

**ST JOHN AMBULANCE AUSTRALIA
SOUTH AUSTRALIA INC**

REG NO A19812M



RULES OF THE ASSOCIATION

REVISED 2011

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St JOHN AMBULANCE AUST SOUTH AUSTRALIA INC

RULES

SECTION 1 – PRELIMINARY

1. NAME

The name of the association shall be:
ST JOHN AMBULANCE AUSTRALIA SOUTH AUSTRALIA INCORPORATED

2. INTERPRETATION

In the interpretation of these Rules (except where the context otherwise requires):

- 2.1 Words importing one gender include the other gender.
- 2.2 “**Appointed Director**” means the persons described in Rules 9.2.2.1, 9.2.2.2 and 9.2.2.3;
- 2.3 “**Association**” means St John Ambulance Australia South Australia Incorporated;
- 2.4 “**Australian Board of Directors**” means the Australian Board of Directors of the Priory;
- 2.5 “**Board of Directors**” means those persons who together under these Rules have power to administer the affairs of the Association;
- 2.6 “**Chairman of Community Care**” means the person described in Rule 17;
- 2.7 “**Chairman of Operations**” means the person described in Rule 18;
- 2.8 “**Chairman of Training**” means the person described in Rule 20;
- 2.9 “**Commissioner**” means the Chairman of Operations described in rule 18;
- 2.10 “**Community Care**” means that branch of the Association comprising those personnel undertaking general welfare/fellowship activities within the Order and community for which the Chairman of Community Care is responsible;
- 2.11 “**Coopted Director**” means a person appointed by the Board of Directors who may or may not be eligible to be a member under rules 7.1.1 to 7.1.3;
- 2.12 “**Director**” means a member of the Board of Directors;
- 2.13 “**Elected Director**” means the persons described in Rule 9.2.3;
- 2.14 “**Electoral College**” means those persons defined in Rule 10 who are entitled to vote for those members of the Board of Directors referred to in Rule 9.2.3;
- 2.15 “**Operations**” means that part of the Association comprising those personnel undertaking the duties for which the Chairman of Operations is responsible;
- 2.16 “**Registered Member**” means a person who has been endorsed as a member of a committee or group of the Association as defined in accordance with policies determined by the Board of Directors from time to time;

- 2.17 **“Priory”** means the Priory in Australia of the Order;
- 2.18 **“Royal Charter”** means the Royal Charters granted to the Order by Queen Elizabeth II in 1955 and 1974 as supplemented by Royal Charter from time to time;
- 2.19 **“State”** means the State of South Australia;
- 2.20 **“Statutes”** means the Statutes of the Grand Council of The Most Venerable Order of the Hospital of St John of Jerusalem and as may be amended from time to time. The terms:
- 2.20.1 “Grand Council”
- 2.20.2 “The Order”
- 2.20.3 “The Order of St John”
- 2.20.4 “The Order of St John Grand Council”
- shall have the meaning attributed hereto by the Statutes;
- 2.21 **“Training”** means that branch of the Association comprising those personnel undertaking the duties for which the Chairman of Training is responsible.

SECTION 2 – CONSTITUTIONAL POSITION

3. AUTHORITY

The Association acknowledges the general authority of the Priory and that it is subject to the provisions of the Royal Charter, the Statutes, and the Regulations of the Grand Council and the Priory in Australia.

4. OBJECTS

The objects of the Association are as follows:-

- 4.1 To coordinate the activities of St John within the State and to implement and administer the policies of the Priory.
- 4.2 To do all of the things which are the objects of the Order and which are referred to as such in the Statutes and Schedule 1 to the Regulations of the Priory in Australia.
- 4.3 To assist in publicising the objects and work of the Order and encourage public support of all the activities of the Order in the State.
- 4.4 To encourage and assist in organising, from time to time the raising of money for the work of the Order.
- 4.5 To maintain liaison and cultivate mutual understanding with State and Local Government bodies and especially with other welfare organisations having interest in the teaching and practice of first aid or other fields in which the Order is active.
- 4.6 To appoint the Order’s representatives on any local joint committee involving the activities of the Association and any other organisations.

- 4.7 To have any other objects or responsibilities that may be incidental to the achievement of any of the above objects.

