



HBF Health Limited

Governance Regulations

Approved 6 March 2024

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HBF Health Limited

Governance Regulations

1. Commencement

These governance regulations are made pursuant to Rule 20 of the HBF Health Limited constitution (Constitution) and from the date of the HBF Board resolution¹ adopting them, they replace all previous regulations.

2. Registration and Elections

2.1 Corporate Participants (Rule 1)

- 2.1.1 Corporations which may otherwise satisfy the criteria or status as a Participant but are excluded from such status by reason of the Rules may by notice in writing nominate an adult natural person as a Participant on its behalf.
- 2.1.2 The notice must be substantially in accordance with prescribed Form R1 and include the signed consent of the nominee.
- 2.1.3 The Secretary shall maintain a register of nominees of corporate Participants.

2.2 Registered Policyholders (Rule 1)

- 2.2.1 A person 18 years and over, of not less than 10 years continuous standing as a Member with Cover for Hospital Treatment as defined in the HBF Fund Rules (including any standing under hospital cover which was transferred from CUA Health Pty Ltd to HBF on 1 January 2023 pursuant to section 33 of the *Private Health Insurance (Prudential Supervision) Act 2015 (Cth)*) may register as a Registered Policyholder. Unless otherwise approved in writing by HBF, a Registered Policyholder must nominate a valid email address to receive notices from HBF to participate in any online voting.
- 2.2.2 The registration form must be substantially in accordance with prescribed Form R2.
- 2.2.3 Upon receipt by HBF of a duly completed and signed registration form and upon verification of the registration details, the Secretary shall record the person as a Registered Policyholder, provided that the Secretary shall not be required to record registrations for the period commencing 15 days prior to the date upon which notice of an election of Elected Councillors is to be sent to Registered Policyholders and terminating the day after the conclusion of the election.
- 2.2.4 If a Registered Policyholder ceases to satisfy the criteria applicable to qualify as a Registered Policyholder, that person will immediately cease to be a Registered Policyholder and the Secretary will amend the registration records accordingly without the need for notice to the Registered Policyholder.

¹ Approved by HBF Board Resolution on 1 June 2023

2.3 General Councillors (Rule 3.4)

- 2.3.1 Nominations for the position of General Councillor must be substantially in accordance with prescribed Form R3.
- 2.3.2 Nominations for the election of General Councillors must be received by the Secretary:
- (a) in the case of an appointment under Rule 3.4(b)(ix) of the Constitution, not less than two business days prior to the despatch of the agenda and meeting papers for the relevant meeting of the HBF Board; and
 - (b) in the case of an election of General Councillor under Rule 3.4(b)(viii) of the Constitution at least 15 days prior to the date upon which notice papers are to be sent to General Councillors calling for a general meeting of General Councillors at which the election of General Councillors is on the agenda.
- 2.3.3 The General Councillors may meet either in person or by telephone or by using any other technology (provided that the technology allows each General Councillor to hear and be heard by the whole meeting) consented to by all the General Councillors. Consent may be a standing one. A General Councillor may only withdraw consent within a reasonable period before the meeting. If a meeting of General Councillors is to be held by telephone or other technology in accordance with this Regulation, the notice of meeting provided to General Councillors under Rule 5.2(e) must set out the location where the meeting will be deemed to be held and all details a General Councillor would require to attend the meeting via telephone or other technology. Where the General Councillors meet via telephone or other technology, a General Councillor will be taken to be present in person at that meeting if they are present via telephone or the other technology.

2.4 General Councillors (Rule 3.5)

- 2.4.1 Nominations Forms for the position of Elected Councillors must contain the details in Form R4 and may be submitted using the nomination form published on www.hbf.com.au and, if applicable, and for so long as that website is maintained, www.seeuhealthinsurance.com.au.
- 2.4.2 Elections of Elected Councillors must be held in the following manner:
- (a) On or before 31 July each year:
 - (i) a notice will be displayed on the following websites, www.hbf.com.au and, if applicable, and for so long as that website is maintained, www.seeuhealthinsurance.com.au; or
 - (ii) an advertisement will be placed in a daily newspaper or newspapers approved by the HBF Board and an email sent to Registered Policyholders with valid email addresses,

inviting Registered Policyholders to nominate, in accordance with the Constitution and these Regulations, suitable persons to be considered for election as Elected Councillors.
 - (b) The notice or advertisement will include the closing date for nominations and may include relevant skill and experience attributes reasonably considered by the HBF Board as being desirable to be held by an Elected Councillor, including but not being limited to skill and experience attributes in the fields of health services, insurance, commerce, finance, accounting, corporate and general management, capital markets, investment analysis and law.

