

Elected Directors Ballot Policy

1. Purpose and definitions

1.1 This policy sets out the process by which ballots for the election of Elected Directors of the Australian Fencing Federation Limited (AFF) will be conducted, as foreshadowed under clause 12.2 of the AFF Constitution and with consideration of provisions of the Corporations Act regarding election of public company directors and, in particular, section 201E.

1.2 This policy has been prepared having regard to:

- I. the provisions of the AFF constitution regarding the election of Elected Directors.
- II. the provisions of the Corporations Act regarding election of public company directors (and, in particular, section 201E); and
- III. the exhaustive ballot process adopted by the AFF's predecessor entity (the Australian Fencing Federation Incorporated) for the election of the Executive of that entity.

1.3 Unless the context otherwise requires, capitalised terms used in this policy have the meaning given in the AFF Constitution.

1.4 For the purposes of this policy, "**Independent Returning Officer**" means a suitably qualified person who is independent of the AFF board and is appointed by the AFF board with the approval of a majority of Member States (such approval not to be unreasonably withheld). If, in any particular year, the approval of a majority of the Member States cannot be provided due to a deadlock among them, the approval of such majority shall be achieved by the "Five Member States for Tie-breaking" (as specified in the Schedule) voting on whether to approve. In respect of each AGM, if required, the Independent Returning Officer will be appointed in accordance with this policy no later than 7 days before that AGM.

2. Ballot where nominees do not exceed positions to be filed.

2.1 Clause 12.3(b)(ii) of the AFF Constitution states that where, at the close of nominations for an election to fill one or more Elected Director positions, the number of eligible nominees is equal to or less than the number of positions to be filled, then a ballot will be conducted in accordance with the requirements of this policy.

2.2 Where the number of eligible nominees is equal to or less than the number of Elected Director positions to be filled, a separate ballot will be held for each Elected Director position.

2.3 In order for each nominee to be elected as an Elected Director, a majority of the Voting Members must vote in favour of the election of that nominee.

3. Exhaustive ballot where nominees exceed positions to be filled.

3.1 Clause 12.3(b) (iii) of the AFF constitution states that where, at the close of nominations for an election to fill one or more Elected Director positions, there are more eligible nominees than the number of positions to be filled, an exhaustive ballot will be conducted in accordance with the requirements of this policy.

3.2 Where the number of eligible nominees exceeds the number of Elected Director positions to be filled, an exhaustive secret ballot for each position will be conducted in accordance with the following process, which will be managed, and overseen by the Independent Returning Officer.

- I. A separate exhaustive ballot will be conducted for each Elected Director position to be filled.
- II. All eligible nominees for an Elected Director position shall be declared as candidates for the first Elected Director position to be filled, and an exhaustive ballot will be conducted until one nominee receives an absolute majority of formal votes cast. That candidate will be elected to the first Elected Director position to be filled.
- III. If no candidate receives an absolute majority of formal votes cast, then the candidate who receives the least number will be eliminated, provided that if a candidate receives no votes he or she (together with the candidate who receives the least number of votes) will also be eliminated.
- IV. A further ballot or ballots will be conducted between the remaining candidates in the same manner, until one candidate receives an absolute majority of formal votes cast, in which event that candidate will be elected to the position.
- V. If after a ballot has been conducted, any two or more candidates receive an equal number of votes and it is necessary for one of them to be eliminated then a special ballot will be held in the manner set out above, to decide which of those candidates will be eliminated.
- VI. If, after a special ballot as outlined above has been conducted between three or more candidates, no candidate has received a greater number of votes than the other candidates then the Members will rank their preferences in order of: 3 points (being their most preferred candidate), 2 points (being their second most preferred candidate), and 1 point (being their least preferred candidate). Each candidates' points will then be tallied, with the top two candidates with the most points then progressing to a ballot.
- VII. If, on any ballot between two candidates, both candidates receive an equal number of votes then the ballot must be repeated at least two additional times. If after the third ballot, both candidates still have an equal number of votes then the Five Member States for Tie-breaking will vote to determine who wins. The candidate who receives three votes from the Five member States for Tie-breaking is elected.
- VIII. Prior to the ballot process beginning, the Returning Officer must ask the Member States who they nominate for the purpose of tie breaking. The member states will then nominate five member states who will vote in the case of a two-way tie break ("Five Member States for Tie-breaking") as described in the Schedule set out below.
- IX. The above process will be repeated for each of the remaining Elected Director positions to be filled.
- X. Each ballot will be conducted as a secret ballot.
- XI. The Independent Returning Officer may conduct each exhaustive ballot in person physically or electronically online via email or such other form of written communication and shall record and report the results of the election to the AFF Board and the Member States.
- XII. No person who is also a candidate may chair the ballot process.
- XIII. No person who is also a candidate may act as the Returning Officer.

4. Schedule

For the purposes of this policy the “Five Member States for Tie-breaking” in any given year will be comprised of five out of the six Members States in rotation with one Member State being left out based on lineup that is in reverse alphabetical order and as reflected in the rotation pattern outlined in the following table:

YEAR	FIVE MEMBER STATES FOR TIE BREAKING	MEMBER STATE SITTING OUT
2023	NSW, QLD, SA, VIC, WA	ACT
2024	QLD, SA, VIC, WA, ACT	NSW
2025	SA, VIC, WA, ACT, NSW	QLD
2026	VIC, WA, ACT, NSW, QLD	SA
2027	WA, ACT, NSW, QLD, SA	VIC
2028	ACT, NSW, QLD, SA, VIC	WA
2029	NSW, QLD, SA, VIC, WA	ACT

This policy will take effect on and from 6 May 2023