



## 1. Introduction and Purpose

- 1.1. This By-Law sets out the rules for the nomination of directors and the conduct of elections for the company.
- 1.2. The Constitution (clause 41.1) provides that: “The members must elect directors by an election process prescribed by the directors by way of by-laws.”

## 2. Election Committee

- 2.1. The Finance, Risk, Audit and Governance Committee of the Board (FRAG) has full delegated responsibility for:
  - 2.1.1. overseeing the holding of Board member elections;
  - 2.1.2. ensuring that elections are carried out fairly and transparently.
- 2.2. Any member of FRAG who stands for election, proposes or seconds a nomination, or has a conflict of interest in any nomination, must stand down from the Committee in respect of its conduct of the election and may not take part in any matter relating to the election before, during or after the election.
- 2.3. The Board may co-opt additional ICSEI members to FRAG for the purposes of the election.
- 2.4. The Company Secretary is the Returning Officer and conducts the election on behalf of FRAG.
- 2.5. The Executive Director is Scrutineer for the counting of the votes.

## 3. Call for Nominations

- 3.1. FRAG will instruct the Company Secretary to advertise and receive nominations from members of the Congress for vacant Board positions.
- 3.2. The call for nominations will include a statement that members of the Board should reflect the international character of ICSEI and that at least 5 separate countries (preferably from four continents) should be represented on the Board.
- 3.3. The process shall be advertised on the ICSEI website and by email notification to members in accordance with the timetable which is Appendix A to this By-Law.
- 3.4. The timetable may be varied by FRAG and/or the Board.

## 4. Who May Nominate

- 4.1. A person is eligible to be a director if they:
  - 4.1.1. are a member at the date of nomination;
  - 4.1.2. are nominated by two members who are entitled to vote;
  - 4.1.3. give ICSEI signed consent to act as a director of the company;
  - 4.1.4. are not ineligible to be a director under the Corporations Act or Australian Charities and Not-for-Profits Act.
- 4.2. A member is defined in the Constitution. For the purposes of elections, the definition of “member” includes:

- 4.2.1. Any person who was a member (as defined by the Constitution) at 30 June in the year the election is held, *provided that* any person who is elected and who has not renewed their membership must do so in order to be declared elected.
- 4.2.2. Any person who becomes a member (as defined by the Constitution) after 30 June in the year the election is held, but before standing, nominating or voting in the election.
- 4.3. A person standing for nomination must:
  - 4.3.1. be committed to attending the virtual and face-to-face meetings of the Board;
  - 4.3.2. should normally be available to attend their first meeting at the Congress to be held the January following their election;
  - 4.3.3. must not solicit votes for election.

## **5. Nomination Process**

- 5.1. Nominations must be made on the Nomination Form available on the company website.
- 5.2. A nomination shall require:
  - 5.2.1. the signatures of two members, nominating the member;
  - 5.2.2. a signed statement from the nominee indicating a willingness to act as a director of the company;
  - 5.2.3. acknowledgment by the nominee that they will not solicit votes and that if they are found to have done so they will be forced to withdraw from the electoral process by FRAG;
  - 5.2.4. a 300-word (maximum) statement, without references or citations, detailing their contribution to education and their vision for ICSEI.
- 5.3. Nominations must be submitted electronically by the due date.
- 5.4. If the nominations received would mean that the composition of the Board, following the election, would significantly fail to reflect the international character of ICSEI, FRAG may issue a further call for nominations and extend the nominations period by up to 2 weeks.
- 5.5. A nominee may withdraw their nomination at any time prior to the election.

## **6. Election Process**

- 6.1. If the number of valid nominations is equal to or less than the number of vacant positions to be filled, those nominees shall be deemed to be elected to those positions.
- 6.2. Any unfilled vacancies shall be filled by the Board as a casual vacancy or as an additional director in accordance with clause 40.3 of the Constitution.
- 6.3. If the number of valid nominations received is greater than the number of vacancies, an election shall be conducted.

## **7. Conduct of the election**

- 7.1. Members will be notified by email if an election is to be conducted, at least 28 days before the Closing Date for Voting.
- 7.2. The Returning Officer will certify the register of voters.
- 7.3. Only members as defined by the Constitution and in accordance with these By-Laws will have the right to participate in the election.
- 7.4. The voting process will be conducted through a link on the ICSEI website to an online survey tool or other method approved by FRAG.
- 7.5. Election information will be available on the ICSEI website.
- 7.6. The order in which candidates' names appear on the voting paper will be determined by the Company Secretary drawing names out of a hat.
- 7.7. The closing time for votes will be at midnight in the last world time zone.

## 8. Counting of votes

- 8.1. Elections shall be determined on a “first-past-the-post” basis unless the Board decides another process is to be used.
- 8.2. Electors indicate the candidate/s of their choice by placing a tick or cross in the box opposite the names of the chosen persons, up to the number of vacancies to be filled
- 8.3. Candidates will be declared elected in order of the number of votes they receive.
- 8.4. The Returning Officer shall be responsible for:
  - 8.4.1. determining the eligibility of members to cast a vote
  - 8.4.2. counting the votes received;
  - 8.4.3. determining whether any vote is informal and is excluded from the count;
  - 8.4.4. determining a vote to be informal if it does not indicate a vote for any candidate.
- 8.5. The Executive Director will check the counting of the votes as Scrutineer.
- 8.6. The Returning Officer will provide the results of the election count to FRAG.
- 8.7. The number of votes for each candidate will not be disclosed.
- 8.8. In the event of an equality of votes, the Returning Officer shall draw names out of a hat, in the presence of the Scrutineer, to determine the successful candidate.

## 9. Announcement of results

- 9.1. FRAG will advise the President of the results and the President will advise the successful candidates and any sitting Board members standing for re-election who have been unsuccessful.
- 9.2. Following this, the Company Secretary will formally advise all successful candidates and provide induction material, and formally advise all unsuccessful candidates.
- 9.3. The results of the election will be posted on the company’s website after all candidates have been advised of the result.
- 9.4. The result will be formally advised to the AGM in January.

### Appendix 1: Election Timetable

When	Action	Who
April	Determine how many Board vacancies there are and whether Board members are eligible to stand again. Call for Nominations documentation prepared.	FRAG on advice of Company Secretary (CS) CS
June	CS instructed to advertise and receive nominations from members for vacant Board positions. Call for nominations advertised on website and email sent to all members	FRAG CS
Late July	Nominations close, reviewed for validity. FRAG determines whether closing date for nominations should be extended.	CS FRAG
Early August	CS instructed to hold elections if required	FRAG on advice of CS
Mid August	Election advertised and emails to members	CS
Mid September	Election closes	
Late September	Votes counted Election result determined	CS, ED FRAG
Late September - Early October	New Board members and those who are unsuccessful contacted.	President/FRAG/CS

	Members advised on website.	
January AGM	Election results formally reported.	FRAG
January	Changes to ASIC register	Company Secretary

This By-Law was made by resolution of the Board: 26 May 2020