

BUSINESS RULE

Annual General Meeting and Election of Directors



STATEMENT

Only ordinary members are eligible to nominate for an appointment as a Director of the Company.

OUTCOME

Directors will be elected to the ACCYPN Board in line with the Constitution.

EVALUATION

Directors will be elected as per the agreed timeline.

DATE INTRODUCED

July 2009

LAST REVIEW DATE

August 2022

NEXT REVIEW DATE

August 2023

ISSUED BY

Board of Directors of ACCYPN

MEETING DATE

BUSINESS RULE

ENDORSED

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PROCEDURE

The Company is to hold an Annual General Meeting (AGM) once every calendar year within five (5) months of the end of its financial year.

<http://www.asic.gov.au/asic/asic.nsf/byheadline/Registering+not-for-profit+or+charitable+organisations?openDocument>

1. Director ID

<https://asic.gov.au/about-asic/news-centre/news-items/new-id-requirement-for-directors/>

It is an Australian Securities and Investments Commission (ASIC) requirement that all Directors residing in Australia have a director identification number (director ID).

- a. A director ID is a 15-digit identifier given to a director (or someone who intends to become a director) who has verified their identity with ASIC
- b. A director ID is a unique identifier that a director will apply for once and keep forever - which will help prevent the use of false or fraudulent director identities.
- c. All directors of a company, registered Australian body, registered foreign company or Aboriginal and Torres Strait Islander corporation will need a director ID.
- d. Application process for new and existing directors
 - I. Existing directors have until 30 November 2022 to apply.
 - II. Directors appointed between 1 November 2021 and 4 April 2022 must apply within 28 days of their appointment.
 - III. From 5 April 2022, intending directors must apply before being appointed.
- e. The Australian Business Registry Services (ABRS) is responsible for administering the director ID initiative.
- f. ASIC is responsible for enforcing director ID offences set out in the Corporations Act 2001. It is a criminal offence if you do not apply on time.

2. Qualifications of Directors

- a. A person is only eligible for the appointment of Director of the Company if the person is an Ordinary Member

3. Number of Directors Board composition Re-election of Directors

- a. The number of Directors must not be less than 3 nor more than 16.

4. Appointment of Directors

90 days out from AGM	Call for Nominations for Directors that are retiring (see section 5).
60 Days out from AGM	Nominations from ordinary members for Directors positions must be received and presented to the ACCYPN Board for approval.
50 Days out from AGM	Ballot prepared to be distributed to members notifying them of the nominations received from each State/Territory.
30 days out from AGM	Notice of nominations for Director must be provided to all members of the Company.
5 days out from AGM	Ballot papers returned by members to Secretariat. A member may only vote to appoint a Director who represents the State/Territory in which that member resides.
AGM	Votes are counted and Directors appointed.

5. Retirement of Directors

- a. At each AGM of the Company the following Directors must retire from office:
 - I. One third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest one third,
 - II. Any other Director, except a Managing Director, who has been in office for three (3) years or more since that Director's election or last re-election as a Director.
- b. The Directors to retire at an AGM are those who have been longest in office since their last election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.
- c. A Director retiring at an AGM who is not disqualified by law from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- d. A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

6. Casual vacancies

- a. Casual Directors can be appointed by the board at any time to either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with the constitution.
- b. A casual director holds office only until the next general meeting after the appointment and is then eligible for re-election.
- c. Casual Directors are not taken into account in determining the Directors who are to retire by rotation at that general meeting.