



The Country Women's Association of Victoria Inc.

Election of Board Members and State Council Members: Policy and Procedures

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Responsible Person: State President

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Note that throughout this document extracts from the Constitution of The Country Women's Association of Victoria Inc. are placed in boxes. Please refer to the full copy of the Constitution available from cwaofvic.org.au/about/constitution or upon request from Head Office. As defined in the Constitution, reference to the Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act.

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1.1 Timeline for Election of Board Members and State Council Members

| General Timeline | Event | See Constitution Clause: |
|------------------------|---|--------------------------|
| 1 December | Nominations for State President open | |
| 31 December | Nominations for State President close | |
| 1 March | Nominations for Board Members and State Council Members other than Group Presidents open | 8.1 |
| 21 March | Nominations for Board Members and State Council Members other than Group Presidents close Note: Time allowed more than the required 45 days, to allow branches 2 monthly meetings at which to disseminate information. | 10.3 (a) |
| No later than 31 March | Posting to all branches of list of nominations and CVs; list of nominations and CVs posted in Member section of Website | |
| No later than 31 May | State AGM: Election of Board Members and State Council Members other than Group Presidents | 9.1 (a) |

1.2 Conclusion of Term of Office

| General Timeline | Event | See Constitution Clause: |
|----------------------|---|--------------------------|
| No later than 31 May | A retiring Board Member holds office until the conclusion of the annual general meeting at which they retire. A retiring State Council Member other than a Group President holds office until the conclusion of the annual general meeting at which they retire. | 6.2 |

Clause 10.3 (a) of the Constitution is relevant to the Nominations timeline:

(a) Prior to the election for each position, the Chairperson of the meeting must call for nominations to fill that position. Nominations must be received by the State President at least 45 days prior to the date of the relevant Association annual general meeting.

2.1 Elected Positions (see Constitution Clauses indicated)

| Board Clause 6.1 | State Council Clause 7.3 |
|---|--|
| (a) State President (b) Deputy State President (c) State Treasurer (d) Up to 4 State Vice Presidents (e) 4-7 General Board Members Note: The Board has determined that the elected positions will include 4 General Board Members. | Committee Chairpersons for each of the following State Committees: (a) catering; (b) creative arts; (c) membership; (d) ACWW International and Community Support; (e) magazine /communications; (f) the Association club; (g) agriculture and environment; (h) social issues |

2.2 Eligibility to stand for election

- a. In addition to the requirements in Clause 10.1 of the Constitution, a member is only eligible to be elected or appointed as a Board Member or a State Council Member other than a Group President if the member has been a member of State Council for at least 2 years (consecutive or otherwise).
- b. As indicated by Clause 10.3 (c) and 10.6 of the Constitution, members may be nominated for more than one position. Elections will take place in the order indicated in the table above at the State Annual General Meeting, with Board Members being elected before State Council Members.
- c. Members are not permitted to hold office in more than one position on the Board or State Council, except that a General Board Member may also hold a position on State Council as a Committee Chairperson and/or a Member of Honour. Each member has only one vote on State Council.
- d. In addition to the requirements above, a member standing for election as a Board Member or a State Council Member other than a Group President must submit a photocopy of their current Working with Children Card to Head Office and, if the card expires during their term of office, a photocopy of their updated card before the expiry date of the previous card.
- e. In addition to the requirements above, a member standing for election as a Board Member must undertake a satisfactory police check and provide a copy to Head Office within one calendar month of her election. In the event that the police check is not deemed satisfactory by the Board, the member's election will be invalid and the position will be vacant.

Constitutional Requirements

Clause 10.1, 10.3 (c), 10.6 (a-c), 10.7 of the Constitution (pages 33-35) are relevant to eligibility to stand for election:

Eligibility to be a Board Member, State Council member, Group Officer or Branch Officer

(a) Subject to subrule (b), a member is eligible to be elected or appointed as a Board Member, a member of State Council, Group Officer or Branch Officer (except as State President) if the member:

- (i) is 18 years or over;
- (ii) is a Voting Member; and
- (iii) meets any other criteria as set out in policies or procedures made in accordance with Rule 5.1.

(b) A member is only eligible to be elected as State President if they have held office for at least 6 years (consecutive or otherwise) as either a Group President or as a member of State Council.

Nominations

(c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

Terms of office

(a) Subject to this Rule, each Board Member, State Council member, Group Officer or Branch Officer shall hold office until the position is declared vacant in accordance with Rule 10.2.

(b) Board Members, State Council members, Group Officers and Branch Officers are eligible, and may be nominated, for re-election (including for election as a Board Member, Council, Group Officer or Branch Officer in the same or a different office).

