



COMMONWEALTH GAMES AUSTRALIA

ELECTION NOMINATION INFORMATION

As per Parts 9.4, 9.5, 9.7 and 26.2 of the Commonwealth Games Australia Limited (CGA) Constitution, elections will be held for two (2) Director positions at the upcoming CGA Annual General Meeting (AGM).

GENERAL INFORMATION

CGA AGM : Saturday 16 November, 10.00am
Pullman on the Park (Ballroom 3), 192 Wellington Pde, Melbourne

In accordance with Part 26 "Transition Provisions" of the CGA constitution, two (2) Directors were elected at the first AGM of CGA Limited in 2018 for a term of one (1) year each to ensure the staggered retirement of Directors in the future.

At the 2019 AGM, Mr Grant Harrison and Mr Darryl Clout will have each served a one (1) year term in accordance with Part 26.2 (a) of the constitution, and as such are deemed to be retiring Directors. They are eligible to be nominated for re-election.

As a result of the above, nominations are hereby called for two (2) Directors. The successful candidates will then serve either:

- if the members resolve to amend CGA's constitution, a four year and six month term pursuant to the proposed amendments to Part 9.3 (b) (ii) of CGA's constitution; or
- if the members do not resolve to amend CGA's constitution, a four year term pursuant to Part 26.2 (b) of CGA's constitution.

Should more than two (2) nominations be received, an election will be held for each position by exhaustive ballot as per Part 7.14 of CGA's constitution.

Please refer to the CGA constitution on the CGA website if required:

<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 Company Secretary **by 5.00pm (AEDT) Wednesday 16 October 2019**, 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 (3 page maximum) which includes a summary addressing the criteria outlined below

The successful nominees will be required to attend the Board's next meeting which is scheduled for Friday 6 December at the CGA office in South Melbourne. An induction will be provided for any new Director/s and travel will be arranged by CGA.

DIRECTOR CRITERIA

The following skills and experience in one or more of the areas below should be able to be demonstrated by nominees in a maximum three-page CV:

- Digital Marketing and Branding
- Media
- Accounting and Finance
- Investment Management
- Sport Industry and NFP including high performance, community sport, participation and events
- Governance and Board Directors' Duties & Responsibilities
- Legal
- Government and Public sector relations
- Commercial management including contract negotiation, sponsorship, private sector/corporate relations
- Human Resources management
- International Sports Federations
- Risk management
- Strategic and Strategic Planning implementation

Nominees are to address their expertise in each of the above areas on one page of the CV.

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

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 ASIC registration should the nominee be successful in being elected.
2. Nominating Member Details – As per Part 9.4 (a) of the 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.
3. Nominee Statement – By signing the form, the nominee confirms their eligibility for election as a Director of CGA, as per Part 9.3 of the 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, the nominee must immediately resign from the position in order to become a CGA Director.

4. Declarations & Consent – In accordance with the *Corporations Act 2001 (Cth)*, 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 will be four (4) years or four (4) years and six (6) months;
- 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 in the box.

Please note that once elected, Directors are required to sign a Code of Conduct..

➤ **A three-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 each of the "Director Criteria" listed 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?

The nominee's CV and the statement of support from the nominating Member will be distributed to all voting delegates with the papers for the meeting by Thursday 24 October 2019.

ELECTION PROCESS

If an election is required, a summary of the candidates validly nominated by Members (including the nominating Member, statement of support and any disclosed conflicts of interest) and their CVs will be distributed to all voting delegates. Personal information will not be distributed.

Each of the candidates for election will be given the opportunity to make a two (2) minute address to the AGM prior to the election process commencing. The order of the addresses by candidates will be determined by a random draw conducted by the joint Company Secretaries. Candidates will be advised of the presentation order prior to the AGM.

Voting will be conducted at the AGM by exhaustive ballot, one position at a time. Please refer to Part 7.14 of the CGA constitution for the exhaustive ballot process.

Members are entitled to vote as per Part 4.4 of the CGA constitution, with two (2) votes for each Program Sport Member (current maximum 40 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. Members will be contacted directly to register their voting delegates.

AUSTRALIAN COMMONWEALTH GAMES FOUNDATION

The Australian Commonwealth Games Foundation Limited (ACGF) is trustee of the Australian Commonwealth Games Foundation Trust which manages the assets and investments of the group.

The current Memorandum & Articles of Association for the ACGF states that its Directors are the Directors of CGA. As such, the successful candidates elected to the Board of CGA will also become Directors of the ACGF.

FURTHER INFORMATION

The CGA Board meets 4-5 times per year, with a meeting schedule for 2020 yet to be confirmed. The ACGF Board meets at the same time. In addition, the AGM is generally scheduled for the second or third Saturday in November.

Additional CGA Board sub-committees are currently Finance & Audit and Nominations & Remuneration. There is also an Investment Committee for the ACGF. Memberships of these sub-committees will be reviewed following the AGM and successful candidates may have the opportunity to join 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 one of the joint Company Secretaries:

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 – DIRECTOR

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 strategic plan for 2019 - 2026 embodies a vision for pursuing sporting excellence and connecting with communities. We strive to deliver our vision 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 six, led by its Chief Executive Officer. The Board is assisted by sub committees including a Finance & Audit Committee and Nominations & Remuneration 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, 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 President, Director 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:

- Digital Marketing and Branding
- Media
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- Investment Management
- Sport Industry and NFP including high performance, community sport, participation and events
- Governance and Board Directors' Duties & Responsibilities
- Legal
- Government and Public sector relations
- Commercial management including contract negotiation, sponsorship, private sector/corporate relations
- Human Resources management
- International Sports Federations
- Risk management
- Strategic and Strategic Planning implementation

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

Directors receive remuneration of \$10,000 per year.

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

The CGA Board meets 4-5 times per year. The next Board meeting is scheduled for Friday 6 December. A meetings schedule for 2020 is yet to be finalised. Meetings are generally held at the CGA office in South Melbourne, but may sometimes be held interstate to enable attendance at other relevant events.

The term for a newly elected Director is four (4) years (or 4 years and 6 months if changes to the constitution are passed). 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

Full Name:

Address:

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Phone No: **Email:**

Date of Birth: **Place:**

2. 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

3. NOMINEE STATEMENT

By signing this form, I confirm that I am eligible for election as an Elected Director of the company **Commonwealth Games Australia Limited** (CGA) ACN 629 915 448, in accordance with Part 9.3 of the CGA Constitution.

I will make myself available for the first Board meeting on Friday 6 December in Melbourne at the CGA office in South Melbourne.

4. DECLARATIONS AND CONSENT:

By signing below, I (name) :

- Consent to act as an Elected Director of CGA Ltd if elected, which is a company limited by guarantee under the Corporations Act 2001 (Cth). 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, Ethical Behaviour By-Law and any other relevant CGA By-Laws and policies.
- Acknowledge that if I am elected as a Director that the term will be four (4) years or four (4) years and six (6) months.
- 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 actual, potential or perceived conflicts of interest:

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Signature of Nominee

.....
Date

Completed nomination forms are to be received by 5.00 pm (AEDT), Wednesday 16 October 2019, to:

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

Email: recruitment@commonwealthgames.com.au
❖ Please attach a 3-page (maximum) CV which includes a summary addressing each of the Director criteria and the questions listed in the Election Nomination Information document.