

Friends of Grasslands

PROCEDURE FOR ELECTION OF COMMITTEE MEMBERS & VOTING AT AGMs

Only *financial members* can do things like be on the Committee, nominate other members to be on the Committee and vote in an Annual General Meeting (AGM).

1. Purpose

This policy sets out the procedure for electing Committee members at an AGM of Friends of Grasslands (FOG). If an election is required, then the election will take place in accordance with rule 48 of the Constitution and these procedures.¹

2. Nominations for the AGM

2.1 Persons seeking election to a specified position on the Committee must:

1) complete the approved nomination form (i.e. be nominated in writing by two members of FOG; and consent in writing to being nominated by the nominators) (rule 47(2)(a-c)).

Nominations may be submitted via a paper copy of the form, or by email provided that all the information required is included in the email (i.e. nominee's consent and nominator's and seconder's signed endorsement). Electronic signatures are acceptable (Constitution, rule 3, Note 1).

2) declare on their nomination form that they conform to Standards 4 and 5 of the Australian Charities and Not-for-profits Commissioner.²

3) ensure nominations for a position on the Committee are given to the Secretary not later than 14 days after the date that the notice of AGM was sent (rule 47(2)(d)).

2.2 If no member is nominated for a particular committee member position, nominations may also be made from the floor of the AGM, provided that the nominee is present, eligible and agrees to accept nomination (rule 48(3) and (4)).

2.3 As soon as practicable after nominations close, the Secretary will arrange for the names of all nominees and the positions for which they have nominated to be entered under the AGM link on FOG's website. A copy of this policy will also be provided.

2.4 Just before the AGM, the Secretary will *EITHER* obtain from the Membership Officer a list of financial members *AND/OR* send the Attendance List to the Membership Officer along with a request that that officer identify any non-financial member proposing to attend the AGM.

3. Appointment and Responsibilities of Returning Officer

3.1 If there is likely to be a need for a ballot at the AGM, e.g. the number of nominations received for particular positions exceeds the number of vacancies, or there are insufficient nominations and

¹ In the event of any conflict between the Constitution and these procedures, the Constitution will apply.

² <https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards>

Commented [HS1]: Matt, which rule 3? Constitution? Or in this policy? NB: I changed what we had as 2.2 to para 2) below for better flow.

Commented [MW2R1]: Constitution, all good

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further nominations can be received at the meeting, then the Committee will appoint a Returning Officer before the AGM.

3.2 The Returning Officer must be independent of the ballot process. They cannot be a current Committee member or have nominated any of the nominees.

3.3 The Returning Officer is responsible for all necessary preparations for the conduct of the ballot, e.g. preparation of ballot papers, and will conduct and count the ballot at the AGM.

3.4 The Returning Officer will invite each nominee participating in a ballot to be given the opportunity to speak to the AGM for not more than 2 minutes and to answer questions from AGM attendees (not including other nominees) for not more than 5 minutes.

3.5 The Returning Officer will take into account the following general rules regarding ballots:

- 1) Each member has only one vote (Constitution, rule 67(1)(a))
- 2) Under rule 67 (1)(b)(ii) each member of FOG may vote by proxy, if an authorisation of a proxy has been accepted by the Committee under rule 64. The procedure for the acceptance (or otherwise) of proxies is explained in [Attachment A](#).
- 3) All ballots will be conducted as secret ballots.
- 4) If there is a tie in voting for a final position, then a second election shall be run between the candidates with equal votes.

3.6 If the AGM is held as an online meeting, then the Returning Officer will establish an online voting system.

3.7 If the source of an electronic vote becomes known to the Returning Officer, e.g. it is sent from an identifiable email address or user name, then the vote is still valid, but the Returning Officer must not disclose the identity of the sender of individual votes to anyone else.

3.8 Any disputes about a ballot will be resolved by the Returning Officer and their decision is final.

3.9 At the end of a ballot the Returning Officer will announce to the meeting:

- 1) the number of votes achieved by each candidate and the successful candidate for each position which has been subject to a ballot; and
- 2) the details of the new Committee.

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Attachment A: The acceptance (or otherwise) of proxy authorisations

An authorising member can authorise another member (the proxy) to vote for them at an AGM (rule 64(1)). The Committee is obliged by rule 64(6)(b) to accept proxies (or not). This is because there are several reasons why proxy authorisations cannot be accepted:

- A. a particular member may not be a proxy for more than 5 other members (rule 64(2))
- B. an authorisation may not be in the correct form (rule 64(3))
- C. an authorisation may be late (authorisations must be submitted to the Secretary more than 24 hours before the AGM (rule 64(6)(a))).

Critically, if the Committee does not accept the authorisation of any proxy, then the Committee must, as soon as practicable before the AGM, give the authorising member written notice that their authorisation of a proxy has not been accepted (rule 64(8)).

To ensure members authorising proxies are notified of the non-acceptance of a proxy in time for that member to arrange another authorisation (if desired), the Secretary will:

- 1. 72 hours before the AGM, review the authorisations of proxies
- 2. if an issue of type A or B above arises, advise the authorising member by email why it is likely their authorisation will not be accepted by the Committee
- 3. 24 hours before the AGM, review any additional authorisations received
- 4. immediately before the AGM, advise the members of the Committee of any proxy authorisations that (for any reason) should not be accepted.

Immediately before the AGM, the Committee will decide whether (or not) to accept the authorisations of proxies.