

DIRECTORS UK**REGULATIONS FOR BOARD ELECTIONS****DATED 13 February 2019**

1. These Regulations have been adopted by the Board of Directors UK.
2. The purpose of these regulations is to ensure that the Board and the chairs of the key member committees of DUK are elected democratically and in such a way as to ensure that the full diversity of membership is properly represented on the Board.
3. As Directors UK is an evolving organisation the Board may, in succeeding elections, adjust these Regulations as it deems appropriate.
4. There shall be 5 Board seats filled at each election.
5. There shall be 4 committee chair posts filled at each election (i.e. the chairs of the Feature Film, TV Factual, TV Fiction, and Entertainment/Multi-Camera committees). Election of these chair posts is intended to ensure representation on the Board of directors working in these genres.
6. There shall be one further Board seat for a representative of Associate members and one further seat for a representative of Successor members.
7. There shall be 4 regional representative posts filled at each election (i.e. the representatives from members in Scotland, Wales, North of England and South-West England). Election of these posts is intended to ensure representation on the Board of directors living and/or working in these areas.
8. The term of office for each committee chair, regional representative and Board member elected at the election shall be 3 years. The term of office shall commence at the end of the AGM in the year in which the election takes place. Board members, regional representatives and committee chairs may only serve two successive terms in that office
9. A member or a non-member may be co-opted on to the Board at any time. Co-opted Board members must stand down and offer themselves (if they wish) for election at the next available election date. If elected, their term of office and maximum number of terms they can serve are as set out in clause 8.
10. Any member may stand for the Board and/or for one of the regional representative or committee chair posts. Separate polls will be held for Board seats and for regional representative and committee chair posts.

11. Candidates and the electorate for each type of post shall be as follows:

	Candidates	Electorate
5 Board seats	Any member	All members
Nations and Regions representatives	Any member living or working regularly in that Nation or Region	Members living or working regularly in that Nation or Region
Associates	Any Associate	All Associates
Estates	Any Successor member	All Successor members
Committee chairs	Any member	All members

12. The timetable for each election shall be determined by the Board and announced to members in the Directors UK newsletter at least 3 months before the closing date of the ballot. The announcement shall call for nominations by a prescribed date.

13. Each nomination shall be supported by at least 2 members who are entitled to vote. The nomination form shall be sent to the Directors UK Chief Executive together with any personal statement from the candidate in written or video form. Nominations received after the prescribed date shall be invalid.

14. A candidate must indicate the post or posts for which they are standing on the nomination form.

15. The written personal statement shall not exceed 150 words in length. Statements in video form should run no longer than two minutes. Candidates may include in their statement a link to a website or other online location where they may make a further or extended statement. Directors UK shall not be responsible for any defamatory statement contained in a personal statement, which shall remain the responsibility of the candidate.

16. The Chief Executive shall arrange for each member who is qualified to vote to be sent by post or via e-mail a ballot paper together with a copy of or a link to the personal statement for each candidate. The ballot paper shall be sent to the e-mail or postal address for the member shown on the Directors UK Register of Members and shall (in the case of postal votes) have attached a pre-paid return envelope. The ballot paper shall bear on its face the last date by which valid votes can be received at Head Office.

17. Members will also be able to cast their votes and view personal statements on-line.

18. A member shall have the right to vote in secret and shall not be subjected to any interference, pressure or constraint in casting their vote.

19. A member may cast up to 5 votes for members of the Board and one vote for each committee chair. If qualified in accordance with the table in clause 11 above, a member may also cast one vote each for Associate and Successor representatives,

and one vote for a Nations and Regions representative in the area in which they qualify.

20. The returned ballots shall be stored at the Directors UK office or at its authorised election agent until after the prescribed closing date of the ballot. The Chief Executive shall authorise the opening of the return envelopes and the counting of the online and postal votes. Votes received after the prescribed closing date for voting shall be disregarded.

21. Election votes will be counted as follows. Firstly, the candidate polling the largest numbers of votes for each of the Nations and Regions representative, Associate and Successor representatives and committee chair posts will be elected to fill those posts. Thereafter the other candidates who poll the largest numbers of votes for the Board seats will be elected to fill the 5 seats.

22. The Chief Executive shall certify the result of the election and shall announce it at the AGM and publish the result in the Directors UK newsletter.

23. Any complaint regarding the conduct of the ballot shall be made to the Chief Executive not later than 14 days after the closing date of the ballot. The chief Executive shall refer any such complaint to such person or body as the Board shall determine from time to time who shall investigate it. The person or body shall have full powers to determine the outcome of such a complaint and their decision shall be final.

24. The elected Board of Directors UK may co-opt further people to the Board to ensure that the Board fully represents the membership and contains the necessary range of expertise.

25. The chair of the Board is appointed by the Board from one of its elected members.

26. In the event that the Board appoints as its chair a person who has been elected as one of the committee chairs, Associate, Successor or regional representatives, then this person shall relinquish their committee chair, Associate, Successor, or regional representative post in order to become chair of the Board. In their place, the person in second place in the poll for that committee chair, Associate, Successor, or regional representative post will be invited to become committee chair, Associate, Successor, or regional representative as appropriate and join the Board (“replacement chair/rep”). If a replacement chair/rep has already been elected to the Board, then the person in 6th place in the Board election will be invited to join the Board. If there is no second-placed person in the committee chair, Associate, Successor, or regional representative poll, then the committee will be asked to appoint a chair or representative and that person will be co-opted to join the Board. If the committee’s choice of replacement chair or representative has already been elected to the Board, then the person in 6th place in the Board election will be invited to join the Board.

27. The term of office of the chair of the Board shall be two years. At the end of the term the incumbent chair shall offer themselves for re-appointment by the Board. The chair of the Board may serve a maximum of three consecutive terms of office.

13 February 2019