



ASAR

Australian Sonographer
Accreditation Registry

By-Laws governing elections of Members of ASAR Ltd to the Board, to fill Member Director Positions

DEFINITIONS

Board means the Board of Directors of the Company.

Company means Australian Sonographer Accreditation Registry Limited (ASAR Ltd.), ACN: 084400546.

Company Secretary means the company secretary of the Company.

Constitution means the Company's Constitution.

Member Director means a member director of the Board.

Member means a member of the Company (as defined in Part III. Section 14. a) of the Constitution.

Returning Officer: oversees the conduct of the election process. For the purpose of these By-Laws the Company Secretary is the Returning Officer.

PURPOSE AND POWERS

These By-Laws have been prepared pursuant to Part V., section 35 of the Constitution and are binding and enforceable on every Member of the Company, as per Part III of the Constitution. These By-Laws must be read in conjunction with the Constitution.

The purpose of these By-laws is to formally set out the criteria governing the system to be used for nominations and voting to appoint Members to the Board, to fill Member Director positions.

NUMBER AND NATURE OF DIRECTORS

The number and nature of Directors on the Board is defined in Part V, section 30. a) and b) of the Constitution as follows:

There must be not less than 3 (or such other minimum number as determined by the Act) and not more than 10 Directors.

Of the Directors at any time, up to **7 may be Member Directors** and up to 3 may be Appointed Directors.

NOMINATION, SELECTION AND APPOINTMENT OF DIRECTORS

The nomination, selection and appointment of Members to the Board to fill Member Director Positions must adhere to the rules set out in Part V., section 35 of the Constitution.

14 January 2013

By-Laws Governing Elections of Member Directors

Issue 1

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NOMINATION AND VOTING SYSTEM

Nomination and voting for appointment of Directors will be conducted using an online Direct Voting system.

Elections will be determined according to the **Optional Preferential** system of voting. A member may vote in one of three ways:

1. Single primary preference for one candidate only, by placing the single figure 1 in one, and one only box to indicate the candidate they wish to vote for (all other boxes must be left blank),

or

2. Preferences for some, but not all candidates on the Ballot by placing the numbers 1', '2', '3', '4', '5' etc in order of preference, in the boxes of as many candidates as there are vacancies,

or

3. Full set of preferences by ranking all of the candidates on the Ballot in order of preference, by placing the numbers '1', '2', '3', '4', '5' etc in the boxes for each and every candidate in order of preference.

A formal vote must contain a single preference (or number one), or a consecutive sequence of preferences.

A Ballot will be rejected as informal by the online voting system if no preference(s) are clearly shown in rank order, if any identifying mark is made on the Ballot, or if the voter's intention is not clear.

Preferences beyond the first choice will only be counted if no candidate receives an absolute majority (ie. 50% + 1). Preferences will then be distributed to determine who wins.

In the event there is an equal number of votes for candidates to fill the final position(s), the successful candidate(s) will be determined by a random draw of name(s).

Votes will be tallied in real time by the online Direct Voting system and the returning officer will have access to the online voting system to track progress.

The Online Direct Voting system will ensure the confidentiality of each person's vote is maintained throughout the entire process.

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