



Children's Services
Since 1895

2019 ELECTION OF DIRECTORS NOMINATION PACK



Criteria for Election to KU Board of Directors



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In the 2019 Election of Directors, the Board seeks candidates with good judgment, strategic thinking and an understanding of and commitment to social responsibility. Current Board Directors have skills and expertise in:

- ▶ Early childhood education/research
- ▶ Finance
- ▶ Law (Corporate/Governance)
- ▶ Property
- ▶ Human Resources
- ▶ Organisation change and transformation
- ▶ Marketing
- ▶ Not for profit sector experience
- ▶ Board experience

Skills, knowledge and experience being sought

In an effort to ensure diversity and an appropriate mix of skills, experience, knowledge and capabilities on the Board, the Board has determined that it is seeking candidates with skills and experience in:

- ▶ **Early Childhood Education**

Within this area of experience, it would be helpful if the candidate also had the following experience:

- ▶ **Not for profit sector experience**
- ▶ **Executive level experience**
- ▶ **Board experience**

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 Membership Form* each year. This can be downloaded from the parent intranet 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.
- ▶ If you are elected you must undergo a Working With Children Check and a National Police Check in order to comply with Government requirements in respect of current legislation. You will be required to regularly complete paperwork associated with KU's compliance as an Approved Provider.
- ▶ Please note that KU holds Directors' and Officers' insurance for all Board members.

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.

A suitable meeting time can be arranged by contacting Kylie Schembri, Executive Assistant, on **02 9268 3904** or via email at kylie.schembri@ku.com.au.

Nomination Form



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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 Secunder* (print): _____

Signature of Secunder: _____

Date: _____

**Note: The Proposer, Secunder 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 KU's Company Secretary no later than 5:00pm on Friday 12 April 2019, 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: kylie.schembri@ku.com.au

Nominee Details



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Responses must be limited to the space provided.

Personal Details

Title: Ms Mrs Mr Dr Other: _____

First name*: _____

Family name*: _____

Address: _____

Phone: H: _____ W: _____ M: _____

Fax: _____ Email: _____

KU Membership Type

Parent Member General Interest Member Life Member

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

Qualifications*

Current and Recent Occupation(s)*

Specific skills, qualifications and experience*

(List years experience)

Early Childhood Education	
Not for profit sector experience	
Executive level experience	
Board experience	

Nominee Details

Continued...



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Details of relevant experience*

Boards or Committee experience* (specify not-for-profit or commercial):

Other information*

Signature: _____ Date: _____

* In the event that 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.

In the event that 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 and Consent to Act as Director.

Consent to Act as Director



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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...



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- 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: _____

Consent to Act as Director

Continued...



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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)).

- 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 table 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.