

Call for Nominations and Director Nomination Form

In November 2024, **CRANApplus Incorporated** became **CRANApplus Limited** (ABN31 601 433 502), a company limited by guarantee. In accordance with Rule 30 of the Constitution of CRANApplus Limited (the Company) the first directors of the Company hold office only until the termination of the first annual general meeting (AGM) but are eligible for election at that meeting. As this is the first Annual General Meeting of the Company all six directors will vacate their seats at the conclusion of the **AGM 12pm Thursday 21 November 2025**, unless re-elected. Accordingly, members may wish to nominate for the role of Company Director with CRANApplus Limited.

To be eligible for election, nominees must be an ordinary member of CRANApplus Limited and not be precluded from being a director under the *Corporations Act 2001* (Cth) or a responsible person under the *Australian Charities and Not for Profit Commission Act 2012* (Cth). Company Directors will also be required to hold a Directors Identification Number.

Nominees should be familiar with the roles and responsibilities of Company Directors under the *Corporations Act 2001* (Cth) and the duties of responsible entities under the *Australian Charities and Not for Profit Commission Act 2012* (Cth). Nominees should be aware they will be required to:

- act with reasonable care and diligence;
- act honestly and fairly in the best interests of the charity and for its charitable purposes;
- not misuse their position or information they gain as a Responsible Person;
- disclose actual or potential conflicts of interest;
- ensure that the financial affairs of the charity are managed responsibly; and
- not allow the charity to operate while it is insolvent.

Interested parties **can nominate by completing the attached nomination form** and returning it to fiona.justin@crana.org.au **prior to 5pm AEST 21 October 2025**.

Should you have any questions, queries or concerns you are invited to contact Fiona Justin, Company Secretary on 0419596154 or fiona.justin@crana.org.au

NOMINATION FORM Annual General Meeting 2025 CRANAplus Limited (ABN 31 601 433 502)

Nomination

I, (Name) _____

of (Address) _____

being an ordinary member of CRANAplus Limited, (CRANAplus) and entitled to nominate as a Director of CRANAplus am proposed for nomination by:

Proposer name: _____

Proposer address: _____

Proposer signature: _____

And seconded by:

Seconded name: _____

Seconded address: _____

Seconded signature: _____

I acknowledge that I am over 18 years of age and am not precluded from being a director under the *Corporations Act 2001* (Cth) or a responsible entity under the *Australian Charities and Not for Profit Commission Act 2012* (Cth). I understand I will be required to provide a Director Identification Number should I be successful in my nomination for appointment and may be required to undertake a national police check.

SIGNATURE:..... Date:.....

Election Statement

Please provide a short (max 250 word) statement outlining the relevant knowledge, skills and experience you would bring to the role of Company Director, CRANApplus Ltd.

You may also wish to supply a headshot for inclusion with your nomination

CRANAplus Limited Constitution excerpt

30. First Directors

- 30.1 The first directors are those named in the application for registration of the Company.
- 30.2 The first directors hold office until the termination of the first annual general meeting of the Company but, subject to this constitution, are eligible for election at that meeting. If they resign before the first annual general meeting, they may be replaced at a general meeting before the first annual general meeting, and their replacements hold office until the termination of the first annual general meeting.

32. Nomination for election

- 32.1 Each candidate for election as a director must:
- (1) be proposed by an ordinary member; and
 - (2) be seconded by another ordinary member;
- both of which members must be current financial members of the Company at the time of nomination.
- 32.2 No ordinary member may propose more than 1 person as a candidate but may second more than 1 nomination.
- 32.3 A nomination of a candidate for election must:
- (1) be in writing;
 - (2) be signed by the candidate; and
 - (3) be signed by the proposer and seconder.
- 32.4 A nomination of a candidate for election must be received at the registered office of the Company not later than 5pm on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.
- 32.5 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting.
- ### **33. Election procedure – directors**
- 33.1 If the number of candidates for election as directors is equal to or less than the number of vacancies on the board, the chair of the annual general meeting must declare those candidates to be duly elected as directors.

- 33.2 If the number of candidates for election as directors is greater than the number of vacancies on the board, a ballot must be held for the election of the candidates.
- 33.3 If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 33.4 At the annual general meeting each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- 33.5 The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as directors.
- 33.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- (1) does not exercise a casting vote; or
 - (2) is one of the candidates who received the same number of votes;
- then the names of the candidates who received the same number of votes must be put to a further ballot immediately.
- 33.7 There is not a vacancy for the purpose of this rule 33 (or rules 35 or 36) because the number of directors is less than the maximum allowed under rule 28.1. There is a vacancy only if the number of directors is less than the number elected at the previous annual general meeting (adjusted for any increase under clause 35.1).