



HL7 AUSTRALIA BY-LAWS

Applicable from: 01 June 2022

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PART 1 GENERAL

1.1 Introduction

This edition of the By-laws of HL7 Australia Ltd (ACN 629 010 297) was adopted by resolution of the Board of on 09 May 2022 to take effect from 01 June 2022 and replaces all previous editions.

1.2 Interpretation

1.2.1 In these By-laws, unless the context otherwise dictates:

- (a) **Company** means HL7 Australia Ltd (ACN 629 010 297);
- (b) **Constitution** means the Company's constitution as amended from time to time;
- (c) **By-laws** means these By-laws approved by the Board under authority of clause 60 of the Constitution;
- (d) a term that is defined in the Constitution, covers the same subject and is not differently defined in these By-laws has the meaning given to it in the Constitution; and
- (e) the rules of interpretation of the Constitution as set out in clauses 74 and 75 of the Constitution apply to the interpretation of these By-laws.

1.2.2 The Constitution overrides any provision in these By-laws that is inconsistent with the Constitution but only to the extent necessary to resolve such inconsistency.

PART 2 MEMBERSHIP CLASSES

2.1 For purposes of clause 11 of the Constitution, the membership classes, the qualifications and other criteria for Members to belong to each membership class, and the privileges and rights of Members in each membership class are as set out in Table 1 below.

Class	Qualifications	Privileges
Individual Member	<ul style="list-style-type: none"> (a) A natural person (b) Having a relevant interest in products and services of HL7 International and/or the Company (c) Who the Directors accept as an Individual Member (d) Who pays the annual subscription fee for an Individual Member 	<p>One vote at General Meetings and in Member ballots.</p> <p>The right for the Individual Member to receive Member benefits when participating in Professional Activities.</p>
Tier 3 Organisation Member	<ul style="list-style-type: none"> (a) An Organisation (b) Having a relevant interest in products and services of HL7 International and/or the Company (c) Who the Directors accept as a Tier 3 Organisational Member (d) Who pays the annual subscription fee for a Tier 3 Organisation Member 	<p>Three votes at General Meetings and in Member ballots.</p> <p>The right to have up to three Participants at any one time receive Member benefits when participating in Professional Activities.</p>
Tier 2 Organisation Member	<ul style="list-style-type: none"> (a) An Organisation (b) Having a relevant interest in products and services of HL7 International and/or the Company (c) Who the Directors accept as a Tier 2 Organisation Member (d) Who pays the annual subscription fee for a Tier 2 Organisation Member 	<p>Six votes at General Meetings and in Member ballots.</p> <p>The right to have up to six Participants at any one time receive Member benefits when participating in Professional Activities.</p>
Tier 1 Organisation Member	<ul style="list-style-type: none"> (a) An Organisation (b) Having a relevant interest in products and services of HL7 International and/or the Company (a) Who the Directors accept as a Tier 1 Organisation Member (b) Who pays the annual subscription fee for a Tier 1 Organisation Member (c) Who also pays at least the minimum sponsorship amount for a Tier 1 Organisation Member. 	<p>Twelve votes at General Meetings and in Member ballots.</p> <p>The right to have unlimited Participants at any one time receive Member benefits when participating in Professional Activities.</p> <p>Promotion of the Member as a Tier 1 Organisation Member and sponsor of the Company as agreed between the Member and the Company.</p>

Class	Qualifications	Privileges
Honorary Life Member	(a) A natural person (b) Who has rendered outstanding meritorious service to the Company as determined by the Directors. (c) Who and has been appointed by the Members as an Honorary Life Member (by simple majority) at a General Meeting	As for an Individual Member

Table 1 - Membership classes, qualifications for membership, and privileges

PART 3 FEES PAYABLE BY MEMBERS

3.1 The rates at which the membership fee and other fees payable by Members are charged (inclusive of GST) are set out in the following table.

Membership class	Annualised membership fee	Application fee (One off)	Annualised minimum sponsorship	Guarantee Fee (one-off)
Individual Member	\$154.00	\$0	\$0	\$10
Tier 3 Organisation Member	\$583.00	\$0	\$0	\$10
Tier 2 Organisation Member	\$5,494.50	\$0	\$0	\$10
Tier 1 Organisation Member	\$10,989.00	\$0	\$22,000.00	\$10
Honorary Life Member	\$0	\$0	\$0	\$10

Table 2 - Membership fee rates

3.2 In this Part 3:

Applicant means an applicant for membership of the Company;

First Period of Membership has the meaning given in By-law 3.3;

IMSF has the meaning given in By-law 3.5;

Renewal Date means 01 March, 01 June, 01 September or 01 December in any year; and

Renewal Duration means one of 6, 9, 12, 15, 18, 21 or 24 months; and

Renewal Scale Factor has the meaning given in By-law 3.5

3.3 First period of membership

A Member's **first period of membership**:

- (a) commences on the day that the Member's membership application is accepted; and
- (b) runs until the next Renewal Date and then for the Renewal Duration selected by the Member at the time that the Member applied for membership.

