



New South Wales Jewish Board of Deputies Limited ACN 635 942 255

A Public Company Limited by Guarantee

Rules for the management and conduct of the business of the Plenum and for the conduct of elections and voting

Last approved by the Directors of the New South Wales Jewish Board of Deputies Limited on 7 March 2024.

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1 Preliminary

1.1 Status of the Rules

- (a) These Rules are made by the Board of Directors (**Directors**) pursuant to clause 14 of the Constitution of the Company (**Constitution**) and are binding on Deputies, Associates and any person attending a Plenum for the management and conduct of the business of the Plenum and for the conduct of any elections required under the Constitution.
- (b) To the extent of any inconsistency between these Rules and the Constitution, the Constitution shall prevail.

1.2 Amendment to Rules

- (a) These Rules may only be amended in accordance with clause 14 of the Constitution. All amendments will be notified to Deputies and Associates, as relevant through electronic notification unless a hard copy postal notification has been specifically requested by the Deputy or Associate.
- (b) Amendments may change, alter, add to or remove any of these Rules, and will apply from the date of the meeting of the Directors at which they are approved, or any other later date provided for by a resolution of the Directors.

1.3 Definitions

In these Rules, unless a contrary intention appears, words or expressions defined in the Constitution have the same meaning in these Rules.

In addition, the following words or expressions (whether or not capitalised) have the meanings set out beside them:

“Ballot” means the process of voting in any Election or in respect of a Resolution that is before Deputies at a Plenum;

“Business Day” means any day other than a weekend, a public holiday in NSW or a Jewish holyday or festival when the Company’s office is closed;

“Call for Nominations” means a notice given under sub-Rule 3.1(a) or 4.1(a);

“Candidate” means a person who stands for any position in any Election and has lodged a Nomination which has been accepted by the Returning Officer;

“Candidate Statement” means a statement referred to in sub-Rule 10(a);

“Close of Nominations” in respect of any Election means the time and date (as provided in or determined under these Rules) after which, subject to Rule 6, no further nominations will be received from a person wishing to contest that Election;

“Close of Voting” in respect of any Election or Resolution means the time and date (as provided in or determined under these Rules) at which the Voting Period for that Election or on that Resolution ends;

“Company” means the NSW Jewish Board of Deputies Limited;

“Company Website” means the official public website of the Company;

“Constitution” means the constitution of the Company as amended from time to time;

“Deputies Election” means an election of Elected Deputies as required by the Constitution;

“Determine by Lot” means determine in accordance with the following procedure:

- the names of the Candidates, or scrutineers, concerned must be written on separate and similar slips of paper;
- the slips must be folded so as to prevent identification and mixed and drawn at random from a non-transparent container;
- in the case of an equality of votes in an Election, the Candidate whose name is first drawn is declared elected; and
- in the case of the need to determine an order of names, the order will be that in which the names are drawn;

“Election” means any election conducted under these Rules and includes a Supplementary Election and an Election to fill a casual vacancy;

“Election Website Page” means a password protected section of the Company Website or the Website of the Voting Service Provider, which, in the case of a Deputies Election, is only accessible by Associates and which, in the case of any other Election, is only accessible by Deputies;

“Financial Associate” has the meaning ascribed to that expression in the Constitution;

“Nomination” means a nomination for the purposes of an Election under Rule 3 or Rule 4;

“Resolution” means a special resolution of the members of the Company at a Plenum;

“Returning Officer” means the Returning Officer for the time being appointed under these Rules;

“Rules” means these Rules as amended from time to time;

“Scrutineer” means a person appointed as a scrutineer under these Rules;

“Supplementary Election” means an election to be conducted pursuant to sub-Rule 2.8(g);

“Voting Period” means:

- (a) in the case of a Deputies Election, the period for any Election that the Electoral Committee determines is the period during which votes may be cast, whether by a paper Ballot or an electronic Ballot; and
- (b) in the case of any Election conducted at a Plenum or any Resolution considered at a Plenum, is the period reasonably determined by the chair of that Plenum during which votes may be cast in that Election or on that Resolution, whether by a paper Ballot or an electronic Ballot;

“Voting Platform” means any website, platform or facility which a Voting Service Provider makes available to enable an electronic Ballot to take place, for an Election or a Resolution;

“Voting Roll” in respect of any Election means the list of eligible voters for that Election compiled under sub-Rule 2.12(a);

“Voting Service Provider” means a service provider appointed under sub-Rule 1.6(a).

1.4 Interpretation

In these Rules unless the contrary intention appears:

- (a) the interpretation provisions of the Constitution apply, as amended from time to time;
- (b) a reference to a Rule is a reference to a clause in these Rules unless otherwise stated; and
- (c) a reference to a clause is a reference to a clause in the Constitution unless otherwise stated.

1.5 Application

Any Ballot in respect of any Resolution to be voted on by members of the Company by electronic Ballot and any election (whether by electronic Ballot or paper Ballot) required under or envisaged by the Constitution (including an election to fill a casual vacancy), will be undertaken in accordance with and in compliance with these Rules.

1.6 Election Processing Systems

- (a) Elections will be conducted in accordance with these Rules either by paper or electronic Ballot, as determined by the Board of Directors for each Election and in the case of an electronic Ballot, the Board of Directors shall appoint an independent, experienced, reputable and capable service provider to provide the necessary Voting Platform and associated services for that electronic Ballot.
- (b) For the purposes of sub-Rule 1.6(a) above and without limitation, a service provider is not to be regarded as independent if, to the knowledge of any member of the Board of Directors, any director or staff member of the Company, or any Associate has any ownership or other connections to that service provider or works for it whether as a director, employee or consultant.
- (c) If the Directors fail to make a determination or appointment under sub-Rule 1.6(a) above, then the Election may be conducted by electronic Ballot using the Voting Service Provider that was last used by the Company for any Election.
- (d) All Elections will be conducted using the "First Past the Post" method to determine the successful Candidates¹.
- (e) Where a Plenum is held wholly or partly online, then all Deputies attending online must have the cameras on the electronic device by which they attend the Plenum online, switched on and showing themselves live during the Plenum to all Deputies participating in the meeting. The Returning Officer or chair of that Plenum may determine that any Deputy not complying with this requirement will, after being warned, not be regarded as being present at the Plenum and accordingly will not be able to participate or cast a vote in any electronic Ballot for an Election or a Resolution at that Plenum.

