

Election and Voting Regulations

Version 2.1 Date adopted by the Board: 7 September, 2021

1. INTRODUCTION

- (a) Capitalised words and phrases not otherwise defined in these Regulations have the same meaning as in the APF Constitution, and these Regulations are to be read in conjunction with, but subject to, the Constitution
- (b) The Board has adopted these Regulations under the powers granted in the APF Constitution. If any discrepancy arises between Regulations and the Constitution, the Constitution takes precedence
- (c) These Regulations sets out:
 - (i) the process under which Elected Directors are elected;
 - (ii) the procedures to be followed when voting at General Meetings and Elected Director elections; and
 - (iii) procedures for proxies, electronic and postal voting.
- (d) All clause references are to clauses in these Regulations unless otherwise provided.

2. DIRECTOR ELECTIONS

2.1 Calling for Election

- (a) Elections for Elected Director positions (**Elections**) may be called by the Board at its absolute discretion
- (b) The Board must cause an Election for a Director position to be held with an opening date no more than six months before it becomes vacant. The Board may convene Elections for a single Elected Director position, or multiple Elected Director positions, in order to fill vacancies.

2.2 Notice of Election

Notice of an Election must:

- (a) be given by the APF in accordance with the Constitution; and
- (b) be delivered to Voting Members at least 21 days prior to the Opening Date for the ballot; and
- (c) include:
 - (i) the Elected Director's Council Area;
 - (ii) the Opening Date and Closing Date for the ballot;
 - (iii) the manner in which the ballot will take place (ie. electronic ballot) and how members participate.

2.3 Nomination for Election

- (a) At least 14 days prior to the Opening Date, APF will request from Voting Members nominations (which comply with clause 2.3(d)) for elections to Elected Director position(s) falling vacant, which must be received no fewer than 3 days prior to the Opening Date.
- (b) Any Voting Member may, subject to clause 2.3(c), nominate a person to fill a vacancy in an Elected Director position.
- (c) A Voting Member may only nominate a person under clause 2.3(b) who ordinarily resides in the same Council Area as that Voting Member ordinarily resides.
- (d) A nomination must:
 - (i) be in the form required by the Board; and
 - (ii) specify the Council Area in which the nominator and nominee ordinarily reside; and
 - (iii) confirm the nominee agrees to be bound by the Board Committee Charter and Code of Conduct;
 - (iv) be signed by the nominator and nominee (which may be given in writing or other electronic means).
- (e) An eligible person may nominate themselves to fill a vacancy in an Elected Director position.

2.4 Election of Elected Director

- (a) Elections for Elected Director positions must be by ballot in accordance with clause 2.4 (b).
- (b) If at the close of nominations, the number of eligible nominees for a Council Area Elected Director:
 - (i) is one, a ballot will still be conducted with only one option on the ballot, using such voting system as determined by the Board, provided that the resolution to elect the director must be voted upon by at least 5% of the eligible voters in the particular election; or
 - (ii) are two or more, a ballot will be conducted as a poll, using such voting system as determined by the Board. The successful nominee will be taken to be elected to the position under clause 2.5(b) or 2.6(c) depending on whether the election is due to term expiry or due to a casual vacancy.
- (c) If at the close of nominations, there are no nominees for a Council Area Elected Director that position will be deemed a casual vacancy for the purposes of the Constitution and may be filled in accordance with provisions set out in the Constitution.
- (d) For the avoidance of doubt, a Voting Member:

- (i) must not cast a vote in relation to more than one Elected Director position; and
- (ii) is not entitled to vote for any Elected Director position in a Council Area in which that Voting Member does not ordinarily reside; and
- (iii) must reside within the Council Area in which they are voting. This is based on the place of residence recorded in the APF Register of Members.

2.5 Notification of Results

- (a) The Board must notify all Voting Members of the result of an Election within 14 days of the Closing Date for that Election.
- (b) The successful candidate takes office as an Elected Director at the end of the AGM at which the position they are filling becomes vacant.

2.6 Casual vacancy in Elected Director position

- (a) If a casual vacancy occurs in an Elected Director position in accordance with the Constitution, the Board may choose to appoint a person to fill that vacancy in accordance with the Constitution.
- (b) If the Board chooses to appoint a person to fill that vacancy, it must conduct a new Election in accordance with clause 2 of these Regulations to determine the person to be appointed.
- (c) The successful candidate is appointed for the remainder of the vacating Elected Director's term as per the Constitution.
- (d) If a case arises where the sole candidate in a Director Election does not achieve 5% of the potential eligible votes, the matter is to be decided by the remaining members of the Board who may or may not choose to declare a Casual Vacancy.

