



COMMONWEALTH GAMES AUSTRALIA

2018 AGM - ELECTION INFORMATION

As approved by CGA's Members at the Special General Meeting on 25 August 2018, a new CGA Constitution will come into effect at the 2018 AGM on 17 November, and CGA will become a company limited by guarantee. As per Part 26.2 of this new CGA Constitution, first elections will be held for seven (7) Director positions at the CGA AGM to establish the new Board.

GENERAL INFORMATION

CGA AGM : Saturday 17 November, 9.00am
Pullman on the Park (Ballroom 3), 192 Wellington Pde, Melbourne

The new CGA Board comprises of seven (7) elected directors (including the President) and two (2) appointed directors. As this AGM will be the first elections for the new Board, the elected directors will take office as soon as they are elected.

The following seven (7) positions will be elected at the November 2018 AGM, in this order:

- President 4 year term
- Director 4 Year term
- Director 4 Year term
- Director 2 Year term
- Director 2 Year term
- Director 1 Year term
- Director 1 Year term

Each term thereafter will be four (4) years.

If nominating for a Director role, depending on the election results, you could be elected for either a four, two or one year term.

The new CGA Constitution which will be effective from 17 November is located on the CGA website:

<http://commonwealthgames.com.au/wp-content/uploads/CGA-Constitution-2018-effective-17-Nov-2018.pdf>

To nominate for election, the following must be fully completed and submitted to the CGA CEO **by 5.00pm (AEDT) Thursday 18 October 2018**, either by mail or email (as per the form):

- Director Nomination Form – must be fully completed and signed by the nominee and an authorised representative of the nominating Member to be accepted
- CV (two page maximum) which includes a summary addressing the criteria outlined below

Please note that the new Board will have its first meeting on Friday 7 December at the CGA office in South Melbourne. This will include a formal induction. All successfully elected candidates are required to attend and travel will be arranged by CGA.

CVs of nominees will be distributed to all Members by 26 October 2018 as per the requirements of the CGA Constitution effective from 17 November 2018.

DIRECTOR CRITERIA

The following skills and experience in one or more of the disciplines below should be able to be demonstrated by nominees:

- National or International level sports industry experience
- Business management
- Law
- Accounting and Finance
- Risk management
- Media
- Governance and Company Directorships
- Marketing, sponsorship and community engagement
- Government relations

Qualifications and Knowledge:

- Tertiary qualifications (or higher) or significant experience in business, sports management or other relevant field
- Understanding of the not-for-profit industry
- Understanding of the Australian sports system
- AICD qualification

Your CV must address how you meet the above criteria.

GUIDELINES FOR COMPLETING THE DIRECTOR NOMINATION FORM

1. Nominee Details – complete all personal details, including date of birth and place of birth. This is required for the ASIC registration should the nominee be successful in being elected.
2. Position Nominating For – Please check the box/es for the position/s standing for.

It is possible for a nominee to stand for more than one position, which must be clearly marked on the form. However, a nominee can only hold one position. For example, a nominee may stand for President and if unsuccessful, can then stand for a Director position. If the nominee is successfully elected to the Director position, their nomination will be automatically removed from the election process for subsequent Director positions.

Please check the box for either 'Yes' or 'No' if interested in being considered for an appointed Director position should you not be elected to any other position. The appointed Director positions will be considered by the CGA Nominations Committee and recommended to the Board for appointment at their first meeting in December.

3. Nominating Member Details – As per the new Constitution, only Members can nominate candidates for election to the CGA Board. It is therefore required that an authorised representative of the nominating Member complete this section of the form to verify the nomination and sign where indicated. A short statement is required from the Member to support the nomination. This should include the nominee's connection with the Member, how long they have been associated and any other relevant information to support the nomination. The Member must duly authorise the representative to provide the nomination on its behalf.
4. Nominee Statement – The nominee must confirm their eligibility for election as a Director of CGA, as per Part 9.3 of the new CGA Constitution. A person may not hold office if they:
 - i. Are an employee of CGA, a State Division, a Program Sport Member or an Associate Member; or
 - ii. Have been CEO of CGA at any time within the last three years

If elected as a Director whilst holding any of the positions above, a nominee must immediately resign from the position in order to become a CGA Director.