3.4 Subsequent periods of membership

After a Member's First Period of Membership and provided that the Member renews their membership by paying the applicable membership fee and any minimum sponsorship, each subsequent membership period for that Member:

- (a) commences on the Renewal Date on which the Member's previous membership period expires; and
- (b) has the Renewal Duration selected by the Member at the time that the Member renews their membership.

3.5 Renewal scale factors

The **renewal scale factors** to be applied when adjusting annualised fees for different Renewal Durations are as set out in Table 3 hereunder.

Membership period - Renewal Duration	Renewal scale-factor
6 months	0.5
9 months	0.75
12 months	1.0
15 months	1.25
18 months	1.5
21 months	1.75
24 months	2.0

Table 3 - Scale factor by membership period Renewal Duration

3.6 Fee payable on renewal of membership

3.6.1 The total fee payable by a Member on renewal of their membership under By-law 3.4 is calculated using the following steps:

- (a) In Table 2, identify the annualised membership fee for the Member's membership class;
- (b) In Table 3, identify the Renewal Scale Factor for the proposed Renewal Duration of the Member's first or next membership period;
- (c) Calculate the membership fee payable by multiplying the annualised membership fee from step (a) by the Renewal Scale Factor from step (b) and rounding the result to the nearest cent;

- (d) In Table 2, identify the annualised minimum sponsorship for the Member's membership class;
- (e) Calculate the minimum sponsorship payable by multiplying the annualised minimum sponsorship from step (d) by the Renewal Scale Factor from step (b) and rounding the result to the nearest cent;
- (f) Ensure that the actual sponsorship amount being offered by the Member is greater than or equal to the minimum sponsorship payable from step (e), or otherwise set the actual sponsorship amount to be the minimum sponsorship payable; and
- (g) Calculate the total fee payable on renewal by adding the membership fee payable from step (c) to the actual sponsorship amount from step (f).

3.6.2 Except as may be otherwise provided in the Constitution and these By-laws a Member must pay the total fee payable on renewal as calculated under By-law 3.6.1 on or before the Renewal Date on which the Member's previous membership period expires.

3.7 **Fee payable on application**

3.7.1 The total fee payable by an Applicant (including fees for the First Period of Membership) is calculated using the following steps:

- (a) In Table 2, identify the annualised membership fee for the Applicant's proposed membership class;
- (b) Identify the day on which the Applicant's proposed First Period of Membership ends based on the Renewal Duration selected by the Applicant in their membership application;
- (c) Calculate the **Initial Membership Scale Factor (IMSF)** by calculating the number of days between the day on which the Applicant's membership application is accepted and the day identified in step (b) on which the Applicant's First Period of Membership ends and dividing this number of days by 365.24;
- (d) Calculate the initial membership fee by multiplying the annualised membership fee from step (a) by the IMSF from step (c) and rounding the result to the nearest cent;
- (e) In Table 2, identify the annualised minimum sponsorship for the Applicant's proposed membership class;
- (f) Calculate the minimum sponsorship payable by multiplying the annualised minimum sponsorship from step (e) by the IMSF from step (c) and rounding the result to the nearest cent;
- (g) Ensure that the actual sponsorship amount being offered by the Applicant is greater than or equal to the minimum sponsorship payable from step (e), or otherwise set the actual sponsorship amount to be the minimum sponsorship payable;
- (h) Identify from Table 2 any one-off application fee payable for the Applicant's proposed membership class; and

