

**LUTHERAN SUPER**

**RULES GOVERNING THE APPOINTMENT AND REMOVAL OF  
MEMBER DIRECTORS OF THE  
CORPORATE TRUSTEE, LCA NOMINEES PTY LTD  
ACN 008 204 939**

The following Rules set out the procedures governing the appointment and removal of Member Directors and shall govern the conduct of the election of Member Directors of the Trustee of the **Lutheran Super**.

**Rule 1 - Interpretation**

In these Rules, unless the contrary intention appears -

"Deputy Returning Officer" means a person appointed in accordance with Rule 15.

"Director" means a director of the Trustee in office for the time being.

"Fund" means the Lutheran Church of Australia Staff Superannuation Fund.

"Governing Rules" means -

- (a) the trust deed governing the Fund; and
- (b) the Articles of Association of the Trustee,

as amended from time to time.

"Member" means a person who is for the time being both a member of the Fund and an employee of the Principal Employer or any other employer which participates in the Fund.

"Member Director" means a person who is appointed to that office for the time being in accordance with these Rules.

"Principal Employer" means the Lutheran Church of Australia Incorporated.

"Relevant Legislation" means -

- (a) the Superannuation Industry (Supervision) Act 1993;
- (b) the Corporations Law;
- (c) any regulations made thereunder; and
- (d) any other present or future law of the Commonwealth of Australia or any State or Territory of Australia which governs the eligibility of a person to hold office as a director of a company,

as amended, replaced or re-enacted from time to time.

"Returning Officer" means a person who is appointed by the Directors with the approval of the Principal Employer. The duties of such Returning Officer shall be to conduct the election in

accordance with these Rules.

"Trustee" means LCA Nominees Pty Ltd ACN 008 204 939 or the corporate trustee for the time being of the Fund.

## **Rule 2 - Eligibility**

A person shall not be eligible for election unless -

- (a) the person is a Member who has attained the age of 18 years; and
- (b) the person is eligible to hold office as a director of a company under Relevant Legislation.

## **Rule 3 - Vacancies and Term of Office**

- 3.1 The number of vacancies available to be filled by the election of candidates in accordance with the Rules shall be 6.
- 3.2 The term for which a Member Director shall hold office shall be four years or such other period as may be determined from time to time by the Trustee and advised to the Returning Officer, where applicable, having regard to the date of expiration of the term of office of the existing Member Directors.
- 3.3 In addition to the circumstances in which a Member Director ceases to hold office as provided in the Governing Rules, a Member Director shall cease to hold office if -
  - (a) that Member Director ceases to be a Member;
  - (b) the Trustee receives a written notice signed by more than 50% of the Members at the date of receipt of such notice calling for the removal of that Member Director; or
  - (c) that Member Director ceases to be eligible to hold office as a director of a company under Relevant Legislation.

## **Rule 4 - Period and Place for Lodging Nominations**

- 4.1 The Returning Officer shall determine the time and date of the close of the period for lodging nominations of candidates for election having regard to:
  - (a) where applicable, the date of expiration of the term of office of the existing Member Directors;
  - (b) the time required to lodge nominations; and
  - (c) the time required to complete the election.
- 4.2 The Returning Officer shall determine the place for lodging nominations of candidates for the election.

### **Rule 5 - Calling for Nominations**

The Returning Officer shall, at least 28 days before the date of the close of the nomination period, advise Members of the following details:

- (a) the fact that there is to be an election;
- (b) the number of vacancies;
- (c) the form in which nominations are to be made;
- (d) the place for lodging nominations;
- (e) the time and date of the close of the period for lodging nominations,

and inviting Members to stand as candidates for election.

### **Rule 6 - Nominations**

6.1 (a) A nomination of a person as a candidate for election must be in writing and signed by the candidate, the Member nominating the candidate and by two other Members as seconders.

(b) A nomination must be lodged at the place and within the period determined by the Returning Officer.

6.2 A Member may not nominate or second more than one candidate.

### **Rule 7 - Uncontested or Partly Uncontested Elections**

Where on the close of the nomination period, the number of candidates is equal to or less than the number of vacancies, the Returning Officer shall declare that the candidate or candidates have been elected and any remaining positions shall be filled by the Directors (including the successful candidates).

### **Rule 8 - Roll of Voters**

8.1 The names of the Members shall form the roll of voters for the election.

8.2 The Returning Officer shall prepare a roll of voters who, on the date of the close of the nomination period, are entitled to vote in the election and the Returning Officer shall take whatever steps he or she deems necessary to satisfy himself or herself that the roll is correct. Subsequent to this date no adjustment will be made to the roll of voters unless otherwise determined by the Directors and advised to the Returning Officer.

8.3 The Returning Officer shall, at the place where the functions of the Returning Officer are carried out, make the roll of voters in an election available for inspection by Members, or by any person authorised by the Returning Officer, during the ordinary hours of business in the period that commences on the day referred to in Rule 8.2 and ends on the day on which the result of the election is declared.