5. Declaration & Consent – In accordance with the Corporations Act 2001, the nominee is required to provide consent to being a Director of the Company if elected. The nominee also acknowledges that if elected, duties will be discharged according to the Corporations Act.

By signing the form, the nominee acknowledges that:

- The CGA Constitution and Ethical Behaviour By-Law are understood and will be adhered to;
- If elected as a Director, their term could be either four, two or one year;
- For the purposes of Directors & Officers insurance, there are no current or pending claims against the nominee as a Director or Officer of any entity; and
- The nominee has not been prosecuted under any international, federal, state or local law.

Should there be any instances that require reporting, the nominee must provide the details in the box provided on the form. Any conflicts of interest should also be declared.

Please note that once elected, all Directors will also be required to sign a Code of Conduct and undertake a formal induction.

- **A two-page (maximum) CV** is to also be attached to the nomination form to provide a summary of the nominee's experience, particularly in Board roles. It should also address the "Director Criteria" provided above and include a short response to each of the following :

- Why are you seeking election to the Board of CGA?
- If you are elected, how will you add value to CGA?
- If you are elected, what would you want to be recognised for during your time on the Board?

ELECTION PROCESS

Voting will be conducted at the AGM by exhaustive ballot, one position at a time, in the order on the previous page. Please refer to Part 7.14 of the new CGA Constitution that comes into effect on 17 November 2018.

Nominees will be given the opportunity to make a short 2 minute presentation to Members prior to voting.

All Members are entitled to vote as per Part 4.4 of the new CGA Constitution, with two (2) votes for each Program Sport Member (maximum 34 votes) and one (1) vote for each State Division Member (maximum 6 votes). Delegates must be in attendance at the meeting to exercise their vote as there are no proxies.

APPOINTED DIRECTORS

As per the Nominations Committee Charter, the CGA transitional Nominations Committee will research and identify appropriate candidates for consideration as appointed Directors for recommendation to the new Board.

Nominees for election are also asked to advise on their nomination form if they are interested in being considered for an appointed Director position should they not be elected.

AUSTRALIAN COMMONWEALTH GAMES FOUNDATION

The current Memorandum & Articles of Association for the Australian Commonwealth Games Foundation (ACGF) states that its Directors are the Directors of the ACGA Board of Management. Whilst the ACGA (trading as CGA) transitions to a company limited by guarantee under a new constitution, it is deemed that any Director elected to the new Board of CGA will also be a Director of the ACGF as is current practice.

The ACGF's governing documentation will be reviewed in 2019 as the second phase of the governance review project.

FURTHER INFORMATION

It is anticipated that the CGA Board will meet 3-4 times per year, with a meeting schedule to be confirmed by the new Board. The ACGF Board meets at the same time. The AGM is generally scheduled for the second or third Saturday in November.

Additional CGA Board sub-committees are currently Finance & Audit and Nominations. Memberships of these sub-committees will be reviewed following the formation of the new Board to ensure membership requirements continue to be met as per their respective Charters and new Board Directors may have the opportunity to sit on these committees.

Directors & Officers insurance is provided by CGA for all Directors.

For any questions on the nomination process, elections or CGA AGM, please contact:

Craig Phillips craig.phillips@commonwealthgames.com.au (03) 9453 9300

OR

Dianne O'Neill dianne.oneill@commonwealthgames.com.au (03) 9453 9300



COMMONWEALTH GAMES AUSTRALIA

ROLE DESCRIPTION – PRESIDENT

Commonwealth Games Australia (CGA) has recently completed a Governance review as part of its 2016 – 2022 Strategic Plan. At a Special General Meeting held on 25 August 2018, a new Constitution was approved by members that will come into effect at the AGM on 17 November 2018. CGA will become a company limited by guarantee and a new Board (a President plus six (6) Directors) will be elected at this AGM. Two (2) Directors will then be appointed by the new Board.

