

## Preamble

The Superannuation Industry (Supervision) Act 1993 and regulations made pursuant to it from time to time (together referred to in these Rules as "SIS") and the Plan's Trust Deed require Qantas Superannuation Limited as trustee (Trustee) of the Qantas Superannuation Plan (the Plan) to establish rules for selecting and removing Member Directors of the Trustee.

The current Rules were approved by the Trustee on 15 June 2010 and are set out below.

## 1 Number of Directors

- 1.1 The Trustee's Board of directors will be constituted by ten directors of whom five will be elected by Plan members (Members) in accordance with these Rules and five will be Employer directors appointed by Qantas Airways Limited (Qantas).

## 2 Appointment

- 2.1 Five (5) directors will be elected by Members from time to time as vacancies occur as follows:
- 2.1.1 One (1) director shall be elected from and by Members who are classified by Qantas as Technical Aircrew; [Group A]
- 2.1.2 One (1) director shall be elected from and by Members who are classified by Qantas as Flight Attendants; [Group B]
- 2.1.3 One (1) director shall be elected from and by Members whose employment is classified by Qantas as being Aircraft Trade Persons other than provided for in Group D, Store Workers and Food Production Workers; [Group C]
- 2.1.4 One (1) director shall be elected from and by Members who are classified by Qantas as Licensed Aircraft Maintenance Engineers, Transport Workers, Technical Salaried Employees and Airline Officers' Award Levels 1 – 4 and Nurses; [Group D]

- 2.1.5 One (1) director shall be elected from and by Members whose employment is classified by Qantas as otherwise than is provided in Groups A-D above, including Airline Officers' Award Level 5 – Senior Professional 2, Executive/Management Framework employees, Business & Information Technology Professionals and Professional Engineers [Group E].
- 2.2 The Trustee with the approval of Qantas may from time to time by a resolution of its Board, vary the composition of each Group of members from which directors may be elected.

## 3 Nominations and Elections

- 3.1 The nominee director for each Group must be elected in accordance with these Rules.
- 3.2 When a vacancy arises in one of the Member Director Groups, the Trustee will advise Qantas. Qantas will provide the Trustee with a list of the members of that Group for the call for nominations and the ballot.
- 3.2 The Trustee shall notify each Member of the Group or Groups of the vacancy or vacancies and call for nominations for appointment of a Member to fill such vacancy or vacancies stating the closing date for the receipt of each nomination.
- 3.3 A nomination will only be valid if it:
- 3.3.1 nominates a Member who is a member of the Group in respect of which the vacancy occurs;
- 3.3.2 is signed by the Member who is nominated to be a director and by at least one other Member who is also a member of that Group;
- 3.3.3 is in the form that is approved by the Trustee from time to time; and
- 3.3.4 is received by the Trustee no later than the specified closing date and is accepted by the Trustee.
- 3.4 If only one Member is nominated by the Members of a Group and that nomination meets the requirements of Article 3.3, the Member nominated shall be deemed to be elected.

- 3.5 If more than one Member is nominated for election by the Members of a Group, then an election by secret ballot will be called. The Trustee shall appoint a Returning Officer. The Company Secretary shall be responsible for the arrangement and conduct of the election by the Members of that Group or Groups for the election of one of the nominee(s), including the processes which will apply to the conduct of the election. The Returning Officer shall be responsible for counting of the votes and the notification of the result to the Trustee.
- 3.6 Candidates will be allowed to provide a statement supporting their nomination for distribution to the members eligible to vote. If the statement contains any offensive, defamatory or inaccurate material as determined by the Company Secretary, then the Company Secretary can require the candidate to revise their statement before it is accepted and made available for viewing by voters.
- 3.7 The election shall be conducted using a 'first past the post' voting system. The successful nominee will be the one who receives the greatest number of votes.
- 3.8 If there is a tie for a Member Director position of a Group, the nominee who is to be appointed Member Director shall be decided by the Returning Officer by the toss of a fair coin witnessed by at least one current director of the Trustee, or by the Company Secretary.
- 3.9 The election of a Member Director will become effective from the date determined by the Trustee and notified to Members of the relevant Group.