- (c) Nominations for Elected Councillors close at the expiration of 15 days after the date upon which the notice or advertisement is placed (or such extended date on any particular occasion as may be determined by the Chairperson).
- (d) Where a nomination has been signed by a person (Nominator) of not less than 10 years standing as a Member with Cover for Hospital Treatment, who was not already a Registered Policyholder, and the nomination form is lodged with HBF, together with a duly completed registration form in accordance with Regulation 2.2.2 signed by the Nominator, then the nomination will be taken to have been received by HBF, immediately following the registration of the Nominator as a Registered Policyholder and the nomination will not be taken to be invalid, by reason only of the fact that the Nominator was not a Registered Policyholder at the time the Nominator signed the nomination.
- (e) HBF may use any reasonable method or technology approved by the HBF Board to conduct a ballot, including the completion and physical return of a paper ballot, online voting or a combination of voting methods.
- (f) After receipt of nominations for Elected Councillors, if an election is required, a notice relating to the holding of an election of Elected Councillors will be sent to all Registered Policyholders.
- (g) Any notice of an election provided to Registered Policyholders will include reasonable details of how the election will be conducted, including instructions on how to cast a valid vote. The voting period specified for an election must be for a minimum of 10 days.
- (h) Registered Policyholders receiving notice of an election may, during the voting period, submit their vote in accordance with the instructions in, or accompanying, the notice of the election.
- (i) The Secretary or other person approved by the HBF Board will act as Returning Officer for an election of Elected Councillors.
- (j) The Returning Officer will oversee the process of receiving, collating and tallying votes and the candidates with the most number of votes, to the extent of the available positions, will be elected. In the case of equality of votes for the last remaining available position, the deadlock will be resolved by “drawing straws”.
- (k) The Returning Officer will certify the result and, if appropriate, the number of votes attained by each candidate in the form of a signed Returning Officer’s declaration delivered to the Chairperson. The HBF Board will formally adopt the result.
- (l) Following adoption by the HBF Board, the results of the election will be published on www.hbf.com.au and if applicable, and for so long as the website is maintained, www.seeuhealthinsurance.com.au, or advertised in a daily newspaper or newspapers approved by HBF Board and the Returning Officer will notify in writing the candidates of the result.

2.5 Board Councillors (Rule 3.3)

- 2.5.1 Procedures for the nomination of Board Councillors will be determined from time to time by the HBF Board.
- 2.5.2 Nominations of Board Councillors will be by resolution of the HBF Board.

3. Inspection of Records and Documents (Rule 3.7(c))

- 3.1 Members wishing to exercise any entitlement in the Rules to inspect records and documents of HBF must give not less than 15 days prior notice in writing substantially in accordance with prescribed Form R6 with all relevant information required in Form R6 completed to the reasonable satisfaction of the Secretary.
- 3.2 The scope of the information required in Form R6 is to:
 - (a) ensure maintenance of the integrity and proprietorship of the records and documents of HBF;
 - (b) preserve confidentiality of information of HBF and policyholders; and
 - (c) comply with the laws and regulations relating to privacy.
- 3.3 The Member must also execute a deed of confidentiality and undertaking substantially in accordance with prescribed Form R6A.
- 3.4 The Secretary will give notice to the Member making such application, of an appointment time or date for inspection of the records and documents with which the Member must comply if the Member wishes to exercise his/her rights under this Regulation.
- 3.5 At all times during the inspection of the records and documents, the Member will be accompanied by an officer of HBF designated by the Secretary.
- 3.6 The Member has no right or entitlement to do any of the following:
 - (a) take copies of any of the records and documents; or
 - (b) create notes or recordings of the contents of the records and documents,during the period while records and documents are made available to the Member.
- 3.7 The right of inspection is personal to a Member and the Member may not nominate an agent to carry out the inspection on behalf of the Member.
- 3.8 The HBF Board may suspend the right of inspection of the Member if the HBF Board is not satisfied with the purpose of inspection. In making its determination, the HBF Board may have regard to the overall interests of HBF, the proprietary nature of its records and documents and the entitlement of confidentiality and privacy of the information held by HBF with respect to policyholders and Participants.
- 3.9 If the HBF Board suspends the right of inspection, the Member may substantiate in writing to the HBF Board, the request for inspection and the good faith use to which the information gained from the inspection is to be put, following which the HBF Board will make a decision as to whether to the suspension should be revoked.