2 Electoral Committee and Returning Officer

2.1 Duties and composition of Electoral Committee

- (a) The duties of the Electoral Committee are to oversee the conduct of Elections under the Constitution and to ensure that such Elections are held in accordance with the Constitution, these Rules and the law (including the Corporations Act).
- (b) Subject to sub-Rule 2.1(a) and the authority of the Directors, the Electoral Committee may propose any further Rules to the Directors in relation to the electoral process.
- (c) The Electoral Committee shall consist of:
 - (i) the President, one Vice President (as nominated by the President) and the Secretary; and
 - (ii) the Returning Officer, one (1) Elected Deputy and one (1) Constituent Deputy, none of whom are Directors, and all of whom have been elected under Rule 2.5.
- (d) In the event that no Constituent Deputy is prepared to serve on the Electoral Committee, then the Directors may appoint another Elected Deputy who is not a Director, to serve on the Electoral Committee.

2.2 Chair of Electoral Committee meetings

- (a) If the Secretary has been elected, that person is entitled to preside at an Electoral Committee meeting.

¹ This means that preferential voting is not used and also that the winning candidate may receive less votes than the total of votes cast for all the unsuccessful candidates.

- (b) If an Electoral Committee meeting is held and:
 - (i) the Secretary has not been elected by the Deputies; or
 - (ii) the Secretary is not present within fifteen (15) minutes after the time appointed for holding of the Electoral Committee meeting or is unable or unwilling to act;

then the Returning Officer is to preside at that meeting of the Electoral Committee meeting.

2.2 A Proceedings at Electoral Committee Meetings

- (a) The quorum for an Electoral Committee meeting will be three persons, one of whom must be either the Secretary or the Returning Officer.
- (b) The Electoral Committee may pass a resolution without a meeting being held if all of its members entitled to vote on the resolution have voted and at least two thirds of those members sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the members if the wording of the resolution and statement is identical in each copy. The resolution is passed when at least two thirds of the members of the Electoral Committee have signed.

2.3 Returning Officer's duties and eligibility

- (a) The duties of the Returning Officer are in consultation with the Electoral Committee to supervise all Ballots, Elections (other than any election for the Returning Officer under Rule 2.5), declare Election results (including declaring a Candidate elected unopposed if there is only one nominee) and to fulfil all duties of the Returning Officer as set out in these Rules, acting in good faith. This may include resolving any electoral disputes, deciding on alleged invalidities, investigating complaints, confirming or rectifying the counting of votes, interpreting or applying any relevant provisions of the Constitution, these Rules, the law (including the Corporations Act) and announcing election results and any other duties provided in these Rules.
- (b) Subject to sub-rule 2.5(d), the Returning Officer:
 - (i) must be a financial Associate;
 - (ii) must be a Constituent Deputy; and
 - (iii) must not be a nominee in any Election or hold any other office with the Company and must not propose or second any nominee in an Election.

2.4 Call for nominations for Electoral Committee and Returning Officer

On or around 1 February in each year in which no Deputies Election falls due, the Secretary must place on the Company Website, a notice inviting nominations for the office of Returning Officer and the two (2) Deputies to be elected to the Electoral Committee (as referred to in Rule 2.1(c)(ii)) stating:

- (a) eligibility criteria for nomination;
- (b) when and how nomination forms can be obtained;
- (c) that nominations must be:
 - (i) accompanied by a biographical statement, in the form prescribed by the Secretary; and
 - (ii) signed by the nominee and a proposer and seconder all of whom shall be financial Associates at the time that nominations are called under this Rule 2.4; and
- (d) when and where nominations close, being 3pm on the Friday before the February Plenum.

2.5 Election of Electoral Committee and Returning Officer

- (a) At the February Plenum occurring after the call for nominations referred to in Rule 2.4, the Deputies must elect the Returning Officer and the two (2) Deputies to be elected to the Electoral Committee.
- (b) The Returning Officer and the two (2) Deputies to be elected to the Electoral Committee hold office from the end of the Plenum at which they are elected until the end of the Plenum at which their successors are elected.
- (c) The Secretary will administer the election process and Ballot under this Rule.
- (d) If after the close of nominations referred to in sub-Rule 2.4(d), no Constituent Deputy has nominated for the position of Returning Officer, then the Directors may appoint any of: another Constituent Deputy who is not a Director; an Honorary Life Deputy; the Company's Honorary Solicitor or Auditor; any member of their respective staffs or any other appropriate person, as Returning Officer.

2.5 A Casual Vacancies on the Electoral Committee

With the exception of the President, if any other member of the Electoral Committee dies, resigns, becomes ineligible² or otherwise ceases to be a member of the Electoral Committee or becomes incapacitated or fails to attend two consecutive meetings of the Electoral Committee without having provided an excuse which in the opinion of the President is reasonable, then the Board of Directors may appoint an eligible person to replace that person and may in the case of ineligibility, incapacity or failure to attend, terminate that person's membership of the Electoral Committee by notice in writing to him or her.

A member of the Electoral Committee appointed under Rule 2.5A holds office until the conclusion of the next plenum in which an election of the Electoral Committee takes place but is eligible for re-election subject to being eligible under these Rules.

2.6 Powers of the Electoral Committee and the Returning Officer

- (a) The Electoral Committee may prescribe information to be provided by a nominee in any Election.
- (b) Without prejudice to any of the powers of the Returning Officer under these Rules, the Electoral Committee may reject or exclude defamatory, scandalous, or contemptuous information provided by a nominee in any Election. The discretion of the Electoral Committee in this regard includes, but is not limited to, rejecting or excluding misleading information or information that could cause reputational damage.
- (c) The Returning Officer has the discretion to waive inconsequential breaches of these Rules where in doing so no material prejudice is caused to any nominee or Candidate.

2.7 Replacing the Returning Officer

- (a) If the Returning Officer dies, resigns or becomes unwilling or temporarily or permanently unable to perform his or her functions and duties under these Rules, or if the Board of Directors passes a motion of no confidence in the Returning Officer, then the Board of Directors may by notice in writing terminate his or her appointment as Returning Officer and will thereupon, if practicable, arrange for an election by Deputies of another eligible person to be the Returning Officer in place of the first- mentioned Returning Officer. Any such election will be conducted in accordance with Rules 2.4 and 2.5 with necessary changes.
- (b) If because of an impending or current Election, it is not practicable to hold such an Election of a new Returning Officer, then the Board of Directors may instead appoint an eligible person to be the Returning Officer in place of the first-mentioned Returning Officer and that new Returning Officer will cease to hold office when the previous Returning Officer would have ceased to hold office.

2.8 Further Powers of the Returning Officer

- (a) The Returning Officer will decide all issues of eligibility to vote or to stand as a Candidate, the validity of Nominations, the acceptability of Candidate Statements, the validity of votes

² Eg by becoming a Director

and in the case of a paper Ballot, the meaning of votes and in all these respects the decision of the Returning Officer is final and not subject to challenge or appeal.

