



Elections of Directors, Other Voting Procedures and Appointment of Independent Directors

**of
Little Athletics Association of
Victoria Inc**

REGULATION 13

**Registration Number: A0003260D
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SECTION 1 - ELECTION OF DIRECTORS

1.1 Context

- (a) Rule 16.4 of the Constitution of the Association establishes that the Board consists of seven Elected Directors, who must be elected under the rules in rule 17, and up to two independent Directors appointed by the Board.
- (b) Elected Directors hold office under rule 16.5 until the second Annual General Meeting (AGM) following the declaration of their election at an AGM and can be re-elected for two more consecutive terms (up to six years in total).
- (c) Appointed independent Directors hold office under rule 16.6 for a term of up to two years and can be reappointed for another term of up to two years.
- (d) The Chief Executive Officer (CEO) of the Association is required under rule 17 to call for annual nominations for election of Elected Directors (three Directors in odd-numbered years and four Directors in even-numbered years). An election for Elected Directors is only required each year under rule 17 if the number of nominations exceeds the number of positions to be filled.
- (e) The election of Elected Directors is conducted by postal voting, and rule 15.5(c) allows each Affiliated Centre to complete one postal ballot for an election.
- (f) If a casual vacancy occurs in the office of any Elected Director, the Board may appoint an appropriate person to the office under rule 18.2, for a period up to the end of the term of the Director being replaced.

1.2 Purpose

- (a) As provided for by rules 15.5(d) and 16.4(b), this section sets out the manner in which a postal ballot for the election of Elected Directors is to occur.

1.3 Elected Directors – Qualifications

- (a) A person nominating for election as an Elected Director must:
 - (i) Not be an undischarged bankrupt;
 - (ii) Not have a recorded conviction which in the opinion of the Board renders them unsuitable to serve in the role open for election;
 - (iii) Address in writing, on the form provided by the Association, any selection criteria identified by the Board, including any diversity and skills gap analysis which the Board has prepared;
 - (iv) Hold a Working with Children Check and agree to undertake a Police Check;
 - (v) Advise of any actual or potential conflicts of interest; and
 - (vi) Submit the written nomination form to the CEO of the Association by email or post at least thirty-five days prior to the published date of the AGM.

1.4 The Performance & Nominations Committee

- (a) The CEO shall refer all written nominations received by the due date to the Performance & Nominations Committee of the Board. The role of that Committee is to advise the Board, based on comparing the submitted forms against the published selection criteria, whether each nominee is a fit and proper person for election as an Elected Director. Based on the advice received from the Performance & Nominations Committee, the Board will decide what advice will be provided to the voting Affiliated Centres about the fitness and propriety of each nominee, in the event that a postal ballot is needed for the election of Elected Directors.

1.5 The postal Ballot

- (a) If the number of fit and proper nominations for upcoming vacant Elected Director positions equals the number of vacancies to be filled at an AGM, then each nominee is treated as elected to a vacant position at the AGM, and there is no need for the Association to conduct a postal ballot for an election. If the number of nominations is less than the number of vacancies, then each nominee is also treated as elected to a vacant position, and the vacancies are treated as casual vacancies under rule 18.2.
- (b) If the number of nominations for upcoming vacant Elected Director positions exceeds the number of vacancies to be filled, a postal ballot will be conducted to elect the Directors. The Board will then appoint a person, usually the CEO or another employee of the Association office, under rule 17(d), to act as returning officer for the postal ballot. The CEO will advise Affiliated Centres of the name of the returning officer.
- (c) The returning officer will prepare a ballot form, listing the nominees in alphabetical order, that can be accessed by each Affiliated Centre through an electronic portal on the Association's website. The form will be initialled by the returning officer, and, when each Centre is given access to the portal at least twenty-eight days prior to the AGM, will be accompanied by that part of each written nomination form that deals with the matters set out in paragraph 1.4(a) above. The ballot form will also be accompanied by any advice that the Board decides to provide under paragraph 1.5(a) above.
- (d) Ballot forms must be completed on the electronic portal at least five clear days prior to the AGM. A valid form can only select the number of nominees that equals the number of vacant positions. If a Centre selects more or less than the number of vacancies, the returning officer will contact the Centre to clarify whether or not the Centre wants to change its ballot within the allotted voting period to complete a valid form. A Centre will also be able to identify on the portal that it wishes to abstain from voting on the election.
- (e) The election postal voting process is considered a valid vote only if more than fifty per cent of Affiliated Centres complete a valid voting form within the period set out in paragraph 1.6(d) above, or within such further time before the AGM that the Board allows under rule 15.5(d). If, by the time of the AGM, not more than fifty per cent of Centres have completed a valid voting form, the Board can decide under rule 15.5(d) to conduct a secret ballot at the AGM to elect the Elected Directors if there are more than fifty per cent of Centres present at the AGM. If a valid vote does not occur under the postal voting

