.
- (c) The Returning Officer shall endorse the Group registration application with the date and time of delivery and shall provide to the Convenor a written acknowledgment of its receipt.
- (d) If before the Close of Nominations a member of a Group dies or withdraws his or her consent to nomination as a Candidate or to being included as a member of the Group, the remaining members of the Group may by notice in writing, given to the Returning Officer before the Close of Nominations, amend the



Group registration application by specifying a duly nominated Candidate to be a member of the Group in the place of the first mentioned member.

### 2.3 Registration of Groups

- (a) Upon the Close of Nominations the Returning Officer shall consider Group registration applications in the order of their receipt.
- (b) A Group may only be registered if all members the Group are duly nominated as Candidates.
- (c) A Group may not be registered if its name:
  - (i) comprises more than six words;
  - (ii) is more than 36 characters in length, including spaces;
  - (iii) is the same as the name of another registered Group, a political party or a corporation or business name registered under Commonwealth or State legislation unless one or more members of the Group owns or has a legally enforceable right to use the name of the corporation or the business name; or
  - (iv) includes the word “Independent”; orin the opinion of the Returning Officer, its name:
  - (v) is obscene or offensive;
  - (vi) so closely resembles the name of another registered Group, a political party or a corporation or business name registered under Commonwealth or State legislation so as to be likely to be confused with or mistaken for such name unless one or more members of the Group owns or has a legally enforceable right to use the name of the corporation or the business name; or
  - (vii) includes any contraction or abbreviation of the word “Independent”.

Any dispute over the name of the Group shall be determined by the Returning Officer in his or her absolute discretion.

- (d) If the Returning Officer determines that a Group may be registered the Returning Officer shall enter in a register kept for the purpose the names of the Group, its members and Convenor together with such other details as the Returning Officer considers appropriate and notify the Convenor of the registration.
- (e) If the Returning Officer determines that a Group may not be registered, the Returning Officer must forthwith give the Convenor of the Group written notice of the reasons that it may not be registered and, unless application to amend the Group registration application so as to enable the Group to be registered is made in writing signed by all members of the Group and received

by the Returning Officer within 7 days after the Close of Nominations, the Returning Officer shall refuse the application.

#### **2.4 Candidates who are not members of Groups**

A Candidate who is not a member of a registered Group is not permitted to have the word "Independent" or any abbreviation or contraction thereof shown adjacent to their name in the Election Form.

#### **2.5 Publication of names of Candidates and Groups**

As soon as practicable after the Close of Nominations the Returning Officer shall:

- (a) in a newspaper circulating generally in the Combined Territory publish a list showing for each Region the Candidates and, if applicable, their Groups;
- (b) in a local newspaper, if any, circulating in a Region publish a list of the Candidates for that Region and, if applicable, their Groups;
- (c) provide to each Candidate for a Region a list of the Candidates nominated for that Region and, if applicable, their Groups; and
- (d) provide to each Convenor a list of the Candidates in each Region and, if applicable, their Groups.

#### **2.6 Death of Candidate or change of Convenor**

- (a) If the member of a registered Group dies before the end of the Election Period, the Group shall thereafter comprise the remaining member or members of the Group.
- (b) If a Convenor dies or resigns or the Group revokes his or her appointment:
  - (i) the Group shall forthwith appoint another Convenor to fill the vacancy and give the Returning Officer written notice of the change; and
  - (ii) until such time as the Returning Officer receives written notice of the change the Candidate (other than the former Convenor) whose name appears highest in the order of names on the Group registration application shall be deemed to be the Convenor of the Group for the purpose of these Election Rules.

### **3. ELECTION MATERIAL**

#### **3.1 Election Form**

The Returning Officer shall determine the order in which the names of Candidates shall appear on the Election Form by drawing lots.

#### **3.2 Distribution of Election Material**

The Returning Officer shall, not less than one month before the Election Date, cause to be sent to each Member in each Region Election Material that includes:

- (a) Candidate and Group information as referred to in this Election Rule 3 in respect of each Candidate seeking election as a Director for the Region;
- (b) an Election Form;
- (c) a reply paid envelope for postal voting;
- (e) a personal identification number (PIN) for telephone and internet voting; and
- (f) voting instructions, consistent with the Constitution and these Election Rules, indicating how to cast a valid vote.

### **3.3 Candidate and Group Information**

The Election Material may contain information concerning Candidates and Groups that has been provided by the Candidates and Groups.