- (b) Notwithstanding anything else in these Rules, the Returning Officer shall in respect of any matter relating to the conduct of any Election, take such action and give such directions as the Returning Officer considers necessary or desirable, to ensure the secrecy and fairness of any Ballot and to prevent or remedy any irregularity, and may declare void a step already taken in the Election.
- (c) If the Returning Officer is satisfied on reasonable grounds that a person has, in connection with an Election (whether or not that person is a Candidate in that Election or is acting with the authority or knowledge of a Candidate):
 - (i) breached the Rules or the Constitution,
 - (ii) provided the Returning Officer with information that is false or misleading in a material particular,
 - (iii) submitted a Nomination or Candidate Statement that is false or misleading in a material particular,
 - (iv) acted improperly, dishonestly, or unfairly in any way at any time in respect of or during the conduct of an Election,
 - (v) improperly used confidential information of the Company,
 - (vi) obtained or attempted to obtain from any staff member of the Company any confidential information of the Company which would give a Candidate an unfair advantage in the Election, or
 - (vii) failed to cooperate with the Returning Officer or to provide any assistance or information in his or her possession requested by the Returning Officer in respect of an investigation by the Returning Officer (**the Conduct**),

then the Returning Officer, after giving the Candidate the right to be heard in respect of the Conduct, may at any time thereafter:

- (viii) direct that, where possible, a Candidate rectify such matter,
 - (ix) direct any person to cease their conduct,
 - (x) reject, amend, disqualify, or delete any relevant Candidate Statement,
 - (xi) disqualify from the Election any Candidate who has been involved in or benefitted from such action, matter, or failure and, if the results of the Election have been declared, within six (6) months of that declaration determine that the election of that Candidate is null and void and that the results of the Election are to be adjusted to what they would have been had that person not been a Candidate, or
 - (xii) do any combination thereof.
- (d) In determining whether to disqualify a Candidate (whether before or after the declaration of the result of an Election), the Returning Officer shall consider:
 - (i) the seriousness of the actions or conduct of or attributed to the Candidate,
 - (ii) the willfulness of those actions or conduct,
 - (iii) the extent of any collusion between Candidates,
 - (iv) whether the Candidate has cooperated with any investigation, and
 - (v) the impact of the Candidate's actions or conduct (whether or not other persons were also involved) on the free and fair conduct of the Election or the appearance thereof.

- (e) Any determination made by the Returning Officer to disqualify a Candidate shall be made public, but the Returning Officer need not make public his or her reasons for that determination, unless requested by the Candidate.
- (f) If the Returning Officer is satisfied on reasonable grounds that the provisions of these Rules or the Constitution have not been complied with or other irregularities have occurred to an extent that materially compromises the proper outcome of an Election or its fairness, then the Returning Officer may declare that Election void in whole or in respect of certain specified positions.
- (g) If an Election is declared void in whole or in part, the Returning Officer must declare that a Supplementary Election will be held to fill any position or office not filled at the Election.
- (h) Subject to these Rules, if the Returning Officer declares that a Supplementary Election will be held, that Supplementary Election must be held as soon as practicable and these Rules will apply to that Supplementary Election with any necessary changes.
- (i) If a Supplementary Election is required partly or wholly because of the actions or conduct of a person in connection with the Election that was annulled, then the Returning Officer may refuse to accept a Nomination from that person in the Supplementary Election.
- (j) A decision or action of the Returning Officer under this Rule 2.8 is final and not subject to challenge or appeal.

2.9 Returning Officer May Seek Advice

The Returning Officer may seek and rely on legal or other expert advice in any field in connection with the Constitution or the Rules or the application thereof or any action he or she proposes to take under the Rules and will be indemnified by the Company for all reasonable costs incurred or for which he or she is liable or becomes liable in obtaining such advice.

2.10 Returning Officer's Power to Delegate

- (a) The Returning Officer may (in consultation with the Chief Executive Officer of the Company (**CEO**)) delegate to any staff member of the Company:
 - (i) any routine, clerical or administrative function required to be performed by him or her under these Rules for the purpose of preparing for an Election;
 - (ii) the publication of any notices required to be given under these Rules;
 - (iii) the receipt of Nominations;
 - (iv) the preparation and dispatch of Ballot papers;
 - (v) the issue of replacement Ballot papers under Rule 17;
 - (vi) arrangements for the receipt and secure storage of unopened envelopes containing Ballot papers returned by voters;
 - (vii) contractual, administrative and communication arrangements with any Voting Service Provider; and
 - (viii) the administration of the Company Website, including the Election Website Page,
 but must not delegate to staff of the Company, or any director or officer of the Company or any Candidate or Scrutineer any function in connection with:
 - (ix) the opening of envelopes containing returned Ballot papers;
 - (x) the handing or checking of Ballot papers; or

(xi) the counting of votes,

or permit or acquiesce in any of those persons being involved in those matters.

- (b) Any delegation by the Returning Officer under sub-Rule 2.10(a) does not absolve the Returning Officer from overseeing the performance of the delegated function.
- (c) The Returning Officer may delegate to the Company's auditor or any of its staff or the Company's Honorary Solicitor or any of his/her staff, the role of processing any paper Ballot, including the counting of votes cast in a paper Ballot.

2.11 Indemnity

The Company hereby indemnifies the Returning Officer from and against all liability, loss, costs, charges and expenses incurred by the Returning Officer in that capacity including, but without limitation, any legal costs incurred in good faith in obtaining legal advice on issues relating to the performance of his or her functions or the discharge of his or her duties as Returning Officer or in defending or resisting (or otherwise in connection with) proceedings in which he or she becomes involved because of that capacity.

