

BY-LAW 01/2022

VAC/GMHC LTD (ACN 662 163 484)

1. Pursuant to cl 12.4(b) of the Constitution of VAC/GMHC Ltd Constitution (**the Constitution**), the Board of VAC/GMHC Ltd (**the Board**) revokes all previous by-laws made by it which relate to, or are otherwise connected with, the nomination process for candidates for elections to the Board.
2. Pursuant to cl 12.4(a) of the Constitution, the Board makes this by-law for the general conduct and management of VAC/GMHC Ltd and the business of the Board.
3. The Board authorises the Secretary of VAC/GMHC Ltd (**the Secretary**) to request and receive any information from candidates for election to the Board that demonstrates their eligibility under cl 10.2 of the Constitution to be a Director of the Board.
4. The Board authorises the Secretary to create and adopt such procedures and policies that may properly, reasonably and proportionately facilitate the matters in [3] above. In its discretion, the Board may review, amend and/or approve such procedures and policies from time-to-time.
5. The Board authorises the Secretary to retain and/or destroy information of the kind mentioned in [3] above as may be reasonably required in the circumstances. Further, in dealing with information of the kind mentioned in [3], the Secretary:
 - a. is required by the Board to use appropriate discretion and adopt confidentiality practices to protect information as necessary, including through the appropriate use of the "Need-to-Know" principle;
 - b. may be assisted by an appropriate member of their staff, the Chair of the Board, and/or the Returning Officer, in handling any matter related to or connected with this by-law, so long as each person adopts the same method in [5(a)] above.
6. The Board authorises the Secretary to inform any candidate who does not provide any information of the kind mentioned in [3] above that their nomination to the Board will be deemed invalid if not provided before the Closing Time for Nominations as issued by the Returning Officer for the election to be conducted immediately before the Annual General Meeting for VAC/GMHC Ltd.
7. A dispute involving the provision and/or non-provision of information of the kind mentioned in [3] above or otherwise under this by-law may, at the request of the candidate, be referred by the Secretary to the Returning Officer. Within the limits of the Constitution, and without derogating from cl 9 of the Constitution (Dispute Resolution for Members), the Board authorises the Returning Officer to make any appropriate ruling as to whether a candidate is / is not eligible under cl 10.2 of the Constitution to be a Director of the Board.

8. The Board authorises the Secretary and/or the Returning Officer to create and adopt any procedures or policies that are necessary to properly, reasonably and proportionately facilitate the appointment and election of Directors in cl 10.3 of the Constitution. In its discretion, the Board may review, amend and/or approve such procedures and policies from time-to-time.
9. The Secretary and/or the Returning Officer may from time-to-time make written recommendations to the Board connected with the operation of this by-law and/or the conduct of elections to the Board more generally.
10. For the purposes of the conduct of an election to be held immediately before an Annual General Meeting in any given year, the Board may close the register of membership to VAC/GMHC Ltd on a date it reasonably determines appropriate in the circumstances within the month prior to the call for nominations under cl 10.3(a) of the Constitution.

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ADOPTED BY THE BOARD OF VAC/GMHC LTD
BY RESOLUTION
28 SEPTEMBER 2022