- (i) Calculate the total fee payable by adding the initial membership fee from step (d) to any actual sponsorship amount from step (g) to any one-off application fee identified from step (h).
- 3.7.2 Except as may be otherwise provided in the Constitution and these By-laws an Applicant must pay the total application fee as calculated under By-law 3.6.1 prior to or at the same time as their membership application is submitted.
- 3.8 **Other**
- 3.8.1 Fees payable by Members and Applicants under this Part of the By-laws are ordinarily calculated and invoiced via the Company's online customer relationship management system (CRM) with payments being made through the associated online payment system.
- 3.8.2 The Company may, on request from an Applicant or Member and in the Company's absolute discretion, accept an alternative method and timing of payment provided that the Company receives all membership fees on or by the due date and any balance within such further reasonable period as the Company may advise in writing. Such alternative arrangements may arise because of the size of a transaction, the nature of a sponsorship arrangement, or statutory requirements imposed on an Applicant or Member.
- 3.8.3 Failure to pay membership renewal fees on time will result in loss of Member privileges from the date that such fees fall due until such fees are paid.
- 3.8.4 Failure of a Member to pay membership fees within a month of such fees becoming due will normally cause the Member to cease being a Member under clause 18.1(f) of the Constitution.
- 3.8.5 Except as may be otherwise allowed by the Constitution, these By-laws and operation of the law, membership fees and any other fee owed to the Company may not:
 - (a) be paid in instalments;
 - (b) be reduced in whole or in part; or
 - (c) be refunded in whole or in part.
- 3.8.6 If the Board in its discretion allows payment of an amount owed to the Company to be deferred, the Board may decide whether and at what rate interest will be payable on any balance outstanding.
- 3.8.7 The Company in its discretion may refund any Guarantee Fee or Guarantee deposit previously paid by a Member. It may do this by payment or by reducing the membership fee payable at the Member's next membership renewal. Where a Member has received such a refund, the Member may become liable to contribute under clause 4 of the Constitution in the event that the Company is wound up while the Member is a Member or in the 12 months after the Member ceases to be a Member.

PART 4 OFFICE BEARERS

4.1 The office bearers are:

- (a) the Chair as elected by the Members or appointed by the Board under clause 44 of the Constitution;
- (b) the Secretary as appointed by the Board from time to time;
- (c) the Treasurer as appointed by the Board from time to time; and
- (d) the Director of Membership as appointed by the Board from time to time.

PART 5 ELECTION OF DIRECTORS

5.1 Application

- 5.1.1 This Part 5 applies to any election of Directors of the Company at an AGM under clause 41.3 of the Constitution.
- 5.1.2 This Part 5 may also be used for the election of a Director or Directors at a General Meeting other than an AGM to the extent that the provisions herein can be applied to such an election and subject to the requirements of the law in relation to notice of business at General Meetings.
- 5.1.3 For abundance of clarity, this Part 5 does not apply to any proposed direct appointment of a Director or Directors by means of resolutions at a General Meeting.

DIVISION 5A Election of directors - General

5.2 Returning Officer

- 5.2.1 The Board must appoint a Returning Officer before commencing the conduct of an election of Directors to the Board under these By-laws.
- 5.2.2 The Returning Officer may be any person that is not or will not be a candidate in the election.
- 5.2.3 The Returning Officer will be responsible for conducting the election on behalf of the Company to include: receipt, checking and acceptance of nominations, the issue of ballot forms and any candidate material, the conduct and closing of balloting, the resolution of any issues raised by candidates or voters, and determining the results of the election in accordance with the Constitution and these By-laws.
- 5.2.4 The Company is to reimburse any expenses incurred by the Returning Officer in conducting the election and agreed by the Board and may also at the discretion of the Board compensate the Returning Officer for time directly spent in managing the conduct of the election.
- 5.2.5 The Company shall promptly provide the Returning Officer with information needed to conduct the election including:
 - (a) information needed to assess the eligibility of candidates when requested by the Returning Officer;
 - (b) a list of eligible voters, their Member affiliations and associated membership class; and
 - (c) any changes in such information that may be relevant to the conduct of the election.

5.3 Calling an election

- 5.3.1 The Board must call an election by giving notice (**Election Notice**) of the election to all Members, Representatives and Participants at least 6 weeks before the proposed date of the AGM each year.

5.3.2 Such Election Notice must:

- (a) state that an election is being conducted to fill Director positions that will fall vacant at the end of the AGM;
- (b) state the name and contact details of the Returning Officer who will be conducting the election on behalf of the Company;
- (c) state the total number of Directors that are to be elected in accordance with the Constitution and indicate whether or not the election will include the election of the Chair as one of the Directors;
- (d) where relevant, indicate any other office-bearer positions that the Board expects to appoint after the election;
- (e) call for eligible persons to nominate as candidates for election as a Director (and as Chair, when relevant);
- (f) state the eligibility criteria for holding a position as a Director;
- (g) state the time and date (**Nomination Closing Time**) by which all nominations for candidates must be received by the Returning Officer, being a date which is between 7 and 14 days after the date of the Election Notice;
- (h) indicate the documentation (**Candidate Statement**) that a candidate may submit in support of their nomination, including any applicable word limit for such documentation;
- (i) state the method for notifying the Company of nominations for candidates (which, unless the Board determines otherwise, is emailing a Nomination Form to the Returning Officer, Chair, and Secretary at email addresses to be provided in the Election Notice); and
- (j) indicate how and when the Board expects that a ballot will be conducted if the election is contested.

