



22 April 2024

Stephen Wallace  
Treasurer  
Australian Directors Guild Limited  
Sent via email: [admin@adg.org.au](mailto:admin@adg.org.au)

Dear Stephen Wallace



**IMMEDIATE ACTION REQUIRED:**

**You must take steps after your recent election E2023/137**

An election has recently been completed by the Australian Electoral Commission (AEC) for the Australian Directors Guild Limited and a post-election report has been issued by the AEC.

This letter explains the next steps you must take, including what information you need to give to members and what information you need to lodge with the Fair Work Commission (the Commission).

**What you must do right now**

- Let your members know about the election report issued by the AEC
- Arrange financial training for officers newly elected to an office with financial management duties. (This includes all members of the committee of management).
- Complete the notification of change and email it to the Commission at [regorgs@fwc.gov.au](mailto:regorgs@fwc.gov.au)

This letter explains these steps and the tools available to help you.

**STEP 1: Notify members**

You must put a notice on your website once you receive your post-election report. It must tell your members they can request a copy of the post-election report from you or the AEC (regulation 141). The notice must be on your website for at least three months.



Can we put more information on our website?

Yes! Being transparent is part of good governance. You can publish the whole report or the declaration of results, as well as your notice and leave them up longer than three months. You can always do more than the regulatory minimum.

The Commission will also publish your declaration of results on our [website](#).

## STEP 2: Financial training

You may have to arrange financial training for people elected to new roles.

All officers with financial management duties must complete approved financial training (section 293K). For information on when officers must redo training and hints on when to book training for officers taking up multiple offices [please see our fact sheet](#).

There are face-to-face and online [financial training packages on the Commission website](#).

You must act on this now, as affected officers **MUST** complete approved financial training OR receive an [exemption by the Commission](#) **within six months** of beginning to hold office.



### Good governance tip:

Organisations should instruct officer holders about their other obligations. This is especially important for committee of management members.

Our podcast covers the [benefits of officer induction](#). Officers have responsibilities under the rules, the *Fair Work (Registered Organisations) Act 2009* (the RO Act), and disclosure requirements around conflicts of interest, remuneration and material personal interests. Officers will benefit from our [officer induction kit](#) and our [podcast](#), such as [episode 17 - conflicts of interest](#).

## STEP 3: Notifications of change



A notification of change must be lodged with the Commission within **35 days** of the change occurring.

We have a [template](#) to help you with this, which you can send to [regorgs@fwc.gov.au](mailto:regorgs@fwc.gov.au). An officer must sign the completed notification template.

You must lodge a notification of change if:

- any of your officers have not been re-elected;
- officers have changed offices; or
- you have new officers.

Only notify us of changes that have **already occurred**. If people take up office in the future, you must wait until the change happens before lodging the notification within 35 days of the change.

**Note:** One election may result in many notifications of change.



#### Penalties apply

Failing to lodge your notifications of change on time can expose your organisation and its officers to significant penalties.

**Real-life example of penalties in Court** An organisation failed to make a series of notifications of change on time.

The Full Court said ‘The record-keeping obligations imposed under the Registered Organisations Act are treated by the legislature as important and serious, and contravention of those obligations are correspondingly serious.’

The organisation was ordered to pay a penalty. More information is available in our [case summary](#).



#### Why do I need to tell you the results of the election when you’ve already received them?

The RO Act requires that **you** tell us this information about your officers – it is a legal obligation. The notification of change also contains information that is not in the declaration of results.

#### What if the officer has already done training?

Check out our [fact sheet](#) for when officers need to redo training, when they can get an exemption and when further training isn’t required.

If you have any queries we can be contacted on 1300 341 665 or by email at [regorgs@fwc.gov.au](mailto:regorgs@fwc.gov.au).

Yours sincerely

**Fair Work Commission**



The Commission has an interim [Compliance Policy](#) which explains how we respond to issues of non-compliance. The policy is available on our website if you would like further information on the steps the compliance team may take in response to non-lodgement of a financial report.

19 April 2024

# Post-election report

**Australian Directors Guild Limited  
Scheduled Election  
E2023/137**

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# Election(s) Covered in Post-Election Report (PER)

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Organisation: Australian Directors Guild Limited

Election Decision No: E2023/137

Election: Scheduled

Date the nominations closed: 10/04/2024.