### **3.4 Submission of Candidate and Group information**

- (a) If a Candidate or Group wishes such information to be included in the Election Material then, unless the Returning Officer otherwise directs:
  - (i) the Candidate information, including a good quality, passport size, current colour photograph or negative of the Candidate, shall accompany the Candidate's nomination-paper; and
  - (ii) the Group information shall accompany the Group registration application or any amendment thereof.
- (b) Candidate or Group information may be amended up until the Close of Nominations or such later time as the Returning Officer in his or her absolute discretion may allow.
- (c) Information concerning a Candidate or a Group may only be published in the Election Material:
  - (i) if the Candidate or the Convenor, as the case may be, has certified by statutory declaration that the information is accurate and not misleading or deceptive; and
  - (ii) the Secretary does not form the opinion that the information is defamatory or misleading or deceptive or is likely to mislead or deceive Members.

### **3.5 Publication of Candidate and Group information**

- (a) In the Election Material:
  - (i) Candidate information shall precede Group information and shall be arranged by Region and in the order of the surnames of the Candidates for each Region as they appear on the Election Form for that Region;
  - (ii) Group information shall appear in the order determined by the

Returning Officer by drawing lots. The first Group name drawn will appear in the top left position on the relevant page and appear in a column format, the second Group drawn will occupy the position immediately to the right of the first drawn Group and so on, until all Groups are drawn. In the event that all the Groups do not fit across the page they may commence in another row of columns further down the page with placement from left to right, or on subsequent pages, again with placement from left to right, as required in a normal print layout.

- (iii) The names of the members of a Group shall appear in the Group information in the order specified in the Group registration application.
- (b) Candidate and Group information may not exceed 200 words subject to the following:
- (i) Words in excess of the 200-word limit may be excised by the Returning Officer from the end of the material without consultation.
  - (ii) The Candidate's name, title, nickname, and letters after his or her name to indicate qualifications, honours and memberships will not be counted in the 200-word limit.
  - (iii) The Group's name and the names of the members of the Group, along with their titles, nicknames, and letters after their names to indicate qualifications, honours and memberships and the names of the Regions for which the members of the Group are standing will not be counted in the 200-word limit.
  - (iv) The word count will be manual and not a computer generated count.
  - (v) Hyphenated words will be counted as one word, except in situations where in the opinion of the Returning Officer they are not standard hyphenations (e.g. "higher-than-expected").
- (c) Candidate and Group information will be published unedited (including spelling mistakes, punctuation errors, grammatical errors, and capitalisations) with a note to the effect that the information was provided by the Candidate or the Group, as the case may be.
- (d) If the Secretary is of the opinion that Candidate or Group information is defamatory or misleading or deceptive or likely to mislead or deceive, and the Candidate or Convenor, as the case may be, refuses to alter the text of the information, the information may be edited before publication and a note will be added to the effect that the text has been edited in accordance with these Election Rules.

## **4. BALLOTING**

### **4.1 Authorised methods of voting**

Members may vote by post, telephone or internet.

#### 4.2 **Requirements for a valid vote**

- (a) To cast a valid vote, a Member must:
  - (i) cast the vote in accordance with the voting instructions in the Election Material and such further instructions, consistent with the Constitution and these Election Rules, as may be provided on the Voting Website or the Voting Telephone Message, as the case may be; and
  - (ii) ensure:
    - (1) in the case of postal voting, that the printed Election Form is received by the Returning Officer at the address indicated on the reply paid envelope included with the Election Material; or
    - (2) in the case of an internet or telephone voting, that the internet or telephonic communication is completedbefore the end of the Voting Period.
- (b) A Member may vote only once. If a Member attempts to cast more than one vote, only the first received by the Returning Officer will be accepted, irrespective of whether that vote is formal or informal.

#### 4.3 **Validation and counting of votes**

- (a) The Returning Officer shall commence validation of the returned voter envelopes upon receipt.
- (b) The counting of votes may be undertaken manually, electronically or by using scanning technology and equipment or a combination of such methods.

#### 4.4 **Appointment of scrutineers**

- (a) A Candidate may appoint one person, other than a Candidate, as his or her scrutineer, to represent the Candidate during the course of the validation and counting of votes. A Candidate may not act as a scrutineer on behalf of himself or herself.
- (b) A person may be appointed by a number of Candidates, such as a Group, to act as their scrutineer. Candidates may appoint substitute scrutineers.
- (c) The appointment of a scrutineer must be made by notice in writing given to the Returning Officer signed by the Candidate or Candidates by whom the scrutineer is appointed and must specify the name and address of the scrutineer.

#### 4.5 **Publication of election results**

As soon as practicable after the Secretary has declared the result of the election, the names of the Candidates elected as Directors for each Region shall be published in the Magazine, in a newspaper circulating generally in the Combined Territory and in a local newspaper, if any, circulating in each Region.

