



## Information Memorandum

To be read in conjunction with the Director Nomination Form

Annual General Meeting to be held on **Monday 26 November 2018**

### **Subject: Nomination of Directors to the Board of Golf Australia**

Golf Australia is seeking nominations for the two positions of Director to the Board of Golf Australia. This memorandum explains the director requirements, nomination process and sets out the timing for nominations. In addition to this memorandum, all nominees should read Golf Australia's Constitution which is contained on Golf Australia's website: [www.golf.org.au](http://www.golf.org.au), as well as the Corporations Act 2001.

Any queries in relation to the nomination process should be directed to:

Mr. Stephen Pitt	Mr. Gerard Kennedy
CEO	Company Secretary
Golf Australia	Golf Australia
Level 2, 111 Coventry Street	Level 2, 111 Coventry Street
SOUTH MELBOURNE VIC 3205	SOUTH MELBOURNE
Email: <a href="mailto:stephenp@golf.org.au">stephenp@golf.org.au</a>	Email: <a href="mailto:gerardk@golf.org.au">gerardk@golf.org.au</a>
Phone: 03 9626 5000	Phone: 03 9626 5058

### **Election of Directors**

In accordance with Golf Australia's Constitution, nominations must be received by the CEO of Golf Australia, Mr. Stephen Pitt, 45 days prior to the Annual General Meeting. Accordingly, as Golf Australia's Annual General Meeting will be held on **Monday 26 November 2018**, nominations completed using the accompanying Director Nomination Form must be completed and returned to the CEO by no later than **5pm AEST Friday 12 October 2018**.

If Golf Australia receives more than two nominations for the position of Director of Golf Australia, a ballot will be required to be undertaken. The Golf Australia Board has appointed Gerard Kennedy as the Returning Officer. If an election is required Gerard will notify the Original members by **Monday 5 November 2018** at the latest.

Information on the requirements of a Golf Australia Director is attached. All nominees should also read Golf Australia's Constitution as well as the Corporations Act 2001 prior to nominating for the position of Director. Notwithstanding that, the attached excerpt from Golf Australia's Constitution explains the process for the election of Directors to the Board.



### **Director requirements**

A review of the desired skill sets for the Board has identified a strong need for financial expertise in addition to the general skill sets required as follows:

1. Time; Nominees need to be aware of the expected time commitments required of Directors:
  - Desirable time commitment falls in 2 areas. First are the 8 formal meetings of a day's duration and the AGM over 2 days. Also expected is attendance at some level at GA's major events.
  - A few hours each week to review materials, maintain contacts and keep abreast of current projects
  - Additional time on sub committees (say 3 days)
2. Marketing and/or media; Could have long experience in a senior marketing role in a large corporate or extensive media contacts
3. Technical expertise (rules, handicapping); Recognised as a leader within their relevant golfing area
4. Other Sport experience; May have extensive experience at a senior level as a Sports Administrator or Board member
5. Prior Board experience; Desirable to be aware of senior level/public company board practices
6. Government relations; Have a history of success in leading/managing relations at a State or Federal level
7. Top level golf performance; May have represented at State/National level
8. Involvement with major events; May have been involved in managing and delivering major events
9. Public speaking; Have a sound record in managing significant presentations in the public arena
10. Experience in a senior leadership role; Should be recognised by their peers as an individual who displays excellent leadership qualities.

## **Golf Australia Constitution – Board Composition and Election of Directors**

### **22. Composition of the Board**

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#### **22.1 Board composition**

The Board shall comprise the following Directors:

- (a) six Directors (at least two of whom must be female and two of whom must be male) who shall be elected in accordance with **Rule 23** and who must be Club Members; and
- (b) up to three Appointed Directors who may be appointed by the Board.

#### **22.2 Chairman**

- (a) The Board must appoint a Chairman from amongst the Directors annually.
- (b) Subject to Rule 18.5, the Chairman shall be entitled to:
  - (i) chair all meetings of the Board; and
  - (ii) attend and chair all meetings of the Company but shall have no voting rights at any General Meeting.

#### **22.3 Vice Chairman**

The Board may appoint a Vice Chairman from amongst the Directors annually.