5.4 **Nomination of candidates**

5.4.1 To be nominated as a candidate for election as a Director, the nominee:

- (a) must submit a completed Nomination Form;
- (b) must submit a completed Candidate Consent and Acknowledgement form; and
- (c) should provide a photograph (in digitised form), Candidate Statement and any other documents specified in the Election Notice.

5.4.2 For a nomination under By-law 5.4.1 to be valid, a nominee must be nominated by two nominators (**Nominators**), each of which must

- (a) be either a Member, Representative or Participant;
- (b) not be the same person as the nominee; and
- (c) not be a Representative of or Participant from the same Member as the nominee or the other Nominator.

5.4.3 The Nomination Form, Candidate Consent and Acknowledgement Form, Candidate Statement, nominee photograph and any other documents specified in the Election Notice must be delivered to the Returning Officer by the Nomination Closing Time.

5.4.4 A Nomination Form may be submitted in several different parts, with each part being signed and submitted by a different person on behalf of the nominee.

5.5 **Defective nominations**

5.5.1 If the Returning Officer forms the view that a Nomination Form or any other document that must be submitted as part of a nomination is or may be defective, the Returning Officer must, before rejecting the nomination, notify the nominee of the defect and offer the nominee an opportunity to remedy the defect within a reasonable period of time determined by the Returning Officer of not less than 2 business days, even if this period is after the Nomination Closing Time.

5.5.2 The Returning Officer must reject the nomination if the nominee does not remedy any defect identified under By-law 5.5.1 to the satisfaction of the Returning Officer but otherwise the Returning Officer must accept the nomination and may impose reasonable conditions on the nominee as part of such acceptance.

5.6 **Withdrawing nominations**

A nominee may withdraw their nomination by notice in writing to the Returning Officer at any time before the commencement of voting in the election.

5.7 **Insufficient candidates**

5.7.1 If after reviewing the nominations received by the Nomination Closing Time, the Returning Officer has not received sufficient nominations to fill all vacant positions being balloted in an election, the Board may if practical and in its sole discretion give notice (**Supplementary Call Notice**) of a supplementary call for nominations closing on a specified date and time (**Supplementary Closing Time**) being no later than 10 days after the Nomination Closing Time.

5.7.2 A Supplementary Call Notice issued under this By-law is to set out:

- (a) the number of nominations originally sought in the Election Notice, the number of vacancies remaining to be filled and the names and any Member affiliations of those candidates who have already been nominated, and;
- (b) such other details from the Election Notice as are applicable mutatis mutandis to the calling and closure of a supplementary call for nominations;

5.7.3 All nominations received in response to a Supplementary Call Notice will be reviewed by the Returning Officer and those that are not defective will be accepted and included in the ballot on the same basis as the other nominations received.

5.7.4 At the sole discretion of the Returning Officer a nomination that is received in response to a Supplementary Call Notice and contains a defect or defects may be referred back to the nominee to remedy such defect or defects and under such reasonable conditions as the Returning Officer may determine.

5.8 **Uncontested elections**

- 5.8.1 If the total number of candidates that have nominated for any position after the Nomination Closing Time and any Supplementary Closing Time is less than or equal to the number of vacancies for that position, a Contested Ballot will not be conducted for that position and the candidates nominated for that position will be declared elected by the Returning Officer.
- 5.8.2 For abundance of clarity, the appointment of a Director elected under By-law 5.8.1 does not need to be confirmed by way of a separate resolution at the AGM.

5.9 **Contested elections**

If the total number of candidates nominating for any position after the Nomination Closing Time and any Supplementary Closing Time is greater than the number of vacancies for that position, a secret ballot (**Contested Ballot**) for the position will be conducted using such means as the Board may determine in accordance with the Constitution and these By-laws.

5.10 **Candidate information**

The information (**Candidate Information**) to be provided to voters in relation to each candidate in any Contested Ballot in which the candidate is not physically present at the time the ballot is conducted is to include:

- (a) the Candidate Statement;
- (b) any office bearer positions in which the candidate has indicated a willingness to serve on the Nomination Form;
- (c) where a candidate is a Representative or Participant, the related Organisation Member; and
- (d) a photographic image of the candidate.

