



community first
credit union

2021

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 62nd Annual General Meeting of Community First Credit Union Limited (“the Credit Union”) will be held on:

Thursday 16 December 2021 at 2.00pm (AEDT)

67-73 St Hilliers Road, Auburn NSW 2144

Explanatory Notes in relation to the Annual General Meeting are included at the end of this Notice. Please read these notes carefully.

Agenda

- 1. Minutes:** To consider the minutes of the 61st Annual General Meeting held on 22 October 2020.
- 2. Financial Statements and Reports:** To receive the Credit Union's Financial Report, Directors' Report and the Auditor's Report for the period ended 30 June 2021.
- 3. Amending Constitution:** To consider and, if thought fit, to pass the following resolutions as separate special resolutions to amend the Constitution:

Mutual Capital Instruments

- 3.1 That the Credit Union's Constitution be amended to allow for the issue of mutual capital instruments (MCIs) by making the amendments marked-up in the copy of the Constitution which is tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.

Note: The proposed amendments to the Credit Union's Constitution are described in the Explanatory Notes to this Notice. A copy of the Constitution marked-up with the proposed amendments is available on our website at www.communityfirst.com.au. Alternatively, members can request a copy by contacting the Credit Union on 1300 13 22 77. A copy will also be available to view at the Annual General Meeting.

Virtual Meeting Technology, Director Election Procedures, Membership Applications and Common Seal

- 3.2 That the Credit Union's Constitution be amended to allow for the use of virtual meeting technology, make changes to the procedures for the election of directors, make changes to the membership application process and to remove provisions related to use of the common seal by making the amendments set in the document headed "Agenda Item 3.2 Constitutional Amendments" which is tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.

Note: The proposed amendments to the Credit Union's Constitution are described in the Explanatory Notes to this Notice. A copy of the amendments is available on our website at www.communityfirst.com.au. Alternatively, members can request a copy by contacting the Credit Union on 1300 13 22 77. Copies will also be available to view at the Annual General Meeting. The proposed amendments include options depending on whether or not the special resolution on MCIs in Agenda Item 3.1 is passed.

- 4. Director Appointments:** To consider, and if thought fit, pass each of the following as separate resolutions:

Appointment of Stephen Nugent

- 4.1 That Stephen Nugent be reappointed as a Director of Community First Credit Union.

Appointment of Nuria Kelly

- 4.2 That Nuria Kelly be reappointed as a Director of Community First Credit Union.

- 5. Directors' Remuneration:** To consider, and if thought fit, pass the following resolution:

- 5.1 That the maximum aggregate remuneration of Elected Directors be set at \$623,100 for the financial year ending 30 June 2022.

Proxies

You can appoint a proxy to attend and vote at the meeting on your behalf. Your proxy does not have to be a member of the Credit Union. An appointment of proxy form can be obtained by contacting the Credit Union on 1300 13 22 77. To be valid, your Appointment of Proxy form must reach the Credit Union no later than 5.00pm, 14 December 2021.

By Order of the Board of Directors

Hung Truong

Company Secretary
23 September 2021

Explanatory notes

The Explanatory Notes that follow provide important information regarding the terms of business to be considered at the Annual General Meeting.

Agenda Item 1: Minutes

Members will be given an opportunity to consider and note matters contained within the minutes of the 2020 Annual General Meeting held on 22 October 2020. The draft minutes will be available at the meeting or by contacting the Credit Union on 1300 13 22 77.

Agenda Item 2: Financial Statements and Reports

Section 317 of the Corporations Act 2001 requires that the Financial Report, Directors' Report and the Auditor's Report be presented at the Annual General Meeting.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of Community First Credit Union. A copy of the 2021 Annual Financial Report will be available on our website at www.communityfirst.com.au at least 21 days before the Annual General Meeting.