ABOUT COMMONWEALTH GAMES AUSTRALIA

CGA is the national body responsible for Australia's successful participation in the Commonwealth Games and the Commonwealth Youth Games. Our role is to administer, control and coordinate the participation of program sports and their respective athletes and officials in the Commonwealth Games. CGA is a member of the international Commonwealth Games Federation (CGF) and promotes the Commonwealth Games movement in Australia.

We are a member-based not-for-profit organisation. Our members are the National Sporting Organisations representing the sports participating in the next Commonwealth Games, along with six state divisions. CGA is an independent body and receives no Federal Government funding.

Our vision is to inspire and unite all Australians through the pursuit of sporting excellence. This vision is supported by our mission to champion Australia through sport by being the number one nation in the Commonwealth and by connecting meaningfully with all Australians. We strive to deliver our vision and mission with dynamic leadership and innovation while demonstrating values of inclusiveness, integrity, respect and excellence.

CGA works collaboratively with its member sports, stakeholders and other high performance system partners to support Australia's athletes in the pursuit of their sporting dreams. We are committed to accurately identifying the specific needs of our members, partners and stakeholders and to developing/delivering systems, programs and support designed to specifically meet these needs.

CGA is governed by a Board of Directors which delegates the day-to-day operations of the organisation to a professional staff of eight, led by its Chief Executive Officer. The Board is assisted by sub committees including a Finance & Audit Committee and Nominations Committee.

Please refer to the CGA website to view our Strategic Plan and annual reports.

KEY RESPONSIBILITIES

The Board's primary role is one of trusteeship on behalf of members and stakeholders, ensuring that CGA remains viable and relevant in the present and into the future. Directors are therefore expected to make decisions for the betterment of CGA and sport as a whole and not on behalf of a member.

As per Part 10.2 of the CGA Constitution coming into effect on 17 November 2018, the Role of the President is as follows:

The President shall act as a liaison between the Board and the CEO, and exercise and perform such other powers and duties as may be delegated by the Board from time to time. More specifically, the President shall be responsible for:

- i. leading the Board to carry out its functions, including but not limited to ensuring approved policies are in place to help ensure sound and compliant governance and management of CGA;
- ii. partnering with the CEO to ensure the Board's directives, policies, and resolutions are carried out;
- iii. co-ordinating an annual performance review of the CEO;
- iv. setting priorities and creating agendas for meetings of the Board;
- v. chairing Board and General Meetings and Strategic Forums of CGA;

- vi. serving as an ambassador of CGA and advocating its mission to internal and external stakeholders; and
- vii. representing CGA at General Assemblies of the Federation and other international forums.

This incorporates:

- setting the goals and strategic direction of CGA;
- monitoring the implementation and evaluation of the strategic plan;
- determining policies relevant to the effective governance and performance management of the organisation;
- monitoring risk and maintaining a robust risk management framework;
- approving the annual budget and overseeing financial delegations;
- ensuring ongoing financial viability;
- establishing and determining the powers of Board committees;
- regular Director, President and Board performance evaluation;
- ensuring compliance with legal requirements, codes of conduct and appropriate standards of behaviour; and
- the creation of awards

KEY RELATIONSHIPS

- Board of Directors
- CGA CEO and staff
- CGA Members
- Commonwealth Games Federation
- Federal and State Governments

KEY SELECTION CRITERIA

In nominating for President, the following skills and experience in one or more of the disciplines below should be able to be demonstrated:

- National or International level sports industry experience
- Business management
- Law
- Accounting and Finance
- Risk management
- Media
- Governance and Company Directorships
- Marketing, sponsorship and community engagement
- Government relations

Qualifications and Knowledge:

- Tertiary qualifications (or higher) or significant experience in business, sports management or other relevant field
- Understanding of the not-for-profit industry
- Understanding of the Australian sports system
- AICD qualification

CONDITIONS

The position of President of CGA currently attracts an honorarium, however in light of the new Board structure, this may be reviewed. Any travel and accommodation required for CGA activities will be arranged and paid by CGA.