5.11 **Voting system**

- 5.11.1 A ballot for a single position in a contested election is to be determined by secret ballot using a preferential voting.
- 5.11.2 A single ballot for multiple positions in a contested election is to be determined by secret ballot using plurality-at-large voting in which voters have the option to vote for any number of candidates up to the number to be elected.

5.12 **Separate ballots for Chair and General Directors**

- 5.12.1 In any election in which the Chair and other Directors (General Directors) are to be elected, a ballot will be conducted for the position of Chair and another ballot for the General Director positions.
- 5.12.2 For abundance of clarity, any candidate nominating for election as Chair may also nominate for election as a General Director.

5.13 **Ballot order**

- 5.13.1 In an election, ballots will be determined for vacant positions in the following order,
- (a) first, any ballot for the position of Chair;

(b) then, the ballot for the General Director position(s).

5.13.2 In an election where the candidate elected as Chair is also a candidate for a position of General Director, the person elected as Chair will be deemed to have withdrawn their nomination from the ballot for General Director.

5.14 **Vote tallying**

5.14.1 The candidate or candidates with the highest number of votes on a ballot for a position as determined in accordance with the voting system specified in By-law 5.3 will be the candidate or candidates elected to the position specified for that ballot.

5.14.2 If two or more candidates on a given ballot each receive the same number of votes for that ballot, and in the absence of any agreement among the candidates as to which of them should be elected, the Returning Officer will decide by lot which of those candidates is to be elected.

5.14.3 The Returning Officer is to provide a report to the Board and to the AGM on the results of the election, identifying:

- (a) the number of votes received by each candidate both before and after distribution of preferences;
- (b) the numbers of voters supporting each candidate; and
- (c) whether there had been any irregularities or challenges, the measures used to address them and their potential impact on the results, if any.

5.15 **Candidate statements**

5.16 Subject to any limitation on length, matters which a candidate may wish to consider for incorporation into their candidate statement include:

- (a) a brief summary of biographical highlights setting out any personal and professional information that the candidate wishes to provide;
- (b) the period of time the candidate may have been a Member, Representative, Participant, Director or office bearer and any achievements in these roles;
- (c) the name of the candidate's then current employer (if any);
- (d) a statement in support of the candidate's election to the Board or interest in serving in any office bearer positions;
- (e) if the candidate so desires, a photograph of the candidate; and
- (f) any matters which a voter might reasonably expect the candidate to declare in the interests of transparency or probity.

5.17 **No candidate for Chair**

5.17.1 If there is no candidate nominated for Chair by the later of the Nomination Closing Time or any Supplementary Closing time:

- (a) the Board, after considering any advice from the Returning Officer, may issue a further call for nominations to elect a Chair at the AGM under Division 5C of these By-laws;

- (b) a person who is already a candidate for election to another Director position may also nominate for election as Chair under By-law 5.17.1(a); and
 - (c) the Returning Officer, where necessary, is to allow for any election of a Chair at the AGM under By-law 5.17.1(a) when finalising the vote tally and announcing the results in any ballot for other Director positions.
- 5.17.2 If, notwithstanding any action taken under By-law 5.17.1 there has been no candidate nominated for election as Chair at the AGM in any year under these By-laws, the Board is to:
- (a) fill by application of clause 41.8 any vacancies in the position of Director remaining after the AGM (including any additional Director vacancy due to there being no Chair); and
 - (b) then by application of clause 44.2(b) resolve how the functions of the Chair are to be performed by the Directors until a Chair can next be next elected.

5.18 **Definitions**

In this Part:

Candidate Information has the meaning given to that term in By-law 5.10;

Candidate Consent and Acknowledgement Form means a notice in writing which contains information of the type sought in the form in Annexure A to Part 5 of these By-laws;

Candidate Statement has the meaning given to that term in By-law 5.3.2(h);

Contested Ballot has the meaning given to that term in By-law 5.9;

Election Notice has the meaning given to that term in By-law 5.3.1;

Nomination Closing Time has the meaning given to that term in By-law 5.3.2(g);

Nomination Form means a notice in writing which contains information of the type sought in the form in Annexure B to Part 5 of these By-laws;

Nominator means a natural person that nominates a candidate under By-law 5.4.2;

Returning Officer means a person appointed under these By-laws to oversee the conduct of an election required under the Constitution;

Supplementary Call Notice has the meaning given to that term in By-law 5.7.1; and

Supplementary Closing Time has the meaning given to that term in By-law 5.7.1.

