

Rules for the Election of Member Representative Directors
ANZ Australian Staff Superannuation Scheme

ANZ AUSTRALIAN STAFF SUPERANNUATION SCHEME

ELECTION OF MEMBER REPRESENTATIVE DIRECTORS

RULES

Amended by Trustee resolution dated 16 March 2017

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ANZ Australian Staff Superannuation Scheme

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Rules for the Election of Member Representative Directors ANZ Australian Staff Superannuation Scheme

The following Rules form part of the governing rules of the ANZ Australian Staff Superannuation Scheme.

1. DEFINITIONS

In these Rules, unless the contrary intention appears:

“**Board**” means the board of directors of the Trustee;

“**Declaration**” means the declaration set out in the schedule to these Rules;

“**Election**” means an election of candidates for appointment as Member Representative Directors;

“**Member**” has the meaning set out in the Trust Deed;

“**Member Representative Director**” means a Member who is appointed to the position of a Director of the Trustee in terms of these Rules;

“**Nomination Period**” is the period within which nominations may be received;

“**Relevant Member**” means a Section A Member, a Section C Member, a Retained Benefit Member, a Spouse Contribution Member and an Account Based Pensioner (each of which have the same meaning given to them in the Trust Deed);

“**Removal Event**” has the meaning set out in Rule 15.1;

“**Returning Officer**” means a person who is appointed under Rule 3 to conduct the Election;

“**Rules**” means the rules set out in this document concerning the election of Member Representative Directors of the Trustee;

“**Scheme**” means the ANZ Australian Staff Superannuation Scheme;

“**Trustee**” means the corporate trustee for the time being of the superannuation fund established by the Scheme, currently ANZ Staff Superannuation (Australia) Pty Limited;

“**Trust Deed**” means the trust deed and rules of the Scheme.

All other terms shall have the meaning set out in the Trust Deed.

2. ELIGIBILITY

2.1 To be a Member Representative Director, a person must:

- (a) be a Relevant Member;
- (b) satisfy Rule 2.2; and
- (c) satisfy the requirements of the Relevant Law with respect to fitness, propriety and non-disqualification.

2.2 If the person is not employed by Australia and New Zealand Banking Group Limited (ACN 005 357 522) or its subsidiaries, the Board in its absolute discretion must be satisfied that the person's employment does not, or is not likely to, give rise to a conflict of interest or duty which may present difficulties in relation to that person serving on the Board.

3. RETURNING OFFICER

3.1 The Trustee shall appoint a person to be the Returning Officer.

3.2 The Returning Officer must:

- (a) not be a Member; and
- (b) be suitably qualified for that purpose; and
- (c) be suitably independent.

4. VACANCIES AND TERM OF OFFICE

- 4.1 The number of vacancies available to be filled by the election of candidates in accordance with these Rules shall be communicated to the Returning Officer by a representative of the Trustee prior to the sending of notices to Members under Rule 5.3.
- 4.2 The term of office of each Member Representative Director is four years, provided that the Trustee may by resolution of the Board, and with the agreement of the Member Representative Director, extend a Member Representative Director's term by a further period of up to two years where the Trustee in its discretion determines that the extension is reasonably necessary or desirable due to special circumstances.
- 4.3 A Member Representative Director may stand for re-election provided that (if re-election occurs and a new term commences) the aggregate period of time in office after serving that new term will not exceed 12 years. However, having regard to the circumstances and composition of the Board at the relevant time, the Trustee may by resolution of the Board, and with the agreement of the Member Representative Director, allow the Member Representative Director to serve an aggregate term which exceeds 12 years where the Trustee in its discretion determines that to do so will be consistent with effective governance of the Trustee.
- 4.4 If an office becomes vacant between Elections, that vacancy is filled for the balance of the term applying to that vacant office by:
- (a) the candidate with the next highest number of votes in the preceding Election; or
 - (b) if the candidate under Rule 4.4(a) is unwilling or unable to act, the candidate with the next highest number of votes in the preceding Election (and so on until reaching the candidate who came fifth in the Election); or
 - (c) in the absence of a candidate under Rules 4.4(a) and (b), the vacancy will be filled in the absolute discretion of the Board either by the candidate who came fifth in the election (if any) or by calling for another Election.

5. NOMINATION PERIOD

- 5.1 Subject to Rule 5.2, the Returning Officer shall determine the Nomination Period and details of the nomination procedure after considering:
- (a) the expiry of the term of office of the current Member Representative Directors;
 - (b) the time to lodge nominations; and
 - (c) the time for the Election.
- 5.2 The Nomination Period shall not exceed 28 days.
- 5.3 At least 14 days before the end of the Nomination Period, the Returning Officer shall circulate the following information to Members:
- (a) that an Election for Member Representative Directors is to take place;
 - (b) a summary of the Trustee's policy regarding the standards of the Relevant Law concerning fitness and propriety of trustees and their directors;

- (c) a summary of the duties and responsibilities of trustees and their directors;
 - (d) the number of vacancies;
 - (e) the manner in which nominations can be made;
 - (f) the place or means for lodging nominations; and
 - (g) that nominations should be made before the end of the Nomination Period;
- and invite Relevant Members to stand as candidates.