The CGA Board has traditionally met 3-4 times per year. A meetings schedule will be finalised by the new Board once elected. All meetings will be held at the CGA office in South Melbourne.

The President will hold office for a term of 4 years. The President may hold office for a maximum of 3 terms or 12 years only, however any terms previously served as an elected or appointed Director do not contribute to the calculations of the President's maximum term of office.



COMMONWEALTH GAMES AUSTRALIA

ROLE DESCRIPTION – DIRECTOR

Commonwealth Games Australia (CGA) has recently completed a Governance review as part of its 2016 – 2022 Strategic Plan. At a Special General Meeting held on 25 August 2018, a new Constitution was approved by members that will come into effect at the AGM on 17 November 2018. CGA will become a company limited by guarantee and a new Board (a President plus six (6) Directors) will be elected at this AGM. Two (2) Directors will then be appointed by the new Board.

ABOUT COMMONWEALTH GAMES AUSTRALIA

CGA is the national body responsible for Australia's successful participation in the Commonwealth Games and the Commonwealth Youth Games. Our role is to administer, control and coordinate the participation of program sports and their respective athletes and officials in the Commonwealth Games. CGA is a member of the international Commonwealth Games Federation (CGF) and promotes the Commonwealth Games movement in Australia.

We are a member-based not-for-profit organisation. Our members are the National Sporting Organisations representing the sports participating in the next Commonwealth Games, along with six state divisions. CGA is an independent body and receives no Federal Government funding.

Our vision is to inspire and unite all Australians through the pursuit of sporting excellence. This vision is supported by our mission to champion Australia through sport by being the number one nation in the Commonwealth and by connecting meaningfully with all Australians. We strive to deliver our vision and mission with dynamic leadership and innovation while demonstrating values of inclusiveness, integrity, respect and excellence.

CGA works collaboratively with its member sports, stakeholders and other high performance system partners to support Australia's athletes in the pursuit of their sporting dreams. We are committed to accurately identifying the specific needs of our members, partners and stakeholders and to developing/delivering systems, programs and support designed to specifically meet these needs.

CGA is governed by a Board of Directors which delegates the day-to-day operations of the organisation to a professional staff of eight, led by its Chief Executive Officer. The Board is assisted by sub committees including a Finance & Audit Committee and Nominations Committee.

Please refer to the CGA website to view our Strategic Plan and annual reports.

KEY RESPONSIBILITIES

The Board's primary role is one of trusteeship on behalf of members and stakeholders, ensuring that CGA remains viable and relevant in the present and into the future. Directors are therefore expected to make decisions for the betterment of CGA and sport as a whole and not on behalf of a member.

As per Part 10.1 of the CGA Constitution coming into effect on 17 November 2018, the Powers of the Board are as follows:

"The Board shall have sole charge of all affairs of CGA and the Board shall appoint and dismiss the CEO and shall have all powers given to it under Part 2.2 of this Constitution and under the Act, and also the power to do all such things as may appear to the Board to be necessary for the efficient management of CGA and the administration of its affairs. The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to manage the affairs of CGA in accordance with Part 13.2 of this Constitution".

This incorporates:

- setting the goals and strategic direction of CGA;
- monitoring the implementation and evaluation of the strategic plan;

- determining policies relevant to the effective governance and performance management of the organisation;
- monitoring risk and maintaining a robust risk management framework;
- approving the annual budget and overseeing financial delegations;
- ensuring ongoing financial viability;
- establishing and determining the powers of Board committees;
- regular Director, President and Board performance evaluation;
- ensuring compliance with legal requirements, codes of conduct and appropriate standards of behaviour; and
- the creation of awards

KEY RELATIONSHIPS

- Board of Directors
- CGA CEO and staff
- CGA Members
- Commonwealth Games Federation
- Federal and State Governments

