

Board Vacancy Rules

Relevant Excerpts from Current (2012-approved) Rules.

7.8 Resignation or removal from office of Director

7.8.1 Resignation of Directors

- (a) A Director may resign from office by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect on:
 - (i) the day and at the time the notice is received by the Secretary; or

7.9 Vacancies on the Board

7.9.1 Casual vacancy

- (a) The Directors shall have power at any time to appoint any Commercial Banana Grower member to be a Director to fill a casual vacancy.
- (b) The vacancy shall be filled by a person who is a Commercial Banana Grower Member or its Representative in the same State of Territory as the Director who has vacated office and otherwise complies with Rule 7.3(a).
- (c) Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting unless the Director who caused the casual vacancy to arise would have been required to retire by rotation.

7.3 Eligibility

- (a) A person is not eligible to be a Director unless:
 - (i) for at least the 12 months prior to nomination for election as a Director the person was and continues to be a Commercial Banana Grower Member of the Council;

9.5 Quorum

The number of Directors present at a meeting of the Board necessary for the transaction of business at the meeting is:

- (a) 4 Directors from any two States

NB. In looking at this today, I noticed an error in the Rules. Rule 7.9.2 refers to Rule 9.7. It should be Rule 9.5 (noted above). I intend to change this without going back to the AGM for approval.

Jim Pekin
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