## **Rule 9 - Issue of Ballot Papers**

- 9.1 Where there are more candidates than vacancies for election, the Returning Officer shall determine the time and date of the close of the ballot having regard to:
- (a) the time required to send the return ballot papers; and
  - (b) the time required to complete the election.
- 9.2 As soon as practicable after the close of the nomination period in respect of an election, the Returning Officer shall issue, to each person whose name is on the roll of voters, a ballot paper in a sealed envelope.
- 9.3 The envelope referred to in Rule 9.2 shall bear an instruction that, if it is not delivered to the addressee, it should be returned to the Returning Officer.
- 9.4 The envelope referred to in Rule 9.2 shall contain:
- (a) a ballot paper showing the time and date of the close of the ballot, being a ballot paper initialled or signed by the Returning Officer or bearing a facsimile of those initials or signature or appropriately marked to avoid fraudulent use of the ballot paper;
  - (b) an envelope addressed to the Returning Officer;
  - (c) written instructions to the voter on how to mark the ballot paper in order to record a formal vote in accordance with Rule 9.7;
  - (d) written material presented in the format determined by the Returning Officer giving all or any of the following information in respect of each candidate - name, position, length of service, location at which employed and reasons for seeking election; and
  - (e) any other document required for the conduct of the election.
- 9.5 Subject to Rules 9.6 and 9.7, the ballot paper for an election shall be in a form determined by the Returning Officer.
- 9.6 The name of candidates shall appear on the ballot paper in an order to be determined by the Returning Officer by lot.
- 9.7 The Returning Officer shall include on the ballot paper instructions to the voter that are substantially in accordance with the following form:-
- (a) vote for any one or more of the candidates of the voter's choice up to the number of vacancies;
  - (b) fold the ballot paper in a manner that conceals the way in which it is marked;
  - (c) place the ballot paper in the envelope supplied that is addressed to the Returning Officer;
  - (d) seal that envelope and forward it to reach the Returning Officer before the time of the

close of the ballot.

### **Rule 10 - Duplicate Ballot Papers and Return Envelopes**

- 10.1 Where, on application before the time of the close of the ballot in an election, the Returning Officer is satisfied that a ballot paper or return envelope issued to a person whose name is on the roll of voters, has not been received or has been lost, destroyed or spoilt, he/she shall issue to that person a duplicate paper, or return envelope, as the case may be.
- 10.2 An application under Rule 10.1 by a person for a duplicate ballot paper, or a return envelope, for an election shall be in writing setting out the grounds on which the application is made and stating that the person has not voted in the election and shall, if practicable, be accompanied by any evidence that is available of that non-receipt, loss, destruction or damage.

### **Rule 11 - Scrutiny**

- 11.1 As soon as practicable after the close of the ballot, the Returning Officer shall -
- (a) produce unopened all envelopes containing ballot papers received up to the close of the ballot; and
  - (b) open each envelope, withdraw the ballot paper contained therein and, after rejecting informal ballot papers, count the votes.

At the discretion of the Returning Officer the above steps may be commenced before the close of the ballot.

- 11.2 The Returning Officer shall reject as informal a ballot paper that:
- (a) does not bear the initials or signature of the Returning Officer, the facsimile of those initials or signature or other appropriate markings that are referred to in Rule 9.4(a); or
  - (b) is not marked substantially in accordance with the instructions referred to in Rule 9.4(c).

### **Rule 12 - Declaration of Result of Election**

- 12.1 The Returning Officer shall as soon as practicable after the counting of votes as required by Rule 11 is completed declare the result of the election.
- 12.2 The election shall be determined by the Returning Officer declaring as elected the candidate or candidates receiving the highest number of formal votes provided that where in respect of the last vacancy two or more candidates receive an equal number of formal votes the Returning Officer shall determine the successful candidate by drawing by lot.

### **Rule 13 - Disposal of Ballot Papers and Envelopes**

The Returning Officer shall, at least 14 days but not more than 21 days after declaration of the results of any election, cause all ballot papers and envelopes used at such election to be destroyed.

**Rule 14 - Prevention of Irregularities**

- 14.1 The Returning Officer may take such action and give such directions as the Returning Officer considers necessary in order to ensure the secrecy of the ballot and that no irregularities occur in or in connection with the election or to remedy any inconsistency or inadequacy that arises in the application of these Rules.
- 14.2 Notwithstanding anything to the contrary herein contained, failure (other than a deliberate failure) to advise or notify a Member of or in relation to any aspect of the election shall not render the election or any appointment pursuant thereto void, voidable or unenforceable.
- 14.3 If any doubt or dispute arises as to the validity of any vote or any election, the decision of the Returning Officer shall be final and binding on all interested persons.

**Rule 15 - Deputy Returning Officers**

The Returning Officer may appoint one or more Deputy Returning Officers who shall perform such duties as shall be determined by the Returning Officer.

**Rule 16 - Casual Vacancies**

In the event that a Member Director ceases to hold office otherwise than on the normal expiry of the Director's term of office -

- (a) the unsuccessful candidate who received the next highest number of votes in the immediately preceding election and who is otherwise eligible and consents to hold such office shall fill that vacancy; or
- (b) if no person is available or eligible to fill the vacancy as aforesaid, a Member who is otherwise eligible to hold such office shall fill the vacancy in such manner and within such time as the Directors consider appropriate.

Any person appointed to fill such a casual vacancy shall hold office for the unexpired portion of the term of office of, and otherwise on the same conditions as, the Director whose office became vacant.

**Rule 17 - Amendments to Rules**

These Rules may be amended at any time by the Trustee.