Agenda Item 3: Amending Constitution

3.1 Mutual Capital Instruments

This special resolution will amend the Credit Union's Constitution to allow for the issue of Mutual Capital Instruments (MCIs). MCIs are a new bespoke type of share provided for by law, that can only be issued by mutual entities. MCIs allow mutual entities to raise capital without jeopardising their mutual status or structure. The ability to issue MCIs gives mutual entities access to a broader range of capital raising and investment options than they previously had, to help innovate, grow and compete.

The Credit Union is a mutual entity as defined in the Corporations Act (each member has no more than 1 vote in general meeting for each capacity in which a person is a member) and thus is eligible to issue MCIs. However, the Credit Union's Constitution must first be amended to allow it to issue MCIs. This special resolution will amend the Credit Union's Constitution to address the specific legal requirements for MCIs, by:

- stating that the Credit Union is intended to be an MCI mutual entity;
- ensuring that rights attaching to MCIs or a class of MCIs can only be varied or cancelled by a special resolution of the Credit Union and either:
 - a special resolution of all persons holding the same class of MCI; or
 - obtaining written consent of 75 per cent of the holders of the class of MCI;
- specifying that MCIs can only be issued as a fully paid share;
- stating that any dividends in respect of the MCI are non-cumulative;
- setting out the rights attached to the MCI with respect to participation in surplus assets and profits.

Currently the Credit Union is only able to issue member shares. If the amendments are made it will also be able to issue MCIs. In addition to the matters described above the key features and rights of MCIs will be as summarised below:

- the terms of issue, including rights attaching to, MCIs will be as determined at the time by the Board;
- the Credit Union may issue different classes of MCIs with different rights;
- the Credit Union may issue other types of securities on terms that they will or may convert to MCIs;
- MCIs may carry a right to dividends;
- MCIs may carry a right in the event of the winding-up of the Credit Union to payment of their subscription price, but cannot otherwise carry any right to share in surplus assets – by default this payment can only be made after the subscription price on all member shares has been paid, however classes of MCIs may be issued on terms that give them priority to payment of subscription price before member shares and other MCIs;

- ❑ MCIs may carry a right to vote in general meeting and in the election of directors, but capped at 1 vote per MCI holder – if an MCI holder is also a member that person cannot cast more than 1 vote in total;
- ❑ MCIs may carry rights that are preferred, equal, or deferred to the rights of members and any other class of MCIs.

The amendments seek to provide the Board with flexibility as to the terms of issue of MCIs to be best placed to address commercial and regulatory requirements for capital raising purposes. Whether or not MCIs carry any of the above permitted rights is a matter for the Board to determine if and when it decides to issue MCIs. **At this time the Board has no plans to issue any MCIs.**

The special resolution will also make consequential amendments to the Constitution in recognition that the Credit Union may have shareholders other than members (i.e. MCI holders), and that MCI holders, not just members, may be entitled to vote in general meetings and in the election of directors

Exemption from, and amendments to, the Demutualisation Approval Procedure Rules

The Credit Union has Demutualisation Approval Procedure Rules (DAPRs) in its Constitution that were developed to ensure that proposals that might demutualise the Credit Union could not proceed unless approved by a significant proportion of members via a prescribed postal ballot process. Proposals that are contrary to the Principles of Mutuality contained in the Preamble to the Constitution trigger the DAPRs. The DAPRs and Principles of Mutuality were developed many years ago, before there was a legislative definition of a mutual entity.

Although the proposed amendments to the Constitution to allow for the issue of MCIs are not a demutualisation as generally understood and would not jeopardise the Credit Union's status as a mutual entity, they would technically trigger the DAPRs as they are inconsistent with the Principles of Mutuality.

In recognition that many mutual entities have Constitutional rules similar to the DAPRs, the law permits the Credit Union to amend its Constitution to allow for the issue of MCIs without complying with the DAPRs. Instead, the amendments can be made simply via a special resolution of members in general meeting. However, this only applies if the amendments are made by 6 April 2022.