5. **POWERS**

The Association shall, in addition to any powers conferred on it by the Associations Incorporation Act 1985 or otherwise expressly or impliedly conferred on it, have the following powers:-

- 5.1 To do all such things as are incidental or conducive to the attainment of the objects referred to in Rule 4;
- 5.2 To purchase, acquire, hold, maintain, improve, lease, mortgage and dispose of any real or personal property including land and buildings;
- 5.3 To take mortgages, and charges to secure payment of any monies due to the Association from purchasers and others;
 - 5.3.1 To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to execute, carry out and enjoy any licence, power, authority, franchise, concession, right or privilege which any Government Authority or Corporation or any other public body may be empowered to grant.
 - 5.3.2 To pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Association's assets to defray the necessary costs, charges and expenses thereof;
- 5.4 To enter into arrangements with the State Government or any authority municipal or local for the furtherance of the Association's objects;
- 5.5 To establish and support or aid in the establishment and support of other bodies, the purpose of which is to benefit the Association or further its objects and to grant allowances and make payments towards insurances and subscribe or guarantee money for charitable and benevolent purposes;
- 5.6 To invest and deal with the money of the Association not immediately required;
- 5.7 To open and operate bank accounts, obtain grants, and borrow money upon such terms and conditions as the Association thinks fit;
- 5.8 For all or any of the purposes aforesaid, to employ and remunerate any person or persons in such manner and upon such terms as may be determined from time to time by the Association.
- 5.9 To establish and support or aid in the establishment and support of funds or trusts for the purpose of benefiting employees or ex-employees of the Association and the dependents or connections of such persons and for such purposes to subscribe for and hold shares in any Company incorporated to act as trustee of any such fund or trust and to grant pensions and allowances and to make payments towards insurance or otherwise for the benefit of such persons.
- 5.10 To appoint committees for such purposes and with such powers as the Association determines. The members of the committees need not be members of the Board of Directors;

- 5.11 To make, alter and repeal regulations not inconsistent with these Rules for the purposes of the Association.

SECTION 3 – ORGANISATIONAL STRUCTURE

6. PATRON

If the Governor of the State accepts appointment of Deputy Prior by the Grand Prior, he or she shall be Patron of the Association if he or she desires.

7. MEMBERSHIP

7.1 The members of the Association shall be:

7.1.1 Those members of the Order of St John ordinarily resident in South Australia, however a member may elect to not be a member of the Association by advising such in writing to the Chief Executive Officer;

7.1.2 Those registered members of St John ordinarily resident in South Australia; however a registered member may elect to not be a member of the Association by advising such in writing to the Chief Executive Officer;

7.1.3 Those employees of the Association ordinarily resident in South Australia, however an employee may elect not to be a member of the Association by advising such in writing to the Chief Executive Officer: and

7.1.4 Members of the Board of Directors not provided for in clauses 7.1.1 to 7.1.3

7.2 The Board of Directors may resolve that a member be expelled:

7.2.1 On determining that a member is guilty of conduct detrimental to the interest of the Association'

7.2.2 In those circumstances otherwise provided for in the rules;

7.3 A register of members must be kept and shall contain:

7.3.1 The name and address of each member

7.3.2 The date on which each member was admitted as a member of the Electoral College

7.3.3 If applicable the date of, and reason(s) for termination of membership

8. MEMBERSHIP FEES

8.1 The membership fees shall be such sum (if any) as the Board of Directors shall from time to time determine;

8.2 Membership fees shall be payable on 1 July each year or at such time as the Board of Directors shall from time to time determine;

- 8.3 Any member whose membership fees are outstanding for more than three (3) months after the due date for payment shall have membership suspended until those membership fees are paid.

9. THE BOARD OF DIRECTORS

- 9.1 The Board of Directors may exercise all the powers of the Association, including the control of funds and other property of the Association, save those which must under these rules or by law be exercised by the Association in general meeting.

- 9.2 The Board of Directors shall comprise the following persons:

9.2.1 Coopted Directors:

Three Directors coopted by The Board of Directors one of whom shall be appointed Treasurer

9.2.2 Appointed Directors:

9.2.2.1 The Chairman of Training;

9.2.2.2 The Chairman of Community Care;

9.2.2.3 The Chairman of Operations;

9.2.3 Elected Directors;

Three members of the Association, not otherwise appointed, who shall be elected from the membership of the Association in accordance with Rule 10.

