



Great  
Southern  
Bank

# Annexure 3 of the Information and Nomination pack

## Extract of CUA Constitution

Helping All Australians own their own home

**Section:** Appendix 3  
**Title:** Election of Directors

# Appendix 3 — Election of Directors

## Ballot at AGM

### A3-1 Election

- (1) Unless otherwise determined by the members at the annual general meeting, **directors** shall be elected in accordance with this Appendix.
- (2) The following table sets out the timetable for election of **directors** by **members**:

Steps in Election Procedure	Time
Call for nominations (see clause A3-2(1))	56 days before AGM (minimum)
Nominations close (see clause A3-2(2))	35 days before AGM (minimum)
Conduct of ballot and announcement of <b>directors</b> (see clause A3-7 – A3-9)	AGM

### A3-2 Nominations

- (1) The **board** must call for nominations at least 56 days before the AGM. The board may call for such nominations in such manner determined by the **board**.
- (2) Nominations close at least 35 days before the AGM on a date specified by the board when calling for nominations.
- (3) 10 **members** together have the right to nominate a person by giving the **credit union** a notice of nomination before nominations close. The notice of nomination must:
  - (a) declare that the person is eligible to be a **director** under Rule 13.2.1;
  - (b) declare that the person is at least 18; and
  - (c) be signed by the nominating **members** and the person.
- (4) The person nominated must:
  - (a) provide the **credit union** with all information and consents the **credit union** reasonably requests to determine if the person is disqualified by law from acting as a **director**;
  - (b) provide the **board** with all information and documentation that the **board** reasonably requests to determine if the person is of appropriate fitness and propriety to be and act as a **director** by reference to the **board's** Fit and Proper Policy.
- (5) If and when the **board** determines that the person nominated is of appropriate fitness and propriety to be and act as a **director**, by reference to the **board's** Fit and Proper Policy, the person becomes a **candidate**.

### **A3-3 Proceeding with Election**

- (1) If the number of **candidates** is equal to or less than the number of positions to be filled:
  - (a) each **candidate** shall be declared elected by the chair during the AGM; and
  - (b) the election process otherwise set out in A3-4 to A3-11 of this Appendix shall be discontinued.
- (2) If the number of **candidates** is greater than the number of positions to be filled a secret ballot shall be held at the AGM in accordance with the process set out in A3-4 to A3-11 of this Appendix.

### **A3-4 Appointment of Returning Officers**

- (1) The **board** must appoint a returning officer, who may appoint assistant returning officers, none of whom can be a **candidate**.
- (2) The **secretary** must prepare and give the returning officer a roll of **members**.

### **A3-5 Appointment of Scrutineer**

- (1) A **candidate** may appoint a scrutineer.
- (2) The duties and responsibilities of scrutineers are:
  - (a) to observe the sorting, counting and recording of ballot papers;
  - (b) to ensure that the votes of unrejected ballot papers are correctly credited to the appropriate **candidates**; and
  - (c) to raise any query with the returning officer regarding any of the ballot papers.

### **A3-6 Ballot Papers**

- (1) After nominations have closed, the returning officer must prepare ballot papers for the election.
- (2) The order in which the **candidates** appear on the ballot paper is to be determined by the returning officer by lot.
- (3) The returning officer must ensure some authenticating mark appears on each ballot paper before issuing them to the **members** at the general meeting.

### **A3-7 Conduct of Ballot**

- (1) The returning officer must conduct the ballot at the AGM.
- (2) The returning officer must provide secured ballot boxes. The ballot boxes must remain secured until the closure of the ballot.

### **A3-8 Closure of the Ballot**

The ballot closes at the time the chair specifies.

### A3-9 Procedures After Close of the Ballot

- (1) As soon as practicable after the ballot closes, the returning officer must ensure that the ballots are dealt with as follows:
  - (a) supervise the scrutinising of the ballot papers and reject informal ballot papers;
  - (b) count the votes;
  - (c) sign a declaration of the ballot as to the:
    - (i) names of the **candidates** appointed as **directors**;
    - (ii) votes cast for each **candidate**; and
    - (iii) number of votes rejected as informal; and
  - (d) deliver the declaration to the **chair**.
- (2) A ballot paper is informal if:
  - (a) it is not authenticated by the returning officer; or
  - (b) it has no vote indicated on it or it does not indicate the **member's** preference for a **candidate**.
- (3) The **chair** must announce the results of the ballot at the AGM.
- (4) If a **member** gives the **credit union** a written request, the **credit union** must make available to any **member** a copy of the returning officer's declaration of the ballot.
- (5) The returning officer must destroy the ballot papers three months after the declaration of the ballot.

### A3-10 Voting System

- (1) The **candidates** with the highest number of votes in accordance with the number of vacancies are appointed as **directors**.
- (2) If 2 or more **candidates** have the same number of votes, the **candidate** appointed as a **director** is determined by lot.

### A3-11 Direct Votes

- (1) The **board** may determine:
  - (a) that **members** entitled to vote in the election may cast a vote in the election by **direct vote**;
  - (b) the form, method and timing of giving a **direct vote** in order for the vote to be valid and formal in the election.
- (2) If the **board** allows **direct votes** in the election:
  - (a) the order in which the **candidates** appear on the direct voting instrument must be the same as on the ballot papers;

- (b) the **board** must have procedures in place to prevent a **member** voting more than once in the election;
  - (c) the **board** must ensure that the anonymity of the voter is protected;
  - (d) the **board** must determine the role of scrutineers in relation to the **direct votes**.
- (3) If a **member** casts a **direct vote** in the election the **member** is not entitled to vote in the ballot at the AGM, whether in person or by proxy.
- (4) A valid and formal **direct vote** cast by a **member** has the same effect as if the **member** had cast a valid and formal ballot paper in the election at the AGM.
- (5) The returning officer must destroy any submitted direct voting instruments, or records of submitted **direct votes**, in relation to the election three months after the declaration of the ballot.