

STANDARDS AUSTRALIA LIMITED

ELECTION AND BALLOT BY-LAWS

1. Adoption of By-Laws

These Election and Ballot By-Laws (**By-Laws**) will commence on the date that the Directors resolve to adopt them as a By-Law of the Company in accordance with the Constitution (**Constitution**) of Standards Australia Limited (**Company**).

2. Defined terms

Terms defined in the Constitution will have the same meaning in these By-Laws.

In addition:

Member means a Member of the Company under the Constitution.

Membership Committee means the Company's Membership Committee (howsoever named) from time to time.

Returning Officer means the person appointed as Returning Officer pursuant to **clause 9.1**

SDAC means the Company's Standards Development and Accreditation Committee (howsoever named) from time to time.

SDAC Charter means the Standards Development and Accreditation Committee Charter (as varied or replaced from time to time).

3. Application of By-Laws

These By-Laws will only apply to elections of:

- (a) Elected Directors (being Directors required to be elected by the Members);
- (b) Membership Committee members; and
- (c) SDAC members.

Part A – Nominations

4. Call for nominations

The Returning Officer will call for nominations of:

- (a) Elected Directors;
- (b) Membership Committee members; and
- (c) Elected SDAC members,

by sending written notice to each Member at least 30 days before the closing date for nominations.

5. Nominations

5.1 Elected Directors

- (a) All nominations of candidates for an Elected Director must:
 - (i) be in writing;
 - (ii) specify the full name, address and email address of the candidate;
 - (iii) be signed by 2 Member Representatives, neither of whom may be the candidate themselves;
 - (iv) be submitted to the Returning Officer by email by the date specified in the notice calling for nominations;
 - (v) be accompanied by a signed consent from the candidate to:
 - (A) act as Elected Director if elected; and
 - (B) at all times act in the best interest of the Company if elected; and
 - (vi) in the case of a candidate who:
 - (A) is, at the date of their nomination, an Elected Director; or
 - (B) prior to their nomination, has been an Elected Director,

specify the period(s) during which the candidate has held office as at the date of their nomination.
- (b) When nominating candidates for Elected Director, the Members shall have regard to the diversity of the Board and should consider whether the Board is comprised of an adequate mix of ages, genders, industry experience, geographic location, professional capabilities and to complement any gaps in the current Board. The Board will distribute as part of the call for nominations for Elected Directors a skills gap analysis of the current Board to assist Members in this regard.
- (c) Candidates must also provide to the Returning Officer the following documents for forwarding to Members with the ballot paper:
 - (i) a brief summary (to a maximum of 600 words) of their qualifications, experience, relevant industry experience and qualities that would contribute to the Board and any details of actual, perceived or potential conflicts of interest; and
 - (ii) a passport sized photo.

5.2 Membership Committee

- (a) Members may only nominate Member Representatives (including but not limited to their own Member Representative) as candidates for the Membership Committee.

- (b) All nominations of candidates for the Membership Committee must:
 - (i) be in writing;
 - (ii) specify the full name, address and email address of the candidate;
 - (iii) be signed by 2 Member Representatives, one of whom may be the candidate him or herself;
 - (iv) be submitted to the Returning Officer by email by the date specified in the notice calling for nominations; and
 - (v) be accompanied by a signed consent from the candidate to:
 - (A) act as a Membership Committee member if elected; and
 - (B) at all times act in the best interest of the Company if elected.
- (c) Candidates must also provide to the Returning Officer the following documents for forwarding to Members with the ballot paper:
 - (i) a brief summary (to a maximum of 600 words) of their qualifications, experience, relevant industry experience and qualities that would contribute to the Membership Committee and any details of actual, perceived or potential conflicts of interest; and
 - (ii) a passport sized photo.

5.3 SDAC

- (a) All nominations of candidates for Elected SDAC Members must:
 - (i) be in writing;
 - (ii) specify the full name, address and email address of the candidate;
 - (iii) specify the position for which the person is being nominated by reference to the criteria for membership specified in the SDAC Charter;
 - (iv) be signed by or on behalf of the nominating person or organisation;
 - (v) be submitted to the Returning Officer by email by the date specified by the Returning Officer; and
 - (vi) be accompanied by a signed consent from the candidate to:
 - (A) act as an SDAC member if elected; and
 - (B) at all times act in the best interest of the Company if elected.
- (b) When nominating candidates for SDAC, the nominator shall have regard to the diversity of SDAC and should consider whether SDAC is comprised of an adequate mix of ages, genders, industry experience, geographic location, professional capabilities and to complement any gaps in the current composition of SDAC.