- 9.3 A Chairman of the Board of Directors shall be elected from the Coopted, Appointed, and Elected Directors.

9.3.1 The Directors present at the first meeting of the Board of Directors following the Annual General Meeting shall in any year when the office is to be vacated elect a Chairman from the Board of Directors who shall hold office for a period of not more than three years from the date of such election. Nominations for the position of Chairman shall be submitted to the Chief Executive Officer at least fourteen (14) days prior to the first meeting of The Board of Directors following the Annual General Meeting.

9.3.2 All nominations for the position of Chairman of The Board of Directors shall be proposed and seconded by two members of The Board of Directors.

9.3.3 The Chairman shall cease to hold office as Chairman upon ceasing to be a Director.

9.4 Deputy Chairman

The Directors present at the first meeting of the Board of Directors following each Annual General Meeting shall elect a Deputy Chairman from the Board of Directors membership. The Chairman at the meeting shall decide the manner in which such election shall be conducted.

10. ELECTORAL COLLEGE

- 10.1 The purpose of the Electoral College is to elect Elected Directors.
- 10.2 The members of the Association shall comprise the Electoral College of the Association.

SECTION 4 – ELECTION, RETIREMENT AND VACATION OF DIRECTORS’

11. ELECTION OF ELECTED DIRECTORS TO THE BOARD OF DIRECTORS

- 11.1 There shall be a vote for the Elected Directors and the persons so elected shall take up their appointment at the Annual General Meeting to be held the day after voting closes; provided that where an election is not held the person so elected pursuant to rule 11.7 shall take up their appointment at the Annual General Meeting to be held the day after voting would have closed should an election have been held.
- 11.2 All persons who are members of the Electoral College shall be entitled to vote for the election of Elected Directors. Each member of the Electoral College shall be entitled to one vote only.
- 11.3 All nominations for the election of Elected Directors shall be proposed and seconded by two members of the Electoral College and shall be accompanied by the nominee’s consent to act as a Director signed by the nominee and shall be delivered to the Chief Executive Officer at least twenty eight (28) days before the date of the Annual General Meeting of the Association.
- 11.4 If the nominations received are in excess of the vacancies a ballot paper shall be prepared and forwarded by the Chief Executive Officer to every person entitled to vote.
- 11.5 Ballot papers must be in the hands of the Chief Executive Officer by noon on the day before the Annual General Meeting of the Association.
- 11.6 Scrutineers shall be appointed by the Chief Executive Officer and they shall report the result of the ballot to the person presiding at the Annual General Meeting. The candidate or candidates (as the case may be) receiving the most votes shall be declared elected.
- 11.7 If the nominations received are equal to the number of vacancies the person presiding at the Annual General Meeting shall declare the nominees elected.
- 11.8 If the nominations received are less than the vacancies the person presiding at the Annual General Meeting shall declare the nominees elected and may with the consent of the majority of those present at the meeting fill the remaining vacancies from amongst those eligible persons present at the Annual General Meeting in a manner to be decided by the person presiding.

12. CASUAL VACANCIES

- 12.1 Casual vacancies may be filled by The Board of Directors and any person so appointed shall hold office until the next Annual General Meeting.
 - 12.1.1 Casual vacancies shall be filled from the category of Director from which the casual vacancy originated.

- 12.1.2 A casual vacancy arising from the resignation, death or removal of a Co-opted Director or an Elected Director shall be filled in the same manner as a Co-opted Director is appointed.

13. TENURE OF DIRECTORS

- 13.1 Subject to rules , Elected Directors are elected for a period of three years and they may be re-elected provided that no Elected Director shall hold office as a Director for a continuous period greater than nine (9) years.
- 13.2 Co-opted Directors shall be appointed for such period as the Board of Directors shall determine at the time of each appointment.
- 13.3 An Appointed Director shall remain a Director for so long as that person is the Chairman of the relevant section of the Association.

14. VACATION OF OFFICE BY DIRECTORS

- 14.1 Any member of The Board of Directors may resign from office by notifying the Chief Executive Officer in writing. Such membership shall cease from the time of receipt of the notice or from the time nominated in the notice.
- 14.2 The Board of Directors may declare a member to have vacated office where:
 - 14.2.1 the member has, without leave of absence, failed to attend three consecutive meetings of The Board of Directors; or
 - 14.2.2 as otherwise provided for in the rules.

