

2023 ELECTION OF DIRECTORS NOMINATION PACK



Artwork by Marwa, aged 4 years – KU Mayfield AMEP

CRITERIA FOR ELECTION TO KU BOARD OF DIRECTORS



In the 2023 Election of Directors, the Board seeks candidates with sound judgement, strategic thinking, and an understanding of, and commitment to social responsibility. KU welcomes the nomination of Aboriginal and Torres Strait Islander candidates for election to the KU Board.

To ensure diversity and the appropriate mix of skills, the Board is looking to retain and enhance the following core skills and experience:

- ▶ Early Childhood Education/Research
- ▶ Finance
- ▶ Risk Management
- ▶ Corporate Law and Governance
- ▶ Environmental, Social and Governance (ESG)
- ▶ Property
- ▶ Organisational Strategy and Transformation
- ▶ Human resources
- ▶ Strategic marketing
- ▶ Allied Health
- ▶ Innovation

Additional skills being sought include:

- ▶ Technology/Cyber Security
- ▶ Philanthropy and fundraising

ELIGIBILITY

In addition to having the above skills and experience, to be eligible to stand for election to KU's Board of Directors you must be a Member of KU Children's Services.

- ▶ To become a Parent Member, you must be a parent with a child at one of our services or programs and sign a Membership Application Form each year. Only one parent of each enrolled child may become a Parent Member each year.
- ▶ A second parent wishing to become a member may apply to become a General Interest Member by completing and submitting the General Interest Member Form each year. This can be downloaded from the parent section of www.ku.com.au.
- ▶ Any other persons who have an interest in early childhood education in general and KU in particular may also apply to become a General Interest Member.
- ▶ All KU Members, including Parent Members, General Interest Members and Life Members, can stand for election and vote at the AGM.
- ▶ To stand for election your Nomination Form will need to be signed by a proposer and seconder who both must also be Members of KU.
- ▶ To be eligible for election you must not be bankrupt or have been discharged from bankruptcy in the last 5 years.
- ▶ Please note that KU holds Directors' and Officers' insurance for all Board members.

CRITERIA FOR ELECTION TO KU BOARD OF DIRECTORS

Continued...

REQUIREMENTS AND EXPECTATIONS

- 1. Before being elected to the Board**, candidates are required to provide the following documentation:
 - ▶ Completed Nomination form signed by the candidate, the proposer and seconder
 - ▶ Resume
- 2. After being elected to the Board**, several documents/processes are required for directors as persons with Management or Control of a service to complete in accordance with legislative and/or regulatory requirements with an expeditious turnaround – see below – KU will provide a timeline for submitting the legislative/regulatory Forms and support to elected/appointed Directors.

Legislative requirements

- ▶ Australian Children’s Education & Care Quality Authority (ACECQA) PA02 Form
- ▶ Australian Government Provider Digital Access (PRODA) portal
- ▶ National Disability Insurance Scheme (NDIS)
- ▶ Australian Charities and Not-for-Profits Commission (ACNC)
- ▶ Australian Securities and Investments Commission (ASIC)
- ▶ Directors ID Number

Necessary information common to the legislative requirements

- ▶ Given full Name, and family name
(Marriage certificate if known by another name / former name)
- ▶ Date of Birth
- ▶ Place of birth and residential address
- ▶ Contact Details (phone numbers / email addresses)
- ▶ One form of ID: current passport, current drivers’ licence, current proof of age card
- ▶ The position they hold and the date they became a Responsible Person.
- ▶ Volunteer Working With Children Checks for NSW, QLD, VIC and ACT
- ▶ National disability Insurance Scheme (NDIS) Worker Screening check
- ▶ An online Worker Orientation Module called ‘Quality, Safety and You’
- ▶ National Police / Criminal Check
- ▶ Resume

Completed by KU:

- ▶ Bankruptcy Search
- ▶ Historical Personal Name Extract
- ▶ Banned and Disqualified Register

CRITERIA FOR ELECTION TO KU BOARD OF DIRECTORS

Continued...

BOARD GIVING

KU recognises the commitment and contribution that Board Members make to KU Children's Services in volunteering their time and expertise through their service as a Company Director. Board Members can also contribute to the KU Marcia Burgess Foundation throughout their term of service to KU, in a way that aligns with their personal circumstances and capacity. Examples of such contributions include donations, fundraising activities and facilitating introductions to potential funders, foundations, trusts and partners.

