

QUESTIONS FROM INFORMATION MEETINGS

- ***How will the changes be funded?***

There will be no direct impact on member costs. Increased membership numbers, increased external funding and new revenue streams are all planned benefits of these changes.

- ***Who is identified as the Chairman in relation to the Proxy Form?***

Tony Thornton, although inclusion of name is not necessary.

- ***How is a new Board Member (Director) appointed in the case of a vacancy?***

In the case of the Division Directors there is an Alternate. Beyond that, the incumbents will elect another representative from among their number. The ADRPA also has an alternate and beyond that the group would elect another from among their number.

- ***Can the new Director be “any person”?***

No. In the case of the Independents there is no alternate. A replacement would be sought and appointed using the initial criteria, by Division Directors and ADRPA representatives.

- ***How do the Divisions which might not have a direct representative on the board, have a voice?***

ALL representatives on the board, DD's, ADRPA representatives and 'Independents' are bound by law to represent ALL ANDRA members. In addition all DD's will meet before the scheduled Board meetings to discuss agenda items and issues whereby direction will be agreed.

- ***Are the ADRPA representatives appointed in perpetuity?***

No, they are subject to the appointment schedules of the ADRPA and the Board. They may always stand for re-appointment.

- ***Does the Chairman have a vote?***

Yes. In some cases, where a stalemate is reached through the non attendance of a Board Member for example, the Chairman also has a casting vote. This means he or she may have two.

- ***Why can't the board include more independents?***

The structure included in the proposal was developed and accepted by all stakeholder representatives. The 'independents' have been selected from responses to advertisements placed with the Australian Institute of Company Directors and Seek.com. Selection criteria has been identified via a capability decision matrix and the final two 'independents' will be determined by the 3 DD's and 2 ADRPA members.

- ***Why has the change not occurred before now?***

The proposed change has been on the table since 2004 and re endorsed many times at NCC level. Due to a number of issues such as conflicting legal advice, available resources and strategic intent it has not been possible until now.

- ***How will the three DD's be selected?***

Initially the six incumbents will select three of their number. This assessment has already been carried out. Longer term it may be practical that nominees for the DD positions at Divisional level will need to meet Board criteria.

- ***Is it correct that Special General Meetings can be called by a group of members?***

Yes, but that meeting may only address topics specifically raised, which must then be voted on by all eligible members of the company.

- ***Will there be audited financials available to members?***

Yes, under the company structure there are minimum requirements such as;

- Hold an AGM within 5 months of the end of its financial year
- Send to its members a copy of its financial statements and reports
- Maintaining a register of its members

Plus others

- ***How will we get good people if the independent Board positions are not remunerated?***

We have sourced the independent applicants through the Australian Institute of Company Directors (AICD) and seek.com. It is likely the eventual board appointments will come through the AICD. These appointments are sought so that people can gain experience at board level for future development.

- ***How can we ensure improvement in trust levels?***

Increased transparency, communication and strong governance.

- ***Are there conflicts with DRAG Ltd board members?***

Depending on the matter at hand there may be. In this case that person must absent themselves from proceedings. This can also apply in other matters involving single tracks. Under the Corporations Act 2001 conflicts are specifically determined and dealt with. Conflicts such as related party transactions would need to be approved by the members.

- ***How are the ADRPA members appointed?***

Under the existing rules of the ADRPA. ADRPA Delegates to the NCC are appointed for three year periods, with one elected each year as their terms are completed. With the new board structure this will be reduced to two year terms.

- ***How is the Chairman appointed?***

The Chairman is elected annually from the board, by the board.

- ***Can the Chairman be absented where a Conflict of Interest exists?***

Yes