(c) A Board Member, State Council member, or Group Officer may serve a maximum of 2 consecutive terms (years) in a particular office. For the purposes of this Part, completing a term as a casual appointment will not be considered in determining whether a term has been completed.

Leave of absence

(a) The State President, Group President or Branch President may grant a leave of absence from meetings of the Board, Group or Branch as the case may be for a period not exceeding 3 months.

(b) The State President, Group President or Branch President may not grant a leave of absence retrospectively unless she is satisfied that it was not feasible for the member to seek the leave in advance.

3.1 Commitment expected of Board Members and State Council Members

See the table **Senior Office Bearers' Expected Commitment to State Events** (available upon request from the Member Services Administrator).

Board meetings are held a minimum of six times per year.

State Council meets four times per year, currently in June, September, November and March.

All Board members and State Council members are expected to attend the State Annual General Meeting and State Conference, generally two and a half days at the end of May.

Board members and State Council members are encouraged to participate in State CWA events whenever possible.

Board members and State Council members continue to be participating members of their Branch and Group.

Constitutional Requirements

Clauses 10.7 and 10.8 of the constitution (page 35) are relevant to the commitment expected of Board Members and State Council Members:

Leave of absence

(a) The State President, Group President or Branch President may grant a leave of absence from meetings of the Board, Group or Branch as the case may be for a period not exceeding 3 months.

(b) The State President, Group President or Branch President may not grant a leave of absence retrospectively unless she is satisfied that it was not feasible for the member to seek the leave in advance.

Vacation of office

(a) A Board Member, State Council member, Group Officer or Branch Officer ceases to hold office if she:....

(iv) fails to attend three consecutive meetings of the relevant body, without receiving leave to do so.

4 Terms of office

4.1 Renewal and Continuity in Board Membership

It is desirable that there should be sufficient continuity in Board membership from one year to the next that the Board can function effectively without constantly having to re-establish itself. The current Board wishes to encourage members standing for election as General Board members to state their willingness to serve 2 years to encourage Board continuity.

Clause 10.6 of the constitution (page 34) is relevant to Terms of Office:

Terms of office

(a) Subject to this Rule, each Board Member, State Council member, Group Officer or Branch Officer shall hold office until the position is declared vacant in accordance with Rule 10.2.

(b) Board Members, State Council members, Group Officers and Branch Officers are eligible, and may be nominated, for re-election (including for election as a Board Member, Council, Group Officer or Branch Officer in the same or a different office).

(c) A Board Member, State Council member, or Group Officer may serve a maximum of 2 consecutive terms (years) in a particular office. For the purposes of this Part, completing a term as a casual appointment will not be considered in determining whether a term has been completed.

5.1 Skills and Experience needed by Board Members

The current Board has determined that Board Members will need high levels of expertise and/or experience in the following areas:

- a. Belief in/support of the purposes of The Country Women's Association of Victoria Inc.
- b. Knowledge of the Association.
- c. Governance practices
- d. Financial understanding: Board Members are legally responsible for the finances of the Association, including ensuring that all financial transactions are correctly recorded, financial position and performance explained and financial statements prepared as required by the Act (Constitution Clause 11.6). They need to have sufficient expertise to question information presented to them by the State Treasurer and the Executive Director. They are required by law to have an understanding of how to read and interpret financial statements. Ignorance, whether intentional or actual, is not a defence.
- e. Leadership, including the ability to make hard decisions and communicate them effectively.
- f. Strategic planning, including expertise in establishing realistic goals and objectives consistent with the Association's mission in a defined time frame within the Association's capacity for implementation.
- g. Organisational management.

The combined knowledge and expertise of the Board must include high levels of expertise and/or experience in:

- h. Risk management
- i. Advocacy.

5.2 Powers of the Board

Clauses 5.1 and 6.3 of the constitution (pages 15-17) are relevant to the Powers and Duties of Board Members:

Powers of the Board

Role and powers

- (a) The business of the Association must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (c) The Board may:
 - (i) appoint, monitor the performance of, and remove the Executive Director;
 - (ii) establish subcommittees consisting of members with terms of reference it considers appropriate; and
 - (iii) make, vary and revoke policies and procedures, which shall bind members, Groups and Branches as if they were rules of this Constitution.
- (d) Policies and procedures made by the Board must be published on the Association's website and also made available to members through their Branch on request.
- (e) Policies and procedures approved by State Council prior to the date of adoption of this Constitution shall be deemed to be rules made by the Board under Rule 5.1(c)(iii), and shall bind members, Groups and Branches accordingly until varied, revoked or replaced in accordance with that Rule.
- (f) Without limiting any other paragraph of this Rule 5.1, the Board may approve the use of the logo of the Association by a third party.
- (g) The Association may execute a contract or other document if the contract or document is signed by either:
 - (i) the State President and State Treasurer, or
 - (ii) by another person who is authorised by the Board to execute documents on behalf of the Association.