To ensure that the future issue of MCIs (or of securities that may convert to MCIs) will not itself trigger the DAPRs, the Constitutional amendments include consequential changes to both the DAPRs and the Principles of Mutuality to allow for such events. The amendments also address the possibility that the Corporations Act definition of MCIs may change in the future, by allowing shares, or securities convertible to shares, to be issued (or for the Constitution to be amended to allow for their issue) without triggering the DAPRs, so long as the shares meet the MCI conditions either in effect now, or at the time of the issue or conversion. The DAPR will also be amended to clarify that MCI holders do not have a right to vote in any postal ballot under the DAPR.

3.2 Virtual Meeting Technology, Director Election Procedures, Membership Applications and Common Seal

This special resolution will amend the Credit Union's Constitution to:

- ❑ allow the use of virtual meeting technology and direct voting for general meetings and other shareholders' meetings;
- ❑ allow the Board to determine voting procedures to apply to the election of directors;
- ❑ make other changes relating to the director election, including replacing the existing preference voting system with a simple 'first-past-the-post' system;
- ❑ remove the requirement for a written application for new members; and
- ❑ remove unnecessary rules relating to the use of the common seal.

Virtual Meeting Technology

The changes will expressly allow the Credit Union to conduct general meetings and other meetings of members (and MCI holders if relevant) using virtual meeting technology approved by the Board, subject to any conditions or limitations in the Corporations Act. Persons attending a meeting using virtual meeting technology are taken to be present in person at the meeting.

The current requirement for votes to be conducted by show of hands unless a poll is demanded will also be modified to allow for the use of a poll when required by the Corporations Act. This allows for the possibility of the Corporations Act requiring votes at meetings using virtual meeting technology to be conducted by poll.

Direct Voting

In addition, the changes allow for the Credit Union to implement means of direct voting on resolutions before or during a general meetings or other shareholders' meetings, such as by post or online. This allows the Credit Union to provide a means for shareholders to vote directly even if they are not attending the meeting (whether personally or via technology).

Director Election Procedures

An election of directors occurs whenever the number of candidates for election exceeds the number of vacancies to fill. Currently the election of directors must be held by a postal ballot in accordance with the procedures set out in the Constitution. The proposed changes will retain this postal ballot procedure as the default voting procedure (but with a reduced minimum ballot period of 14 days after the postal ballots are sent), but will give the Board the flexibility to approve different voting procedures to apply instead. This could include, amongst other things, online or other electronic forms of voting, different types of postal ballots, a ballot conducted at the AGM, or a combination of different voting options.

Board approved voting procedures must address key matters set out in the Constitution, and copies of the Board approved voting procedures applicable to an election must be given to all candidates and to any member who requests it.

The changes will also:

- ❑ specify that new members, or other voting shareholders, who join after the 2021 AGM are only eligible to vote in the election of directors if they have held their voting shares for at least 12 months as at 30 June preceding the election – this will not affect the voting rights of existing members;
- ❑ allow for candidate summaries to be made available to voters, rather than having to be posted to them with ballot papers;
- ❑ replace the existing preference voting system with a simple 'first-past-the-post' system where each eligible member may cast a ballot including equal votes for a number of candidates not exceeding the number of vacancies to fill, with the candidates receiving the most votes filling the vacancies, and any relevant ties determined by lot.

Membership Applications

The existing requirement that a person must apply for membership in writing will be removed. This will remove the need for a membership application form and provide the Credit Union with greater flexibility in its new member onboarding processes.

Common Seal

Existing rules about use of the Credit Union's common seal will be removed as they are unnecessary and of no practical effect. There is no legal requirement for the Credit Union to have a seal. Whether or not the Credit Union has a seal, and who is authorised to use it, remain matters that are determined by the Board.

To be passed these special resolutions requires the approval of at least 75% of the votes validly cast by members.

The Board unanimously supports the two separate special resolutions to amend the Constitution and encourages members to vote in favour of the resolutions at the Annual General Meeting.

Agenda Item 4: Director Appointments

The Directors appointed at this Annual General Meeting will hold office for a term ending at the conclusion of the Annual General Meeting in 2024.

A postal ballot was not necessary this year because the number of eligible nominations received equalled the number of vacancies to be filled. Accordingly, the appointments may be made by separate resolutions at this Annual General Meeting.