2.12 Creation of Voting Roll

- (a) In respect of any Election, prior to the Call for Nominations for that Election, the Returning Officer must arrange for the creation of an alphabetical list of the names of persons eligible and entitled under the Constitution to vote in that Election, with:
 - (i) in the case of an Election by paper Ballot, the postal address of each such person as recorded by the Company; and
 - (ii) in the case of an Election by electronic Ballot, the email address of that person as recorded by the Company.
- (b) Only persons who have provided their current email address to the Company are entitled to vote in any electronic Ballot. Only persons who have provided their postal address are entitled to vote in a paper Ballot. It is the responsibility of a person wishing to vote in any Election to ensure that the Company has been provided with their current email and postal addresses.
- (c) Where more than one Deputy nominates the same email address, then only one of those Deputies, to be determined by the Returning Officer in his or her absolute discretion, will be eligible to vote using that email address.
- (d) The Returning Officer is entitled to alter a Voting Roll at any time by:
 - (i) correcting any mistake or omission in the details of any eligible voter entered on that Voting Roll;
 - (ii) altering, on the written application of any eligible voter, the name or postal or email address of that person entered on that Voting Roll;
 - (iii) removing the name of any deceased person;
 - (iv) removing the superfluous entry where the name of the same person appears more than once on the Voting Roll; or
 - (v) reinstating the name of a person removed from the Voting Roll, where the Returning Officer is satisfied on reasonable grounds that that person is entitled to be entered on the Voting Roll.
- (e) Notwithstanding paragraph (d) above, a Voting Roll is not invalid by reason only of any one or more of the following events occurring in connection with that Voting Roll:
 - (i) the Voting Roll contains any mistake or omission in the details of any person entered on that Voting Roll;

- (ii) the Voting Roll contains the name of any deceased person;
- (iii) the Voting Roll contains more than one entry for the same person; or
- (iv) the Voting Roll does not contain the name of any person entitled to be entered on that Voting Roll.

3 Nominations process of Elected Deputies

3.1 Call for nominations

- (a) The Secretary must by written notice call for nominations for election of Elected Deputies by Associates:
 - (i) at the March Plenum held in the second year of the then current Elected Deputies' term; or
 - (ii) if a Plenum is not held in that March, then by 8.00pm on the date on which the March Plenum would normally have been held.
- (b) Within seven (7) days of the date of the March Plenum or the date the March Plenum would normally have been held, referred to in sub-Rule 3.1(a), the Secretary must publicise that Call for Nominations as follows:
 - (i) by email to every Associate who has provided an email address to the Company and by post to all other Associates who have provided a postal address to the Company but not provided an email address; and
 - (ii) on the Company Website; andmust publish in any Hard Copy Publication a notice of the forthcoming Deputies Election which includes a statement that relevant details can be found on the Company Website.
- (c) That Call for Nominations must state:
 - (i) information about the election to be conducted and how it will be conducted;
 - (ii) the eligibility criteria for nomination;
 - (iii) the number of Elected Deputies to be elected;
 - (iv) when and how nomination forms and other relevant material can be obtained;
 - (v) details as to how the rules for the conduct of the Election (these Rules) can be accessed; and
 - (vi) an invitation to eligible persons to nominate;
 - (vii) when and where nominations close, being
 - at 5.00pm on the date of the April Plenum for nominations lodged at the Registered Office or by email, or
 - at 8.00pm on the date of the April Plenum, for nominations lodged in person at that Plenum, or
 - if a Plenum is not held in that April, then at 5.00pm on the first Business Day, immediately after the day on which the April Plenum would normally have been held.
- (d) If no Hard Copy Publication as referred to in sub-Rule 3.1(b) exists then the Secretary must

place the notice of the forthcoming Deputies Election on any Digital Publication.

3.2 Lodgement of nominations for Elected Deputies

Nominations must be:

- (a) hand delivered or sent by prepaid post (to the Registered Office) or, sent electronically to the Company's email address as specified in the relevant Call for Nominations or submitted through any portal set up on the Company Website or on the website of the Voting Service Provider for receiving Nominations and received by the Company within the time prescribed under sub- Rule 3.1(c)(vii);
- (b) accompanied by the fee prescribed by the Directors³;
- (c) in the form prescribed by the Electoral Committee;
- (d) signed by the nominee and a proposer and seconder; and
- (e) accompanied by the information prescribed by the Electoral Committee and must comply with Rule 5.

4 Nominations process for Elected Directors

4.1 Call for nominations

- (a) At least 28 days before every Annual General Meeting, the Secretary must by written notice call for nominations for the five (5) Office-bearers and for the five (5) Ordinary Directors of whom at least one should be not over thirty (30) years of age.
- (b) That Call for Nominations must contain the following:
 - (i) information about the Election to be conducted and how it will be conducted,
 - (ii) eligibility criteria for nomination, including the eligibility criteria in clause 10.4 of the Constitution;
 - (iii) the positions for election for which nominations are called;
 - (iv) an invitation to eligible persons to nominate,
 - (v) when and how nomination forms and other relevant material can be obtained; and
 - (vi) when and where nominations close, being 5pm on the date which is fourteen (14) days before the Annual General Meeting; and
 - (vii) where nominations must be lodged, being the Registered Office.
- (c) The Secretary must publicise the Call for Nominations as follows:
 - (i) by email to each Deputy who has their email address recorded in the Register of the Company and by post to all other Deputies; and
 - (ii) on the Company Website.

4.2 Lodgement of nominations

Nominations must be:

³ A fee of \$20 was prescribed by the Directors by a resolution on 7 March 2024.

- (a) hand delivered or sent by prepaid post (to the Registered Office) or, sent electronically to the Company's email address as specified in the relevant Call for Nominations or submitted through any portal set up on the Company Website or on the website of the Voting Service Provider for receiving Nominations;
- (b) received by the Company within the time prescribed under sub-Rule 4.1(b)(vi);
- (c) in the form prescribed by the Electoral Committee;
- (d) signed by the nominee and a proposer and seconder; and
- (e) accompanied by the information prescribed by the Electoral Committee and

must comply with Rule 5.

4.3 Notice of nominees and election

The Secretary or the Returning Officer must give notice of the names of the Candidates for each Office-bearer position and for the five (5) Ordinary Directors to the Deputies at least seven (7) days before the Annual General Meeting.

5 Further Provisions about all Nominations

- (a) Nominations for any Election will be in such form as is prescribed by the Electoral Committee for that Election and be signed by the nominee, proposer and seconder and without limitation, must include:
 - (i) the position or positions for which the nominee seeks election;
 - (ii) a declaration by the nominee, proposer and seconder that they are each eligible to be a candidate, proposer or seconder, as the case may be;
 - (iii) an agreement by the nominee to be bound by and to comply with the Constitution and the Rules and an acknowledgement that he or she has read and understood the Rules;
 - (iv) a consent by the nominee to occupy the relevant office or position if elected and to provide to the Company all necessary personal details required to be lodged in this respect with any regulator; and
 - (v) a consent to have his or her name and email address and such other contact details as the Candidate specifies, entered on the Election Website Page.
- (b) Nominations for any Election may be lodged by being sent electronically to the Company's email address as specified in the relevant Call for Nominations or submitted through any portal set up on the Company Website or on the website of the Voting Service Provider for receiving Nominations and must be received by the Company by the Close of Nominations for that Election.
- (c) The proposer and seconder of each Nomination must be Financial Associates as at the date of the lodgement of the relevant Nomination.
- (d) A nominee must not propose or second himself or herself.
- (e) Any fee required to be paid in respect of a Nomination may be paid electronically to a bank account as prescribed by the Electoral Committee provided that the electronic transfer is clearly identified by the payer.
- (f) Any Candidate or Scrutineer may upon reasonable notice to the Returning Officer inspect any Nomination or Nominations.
- (g) After the Close of Nominations, the Returning Officer shall check each Nomination and certify its validity and subject to Rule 6 below, only accept those Nominations which are valid.