15. CASUAL VACANCIES OF DIRECTORS

- 15.1 Should a casual vacancy exist for the position of Chairman, The Board of Directors shall, at any meeting of The Board of Directors elect an officer in the same manner as is prescribed in Rule 9.3.
- 15.2 A casual vacancy arising from the resignation, death or removal of an Appointed Director, or an Elected Director shall be filled in the same manner as a Co-opted Director is appointed.
- 15.3 Office Bearers holding office as a result of a casual vacancy shall do so until such time as the person originally holding office would normally have retired.

16. ACCOUNTABILITY OF DIRECTORS

- 16.1 Every officer appointed by the Association or The Board of Directors shall, at such time during the continuance of his office or after his ceasing to hold it and in such a manner as The Board of Directors directs, deliver to The Board of Directors a true account of all matters committed to his charge and of his receipts and payments with vouchers and shall, at all times on the demand of The Board of Directors, deliver up to it any book or document in his possession belonging to the Association.
- 16.2 All monies due from any such officer shall be paid by him to the Treasurer of The Board of Directors or as The Board of Directors directs.

SECTION 5 – AUSTRALIAN APPOINTMENTS

17. CHAIRMAN OF COMMUNITY CARE

The Board of Directors shall nominate a person as Chairman of the Community Care Branch who may be then appointed to such office by the Priory. The Chairman of Community Care shall be responsible to The Board of Directors for the organisation and control of the members when engaged in Community Care activities within South Australia.

18. CHAIRMAN OF OPERATIONS

The Board of Directors shall nominate a person as Chairman of Operations who may be appointed to such office by the Priory. The Chairman of Operations shall be responsible to The Board of Directors for the organisation and control of the members when engaged in Operations activities in South Australia.

19. CHAIRMAN OF OPHTHALMIC

The Board of Directors shall nominate a person as Chairman of Ophthalmic who may be then appointed to such office by the Priory. The Chairman of Ophthalmic shall be responsible to The Board of Directors for the organisation and control of the members when engaged in ophthalmic activities within South Australia.

20. CHAIRMAN OF TRAINING

The Board of Directors shall nominate a person as Chairman of Training who may be then appointed to such office by the Priory. The Chairman of Training shall be responsible to The Board of Directors for the organisation and control of the members when engaged in teaching activities in South Australia.

SECTION 6 – SALARIED OFFICERS

21. CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint a Chief Executive Officer and shall determine the responsibilities of the person holding that office.

22. PUBLIC OFFICER

The Chief Executive Officer shall hold the office of Public Officer of the Association.

23. OTHER EMPLOYEES

The Chief Executive Officer shall appoint such other employees as is deemed to be appropriate.

24. REMUNERATION OF STAFF

The Board of Directors will determine, from time to time, the employment terms and conditions of all employees of the Association.

25. EMPLOYEES – ELECTION TO THE BOARD

Employees of the Association shall not be entitled to stand for election in any position of the Association.

SECTION 7 – MEETINGS

26. MEETINGS

26.1 Annual General Meeting

26.1.1 The Annual General Meeting of the Association shall be held prior to 30th November in each year.

26.1.2 The business to be transacted at the Annual General Meeting of the Association shall be:

26.1.2.1 Presentation of the Annual Report of the Association;

26.1.2.2 Presentation of the Financial Statements of the Association and the Auditors' report thereon; and

26.1.2.3 Such other business as may be legally transacted including matters that are subject of a notice in accordance with rule 27.4.

26.2 Extraordinary General Meetings

26.2.1 An Extraordinary General Meeting of the Association may be called at any time by the Chairman of the Board of Directors and shall be called following a request in writing, signed by no less than fifty members of The Association, which is delivered to the Chief Executive Officer.

26.2.2 The business to be conducted at any Extraordinary General Meeting shall be sent out in the Notice of Meeting and no other business may be transacted thereat.

26.3 Board of Directors Meetings

26.3.1 The Board of Directors shall meet within one month after the Annual General Meeting of the Association and at such other times as The Board of Directors may determine from time to time provided that The Board of Directors shall meet not less than nine (9) times during any calendar year.