## **5. ELECTION CAMPAIGN CONTRIBUTIONS AND PAYMENTS**

### **5.1 Obligation to disclose**

- (a) For the purposes of this Election Rule 5, “the prescribed amount” is \$1,000.
- (b) Each Candidate (including a member of a Group) must disclose:
  - (i) the total of all Election Campaign Contributions made to him or her or for his or her benefit;
  - (ii) the identity of the donor of each Election Campaign Contribution which exceeds the prescribed amount and the value of the contribution made;
  - (iii) the total of all Election Campaign Payments made directly or on behalf of the Candidate; and
  - (iv) the identity of the recipient or intended recipient of each Election Campaign Payment made which exceeds the prescribed amount and the value and purpose of the payment received or to be received.
- (c) Each Convenor of a Group must disclose:
  - (i) the total of all Election Campaign Contributions made to the Group or for the benefit of the Group;
  - (ii) the identity of the donor of each Election Campaign Contribution made to the Group or for the benefit of the Group which exceeds the prescribed amount and the value of the contribution made;
  - (iii) the total of all Election Campaign Payments made by the Group or on behalf of the Group; and
  - (iv) the identity of the recipient or intended recipient of each Election Campaign Payment made by the Group or on behalf of the Group which exceeds the prescribed amount and the value and purpose of the payment they received or will receive.

### **5.2 Form and manner of disclosure**

- (a) The disclosures required to be made by a Candidate and by the Convenor of a Group must be made by way of the lodgement with the Company of an Election Campaign Return in the form or substantially in the form set out in Form 1 and Form 2, respectively, not later than 3 months after the Election Date.
- (b) An Election Campaign Return must be lodged even if no details are required to be disclosed in accordance with these Election Rules. Such return shall include a statutory declaration to the effect that no Election Campaign Contributions and no Election Campaign Payments were made.

- (c) Candidates and Convenors must lodge complete and accurate Election Campaign Returns. However, where, after all reasonable attempts, a Candidate or Convenor is unable to obtain all the required information, the Election Campaign Return when lodged should be accompanied by a statement of what information is missing, what attempts were made to ascertain that information, why it could not be ascertained and the name, address and telephone number of each person who it is believed holds the information.

### 5.3 **Anonymous campaign contributions not permitted**

Election Campaign Contributions of an amount equal to or exceeding the prescribed amount are not permitted where at the time the contribution is made:

- (a) the name and address of the donor is not known to the person receiving the contribution; or
- (b) the donor gives to the recipient the donor's name and address and the recipient has no grounds to believe that the name and address so given are the true name and address of the donor.

### 5.4 **Single contributions and payments**

- (a) The source of a single Election Campaign Contribution of less than the prescribed amount need not be disclosed. The identity of the recipient of a single Election Campaign Payment of less than the prescribed amount need not be disclosed. However, details must be shown of the number and monetary range of any such contributions and payments.
- (b) Two or more contributions made by the same person are to be aggregated and treated as a single contribution.
- (c) Two or more payments made by or on behalf of a Candidate or Group to the same person are to be aggregated and treated as a single payment.
- (d) Corporations that are related to each other within the meaning of section 50 of the *Corporations Act 2001* are to be treated as a single corporation.
- (e) The identity of a person spending more than the prescribed amount at a Candidate's or a Group's fundraising function as an entry fee or other payment to entitle that or any other person to obtain any benefit must be disclosed. This requirement applies providing the amount forms part of the net proceeds of the function.

### 5.5 **General**

- (a) The amount of an Election Campaign Contribution or an Election Campaign Payment consisting of the disposition of property other than money shall be deemed to be an amount equal to the fair market value of the property disposed of at the date of disposal.
- (b) A Candidate or a Convenor of a Group must not knowingly accept an Election Campaign Contribution, or knowingly make an Election Campaign Payment, on terms that are inconsistent with these Election Rules.

- (c) Expenditure made by the Company in connection with the publication of information supplied by or relating to a Candidate or Group or in relation to the election generally is not an Election Campaign Contribution or an Election Campaign Payment.