DIVISION 5B Election of directors by electronic ballot

5.19 Application

This Division 5B applies to any election of Directors of the Company conducted using an electronic ballot system under clauses 41.3(b) and 41.4 of the Constitution.

5.20 Voting by electronic ballot system

5.20.1 A Contested Ballot conducted under this Division 5B of the By-laws may use such electronic ballot system as may be determined by the Board from time to time in accordance with these By-laws.

5.20.2 The voting period in a Contested Ballot conducted under this Division 5B of the By-laws shall be determined by the Returning Officer, and:

- (a) may commence as soon as the Candidate Information, any ballot information and voting instructions, and voter details are loaded into the electronic ballot system and can be made available to voters but no more than 26 days before the day of the AGM in that year;
- (b) must be open for a period meeting the requirements of clause 41.4(c) of the Constitution (i.e. a minimum of 5 days and a maximum of 20 days);
- (c) must close on or within 6 days prior to the day of the AGM under clause 41.4(b) of the Constitution;
- (d) may be extended beyond any initial closing time providing that the extended voting period still meets the requirements of clause 41.4 of the Constitution; and
- (e) may be closed at any time that all eligible votes have been cast.

5.20.3 A vote will be informal and may be disregarded if it is marked other than in accordance with the voting instructions conveyed to voters via the electronic ballot system.

5.20.4 The Returning Officer is to ensure that an audit trail of voting in any ballot conducted under this Division 5B of the By-laws is retained for a reasonable period to ensure that it is available for review and checking.

5.20.5 The electronic ballot system used to conduct a ballot is to provide reasonable measures to conceal the identity of the voter that cast any particular vote.

5.21 Changes in Member details while voting

5.21.1 The Company's communications with a Member in relation to voting in a Contested Election will use the Member's contact details, membership class and Representative (where applicable) as recorded in the Register on the day that the Election Notice issued, unless:

- (a) the Member brings any subsequently requested change in the Member's details to the attention of both the Company and the Returning Officer;
- (b) the Company accepts the change; and

- (c) at the discretion and convenience of the Returning Officer the requested change is able to be reflected in the electronic ballot system without any adverse impact on the integrity of the election.

5.21.2 Any inability or failure on the part of the Company or the Returning Officer to make a change in Member details requested under By-law 5.21.1 is not grounds to invalidate the result of a Contested Election under these By-laws.

5.22 **Failure to complete election by electronic ballot**

5.22.1 If for technical, administrative or other reasons, a contested election planned to be held using an electronic ballot system is unable to be successfully completed by using such a system (or any alternative electronic ballot system), the Company may elect to conduct the election at the AGM with the same candidates competing for the same positions.

5.22.2 If the conduct of an election is to be transferred to an AGM under By-law 5.22.1, then, to the maximum extent reasonably possible, the Company should give Members:

- (a) as much notice as possible of the change to allow them to plan to be present at the AGM if they wish to vote in the election; and
- (b) electronic access to the Candidate Information for as long as possible before the AGM.

DIVISION 5C Election of directors at a General Meeting

5.23 **Application**

5.23.1 This Division 5C applies to any election of Directors of the Company at an AGM under clause 41.3(c) of the Constitution'

5.24 **Voting in contested ballots**

5.24.1 The Returning Officer shall be responsible for conducting any Contested Ballot under this Division 5C of the By-laws.

5.24.2 In any Contested Ballot conducted under this Division 5C:

- (a) those eligible to vote in the ballot should be given notice of the Company's intention to hold the ballot at least 5 days and no more than 30 days before the AGM at which the ballot is to be held;
- (b) the notice to be given under By-law (a)(a) is to include:
 - (i) copies of the Candidate Information for all candidates or, alternatively, links to enable electronic access to such information; and
 - (ii) information on how voters may vote in the ballot and how it will be conducted and or, alternatively, links to enable electronic access to such information,
- (c) the ballot may be conducted by any means that enables all those present at the AGM (including those in virtual attendance) to participate; and

- (d) a vote will be informal and may be disregarded if it is marked or submitted other than in accordance with the voting instructions conveyed to voters or if the voter's intention is unclear; and
 - (e) the process or system used to conduct the ballot is to take reasonable measures to conceal the identity of the voter that cast any particular vote.
- 5.24.3 The Returning Officer is to ensure that an audit trail of voting in a Contested Ballot conducted under this Division 5C of the By-laws is retained for a reasonable period and that it is available for review and checking.
- 5.24.4 Where a Contested Ballot at a General Meeting uses physical ballot papers, those present at the General Meeting may appoint a scrutineer to check the counting of the votes on the ballot papers.