- (h) If the number of Candidates nominated for any position or office is less than or equal to the number required to be elected, the Returning Officer may declare that Candidate or those Candidates to be elected to that position or office.
- (i) If the number of Candidates nominated for any position or office is greater than the number required to be elected, the Returning Officer must conduct an Election for that position or office in accordance with these Rules and must arrange for the publication on the Company Website of a list of the Candidates for that Election.

6 Defective Nominations

- (a) Where the Returning Officer considers that a Nomination received in respect of an Election is or may be defective, the Returning Officer shall, before rejecting the Nomination, notify the person concerned of the defect and give the person an amount of time determined by the Returning Officer to be reasonable to remedy the defect or provide further information in support of the Nomination (but no such extension of time will be for more than two (2) Business Days after the Close of Nominations for that Election).
- (b) Without limitation, a Nomination may be considered to be defective if it is ambiguous or unclear.
- (c) Where the Returning Officer has notified a person of a defective Nomination and that person has corrected the defect and re-submitted it to the Returning Officer within the time prescribed by the Returning Officer, the Returning Officer shall accept the Nomination.
- (d) Where the Returning Officer has notified a person of a defective Nomination and that person has not corrected the defect and re-submitted the Nomination to the Returning Officer within the time prescribed by the Returning Officer, the Nomination shall be rejected.
- (e) The Returning Officer must promptly arrange for the names of all Candidates and their proposers and seconders to be published on the Election Website Page.

7 Notification of Withdrawal of Nomination

- (a) A person nominating for any position in any Election may withdraw his or her Nomination, but in the event that this is done after Ballot papers have been printed or an electronic Ballot has been prepared and it is not practicable to alter them or it, then that person's name may remain in the Election but will be disregarded together with any votes cast for them.
- (b) The notification referred to above must include a signed endorsement by the person nominating and be in a form acceptable to the Returning Officer.
- (c) Once a proposer or seconder has endorsed the Nomination of a person in any Election to any office or position, that proposer or seconder may not subsequently withdraw that endorsement and any purported withdrawal will be disregarded.

8 Notice of Nominations

In respect of any Election the Returning Officer must, as soon as practicable but within three (3) Business Days of the Close of Nominations for that Election, publish the following details by notice on the Company Website and in such other places as the Returning Officer thinks appropriate, and notify the Candidates in writing, namely:

- (a) the names of the persons who have lodged Nominations for that Election which have been accepted and the offices or positions for which they are nominated;
- (b) the names of any Candidates declared elected pursuant to these Rules;
- (c) if an Election is to be held, the method of voting, whether by electronic Ballot or paper Ballot and in the case of Deputies Election, the Voting Period; and

- (d) if the Election is to be held by electronic Ballot, details of how and when voters may access the Voting Platform.

9 Death or Ineligibility of Candidates

If before the Close of Voting in any Election, a Candidate in that Election dies or becomes no longer eligible for election, the Election must proceed as if:

- (a) the Candidate had not nominated for election; and
- (b) the Candidate's name did not appear on the list of Candidates for election and
- (c) any vote for that person was not cast.

10 Candidate Statements

- (a) A Candidate in any Election may by Close of Nominations submit a passport style photograph and a statement about himself or herself of no more than three hundred and fifty (350) words and the Returning Officer must arrange for each Candidate Statement to be included in Ballot papers sent to voters by post and/or email, or to be viewable on the Election Website page and on any Voting Platform used for an electronic Ballot in that Election (whichever is applicable).
- (b) Any Candidate Statement and photograph must be in accordance with any template that may be determined by the Electoral Committee and be available on or via the Company Website.
- (c) A Candidate may only submit one Candidate Statement regardless of the number of offices or positions that he or she is contesting.
- (d) The Returning Officer may refuse to accept or publish a Candidate Statement which the Returning Officer considers to be defamatory or to include scandalous or inappropriate material or to be false, misleading or deceptive or to be contrary to these Rules or the Constitution and may accordingly treat the Nomination as defective under Rule 6.
- (e) Where in accordance with these Rules the Returning Officer refuses to accept or publish a Candidate Statement, the Returning Officer may by notice in writing give the relevant Candidate the opportunity to submit an amended or alternative and satisfactory Candidate Statement within up to two (2) Business Days from the Close of Nominations.

11 Committee members and Chairs - Election process

The process and requirements for the call for Nominations, lodgement of Nominations and election of Elected Directors applies to the process for the call for Nominations, lodgement of Nominations and election of committee members and chairs with all necessary changes being made.

12 Conduct of Elections

- (a) In the conduct of any Election the Returning Officer must ensure that procedures are in place to
 - (i) limit each voter to voting no more than once for each position or office for which he or she is eligible to vote; and
 - (ii) ensure that the way in which any voter votes is not revealed, either when that person votes or at any later stage.
- (b) The Returning Officer must, as soon as practical after the Voting Period for any Election, arrange for the counting of votes in that Election to commence.

12A Determination of the Order of Names of Candidates

For a paper Ballot the order of names of Candidates appearing on any ballot paper will be Determined by Lot. For an electronic Ballot, the order in which names of Candidates appear on the Voting Platform will be

determined by a random method applied by the Voting Service Provider or be Determined by Lot as directed by the Returning Officer.