## 5.6 Accounting records

- (a) Each Candidate and Convenor must keep written financial records that correctly record and explain all transactions required to be disclosed in the Election Campaign Return of the Candidate or Group (as the case may be) and to enable an Auditor to conveniently and properly audit the Election Campaign Return, including:
  - (i) a receipt book from which receipts signed by the Candidate or the Convenor (as the case may be) recording the amount of Election Campaign Contributions in the form of money received, the date of receipt, the form (cash, cheque or postal order) in which the money was received and the name and address of the person by whom or on whose behalf the amount was paid must be issued;
  - (ii) an acknowledgment book from which acknowledgments signed by the Candidate or the Convenor (as the case may be) recording the value of Election Campaign Contributions not in the form of money received, the date of the acknowledgment, a description of the contribution and the name and address of the person by whom or on whose behalf the contribution was made must be issued;
  - (iii) a petty cash book for recording Election Campaign Payments made in cash;
  - (iv) a cheque book for recording Election Campaign Payments made by cheque; and
  - (v) accounts or receipts issued in respect of each Election Campaign Payment which allow the nature of the payment to be clearly identified.
- (b) The financial records must be retained until at least 12 months after the Election Date.

## 5.7 Audit of Election Campaign Returns

- (a) The Board may within 6 months after the lodgement of an Election Campaign Return determine that the return be audited by an Auditor appointed by the Board. The Auditor must form an opinion about:
  - (i) whether the Election Campaign Return complies with these Election Rules;
  - (ii) whether the Auditor has been given all information, explanation and assistance necessary for the conduct of the audit; and
  - (iii) whether the Candidate or Convenor has kept accounting records



sufficient to enable the Election Campaign Return to be prepared and audited.

- (b) The Auditor must report to the Board on whether, in the Auditor's opinion, the Election Campaign Return complies with these Election Rules. If the Auditor is not of that opinion, the Auditor's report must say why and, to the extent that it is practicable to do so, quantify the effect that the non-compliance has on the Election Campaign Return.

#### 5.8 **Non-complying Election Campaign Returns**

- (a) If the Auditor reports under Election Rule 5.7 that an Election Campaign Return does not comply with these Election Rules, the Board must refer the matter to an independent Adjudicator, appointed by the Board, who shall be a retired justice of the Supreme Court of New South Wales, a retired judge of the District Court of New South Wales, or a legal practitioner of not less than 7 years standing.
- (b) The Adjudicator must inquire into the matter and report to the Board whether, in the Adjudicator's opinion:
  - (i) there was compliance;
  - (ii) the non-compliance was not material; or
  - (iii) the non-compliance was material.
- (c) The inquiry is to be conducted as follows:
  - (i) the Adjudicator need not hold a hearing, and evidence need not be given orally, but must give each Candidate affected by the inquiry a reasonable opportunity to make submissions to the Adjudicator about the matters the subject of the inquiry;
  - (ii) the Adjudicator is not bound by the rules of evidence but may inform himself or herself in relation to any matter as he or she thinks fit;
  - (iii) the Adjudicator's report to the Board must set out the reasons for the Adjudicator's opinion and the material facts on which it is based.
- (d) Subject to these Election Rules, the Adjudicator shall determine how the inquiry is to be conducted.
- (e) If the Adjudicator reports that the non-compliance was not material, the Board need not take any action on the matter.
- (f) If the Adjudicator reports that the non-compliance was material:
  - (i) the Adjudicator must make one or both of the following declarations:
    - (1) the person who did not comply is not eligible to be a Candidate at the Board election in the next Election Period; and

- (2) if the person who did not comply was elected as a Director at the election, the person is to cease to be a Director on the day on which the Adjudicator's report is given to the Board; and
- (ii) if the non-compliance was in a return lodged by the Convenor, then for each Candidate in the Group concerned other than the Convenor the Adjudicator must also declare that the Candidate was not involved in the non-compliance or make one or both of the following declarations:
  - (1) that the Candidate is not eligible to be a Candidate at the Board election in the next Election Period; and
  - (2) if the Candidate was elected as a Director at the election, that he or she is to cease to be a Director on the day on which the Adjudicator's report is given to the Board.
- (g) In deciding whether a non-compliance is material the Adjudicator must take into account:
  - (i) the seriousness of the non-compliance; and
  - (ii) whether the non-compliance was intentional, reckless, negligent or inadvertent; and
  - (iii) the extent to which the Candidate concerned was involved in the non-compliance

and may take into account such other matters as the Adjudicator considers appropriate.
- (h) An Adjudicator's declarations under this Election Rule have effect according to their tenor. If an Adjudicator determines that a Candidate should no longer be a Director, the Candidate ceases, by force of this Election Rule, to be a Director on the day on which the Adjudicator's report is given to the Board.
- (i) Each Candidate and Convenor of a Group must co-operate fully with an Auditor or an Adjudicator in relation to an audit or inquiry under these Election Rules. This includes producing to the Auditor or Adjudicator any document, and giving the Auditor or Adjudicator any information, that the Auditor or Adjudicator requests in connection with the audit or inquiry.

