



## 2023 BOARD DIRECTOR ELECTION TERMS & CONDITIONS

### CRITERIA TO NOMINATE AS VMA BOARD DIRECTOR

A person is eligible for election as a director of the **Venue Management Association (Asia and Pacific) Limited** if they, having been nominated by two members entitled to vote;

In the case of an **active member** the person has been an **active member** for at two years and meets at least two of the following criteria:

1. completed the Venue Management School or equivalent qualification;
2. served on any VMA committee in any capacity;
3. attended at least two VMA annual congresses in the past five years;
4. attended any VMA training, professional development, educational or other seminar;
5. been a venue manager or held a senior position in the venue industry for a minimum of four years; or
6. been a CEO, MD or GM of a major venue for at least two years.

In the case of an **allied member** the person has been an **allied member** for at least two years and has been engaged in providing goods or services to the venue industry for a minimum of three years.

### COMMITMENTS AND ROLES THAT APPLY TO ALL VMA BOARD DIRECTORS

#### **Duties and Responsibilities:**

The following is a detailed list of responsibilities and commitments that each member should consider before nominating for a **3-year term** on the Board. These duties are to be carried out in accordance with the details contained in the Constitution of the Venue Management Association (Asia and Pacific) Limited.

#### **A Member with the above eligibility criteria may nominate for election:**

Any member shall be entitled to be nominated for the election of the Board providing that person meets the criteria and the nomination paper is signed by the proposer, seconder and nominee and reaches the Secretary at the specified date and time on the nomination form.

#### **How is the election conducted?**

The nomination forms will state the specified closing date for receipt at the offices of the Venue Management Association (Asia and Pacific) Limited.

At the close of business on the specified closing date for the receipt of nominations, the VMA Chief Executive will then validate all nomination forms for compliance and eligibility for nomination as a Board Director.

If at this time, the number of nominations received is equal to or less than the number of vacant positions on the Board in each category no further election process will take place. In

the event that there are insufficient candidates nominated, the Board may fill the remaining vacancy or vacancies, to the maximum numbers comprising Active and Allied members, and such appointments are at the discretion of Board.

Providing only if there are more nominations received than vacant positions on the Board in each category, then, no later than seven (7) days but excluding gazetted public holidays from the date of receipt of nominations a notice from the Secretary, through the Chief Executive will be issued containing a list of candidates and their particulars; instructions on completing an online ballot voting paper together with the closing date and any other relevant information.

Within a further seven (7) days but excluding gazetted public holidays from the closing date all completed online ballot papers will be securely forwarded to the VMA Auditors, for validation and counting. Within a further seven (7) days but excluding gazetted public holidays the results of the election and the new Board will be announced by email to all financial members.

### **Once elected, what are my duties and responsibilities?**

As soon as practicable after the AGM in the manner provided within the Constitution, there is an election from amongst the Board for persons to fill the offices of VMA President; Chairman Finance, Audit & Risk Committee (treasurer); Chairman Membership & Marketing Committee; Chairman Professional Development Committee (VMS & IVSS representative); and Chairman Congress Committee. All office bearers, with the exception of the VMA President who shall hold that position for 3 years, shall retire annually but shall be eligible for re-election.

### **What committees could I be serving on?**

The Board may for any period between Annual General Meetings delegate any powers and duties which it may lawfully delegate to an Executive Committee who shall be elected by the members of the Board at any meeting of the Board after the Annual General Meeting of the Company. The Executive Committee shall regulate its proceedings as it considers fit and must record minutes. The VMA President serves a term of three years, whilst all other members of the Executive Committee shall hold office until the beginning of the next Annual General Meeting following their appointment or election.

### **Committees that a Director may serve on include:**

- Finance, Audit & Risk Committee
- Membership & Marketing Committee
- Professional Development Committee
- Congress Committee

### **What are my meeting obligations?**

The Board typically meets four times per year and may adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time, and the Secretary shall on the requisition of a member of the Board, summon a meeting of the Board. All Board Directors are expected to attend all meetings scheduled and at their own cost or through their respective companies for travel and accommodation. The Constitution provides for suspension of a Board Director should there be an absence from 3 consecutive meetings without the approval of the Directors.

In addition to Board meetings each sub Committee meets at least 4 times per year. These meetings are typically held virtually and around a 1 hour duration. It is expected that all

Directors will make every effort to attend the meetings of the Committee's they are elected to.

**The likely spread of regular meetings for the following 12 months is:**

- May (at Congress);
- August (location rotates);
- November (at VMS); and
- February (location rotates).

Note: All candidates, if elected, you should allow time to attend your FIRST Board meeting immediately after the annual Congress which is usually held on the Wednesday following the formal closing of the Congress.

Members of the Board may participate in a meeting of the Board via the VMA's online meeting platform.

**What are my financial obligations to this meeting agenda?**

It is the accepted practice that all Board Directors, either privately or through their employer, pay for air or road transport and any accommodation that may be required. Special circumstances may provide for cost recovery through the VMA.

**What other commitments are expected from a Board Director?**

Board Directors should also be aware of their requirement to participate in and be actively involved with such matters as:

- Appointments of officers and staff;
- Correct proceedings at Board meetings;
- The correct record of all proceedings at all meetings of the Company and of the Board

**If a Director is elected to VMA President, what special obligations does this role have?**

Should a Director be elected from within the Board as VMA President (for a term of 3-years), there may be a requirement to travel annually to the USA in January and July to attend IAVM Board of Directors meetings.

In the event that the standing President of the Association is either retired, or not engaged in employment, the VMA will cover the following costs of attending key VMA events:

- Congress - Travel, accommodation and full delegate fees,
- Venue Management School – Travel and accommodation,
- Board Meetings – Travel and accommodation, where not virtual,
- Any other meetings as approved by the Board.

**Board to respond to communications and participate:**

Board Directors who chair committees are to report on their activity, make a presentation of their report at Board meetings and feed information to the Chief Executive.

**What are my legal obligations?**

The Venue Management Association (Asia & Pacific) Limited is a company limited by guarantee. All statutory and fiduciary responsibilities under law apply to Directors of Companies. The VMA reports to ASIC annually.