4.1 Appointment of Stephen Nugent

In accordance with the Constitution, Mr Nugent retires by rotation. Being eligible, he offers himself for appointment for a further term.

Mr. Nugent has been interviewed by the Board Nomination Committee, and in the view of the Committee, has demonstrated his ability to meet the requirements to be a Director of Community First Credit Union.

Mr Nugent joined the Board as a Director in May 2002. Stephen has more than 30 years' experience in the finance and insurance industries and was formally the Chief Customer Officer for The Hospital Contributions Fund of Australia Limited (HCF). Stephen is also a Director of the Customer Owned Banking Association.

Stephen brings to the Board a wide range of experience in project and operations management, process improvement, sales, marketing, customer service, financial management, Retirement and aged care, strategic planning and compliance.

4.2 Appointment of Nuria Kelly

In accordance with the Constitution, Ms Kelly retires by rotation. Being eligible, she offers herself for appointment for a further term.

Ms Kelly has been interviewed by the Board Nomination Committee, and in the view of the Committee, has demonstrated her ability to meet the requirements to be a Director of Community First Credit Union.

Ms Kelly joined the Board as an Associate Director in May 2002 and was elected to the Board in 2003. Nuria has more than 20 years' experience in financial planning and management, with qualifications from the Securities Institute of Australia and an Associate Diploma in

Accounting and a Diploma of Law. Nuria has retired as principal of a Financial Planning and Stockbroking Practice with Bridges Financial Services (IOOF) and brings to the Board her experience of working closely with Community First Members through her financial planning and stockbroking role. Nuria was also previously Head of Financial Services Sydney with RSM Australia (RSM Bird Cameron).

Recently she has been working as a Governance and Risk Management Consultant, assignments have included senior manager executive positions such as Head of Legal and Compliance for financial services firms.

Ms Kelly is also a Director of Foot of the Mountains Pty Ltd which owns retail businesses in the Blue Mountains to December 2019.

Agenda Item 5: Directors' Remuneration

The Board is seeking approval of aggregate remuneration for Elected Directors of \$623,100 for the current financial year ending 30 June 2022.

The Board has an established method for developing the recommended level of directors' fees to be submitted for approval by members at the Annual General Meeting. The recommendation is based on the results of the independent annual Mutual Financial Board Remuneration Survey conducted by external Management Consultants.

Agenda Item 3.2 Constitutional Amendments

Virtual Meeting Technology, Director Election Procedures, Membership Applications and Common Seal

Note: Words highlighted in **yellow** will only apply if the Agenda Item 3.1 MCI Constitutional amendments are approved. Words highlighted in **green** will only apply if the Agenda Item 3.1 MCI Constitutional amendments are not approved.

1. In Rule 1.1, after the definition of "deposit" include the following new definition:
direct vote means a vote at a **shareholders' members** meeting delivered to the **credit union** by such means as approved by the **board** under Rule 11.5.
2. In Rule 3.1(1), delete paragraph (a) and renumber the remaining paragraphs accordingly.

11.4 Virtual Meeting Technology

- (1) Subject to the *Corporations Act*, the **credit union** may hold, and allow a person to attend, a **shareholders' members** meeting using such virtual meeting technology as approved by the board that provides persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present.
- (2) While a person attends a **shareholders' members** meeting using such virtual meeting technology the person is, for all purposes, present in person at the meeting.
- (3) If any technical difficulty occurs before or during a **shareholders' members** meeting which may prevent persons seeking to attend via approved virtual meeting technology from being able to attend or participate in the meeting then the chair may:
 - (a) adjourn the meeting until the difficulty is remedied; or
 - (b) so long as a quorum of **shareholders' members** remains present and able to participate in the meeting, continue the meeting.

