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# Australia Post Superannuation Scheme Rules for the Appointment and Removal of Member Representative Directors of PostSuper Pty Ltd, the Trustee of the Scheme

These Rules have been established by PostSuper Pty Ltd (ACN 064 225 841), in its capacity as trustee of the Australia Post Superannuation Scheme, for the purposes of section 107 of the *Superannuation Industry (Supervision) Act 1993* (Cth), Rule 46 of the Constitution of PostSuper Pty Ltd and Clause 5.1.3 of the APSS Trust Deed, and set out the procedures for the appointment and removal of Member Representative Directors and their alternates.

**These Rules were originally approved on 22 December 2006 and were amended with effect from 13 September 2019 by Resolution of the Board of Directors of PostSuper Pty Ltd dated 13 September 2019. These Rules may be altered from time to time (see Rule 7).**

## Rule 1 – Appointment

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1. Each of:
  - (a) the Communications Electrical Plumbing Union of Australia (**CEPU**); and
  - (b) the Community and Public Sector Union (**CPSU**),shall nominate one person for appointment as a Member Representative Director. A nominee must satisfy the Fit and Proper Standard.
2. The Australian Council of Trade Unions shall nominate one person, as representing Members whose interests are represented by unions other than the CEPU or CPSU, for appointment as a Member Representative Director. A nominee must satisfy the Fit and Proper Standard.
3. A nomination for the purposes of this Rule shall be made by a notice in writing signed by the secretary of the relevant union and delivered to the Secretary of the Company at the Registered Office, which notice shall be accompanied by:
  - (a) a director's consent and disclosure form completed and signed by the relevant nominee; and
  - (b) a certificate signed by or on behalf of the relevant union which certifies that:
    - (i) the nominee satisfies the Fit and Proper Standard; and

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- (ii) the union will arrange for the nominee to give any certifications or declarations, submit any documentation and undertake any verification assessment as may be required by Superannuation Law or the Fit and Proper Standard.
4. Subject to the Company's Board Renewal Policy, the Company shall appoint as Member Representative Directors the persons who are nominated pursuant to this Rule.

## **Rule 2 – Term of Office**

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A Member Representative Director shall hold office for a term of three years.

## **Rule 3 – Casual Vacancies**

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A casual vacancy in respect of a Member Representative Director shall be filled by the Company in accordance with the nomination of the Union on the nomination of which the relevant out-going Director was appointed. A nomination by a Union for the purposes of this Rule shall be made in accordance with the procedure set out in paragraph 3 of Rule 1.

## **Rule 4 – Removal of Member Representative Directors**

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1. The appointment of a Member Representative Director shall be terminated upon receipt by the Secretary of the Company at the Registered Office of a notice in writing signed by the secretary of the Union on the nomination of which the relevant Director was appointed terminating the appointing of that Director.
2. As soon as practicable upon becoming aware (and in any event within 14 days of becoming so aware) that a Member Representative Director has become a disqualified person (within the meaning of Superannuation Law), or may not otherwise meet the Fit and Proper Standard, the union must give the Secretary of the Company written notice of that matter.
3. If the number of Directors of the Company is reduced, the Board of Directors will notify the secretary of each of the unions referred to in Rule 1 of that reduction, and the Member Representative Directors who are to vacate their offices shall be agreed between those unions, and the appointment of those Member Representative Directors shall be terminated in accordance with the procedure set out in paragraph 1 of this Rule. If the unions are unable to so agree within seven days after the giving of notice by the Board of Directors of a reduction in the number of directors, the Member Representative Directors who are to vacate their offices shall be determined by a ballot conducted by the Secretary of the Company in such manner as he or she shall think fit, and the appointment of the Member Representative Directors so determined shall terminate upon the date on which the Secretary notifies the Board of Directors of the result of that ballot.
4. A Member Representative Director shall only be removed by the procedure set out in paragraph 1 of this Rule, except in those circumstances which, pursuant to the Constitution of the Company, will give rise to automatic vacation of the office of a Member Representative Director, including circumstances in which Superannuation Law allows a

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member representative director to be removed from office other than by the same procedure as that by which he or she was appointed.

## Rule 5 – Alternate Directors

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1. A Member Representative Director may appoint another person to be his or her alternate by notice in writing signed by the Member Representative Director who makes the appointment delivered to the Secretary of the Company at the Registered Office and to each of the other Directors of the Company. Such an appointment shall take effect immediately upon receipt of such a notice by the Secretary.
2. A Member Representative Director may terminate or suspend an appointment of his or her alternate by notice in writing signed by him or her and delivered to that alternate and to the Secretary of the Company at the Registered Office and to each of the other Directors of the Company. Such a termination or suspension shall take effect immediately upon deliver of such a notice to the relevant alternate.

## Rule 6 – Publication of Rules

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The Company will arrange for these Rules (as amended from time to time) to be published in such a way as will make Members aware of the procedure for appointment and removal of Member Representative Directors.

## Rule 7 – Amendment to Rules

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The Company may at any time and from time to time amend, alter, add to or repeal these Rules by resolution of the Board of Directors.

## Rule 8 – Interpretation

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**APSS Trust Deed** means the trust deed governing the Scheme.

**Company** means PostSuper Pty Ltd or any successor trustee for the purposes of the APSS Trust Deed.

**Director** means a director of the Company.

**Fit and Proper Standard** has the meaning given to it in the Constitution of the Company.

**Member** means a member of the Scheme.

**Registered Office** means the registered office of the Company.

**Scheme** means the Australia Post Superannuation Scheme.

**Superannuation Law** has the meaning assigned to that term in the APSS Trust Deed.