process, or under a secret ballot at the AGM, the vacant Elected Director positions will become casual vacancies under rule 18.2. The Board may then appoint appropriate persons to fill the vacancies.

- (f) In a valid election, the nominees who receive the greatest number of votes will be declared duly elected by the returning officer at the AGM. If two or more nominees receive an equal number of votes for the final vacancy, the election for that vacancy will be determined at the AGM by a secret ballot of those with an equal number of votes.

1.6 Director Induction

- (a) Elected Directors will be provided with a letter notifying them of their election with a welcome from the President. They will also receive an induction package covering the matters set out section 4.1 of the Board Charter.

SECTION 2 - VOTING PROCEDURES AT GENERAL MEETINGS

2.1 Context

- (a) At a GM, only the Delegates present are entitled to vote on a motion at the meeting under rule 15.1(a)(i). Each Affiliated Centre is entitled under rules 6.8(b) and 15.1(a)(ii) to appoint up to two Delegates to represent the Centre at a GM.
- (b) Centres are required to advise the CEO under rule 6.8(a) at least seven days prior to a GM who its Delegates will be. If that advice is not provided, a Centre's president and secretary are deemed to be the Centres delegates under rule 6.8(d). If a Centre is unable to attend a GM, it can appoint an alternate Delegate under rule 6.8(e), and advise the CEO in writing of that fact on the prescribed form not less than 48 hours before the GM. Each Delegate must comply with the directions given by a resolution of the Centre appointing them.
- (c) Generally, all questions arising at a GM are determined under rule 15.2(b) on a show of hands. However, where demanded by three Delegates, a poll on any question is taken under rule 15.4 in the manner determined by the chairperson.

2.2 Purpose

- (a) This section sets out the manner in which voting, apart from postal voting and voting for changes to the Constitution, will occur at a GM.

2.3 Voting procedures

- (a) The detailed procedures for the conduct of debate on any motion at a GM that requires a vote is set out in the Standing Orders of the Association in Regulation 1. Once the chairperson of the GM has decided that debate on a voting motion has finished, a vote will proceed by way of: a ballot in person; a

show of hands; a show of Centre Boards; a show of coloured voting slips; or a division. A vote is determined by a simple majority of those voting. If there is an equality of votes on any motion, the chairperson is entitled to a casting vote.

SECTION 3 - OTHER POSTAL VOTING PROCEDURES

3.1 Context

- (a) Rule 15.5(a) allows the Board to determine, other than for the election of Directors, when postal voting can be used as part of the conduct of a General Meeting (GM). However, rule 15.5(b) makes it clear that postal voting cannot be used to determine amendments to the Constitution nor appeals from decisions of the board in disciplinary matters under rule 10.

3.2 Purpose

- (a) As provided for by rule 15.5(d), this section sets out the manner in which other postal ballots will be conducted.

3.3 Other Postal Voting

- (a) Issues may arise before an AGM, or that may call for the conduct of a special GM, which the Board considers would be best dealt with by a postal ballot of Affiliated Centres. An example may be the ratification by Centres under rule 31(c) of new Regulations made by the Board.
- (b) All Affiliated Centres will receive an email notice of the proposal(s) together with an explanation.
- (c) The Board will appoint a person, usually the CEO or another employee of the Association office, to act as returning officer for the postal ballot. The returning officer will advise Affiliated Centres of the procedures for completing a ballot form by way of a portal on the Association's website. Each Centre will complete a ballot form on the portal within twenty-eight days of being notified that the portal is open.
- (d) The vote will be a valid vote only if more than fifty per cent of Centres complete a ballot form on the portal. An effective decision will be a simple majority of votes returned. The returning officer will announce the result of the ballot at the AGM or GM and will provide a list of Centres completing ballot forms.