6. Validity of nominations

- 6.1 No nomination shall be valid unless:
- (a) the candidate nominated consents to act if elected; and
 - (b) the nomination paper and consent are received before the closing date for nominations specified in the notice calling for nominations.
- 6.2 A nomination will not be valid if the nominated candidate is a person who would be ineligible to be a company director under the Act or the ACNC Act.
- 6.3 The consent shall be sufficient if the candidate signs a form of consent on the nomination paper but the Returning Officer may accept any other form of consent, whether accompanying the nomination paper or not, including consent given by electronic means, that the Returning Officer deems satisfactory and such acceptance shall be final.
- 6.4 A candidate may withdraw his or her consent to nomination at any time before the close of nominations (but not after), by lodging with the Returning Officer a notice of withdrawal, which notice may be given by post or electronic means, and as a consequence the nomination shall be cancelled.

7. When is a secret ballot required?

If the number of candidates nominated is:

- (a) not greater than the number required to be elected, no ballot shall be conducted and the Chair of the Board shall declare the candidate(s) nominated duly elected as Director(s), Membership Committee member(s) or SDAC member(s) (as applicable);
- (b) greater than the number required to be elected, a secret ballot must be conducted in accordance with **Part B**.

Part B – Secret Ballots

8. Means of conducting secret ballots

- 8.1 If a secret ballot is required, it may be conducted:
- (a) by post;
 - (b) by secure electronic means (including email or use of an online voting portal);
or
 - (c) by any combination of these means,
- as determined by the Board.
- 8.2 Any such ballot will close on a date to be fixed by the Board.

9. Role of Returning Officer

- 9.1 The Secretary, or such other person appointed by the Board, shall act as Returning Officer.
- 9.2 The Returning Officer shall cause ballot papers to be prepared. If the ballot is to be conducted by post, hard copy ballot papers must be prepared. If the ballot is to be conducted by electronic means, electronic ballot papers must be prepared.

10. Ballot papers

The ballot papers shall contain:

- (a) the names of the candidates in alphabetical order by surname;
- (b) a statement as to the number of candidates to be elected;
- (c) in the case of an election of Elected Directors, a statement as to any candidate who may only be elected by way of a Special Resolution;
- (d) such directions as to the manner in which the vote is to be recorded, the ballot paper returned to the Returning Officer and the recording of particulars to identify the Member as determined from time to time by the Board. Such directions may be omitted in whole or part where such directions are set out in material which, in the opinion of the Board, is likely to accompany the ballot paper when provided to the Members; and
- (e) the date the ballot opens.

11. Ballot procedures

- 11.1 Unless otherwise determined by the Board, the ballot procedures set out in this **clause 11** shall apply.
- 11.2 The Returning Officer shall provide by post or electronic means to each Member a ballot paper and a copy of the statements provided by the candidates. If the ballot papers are provided by:

- (a) post, the Returning Officer may dispatch an envelope addressed to the Returning Officer.

The envelope may be prepaid and shall include provision on it for the Member to record particulars which identify the Member, such particulars being determined from time to time by the Board.

- (b) electronic means, this obligation may be satisfied by providing an electronic link to the ballot paper and the statements or to any electronic voting system which contains those documents.

The Returning Officer must ensure that a secure method of identifying a Member is used, for example by reference to a personal identification code.

- 11.3 The ballot paper shall be provided to Members not less than 21 days prior to the close of the ballot. A ballot paper sent by:
- (a) post is taken to be given 3 business days after it is posted; and
 - (b) electronic means is taken to be given on the business day after it is sent.
- 11.4 If the Returning Officer provides ballot papers by post:
- (a) a Member who wishes to vote shall record the Member's vote by:
 - (i) completing the ballot paper in accordance with the directions shown on it or in material which accompanied the ballot paper when dispatched;
 - (ii) placing the completed ballot paper in either the envelope addressed to the Returning Officer and dispatched with the ballot paper or an envelope provided by the Member which is so addressed;
 - (iii) sealing the envelope;
 - (iv) recording on the envelope the necessary particulars which identify the Member; and
 - (v) returning the envelope to the Returning Officer at a nominated place no later than the close of the ballot.
 - (b) the Returning Officer shall, upon receipt of an envelope purporting to contain a ballot paper examine the name or other particulars on the envelope and:
 - (i) accept any ballot paper for scrutiny where the Returning Officer is satisfied that:
 - (A) the Member of the name or with such particulars stated on the envelope:
 - (I) is a Member;
 - (II) has noted already voted in that ballot; and
 - (B) the ballot paper has been received by the closing date; or
 - (ii) otherwise, reject the ballot paper.
- 11.5 If the ballot is conducted electronically, a Member who wishes to vote shall record the Member's vote by completing the ballot paper in accordance with the directions provided for that ballot. The Returning Officer shall reject any ballot paper received electronically unless it has been lodged in accordance with any applicable administrative protocols for online or electronic lodgement for that ballot.