HL7 Australia By-laws Annexure A to Part 5

Candidate Consent and Acknowledgement Form

I hereby consent to be appointed and to act as a director of HL7 Australia Ltd (ACN 629 010 297) (**Company**) for the purpose of the Company’s compliance with section 201D of the Corporations Act 2001 (Cth) (**Corporations Act**).

My consent will be effective from the date of my appointment and will continue in force until I vacate the office of Director for any reason.

I disclose the following information for the purposes of enabling the Company to fulfil its obligations under Part 2D.5 of the Corporations Act

Full Name:

Former Names:

Date of Birth:

Place of Birth:

Residential Address:

Director ID

I agree to notify the Company of any change in any of the information I have provided in this document as soon as practicable but in any case, within seven days of the change.

I also acknowledge, represent and warrant to the Company that:

1. I am a Member of the Company, a Representative of a Member of the Company or a Participant nominated by a Member of the Company.
2. I have read the Company’s Constitution and By-laws, and understand that I am bound by the same.
3. I am eligible to be a director of the Company under the Company’s Constitution, any applicable By-laws and the Corporations Act.
4. If I am appointed or elected as a director of the Company:
 - (a) I will use my best endeavours to perform my duties faithfully, diligently and to the best of my ability;
 - (b) I will represent the interests of the Company and its members as a whole and not the interests of any one member or group of members;
 - (c) I will owe statutory and general law duties to the Company including, without limitation, a duty:
 - (i) to exercise my powers and discharge my duties as a director with care and diligence;
 - (ii) to avoid conflicts of interest;
 - (iii) to act in good faith in the best interests of the Company;
 - (iv) to act for a proper purpose;
 - (v) not to improperly use my position;



Candidate Consent and Acknowledgement Form

- (vi) not to improperly use information obtained by virtue of me being a director or having been a director to either gain an advantage for myself or for someone else, or to cause detriment to the Company;
 - (vii) not to disclose the Company's confidential information; and
 - (viii) to act in the best interests of the Company as a whole.
5. If I am appointed or elected as a director of the Company and I become ineligible to be a Director before the end of my appointed term, or otherwise cease being a Director under the Company's Constitution or By-laws, I will do all things necessary to give effect to my resignation as a director of the Company.
 6. If I am appointed or elected as a director of the Company and I am found to have breached any obligation I owe to the Company, I may be subject to action, including for breach of contract under the Company's Constitution and By-laws.
 7. I understand that:
 - (a) if I am nominated as a candidate for election as a Director, I will attend the Company's next Annual General Meeting at which the election results will be announced; and
 - (b) if I am elected or appointed as a director, I will attend each subsequent Annual General Meeting while I am a director and do such things as are necessary to ensure smooth transition of the Board at the end of my term.

Signature of Nominee

Date:



HL7 Australia By-laws
Annexure B to Part 5

Nomination Form

NOMINATED CANDIDATE

I, (Name of Candidate)

accept nomination as a candidate for the positions indicated with an "x" in the box/boxes below in the election for Directors of HL7 Australia Ltd (ACN 629 010 297) being held this year:

[] Chair (only relevant when there is a vacancy in the position of Chair to be filled)

[] General Director

The form of my name to appear on ballot documents is:

I am:

[] an Individual Member

[] the Representative of Organisation Member:

[] a Participant from Organisation Member:

[Please place "x" in all relevant boxes and name Organisation Member where relevant].

If elected as a General Director, I am prepared to be appointed by the Board to any of the following office-bearer positions (as indicated with an "x"):

[] Secretary

[] Treasurer

[] Director of Membership

Signature of Candidate:

Date:

Submission Instructions:

Please email completed Nomination Form to: returningofficer@hl7.com.au.

All 3 pages of the Nomination Form must be completed and signed for it to be a valid nomination. The Form may be submitted by emailing the completed document or by emailing each page separately as completed.



Nomination Form

NOMINATOR 1

I, (Name of Nominator)

Wish to nominate:

..... (Candidate Name)

as a candidate for the positions indicated with an "x" in the box/boxes below in the election for Directors of HL7 Australia Ltd (ACN 629 010 297) being held this year:

Chair (only relevant when there is a vacancy in the position of Chair to be filled)

General Director

I am:

an Individual Member

the Representative of Organisation Member:

a Participant from Organisation Member:

[Please place "x" in all relevant boxes and name Organisation Member where relevant].