## 4 Term of Office

- 4.1 A Member Director appointed under Article 3 shall hold office for a term of the lesser of:
- 4.1.1 four years;
  - 4.1.2 until vacation of their office under Article 5; or
  - 4.1.3 such time as the Trustee determines that it is no longer satisfied that the Member Director is a fit and proper person to act as director of the Trustee.

## 5 Removal of Member Director

- 5.1 A Member Director may only cease to hold office in accordance with the provisions of the Constitution of the Trustee, the Plan's Trust Deed or as provided for under SIS including in the event of:
- 5.1.1 death;
  - 5.1.2 mental or physical incapacity;
  - 5.1.3 retirement;
  - 5.1.4 termination of employment;
  - 5.1.5 the member becoming a disqualified person within the meaning of SIS;
  - 5.1.6 the Member Director resigning from his or her position as director;
  - 5.1.7 the Member Director's tenure of position expiring including because the Trustee has determined that it is no longer satisfied that the Member Director is a fit and proper person to act as director of the Trustee;
  - 5.1.8 the Member Director ceasing to be a Member of the Plan;
  - 5.1.9 the Member Director ceasing to satisfy any condition he or she is required to satisfy in order to be eligible for appointment; or
  - 5.1.10 a written request to the Trustee by a majority (over 50%) of the members of the relevant Group of the Plan.
- 5.2 A director who ceases to hold office pursuant to this Article shall, if otherwise eligible, be entitled to be selected or appointed as a director on a subsequent occasion.

## 6 Vacancies

- 6.1 At or near the expiry of the term of office of a Member Director of a Group, the Trustee shall call for nominations and institute an election pursuant to Articles 2 and 3.
- 6.2 In the event of a Member Director ceasing to hold office for any reason prior to the expiry of his or her term of office, then the Trustee shall call for nominations and institute an election pursuant to Article 3.
- 6.2.1 Where an election is held as provided for in paragraph 6.2, the term of office of the director who is elected will be 4 years or until vacation of their office under Article 5.
- 6.3 A vacancy of the office of a Member Director must be filled within 90 days of the vacancy occurring or such other time as required by the relevant superannuation laws.

## 7 Publication of the Rules

- 7.1 The Trustee shall arrange for these Rules (as amended from time to time) to be published in such a way as will in the opinion of the Trustee make members of the Plan aware of the procedure for the selection and removal of Member Directors.

## 8 Amendments of these Rules

- 8.1 The Trustee, with the approval of Qantas, may by resolution at any time amend, alter, add or repeal these Rules provided no amendment, alteration, addition or repeal is made that would or may, in the opinion of the Trustee, contravene relevant superannuation laws.

# Nomination and Declaration Form for Member Directors of Qantas Superannuation Limited

Completed forms to be faxed to (02) 9691 5688  
or emailed to [info@qantassuper.com.au](mailto:info@qantassuper.com.au)

**NOTE: THIS FORM IS IN TWO PARTS AND BOTH PARTS MUST BE COMPLETED.**

## Part A – to be completed by the person making the nomination ▾

I,  Staff/Member no:   
Classification:  Work location:

### Declare that:

1. I am a Group [  ] member of the Qantas Superannuation Plan (Plan).
2. I nominate:   
(nominee) for election as a director of the Plan's trustee (Trustee) in respect of that Group.

