

Harwood Nominees Pty Limited
ABN 70 001 216 208, AFSL No. 240614,
atf Harwood Superannuation Fund
AFSL 240614 SFN 111 024

Procedures for Appointment and Removal of Member Nominees

1 January 2012

Composition of the Harwood Superannuation Fund (“Fund”)

The Fund has three Plan Employers: CSR Limited (“CSR”), Sucrogen Limited (“Sucrogen”) and Holcim (Australia) Holdings Pty Ltd (“Holcim”).

The Fund is made up of five divisions:

- **Division One** comprises four plans:
 - the Harwood Pensioner DBD Plan (Plan Employer – CSR and Sucrogen);
 - the CSR DBD Plan (Plan Employer – CSR);
 - the Sucrogen DBD Plan (Plan Employer – Sucrogen); and
 - the Holcim Super DBD Plan (Plan Employer – Holcim).
- **Divisions Two and Three** comprises two plans:
 - the Harwood Super Accumulation Plan (“Harwood Super”) (Plan Employers – CSR and Sucrogen); and
 - the Holcim Super Accumulation Plan (“Holcim Super”) (Plan Employer – Holcim).
- **Division Four** an Allocated Pension/Transition to Retirement Allocated Pension Division
- **Division Five** is MonierPGH Super (Plan Employer – CSR).

Composition of Trustee

The board of Harwood Nominees Pty Limited (“Harwood”), which is the corporate trustee of the Fund, has eight Directors as follows:

Four Employer Nominees:

- CSR– 2
- Holcim – 1
- Sucrogen– 1

Four Member Nominees:

Directors are elected by a ballot of all Members, Retained Members, Family Members, Deferred Members, Allocated Pensioners, Pensioners, and Spouse Pensioners as follows -

- **CSR - 2**

Two of the Member Nominees must be Members of the Fund who are employed by CSR or by a Plan Employer appointed by CSR as its replacement or by an Associated Employer associated with CSR or such a Plan Employer.

- ***Holcim – 1***

The Member Nominee must be a Member of the Fund who is employed by Holcim or by a Plan Employer appointed by Holcim as its replacement or by an Associated Employer associated with Holcim or such a Plan Employer.

- ***Sucrogen Limited – 1***

The Member Nominee must be a Member of the Fund who is employed by Sucrogen or by a Plan Employer appointed by Sucrogen as its replacement or by an Associated Employer associated with Sucrogen or such a Plan Employer.

Procedure for appointment of Member Nominees:

When the office of a Member Nominee expires at the end of the four year term of appointment, or such other period as the Directors may at any time determine, the election and appointment procedures are as follows (*special rules apply for casual vacancies - see below*):

- Article 10.8 of the Constitution of Harwood enables all Members, Allocated Pensioners, Deferred Members, Pensioners, Retained Members, Family Members, and Spouse Pensioners to nominate candidates for any vacant position.
- must be nominated and seconded in writing;
- the nominated Member must consent in writing to the nomination;
- the nominated Member must submit a *Statement of Candidature* and complete a *Declaration by Candidate* ; and
- be eligible under the relevant Superannuation Law or any other law for appointment as a Director of a company as well as meeting the requirements of the trustee's *Fit and Proper Policy*.

Voting procedures:

- Voting is not compulsory.
- If only one eligible candidate is nominated for the vacant position, then no ballot is required and that candidate is appointed in accordance with the Constitution for a four-year term, or such other period as the Directors may at any time determine;
- If more eligible candidates are nominated than the number of vacant positions, a ballot (vote) of all Members, Retained Members, Family Members, Deferred Members, Allocated Pensioners, Pensioners, and Spouse Pensioners is conducted. The order of candidates on the ballot paper(s) is drawn by lot by the Returning Officer and confirmed by a witness.

- The Secretary of Harwood is responsible for the conduct and counting of the ballot, appointing an independent Scrutineer and generally acts as Returning Officer. However, the role of Returning Officer may be delegated by the Secretary to the Fund Accounting Manager or Compliance Officer of the Harwood Superannuation Fund.
- The successful candidate for the vacant position, is the one who obtains the most votes, and is appointed in accordance with the Constitution for a four-year term, or such other period as the Directors may at any time determine.

Casual Vacancies

If the office of a Member Nominee becomes vacant before the expiry of their term of office then a casual vacancy arises, which must be filled, as soon as reasonably practicable but no longer than 90 days after the vacancy occurs, as follows:-

- (a) if there are persons available who satisfy the criteria under the Constitution by which the Member Nominee was eligible to be appointed and who, if appointed, would satisfy the basic equal representation rules under section 89 of SIS, the Directors must appoint one of those persons as the replacement Member Nominee in such a way as to satisfy those criteria and basic equal representation rules;
- (b) if there are no persons available who satisfy the criteria and basic equal representation rules described in paragraph (a), the Directors must arrange for the nomination, election and appointment of a replacement Member Nominee in accordance with the Constitution and the basic equal representation rules under section 89 of SIS.

Procedure for removal of Member Nominees

The method of removal of Directors, including Member Nominees is set out in Article 10 of the Constitution of Harwood Nominees Pty Limited.

A Member Nominee ceases to hold office if the Member Nominee–

- resigns by notice in writing to the Company;
- dies;
- in the opinion of the other Directors, becomes mentally ill or incapable of carrying out the responsibilities of a Director;
- reaches the end of his or her tenure of office as Member Nominee, ceases to be a Member or ceases to satisfy a condition that the Member Nominee was required to satisfy to be eligible for appointment (including ceasing to be an employee of the relevant Plan Employer);
- is removed by the same procedure as that by which he or she was appointed; or
- is disqualified from office by Superannuation Law or any other law.

Further, a Member Nominee ceases to hold office if the company (out of CSR, Holcim and Sucrogen) of which they are an employee, ceases to be a Plan Employer (or the appointer of a Plan Employer) of all the Plans of which it was at any time a Plan Employer.

In the event that a Member Nominee ceases employment with their employer but continues as a Pensioner, Retained Member, Deferred Member or Allocated Pensioner, the Directors may determine that the Member Nominee continues as a Director until their term of office expires or such shorter period as the Directors may determine.

(adopted by resolution of Harwood board on 2 December 2011)