

# APA Election By-laws: Procedure for election of Elected Directors

## 1. DEFINITIONS

1.1. All terms used in this By-law have the same meaning as in the Constitution of APA.

## 2. SECRETARY ROLE

- 2.1. The Secretary will be responsible for conducting the election of Directors, which includes administering the online election, maintaining confidentiality, and certifying the final results.
- 2.2. The Secretary has the authority of the Board to make decisions in relation to the conduct of the election.
- 2.3. Where the Secretary is unable to act, the Board shall choose another staff member to conduct the elections.

## 3. TIMETABLE

3.1. The election procedure will follow the timetable below:

Task	Weeks before AGM (approximately)
1. Call for nominations and the nomination form sent to Members	12
2. Return Nomination Forms to Secretary. Nominations closed.	10
3. Nominations Committee to consider and approve candidates for election in accordance with the Nominations Committee's Terms of Reference.	8
4. Notify Full Members of the ballot open for approved candidates.	6
5. Close electronic poll.	4
6. Announce results of the elections at Annual General Meeting (AGM).	-

## 4. CALL FOR NOMINATIONS

### 4.1. Call for Nominations:

- a) The Secretary will notify Full Members when nominations open by email and/or announcement on the APA website. The notice will specify:
  - i) The number of Board vacancies.
  - ii) Opening and closing dates for nominations.
  - iii) Instructions for completing and submitting the prescribed nomination form.
  - iv) Details of the required skills, capabilities, experience and perspectives of Directors as determined by the Nominations Committee and approved by the Board (**eligibility criteria**).
  - v) Any limits on Directors from the same Full Member or Financial Group.

### 4.2. Eligibility:

- a) Nominees must be a current employee or Director of a financial Full Member who have been nominated by the respective Full Member.
- b) All nominees must comply with Clauses 25, 28 and 31.4 of the Constitution.
- c) The Secretary will verify all nominations for compliance with the eligibility criteria.

- d) Any candidates who exceed the limit that no more than two Directors on the Board may be Representatives, employees or directors of the same Full Member or Financial Group, set in Clause 25.4 of the Constitution, shall not be eligible for election.

#### **4.3. Nomination Submission:**

- a) Eligible Full Members may nominate a current employee or director as a candidate.
- b) Nominations must be submitted by email or through a website nominated by the Board directly to the Secretary using the prescribed electronic form and include the following information:
  - (i) Full name and contact details.
  - (ii) Country of residence.
  - (iii) Declaration of Financial Group affiliations (eg employment or contractual arrangements).
  - (iv) A brief candidate statement (up to 200 words) describing their background, skills, and reasons for seeking election. The candidate statement should be appropriate to the role of Director and must be ethical, be able to be substantiated, and not defamatory, and shall be approved and may be edited at the discretion of the Secretary.
  - (v) Any other information requested by the Board in the call for nominations.
- c) The nomination form must include a declaration that all information provided is true and accurate.
- d) Incomplete or late submissions will not be accepted.

#### **4.4. Nominations Committee**

- a) The Nominations Committee shall meet as soon as possible after the closing of the nomination period to assess the candidates. The Nominations Committee will assess the candidates against the eligibility criteria outlined in the call for nominations.
- b) The Nominations Committee may interview each candidate and/or seek from each candidate further information about their suitability for election, experience and availability if elected, but is not obliged to do so.
- c) The Nominations Committee will compile a list of candidates who have been approved to stand for election.

#### **4.5. Notification of Candidates to Full Members**

- a) Notification will be sent by email to all financial Full Members of the following:
  - i) a list of candidates who have been approved to stand for election including completed Election Statements which have been authorised by the Secretary,
  - ii) names of continuing Directors and links to their profiles.
- b) The membership mailing list will not be made available to candidates.

## **5. THE BALLOT**

- 5.1. If the number of candidates is equal to or less than the number of vacancies to be filled, the candidates are taken to be elected so long as Clauses 25.3 and 25.4 are complied with.
- 5.2. If the number of candidates exceeds the vacancies, then a ballot is to be held using an electronic platform approved by the Board.
- 5.3. Any ballot for the election of director(s) is to be conducted in accordance with Clause 41.6.
- 5.4. The voting platform must ensure that each Member can only vote once.
- 5.5. Any vacant position(s) remaining are taken to be casual vacancies.

## 6. COUNTING OF VOTES

- 6.1. In accordance with Clauses 31.7 and 31.6 of the Constitution, each financial Full Member may vote for candidates up to the number of vacancies to be filled (in accordance with Clause 8.3 of the Constitution).
- 6.2. Voting will be counted using the first-past-the-post system. Candidates will be ranked in descending order according to the number of votes received.
- 6.3. Directors shall be declared elected in order of votes received, subject to the procedure below to ensure compliance with the composition requirements set out in Clause 25.4 of the Constitution:
  - a) The candidate with the highest number of votes shall be declared elected;
  - b) Subsequent candidates shall be declared elected in descending order of votes received, provided that their election would not result in more than two (2) Directors being Representatives, employees or directors of the same Full Member or Financial Group;
  - c) Where a candidate cannot be declared elected because their election would cause the composition requirements to be exceeded, that candidate shall be passed over and the next-ranked candidate shall be considered for election;
  - d) This process shall continue until all available Director positions are filled or all remaining candidates have been considered.
- 6.4. In the event of a tie, which results in an inability to determine the candidate who has won the last remaining position, or if a tie affects compliance with the composition requirements, the Secretary shall determine the order of election between the tied candidates by lot (eg drawing names at random).
- 6.5. All electronic voting data will be stored for a minimum of two months after the declaration of the ballot at the AGM.
- 6.6. If any of the candidates are not elected by the Voting Members by ballot, then a casual vacancy will arise.

## 7. NOTIFICATION OF BALLOT RESULTS

- 7.1. Immediately after the conclusion of the ballot, the Secretary will notify the Board and the candidates of the ballot results.

## 8. DECLARATION OF BALLOT AT ANNUAL GENERAL MEETING

- 8.1. Results will be given to the chairperson of the AGM for announcement to members at the AGM where the elected candidates will be declared Elected Directors and commence office from the close of the AGM.

## 9. WITHDRAWAL OF CANDIDATES

- 9.1. Candidates may withdraw their nomination at any time after the closing of the nomination period.
- 9.2. During the election period, if a candidate withdraws or becomes ineligible to be a Director, their candidacy is voided, and:
  - a) if occurring after the time that the Nominations Committee approves the candidates, but prior to the ballot opening, the Nominations Committee may replace the approved candidate with a previously rejected candidate or call for additional nominations for the position, or
  - b) if occurring after the time that members are notified that the ballot is open, the Secretary must disregard the votes for that candidate.

## 10. DIRECTOR IDENTIFICATION NUMBERS

- 10.1. Candidates are encouraged to apply for a Director Identification Number (DIN) at the time of nomination to ensure they are compliant with the *Corporations Act 2001* (Cth), should they be elected.
- 10.2. Directors must have a DIN before they are elected or appointed as a Director. It is a personal criminal offence if they do not apply on time.