

Australian Clay Target Association Limited

Registered Director Election Process By-law



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Date:

Registered Director Election Process By-law

1. AUTHORITY

- (a) This by-law (**By-law**) is expressly made as a By-Law of Australian Clay Target Association Limited (the **Company**) under clause 21 (By-Laws) of the Company's Constitution (**Constitution**).
- (b) This document:
 - (i) establishes the process by which elections for Registered Directors of the Company's Board are conducted;
 - (ii) is subject to the Constitution;
 - (iii) is consistent with the Constitution; and
 - (iv) when in force, is binding on all Members and has the same effect as a provision in the Constitution.
- (c) The interpretation of this document is solely the province of the Board.

2. PURPOSE

The purpose of this By-law is to detail how the elections of Registered Directors of the Company are to be conducted and details the process for submission of votes. If this By-law is considered not sufficiently detailed for those conducting an election, those persons are to refer all questions of clarification or amplification to the Board of the Company.

3. ELECTION PROCESS

Elections for Registered Directors shall be conducted according to the process as outlined in this clause 3 (**Election Process**):

- (a) the Election Process is to be conducted as a ballot;
- (b) a separate ballot and election is to occur for the nominees from each active State and Territory of Australia (i.e. that has a Voting Member). This is to ensure representation of one Registered Director per State and Territory in accordance with 13.4 of the Constitution;
- (c) only those candidates who have been validly nominated and considered by the Nominations Committee are an eligible candidate for election under this ballot process;
- (d) ballot papers shall be prepared and distributed to each Voting Member. The ballot papers must list each validly nominated candidate for election and a box in which votes for that candidate may be cast;
- (e) each Voting Member shall have one vote to cast in each ballot; and

- (f) each Voting Member shall vote by marking in the square opposite the name of the candidate that they wish to cast their vote for.

4. VOTING PROCESS WHERE MULTIPLE NOMINEES FOR A REGISTERED DIRECTOR POSITION

- (a) Where one candidate only is to be elected, the election shall follow the procedures set out sub-clauses (a) to (c) below in conducting the count of votes:
 - (i) the candidate who polls the greatest number of votes is elected;
 - (ii) If, after all votes cast have been counted, there is a tie for the greatest number of votes, then all Voting Members must vote in an election only between those candidates who are tied until a result is determined in favour of one of them, who shall be elected. In the event of a tie after three ballots the ACTA President will cast a deciding vote.
- (b) This process is to be repeated for each active State and Territory of Australia (i.e. that has a Voting Member) for which a Registered Director is to be elected.

5. VOTING PROCESS WHERE ONLY ONE NOMINEE FOR A REGISTERED DIRECTOR POSITION

- (a) Where there is only one nominee for a particular Registered Director position, that nominee is not automatically elected. Rather, a vote is to occur to determine whether that nominee is to be elected to fill the Registered Director position.
- (b) In order to be elected, that nominee must obtain a simple majority of eligible votes cast in this election.
- (c) If the nominee does not obtain a simple majority in this vote, then they will not be elected to fill the Registered Director position and the remaining Registered Directors may fill this position as a casual vacancy in accordance with 13.5 of the Constitution.

6. ELECTION PROCESS REVIEW

The Board may review and amend the Election Process on an annual basis.