26.3.2 The Board of Directors may, at any meeting, call upon the Chairman of any Committee or Office Bearer to report upon the activities of the function for which he or she is responsible.

27. NOTICE OF MEETING

27.1 Subject to the provisions of the Incorporations Associations Act, at least twenty one (21) days notice of the Annual General Meeting or an Extraordinary General Meeting shall be forwarded by post to every member of the Association.

27.2 Notice of a meeting of The Board of Directors shall be given by forwarding an agenda for the meeting to every member of The Board of Directors prior to the meeting.

- 27.3 Subject to any express provision to the contrary in these Rules, a notice may be given to any person entitled by these Rules to receive a notice either personally or by sending it by post. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice to the last known address of such person and to have been effected in a case of the Notice of Meeting on the day after the date of its posting.
- 27.4 At least fourteen (14) days prior to the Annual General Meeting a member of the Association may provide in writing to the Chief Executive Officer notice of any Item of Business to be discussed at the Annual General Meeting.

28. **MINUTES**

- 28.1 Proper minutes of all proceedings of meetings of the Association and of The Board of Directors shall be prepared within one month after the relevant meeting.
- 28.2 The minutes kept pursuant to this rule must be confirmed by the members or Directors (as relevant) at a subsequent meeting.

29. **VOTING**

- 29.1 Voting at all meetings of the Association, The Board of Directors or any Committee or Sub-Committee of The Board of Directors shall be by a show of hands unless prior to declaring the result of the vote the Chairman of the Board of Directors, or if that person is not presiding over the meeting the person who has been elected and is presiding over the meeting, determines that a poll shall be conducted.
- 29.2 Subject to the discretion of the person presiding over the meeting to determine that a poll is required and further subject to rule 29.3, every question at such a meeting shall be decided by a majority of the votes of the members present and voting on that question by show of hands and in the case of equality of votes, the person presiding over the meeting shall have a second or casting vote.
- 29.3 If a poll is demanded by at least five members or such lesser number of members as the person presiding at the meeting shall determine, subject to rules 29.7 and 29.8, it must be conducted in a manner specified by the person presiding over the meeting and the result of the poll is the resolution of the meeting on that question.
- 29.4 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- 29.5 A special resolution is a special resolution as defined in the Act.
- 29.6 An ordinary resolution is a resolution passed by a simple majority at a meeting of the members.
- 29.7 Members may appoint the person presiding over a meeting of the members as their proxy for that meeting. A proxy may be appointed only by way of completion and submission of a proxy document in the form and manner notified from time to time by the Board of Directors. All proxy forms must be lodged with the Association not less than 24 hours prior to the commencement of the relevant meeting of the members.

29.8 In the event of a poll, the person presiding over a meeting of the members must vote all valid proxies in accordance with the directions of the relevant donor members. For the avoidance of doubt, this obligation does not in any way affect the discretion of the person presiding over a meeting of the members to determine whether or not a poll is to be held on any matter.

30. APPOINTED MEMBERS PROXIES

All voting must be exercised by persons in attendance who are entitled to vote. An Appointed Director shall be entitled to appoint one person who need not be a Board of Directors member to be his or her proxy, and attend and vote at any meeting of the Board of Directors.

31. QUORUM

A quorum will be constituted:

31.1 At general meetings of the Association – by twenty (20) members of the Association;

31.2 At meetings of The Board of Directors – by the number of persons equal to one half plus one of those entitled to attend;

32. COMMITTEES AND WORKING PARTIES

The Board of Directors may appoint committees and working parties.

SECTION 8 – GENERAL MATTERS

33. REGULATIONS AND BY-LAWS

Operations, Training and Community Care activities shall be governed in accordance with such Regulations or By-Laws as may be approved from time to time by Priory.

34. ACCOUNT PERIOD

The financial and business year of the Association shall end on 30th June each year.

35. APPOINTMENT OF AUDITOR

35.1 At each annual general meeting, the members shall appoint an auditor of the Association.

35.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

If an appointment is not made at an annual general meeting, the Board of Directors shall appoint an auditor for the current financial year.

36. CUSTODIAN TRUSTEE

All property held by the Association for the purposes of the Order and not allocated by the Grand Prior in accordance with the Statutes and which is not subject to any special trust at the time of acquisition shall be deemed to be held for the general purposes of the Order in the State of South Australia.