Date results declared: 17/04/2024

Date PER due: 9/05/2024.

## Relevant legal provisions

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*Fair Work (Registered Organisations) Act 2009* ('the Act')

### **197 Post-election report by AEC**

#### *Requirement for AEC to make report*

- (1) After the completion of an election conducted under this Part by the AEC, the AEC must give a written report on the conduct of the election to:
  - (a) the General Manager; and
  - (b) the organisation or branch for whom the election was conducted.

Note: The AEC may be able, in the same report, to report on more than one election it has conducted for an organisation. However, regulations made under paragraph 359(2)(c) may impose requirements about the manner and timing of reports.

- (2) The report must include details of the prescribed matters.

#### *Contents of report—register of members*

- (3) If the AEC is of the opinion that the register of members, or the part of the register, made available to the AEC for the purposes of the election contained, at the time of the election:
  - (a) an unusually large proportion of members' addresses that were not current; or
  - (b) in the case of a register kept by an organisation of employees—an unusually large proportion of members' addresses that were workplace addresses;

this fact must be included in the report, together with a reference to any relevant model rules which, in the opinion of the AEC, could assist the organisation or branch to address this matter.

Note: Model rules are relevant only to the conduct of elections for office, not for elections for other positions (see section 147).

#### *Contents of report—difficult rules*

- (4) If the report identifies a rule of the organisation or branch that, in the AEC's opinion, was difficult to interpret or apply in relation to the conduct of the election, the report must also refer to any relevant model rules, which in the opinion of the AEC, could assist the organisation or branch to address this matter.

Note: For model rules, see section 147.

#### *Subsection (3) relevant only for postal ballots*

- (5) Subsection (3) applies only in relation to elections conducted by postal ballot.

Note: An organisation can obtain an exemption from the requirement to hold elections for office by postal ballot (see section 144).

## 190 Organisation or branch must not assist one candidate over another

An organisation or branch commits an offence if it uses, or allows to be used, its property or resources to help a candidate against another candidate in an election under this Part for an office or other position.

Penalty: 100 penalty units.

## 193 Provisions applicable to elections conducted by AEC

- (1) If an electoral official is conducting an election, or taking a step in relation to an election, for an office or other position in an organisation, or branch of an organisation, the electoral official:
  - (a) subject to paragraph (b), must comply with the rules of the organisation or branch; and
  - (b) may, in spite of anything in the rules of the organisation or branch, take such action, and give such directions, as the electoral official considers necessary:
    - (i) to ensure that no irregularities occur in or in relation to the election; or
    - (ii) to remedy any procedural defects that appear to the electoral official to exist in the rules; or
    - (iii) to ensure the security of ballot papers and envelopes that are for use, or used, in the election.
- (2) A person commits an offence if the person does not comply with a direction under subsection (1).

Penalty: 30 penalty units.
- (3) Subsection (2) does not apply so far as the person is not capable of complying.

Note: A defendant bears an evidential burden in relation to the matter in subsection (3) (see subsection 13.3(3) of the *Criminal Code*).
- (4) Subsection (2) does not apply if the person has a reasonable excuse.

Note: A defendant bears an evidential burden in relation to the matter mentioned in subsection (4), see subsection 13.3(3) of the *Criminal Code*.
- (5) An offence against subsection (2) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.
- (6) An election for an office or other position conducted by an electoral official, or step taken in relation to such an election, is not invalid merely because of a breach of the rules of the organisation or branch because of:
  - (a) action taken under subsection (1); or
  - (b) an act done in compliance with a direction under subsection (1).
- (7) If an electoral official conducting, or taking a step in connection with, an election for an office or other position:
  - (a) dies or becomes unable to complete the conduct of the election or the taking of the step; or
  - (b) ceases to be qualified to conduct the election or to take the step;the Electoral Commissioner must arrange for the completion of the conduct of the election, or the taking of the step, by another electoral official.