KEY SELECTION CRITERIA

In nominating for Director, the following skills and experience in one or more of the disciplines below should be able to be demonstrated:

- National or International level sports industry experience
- Business management
- Law
- Accounting and Finance
- Risk management
- Media
- Governance and Company Directorships
- Marketing, sponsorship and community engagement
- Government relations

Qualifications and Knowledge:

- Tertiary qualifications (or higher) or significant experience in business, sports management or other relevant field
- Understanding of the not-for-profit industry
- Understanding of the Australian sports system
- AICD qualification

CONDITIONS

Director positions are currently voluntary and do not attract an honorarium, however in light of the new Board structure, this may be reviewed.

Any travel and accommodation required for CGA activities will be arranged and paid by CGA.

The CGA Board has traditionally met 3-4 times per year. A meetings schedule will be finalised by the new Board once elected. All meetings will be held at the CGA office in South Melbourne.

Elected Director terms will be staggered from the first AGM of the new Constitution in order to rotate the terms of office (as per Part 26.2):

- Two (2) Directors for a four (4) year term
- Two (2) Directors for a two (2) year term
- Two (2) Directors for a one (1) year term.

Each term thereafter will be four (4) years. An elected Director may serve a maximum of three (3) terms of office in total (or 12 years).



COMMONWEALTH GAMES AUSTRALIA

DIRECTOR NOMINATION FORM

1. NOMINEE DETAILS

Name:

Address:

Phone No: Email:

Date of Birth: Place:

2. POSITION NOMINATING FOR:

Nominating for:
(please mark one or both)

President
(4 year term)

Director
(4, 2 or 1 year term)

I wish to be considered as an Appointed Director if I am not elected - YES NO

3. NOMINATING MEMBER DETAILS

Nominating Member
Organisation:

Nominating Member
Authorised Representative:

Contact phone: Email:

Statement of support from nominating Member organisation

Nominating organisations are to provide a statement in support of the nomination in the box below:

.....
**Signature of Authorised Representative of
Nominating Member**

.....
Date

4. NOMINEE STATEMENT

By signing this form, I confirm that I am eligible for election as a Director of the company **Commonwealth Games Australia Ltd** (CGA) in accordance with Part 9.3 of the CGA Constitution for a company limited by guarantee, effective date 17 November 2018.

I will make myself available for the first Board meeting on Friday 7 December in Melbourne at the CGA office.

5. DECLARATIONS AND CONSENT:

By signing below, I :

- Consent to act as a Director of CGA Ltd if elected, which is a company limited by guarantee under the Corporations Act 2001. I will exercise my powers and discharge my duties:
 - With the degree of care and diligence of a reasonable person (s 180)
 - In good faith in the best interests of the corporation and for a proper purpose (s 181)
 - With no improper use of my position (s 182)
 - With no improper use of any information (ss 183-184)
- Acknowledge that I have read, understood and agree to adhere to CGA's Constitution (effective date 17 November 2018), Ethical Behaviour By-Law and any other relevant CGA By-Laws and policies.
- Acknowledge that if I am elected as a Director (but not President) that the term could be either four, two or one year depending upon the election process.
- Declare that there are no current or pending claims against me as a Director or Officer of any entity, nor am I aware of any circumstances which may give rise to a claim against me in my capacity as a Director or Officer. If there are any pending claims, the details are provided in the box below.
- Declare that I have not been prosecuted under any law, international, federal, state or local, particularly under any Corporations Law or Trade Practices Act. If I have been prosecuted, I will provide the details in the box below.
- Hereby declare any potential or perceived conflicts of interest:

.....
Signature of Nominee

.....
Date

Completed nomination forms are to be received by 5.00 pm (AEDT), Thursday 18 October 2018, to:

Mr Craig Phillips
CEO
Commonwealth Games Australia
PO Box 586
South Melbourne, VIC, 3205

Email: michelle.koster@commonwealthgames.com.au

- ❖ Please attach a 2-page (maximum) CV which includes a summary to address the key criteria.