

# BALLOT BY-LAWS

of

Standards Australia Limited

ABN 85 087 326 690

## BACKGROUND

1. Schedule A of the Membership Rules provides that the number of Directors to be elected by the Council shall be in accordance with the Constitution Article 91. Annual elections shall exclude the position of Chief Executive Officer.
2. The Council is entitled to appoint Directors by election in accordance with the procedures set out in Schedule A of the Membership Rules in accordance with Constitution Article 92.
3. Schedule A of the Membership Rules provides that if the number of candidates nominated is greater than the number required to be elected, a secret ballot of Councillors must be conducted in accordance with these Ballot By-Laws.

## BALLOT TO BE CARRIED OUT BY POST OR ELECTRONIC MEANS

4. Where the number of candidates nominated is greater than the number required to be elected, a secret ballot of Councillors must be conducted by post or by secure electronic means (including email or use of an online voting portal), or by any combination of these means, as determined by the Board. Any such ballot will close on a date to be fixed by the Board. The Board may from time to time determine the criteria for selecting an electronic means for the ballot.

## ROLE OF RETURNING OFFICER

5. The Secretary of the Company, or such other person appointed by the Board, shall act as returning officer.
6. 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. The ballot papers shall contain:
  - (a) the names of the candidates in alphabetical order;
  - (b) a statement as to the number of candidates to be elected; and
  - (c) 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 Councillor 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 Councillors.

## BALLOT PROCEDURES

7. The Board may from time to time determine the manner of identifying a Councillor. Whatever procedure is determined, the requirements of the next five clauses shall be read subject to the procedures so determined by the Board. Unless otherwise determined by the Board the procedure shall be as set out in the next five clauses.
8. The returning officer shall provide by post or electronic means to each Councillor a ballot paper and a copy of the statements provided by the candidates. In the case of a ballot conducted by 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. If ballot papers are sent by 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 Councillor to record particulars which identify the Councillor, such particulars being determined from time to time by the Board. If ballot papers are sent by electronic means, the returning officer must ensure that a secure method of identifying a Councillor is used, for example by reference to a personal identification code.

9. The ballot paper shall be provided to Councillors not less than 21 days prior to the close of the ballot. A ballot paper sent by post is taken to be given three business days after it is posted. A ballot paper sent by electronic means is taken to be given on the business day after it is sent.
10. If the returning officer provides ballot papers by post, a Councillor who wishes to vote shall record the Councillor's vote by:
  - (a) completing the ballot paper in accordance with the directions shown on it or in material which accompanied the ballot paper when dispatched;
  - (b) 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 Councillor which is so addressed;
  - (c) sealing the envelope;
  - (d) recording on the envelope the necessary particulars which identify the Councillor; and
  - (e) returning the envelope to the returning officer at a nominated place no later than the close of the ballot.
11. If clause 10 of these By-Laws apply, upon receipt of an envelope purporting to contain a ballot paper, the returning officer shall examine the name or other particulars on the envelope. If the returning officer is satisfied that a Councillor of the name or with such particulars is on the register as a Councillor and has not already voted in that ballot, the returning officer may accept the ballot paper in that envelope for scrutiny. The returning officer shall reject any ballot paper where the returning officer is not so satisfied or where the envelope is received after the close of the ballot.
12. Where the ballot is conducted electronically, a Councillor who wishes to vote shall record the Councillor'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.

#### RETURNING OFFICER TO SCRUTINISE BALLOT PAPERS

13. The returning officer may adopt and act on as the voting roll, the register of Councillors, or a copy of the register, as at such date in the election period as the returning officer determines.
14. 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.
15. 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. If any candidates have an equal number of votes the returning officer shall have a casting vote which shall be determined by lot. 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 Chairman.

## INDEPENDENT SCRUTINEER

16. 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 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.

## CHAIRMAN TO DECLARE CANDIDATES

17. The Chairman shall declare elected as 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 Director(s) so elected shall take office immediately upon the conclusion of the annual general meeting conducted after such election.
18. If during the election period any candidate dies and the candidates remaining are greater in number than the candidates then required to be elected a secret ballot shall be conducted and the ballot paper shall not be informal by reason only:
- (a) of the inclusion on the ballot paper of the name of the deceased candidate; and/or
  - (b) of any vote recorded for the deceased candidate or of any resultant failure to vote for the exact number of candidates then required to be elected.

## IRREGULARITIES

19. The non-receipt of a ballot paper by a Councillor, the omission of the returning officer to forward a ballot paper to a Councillor, 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 Councillor or the returning officer to comply strictly with any of the technicalities required by these clauses shall not invalidate an election. Where any technicality required by these clauses is not met, the returning officer, shall have a discretion, to accept the ballot paper of any Councillor and count the Councillor's vote.

## BALLOT BY-LAWS BINDING ON COUNCIL

20. These Ballot By-Laws are binding on the Council.
21. The Council empowers and authorises the Board to amend these Ballot By-Laws for the purposes of giving effect to the ballot process that must be carried out in accordance with Articles 91 and 92 of the Constitution. Any such amendments will be notified to Council prior to any call for nominations.
22. To the extent of any inconsistency, the Constitution prevails over these Ballot By-Laws.