## 6 Definitions

*irregularity*, in relation to an election or ballot, includes:

- (a) a breach of the rules of an organisation or branch of an organisation; and
- (b) an act or omission by means of which:
  - (i) the full and free recording of votes by all persons entitled to record votes and by no other persons; or
  - (ii) a correct ascertainment or declaration of the results of the voting; is, or is attempted to be, prevented or hindered; and
- (c) a contravention of section 190.



*Fair Work (Registered Organisations) Regulations 2009* ('the Regulations')

**140 Declaration of result of election (s 193)**

- (1) Within 14 days after the closing day of an election, the AEC must issue a declaration stating the following:
  - (a) the total number of persons on the roll of voters;
  - (b) the total number of ballot papers issued (if applicable);
  - (c) the total number of envelopes that were returned undelivered by the closing day of the ballot to the AEC (if applicable);
  - (d) the total number of ballot papers received by the electoral official by the closing day of the ballot (if applicable);
  - (e) the result of the election;
  - (f) the total number of informal ballot papers (if applicable).
- (2) In subregulation (1), ***closing day***, for an election, means:
  - (a) if a ballot is not required—the day on which nominations for the election close; or
  - (b) if a ballot is required—the closing day of the ballot.
- (3) Immediately after issuing a declaration under subregulation (1), the AEC must give a copy of the declaration to:
  - (a) the General Manager; and
  - (b) the organisation or branch for whom the election was conducted.

**141 Post-election report by AEC (s 197(2))**

- (1) For subsection 197(2) of the Act, the following matters are prescribed for inclusion in the report (the ***post-election report***) given under subsection 197(1) of the Act:
  - (a) the declaration mentioned in regulation 140;
  - (b) any rules of the organisation or branch which because of ambiguity or other reason, were difficult to interpret or apply;
  - (c) any matters in relation to the roll of voters including those matters contained in subsection 197(3) of the Act;
  - (d) the number of written allegations (if any) of irregularities made to the AEC during the election;
  - (e) action taken by the AEC in relation to those allegations;
  - (f) any other irregularities identified by the AEC and action taken by the AEC in relation to those other irregularities.
- (2) The AEC must:
  - (a) give the post-election report within 30 days after the closing day of the election; and
  - (b) publish a notice on its web site advising that a copy of the post-election report can be obtained from the AEC on the request of a member who was eligible to vote in the election.
- (3) The AEC must supply a copy of the post-election report to the member as soon as practicable, but no later than 7 days, after receiving a request under paragraph (2)(b).

**145 Elections conducted by AEC—no unauthorised action**

- (1) For any election conducted by the AEC under Part 2 of Chapter 7 of the Act, a person other than the person conducting the election must not do, or purport to do, any act in the conduct of the election other than as directed or authorised by the person conducting the election.

Note: This subregulation is a civil penalty provision (see regulation 168).
- (2) The AEC must advise the General Manager of a possible contravention of subregulation (1) not later than 21 days after the AEC has become aware of the possible contravention.

## Declaration of result of election

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In accordance with reg 140 of the Regulations, the AEC issued a declaration of the result of election E2023/137 on 17/04/2024. For a copy, see **Attachment A**.

## Australian Directors Guild Limited Rules

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Australian Directors Guild Limited Rules used for the election:

- 157N: Incorporates alterations of 19 November 2020 [R2020/146]

There were no rules of the organisation or branch which because of ambiguity or other reason, were difficult to interpret or apply.

## Roll of Voters

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There were no matters in relation to the roll of voters.

## Written allegations of any irregularities

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Note: include here the number of any written allegations of irregularities during the election; and then describe what action we took in response.

## Other irregularities

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The AEC did not receive any written allegation of irregularities during the election.

## Signed

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Benjamin Murray  
Returning Officer  
Australian Electoral Commission  
E: [IEEvents@aec.gov.au](mailto:IEEvents@aec.gov.au)  
P: 03 9285 7111  
19 April 2024

# Attachments

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## A. Declaration of Results for Uncontested Offices

**Australian Directors Guild Limited**  
**DECLARATION OF RESULTS - E2023/137**  
**Uncontested Offices**

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**Scheduled Election**

The results of the election for the following offices conducted in accordance with the provisions of the *Fair Work (Registered Organisations) Act 2009* and the rules of the organisation are:

**Australian Directors Guild Limited**

**Vice President - New Media (1)**

Candidates

WALSH Anthony James

**Vice President - Documentary (1)**

Candidates

*No Nominations Received*

**Secretary (1)**

Candidates

THAINE Victoria

**Treasurer (1)**

Candidates

RYMER Michael

As the number of nominations accepted did not exceed the number of positions to be filled, I declare the above candidates elected.