37. **SEAL**

- 37.1 Directors shall be Seal Holders.
- 37.2 The Common Seal shall have the name of the Association inscribed upon it and such Common Seal shall be held in safe custody.
- 37.3 The Common Seal shall only be affixed to any deed, instrument, or documents under and by virtue of an authority passed at a meeting of The Board of Directors. The affixing of the Seal shall be witnessed by a Seal Holder and the Chief Executive Officer, or in the absence of the Chief Executive Officer the Acting Chief Executive Officer.

38. **ALTERATIONS OF RULES**

Subject to the endorsement from the Priory and the provisions of the Associations Incorporation Act 1985, these Rules may be altered or amended and the new Rules may be made at any Annual General Meeting or Extraordinary General Meeting of The Board of Directors to be called for that purpose, provided that notice of intention to propose such alteration, amendment, or addition shall be given to every person entitled to attend and vote at such meeting at the time that the notice of such meetings is forwarded to such persons.

No such amendment or addition shall be made unless a resolution to effect such amendment or addition is carried by a majority of at least three quarters of the members present and entitled to vote and who vote at such a meeting.

39. **WINDING UP**

If the Association is wound up or if there is a motion for winding up pursuant to the Associations Incorporation Act 1985, then after satisfaction of the debts and the liabilities of the Association and the costs and expenses of winding up the surplus property beneficially owned by the Association may not be distributed to the members but must be applied for such charitable purposes as the Priory may determine.

40. **SAVING CLAUSE**

In all matters not covered by these Rules, the procedure to be followed shall be as laid down in the Regulations of the Priory and in case of any inconsistency a regulation shall be construed as if it had been expressed in conformity with the Priory Regulations.

41. **TRANSITION PROVISIONS**

41.1 Upon these Rules coming into effect in accordance with the provisions of the Associations Incorporations Act 1985 ("**Relevant Date**") those bodies comprising the State Council and the Executive as defined in the Rules of the Association in force immediately prior to these Rules coming into effect shall automatically and by virtue of the adoption of these Rules cease to exist. As and from the Relevant Date an Interim Board shall automatically and by virtue of the adoption of these Rules be constituted which Interim Board shall comprise the following people:

- 41.1.1 each member of the Executive who held office immediately prior to the Relevant Date; and

- 41.1.2 two (2) of the Elected Members of State Council who prior to the Relevant Date have been appointed by State Council to be members of the Interim Board;
- 41.2 the Interim Board shall have all powers and shall in all respects be required to function in the manner in which the Board is required to function pursuant to the terms of these Rules as if it were the Board;
- 41.3 in addition to its powers and responsibilities as set out in Rule 41.2 the Interim Board must ensure that all actions and processes are undertaken in order to ensure that the election of the Elected Directors takes place in accordance with these Rules.
- 41.4 The Interim Board shall be obliged to appoint the first three (3) Co-opted Directors who shall commence their appointment as Directors at the first meeting of the Board of Directors to be held after the first Annual General Meeting after the Relevant Date provided that the appointment of those Co-opted Directors shall be subject to ratification by the Board of Directors at that first meeting.
- 41.5 The Interim Board shall cease to operate effective from the date of the first meeting of the Board of Directors following the first Annual General Meeting of the Association to be held following the Relevant Date.
- 41.6 Those members of the State Council and the Executive immediately prior to the Relevant Date must do all things as shall be necessary to assist in the transition from the existing structure of State Council and Executive to the Board of Directors structure set out in these Rules and for that purpose must pass to the Board of Directors all relevant materials and information in the possession of the State Council and the Executive relating to the affairs of the Association.
- 41.7 To the extent that either the State Council or the Executive has vested in it any property rights or interests that property and those rights and interests shall automatically and by virtue of the adoption of these Rules pass to the Board of Directors.
- 41.8 Notwithstanding Rule 13.1 the Chairman shall in respect of the three Elected Directors elected at the first election held immediately after the Relevant Date nominate:
- 41.8.1 one Elected Director to stand for election at the end of the first year of that Elected Director's term;
- 41.8.2 one Elected Director to stand for election at the end of the second year of that Elected Director's term; and
- 41.8.3 the third Elected Director to stand for election at the end of the third year of that Elected Director's term

and the provisions of Rule 11 shall otherwise apply in respect of the election of Elected Directors.