

## CRANAplus Call for Nominations

In accordance with the Constitution of **CRANAplus Limited** (ACN 146 778 930) (the Company), two Board Director positions will be subject to election at the forthcoming Annual General Meeting (AGM), to be held on **Thursday 19 November 2026 at 12:30 pm** Australian Central Daylight Time (Adelaide time).

### Retirement of Directors by rotation

Rule 31.1 of the Constitution provides that at each AGM, one-third of the Directors for the time being must retire from office. Where the number of Directors is not three or a multiple of three, the number nearest to but not exceeding one-third is required to retire.

As the Board currently comprises six Directors, two Directors are required to retire from office at the forthcoming AGM.

Under rule 31.2, the Directors required to retire are those who have been longest in office since their election. Where two or more Directors commenced on the same day, rule 31.3 provides for the retiring Director or Directors to be determined by lot unless they agree otherwise.

The two retiring Directors, Ann Aitken and Naomi Zaro, have each indicated their intention to seek re-election. Retiring Directors are eligible for re-election in accordance with rule 31.4 of the Constitution.

### Call for nominations

Nominations are now invited from eligible Members who wish to stand for election as a Director of CRANAplus Limited.

To be eligible for election, in accordance with rule 29, nominees must be an ordinary Member of CRANAplus Limited and not be precluded from being a director under the *Corporations Act 2001* (Cth) or a responsible entity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth). Company Directors will also be required to hold a Director Identification Number.

Under rule 32 of the Constitution, each candidate must:

- be proposed by an ordinary Member;
- be seconded by another ordinary Member, with both the proposer and seconder being current financial Members at the time of nomination;
- submit a nomination in writing;
- sign the nomination; and

- have the nomination signed by their proposer and seconder.

An ordinary Member may propose only one candidate but may second more than one nomination.

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-profits Commission Act 2012* (Cth). Nominees should be aware they would 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.

### **Closing date for nominations**

Interested Members can nominate by completing the attached nomination form and returning it **no later than 4.00 pm** Australian Central Daylight Time (Adelaide time) on **Friday 16 October 2026**, in accordance with rule 32.4. Completed nominations may be emailed to [fiona.justin@crana.org.au](mailto:fiona.justin@crana.org.au) or mailed to the Company Secretary, CRANApplus Limited, PO Box 127, Prospect, South Australia 5082. Nominations must be received, not merely posted, by the closing time.

Following the close of nominations, the names of all candidates will be provided to Members with the Notice of Annual General Meeting, as required by rule 32.5. If the number of candidates is equal to or fewer than the number of vacancies, the candidates will be declared elected at the AGM. If there are more candidates than vacancies, an election will be conducted in accordance with rule 33 of the Constitution at the 2026 AGM on Thursday 19 November 2026.

We encourage eligible Members who are interested in contributing to the governance and strategic direction of CRANApplus Limited to consider nominating for election to the Board.

If you have any questions or concerns, please contact Fiona Justin, Company Secretary, on 0419 596 154 or at [fiona.justin@crana.org.au](mailto:fiona.justin@crana.org.au).

### **BY ORDER OF THE BOARD**

Fiona Justin  
Company Secretary, CRANApplus Limited

## NOMINATION FORM — 2026 Annual General Meeting CRANApplus Limited (ACN 146 778 930)

### Nomination

I, (Name) \_\_\_\_\_

of (Address) \_\_\_\_\_

being an ordinary Member of CRANApplus Limited, (CRANApplus) and entitled to nominate as a Director of CRANApplus 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-profits Commission Act 2012* (Cth). I understand that, if my nomination is successful, I will be required to provide a Director Identification Number and may be required to undertake a national police check.

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

### **Election Statement**

Please provide a statement of no more than 250 words outlining the relevant knowledge, skills and experience you would bring to the role of Company Director of CRANApus Limited.

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

**29. Directors' qualifications**

29.1 No person may be a director unless that person:

- (1) is an ordinary Member; and
- (2) is not precluded from being:
  - (a) a director under the Act; or
  - (b) a responsible entity under the ACNC Act.

**31. Election of directors**

31.1 At each annual general meeting of the Company 1/3 of the directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3, retire from office but no director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the directors retiring from office.

31.2 The director or directors to retire at an annual general meeting are those who have been longest in office since their election.

31.3 As between or among 2 or more directors who became directors on the same day, the director or directors to retire are determined by lot unless they otherwise agree between or among themselves.

31.4 Subject to rule 29, a retiring director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

**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).