Benjamin Murray  
Returning Officer  
Telephone: 03 9285 7111  
Email: IEEvents@aec.gov.au  
17/04/2024





## DECISION

*Fair Work (Registered Organisations) Act 2009*  
s.189—Arrangement for conduct of an election

**Australian Directors Guild Limited**  
(E2023/137)

MR STEENSON

SYDNEY, 23 FEBRUARY 2024

*Arrangement for conduct of election.*

[1] On 17 January 2024 the Australian Directors Guild Limited (the **Organisation**) lodged with the Fair Work Commission (the **Commission**) prescribed information for an election to fill the following offices for a new term of office:

Vice President - New Media	(1)
Vice President - Documentary	(1)
Secretary	(1)
Treasurer	(1)

[2] I am satisfied that an election for the abovenamed offices is required to be held under the rules of the organisation and, under subsection 189(3) of the *Fair Work (Registered Organisations) Act 2009*, I am making arrangements for the conduct of the election by the Australian Electoral Commission.

[3] However, I take this opportunity to highlight some issues that are apparent with the Organisation’s rules (the **rules**). First, the rules appear not to precisely identify electorates from which offices are elected (including the electorates of the offices included above).

[4] Secondly, there appear to be inconsistencies in the rules regarding terms of office and frequency of elections. Specifically, rule 24.1 provides that terms of office for Directors, Officers and members of the Board shall be for three years. Offices are divided into two groups elected on a rotational basis with elections for one group occurring in the year following those of the other (i.e. two scheduled elections occurring every three years). However, Schedule 1 of the rules, in particular rule 1(1) in the Schedule, provides that nominations for the positions of Director and Offices [shall] ‘occur annually’ – implying that these would, instead, be annual scheduled elections. It is unclear how wording this could be consistent with rule 24.1.

[5] Consequently, it is my recommendation that the Organisation engage with the Commission's rules staff in relation to clarifying these issues and, if required, proceeding with rule alterations to rectify these issues before the next scheduled election, particularly to clarify the electorates for all offices and the frequency of elections – for example, whether it is the intention of the Organisation to conduct two scheduled elections every three years, as it would appear to be described in rule 24.1.



DELEGATE OF THE GENERAL MANAGER

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PR755220

## **PRESCRIBED INFORMATION FOR ELECTIONS in accordance with Section 189 *Fair Work (Registered Organisations) Act 2009* and Regulation 138 *Fair Work (Registered Organisations) Regulations 2009***

I, Rowan Woods, being the President of the Australian Directors' Guild Ltd make the following statement:

1. I am authorised to sign this statement containing prescribed information for Australian Directors' Guild Ltd.
2. The following information is lodged under subsection 189(1) of the Fair Work (Registered Organisations) Act 2009 (the RO Act).
3. The elections that are required are set out in the table in Annexure A.

[delete as appropriate]

4. [If there is a Casual Vacancy] The resignation letter or other supporting information is attached for each casual vacancy.
5. [If there is insufficient nominations]: Insufficient nominations were received in an earlier election(s) and the declaration/s of results is/are attached.
6. [If rule alterations are pending that will impact **THIS** election] A brief outline of the proposed rule alterations affecting this election is attached. These rule alterations [HAVE/HAVE NOT] been lodged with the Fair Work Commission. [If lodged] The proposed alterations were lodged on [DATE].

or

[If no rule alterations are being considered] No rule alterations are pending that will impact the election.