13 Paper Ballots

- (a) For any paper Ballot for a Deputies Election, the Returning Officer must post to persons on the Voting Roll for that Election:
- (i) instructions on how to vote;
 - (ii) advice as to how they can view the Candidate Statements for the Candidates in the Election;
 - (iii) a Ballot paper on which they are to record their vote(s);
 - (iv) a Ballot Envelope, into which they are to insert and seal their ballot paper; and
 - (v) a Return Envelope addressed to the Company, on the back of which they are to clearly and legibly write their full name.
- (b) In order to cast a valid vote in such an Election, the Voter must:
- (i) duly complete the Ballot paper;
 - (ii) insert it into and seal the Ballot Envelope;
 - (iii) in a non-erasable method clearly and legibly write his or her name on the Return Envelope in the space provided;
 - (iv) insert the sealed and completed Ballot Envelope into the Return Envelope; and
 - (v) deliver or post the Return Envelope to the Company, such that it reaches the Company by the Close of Voting for that Election.
- (c) Where the Returning Officer receives a Return Envelope for an Election containing a Ballot paper in accordance with the paragraph above, the Returning Officer must, after the Close of Voting for that Election, determine whether the person whose name appears on the Return Envelope is on the Voting Roll and has not voted previously in that Election, and the Return Envelope is then and only then to be opened and the Ballot Envelope therein is to be removed and set aside with all the other accepted Ballot Envelopes in the Election and the Ballot papers therein must be included in the count of votes in that Election.
- (d) If:
- (i) there is no name on the back of the Return Envelope, or it is incomplete or unclear; or
 - (ii) the Returning Officer decides that the person whose name appears on the Return Envelope is not on the Voting Roll for that Election and thus not entitled to vote,
- then the Return Envelope must be set aside unopened and any Ballot paper inside it is informal and not be included in the count of votes for that Election.
- (e) In any Election by Ballot paper only Ballot papers that in the opinion of the Returning Officer clearly and unambiguously show the intention of the voter in a non-erasable medium will be included in the count of votes in that Election and any others will be declared to be informal.
- (f) In a paper Ballot, a tick or a cross can be used or any other symbol which clearly indicates an intention to vote for a particular Candidate.
- (g) A vote is not informal only because any symbol placed on the Ballot paper is not placed in or

entirely in the square opposite a Candidate's name, as long as the symbol is placed on the Ballot paper in such position as, in the opinion of the Returning Officer, clearly indicates that the voter wishes to vote for that Candidate.

- (h) A vote is informal if:
 - (i) the voter has not indicated a clear preference for at least one Candidate; or
 - (ii) In the case of a Deputies Election, in the opinion of the Returning Officer, it does not include a vote for at least the Specified Minimum Number of Candidates and no more than the maximum number of Candidates determined by the Electoral Committee and prescribed in the voting instructions for that Election; or
 - (iii) in the case of a Deputies Election, the Ballot paper has not been authenticated by being initialled by or on behalf of the Returning Officer.

For the purposes of sub-Rule 13(h) the Specified Minimum Number is that number which is one half of the number of Deputies to be elected in that Election rounded up to the nearest whole number. (For the removal of doubt, no minimum number of votes applies to any other type of Election required under the Constitution).

- (i) After the end of the Voting Period in respect of a paper Ballot in any Election, the Returning Officer must declare invalid any Ballot paper that, in the reasonable opinion of the Returning Officer:
 - (i) is not personally completed by the voter or cannot be authenticated;
 - (ii) is not completed appropriately, has no vote recorded on it, or does not clearly indicate the voter's voting intention;
 - (iii) is cast by a person who is not on the Voting Roll for that Election (except where the person is a duly appointed proxy for a person on the Voting Roll for that Election);
 - (iv) identifies the voter;
 - (v) is received from a person who has previously voted in that Election (other than as a duly appointed proxy for a person on the Voting Roll for that Election); or
 - (vi) is received after the expiry of the Voting Period for that Election.

14 Electronic Ballots

- (a) Where there is to be an electronic Ballot for a Deputies Election, the Returning Officer may make additional alternative arrangements for eligible voters who are unable to take part in an electronic Ballot to vote in that Election.
- (b) If there is any technical malfunction in respect of an electronic Ballot for any Election, the Returning Officer may determine that that Election is to be held again by a paper Ballot or another electronic Ballot.
- (c) For any electronic Ballot, the Returning Officer must arrange for the Voting Service Provider to arrange for the Voting Platform to include clear instructions on how voters are to vote and make their choices and to be configured in such a manner that an informal or invalid vote is not possible.
- (d) In any electronic Ballot only an electronic Ballot form completed in accordance with the instructions referred to in the previous sub-Rule and transmitted electronically to the Voting Platform before the Close of Voting, will be counted.
- (e) In the case of any electronic Ballot other than for a Deputies Election, the Chairman's determination of the Voting Period (as required by the definition of "Voting Period") will not be less than one (1) minute but may be ended when the Voting Platform indicates that all persons entitled to vote have

done so, even if that is less than one (1) minute.

- (f) During the conduct of any or all of the electronic Ballots conducted at a Plenum, the Returning Officer may in his or her absolute discretion make decisions about procedures which in his or her view are necessary or desirable to bring about a fair and reasonable result, including without limitation extending the time for the completion of a Ballot or in the case of technical difficulties, requiring a particular Ballot to be conducted again.
- (g) If an individual voter loses connectivity or experiences other technical or service difficulties at the time of the voting in an electronic Ballot, then the Ballot or Ballots taking place will not thereby be invalidated, nor will that voter have a right to vote after the Chair of the Plenum or the Returning Officer announces that the Voting Period for that Ballot has ended.
- (h) Where multiple votes in any electronic Ballot are sourced to the one IP address and that is not explained to the satisfaction of the Returning Officer by reference to the records of the Company showing persons residing at the same address, then the Returning Officer may disallow all or any of those votes without the need to declare the result of that Ballot to be annulled.
- (i) In the case of any electronic Ballot other than for a Deputies Election, the Returning Officer having been advised of the result may declare the result of the Ballot provisionally, and at the conclusion of all of the Ballots and any other business of the relevant Plenum, the Plenum may be adjourned to allow the Returning Officer to conduct an audit of each Ballot in the presence of any members of the Electoral Committee. If in the opinion of the Returning Officer, no audit is required, then the Returning Officer will declare the final result.
- (j) If after that audit, the Returning Officer is satisfied that the result for the Ballot or Ballots is correct and that there have been no irregularities, then he or she will declare on the Company Website and by email to the Deputies, that the provisional result for that Ballot or those Ballots is final.
- (k) Where the Returning Officer makes that declaration in respect of all Ballots and no Ballot is annulled, then the President will notify Deputies that the adjourned Plenum will not take place.
- (l) If the Returning Officer is satisfied on reasonable grounds that any Ballot is not correct or that there have been irregularities, then the Returning Officer will annul the provisional declaration of that Ballot and the Ballot shall be conducted again at the adjourned Plenum and the Returning Officer's declaration of the result of that Ballot at the adjourned Plenum will again be a provisional declaration and this rule shall operate successively until the Returning Officer is satisfied that the result of the Ballot is correct and that there have been no irregularities.
- (m) Where the Returning Officer is required to undertake a certain matter under these Rules and that matter is performed by a Voting Service Provider in accordance with its usual practice, then the Returning Officer, the Company and its directors and officers are each entitled to rely on that Voting Service Provider undertaking that matter in accordance with the Rules and the Constitution and are each entitled to rely and act on any information provided to him, her or it by that Voting Service Provider on any calculation by that Voting Service Provider and are not to be regarded as having failed to comply with his, her or its obligations under these Rules or the Constitution by reason of any failure or negligence on the part of the Voting Service Provider.