4. Register of Members (Rule 3.7(a))

- 4.1 The Secretary will maintain a Register of Elected Councillors, General Councillors and Board Councillors.
- 4.2 The information to be maintained in the register will at least include the following with respect to the relevant Member:
 - (a) full name;
 - (b) address;
 - (c) telephone and contact particulars;
 - (d) other information as may be necessary concerning verification of the status of the Member to be a Councillor;
 - (e) other information as a secretary may from time to time consider it appropriate to record.

5. Election of Board (Rule 7.3 and Rule 7.6)

- 5.1 Nominations for the position of Director are to be substantially in accordance with prescribed Form R7.
- 5.2 A ballot for the purposes of Rule 7.6(d) of the Constitution may take place by way of secret ballot using a ballot paper substantially in accordance with prescribed Form R8 and complying with the procedures set out in prescribed Form R8 together with such other procedures as the person chairing the meeting may so decide to prescribe from the chair.
- 5.3 The Secretary or other person approved by the Chairperson will act as the Returning Officer for any ballot conducted pursuant to Rule 7.6(d) of the Constitution.
- 5.4 The Returning Officer will oversee the process of receiving, collating and tallying ballot papers and the candidates with the most number of votes, to the extent of the available positions, will be elected. In the case of equality of votes for the last remaining available position, the deadlock will be resolved by “drawing straws” under the guidance of the Chairperson, or other person chairing the General Meeting.
- 5.5 The Returning Officer will deliver the results of the ballot to the Chairperson or other person chairing the General Meeting for formal declaration of result.
- 5.6 The Chairperson, or other person chairing the General Meeting, shall declare the result of the ballot, which declaration, in the absence of manifest error, shall be conclusive.

6. Election of Chairperson and Deputy Chairperson (Rule 7.2)

- 6.1 The form of ballot papers for the election of each of Chairperson and Deputy Chairperson at a meeting of the HBF Board is to be substantially in accordance with prescribed Form R9.
- 6.2 If the Chairperson is standing for re-election as Chairperson, the Chairperson shall vacate the chair during the conduct of the ballot for election of Chairperson.
- 6.3 The procedures applicable for the ballot of election of Chairperson and Deputy Chairperson shall be as determined by the person for the time being chairing the meeting, but otherwise shall generally be reflective of the procedures prescribed under Regulation 5 for the election of Directors with such adaptations as may be necessary.

7. Clause deleted

8. Proxy Form (Rule 15.2)

A form of proxy substantially in accordance with prescribed Form R10 will be accepted by the Secretary.

9. Delegate

Where under these Regulations, a document is required to be signed or an action required to be taken by the Secretary or the HBF Board, a duly appointed delegate may sign the document or take the action on their behalf.

10. Waiver of Time Periods

The Chairperson may in their discretion waive strict compliance with any time period or date by which an action will take place under these Governance Regulations in the interests of efficiency, administration practice and convenience to HBF.

11. Notices

All applications and notices required to be made or given under these Regulations may be delivered, or sent by post, email or facsimile to the Secretary of HBF for the time being.

12. Prescribed Forms

The Secretary may amend the prescribed forms from time to time in the interests of efficiency, administration, practice and convenience.

13. Interpretation and Definitions

13.1 These Regulations will be read so as not to conflict with the Rules.

13.2 Words in the singular number will include the plural and words in the plural will include the singular.

13.3 Capitalised terms which are not otherwise defined have the meaning in the Constitution.