General duties of Board Members

- (a) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Act.
- (b) The Board is responsible for ensuring that the Association complies with the Act and that individual Board Members comply with these Rules.

- (c) The Board is responsible for determining policies and procedures which shall govern financial matters of the Association, to the extent that such policies and procedures are not inconsistent with this Constitution.
- (d) Board Members must exercise their power and discharge their duties with reasonable care and diligence.
- (e) Board Members must exercise their powers and discharge their duties:
 - (i) in good faith and in the best interests of the Association; and
 - (ii) for a proper purpose.
- (f) Board Members and former Board Members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (g) In addition to any duties imposed by these Rules, a Board Members must perform any other duties imposed from time to time by resolution at a general meeting of the Board.
- (h) Nothing in this clause 6.3 shall give the Board power to determine policies or procedures which are inconsistent with this Constitution.

6.1 Role and Powers of State Council

General duties of State Council Members

- a. Act in the best interests of the Association as a whole.
- b. Provide advice to the Board, facilitating communication between the Board and members.
- c. Familiarise themselves with the Constitution and the Policies and Procedures of the Association, and be able to explain them to members or seek further advice when needed.
- d. Attend and participate actively in the work of the State Council.

Clauses 7.1 and 7.2 of the Constitution (page 21) are relevant to the Role and Powers of State Council:

Powers of State Council

Role of State Council

The State Council may:

- (a) develop policies and procedures for recommendation to the Board (but which shall not bind members, Groups and Branches unless and until adopted by the Board in accordance with Rule 5.1(c)(iii)); and
- (b) act as an advisory body to the Board.

Powers of State Council

The following powers of management of the Board are delegated to the State Council:

- (a) the approval of establishment of new Branches and Groups; and
- (b) changes to the composition of existing Groups.

7.1 Board Member positions

Board Member positions comprise State President, Deputy State President, State Treasurer, up to four (4) State Vice Presidents and four (4) General Board Members.

7.1.1 Nominations

Nominations should be addressed to the State President, The Country Women's Association of Victoria Inc., 3 Lansell Road, Toorak 3142 or emailed to cwaadmin@cwaofvic.org.au and must be received by 5.00 pm on 31 December for State President nominations each year and 21 March for all other Board Member positions each year. All nominations should be moved and seconded by two members other than the nominee.

All nominations must be accompanied by a Curriculum Vitae (CV) on the standard template available from the Member Services Administrator and a photo of the nominee. Without a CV and a photo, the nomination will not be accepted. They must also be accompanied by a photocopy of the nominee's current Working with Children Card.

The photo must be sent electronically and be high resolution (at least 2 MB) and must be attached to the email, not embedded within it. It should show the nominee's head and shoulders only.

The CV is to be no more than four A4 pages (i.e. two sides of two A4 sheets) and should address the requirements of the position, giving details of:

- CWA of Victoria experience
- Outside experience: paid/voluntary work
- Qualifications
- Skills and Knowledge relevant to the position

It should be sent as a Word document, .doc or .docx, using Arial font no less than size 10. Remember to allow room on your document for a photo no less than 4 cm high x 4 cm wide.

Note that if the same person is standing for election for more than one position, they must submit a separate Curriculum Vitae (CV) on the standard template available from the Member Services Administrator for each position, each one of no more than four A4 pages (i.e. two sides of two A4 sheets), together with one photo and one photocopy of their current Working with Children Card.

7.2 State Council Positions other than Group President

State Council positions other than Group President comprise the Chairpersons of the following State Committees:

- (a) catering;
- (b) creative arts;
- (c) membership;
- (d) ACWW International and Community Support;
- (e) magazine /communications;
- (f) the Association club;
- (g) agriculture and environment;
- (h) social issues.

7.2.1 Nominations

Nominations should be addressed to the State President, The Country Women's Association of Victoria Inc., 3 Lansell Road, Toorak 3142 or emailed to cwaadmin@cwaofvic.org.au and must be received by 5.00 pm on 21 March each year. All nominations should be moved and seconded by two members other than the nominee.

All nominations must be accompanied by a Curriculum Vitae (CV) on the standard template available from the Member Services Administrator and a photo of the nominee. Without a CV and a photo, the nomination will not be accepted. They must also be accompanied by a photocopy of their current Working with Children Card.

The photo must be sent electronically and be high resolution (at least 2 MB) and must be attached to the email, not embedded within it. It should show the nominee's head and shoulders only.

