

Attachment 3 to explanatory statement

Schedule of Amendments

Clause	Amendment	Reason for Amendment
Title Page	Insert details for the Eighth Supplemental Charter and By-laws 2022	Update the details for the supplemental Charter and By-Laws as appropriate throughout the governance documents
Preamble E (RC)	Insert the words “on 21 September 2015 – the seventh supplemental charter” at new para (g)	Inserts the legal definition of the seventh supplemental charter 2015 into the preamble to the charter
7.1 (RC)	Insert the words “or appoint”	To give National Congress the power to “appoint” in addition to the power to elect directors
29 (BL)	Insert the words “or by-law 36.6(b) or appointed under by-law 30.3”	To include in the composition of the Board those directors who are appointed or appointed to fill a casual vacancy
30.1 (BL)	Amend by-law 30.1 to state “Before the annual general meeting each year the National Congress must elect or appoint a sufficient number of directors (if any) such that from 1 January in the year after they are elected, the composition of the Board will comply with by-law 29(a).”	The amended clause extends the obligation to include the appointment of the directors such that sufficient directors are elected or appointed by National Congress.
30.3 (BL)	Insert new by-law “A director elected under by-law 30.1 and whose first full term is due to expire, is eligible to be appointed by the National Congress as a director for a second consecutive full term prior to an election taking place under by-law 30.1, subject to the Board recommending to the National Congress that such appointment be made”	Inserts the power for National Congress to appoint a director if they so choose following a recommendation from the Board
30.4 (BL)	Amend to read “A director whose term is due to expire and who will on expiry of that term, have held office under by-law 29(a) for 2 consecutive full terms, is eligible to be elected as a	Clarifies an existing by-law and restates the power of Congress to approve a director to stand for a third term and extends that power to permit appointment by National Congress.

	director under by-law 30.1 for a third consecutive full term, subject to the National Congress approving the nomination of that director before the election”.	
36 BL	Various amendments	to describe a director’s term to include election and appointment
36.6 (BL)	Amend to read “Where a casual vacancy arises under by-law 36.5, that casual vacancy must be filled for the remainder of the term of office of the delegate, director or the National President, who ceased to hold office”	Clarifies that a casual vacancy must be filled for the remainder of the term.
36.6(b) (BL)	Insert the words “or appointed under by-law 30.3”	Extends the operation of the casual vacancy provisions to apply to appointed directors and that the casual vacancy be filled following an election by National Congress
59.1(e) (BL)	Insert the word “appointed”	Extends the definition of “director” to include, appointed directors
59.1(h)	Insert the words “full term”	Inserts the definition of full term for a director and the National President
60.3 (BL)	Insert new by-law 60.3(a) to (G)	Transitional provisions required to bring the key by-law amendments into effect and move to election of three directors every 2 years in lieu of elections every year which is the current model
60.4 (BL)	Insert new by-law 60.4	Enables the application of by-law 30.4 by National Congress in relation to the transitional provisions.
60.5 (BL)	Insert new by-law 60.5 “This by-law 60 ceases to have any affect from 1 January 2026”	Inserts a termination date for the Transitional provisions.
Various	Clause references throughout the By-laws.	The inclusion of various new clauses has necessitated the amendment of various clause references throughout the By-laws which are noted in the “marked-up version of the By-laws at Attachment 2

Key:

- RC – Royal Charter
- BL – By-Laws