11.5 Direct Voting

- (1) The board may determine:
 - (a) that **shareholders' members** entitled to attend and vote at a **shareholders' members** meeting may cast a **direct vote**;
 - (b) the form, method and timing of giving a direct vote in order for the vote to be valid at a meeting;
 - (c) whether direct votes are counted where the vote is by show of hands.
- (2) A valid direct vote cast by a **shareholder member** has the same effect as if the shareholder member had cast the vote in person at the meeting.

3. At the end of Rule 12.1(1), before the full stop, add:
or a poll is required by the *Corporations Act*
4. Delete Rule 18.1 and renumber the remaining rules accordingly, including all cross references.
5. Replace Appendix 5 with the following:

Appendix 5 – Election of Directors

Division 1 – General Procedures

A5-1 Election

- (1) Except as provided in clause A5-3, an election of **directors** is held by secret ballot to which the provisions of this Appendix apply.

A5-2 Nominations

- (1) The **board** must give **members** a notice calling for **members** to nominate **candidates** not less than 60 days before the AGM. The **board** may give this notice, in addition to any of the methods allowed in Subrule 1.5, by advertisement:
 - (a) at the **credit union's** offices; or
 - (b) in newspapers.
- (2) Nominations close on a date determined by the **board** being not less than 21 days after nominations are called for.
- (3) In order to be nominated, a **candidate** must:
 - (a) be eligible under paragraphs (a), (b) and (c) of Rule 13.2(1);
 - (b) be nominated by 2 **members**;
 - (c) consent to the nomination; and
 - (d) provide the **credit union** with:
 - (i) a declaration in such form as the **board** may require as to the **candidate's** eligibility to be a **director** including under the Constitution, **prudent standards**, the *Corporations Act* and the *Banking Act*;
 - (ii) a criminal history check consent in such form and with such attachments as the **board** may require; and

- (iii) any other information and documentation reasonably requested by the **board**.
 - (e) have been a **member** continuously for the 1 year immediately preceding the date nominations close; and
 - (f) not have been an employee of the **credit union** at any time in the 3 years immediately preceding the date nominations close.
- (4) A **candidate** must ensure that all information provided under paragraph (d) of sub-Rule A5-2(3) is accurate and not misleading (including by the omission of material information).
 - (5) A **candidate** must advise the **credit union** of any material changes to the information provided under paragraph (d) of sub-Rule A5-2(3) immediately after the **candidate** becomes aware of any such material change.
 - (6) A **candidate** must attend an interview with the Board Nomination Committee within 7 days after close of nominations, or at such other time as may be agreed with the Board Nomination Committee and provide any further information and documentation which the Board Nomination Committee reasonably requests.
 - (7) If, after considering a report by the Board Nomination Committee, the **board** does not resolve that a candidate has demonstrated that he or she has the skills that would allow him or her to make an effective contribution to **board** deliberations and processes and is a fit and proper person to act as a **director**, the **candidate** ceases to be a **candidate** for election.
 - (8) A retiring director may stand for re-election without nomination but must :
 - (a) be eligible for election under Rule 13.2; and
 - (b) consent to act as a director if elected.
 - (9) A candidate may submit background notes of up to 200 words and a recent photograph of the candidate, copies of which will be made available to all **shareholders eligible to vote in the election of directors members**.
 - (10) The returning officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the returning officer that the candidate is not eligible under Rule 13.2.
 - (11) Upon rejecting a nomination, the returning officer is to notify immediately the candidate and the Board.

A5-3 Proceeding with Election

- (1) If the number of **candidates** is equal to or less than the number of positions to be filled:
 - (a) the **general meeting** may appoint each **candidate** as a **director** by passing a separate resolution at the AGM; and
 - (b) the election process otherwise set out in this Appendix is discontinued.

A5-4 Appointment of Returning Officers

- (1) The **board** must appoint a returning officer, who may appoint assistant returning officers, none of whom can be an officer of the **credit union** or a **candidate**.
- (2) The secretary must prepare and give the returning officer a roll of shareholders members eligible under clause A5-5 to vote in the election of **directors**.