#### **22.4 Eligibility of Directors**

- (a) The Board will determine necessary experience and qualifications for eligibility of Appointed Directors from time to time.
- (b) A Director shall not continue to be a member of the Council or be an officer or an employee of an Original Member or an Associate Member. Any Director holding such position shall resign from that position within 48 hours of being elected or appointed as a Director.
- (c) The Chief Executive Officer shall not be a Director of the Company and will not be eligible to be appointed or elected as a Director of the Company until the expiration of three (3) years after the date that the person ceases to be the Chief Executive Officer of the Company

### **23. Election of Directors**

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#### **23.3 Election procedure**

If a ballot for the election of Directors is necessary, it shall be taken as follows:

- (a) the Board must fix a time not less than fourteen days before the date of the Annual General Meeting for the opening of the ballot which shall remain open until 5.00 p.m.(Eastern Standard Time) on the day two days before the date of the Annual General Meeting;
- (b) the Board must appoint a returning officer ("Returning Officer") (who may be the Chief Executive Officer or another person) to be responsible for placing a secure locked ballot box in the Company's premises to receive ballot papers on the opening of the ballot;
- (c) a ballot paper showing the names in alphabetical order of the candidates nominated for each vacancy in respect of which an election is necessary must be prepared by the Returning Officer together with notices setting out the qualifications and experience of each candidate and the time and date when voting closes;
- (d) each Original Member is entitled to vote by its Member Delegate and to receive a ballot paper from the Company;

- (e) the ballot paper and notices must be dispatched by the Company in accordance with this Constitution;
- (f) if a ballot paper is lost or not received by an Original Member, that Original Member may orally or in writing request the Returning Officer to issue a replacement ballot paper.
- (g) each Member Delegate voting must vote on the ballot paper by placing a mark against the name of each candidate for whom the Member Delegate wishes to vote. The Member Delegate must vote for the full number of candidates required to be elected, otherwise the vote must not be counted;
- (h) the ballot paper must be placed in an envelope marked "Ballot Paper" and sealed and then placed in another envelope addressed to the Returning Officer, the inside flap of which must bear the signature and printed name of the Member Delegate before sealing. The envelope must then be deposited in the ballot box on the Company's premises or posted to the Returning Officer. Envelopes received by the Returning Officer must be placed immediately in the ballot box;
- (i) votes must be received before the time and date when voting closes failing which the vote will not be counted;
- (j) immediately after the closing time of the ballot, the Returning Officer must remove the ballot box to a safe place. The ballot box must be opened in the presence of at least two independent scrutineers appointed by the Board and the votes counted;
- (k) the Returning Officer must report in writing the result of the ballot to the Chairman of the Annual General Meeting who must announce the result and declare elected those candidates obtaining the most votes; and
- (l) in the case of an equality of votes for any position the Chairman of the meeting shall at the Annual General Meeting conduct a preferential secret ballot on papers prepared by the Chief Executive Officer at the Annual General Meeting. If there is still an equality of votes, the result shall be determined by lot.

#### **23.4 Term of appointment**

- (a) Each Director shall hold office for a term of a maximum of three years but is eligible for re-election. Appointed Directors may serve a maximum term of six consecutive years.
- (b) The terms of office of Directors shall rotate in accordance with the terms determined under **Rule 23.5**.
- (c) Directors, other than Appointed Directors, are eligible for re-election but shall not serve for more than two consecutive terms, subject to **Rule 23.4(d)**.
- (d) Notwithstanding anything else in this Rule 23.4 Directors other than Appointed Directors may be re-elected for a third consecutive term of three years. Before a Director can be considered for election for a third consecutive term under this rule the Director's decision to nominate must first be endorsed by Board resolution to go on to the election ballot. If the Board so resolves, the CEO shall notify the members of the Director's nomination to go onto the ballot, no later than 60 days prior to the AGM. State Associations will have the opportunity to object to the applicant going on to the ballot, but must do so prior to nominations closing 45 days prior to the AGM. If three or more State Associations object to the Director being on the ballot, the Director will not be placed on the ballot. A Director is not eligible to serve any further term if elected for a third consecutive term under this rule and **Rule 23**.

#### **23.5 Rotational terms**

- (a) Subject to the provisions in this Constitution and the Act relating to the earlier retirement or removal of a Director, Directors elected under this clause shall hold office for a term of three years from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the third Annual General Meeting thereafter.