



BY-LAW: PROCEDURE FOR ELECTION OF DIRECTORS

1. INTRODUCTION

This by-law has been designed to assist members to understand the rules for the nomination of candidates and the conduct of an election of Directors to the Board of Austrasian Campuses Towards Sustainability (ACTS) Limited.

This by-law takes into account and must be read alongside the [ACTS Constitution](#), in particular clause 38 (number of directors), clause 39 (election and appointment of directors) and clause 24 (representatives of members). In the event of inconsistency between this by-law and the Constitution, the Constitution prevails.

2. NOMINATION PROCEDURES FOR ELECTION

Who may nominate?

As per clause 39.4 of the ACTS Constitution, a person is eligible for election as a Director of the company if they:

- (a) are a member of the company, or a representative of a [member](#) of the company;
- (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a Director at a general meeting and has been a Director since that meeting);
- (c) give the company their signed consent to act as a Director of the company; and
- (d) are not ineligible to be a Director under the [Corporations Act](#) or the [ACNC Act](#).

Exclusion from nomination

A person will not be eligible to nominate for a Director position on the Board of ACTS if:

- they are currently being investigated under the Code of Conduct;
- their election or appointment were to breach the term provisions, including the limits on the number of consecutive terms as stated in the Constitution;
- If their election or appointment will cause potential, perceived or real conflicts of interest between their role as a Director and their commercial interests.



Invitation for nominations

ACTS will call for nominations to fill the number of confirmed vacant Director positions by publishing a Call for Nominations Notice. The Board may from time to time determine the desired qualifications, skills and experience the Board considers appropriate, which will be communicated during the Call for Nominations Notice.

How to nominate

Nominations are made in writing, using the prescribed Nomination Form at the time, signed by the candidate and (if not a sitting Director) two nominating members entitled to vote. The candidate's completed Nomination Form must include:

- agreement to provide, or apply for, a director identification number (director ID) with the Australian Business Registry Services (ABRS);
- where applicable, confirmation of the support from the candidate's supervisor to undertake the voluntary role;
- a candidate statement to highlight reasons for nomination and to identify the relevant knowledge, skills and experience the candidate possesses to contribute as a Director;
- declaration accepting nomination requirements as determined by the ACTS Board from time to time;
- a copy of the candidate's Curriculum Vitae; and
- a high resolution 'headshot' photo of the candidate.

Candidate statements must be ethical, be able to be substantiated, not defamatory, and shall be approved and may be edited at the discretion of the Returning Officer. The Returning Officer will review and validate each Nomination Form and confirm receipt of nomination.

Timeframe

The Call for Nominations Notice will be issued approximately eight (8) weeks prior to the Annual General Meeting. Nominations must be received by the closing date for nominations as advised on the form, approximately two (2) weeks prior to the Annual General Meeting. Nominations received after this closing date will not be accepted.

Valid Nominations

A candidate's nomination will be considered valid if it meets all of the following requirements:

- The candidate is eligible for election as per clause 39.4 of the ACTS Constitution;
- Has submitted a Nomination Form by the closing date; and
- The Nomination Form has been validated by the Returning Officer.



3. ELECTION PROCESS

Fewer nominations than vacancies

If the number of valid nominations received is equal to or less than the number of vacant positions to be filled, those nominees shall be deemed to be elected and appointed as Directors.

Any unfilled Director positions remaining on the Board shall be deemed to be casual vacancies and may be filled by the Board as per the Constitution.

More Nominations than vacancies

If the number of nominations received for Directors exceeds the number of positions to be filled, an election shall be held.

Conducting an election

When an election is required, Notice of the Election will be sent by email to all eligible voting persons approximately two (2) weeks prior to the Annual General Meeting. Voting will take place via electronic ballots at the Annual General Meeting. Each member representative is entitled to one vote. Only current members at the time of the election are entitled to vote.

Ballot

The election shall be held by electronic ballot. Electronic ballots must be conducted via a platform capable of ensuring the admissibility of ballots to the satisfaction of the Chief Executive Officer (CEO). The following shall be posted on the ACTS website to support the Notice of Election:

- all completed candidate statements, as authorised by the Returning Officer;
- the 'head shot' photo of each Candidate;
- any other supporting material as required; and,
- clear instructions on how member representatives can submit a ballot.

Returning Officer

The Board shall appoint the CEO as the Returning Officer who is responsible for the administration of all ballots and to ensure the integrity, accuracy and transparency of the election process.



Counting of ballots

All ballots are to be determined on a standard preferential voting basis. The counting of ballots by the Returning Officer may be undertaken manually, electronically or by a combination of such methods.

The Returning Officer shall be responsible for determining the eligibility of members to cast a vote and to validate votes received including whether any ballot received is informal and excluded from the count.

A determination by the Returning Officer of the formality or informality of a ballot shall be final.

A Member may not change their ballot after it has been submitted.

Notification and declaration of ballot results

Immediately after the conclusion of the vote, the Returning Officer shall notify the candidates and members of the results. The candidates who have received the highest numbers of valid votes for positions available shall be formally declared as Directors at the Annual General Meeting.

Election campaigning

Candidates may undertake election campaigning only after nominations have closed and ACTS has published the Notice of Election.

Candidates are expected to campaign within responsible, sensible limits and conduct and represent themselves in a professional manner.

Candidates are to respect competition and shall not use derogatory comments concerning any other candidate.

Candidates must not involve ACTS in their campaign and must not directly or indirectly access or otherwise utilise any ACTS resources and assets, such as ACTS databases, websites or social media accounts, for personal campaigning purposes.

ACTS, including but not limited to the Board and staff, must not endorse specific candidates.



Resolution of Disputes

If an eligible voter disputes the validity of the conduct of an election, that person shall, within 30 days of the Annual General Meeting, give notice in writing to the Board stating the grounds of their complaint. The Board may then either itself investigate the complaint, or may appoint a committee for that purpose.

After hearing the complaint, or the report of any committee appointed to investigate the complaint, if such an appointment was made, the Board shall determine the matter. The Board's decision in relation to the complaint shall be final.

HISTORY & VERSION CONTROL

Verson	Reviewed by	Approved by	Date approved
1.0	ACTS Board	ACTS Board	21 September 2022