A5-5 Eligibility to Vote

- (1) A **shareholder member** is not eligible to vote in the ballot for the election of **directors** unless, as at the most recent 30 June preceding the close of the ballot, the person:
 - (a) has continuously held the share or shares giving them a right to vote in the election for at least 12 months; or
 - (b) has been a **member** continuously since the **credit union's** 2021 Annual General Meeting.

A5-6 Conduct of Ballot

- (1) Voting in the election of **directors** will be conducted by ballot according to:
 - (a) if the **board** has approved voting procedures to apply to the election in accordance with Division 2 of this Appendix – those voting procedures;
 - (b) otherwise – the postal ballot procedures set out in Division 3 of this Appendix.

A5-7 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 ballots and reject informal ballots;
 - (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 **secretary**.
- (2) The chair must announce the results of the ballot at the next AGM.
- (3) If a **shareholder member** eligible to **vote** in the election gives the **credit union** a written request, the credit union must make available to that **shareholder member** a copy of the returning officer's declaration of the ballot.
- (4) No election shall be **voided** on account of any error or omission of the returning officer which did not affect the result of the election.

A5-8 Voting System (1) The voting system is as follows:

- (a) In the ballot, a **shareholder member** eligible to vote in the election may vote for up to the number of candidates equal to the number of vacancies to be filled by the election.
- (b) Each vote for a candidate is of equal weight.
- (c) The candidates with the highest number of votes in accordance with the number of vacancies are appointed as **directors**.
- (d) To the extent relevant in determining which candidates are appointed as **director**, if 2 or more candidates have the same number of votes, which of those candidates is appointed as **director** is determined by lot.

A5-9 Irregularity in the Conduct of an Election

- (1) The **candidates** that the returning officer declares to have been appointed are appointed unless the **secretary** receives an objection to the ballot within 7 days of the AGM.
- (2) If the **board** is of the opinion that the objection is reasonable, it may resolve to declare the returning officer's declaration void.
- (3) The returning officer must then conduct a further scrutiny in accordance with the Constitution the results of which prevail unless the **board** resolves to call a new poll by a unanimous resolution of all **directors** other than those appointed as a result of the ballot to which the objection relates.

Division 2 – Board Approved Voting Procedures

A5-10 Voting Procedures

- (1) The **board** may approve voting procedures to apply to the election of **directors**. The **board's** approval may be standing approval.
- (2) To avoid any doubt, the voting procedures may allow for **shareholders members** to cast votes in the ballot by electronic means.
- (3) In determining the voting procedures, the **board** must take reasonable steps to address the following matters:
 - (a) each **shareholder member** entitled to vote in the election should have a reasonable opportunity to participate in the ballot;
 - (b) precautions to ensure that each **shareholder member** entitled to vote in the election may only vote once in the ballot;
 - (c) procedures enabling the returning officer to detect fraud or impropriety in the voting process;
 - (d) procedures to protect the anonymity of the voter;
 - (e) instructions for voting must be legible and clearly expressed so as to accurately inform **shareholders members** how to complete and cast a vote;
 - (f) to the extent applicable – provisions for issuing a duplicate ballot when the original has been lost or spoiled;
 - (g) rules to apply to determine if a ballot is informal;

- (h) procedures for receiving, checking, scrutinising and counting votes cast;
 - (i) the conduct, duties and responsibilities of the returning officer;
 - (j) the conduct, duties and responsibilities of scrutineers; and
 - (k) the retention and destruction of documents and records relating to the ballot after the election.
- (4) The **credit union** must provide a copy of the voting procedures:
- (a) to each **candidate**;
 - (b) on request, to a **shareholder member** eligible to vote in the election.

A5-11 Application of Voting Procedures

- (1) If voting procedures apply to the election of **directors**, then:
- (a) the ballot opens on a day determined by the **board** that, other than for a ballot conducted at the AGM, is at least 21 days before the AGM;
 - (b) the ballot paper, or other method under the voting procedures by which a **shareholder member** may cast a vote in the ballot, must list all the **candidates** in an order determined by the returning officer by lot;
 - (c) a **shareholder member** may only cast a vote in the ballot in accordance with the voting procedures;
 - (d) the ballot closes on a day and time determined by the **board** that, other than for a ballot conducted at the AGM, is on a date at least 14 days after the ballot opens.
 - (e) the ballots are to be checked, scrutinised, counted and dealt with in accordance with the voting procedures.