7. This statement **IS** lodged at least 2 months before nominations open for the election(s) in Annexure A. The reason it is lodged at this time is:
  - a. Dispute over election due date according to Rulebook due to contradiction in rules, as two of the three-year terms (length stipulated in the organisation's Rulebook) expire on 25 February 2024, and a further two expire on 23 September 2024.
  - b. The election schedule was disrupted by Covid in 2020/21.
  - c. The rules contradict one another which has led to confusion, consultation, delays and dispute between ADG and FWC on which stipulation takes precedence, term length or the alignment of elections with the AGM (as opposed to another General Meeting for example). ADG's interpretation, coinciding with a change in organisation leadership, resulted in the later timeline being followed. FWC advised in November 2023 that they take the other interpretation and elections are therefore overdue. ADG continues to hold that the rules can equally be interpreted

with an emphasis on *term* rather than on the *type* of general meeting, so whether elections are overdue is a matter of interpretation. ADG requests FWC accept the interpretation that holds the scheduled election is NOT overdue.

8. If the number of elected representatives is calculated on a formula(s) defined in the rules]:
- a. The rule number(s) which specify(s) the formula(s) is/are 24.1 and 24.2:
  - b. The information for calculating the formula(s) is
    - a. 24.1 The term of office for Directors and Officers and members of the Board shall be for three (3) years, so that four (4) members of the Board shall be elected in one year and four (4) members elected in the third year following the first election.
    - b. 24.2 For the purpose of giving effect to the rotation of the members of the Board as set out in the preceding clause the following procedure shall be adopted:
      - a. (a) At the annual elections immediately following the registration of the Guild as an organisation under the Fair Work (RO) Act, nominations shall be called for the positions of President, four (4) Vice Presidents, Secretary, Treasurer and Ordinary Director and Officer.
      - b. (b) The President, the first and second elected Vice Presidents and the Ordinary Director and Officer shall be deemed to be elected for a term of three (3) years; and the remainder, namely the third and fourth elected Vice Presidents, the Secretary and the Treasurer shall be deemed to be elected for a term of two (2) years.
      - c. (c) In subsequent years nominations for vacant positions on the Board shall be called in accordance with this Clause 24 and the term of office for those Directors and Officers elected will be for three (3) years.
  - c. The relevant date(s) for this information is three years from appointment dates, 25 February 2024 and 23 September 2024 (to be brought forward in line with the February date to avoid three elections in a year).
    - Anna Broinowski (VP Documentary) - 25/2/21
    - Pearl Tan (VP New Media) - 25/2/21
    - Dana Reid (Sec) - 23/9/21
    - Stephen Wallace (Treas) - 23/9/21

Signed: Rowan Woods, President



Dated: 21 December 2023

**NOTE:** This statement should be lodged with the Fair Work Commission at least 2 months prior to nominations opening. It can be submitted to [regorgs@fwc.gov.au](mailto:regorgs@fwc.gov.au).



## Annexure A

- Elections that are required [insert as many pages as required]

Branch	Name of Office	Number required	Voting System Direct voting system; Collegiate electoral system	Reason for Election Scheduled; Casual vacancy; New office created; Insufficient nominations	Electorate
National	Vice President New Media	1	Direct Voting System	Scheduled	National, rule 24.
National	Vice President Documentary	1	Direct Voting System	Scheduled	National, rule 24.
National	Secretary	1	Direct Voting System	Scheduled	National, rule 24.
National	Treasurer	1	Direct voting system	Scheduled	National, rule 24.

- Important dates:

	Direct Voting System	Collegiate Electoral System
<b>Nominations OPEN</b>	Before 10.00 a.m. on the 21st day after the position are declared vacant by the President.	Insert date and reference the relevant rule; or 'To be determined by returning officer' if the rules provide
<b>Nominations CLOSE</b>	At least one month before the commencement of any ballot.	Insert date and reference the relevant rule; or 'To be determined by returning officer' if the rules provide
<b>Roll of Voters cut off date</b>	Seven days prior to nominations opening.	Insert date and reference the relevant rule

**NOTES:** For insufficient nominations and casual vacancies, the date nominations open and close, unless specified in the rules, should be listed as 'To be determined by the returning officer'. This also applies where rules are silent as to the nominated dates.

If the nomination dates are 'To be Determined by the Returning Officer', but your organisation has a preference, please state 'To be Determined by Returning Officer' and clearly indicate that your nominated date is a preference.

If the P.I. includes a position that is not an office, please refer to our template [Prescribed information for the election of officer and non-officer positions](#)

SAMPLE