Signature of Nominator:

Date:

Submission Instructions:

Please email completed Nomination Form to: returningofficer@hl7.com.au.

All 3 pages of the Nomination Form must be completed and signed for it to be a valid nomination. The Form may be submitted by emailing the completed document or by emailing each page separately as completed.



Nomination Form

NOMINATOR 2

I, (Name of Nominator)

Wish to nominate:

..... (Candidate Name)

as a candidate for the positions indicated with an "x" in the box/boxes below in the election for Directors of HL7 Australia Ltd (ACN 629 010 297) being held this year:

Chair (only relevant when there is a vacancy in the position of Chair to be filled)

General Director

I am:

an Individual Member

the Representative of Organisation Member:

a Participant from Organisation Member:

[Please place "x" in all relevant boxes and name Organisation Member where relevant].

Signature of Nominator:

Date:

Submission Instructions:

Please email completed Nomination Form to: returningofficer@hl7.com.au.

All 3 pages of the Nomination Form must be completed and signed for it to be a valid nomination. The Form may be submitted by emailing the completed document or by emailing each page separately as completed.

PART 6 CONFIDENTIALITY

6.1 Overview

Members, Representatives, Participants and Directors of the Company (each, a Recipient) may, by virtue of being a Recipient, receive Confidential Information from time to time, to assist them to carry out their obligations and exercise their rights in respect to the Company (**Permitted Purpose**).

The purpose of this By-law is to set out the Recipients' obligations with respect to that Confidential Information.

6.2 Obligations

Recipients must, while they are a Recipient, and for 2 years after they cease being a Recipient:

- (a) only use Confidential Information for the Permitted Purpose;
- (b) keep the Confidential Information secret and confidential and not disclose it except as otherwise permitted under this By-law;
- (c) not reproduce or record or make any notes of any Confidential Information except to the extent necessary for the Permitted Purpose; and
- (d) immediately notify the Company if it becomes aware of any unauthorised disclosure of Confidential Information.

6.3 Exceptions

The obligation of confidentiality set out in By-law 2 does not apply to:

- (a) Board Information which the Board authorises to be disclosed (such as a non-confidential summary of the Board's minutes or public announcements), but only to the extent that it has been authorised for disclosure; or
- (b) Confidential Information which:
 - (i) comes into the public domain other than because of a breach of this By-law or the breach of any applicable laws; or
 - (ii) is required to be disclosed by law or by order of a court, tribunal or similar regulatory body.

6.4 Disclosure required by law

Recipients may only disclose Confidential Information under By-law 3(b):

- (a) after notifying the Company of the requirement to disclose the Confidential Information and providing the Company with a reasonable opportunity to, at its cost, resist the disclosure of the Confidential Information; and
- (b) only to the extent necessary to comply with the relevant legal obligation.

6.5 **Return of Confidential Information**

Recipients must promptly upon written demand by the Company:

- (a) cease to use or access any Confidential Information;
- (b) either permanently destroy or return to the Company, any Confidential Information held by the Recipients; and
- (c) notify the Company in writing that the Confidential Information has been destroyed or deleted.

6.6 **Definitions**

In this Part:

Board Document means a document or record in any form in which Board Information is embodied and from which may be retrieved with or without the assistance of any device, computer program, key, cipher or password;

Board Information includes all or any part of information concerning the Company or considered by or concerning the deliberations of the Board and includes:

- (a) reports and information submitted to the Board;
- (b) deliberations of the Board and formal and informal records of such deliberations; and
- (c) communications between the Board members or between an individual Director and any other Director, officer or employee of the Company, made in connection with the Permitted Purpose;

Confidential Information means any information (in whatever form) disclosed or otherwise made available to a Recipients which:

- (a) is marked as confidential or indicated to be confidential at the time of disclosure; or
- (b) by its nature is confidential, is known to be confidential or which the Recipients ought to have known was confidential;
- (c) is a business plan;
- (d) contains technical, financial, commercial or other information which is marked as being confidential or which the Recipients could reasonably regard as confidential;
- (e) is personal information;
- (f) is a Board Document or contains Board Information;
- (g) is designated by the chair of a Board meeting to be confidential; or
- (h) is contained in financial statements, management reports, revenue information and details relating to clients and employees;

Permitted Purpose has the meaning given to that term in By-law 1; and

Recipient has the meaning given to that term in By-law 1.