## 5.9 Failure to lodge Election Campaign Return

- (a) If a Candidate fails to lodge an Election Campaign Return as required by this Election Rule 5, the Candidate is not eligible to be a Candidate at the Board election in the next Election Period.
- (b) If the Convenor of a Group fails to lodge an Election Campaign Return as required by this Election Rule 5, none of the Candidates in the Group are eligible to be a Candidate at the Board election in the next Election Period.

- (c) If a Candidate referred to in Election Rule 5.9(a) or any of the Candidates in the Group referred to in Election Rule 5.9(b) were elected as a Director:
  - (i) each such Director shall cease, by force of this rule, to be a Director at the end of the next Board meeting after the end of the period for lodging the Election Campaign Return unless the Board, at that meeting, resolves that he or she should remain a Director despite the breach; and
  - (ii) if the Board resolves at that meeting that the Director should remain a Director despite the breach, then the Director shall cease to be a Director at the earlier to occur of:
    - (1) the end of the next meeting of the Board at which the Board does not resolve that he or she should remain a Director despite the continuing breach; and
    - (2) the expiration of six months after the end of the period for lodging the Election Campaign Return
 unless before that occurrence the Election Campaign Return is lodged.
- (d) The Candidate or Candidates referred to in Election Rule 5.9(a) must not be present at a Board meeting while a resolution under that rule is being considered and must not vote on the resolution.

#### **5.10 Notifications to Members**

The Board must ensure that the following are notified to Members in the next following edition of the Magazine or otherwise as the Board may determine:

- (a) after the expiration of the period for the lodging of Election Campaign Returns - the name of each Candidates who has not, and the name of each Group the Convenor of which has not, lodged an Election Campaign Return as required by these Election Rules;
- (b) after the event – the name of each Candidate and Group whose Election Campaign Return has been referred to an Auditor under Election Rule 5.7;
- (c) after the event – the name of each Director who ceases to be a Director by operation of Election Rules 5.8 or 5.9 and the reason for such cessation;
- (d) after the Board receives the Adjudicator’s report under Election Rule 5.8, the conclusions and declarations (if any) in the report.
- (e) after the resolution – each resolution under Election Rule 5.9

#### **5.11 Inspection of Election Campaign Returns**

A Member may, on reasonable notice to the Secretary and at any time during normal office hours, inspect the original or a copy of any Election Campaign Return, any Auditor’s report under Election Rule 5.7 and any Adjudicator’s report or declaration under Election Rule 5.8.

## 6. DEFINITIONS AND INTERPRETATION

### 6.1 Preliminary

- (a) Rules 2.2, 2.3 and 2.4 of the Constitution apply to the interpretation of these Election Rules in the same way as they do to the Constitution as if the words “this Constitution” in those rules were “these Election Rules”.
- (b) Unless the context indicates otherwise, words and expressions that occur in these Election Rules have the same meanings as they have in the Constitution.
- (c) In the event of inconsistency between these Election Rules and the Constitution, the Constitution shall prevail.

### 6.2 Additional definitions

Unless the context indicates otherwise the following words and expressions have the meanings set out opposite them:

“**Adjudicator**” means a person appointed by the Board as an Adjudicator under Election Rule 5.8;

“**Auditor**” means a registered company auditor within the meaning of the *Corporations Act 2001*;

“**Candidate**” means a Member nominated to stand for election as a Director;

“**Close of Nominations**” means the date and time appointed by the Board by which nominations for election as a Director must be lodged with the Returning Officer;

“**Convenor**” means the Candidate who is the contact person for a Group with the obligations set out in these Election Rules;

“**campaign contribution**” and “**contribution**” means an Election Campaign Contribution;

“**campaign payment**” and “**payment**” means an Election Campaign Payment;

“**disposition of property**” means any conveyance, transfer, assignment settlement, delivery, payment or other alienation of property, and includes:

- (a) the allotment of shares in a company;
- (b) the creation of a trust in property;
- (c) the grant or creation of any lease, mortgage, charge, servitude, licence, power, partnership or interest in property;
- (d) the release, discharge, surrender, forfeiture or abandonment, at law or in equity, of any debt, contract or chose in action, or of any interest in property;
- (e) the exercise by a person of a general power of appointment of property in favour of any other person; and
- (f) any transaction entered into by any person with intent thereby to diminish, directly or indirectly, the value of the person’s own property and to increase the value of the property of any other person;

“**donor**” means a person who makes an Election Campaign Contribution;

