

ICF Australasia AGM

Rules and Procedures for Electing Directors

Introduction: Rule 6.3 (a) of the ICF Australasia Constitution, approved by the Members on 14 December 2007, gives authority to the ICF Australasia Board to determine the manner, rules and procedure for electing the Board.

Rule 6.3 (b) requires that the manner of rules and procedures for electing the Board be published on the ICF Australasia website at least six weeks prior to the date on which the Notice of AGM is distributed.

Reference	Rule/Procedure	Authority
Eligibility	All elected and appointed directors are to be current (ie financial) members of ICF Australasia.	Constitution Rule 6.3(b) (iii)
	There are two categories of Membership:	
	ICF Credentialed Member ICF Member	Governance Charter 11.3 (i) 11.3 (ii)
	For the purposes of good governance, ICF Australasia may conduct a background check as to eligibility and suitability of all nominees for director positions.	
Nominations	Nomination forms will be distributed to Members with the Notice of AGM at least 14 days prior to the AGM. In practice, the Notice of AGM is usually sent four to five weeks prior to the date of the AGM to allow sufficient time for nominations be arranged and sent to ICF Australasia Administration.	Constitution Rule 9(a)
	Nominations for candidates for director positions must be made in writing, using the Nomination Form, signed by two ICF Australasia Members, and endorsed by the nominee.	Governance Charter
	Completed nomination forms must be sent to ICF Australasia Administration not less than 14 days before the date of the AGM	11.3 (ii)

Reference	Rule/Procedure	Authority
Positions open for Election	The following director positions, if vacant, are open for election normally at an Annual General Meeting: <ul style="list-style-type: none"> • President Elect • Director Finance • Secretary and Board Member 	Constitution Rules 6.3 (b) (ii) and 6.3 (c)
	The President Elect (elected at the previous year's AGM) succeeds to the role of President automatically.	Governance Charter 11.2
Election Process	The Board of Directors shall consist of not less than 4 and not more than 12 directors. More than one person can be nominated for any one of the vacant director positions open for election. However, a person cannot be nominated for more than one director position.	Constitution Rule 6.2
	Where there is only one valid and eligible nomination received by ICF Australasia Administration by the specified deadline for a vacant position open for election, that person nominated will be deemed elected.	Governance Charter 11.3 (ii)
	Nominations may still be received after the specified deadline and up until the AGM for any position for which no nomination has been received by the deadline.	
	If there is more than one nomination received for a position open for election, then election at the AGM by a vote of the members will determine who will fill the vacant position.	
	A vote will be called separately for each vacant position requiring an election. The election will be decided on the 'ayes' and 'nays' of members present at the AGM	
	An elected Director holds office for three consecutive years from the date of election and is eligible for re-election at the end of that term	
	A majority of the directors has the power at any time to appoint any person, whether a member of ICF Australasia or not, as an addition to the Board. That person will serve until the next AGM and is eligible for re-appointment up to a maximum of three years in total. There can be no more than three appointed directors at any one time.	