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- CWA of Victoria experience
- Outside experience: paid/voluntary work
- Qualifications
- Skills and Knowledge relevant to the position

It should be sent as a Word document, .doc or .docx, using Arial font no less than size 10. Remember to allow room on your document for a photo no less than 4 cm high x 4 cm wide.

Note that if the same person is standing for election for more than one position, they must submit a separate Curriculum Vitae (CV) on the standard template available from the Member Services Administrator for each position, each one of no more than two A4 pages (ie. two sides of one A4 sheet), together with one photo and one photocopy of their current Working with Children Card.

8 Campaigning for Election

As indicated in Clause 7 above, candidates for election prepare CVs and supply photos, which are distributed to all members entitled to vote in the election, through Branch postings and the Member section of the website. The CVs are also available to members on request at the State Annual General Meeting. Candidates have the option, according to Clause 10.5(c) of the Constitution (below), of making a short speech in support of their election. If any candidate for a position chooses to exercise this option, then all candidates for the position will be asked to make a short speech, as a matter of procedural fairness.

CWA of Victoria members are not permitted to campaign for election to CWA of Victoria Inc. positions, apart from the CVs, photos and short speeches indicated above, within CWA of Victoria premises or during CWA events. To campaign for election means to work in an organised and active way towards achieving a member's election to a position.

Candidates must not use any Association resources, meetings, events, venues, tools of communication, brand imagery or logo, or confidential information to campaign for election. Any member who contravenes this policy will be in breach of Clause 5.1(c)(iii) of the Constitution and will not be eligible for election.

Clause 10.5 of the Constitution (page 34) is relevant to Campaigning for Election:

Ballot

- (a) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.
- (b) The returning officer must not be a member nominated for any position which is the subject of an election.
- (c) In the case of a general meeting of the Association, the Board may make or determine rules and procedures which may permit each candidate for election to the Board to:
 - (i) make a short speech; or
 - (ii) submit an audio-visual recording of a short speech; or
 - (iii) submit written information,in support of her election.

The Board may make appropriate rules, regulations and procedures to govern voting on an election ballot at a general meeting of the Association, including specifications as to the form and method of voting. Without limiting this Rule, the ballot may be conducted electronically.

9 Vacancies

9.1 Vacancies prior to the Annual General Meeting

If by the close of nominations no nominations are received for an elected position as listed in Clause 2.1 of this document, then the position is to be re-advertised immediately and a further call for nominations made, with nominations closing at least 45 days prior to the date of the Association Annual General Meeting. This further call for nominations is to be published on the Association website. Candidates' CVs and photos are to be published on the Association website as soon as possible after they are received, and made available on request to members at the Association Annual General Meeting. All other procedures relating to the election of Board Members and State Council Members other than Group Presidents remain the same as indicated elsewhere in this document.

9.2 Vacancies after the Annual General Meeting

If no eligible member has been elected to a position as a Board Member or State Council Member as listed in Clause 2.1 of this document, then the vacancy is to be filled by appointment by the Board (for Board positions) or State Council (for Committee Chairpersons).

If a Board position becomes vacant during the year, then the vacancy is to be filled by appointment by the Board. If the position of a Committee Chairperson becomes vacant during the year, then the vacancy is to be filled by appointment by State Council.

Clause 10.8 of the Constitution is relevant to Board or State Council casual vacancies:

10.8 Vacation of office

- (a) A Board Member, State Council member, Group Officer or Branch Officer ceases to hold office if she:
- (i) ceases to be a member or her membership is suspended in accordance with these Rules;
 - (ii) becomes insolvent within the meaning of the Corporations Act 2001 (Cth);
 - (iii) resigns from office by notice in writing given to the Secretary of the relevant body;
 - (iv) fails to attend three consecutive meetings of the relevant body, without receiving leave to do so; or
 - (v) otherwise ceases to be a member of a committee under section 78 of the Act, including removal by a Special resolution of the relevant body.
- (b) The Board, State Council, Group or Branch may appoint an eligible Voting Member of the Association to fill a position:
- (i) which has become vacant; or
 - (ii) was not filled by election at the last Board, State Council, Branch or Group annual general meeting,
- in accordance with the processes set out in this Rule 10 at a meeting of the Board, or a special general meeting of the State Council, Group or Branch.
- (c) If the position of State President becomes vacant the State Council must appoint a member to the position within 14 days after the vacancy arises.
- (d) The Board and State Council may each continue to act despite any vacancy in membership.

10. Nomination Forms

Nomination Forms for the following positions are available separate from this document by contacting the Member Services Administrator on 9827 8971 or emailing cwaadmin@cwaofvic.org.au. The forms can also be downloaded from the website at cwaofvic.org.au/members/

State President
Deputy State President
State Treasurer
State Vice President (4 positions available)
General Board Members (4 positions available)
State Council Members - Committee Chairpersons