3. VOTING PROCEDURES

3.1 Proxy Voting

- (a) A Voting Member entitled to attend a General Meeting of APF is entitled to appoint a person as their proxy in accordance with the Constitution as well as the *Corporations Act*.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to APF.
- (c) To appoint a proxy, a Member must use the form attached as Annexure A to these Regulations.
- (d) A proxy may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the form appointing the proxy is received by APF:
 - (i) at the office or electronic address specified for that purpose in the notice or instrument appointing the proxy; and

- (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the form proposes to vote.
- (e) An undated proxy is taken to be dated on the day that it is received by APF.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a resolution.
- (g) If, in the opinion of APF, the instrument appointing a proxy is illegible, incorrect or incomplete, such appointment will not be recognised by APF.

3.2 Electronic Voting

- (a) This section applies to a Voting Member who is permitted to vote electronically for a General Meeting under the Constitution, or an Election called under these Regulations.
- (b) Electronic voting will be conducted by email or other electronic means determined by the Board, which may include electronic voting programs, software or apps.
- (c) APF must ensure the form for the electronic ballot contains:
 - (i) instructions for completing the ballot;
 - (ii) in the case of an election, the names of the candidates, listed alphabetically by surname
 - (iii) the resolution(s) to be determined; and
 - (iv) the means of indicating the voter's choice on the resolution.
- (d) APF must give each Voting Member:
 - (i) access to an electronic ballot, or to a voting website or electronic application containing an electronic ballot, that complies with these Regulations; and
 - (ii) information about:
 - (A) how the ballot must be completed;
 - (B) the closing date and time of the ballot;
 - (C) if voting is by mail, the address where the ballot paper is to be returned; or
 - (D) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot is to be sent to APF.
- (e) An electronic ballot must be received by APF:
 - (i) for matters being dealt with at a meeting, at least 48 hours before the scheduled commencement time for the meeting or adjourned or

postponed meeting (as the case may be) at which the resolution is to be determined; or

- (ii) for Elections or other matters not being dealt with at a meeting, at or before the time prescribed on the ballot.
- (f) If the ballot is a secret ballot, APF must use reasonable endeavours to ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot.
- (g) APF must ensure that all electronic ballot records are stored securely until the result has been declared.
- (h) If, in the opinion of APF, a ballot is illegible, incorrect or incomplete, the voter will be deemed to have failed to record a vote.

3.3 Postal Voting

- (a) Where a Voting Member wishes to cast a vote by post, APF will permit the Voting Member to lodge a postal vote using the Voting Form at Annexure B to these Regulations. The Voting Member must complete the Voting Form, enclose and seal in an envelope and send the envelope to APF so it is received no later than the close of the ballot. Unless otherwise directed by the Board, the envelope must be returned to:

Returning Officer
Australian Parachute Federation
PO Box 1440
Springwood Qld 4127.

- (b) APF must ensure that all postal ballot papers are stored securely until the result has been declared.
- (c) If, in the opinion of APF, a postal ballot paper is illegible, incorrect or incomplete, the voter will be deemed to have failed to record a vote.

ANNEXURE A
Proxy Form



AUSTRALIAN PARACHUTE FEDERATION

PO Box 1440, Springwood Qld 4127

P-(07) 34570100 ~ E-returningofficer@apf.com.au ~ W- www.apf.com.au

ACN: 101 980 358

I, _____
(name)

(APF membership number)

of _____
(address)

being a member of APF hereby

appoint _____
(name)

APF # _____
(APF number)

as my proxy to vote for me on my behalf at the [insert meeting eg Special General Meeting] of APF to be held [insert date] and at any adjournment of the meeting. My proxy is hereby instructed to vote in the following manner for each resolution (*tick one box as appropriate*) to vote:

1. [insert resolution]

For Against Abstain

2. [insert resolution or delete as appropriate]

For Against Abstain

Signed _____
(signature)

Date _____

Please return your completed Proxy Form by post to the attention of the Returning Officer, **Australian Parachute Federation Ltd, PO Box 1440, Springwood Qld 4127**; or by email to: returningofficer@apf.com.au.

Proxy Forms must be received by no later than [insert time] on [insert date].

ANNEXURE B
Postal Voting Form



AUSTRALIAN PARACHUTE FEDERATION

PO Box 1440, Springwood Qld 4127
P-(07) 34570100 ~ F-(07) 34570150 ~ E-returningofficer@apf.com.au ~ W-
www.apf.com.au
ACN: 101 980 358

I, _____
(name)

(APF membership number)

of

(address)

being a member of APF hereby cast my vote(s) in accordance with the APF Constitution for each resolution or election (*tick as appropriate*):

1. [insert resolution]

For Against Abstain

2. For Elected Director position, I wish to vote for: (write name of candidate below)

Signed _____
(signature)

Date _____

You must return this form to the attention of the Returning Officer:

- by post to **Returning Officer, Australian Parachute Federation Ltd PO Box 1440, Springwood Qld 4127;**
- by email to returningofficer@apf.com.au,
by no later than [insert time] on [insert date] for your vote(s) to be accepted.