Signature: \_\_\_\_\_ Date:  /  /

## Part B – to be completed by the nominee ▾

I,  Staff/Member no:   
Classification:  Work location:

### Declare that:

1. I am a Group [  ] member of the Plan and accept the above nomination.
2. I am not a disqualified person within the meaning of the Superannuation Industry (Supervision) Act 1993 (SIS Act) in that:
  - (a) I have not at any time:
    - (i) been convicted of an offence against or arising out of a law of the Commonwealth of Australia or a State or Territory of the Commonwealth of Australia or of a foreign country, being an offence in respect of dishonest conduct<sup>1</sup>; or
    - (ii) had a civil penalty order<sup>2</sup> (within the meaning of the Superannuation Industry (Supervision) Act 1993)(SIS Act) made in relation to me;
  - (b) I am not an insolvent under administration (within the meaning of the SIS Act)<sup>3</sup>;
  - (c) I am not prohibited from being a director of a body corporate under the Corporations Act 2001 or similar overseas legislation;and if elected I undertake to notify the remaining Trustee directors immediately in the event that any of the information in this clause (2) should cease to remain true and correct.
3. I have read the Rules relating to the election of Member Directors and believe that I am eligible to stand for election pursuant to those Rules.

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1 A conviction for an offence of dishonesty includes a spent conviction (ie a conviction which after a certain period of time would not usually need to be disclosed) and a childhood conviction. Offences which have been proved but where a conviction has not been recorded or the person is placed on probation or under a bond are also included.

2 A person will have had a civil penalty order made against them if a court has declared that the person has breached certain provisions in the SIS Act.

3 An insolvent under administration includes a bankrupt and a person who has entered into a deed of arrangement or deed of assignment with his or her creditors.

# Nomination and Declaration Form for Member Directors of Qantas Superannuation Limited

4. I will provide to the Trustee, by the time advised by it, any information it reasonably requires to enable it to decide whether to accept my nomination as a candidate for election as a Member Director and understand and accept that, in the event such information is not provided to the Trustee by the required time, or if it is unsatisfactory, the Trustee may refuse to accept my nomination.
5. I have read and understood the current version of the document Superannuation Guidance Note (Superannuation Licensing) SGN 110 on the website of the Australian Prudential Regulation Authority (<http://www.apra.gov.au>) which relates to the fit and proper test for Member Directors.
6. I disclose the following information being full details of every conflict of interest<sup>4</sup> that I may have in the event that I am appointed a Member Director based on my current circumstances.
7. I agree that while I am a Member Director I will:
- (a) undertake education and training; and
  - (b) provide evidence of this to the Trustee
- on an ongoing basis in order to conform with the Trustee's Training Plan which applies from time to time and to satisfy the Trustee that I am a fit and proper person to remain as a Member Director AND I UNDERSTAND that in the event that I do not so satisfy the Trustee my position as a Member Director may be declared vacant pursuant to Rule 4.1.3.
8. I have attached a full curriculum vitae<sup>5</sup> which is true, correct and complete in all material respects.
9. I consent to the Trustee:
- (a) conducting a Federal Police check in respect of me;
  - (b) conducting a bankruptcy check in respect of me; and
  - (c) checking details of any statements made by me in this Declaration and any details contained in my curriculum vitae.

Signature: \_\_\_\_\_ Date:

<sup>4</sup> You may have a conflict of interest if you have a personal interest which might conflict with that of the Trustee or the Fund (eg an investment in a company with which the Trustee enters into a contract). This will not necessarily prevent you from acting as a trustee director but disclosure must be made.

<sup>5</sup> A curriculum vitae (also commonly referred to as a 'resumé') is a document that sets out details of your educational and trade qualifications, your current and past employment history and information such as the names of past and current employers, a description of positions held and the key duties required of each position. It can also include information about non-work roles that you may have performed (for example, your role with voluntary or non-profit organisations) where you have the type of skills that you may need as a Member Director. It is better to include too much information rather than too little.

## Privacy Statement

We collect information about you in order to provide you the service you have requested. We will not pass your personal details to any other party unless authorised to do so under the law or in accordance with the Plan's Privacy Policy. For more information about the Plan's Privacy Policy, the complete document is available from the website [www.qantassuper.com.au](http://www.qantassuper.com.au).