Division 3 – Postal Ballot Procedures

A5-12 Application of this Division

This Division 3 only applies to the election of **directors** if the **board** has not approved voting procedures to apply to the election in accordance with Division 2 of this Appendix.

A5-13 Appointment of Scrutineer

- (1) A **candidate** may appoint a person other than the candidate as 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.

A5-14 Ballot Papers

- (1) After nominations have closed, the returning officer must prepare ballot papers for the election. The ballot papers must advise the number of vacancies on the **board**.
- (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 may cause some authenticating mark to appear on each ballot paper before sending them to the **shareholders members**.

A5-15 Postal Vote

- (1) The returning officer must send to each **shareholder member** eligible to vote in the election at least 14 days before the ballot closes:
- (a) a ballot paper;
 - (b) an unsealed Business Reply envelope addressed to the returning officer.
 - (c) a ballot paper slip on which a voting member must record its name, address and signature;
 - (d) a smaller plain envelope, called the “Secret Ballot Paper Envelope”, in which the **shareholder member** must enclose its completed ballot papers.

- (2) The returning officer must send ballot papers by mail or prepaid post and addressed to each **shareholder member** eligible to vote in the election at the address shown in the Register of Members for the purposes of giving notices.
- (3) A **shareholder member** exercising a right to vote must:
- (a) complete the ballot papers in accordance with this Constitution;
 - (b) place the ballot papers in the Secret Ballot Paper Envelope;
 - (c) complete and sign the Ballot Paper Slip; and
 - (d) place the Secret Ballot Paper Envelope and the Ballot Paper Slip in the Business Reply Envelope, and return it by post to the returning officer.
- (4) A **shareholder member** must ensure that the returning officer receives the **shareholder's member's** ballot papers by NOON on the day fixed for the closing of the ballot.
- (5) Any ballot paper that the returning officer receives after the ballot closes is informal.
- (6) A **shareholder member** eligible to vote in the election who does not receive the **shareholder's member's** ballot papers or who spoils them must give the returning officer a statutory declaration to that effect. The returning officer must then send duplicate ballot papers to that **shareholder member**, marking the Business Reply envelope “duplicate” and keeping a record of all duplicate ballot papers issued.

A5-16 Closure of the Ballot

The ballot closes on a date fixed by the Board

A5-17 Dealing with Ballot Papers

- (1) As soon as practicable after the ballot closes, the returning officer must ensure that the ballots are dealt with as follows:
- (a) for each set of ballot papers, mark the **shareholder's member's** name off a roll of **shareholders members** eligible to vote in the election;
 - (b) if a duplicate set of ballot papers has been sent to a **shareholder member** and the original Envelope is received — mark the original Business Reply Envelope “rejected”;
 - (c) if the **shareholder member** or the **shareholder's member's** corporate representative has not signed the Ballot Paper Slip, or there is insufficient detail to identify the shareholder member — mark the Business Reply Envelope “rejected”;
 - (d) extract the Secret Ballot Paper Envelopes containing the ballot papers from all unrejected Business Reply Envelopes, separating the contents from the Business Reply Envelopes in such a way that no Secret Ballot Paper Envelope can be identified with any particular **shareholder member**;
 - (e) when all the Business Reply Envelopes have been so dealt with, open all the Secret Ballot Paper Envelopes and take out the ballot papers;
 - (f) deal with the ballot papers in accordance with clause A5-7.
- (2) A ballot paper is informal if:
- (a) it is not, in the opinion of the returning officer, an authentic ballot paper;
 - (b) it has no vote indicated on it; or
 - (c) it includes votes for a number of candidates exceeding the number of vacancies to be filled by the election.
- (3) The returning officer must destroy the ballot papers three months after the declaration of the ballot.



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