



## Procedure for election of directors (“Election Procedures”)

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Approved by resolution of the Board 26 March 2021

### 1. Returning Officer

- a) An election referred to in this Election Procedure is to be conducted by the Company Secretary, who is to be the Returning Officer for the election.
- b) The Returning Officer may prescribe any necessary procedures or forms for the conduct of the election, provided they are not inconsistent with this Election Procedure or any other instruments under which the election is conducted.
- c) The Returning Officer’s decision is final on all matters affecting the eligibility of candidates, the conduct and results of an election and such other matters as may from time to time affect the conduct of an election.

### 2. Notice of Election to be held

- a) The Returning Officer must issue a notice. The notice must be:
  - (i) published on the AAA website, and
  - (ii) published in such other places as the Returning Officer may determine.
- b) For the purposes of paragraph a), the notice must:
  - (i) state that an election is to be held to fill the positions concerned;
  - (ii) specify the time and date appointed for the conduct of the election;
  - (iii) invite eligible persons to nominate to be a Candidate for election;
  - (iv) specify the way in which nominations are made;
  - (v) specify the date and time by which nominations must reach the Returning Officer (being a date that is at least 14 days after the date of the notice, and at least 28 days before the date and time appointed for the conduct of the election);
  - (vi) state how voters may cast a vote;
  - (vii) give details of the number of positions to be filled and of their respective terms; and
  - (viii) contain such other information relating to the election as the Returning Officer may determine.

### 3. Nominations

- a) Nominations are to be made personally by eligible candidates who wish to stand for election.
- b) Nominations are made by sending a nomination in the form prescribed under paragraph 2b)(iv) to the Returning Officer no later than the time and date specified in the notice

- under paragraph 2b)(v). A nomination is not valid unless the Returning Officer receives it before the close of nominations.
- c) A candidate may provide with the nomination a recent photograph and a statement of not more than 150 words containing information relating to the candidate that they wish to supply ('Candidate Statement').
  - d) The Returning Officer may issue guidelines that regulate the conduct of candidates during an election period (being the period from the close of nominations to the close of ballot).
  - e) Each candidate must comply with any guidelines issued by the Returning Officer from time to time pursuant to paragraph d).
  - f) The Returning Officer may edit any Candidate Statement for the purpose of correcting obvious errors or to ensure that a Candidate Statement contains no more than 150 words.
  - g) The Returning Officer is to reject a nomination if satisfied that:
    - (i) the nomination is not made in accordance with this Election Procedure; or
    - (ii) the person nominated is not eligible to be elected.
  - h) Prior to the expiration of the time for receiving nominations the Returning Officer must keep confidential information concerning particular nominations, but nothing in this paragraph prevents the Returning Officer from disclosing to the Chair or the Board whether sufficient nominations have been received.
  - i) A person may withdraw their nomination at any time prior to the date on which a notice under paragraph 4c) is sent to Members.
4. Close of nominations
- a) As soon as practicable after the close of nominations, in the places and in the manner as the Returning Officer determines the Returning Officer will publish by notice a list of the candidates.
  - b) Where the number of candidates is the same as or less than the number of vacancies, the Returning Officer will publish by notice a declaration that the candidates are elected.
  - c) Where the number of candidates exceeds the number of vacancies the Returning Officer will publish by notice the date upon which an election will be held.
  - d) Where an election is required to be held, the Returning Officer will, in the manner as the Returning Officer determines:
    - (i) prepare a roll of Members eligible to vote in the election after the close of nominations and no later than 28 days before the holding of the election; and

- (ii) provide a list of the names on the relevant roll available for inspection by any person eligible to vote in the election during the period from the close of nominations to the close of ballot.
- e) The Board may resolve to close acceptance of any new Members during the period and no later than 28 days before the holding of the election and the date for holding the election.
- f) Following the close of nominations, and no later than 28 days before the date for the holding of the election, the Board may consider and, if thought appropriate, determine those Candidates that have the support of the Board and, by resolution:
  - (i) recommend to Members the Candidates for election for whom Members are encouraged to vote
  - (ii) determine the Candidates in favour of whom any Director or the Company Secretary must vote any undirected proxies held by them in connection with the election.

Any decision taken in accordance with this paragraph must be clearly stated in a notice to Members given at least 21 days prior to the holding of the election.

## 5. Ballots

- a) Ballots for an election are to be conducted by way of a process determined by the Returning Officer that:
  - (i) maximises accessibility of the voting process and the ballot;
  - (ii) provides a voter with instructions on how to vote;
  - (iii) allows a voter to indicate their choice of candidates;
  - (iv) gives a voter an opportunity to correct any mistakes before submitting the vote;
  - (v) allows a voter to make an informal vote;
  - (vi) does not allow a person to find out how a particular voter cast their vote;
  - (vii) does not allow a voter to vote more than once for any ballot;
  - (viii) allows a voter to vote only in an election for which they are eligible to vote, and
  - (ix) for a ballot that is not conducted by personal voting, is designed to give the same result as would be obtained if the ballot was conducted by personal voting.
- b) The order of candidates on the ballot paper is to be determined randomly by the Returning Officer.
- c) All formal ballot papers received by the Returning Officer before the close of ballot are to be counted in the ballot.
- d) No voter may vote more than once in any election.
- e) No ballot paper will be issued or accepted after the close of ballot.

6. Procedure on close of ballot
  - a) As soon as practicable after the close of ballot, the Returning Officer is to count the votes and ascertain the results of the ballot in the manner set out below.
  - b) The Returning Officer is to reject any informal ballot papers and count the formal ballot papers.
  - c) A ballot paper is informal if:
    - (i) marked other than in accordance with the voting instructions accompanying the ballot paper;
    - (ii) no vote for any candidate on the ballot paper has been indicated;
    - (iii) votes for more candidates than are to be elected are indicated on the ballot paper.
  - d) The Returning Officer is to count the number of votes for each candidate.
  - e) The candidates having the highest numbers of votes, being a number of candidates equal to the number of positions to be filled, will be declared elected.
  - f) If an equality of votes between two or more candidates prevents the declaration of elected candidates, the vote count will proceed as follows:
    - (i) the names of those candidates with such an equality of votes will be written on separate and similar slips of paper,
    - (ii) the slips must be folded so as to prevent identification and mixed and drawn at random,
    - (iii) the candidate whose name is first drawn will be declared elected, and
    - (iv) this process is to continue until all remaining positions are filled.
  - g) The result of the count must remain confidential until the declaration of the result of the ballot by the Returning Officer.
  - h) The Returning Officer must not in any way disclose or aid in disclosing the manner in which any voter has voted.