

# Procedure for Election of Director to Avant Mutual Group Limited

The following rules and procedures will govern the conduct for the election of Voting Member Directors. These procedures are determined pursuant to Article 8.3 of the Avant Mutual Constitution.

## Eligibility for Election as a Voting Member Director

1. Article 8.8 of the Constitution provides that, except for a person who is eligible for election under article 8.9 (Casual Vacancy), a person is not eligible for election as a Voting Member Director (to take office as part of the general meeting process) unless a consent to nomination signed by the person has been lodged at the Registered Office at least 45 business days before the general meeting or any other period permitted under the Corporations Act but no more than 180 business days before the general meeting.

In addition to the above, in order to be eligible for election as a Voting Member Director:

- a) The person must be a Voting Member and have been a Voting Member for a period of at least three consecutive years on the date which is three months before the general meeting; and
- b) The person must have complied with applicable procedures for election and appointment of Directors.

## Nominations, Consent and Candidate Information

2. A nomination of a candidate for election must be made via the "Nomination Form" (which may, at the Secretary's discretion, be an electronic form), must contain the consent of the person nominated together with a "Platform Statement" supporting his or her candidacy (this will be published for Voting Members). Candidates will also be asked to address a number of specific questions addressing the skills desired of Board members, and to provide a copy of their CV. The nomination must be endorsed by two other Voting Members. The Platform Statement must comply with all requirements specified in the questionnaire including any individual word limit for each question. Each Platform Statement must be approved by the Secretary to ensure that it is not considered defective, defamatory or otherwise inappropriate.

## Nominations and Ballot Papers

3. At the expiration of the time for receiving nominations, the Secretary shall prepare a list containing the names of all persons nominated and eligible for election.
4. If the number of valid nominations for eligible persons received before the close of nominations is equal to or less than the number of vacancies to be filled at the election, the Secretary shall, subject to the limitations in Article 8.1 of the Avant Mutual Constitution (Constitution), declare each of the candidates elected at the AGM.
5. If the number of valid nominations for eligible persons received before the close of nominations is more than the number of vacancies to be filled, an election of Directors shall be conducted. The ballot may be conducted by postal and/or electronic means.

## Notice of Meeting

6. The Secretary (and/or the Returning Officer if so appointed by the Secretary) shall ensure that the following information is available to Voting Members, not less than 21 days before the AGM:
  - a) A statement of the number of vacancies to be filled at the election and detailing the retiring Directors together with a list of candidates and their eligibility to stand for election as a resident of New South Wales, Queensland or Victoria (if applicable);
  - b) Instructions on how to vote (as determined by the Board or its delegate), including the date and time by which votes must be received; and
  - c) Supporting documents and information for postal and/or electronic voting such as to ensure that the ballot is secret and votes remain confidential.

## Vote Canvassing

7. Vote canvassing of members by candidates must be in accordance with Avant's Vote Canvassing Policy.

## Voting

8. A Voting Member wishing to vote must comply with the instructions on how to vote as provided.
9. All valid votes received by the Secretary (and/or the Returning Officer if so appointed by the Secretary), which are submitted in accordance with the how to vote instructions and by the time specified, shall be deemed valid and shall be counted in the ballot.

10. After the ballot is closed, the Scrutineer shall:
  - a) Take reasonable steps to satisfy themselves regarding the integrity of the ballot;
  - b) Eliminate any invalid votes; and
  - c) Count the ballot.
11. Non-receipt or delivery of a voting paper by any Voting Member shall not invalidate the ballot.
12. A vote shall be declared invalid if it is not submitted or received by the time specified or if it is not made in accordance with the how to vote instructions as provided.
13. \*In accordance with the requirements of Article 8.1 of the Constitution:
  - a) The highest polling candidate will be elected, provided that no less than one (1) and no more than three (3) elected Voting Member Directors (including existing Voting Member Directors) are, or would be, a resident in New South Wales, Queensland or Victoria;
  - b) If the geographical limit for a particular State is reached (taking into account the number of existing Voting Member Directors from that State) the candidate with the next highest number of votes from a different State or Territory will be elected to the vacant position on the Board.

## Appointment

14. At the AGM, the Secretary shall provide the Chair with the results of the ballot. The Chair will declare elected, subject to the requirements of Article 8.1 of the Constitution, the highest polling candidate(s).
15. If any two or more candidates have the same number of votes, the Secretary shall determine the candidate deemed to have the highest number of votes by lot in the presence of the candidates or their nominees.
16. The voting papers shall be held by the Secretary (or the Returning Officer if so appointed by the Secretary) for one (1) month after the result of the election is declared and then be destroyed, unless the Board resolves otherwise.

## Chair Determination

17. If there is doubt regarding the operation of these Procedures, the matter shall be referred to the Chair for determination and that determination shall be final.

(\*Constitutional requirement)

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