“**Election Campaign Contribution**” has the meaning ascribed to it in Election Rule 6.3;

“**Election Campaign Payment**” has the meaning ascribed to it in Election Rule 6.4;

“**Election Campaign Return**” means a return as is required to be made in accordance with Election Rule 5;

“**expenditure**” includes any disposition of property;

“**Group**” means a group of candidates registered in accordance with these Election Rules;

“**interest in property**” means any estate, interest, right or power whatsoever, whether at law or in equity, in, under or over any property;

“**payment**” includes a loan, advance or deposit;

“**property**” includes money;

“**return**” means an Election Campaign Return;

“**Returning Officer**” means the Principal Returning Officer;

“**volunteer labour**” means service provided free of charge by any person where that service is not one for which that person normally receives payment.

“**Voting Telephone Message**” means the recorded telephone message that can be heard after dialling the telephone number specified in the Election Material for casting a vote by telephone.

“**Voting Website**” means the internet page that can be accessed over the internet by entering in the address bar of an internet web browser the address specified in the Election Material for casting a vote by internet.

### 6.3 Election Campaign Contributions

- (a) An Election Campaign Contribution to or for the benefit of a Candidate or Group means any disposition of property made by a person to the Candidate or Group, respectively, or to a person on behalf of or for the benefit of the Candidate or the Group, respectively, solely or substantially in connection with the campaign for election of the Candidate or the members of the Group (as the case may be), being a disposition made without consideration in money or money’s worth or with inadequate consideration, and includes:
  - (i) the provision of a service (other than volunteer labour) for no consideration or for inadequate consideration; and
  - (ii) an amount paid by a person as a contribution, entry fee or other payment to entitle that or any other person to participate in or otherwise obtain any benefit from a fundraising venture or function (being an amount that forms part of the net proceeds of the venture or function).
- (b) A reference in these Election Rules or in an Election Campaign Return to an Election Campaign Contribution:

- (i) made to or for the benefit of a Group shall be read as reference to an Election Campaign Contribution made to or for the benefit of all of the members of the Group; and
  - (ii) made to or for the benefit of a Candidate shall be read as not including a reference to an Election Campaign Contribution made to or for the benefit of the Candidate for the benefit of a Group of which the Candidate is a member.
- (c) A promise to make an Election Campaign Contribution is an Election Campaign Contribution even if the contribution is actually received after the end of the Election Period.

#### **6.4 Election Campaign Payments**

- (a) An Election Campaign Payment by or on behalf of a Candidate or Group means any expenditure made by the Candidate or Group, respectively, or by a person on behalf of or with the knowledge and approval of the Candidate or the Convenor of the Group, respectively, solely or substantially in connection with the campaign for election of the Candidate or the members of the Group (as the case may be).
- (b) A reference in these Election Rules or in an Election Campaign Return to an Election Campaign Payment:
- (i) made by or on behalf of a Group shall be read as a reference to an Election Campaign Payment made by or on behalf of all of the members of the Group; and
  - (ii) made by or on behalf of a Candidate shall be read as not including a reference to an Election Campaign Payment made by or on behalf of all the members of the Group of which the Candidate is a member.
- (c) Expenditure is an Election Campaign Payment if the goods or services to which it relates are supplied to or for the benefit of the Candidate or a Group even if the expenditure is actually made after the end of the Election Period.

**FORM 1 – ELECTION CAMPAIGN RETURN BY A CANDIDATE  
NATIONAL ROADS AND MOTORISTS’ ASSOCIATION LIMITED**

**Please refer to the Election Rules when completing this form**

**SUMMARY OF ELECTION CAMPAIGN CONTRIBUTIONS AND ELECTION CAMPAIGN PAYMENTS**

Total amount of election campaign contributions of more than \$1000	\$
Total amount of election campaign contributions of \$1000 or less	\$
Total net proceeds of fund raising ventures or functions	\$
<b>TOTAL</b>	<b>\$</b>
Total amount of election campaign payments of more than \$1000	\$
Total amount of election campaign payments of \$1000 or less	\$
<b>TOTAL</b>	<b>\$</b>

**DECLARATION**

I [*Name of Candidate*] of [*Address of candidate*] do solemnly and sincerely declare that as at the date of this declaration:

1. I have read the Election Rules of the National Roads and Motorists’ Association Limited for the election of directors held in *{year of the election}* (hereinafter called “the Election Rules”).
2. I was a candidate in those elections for the Region of *{name of Region}*.
3. No Election Campaign Contributions within the meaning of the Election Rules other than those (if any) specified in Part A of this return were made to me or for my benefit.
4. No Election Campaign Payments within the meaning of the Election Rules other than those (if any) specified in Part B of this return were made by me or on my behalf.