TIME COMMITMENT

Being a Director of KU requires significant investment of voluntary time. Upon joining the Board, new Directors are expected to attend/ participate in a range of induction activities including:

Essential

Throughout the year Board meetings and commitments include:

- ▶ Board induction session with the CEO and Executive Team
- ▶ Approved Provider Regulation training
- ▶ Facilitated visits to KU services' (full day or two half days)
- ▶ 9 Board meetings per year (held in the evenings), a combination of virtual and face to face
- ▶ Generally, Board Members sit on one or two Board Committees that usually meet 4 times per year via zoom
- ▶ KU Board Strategy Day (full day held on a weekend)

Strongly Encouraged

- ▶ Two Board functions per year (held in the evenings)
- ▶ KU Annual Conference (full day held on a weekend)
- ▶ One service-based function per year
- ▶ Attendance at the Annual General Meeting (AGM)

FURTHER INFORMATION

Existing Board Members welcome the opportunity to talk to potential candidates for election and encourage candidates considering standing to take up this opportunity.

For more information, please contact the Company Secretary at CompanySecretary@ku.com.au.

NOMINATION FORM



Children's Services
Since 1895

SECTION 1: PROPOSAL

To be completed by the persons making the nomination.

We have pleasure in nominating:

Name: _____

Address: _____

for the position of Director of KU Children's Services.

Name of Proposer* (print): _____

Signature of Proposer: _____ Date: _____

Name of Seconder* (print): _____

Signature of Seconder: _____ Date: _____

**Note: The Proposer, Seconder and Nominee must all be Members of KU. If you are unsure of your Membership status, we suggest you include a completed Membership Application Form/s with your nomination to ensure your nomination is valid.*

SECTION 2: NOMINEE

To be completed by the person being nominated.

I accept the nomination for the position of Director of KU Children's Services.

Signature of Nominee: _____ Date: _____

This completed form must be received by no later than **5:00pm** on **Thursday 13 April 2023**, along with a completed *Nominee Details Form* and *Consent to Act as Director Form*.

Return via post:

Company Secretary
KU Children's Services
Box Q132
QVB Post Office NSW 1230

or via fax:

Company Secretary
KU Children's Services
Fax: 02 9267 6653

or via email: CompanySecretary@ku.com.au

NOMINEE DETAILS



Reponses must be limited to the space provided.

PERSONAL DETAILS

Title: Ms Mr Dr Other: _____

First name*: _____ Family name*: _____

Address: _____

Phone: M: _____ W: _____ H: _____

Email: _____

Cultural background: _____

KU MEMBERSHIP TYPE

Parent Member General Interest Member Life Member

Name of KU service or Program (if Parent Member): _____

QUALIFICATIONS*

CURRENT AND RECENT OCCUPATION(S)*

BOARDS OR COMMITTEE EXPERIENCE* (specify not-for-profit or commercial):

NOMINEE DETAILS

Continued...

SPECIFIC SKILLS, QUALIFICATIONS, AND EXPERIENCE*

<i>(List years' experience)</i>	
Early Childhood Education/Research	
Finance	
Risk Management	
Corporate Law and Governance	
Environmental, Social and Governance (ESG)	
Property	
Organisational Strategy and Transformation	
Human resources	
Strategic marketing	
Allied Health	
Innovation	
Technology/Cyber Security	
Philanthropy and fundraising	

DETAILS OF RELEVANT EXPERIENCE*

OTHER INFORMATION*

NOMINEE DETAILS

Continued...

Signature: _____ Date: _____

*** If an election is required, the information you provide in these fields will be made available to Members to assist them in determining how they will cast their vote.**

If required, answers extending beyond the space provided will be abridged for that purpose.

If an election is required, candidates may also be given the opportunity to briefly address the Annual General Meeting.

This completed form must be returned along with a completed Nomination Form, Consent to Act as Director, a current, full Resume and evidence of any legislative and/or regulatory requirements obtained or are being sought.

CONSENT TO ACT AS DIRECTOR



KU Children's Services
ABN 89 000 006 137
ACN 000 006 137
(Company)

CONSENT TO ACT AS A DIRECTORⁱ

To: The Board of Directors
KU Children's Services

I _____, consent to be appointed and to act as a Director of the Company.

I disclose the following information for the purposes of the *Corporations Act 2001* (Cth):

1. PERSONAL DETAILSⁱⁱ

Full name: _____

Residential addressⁱⁱⁱ: _____

Date of birth: _____ Place of birth: _____

2. STANDING NOTICE ABOUT INTERESTS^{iv}

I give standing notice that I have the following interests which relate to the affairs of the Company. Where applicable, I have detailed below the nature and extent of my interest.

A. The shares, debentures and prescribed interests in the Company or related bodies corporate, or rights or options thereto, for purchase, allotment, or disposal, in which I have a relevant interest are:

B. The contracts containing a right to call for or make delivery of shares, debentures or prescribed interests in the Company or related bodies corporate, under which I may benefit are:

C. The interests that I have in contracts or proposed contracts with the Company, or its related bodies corporate are:

CONSENT TO ACT AS DIRECTOR

Continued...

