



Elections and Appointments to the Board of Directors Procedure

October 2025

1. Preamble

- 1.1. The Board is elected by and accountable to the Society's members. The Board should ensure that there is a rigorous, active, transparent and democratic approach to renewal of the Board and consideration should be given to the length of service of Trustees to ensure independence of thinking and approach.
- 1.2. The election and appointment process should be formal and transparent, ensure that the democratic rights of members can be exercised and should be based on merit and objective criteria.
- 1.3. References to "Directors" within the Society's rules and this document are equivalent to the Society's terminology of "Trustees".
- 1.4. The CVCLT's Rules, referred to in this document, are on [CVCLT's website](#).

2. Standing and voting rights

- 2.1. All members are eligible to seek election to the Board with the following exceptions: Rule 60. *"Only persons who are aged 18 years or more may serve on the Board of Directors."* and Rule 59. *"Under no circumstances shall any Employee of the Society serve on the Board."*
- 2.2. In addition, Directors must confirm that they are not and have never been
 - disqualified from holding office as a director or trustee;
 - subject to a bankruptcy order.
- 2.3. The business of each annual general meeting (AGM) shall include Rule 30. *"The election of the Board or the results of the election if held previously by ballot."*



3. The election of existing trustees

- 3.1. The tenure of existing Directors is subject to a retirement cycle (Rule 62. *At the first annual general meeting all Directors shall stand down. At every subsequent annual general meeting one third of the elected Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Directors to retire shall be decided by lot. A retiring Director shall be eligible for re-election.*)
- 3.2. Directors who are to retire may stand for re-election but must do so via the same process (see below) as all other members.
- 3.3. Existing Directors who are not required to retire need not stand for re-election under the Society's rules, but in line with best practice, Directors who have served for two, consecutive, three-year terms should stand for re-election if they wish to continue to be on the Board.

4. Election process

- 4.1. Elections will be held for all vacant positions on the Board. If the number of nominations received exceed the total number of vacancies, the elections to the Board will be contested.
- 4.2. The Board will seek nominations to the Board from members, who will be advised regarding the nomination and election process to the Board with no less than six weeks' notice of the election date.
- 4.3. All members will be invited to stand for election, subject to eligibility, and will be provided with a nomination form, the Society's Rules and the Code of Conduct for trustees, as a minimum.
- 4.4. Members will also receive additional documents approved by the Board such as information about the Society, the Board and the trustee role.
- 4.5. Nominees will be asked to confirm they have read and understood the Code of Conduct, and, if elected, that they must sign an acknowledgement confirming their obligation to comply with the Code.
- 4.6. The deadline for receipt by the Secretary of nominations will be no later than three weeks before the election date.



- 4.7. The election information submitted by nominees (excluding personal information other than name), will be circulated to members no later than two weeks before the election date.
- 4.8. Nominees' election information will be shown in order of surname and the information given by nominees will be shown exactly as it is written. Text over the maximum word limit will be cut off.

5. Voting

- 5.1. All nominees will be subject to the full election process, regardless of whether elections are contested.
- 5.2. Voting for elections to the Board may be undertaken in advance of the AGM and the results reported at the AGM. Alternatively, voting will take place during the AGM itself.
- 5.3. Rule 49. *"A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper ballot is demanded in accordance with these Rules. A declaration by the chairperson that a resolution has on a show of hands been carried or lost with an entry to that effect in the minutes of the general meeting shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded."*
- 5.4. Rule 50. *"In the case of an equality of votes, whether on show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost."*
- 5.5. Rule 51. *"A paper ballot can be demanded before or on the declaration of the result of the show of hands by three Members at a general meeting."*
- 5.6. Rule 52. *"If a paper ballot is duly demanded, it shall be taken in such a manner as the chairperson directs, provided that no member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded."*
- 5.7. Members will be entitled to vote for as many nominees as they so wish.
- 5.8. In the case of a tied vote between the lowest placed nominees after counting and declaring there will be a further vote between the tied nominees only.



6. Returning and recording results

- 6.1. The Secretary (or a delegated Director not standing for election if the Secretary is standing for election or is unavailable) shall act as the returning officer for all elections to the Board.
- 6.2. The result of all elections will be made known to those members present and recorded in the AGM minutes. The membership as a whole will be informed of election results via the minutes of the meeting

7. Co-option of Trustees

- 7.1. Rule 63. *“the Board of Directors may co-opt up to two external independent Directors who need not be members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of co-option, subject to a review at least every 12 months.”*
- 7.2. Rule 64. *“The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.”*
- 7.3. Rule 65. *“At no time must the number of co-opted individuals comprise more than one third of the Board of Directors.”*

8. Officers of the Board

- 8.1. Officers of the Board (Chairperson, Secretary and any other agreed officer roles, such as Treasurer) will be appointed by the duly elected Directors and those already in office at the first Directors’ meeting following the AGM. A serving Officer who is not re-elected to the Board at the AGM shall nevertheless continue in office until the first Board meeting following the AGM (Rule 89).

Approved by the Board of Trustees on 20th October 2025