6. NOMINATION

6.1 A candidate must:

- (a) be eligible under Rule 2; and
- (b) (if standing for re-election) satisfy Rule 4.3; and
- (c) be nominated by a Member; and
- (d) be seconded by twenty other Members; and
- (e) declare that he or she is eligible to act as a director of a company that is a trustee of a superannuation fund in the form of the Declaration (or in a form which is substantially similar to the Declaration).

6.2 A nomination must:

- (a) be signed by the candidate, the nominating Member and the seconders; and
- (b) be lodged with the Returning Officer within the Nomination Period.

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

6.4 If the Returning Officer finds that a nomination is not in accordance with the provisions of this Rule, he or she shall as soon as practicable:

- (a) give the nominated person notice of the reason for non-compliance; and
- (b) if the nominated person is a Relevant Member, notify him or her that the nomination may be resubmitted before the end of the Nomination Period.

7. INSUFFICIENT CANDIDATES

If after the Nomination Period has ended, the number of candidates is equal to or less than the number of vacancies:

- (a) the Returning Officer shall declare that the candidates have been elected;
- (b) any remaining positions shall be filled through invitation to Relevant Members selected by:
 - (i) a majority of the Member Representative Directors (including the candidates); or
 - (ii) if there are no Member Representative Directors, the chairman of the Board; and
- (c) no Election will be held.

8. SUFFICIENT CANDIDATES AND BALLOT PAPERS

8.1 Where there are more candidates than vacancies, the Returning Officer shall, within a reasonable period after the end of the Nomination Period, issue a ballot paper to each person who is a Member at that time.

8.2 The ballot paper shall:

- (a) be accompanied by written statements by candidates in accordance with Rule 13;
- (b) contain any other relevant information;
- (c) be in a form determined by the Returning Officer;
- (d) show the time and date for its return; and
- (e) include instructions to voters that they should:
 - (i) vote for any one or more of the candidates up to the number of vacancies;
 - (ii) not mark the ballot paper to identify themselves; and
 - (iii) return it to the Returning Officer within the time specified in the ballot paper.

8.3 For the sake of clarity, the Returning Officer need not issue ballot papers to persons who become Members after the ballot papers are issued in accordance with Rule 8.1 unless requested to do so by such Members.

9. REPLACEMENT BALLOT PAPERS

A replacement ballot paper shall be issued by the Returning Officer to a Member if the Returning Officer is satisfied that the original ballot paper has not been received or has been lost, destroyed or spoilt.

10. VOTE COUNT

10.1 The Returning Officer shall scrutinise the accepted ballot papers and reject a ballot paper that:

- (a) was not issued by the Returning Officer; or
- (b) does not substantially comply with the Rules.

10.2 The Returning Officer shall:

- (a) count the number of votes on accepted ballot papers to ascertain which candidates are successful in the Election; and
- (d) keep all ballot papers in safe custody for a period of six months.

11. RESULT

11.1 The result shall be determined:

- (a) by the candidate or candidates receiving the highest number of admitted votes; or
- (b) where, in respect of a particular vacancy, two or more candidates receive an equal number of admitted votes, determined by the Returning Officer by lot.

11.2 The Returning Officer shall as soon as is practicable after the counting of votes declare the result to the Trustee and the candidates.

12. IRREGULARITIES

12.1 The Returning Officer may take action:

- (a) to ensure the secrecy of the ballot;
- (b) to prevent irregularities; and
- (c) to remedy any discrepancy, inadequacy or inconsistency with the Relevant Law that arises in the application of these Rules.

16.2 Subject to the Relevant Law, nothing shall render the Election or any appointment under it invalid.

13. WRITTEN STATEMENT PREPARED BY CANDIDATE

13.1 A candidate may prepare a statement not exceeding 100 words in relation to his or her candidature. When determining the number of words in the statement, the candidate's current job title is not counted.

13.2 The Returning Officer shall reproduce such statement word for word (subject to the provisions of Rule 13.4) and shall distribute it as provided in Rule 8.2.

13.3 Candidates shall lodge statements before a date which shall be determined by the Returning Officer and advised to all candidates.

13.4 The Returning Officer may exclude any statement or part of any statement if it is or may be defamatory, irrelevant, misleading or otherwise inappropriate.

14. DISPOSAL OF BALLOT PAPERS

The Returning Officer shall, as soon as practicable after the expiry of six months after declaring the result, destroy all ballot papers.

15. REMOVAL OF MEMBER REPRESENTATIVE DIRECTORS

15.1 A Removal Event occurs when:

- (a) the Trustee receives at its registered office a notice signed by at least ten per cent of the Members requesting that a resolution removing a Member Representative Director be put to the Members; or
- (b) the Board passes a resolution that a Member Representative Director has been absent without consent from each Board meeting during the six months immediately before the resolution.

