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## **ELECTED DIRECTOR QUALIFICATION AND ELECTION PROCEDURES BY-LAW**

<b>Reference Number:</b>	GOV12
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<b>Responsibility:</b>	Chief Executive
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In accordance with Rule 35.1 of the Netball Australia Limited ("Netball Australia") Constitution, the following By-Law is adopted by the Netball Australia Board.

This Election Procedure By-Law sets out the voting process and the qualifications to be followed in relation to:

- i) **Director Qualifications:** the qualifications which nominees for Elected Director positions on the Netball Australia Board must meet under Rule 25.1(a) of the Netball Australia Constitution.
- ii) **Election of Directors:** the election of Directors under Rule 25.2 of the Netball Australia Constitution.

### **i) Director Qualifications**

Nominees for Elected Director positions should demonstrate:

1. Knowledge of netball in general.
2. Previous experience in organisational work from either private business or community activities. Ideally this experience has been gained as a committee member or board member.
3. An ability to understand a wide scope of community issues, including requirements and objectives of governing not for profit bodies.
4. Management or administration skills, including financial management, and a good knowledge of the Corporations Act (Cth) 2001 and common law obligations in the areas of corporate governance and directors duties and responsibilities.
5. A professional or commercial background including any specialised areas of expertise (eg commerce, finance, marketing, law or business) that can benefit Netball Australia.
6. Excellent presentation and communication skills.
7. Major achievements or contribution in previous roles (either professional or in netball).
8. An ability to work and communicate effectively within the group and with external parties.
9. An understanding of strategic planning processes and ability to implement developed procedures.
10. A commitment to the role and the ability to devote sufficient time and energy to the position.

## **ii) Election of Directors**

### **Nominations equal vacancies or insufficient nominations**

If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by a majority of votes cast by the Delegates in a secret ballot in accordance with this clause and Rule 25.2(d) of the Netball Australia Constitution.

- (a) Ballot papers shall be prepared for each nominee. The ballot paper shall include two boxes, being YES and NO. The Delegates will be required to mark one box on the ballot paper, indicating whether they agree to the election of the nominee. The nominee will be elected if the majority of Delegates mark the YES box.
- (b) If the nominees are not elected or if there are vacancies to be filled, the position will be deemed to be a casual vacancy and may at any time be filled by the Board in accordance with Rule 27.2 of the Netball Australia Constitution.

### **Nominations exceed vacancies**

If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken and the voting shall be conducted by the preferential method set out in this clause (Rule 25.2(e) of the Netball Australia Constitution).

- (a) Election of one position from two nominees:
  - (i) Ballot papers listing in random order (determined by lot) the two nominees shall be distributed and each Delegate shall rank the two nominees by placing the number "1" next to the most preferred nominee, "2" next to the less preferred nominee.
  - (ii) Any ballot paper on which a preference is duplicated or missed shall be declared an "informal vote" and shall be disregarded.
  - (iii) If either nominee has received a majority of first preferences cast, then that person is duly elected.
  - (iv) If both nominees have received an equal number of first preference votes the election of the nominees shall be determined by lot.
- (b) Election of one position from three or more nominees:
  - (i) Ballot papers listing in random order as determined by lot all nominees shall be distributed and each Delegate shall rank nominees by placing the number "1" next to the most preferred nominee, "2" next to the second preference and so on.
  - (ii) Any ballot paper on which a preference is duplicated or missed shall be declared an "informal vote" and shall be disregarded.
  - (iii) If a nominee has received a majority of the first preference votes, that person is duly elected.
  - (iv) If no nominee has received a majority of the first preference votes, then the nominee who received the least first preference votes is eliminated from the election and the Delegates' votes for that nominee are distributed amongst the remaining nominees according to the second preferences shown.
  - (v) If thereafter a nominee has received a majority of votes cast, that nominee is duly elected. If no nominee has received a majority of the votes cast, the process continues with the nominee who has received the lowest number of votes being eliminated at each stage and the Delegates' votes distributed according to the next preference shown until a nominee has received a majority of votes.

- (vi) In distributing preferences, votes which would normally be distributed to a nominee who has already been eliminated are distributed to the next preferred nominee who has not been eliminated.
  - (vii) If at any stage of a count a choice must be made between eliminating two or more nominees each having equal votes at that stage, the nominee who had the lower number of votes at the last preceding stage of the count at which their respective scores were different shall be eliminated.
  - (viii) Where such nominees have an identical number of votes at each stage of the voting process, the elimination of the nominees shall be determined by lot.
- (c) Election for two or more positions from three or more nominees:
- (i) Ballot papers listing in random order (determined by lot) all nominees shall be distributed and each Delegate shall rank nominees by placing the number "1" next to the most preferred nominee, "2" next to the second preference and so on.
  - (ii) Any ballot paper on which a preference is duplicated or missed shall be declared an "informal vote" and shall be disregarded.
  - (iii) If a nominee has received a majority of the first preference votes, that person is duly elected.
  - (iv) If no nominee has received a majority of the first preference votes, elimination of nominees is carried out as described in clause 2(b)(iv)-(viii), until one nominee has received a majority of votes at which point he or she shall become the "first elected nominee".
  - (v) The count is then restarted using all ballot papers including those for nominees eliminated during the previous count. Votes for the first elected nominee are then distributed according to the Delegates' next preference shown.
  - (vi) If thereafter a nominee has received a majority of the votes cast, that nominee is duly elected at which point he or she shall become the "second elected nominee". If no nominee has received a majority of the votes cast, elimination of nominees is carried out as described in clause 2(b)(iv)-(viii), until one nominee obtains a majority of votes and becomes the "second elected nominee".
  - (vii) The process of restarting the count and redistributing the votes of all elected nominees described in clause 2(c)(v) followed by elimination of nominees as described in clause 2(b)(iv)-(viii) is repeated in order to elect a "third elected nominee", "fourth elected nominee" and so on.
  - (viii) If at any stage during this process the number of remaining nominees is equal to the number of vacancies to be filled, the remaining nominees will be elected subject to clause 1.

#### **Proxies**

1. A Member Organisation shall nominate its voting delegate in writing 21 days prior to the Annual General Meeting.
2. In the event that a member's voting delegate cannot be present at any Meeting, it may nominate another member of the Member Organisation or a Delegate from another Member Organisation to vote in the place of the voting delegate, provided such nomination is in writing addressed to the Company's Chief Executive Officer and delivered to the Company's office prior to the commencement of the meeting.