

# Pharmaceutical Defence Limited

## Board Election By-Laws/Guidelines

### 1. Purpose

This guideline provides information to ensure a fair and open election.

#### General

- (a) These By-Laws are made by the Board of the Company pursuant to the powers conferred by Section 20.1 of the Constitution.
- (b) Should there be any inconsistency between these By-Laws and the Constitution, the provisions of the Constitution shall prevail.
- (c) All defined terms have the same meaning as that in the Constitution.

### 2. Nominations and Election

These By-Laws are to be read in conjunction with the Constitution and the Corporations Act.

In order to be a candidate, each Member must, prior to, for the duration of the nomination procedure and during the election process, be deemed “a fit and proper person”.

The Secretary and Returning Officer will, acting reasonably, determine whether a candidate is deemed a “fit and proper person” under the terms of the designated Directors Code of Conduct, Directors Duty Statement, and Professional Conduct Policy.

### 3. Nominations Committee

- (a) The Board may establish and maintain a Nominations Committee, pursuant to the powers conferred by Section 23.9.1 of the Constitution.
- (b) The function of the Nominations Committee is to further assess whether a person, including an existing Director, is fit and proper to be appointed, or elected, as a Director and take into account such matters as the Nominations Committee deems relevant from time to time.
- (c) In particular, the Nominations Committee will have a focus on independence, ensuring any potential conflicts of interest are addressed where a candidate holds office with another pharmacy organisation, and having due regard for any similar allegiances that existing Directors may hold. This may include requiring the candidate to withdraw their nomination for a position on the Board of the Company.
- (d) The Nominations Committee shall consist of not less than three persons as selected by the Board, provided:
  - (i) the majority of the members of the Nominations Committee must be independent; and
  - (ii) none of the members of the Nominations Committee may be employees of the Company; and
  - (iii) no Director may be a member of the Nominations Committee if the Director is nominated as a candidate for re-appointment or re-election.
- (e) The Board may, at any time and in its absolute discretion:

- (i) suspend or terminate the appointment of a person as a member of the Nominations Committee; and
- (ii) give directions to the Nominations Committee as to the procedures it is to follow.

#### **4. Candidates Statements**

Each candidate is entitled to

- Sign the Director Nomination Form
- Provide a statement of no more than 250 words.
- Provide a Passport size photo

in accordance with the instructions in the nominations pack and Candidates Statement Form as approved by the Secretary.

All information must be provided electronically to the Returning Officer within the timeframes specified. Any candidate who does not provide all information by this time will not be included in the candidates statements.

#### **5. Rules**

- (a) All Election Material provided by a candidate to the Company during the nomination and election period requires the approval of the Secretary. For the purpose of these By-Laws, election material includes the content of a ballot paper, candidate statement, material intended to be published in a newspaper or displayed on signage in a public place and content published on any official Company social media site, which is produced by a candidate or on behalf of a candidate for the purpose of the election ("Election Material").
- (b) The Election Material provided by a candidate to the Company, Members or otherwise during the nomination and election period must not:
  - (i) Reflect adversely on the standing of the Company;
  - (ii) Contain any matter or thing that is likely to mislead or deceive Members in relation to the casting of their vote;
  - (iii) Make any personal criticism of another candidate or Board Member;
  - (iv) Directly or indirectly seek endorsement of election from any current employee or Director of the Company or refer to or claim any such endorsement; or
  - (v) Use any item of the Company's intellectual property or information that is known to be confidential.
- (c) Candidates will not be permitted to advertise Election Material in any Company publication.
- (d) Candidates advertising Election Material in external publications or social media sites are required to abide by the guidelines contained in By-Law 5(b) and such Election Material must first be approved by the Secretary.
- (e) Candidates advertising Election Material in external publications are not permitted to use the Company's logo, branding or any items which suggest the advertisement has been authorised by the Company.

- (f) The behavioural conduct, expectations and requirements of a candidate are required to adhere to the Constitution and all by-laws of the Company and a candidate must not refuse or neglect to comply with the Constitution or any by-laws or be guilty of conduct unbecoming to a Member or conduct dishonourable or prejudicial to the interests of the Company.

## **6. Sanctions**

Should a candidate, during either the nomination period, election period or otherwise, breach or fail to comply with these By-Laws and/or the Constitution, the Secretary and Returning Officer are empowered to discipline the candidate in any one or more of the following manners:

- (a) Cautioning the candidate.
- (b) Reprimanding the candidate.
- (c) By suspending the candidate's membership for a period not exceeding six (6) months.
- (d) By requiring the candidate to immediately withdraw their nomination for a position on the Board of the Company.
- (e) Such other sanction as the Secretary and Returning Officer, acting reasonably, determine.

## **7. Scrutineers**

Any candidate who wishes to nominate a scrutineer must do so to the Returning Officer, seven (7) days prior to the close of the ballot. A candidate may not act as a scrutineer.