15.2 Within 21 days of a Removal Event, a Returning Officer shall be appointed and notified of the Removal Event and shall send to each Member:

- (a) a voting form for the resolution that the Member Representative Director should be removed; and
- (b) any information provided by the Members who requested the resolution and by the Member Representative Director concerned (except to the extent that such information may be defamatory, irrelevant, misleading or otherwise inappropriate).

15.3 The procedures specified in Rules 9, 12 and 14 shall apply to the vote with any necessary modifications.

15.4 A resolution shall be passed if more than half the number of Members vote in favour of the resolution.

15.5 As soon as practicable after the counting of votes is completed the Returning Officer shall declare whether the resolution is passed.

15.6 The person shall cease to be a Member Representative Director when the Returning officer declares that the resolution is passed.

15.7 A Member Representative Director may be removed only:

- (a) by the procedure set out in this Rule; or
- (b) where he or she ceases, in accordance with Rule 2, to be eligible to be a Member Representative Director; or

- (c) in any other case, in circumstances in which the Relevant Law allows a Member Representative Director to be removed from office other than by the procedure by which he or she was appointed.

16. ELECTRONIC ELECTIONS

- 16.1 The requirements in these Rules can be met in electronic form or using electronic means, including but not limited to the requirements to:
 - (a) give or provide information;
 - (b) provide a signature or signatures;
 - (c) produce a document or documents;
 - (d) record information; and
 - (e) retain a document or documents.
- 16.2 The appropriate form or means to be used in the electronic processes referred to in Rule 16.1 shall be determined by the Returning Officer.
- 16.3 Subject to any direction the Trustee may make, the Returning Officer may take whatever measure or measures deemed appropriate or necessary to rectify any problem that might arise in the course of satisfying the requirements of the Rules in electronic form or using electronic means.

17. PUBLICATION OF RULES

- 17.1 The Trustee shall publish these Rules, and any amendments to these Rules in order to make Members aware of the procedures for appointment and removal of Member Representative Directors.
- 17.2 For the purposes of this Rule, it shall be sufficient for the Trustee to:
 - (a) provide a summary of these Rules to all new Members;
 - (b) include a reference to and/or summary of these Rules in each annual report; and
 - (c) arrange for Members to receive as soon as practicable notification of significant amendments to these Rules; or
 - (d) do anything else required or permitted by the Relevant Law.

18. AMENDMENT TO RULES

- 18.1 The Trustee may by resolution of the Board amend, replace or repeal these Rules provided that no amendment shall contravene the Relevant Law.
- 18.2 Any amendment:
 - (a) shall take effect when the resolution is passed or on such other date as specified in the resolution; and
 - (b) shall be of the same validity as if it had been originally contained in these Rules.

19. INTERPRETATION

- 19.1 The Trustee shall determine any question of interpretation of these Rules and any such determination made by the Trustee shall, to the extent permitted by the Relevant Law, be final.

- 19.2 Where determinations are to be made, actions are to be taken or discretions are to be exercised by the Returning Officer under these Rules, the Returning Officer's determination, action or exercise of discretion shall be final.

SCHEDULE

DECLARATION OF ELIGIBILITY TO ACT AS A DIRECTOR OF THE TRUSTEE

I, _____ (full name), of _____ (address),
being _____ (occupation), declare that:

- (a) I have not been convicted of an offence against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, being an offence in respect of dishonest conduct (or, if I have been so convicted, APRA has waived that status);
- (b) a civil penalty order under the Superannuation Industry (Supervision) Act 1993 (**SIS Act**) has not been made against me;
- (c) I am not an insolvent under administration, a discharged bankrupt nor have I seriously and persistently failed to manage my personal debts or financial affairs in circumstances where that failure has caused loss to others;
- (d) I have not acted as a director, secretary or senior manager to an entity that was, or became, insolvent, under administration or management or had otherwise failed to meet its financial obligations;
- (e) I have not been disqualified by APRA under the SIS Act or otherwise been the subject of an adverse finding by APRA or by any other regulator;
- (f) I have not been prohibited from being a director of a body corporate under the Corporations Act 2001 or similar overseas legislation;
- (g) I have not engaged in conduct which has led to a breach of any fiduciary obligations or conduct which is negligent, deceitful or otherwise discreditable;
- (h) I have not contravened any legal or regulatory requirement or professional standard relating to my management, commercial or professional activities or responsibilities;
- (i) I am not aware of any real or potential conflict of interest which arises as a result of my employment or as a result of other circumstances and which might adversely affect my ability to carry out my duties as a director of the Trustee other than those I have disclosed expressly to the Trustee;
- (j) I have sufficient educational or technical qualifications, knowledge and skills relevant to the duties of a director of the Trustee (as set out in the attachment to this declaration) or, if I do not have such qualifications, knowledge and skills, am prepared to undertake the necessary training immediately after my appointment to gain such qualifications, knowledge and skills; and
- (k) in all other respects, I have appropriate character, competence, diligence, experience, honesty, integrity and judgement required to properly perform the duties of director of the Trustee.

.....
Signature of declarant

.....
Date

ATTACHMENT TO STATUTORY DECLARATION

[Insert details of educational or technical qualifications, knowledge and skills relevant to the duties of a director of the Trustee.]