SECTION 4 - APPOINTMENT OF INDEPENDENT DIRECTORS

4.1 Context

- (a) As noted in paragraph 1.1(c) above, independent Directors appointed by the Board hold office under rule 16.6 for a term of up to two years and can be

reappointed for another term of up to two years. At the end of their terms, appointed Directors can nominate for election as Elected Directors, but cannot serve as a Director for more than six consecutive years.

4.2 Purpose

- (a) This section sets out the process that will be undertaken by the Board for the appointment of independent Directors. It will also be the process used by the Board under rule 18.2 to appoint persons to casual vacancies in Elected Director roles.

4.3 The Performance & Nominations Committee

- (a) The Performance & Nominations Committee has the responsibility, in conjunction with the CEO, to conduct searches for the appointment of Directors under rule 16.6, and to recommend preferred candidates for appointment to the Board. Before the search is conducted, the Committee will develop criteria for the selection of Directors, bearing in the mind the current diversity, skills, composition and structure of the Board at the time of the proposed appointments.
- (b) The CEO will call for nominations, at least 28 days before the date for submitting written nominations close, by advising each Affiliated Centre by email, and by publishing the nomination form and an Appointed Directors duty statement defined by the Performance & Nominations Committee, on the Association's website.
- (c) The Committee will then set a formal and transparent process for identifying and recommending candidates for appointment and re-appointment (where applicable).
- (d) Once all written applications have been received by the CEO under the process set out in section 4.4 below, the Performance & Nominations Committee will, first, determine the fitness and propriety of each person seeking appointment, and will then prepare a paper for the Board, recommending which applicants should be considered for appointment by the Board.

4.4 The application process

- (a) Once the Performance & Nominations Committee has determined the process for identifying candidates for appointment, the CEO will advise each Affiliated Centre by email of the process and will publish the application form and any accompanying information on the Association website.
- (b) As with the process for the election of Elected Directors, applicants for appointment must deal, in their application forms, with the matters set out in paragraphs 1.4(a)(i)-(v) of this Regulation. Any application forms must be returned to the CEO by the date set out on the form.

4.5 Appointment

- (a) Directors appointed by the Board will be provided with a letter of appointment and welcome from the President, and with an induction package, covering the matters set out section 4.1 of the Board Charter.

SECTION 5 - APPENDIX

5.1 Director election timeline (days)

- (a)
- | | |
|----|---|
| 80 | CEO calls for nominations for the election of Directors |
| 47 | Director nominations submitted to CEO |
| 47 | Director nominations forwarded to the Performance & Nominations Committee to recommend preferred candidates for appointment to the Board. |
| 33 | Board approval of nominees |
| 33 | Board to appoint a Returning Officer |
| 28 | Returning Officer to advise Affiliated Centres of the requirement to complete a ballot form on the portal. |
| 6 | Voting closes.* |
| 5 | Votes are tallied and election outcome determined. |
| 0 | Annual General Meeting and announcement of election outcomes. |

*Note: if less than 50% of Affiliated Centres have cast a ballot prior to the deadline, LAVic may extend the deadline until such time that 50% of Affiliated Centres have cast a vote.

SECTION 6 - DOCUMENT HISTORY

6.1 VERSION CONTROL

Date	Version #	Action Taken / Updates
June 2016	1.0	Accepted changes when document modified in July 2015. Instituted Version Control with June 2016 document becoming V1.0 Minor formatting changes.
30 June 2016	2.0	Changes to Section 1.6B v Added in Section 1.6B v1
May 2018	3.0	Updated to reflect changes made to the Constitution at the 2017 AGM.
May 2018	3.1	Revised wording to align with Constitution; removed references to 'postal' voting; included references to 'affiliated' Centres.
December 2019	4.0	Complete revision.
May 2020	4.1	4.3(b) amended to replace reference to 'Elected Directors duty statement' with 'Appointed Directors duty statement'; removed reference to Elected Directors timeline. 5.1 timelines updated to reflect 2020 dates.
April 2021	4.2	Updated reference to 'Performance & Nominations Committee'