15 Provisions for Elections other than Deputies Elections

- (a) Any election for the Office-bearers, Elected Directors and Chairs of Committees and Members of Committees, will be conducted in the following order:
 - (i) the President;
 - (ii) the Vice-Presidents;
 - (iii) the Secretary;
 - (iv) the Treasurer;
 - (v) Chairs of the:

- a. Community Relations Committee;
 - b. Education Committee;
 - c. Public Affairs Committee;
 - d. Shoah Remembrance Committee; and
 - e. Social Justice Committee;
- (vi) Ordinary Director; and
- (vii) members of the Committees referred to in paragraph (v) above, to a maximum of the respective numbers specified in the applicable Call for Nominations.
- (b) No person may simultaneously hold more than one of the positions of Office bearer.
- (c) Except for the purpose of filling a casual vacancy, no person may hold simultaneously more than one of the positions of:
- (i) Chair of a Committee; or
 - (ii) Chair of a Committee and Ordinary Director.
- (d) Where a Deputy nominates for more than one office which cannot be held simultaneously, the Returning Officer shall conduct the Election for each office in the order provided in paragraph (a) above.
- (e) Except for the purpose of filling a casual vacancy, where a Deputy holding any office is elected to another office, which the Deputy cannot hold simultaneously with the office currently held, then that Deputy is deemed to have relinquished the office already held.
- (f) Where a Deputy is a Candidate in an Election for more than one office and is successful in one of them, but that Election is subsequently annulled, then the Returning Officer may determine that any subsequent Election in which that Candidate had nominated shall also be annulled and conducted again.

16 Director Not Older than Thirty

- (a) If in the election of the Elected Directors, none of the persons elected are 30 years of age or younger, then any Candidate at or under that age (and if there is more than one, then that Candidate with the highest number of votes) will be deemed to have been elected an Ordinary Director in place of the Candidate for Ordinary Director who received the fifth highest number of votes.
- (b) If in the application of the previous paragraph, there is an equality of votes among affected Candidates, then the Candidate to be deemed to be elected or to be displaced will be determined by a further electronic Ballot between those Candidates and if that Ballot also results in an equality, then the Candidate to be elected or displaced will be Determined by Lot from among the Candidates with the same number of votes.

17 Ballot Papers Not Received

- (a) Where a person whose name is on the Voting Roll for a Deputies Election to be conducted by paper Ballot claims that the Ballot material has not been received or has been lost, destroyed or spoiled, then that person may make an application to the Returning Officer for the issue of replacement Ballot material.
- (b) Such an application shall:
- (i) be in writing and be signed by the applicant,

- (ii) set out the applicant's full name and postal address,
 - (iii) set out the grounds on which the application is made,
 - (iv) contain a declaration that the applicant has not voted in the Election, and
 - (v) be accompanied, if practicable, by any evidence that is available of the loss, destruction or spoiling of the Ballot material.
- (c) If the Returning Officer is satisfied that the information contained in the application is true and correct, the Returning Officer shall issue replacement Ballot material to the applicant.

18 Equality of Votes

- (a) Where in any Deputies Election, there is an equality of votes (including among unsuccessful Candidates for a position as a Deputy), the person elected or the priority as between Candidates will be Determined by Lot.
- (b) In the case of any other type of Election, then, subject to sub-Rule 16(b):
 - (i) where the vote for two or more Candidates in a particular electronic Ballot is equal, then a further electronic Ballot will be conducted to determine the winner and if that Ballot also results in an equality, then the winner's name will be Determined by Lot; and
 - (ii) where the vote for two or more Candidates in a particular paper Ballot is equal, then the winner's name will be Determined by Lot.

19 Scrutineers

- (a) A Candidate or Candidates in an Election by paper Ballot may by notice in writing to the Returning Officer received prior to the Close of Voting for that Election appoint a Scrutineer to be present at the counting of votes in that paper Ballot and any recounting of those votes, but no more than ten Scrutineers may be present at any one time.
- (b) A Candidate in an Election (including a Candidate who has already been declared elected), members of the Board of Directors, or staff of the Company, are not eligible for appointment as a Scrutineer in that Election.
- (c) If more than ten (10) Candidates appoint Scrutineers, then the Returning Officer will Determine by Lot, the ten (10) Scrutineers who will have the right of access to the room or rooms where the scrutiny is to take place.
- (d) Scrutineers may be present at any stage in the Ballot and may bring to the attention of the Returning Officer any alleged irregularity in the opening or processing of envelopes or the formality or informality of Ballot papers or the counting of votes.
- (e) A Scrutineer must not:
 - (i) interrupt the vote counting without lawful reason,
 - (ii) disclose any knowledge acquired by him or her concerning the votes of any particular voter or voters,
 - (iii) fail to carry out any lawful request by the Returning Officer,
 - (iv) touch any Ballot material, or
 - (v) act in a manner which will interfere with the proper conduct of the Election.
- (f) The Returning Officer may exclude any Scrutineer who, after having been warned once, fails to comply with sub-Rule 19(e).

- (g) Failure of a Scrutineer to attend any scheduled event will not delay any step in the Election.

20 Validity of Elections

An Election is not invalidated only because:

- (a) an eligible Voter did not receive the Ballot materials;
- (b) there was an error in the Voting Roll;
- (c) a Voter or the Returning Officer failed to comply strictly with any of the requirements of these Rules or the Constitution; or
- (d) there was any procedural irregularity.

21 Standards of Conduct

- (a) A Candidate in an Election must not engage in dishonest or misleading practices of any kind during the course of that Election.
- (b) A Candidate in an Election must provide to the Returning Officer within a reasonable specified time of being called upon to do so:
 - (i) any document (whether hard copy or electronic) or information in his or her possession or control, and
 - (ii) details of any private electronic communication facility or address (including, but without limitation, a Facebook or WhatsApp group), that has been set up by or on behalf of Candidates in an Election for the purpose of coordinating or discussing their activities as Candidates in that Election,

required by the Returning Officer in connection with a complaint in respect of the Election or any investigation in respect of the conduct of a Candidate in the Election or the conduct of the Election generally.

- (c) All information provided to the Returning Officer by or on behalf of a Candidate, whether orally or in writing, must be true, accurate and not misleading.
- (d) Candidates must comply with the directions of the Returning Officer at all times.
- (e) A Candidate in an Election and any person acting on behalf of such a Candidate (whether with or without the Candidate's authority) must not act as an assistant to a person voting at the Election.
- (f) A Scrutineer in an Election must not act as an assistant to a person voting in that Election.
- (g) Without limiting the generality of paragraphs (e) and (f) above, a person is deemed to act as an assistant if he or she assists another person to obtain, complete or return Ballot papers or to complete and submit an electronic Ballot.
- (h) A Candidate in an Election and any person acting on behalf of a Candidate (whether with or without the Candidate's authority) must not have in his or her possession or attempt to gain possession of Ballot papers for that Election (except any such Ballot papers issued to that person as a voter in his or her own right).