- D. I am an officer or member of the following corporations and firms and must be regarded as interested in any contract with these corporations or firms. I have also set out the nature and extent of my interest:

- E. The offices and property that I hold where duties or interests might be created in conflict with my duties or interests as a director of the Company, and the nature, character, and extent of the conflict, are:

- F. Details of the nature and extent of interests in matters that relate to the affairs of the Company not disclosed above are as follows:

3. NOTIFICATION OF CHANGE IN PERSONAL DETAILS

I agree to notify the Company of any change in my personal details within 7 days after the change.^v

Name (please print): _____

Signature: _____ Date: _____

FOOTNOTES

- ⁱ The Company will contravene section 201D of the Corporations Act if a person does not give the Company a signed consent to act as a director of the Company before being appointed.
- ⁱⁱ Under section 205B of the Corporations Act, the Company must notify ASIC of the personal details of its officers within 28 days after each appointment.
- ⁱⁱⁱ Under section 205D, an officer must use their usual residential address for the purpose of receiving notices or other service, unless that officer:
 - (a) is a silent voter under section 104 of the *Electoral Act 1918* (Cth) and a Form 379 'Application for suppression of residential address' has been lodged with ASIC along with a certified copy of AEC's approval letter for silent enrolment; or
 - (b) has lodged a Form 378 'Application for use of an alternative address' and a Form 379 with ASIC and ASIC determines that disclosure of that person's residential address in the notices required by section 205B of the Corporations Act would put at risk the safety of that person or his/her family.

If either (a) or (b) applies, you are entitled to provide an alternative address which must be in Australia and be one at which documents can be served on you. A person entitled to use an alternative address must notify ASIC of their usual residential address as well as any change to it within 14 days after the change using Form 379 (section 205D(3)).

CONSENT TO ACT AS DIRECTOR

Continued...

iv Under section 191(1), a director of a company (whether public or proprietary) who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest subject to certain exceptions. One exception is that the director has given a standing notice of the nature and extent of the interest under section 192 and the notice is still effective in relation to the interest.

This is a standing notice to be given by you to the other directors of the nature and extent of your interest in matters. The standing notice may be given to the other directors before the interest becomes a material personal interest.

The introductory words of the standing notice contemplate that you will not identify each notified interest as a material personal interest. This is because:

- (a) to do so might make it difficult for you to take the position later that the interest is not a material personal interest which, under the Corporations Act, would or might preclude you from being present at a meeting of directors at which the matter in which you have notified an interest is being considered and voting on it; and
- (b) it is consistent with good corporate governance practice for the directors to notify interests that relate to the affairs of the company even though they might fall short of a material personal interest (as undefined expression).

The notice must be given at a directors' meeting or to the other directors individually in writing. If the notice is given to the other directors individually in writing, it must be tabled at the next directors' meeting after it is given to every director.

Section 192 also contains provisions for "refreshing" the standing notice where:

- (a) there is a material change in the nature or extent of the interest; or
- (b) a new director is appointed.

v You must give notice to the Company of any change in your personal details within 7 days after the change (section 205C(2)). The Company must notify ASIC of any change within 28 days after the change (section 205B(4)). Penalties apply to late notification by the Company to ASIC.

APPLICATION FOR GENERAL INTEREST MEMBERSHIP 2023



Service Name (if applicable): _____

Please note: Only one parent per family is eligible to become a "Parent Member" and is required to complete the Parent Membership form.

If the other parent wishes to become a Member, they must become a General Interest Member. This Application form for being a General Interest Member needs to be completed and forwarded to KU Children's Services (KU) to be approved by the Board of Directors.

1. APPLICATION TYPE

New Membership (N) Membership Renewal (R) Change of Details (C)

2. APPLICANT DETAILS

I _____
(Mr, Mrs, Ms, etc.) (Given Names) (Family Name)
of _____
(Street No. and Name)
_____ Postcode: _____
(Suburb)

Telephone (Home): _____ (Mobile): _____

apply to be admitted as a General Interest Member of **KU Children's Services**.

Please provide your email for notification of AGM: _____

3. SERVICE VOTING RIGHTS

I agree to abide by the Constitution of KU Children's Services (*available at KU services or upon request*).

Signed: _____ Date: _____

4. 2022 FINANCIAL REPORT (to be printed in 2023)

Copies of the Financial Report will be available for inspection at all KU services and on the KU website – **www.ku.com.au**

Please tick one box only

- Please do not send me a copy of the 2022 Financial Report. I understand that they will be available for inspection at KU services and on the KU website – **www.ku.com.au**
- Please send me an electronic copy of the 2022 Financial Report via the email address provided above
- Please send me a printed copy of the 2022 Financial Report via the address provided above

Signed: _____ Date: _____

NB: Completion of this section is only applicable until 28 days prior to AGM.

DIRECTORS: Please scan and email forms to CompanySecretary@ku.com.au