12. Returning officer to scrutinise ballot papers

- 12.1 The Returning Officer may adopt and act on as the voting roll, the register of Members, or a copy of the register, as at the date being 48 hours before the date of the ballot paper.

- 12.2 The scrutiny of the ballot papers shall commence after the close of the ballot and shall be conducted by the Returning Officer. Subject to clauses concerning death of a candidate, a ballot paper shall be informal if it does not indicate the voter's vote for exactly the number of candidates who are stated on the ballot paper to be elected. A ballot paper shall not be informal for any reason other than specified in these By-Laws, but shall be given effect to according to the voter's intention so far as that intention is clear.
- 12.3 The Returning Officer shall count the votes given for each candidate on all valid ballot papers or, in the case of a ballot conducted using an electronic means, require any administrator of the electronic system to provide, after close of the ballot, the number of votes cast for each nominee and the number of electronic ballot forms submitted.
- 12.4 If any candidates have an equal number of votes the Returning Officer shall have a casting vote which shall be determined by lot.
- 12.5 The Returning Officer shall make out and sign a report setting out the number of votes given for each candidate and shall convey the report to the Chair of the Board.

13. Independent scrutineer

The Board may appoint an independent scrutineer to:

- (a) attend the opening and counting of the ballot.
- Where the ballot is conducted using electronic means, the independent scrutineer may attend the meeting between the Returning Officer and the administrator of any electronic system at which the number of votes cast for each nominee is communicated by the administrator;
- (b) inspect the ballot papers and such forms or documents used and issued by the Returning Officer; and
- (c) make any recommendation to the Board if dissatisfied with any aspect of the conduct of the ballot.

14. Chair of the Board to declare candidates

14.1 Elected Directors

- (a) The Chair of the Board shall declare elected as Elected Director(s) the candidate(s) who, according to the Returning Officer's report, have received the highest number of votes or who are elected unopposed. The Elected Director(s) so elected shall take office immediately upon the conclusion of the annual general meeting conducted after such election.
- (b) If during the election period any candidate dies and the candidates remaining are greater in number than the candidates required to be elected a secret ballot shall be conducted and the ballot paper shall not be informal by reason only of:
- (i) the inclusion on the ballot paper of the name of the deceased candidate; and/or

- (ii) any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates required to be elected.

14.2 Membership Committee members

- (a) The Chair of the Board shall declare elected as Membership Committee member(s) the candidate(s) who, according to the Returning Officer's report, have received the highest number of votes or who are elected unopposed.
- (b) In the event of an equality of votes, the election will be decided by lot conducted by the Returning Officer in the presence of the independent scrutineer.
- (c) If during the election period any candidate dies and the candidates remaining are greater in number than the candidates required to be elected a secret ballot shall be conducted and the ballot paper shall not be informal by reason only of:
 - (i) the inclusion on the ballot paper of the name of the deceased candidate; and/or
 - (ii) any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates required to be elected.

14.3 SDAC members

- (a) The Chair of the Board shall declare elected as SDAC member(s) the candidate(s) who, according to the Returning Officer's report, have received the highest number of votes or who are elected unopposed.
- (b) In the event of an equality of votes, the election will be decided by lot conducted by the Returning Officer in the presence of the independent scrutineer.
- (c) If during the election period any candidate dies and the candidates remaining are greater in number than the candidates required to be elected a secret ballot shall be conducted and the ballot paper shall not be informal by reason only of:
 - (i) the inclusion on the ballot paper of the name of the deceased candidate; and/or
 - (ii) any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates required to be elected.

15. Irregularities

- 15.1 The non-receipt of a ballot paper by a Member, the omission of the Returning Officer to forward a ballot paper to a Member, or, in the case of an electronic ballot, the omission to forward an electronic link to such ballot paper or any electronic voting system, or the failure of either a Member or the Returning Officer to comply strictly with any of the technicalities required by these clauses shall not invalidate an election.
- 15.2 Where any technicality required by these clauses is not met, the Returning Officer, shall have a discretion (but is not required), to accept the ballot paper of any Member and count the Member's vote.