**AND I MAKE** this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act 1900.

**DECLARED** at )  
 this day of ) \_\_\_\_\_  
 before me: ) Declarant

\_\_\_\_\_  
 Justice of the Peace/Solicitor of the  
 Supreme Court of New South Wales

This return must be lodged no later than 3 months after the Election Date to:

The Secretary  
 National Roads and Motorists’ Association Limited  
 Level 23, 288 George Street  
 SYDNEY NSW 2000  
 Telephone: (02) [ ] Facsimile: (02) [ ]

**PART A - DECLARATION OF ELECTION CAMPAIGN CONTRIBUTIONS TO BE  
COMPLETED  
IN RESPECT OF A CANDIDATE**

**ELECTION CAMPAIGN CONTRIBUTIONS OF \$1000 OR LESS BY MONETARY RANGE  
AND NUMBER**

Monetary range \$	Number of contributions	Total \$
0 – 200		
200,01 – 400		
400.01 – 600		
600.01 – 800		
800.01 – 1,000		

**ELECTION CAMPAIGN CONTRIBUTIONS OF MORE THAN \$1000**

Date contribution received	Name and address of donor	Amount or value of contribution

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH  
STATEMENT**



**DECLARATION OF ELECTION CAMPAIGN CONTRIBUTIONS (Continued)**

<b>NET PROCEEDS OF FUND RAISING VENTURES OR FUNCTIONS</b>		
<b>Date or period</b>	<b>Description of venture or function showing, where appropriate, income derived and expenditure incurred in raising the funds</b>	<b>Net proceeds \$</b>
<b>Total</b>		

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH STATEMENT**

**PART B - DECLARATION OF ELECTION CAMPAIGN PAYMENTS TO BE COMPLETED  
IN RESPECT OF A CANDIDATE**

**ELECTION CAMPAIGN PAYMENTS OF \$1000 OR LESS BY MONETARY RANGE AND  
NUMBER**

Monetary range \$	Number of payments	Total \$
0 – 200		
200.01 – 400		
400.01 –600		
600.01 – 800		
800.01 –1,000		

**ELECTION CAMPAIGN PAYMENTS OF MORE THAN \$1000**

Date payment made	Name and address of creditor	Total amount \$

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH  
STATEMENT**

**FORM 2 - ELECTION CAMPAIGN RETURN BY A GROUP**

**NATIONAL ROADS AND MOTORISTS' ASSOCIATION LIMITED**

Please refer to the Election Rules when completing this form

**SUMMARY OF ELECTION CAMPAIGN CONTRIBUTIONS AND ELECTION CAMPAIGN PAYMENTS**

Total amount of election campaign contributions of more than \$1000	\$
Total amount of election campaign contributions of \$1000 or less	\$
Total net proceeds of fund raising ventures or functions	\$
<b>TOTAL</b>	<b>\$</b>
Total amount of election campaign payments of more than \$1000	\$
Total amount of election campaign payments of \$1000 or less	\$
<b>TOTAL</b>	<b>\$</b>

**DECLARATION**

I, [Name of convenor] of [Address of convenor] do solemnly and sincerely declare that as at the date of this declaration:

1. I have read the Election Rules of the National Roads and Motorists' Association Limited for the election of directors held in {year of the election} (hereinafter called "the Election Rules").
2. I am the Convenor of the Group that for those elections was registered under the name: {name of Group} (hereinafter called "the Group").
3. No Election Campaign Contributions within the meaning of the Election Rules other than those (if any) specified in Part A of this return were made to the Group or for its benefit.
4. No Election Campaign Payments within the meaning of the Election Rules other than those (if any) specified in Part B of this return were made by the Group or on its behalf.

**AND I MAKE** this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act 1900.

**DECLARED** at )  
this day of )  
before me: ) Declarant

\_\_\_\_\_  
Justice of the Peace/Solicitor of the  
Supreme Court of New South Wales

**This return must be lodged no later than 3 months after the Election Date to:**

The Secretary  
National Roads and Motorists' Association Limited, Level 23, 288 George Street, SYDNEY NSW 2000  
Telephone: (02) Facsimile: (02)

**PART A - DECLARATION OF ELECTION CAMPAIGN CONTRIBUTIONS TO BE  
COMPLETED  
IN RESPECT OF A REGISTERED GROUP**

**ELECTION CAMPAIGN CONTRIBUTIONS OF \$1000 OR LESS BY MONETARY RANGE  
AND NUMBER**

Monetary range \$	Number of contributions	Total \$
0 – 200		
200.01 – 400		
400.01 – 600		
600.01 – 800		
800.01 – 1,000		

