



# **AUSCYCLING**

## **DIRECTOR ELECTION PROCEDURE GUIDE**

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## AUSCYCLING DIRECTOR ELECTION PROCEDURE GUIDE

In accordance with clause 12.2 of the AusCycling Constitution, the following election procedure applies to govern the process of electing Elected Directors.

### 12.2 Election of Directors

*Elections for Elected Director positions shall be by a 'first past the post' ballot in accordance with this clause 12.2 at the relevant General Meeting on papers prepared by the CEO as follows:*

- a) *where the number of nominees received for Elected Director positions is equal to or less than the number of Elected Director positions to be filled:*
  - i. *the nominees will be deemed to be elected, subject to a separate ordinary resolution being passed in favour of each individual nominee; and*
  - ii. *any remaining positions, including any positions for which an ordinary resolution fails to pass in favour of a nominee, will be deemed a casual vacancy; or*
- b) *in all other cases, a separate ballot will be conducted for each separate Elected Director position to be filled, with the eligible nominee who receives the highest number of votes to be elected to fill that Elected Director position. If two or more nominees receive the highest number of votes a further ballot will be conducted amongst only those tied nominees, with the nominee who receives the highest number of votes elected. This process will be repeated if there is a further tie amongst the nominees receiving the highest number of votes, until only two nominees remain. If there is a further tie where there are only two nominees in the ballot, the CEO will determine the successful nominee by lot.*

### 2022 Elected Director Elections

In accordance with clause 13.2(c)(iii) of the AusCycling Constitution, at the third AusCycling AGM (taking place in May 2023), the three remaining First Elected Directors will retire from office, in accordance with Schedule 1 of the Constitution. Those retiring First Elected Directors will, subject to the requirement of the Constitution, be eligible for re-election.

The following First Elected Directors will retire at the 2023 AGM:

Lee Brentzell

- AC director and member of the Board's Finance Audit & Risk Committee and People Committee.
- Lee is eligible for re-election.

Darren Alomes

- AC director and member of the Board's Finance Audit & Risk Committee, People Committee and History and Heritage Committee.
- Darren is eligible for re-election.

Craig Bingham (filling casual vacancy created as a result of Duncan Murray's resignation as a Director)

- AC Chair
- Craig is eligible for re-election.

**Number of Elected Director Positions:** Three (3)

**Number of Eligible Nominations:** Six (6)

In accordance with clause 13.2(c)(iii) of the Constitution, of the three Elected Directors elected at the 2023 AGM:

- one will hold office for a term of two years; and
- two will hold office for a term of three years.

## Meeting Voting Procedures

- i. A ballot paper prepared by the CEO and listing all nominees in random order, as determined by lot, will be made accessible to each Member Club Representative on the Lumi platform.
- ii. The 'first past the post' voting system as mandated by the Constitution requires three separate elections to be undertaken for the three separate Elected Director vacancies (subject to any further ballots to break a tie, as outlined below).
- iii. If there is a tie between two or more candidates who received the highest number of votes for a particular position, a further tie-breaker ballot will be conducted amongst only those tied candidates. If there is a further tie, another tie-breaker is undertaken unless there were only two candidates in the tie-breaker ballot, and if the tie remains or if there were only two candidates in the tie-breaker ballot, the successful candidate will be determined by lot (drawn randomly) by the CEO.
- iv. For each separate election, Member Club Representatives will select their preferred candidate only. This will be done by clicking on the preferred candidate.
- v. Any ballot paper not completed within the given time frame, or where multiple candidates have been selected, will be declared an "informal vote" and therefore disregarded for the purposes of determining the successful candidate.
- vi. The nominee with the highest number of votes, either initially or after the necessary tie-breaker(s), will be duly elected and removed from the ballot paper for the next Elected Director vote.
- vii. This process continues until all three positions are filled.

## Proxy Voting Procedures

- i. A ballot paper prepared by the CEO and listing all nominees in random order, as determined by lot, will be included on the AGM proxy form.
- ii. The 'first past the post' voting system, as mandated by the Constitution, requires three separate elections to be undertaken for the three separate Elected Director vacancies (subject to any further ballots to break a tie, as outlined below).
- iii. If there is a tie between two or more candidates who received the highest number of votes for a particular position, a further tie-breaker ballot will be conducted amongst only those tied candidates. If there is a further tie, another tie-breaker is undertaken unless there were only two candidates in the tie-breaker ballot, and if the tie remains or if there were only two candidates in the tie-breaker ballot, the successful candidate will be determined by lot (drawn randomly) by the CEO.
- iv. Member Clubs can either:
  - a. Lodge an undirected proxy, which grants the proxy the right to vote for each Elected Director ballot as they see fit.
  - b. Lodge a directed proxy, either to the AusCycling Chair, another Member Club representative that will be attending the meeting or any other person, in which case the proxy must vote according to their preferences as set out on the proxy form.
- v. Member Clubs wishing to direct their proxy will need to complete the ballot paper on the proxy form as follows:
  - a. In the section for the first Elected Director position, they must select their preferred candidate.
  - b. In the section for the second Elected Director position, they must select their preferred candidate (with a "1") and their next most preferred candidate (with a "2"), which only applies if their preferred candidate is elected to position one.
  - c. In the section for the third Elected Director position, they must select their preferred candidate (with a "1"), their next more preferred candidate (with a "2"), and their third more preferred candidate (with a "3"), with the second or third preferred candidates only applying if the preferred, or both preferred and second candidates, are elected to positions one and/or two.
- vi. Any section(s) of the proxy ballot paper that is/are not completed correctly in accordance with paragraph (v) above, will be declared an "informal vote" for that/those positions and therefore disregarded for the purposes of determining the successful candidate(s).
- vii. The nominee with the highest number of votes, either initially or after the necessary tie-breaker(s), will be duly elected and removed from the ballot paper for the next Elected Director vote.

viii. This process continues until all three positions are filled.

**Allocation of Terms**

In accordance with clause 13.2(c)(iii) of the Constitution, the AC Board has determined that the:

- first two nominees elected as a Director, will receive the three year term as provided for in clause 13.2(c)(iii)(B) of the Constitution; and
- the remaining nominee elected as a Director, will receive a two year term as provided for in clause 13.2(c)(iii)(A).

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