

# BOARD AND COMMITTEE BY-LAWS

## 11. NOMINATION AND ELECTION PROCEDURES FOR ELECTED DIRECTORS

- (a) The Chief Executive Officer shall issue a notice to member Associations requesting nominations for vacant positions at least three months prior to the date for the AGM as approved by the Board.
- (b) A nominee may nominate for the position of Elected Director. Where there is more than one nomination for any position, a ballot for that position shall be held.
- (c) The Board shall appoint a returning officer.
- (d) Notice of any ballot shall be issued to Member Associations with at least a six (6) week notice period prior to the closing date with the returning officer.
- (e) The Company's elections may be conducted electronically via the internet or by other means as approved by the Board. Where a member is unable to access the established voting system application can be made to the Chief Executive Officer for an alternative balloting system (such as postal)
- (f) All elections shall be conducted on a 'first past the post' system. Preferences equal to the number of vacancies in an election shall be of equal value. The member may indicate a preference for as few or as many candidates as it wishes using the numbers 1,2,3 and so on. The candidates, equal to the number of vacancies, polling the highest number of votes shall be elected.
- (g) Should the ballot result in there being an equal number of votes in favour of two or more candidates then lots shall be drawn between these candidates in such a manner as the returning officer shall determine.
- (h) At the conclusion of the election the returning officer shall record the names of all candidates declared to be elected and the position to which they have been elected and shall return the record to the Chief Executive Officer together with the ballot papers.
- (i) The result of the ballot shall be declared at the Annual General Meeting. The declaration of the poll by the returning officer shall include the following information:
  - (i) the number of Member Associations eligible to vote;
  - (ii) the number of votes received; and
  - (iii) the number of votes declared valid.
- (j) Any person who is a candidate for election to any position may, within seven (7) days of the declaration of the poll, request from the Chief Executive Officer the number of votes cast in their favour.

## **12. DIRECTOR RESPONSIBILITIES**

### **12.1 Directors**

Directors shall:

- (a) be excluded from standing committee membership other than as provided for elsewhere in these By Laws;
- (b) guide any committees to which they may be assigned on all matters affecting the Constitution, by Laws, Policies and Rules or any previous decision of the general Meeting or the Board
- (c) act honestly, independently and with due diligence in all decision making;
- (d) ensure that the resources of the Company are effectively and efficiently managed to fulfil the Objects;
- (e) contribute to the development of the Company strategic and business plans;
- (f) attend any assigned committee and act as the Boards adviser in the formulation of committee work plans;
- (g) act at the Boards direction, as a delegate to any meeting of a Member Association and advise and guide such meetings on any matters affecting the future of the Company, the Constitution, By-Laws, Policies and Rules;
- (h) present recommendations and reports of any assigned committee to the Board; and
- (i) subject to the concurrence of the President, attend, without vote, any other Company committee meeting.