



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 Member Directors to the Board of the Australasian Promotional Products Association (APPA).

This By-Law takes into account and must be read alongside the Constitution, in particular clause 42 (number of directors), clause 43 (election and appointment of directors) and clause 28 (representatives of members). In the event of inconsistency between in this By-Law and the Constitution, the Constitution prevails.

2. NOMINATION PROCEDURES FOR ELECTION

Who May Nominate?

As per clause 43.1 of the APPA Constitution, a person is eligible for election as a Member Director if they:

- a) are a member or a representative of a member of the company (appointed under clause 28);
- b) are nominated by two (2) other members or representatives of members entitled to vote (unless the person was previously elected as a member 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 also not be eligible to nominate for a Member Director position on the Board of APPA 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.

Invitation for Nominations

APPA will call for nominations to fill the number of confirmed vacant Member Director positions by sending to people eligible for election 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, and signed by the Candidate and the two nominating members.

The Candidate's completed Nomination Form must include:

- Candidate Statement of not more than 500 words to highlight reasons for nomination and to identify the relevant knowledge, skills and experience the candidate possesses to contribute as a Member Director;
- Declaration accepting nomination requirements as determined by APPA Board from time to time; and
- High resolution 'head shot' 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 12 weeks prior to the Annual General Meeting/Meeting of the Members.

Nominations must be received by the Closing Date for Nominations, approximately eight (8) weeks prior to the Annual General Meeting/Meeting of the Members. Nominations received after this Closing Date for Nominations will not be accepted.

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 Member Directors.

Any unfilled Member 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 Member Directors exceeds the number of positions to be filled, a ballot 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 six (6) weeks prior to the Annual General Meeting/Meeting of the Members.

Voting will remain open for two (2) weeks with the Closing Date for Voting approximately four (4) weeks prior to the Annual General Meeting/Meeting of the Members.

Each financial member is entitled to complete one ballot.

Only financial 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 APPA website to support the Notice of Election:

- All completed Candidate Statements which have been authorised by the Returning Officer, the 'head shot' photo of each Candidate; and any other supporting material as required;
- Clear instructions on how to complete the ballot, notification of the time of closure of the ballot and how to submit a vote; and
- A link to the electronic voting platform where the order in which Candidates names are to be entered will be alphabetical order by surname.

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 election process.

Counting of Votes

All Ballots are to be determined on a standard preferential voting basis.

The counting of votes 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 paper or vote shall be final.

A Member may not change their vote during the Election Period and any ballot received after the Closing Date for Voting shall be deemed invalid and will not be counted.

Notification and Declaration of Ballot Results

Immediately after the conclusion of the ballot, the Returning Officer shall notify the Candidates and members of the ballot results.

Results shall be presented at the Annual General Meeting/Meeting of the Members. The candidates who have received the highest numbers of valid votes for positions available shall be formally declared as Member Directors at the Annual General Meeting/Meeting of the Members.

Election Campaigning

Candidates may undertake election campaigning only after nominations have closed and APPA 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 APPA in their Campaign and must not directly or indirectly access or otherwise utilise any APPA resources and assets, such as APPA databases and Facebook Group, for personal Campaigning purposes.

No person may post, exhibit or distribute any material in support of any Candidate in an election on any property owned or occupied by APPA.

APPA including, but not limited to the Board and staff must not endorse specific Candidates.

Withdrawal of Candidates

Candidates may withdraw their nomination before the closing of the Nomination Period.

If during the Election Period, a Candidate withdraws or becomes ineligible, their Candidacy is voided. The election shall proceed, and the Returning Officer must disregard that Candidates first preference votes but will apply subsequent preferences for other Candidates remaining in the Ballot.

Resolution of Disputes

If an eligible voter disputes the validity of the conduct of an election, that person shall, within 30 days of the Closing Date for Voting 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

The Director Election Procedure By-Law will be reviewed every three years.

Version	Reviewed By	Approved By	Date Approved
1.0	Governance Committee	Board	18 th May 2020