22 Complaints

- (a) A Candidate in an Election may report an alleged breach of these Rules or the Constitution in respect of that Election to the Returning Officer.
- (b) Any such complaint must:

- (i) be submitted in writing within two (2) Business Day of the Candidate becoming aware of the alleged breach,
 - (ii) be written clearly,
 - (iii) include the complainant's full name and contact details, and
 - (iv) provide a full description of the circumstances of the complaint and evidence to support the allegation.
- (c) Except where because of the urgency of the matter, it is not practical to do so, the Returning Officer must provide the following to a person against whom a complaint is made:
- (i) a statement of what is alleged; and
 - (ii) an opportunity to make a written or oral representation to the Returning Officer in relation to the complaint.
- (d) The Returning Officer must investigate all complaints and if possible within forty-eight (48) hours of receiving the complaint, make a determination in relation to whether a breach of these Rules or the Constitution has occurred and the consequences thereof.
- (e) The Returning Officer must communicate his or her determination on a complaint to the complainant and the respondent.
- (f) A Candidate must not submit a vexatious or frivolous complaint to the Returning Officer.

23 Recounts

- (a) At any time within three (3) Business Days after the Returning Officer has declared a Candidate in an Election based on a paper Ballot to be elected, another Candidate in that Election whose position has been affected by the declaration, may by notice in writing to the Returning Officer, request a recount of the votes cast in that Election and, in the event of such a request being made, the Returning Officer must cause a recount of votes to be made in accordance with the request, unless the Returning Officer considers that there is no prospect that a recount would alter the result of that Election.
- (b) The Returning Officer may, on his or her own initiative, during that period of three (3) Business Days, decide to conduct a recount of any votes cast in the Election.
- (c) The following provisions apply to a recount:
- (i) the Returning Officer must give the Candidates reasonable notice of the time and place at which it is to be conducted;
 - (ii) the Returning Officer may reverse or otherwise alter a decision taken at the count; and
 - (iii) if the votes of two or more Candidates are equal and one of them was excluded by lot at the original count, then the same Candidate must be excluded at the recount.

24 Declaration of Result

- (a) Forthwith upon the results of a Ballot in an Election having been determined, the Returning Officer will make a preliminary declaration of the result of that Election by providing a written statement to the President of the Company or arranging for any applicable Voting Service Provider to do so as soon as practicable after that result has been determined.
- (b) If the period for requesting a recount for an Election expires without such a request having been made and the Returning Officer has not initiated a recount, the Returning Officer will make a final declaration of the result of that Election by providing a written statement to the President of the Company or arranging for any applicable Voting Service Provider to do so as soon as practicable

after that result has been determined.

- (c) If the Election is conducted at a Plenum, the preliminary declaration will if possible be made at that Plenum and will in any event be posted on the Company's website.
- (d) No declaration of the result of any Election will include disclosure of the number of votes received by Candidates in that Election.
- (e) The declaration of the result of any Election may be provisional (envisaging a subsequent audit or recount or other matter) or final.
- (f) If a recount is undertaken, the Returning Officer must, according to the result of the recount:
 - (i) confirm the original declaration; or
 - (ii) revoke the original declaration and make a final declaration in accordance with the result of the recount; and
 - (iii) immediately afterwards make out a return to the President of the Company certifying the result of the Election accordingly.
- (g) The fact that there has been a final declaration of the result of an Election does not affect or limit the power of the Returning Officer to annul that Election or any part of it under Rule 2.8.

25 Retention of Records

All Nominations and Ballot papers, valid and invalid, and records of any electronic Ballot, must be kept by the Returning Officer in a secure place until at least six (6) months after the Election is declared or any complaint or challenge to the result is finalised, whichever is the later.

26 Company Resolutions

- (a) Where at a Plenum of the Company, an ordinary resolution is to be voted on by Deputies electronically, this may be done by a poll facility provided by the platform or facility on which that Plenum is held and the result provided to the Chair of that Plenum who will announce it.
- (b) Where at a Plenum of the Company a special resolution (as defined in the Corporations Act) is to be voted on by Deputies, this must be done on a poll facility available at that Plenum provided by a Voting Services Provider for that Plenum.
- (c) In the case of resolutions to be voted on electronically, the provisions of Rules 14 will apply with necessary changes.

27 Election of ECAJ Councillors

- (a) No later than the October Plenum in every third or fourth year, the Deputies must elect nine (9) Deputies to act as ECAJ Councillors in accordance with the ECAJ's constitution. If any ECAJ Councillor vacates that office or ceases to be a Deputy during their term of office, then the Deputies must elect a replacement.
- (b) The President of the Company is the tenth ECAJ Councillor. If the President ceases to hold office then the following applies:
 - (i) if the retiring President is succeeded by a person who is, at that time, an ECAJ Councillor, then the retiring President becomes an ECAJ Councillor as an immediate past President of the Company until the next election for ECAJ Councillors;
 - (ii) if the retiring President is succeeded by a person who is not an ECAJ Councillor before becoming President (but who as President becomes an ECAJ Councillor under sub-Rule 10.2(e)) then the Directors must recommend to the ECAJ that the retiring President become an ECAJ advisor until the next elections for ECAJ Councillors, having the right to attend and speak at all meetings of ECAJ Councillors, but not to vote.

- (c) The process specified in these Rules for the call for nominations, lodgement of nominations and election of Elected Directors applies to the process for the call for nominations, lodgement of nominations and election of ECAJ Councillors, with all necessary changes being made.
- (d) Without limiting Rule 27(c), the election of ECAJ Councillors only occurs every 3rd or 4th year, depending on the requirements of the ECAJ.
- (e) Any casual vacancy in ECAJ Councillors must be filled in accordance with Clause 10.8.

28 Term of ECAJ Councillors

- (a) ECAJ Councillors hold office in accordance with ECAJ's constitution.
- (b) Despite Rule 27(a), if the term of office of the Committee of Management is extended from three (3) to four (4) years under the ECAJ's constitution, then:
 - (i) the ECAJ Councillors are taken to have been elected for that extended term and hold office until the end of that term; and
 - (ii) the Deputies must elect ECAJ Councillors to take office at the end of that extended term, by October in that fourth year of the term of the Committee of Management.