**ELECTION CAMPAIGN CONTRIBUTIONS OF MORE THAN \$1000**

Date contribution received	Name and address of donor	Amount or value of contribution

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH  
STATEMENT**

**DECLARATION OF ELECTION CAMPAIGN CONTRIBUTIONS (Continued)**

<b>NET PROCEEDS OF FUND RAISING VENTURES OR FUNCTIONS</b>		
<b>Date or period</b>	<b>Description of venture or function showing, where appropriate, income derived and expenditure incurred in raising the funds</b>	<b>Net proceeds \$</b>
Total		

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH STATEMENT**

**PART B - DECLARATION OF ELECTION CAMPAIGN PAYMENTS TO BE COMPLETED  
IN RESPECT OF A REGISTERED GROUP**

**ELECTION CAMPAIGN PAYMENTS OF \$1000 OR LESS BY MONETARY RANGE AND  
NUMBER**

Monetary range \$	Number of payments	Total \$
0 – 200		
200.01 – 400		
400.01 – 600		
600.01 – 800		
800.01-1,000		

**ELECTION CAMPAIGN PAYMENTS OF MORE THAN \$1000**

Date payment made	Name and address of creditor	Total amount \$

**IF FURTHER ENTRIES UNDER ANY OF THE ABOVE HEADINGS ATTACH  
STATEMENT**

## SCHEDULE 3

### CONDUCT OF BALLOT TO DETERMINE DIRECTORS FOR THE PURPOSES RULE 31.4(d)

#### Part 1 Method of voting – Full Preferential

##### 1. Marking the ballot paper

- 1.1. In the ballot to elect the 9 Directors who will continue in office after the retirement date specified in Rule 31, each Board member shall record his or her vote by writing consecutive numbers 1, 2, 3, 4 (and so on, as the case requires), without repetition of any numbers, opposite the names of all the candidates so as to indicate the order of the Board member's preference for them.
- 1.2. A Director shall mark and hand the ballot paper to the Secretary in such manner as not to disclose to other Directors his or her voting intentions.

#### Part 2 Counting of votes

##### 2. Interpretation

In this part of the Schedule:

*“primary votes”* means votes on a ballot paper marked 1 to 9;

*“secondary vote”* means the first and each subsequent preference vote marked on a ballot paper beyond the primary votes;

*“next active secondary vote”* means a secondary vote for a Director not excluded from the count next in order of preference.

##### 3. Counting the vote

The Secretary must exclude all informal ballot papers and follow the following procedure for counting votes until there are only 9 Directors remaining in the count:

###### 3.1. First count

- (a) count the primary votes for each candidate;
- (b) enter the total number of primary votes for each candidate next to that candidate's name on a tally sheet;
- (c) exclude the candidate with the fewest primary votes.

###### 3.2. Second count

- (a) If there are more than 9 Directors remaining in the count then for each ballot paper where the excluded candidate received a number 1 vote, allocate the next active secondary vote to the remaining candidates;

- (b) indicate on the tally sheet the excluded candidate and that the next active secondary vote has been allocated;
- (c) add together the primary votes and the allocated secondary votes for each remaining candidate;
- (d) exclude the candidate with the lowest number of total votes.

3.3. Subsequent counts

- (a) If there are more than 9 Directors remaining in the count for each ballot paper where the excluded candidate received a number 1 vote or was allocated a secondary vote, allocate the next active secondary vote to the remaining candidates;
- (b) indicate on the tally sheet the excluded candidate and that the next active secondary vote has been allocated;
- (c) add together the primary votes and the allocated secondary votes for each remaining candidate;
- (d) exclude the Director with the lowest number of total votes;
- (e) continue the process in (a) to (d) until there are only 9 Directors remaining in the count.

3.4. If after the exclusion of a candidate, the next active secondary vote indicates an excluded candidate, disregard that preference and allocate the next active secondary vote.

3.5. If on any count, 2 or more Directors have an equal number of votes and that number is the lowest on that count, the Secretary must:

- (a) eliminate the Directors with the lowest number of primary votes; or
- (b) if the number of primary votes is equal draw lots to eliminate the required number of Directors.

3.6. In order to determine which Director is next in order of preference:

- (a) the votes counted for any excluded Director must not be considered further; and
- (b) the order of a Director's preferences must be determined on the next available preference indicated on the ballot papers.

**4. Declaration of the vote**

At the end of the count the Secretary shall declare the 9 Directors remaining in the count to be the Directors who continue in office.