

Bicycle NSW Board Regulation re Direct Voting for 2020

Date of Regulation: 19th November 2020

Bicycle NSW Constitution References: Rules 37.1, 38.1, 38.2 and 15.

Regulation Reference – Bicycle NSW Board Regulation re Direct voting dated 12th August 2009 (amended 24 August 2012)

Due to the voting complexities brought on by the need for a virtual AGM in 2020, as a response to the COVID-19 pandemic, the Board is asked to approve the following amendments to the voting regulations in the Constitution for direct voting for 2020 only. These changes will allow members additional time to vote electronically in place of the ability to vote at the AGM, and will ensure that members each only receive one vote.

As direct voting is a secret ballot, it is impossible to remove someone's vote from direct voting once it has been cast in that system. As such arrangements have been made to allow for direct voting to have precedence over proxies.

For clarity, this regulation does not replace Bicycle NSW Board Regulation re Direct voting dated 12th August 2009 (amended 24 August 2012), but instead puts in arrangements for the 2020 AGM.

The special arrangements are as follows:

Clause 1.3 Priority of votes is to be replaced with:

1.3 Priority of votes

If a member attempts to cast more than one vote in respect of their membership, then only one vote received by the returning officer is to be taken to have been cast. A direct vote will have precedence over a proxy vote.

Original clause

1.3 Priority of votes

If a member attempts to cast more than one vote in respect of their membership, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

Clause 2.3 Time for deposit of Direct Voting Instrument is to be replaced with:

2.3 Time for deposit of Direct Voting instrument

The Direct Voting facility will be available for use by members at least 3 weeks prior to the date of the relevant general meeting.

The Direct Vote must be submitted in accordance with this Regulation up until the time for holding the relevant general meeting. (Note: for the AGM this time is 6pm on Monday 7 December 2020).

Original Clause

2.3 Time for deposit of Direct Voting instrument

The Direct Voting facility will be available for use by members at least 3 weeks prior to the date of the relevant general meeting.

The Direct Vote must be submitted in accordance with this Regulation at least 72 hours before the time for holding the relevant general meeting.

Clause 2.6 Attendance by a member who has cast a Direct Vote is to be replaced with:

2.6 Attendance by a member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance does not cancel that member's Direct Vote.

Original Clause

2.6 Attendance by a member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance will automatically cancel that member's Direct Vote.

Clause 4.3 Certificate of direct votes cast to be replaced with

4.3 Direct voting results supplied to the Returning Officer

The ISP is to supply the Direct voting results directly to the Returning Officer.

Original Clause

4.3 Certificate of direct votes cast

The results from the Direct Voting process are to be submitted by the ISP to the appointed Returning Officer no less than 4 days before the commencement of the General Meeting to which the Direct Vote applies

The Chairman of a meeting must ensure that a certificate signed by the (ISP) in respect of Direct Votes is available at the meeting ahead of any vote being taken.

Bicycle NSW Board Regulation re Direct Voting

Date of Regulation: 12th August 2009 (amended 24 August 2012)

Bicycle NSW Constitution References: Rules 37.1, 38.1, 38.2 and 15.

A Direct Voting facility for General Meetings is to be provided in a manner that meets the following criteria:

- a) Independence: The process must be independently verifiable and auditable. The system must record and track who participated, when they participated, and record the decisions made.
- b) Member Record: Provide members with a facility to print a record prior to the submission of their decisions.
- c) Security: Each member has only one vote on any question arising at a general meeting in accordance with rule 37.1. In the case of Direct Voting, the identity of each member is to be verified by the member providing their Bicycle NSW membership number, in conjunction with the personal identification number (PIN) issued to the member by the Independent Service Provider (ISP) in respect of Direct Voting.

Definitions

ISP means Computershare Investor Services Pty Limited, Level 2, 20 Carrington Street, Sydney New South Wales 2000 or another independent service provider appointed by the Board in respect of Direct Voting by electronic transmission.

1. VOTES BY MEMBERS

1.1 Means of voting

Votes by members at a meeting may be given:

- a) personally at the meeting;
- b) by proxy at the meeting; or
- c) by Direct Vote.

1.2 One vote

A member may only vote by one of the permitted methods in Regulation 1.1 in respect of their membership.

If a member casts a Direct Vote they are taken to have revoked the authority of a previously authorized proxy to vote on their behalf at the meeting.

1.3 Priority of votes

If a member attempts to cast more than one vote in respect of their membership, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

2. DIRECT VOTES

2.1 Direct voting

Every member who is entitled to attend and vote at a general meeting is entitled to cast a Direct Vote, provided that they have complied with the requirements of the ISP from time to time as to verification of that member's identity and have been issued with a PIN by the ISP.

2.2 Direct Voting instrument

To submit a valid Direct Vote, the member must:

- a) ensure that their membership does not expire before the general meeting and if it does, ensure that they renew their membership in accordance with the Board's instructions; and
- b) provide their Bicycle NSW membership number in conjunction with a PIN issued to the member by the ISP.

The form of the Direct Vote is valid if it contains the following information:

- a) the member's name, address and membership number; and
- b) the member's vote on each question to be put before the meeting.

2.3 Time for deposit of Direct Voting instrument

The Direct Voting facility will be available for use by members at least 3 weeks prior to the date of the relevant general meeting.

The Direct Vote must be submitted in accordance with this Regulation at least 72 hours before the time for holding the relevant general meeting.

2.4 Validity

A vote cast in accordance with a Direct Vote is valid even if before the meeting the member:

- a) dies; or
- b) becomes of unsound mind,

unless a written notification of the relevant event is received by the Secretary before the commencement of the meeting in respect of which the Direct Vote has been cast.

2.5 Chairman's decision

The Chairman's decision as to whether a Direct Vote is valid is conclusive.

2.6 Attendance by a member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance will automatically cancel that member's Direct Vote.

3. VOTING ON NEW MOTIONS

If a new item or resolution is to be put before the meeting, the Association must publish a Supplementary Notice of Meeting on the Association's website. The Supplementary Notice of Meeting must include instructions on how to submit a Direct Vote and obtain a proxy appointment form, either for that new item or resolution only or expanding the items or resolutions included in the First Notice of Meeting.

4. COUNTING DIRECT VOTES

4.1 Count

If a vote is taken at a meeting on a question on which a Direct Vote was cast, the Chairman of the meeting must:

- a) on a vote by show of hands, include the votes of each member who has submitted a Direct Vote for or against the question except where the Direct Vote is to be disregarded or cancelled in accordance with these regulations; and
- b) on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the question.

4.2 Call for a poll

The Chairman of a meeting should call for a poll on a question where he or she believes that, having regard to the Direct Votes cast or directed proxies received, the result may differ from that obtained on a show of hands.

4.3 Certificate of direct votes cast

The results from the Direct Voting process are to be submitted by the ISP to the appointed Returning Officer no less than 4 days before the commencement of the General Meeting to which the Direct Vote applies

The Chairman of a meeting must ensure that a certificate signed by the (ISP) in respect of Direct Votes is available at the meeting ahead of any vote being taken.