

# The Jags Foundation – Election Rules and Guidance 2023

Approved by the TJF Board on Monday 27<sup>th</sup> February 2023

## 1. Background

- 1.1 The Jags Foundation (TJF) is a democratic members organisation. The TJF Board currently consists of nine directors, all of whom were elected in May 2022. There are currently no co-opted directors.
- 1.2 The default position under [the Articles of Association](#), adopted at the Extraordinary General Meeting (EGM) of Thursday 1<sup>st</sup> September 2022 (“the Articles”), is that an elected director of TJF serves for a maximum of three years, whereafter they must “retire”. The retirement of a director creates a “vacancy”.
- 1.3 However, under transitional arrangements in the Articles, the terms of six of the current directors are shorter than three years from their point of election. This is illustrated in the table below:

<b>One-year term (expiring AGM 2023)</b>	<b>Two-year term (expiring AGM 2024)</b>	<b>Three-year term (expiring AGM 2025)</b>
Stuart Goldie	Andrew Holloway	Stuart Callison
Allan McGraw	Heather Iona Holloway	Graeme Cowie
Gary Tanner	Ian Mackinnon	Sandy Fyfe

- 1.4 Three vacancies are therefore expected to arise for the purposes of the 2023 TJF director elections (“the elections”). If this changes, the TJF Board shall issue revised Election Rules and Guidance as soon as reasonably practicable.

## 2. The retiring directors

- 2.1 The terms of office of Stuart Goldie, Allan McGraw and Gary Tanner (the “retiring directors”) will formally expire at the 2023 Annual General Meeting (AGM). The AGM is expected to take place on **Thursday 15<sup>th</sup> June 2023**.
- 2.2 Retiring directors may stand for re-election.

## 3. The election timeline

- 3.1 The election period will commence on **Thursday 18<sup>th</sup> May 2023 at 12.01am**.
- 3.2 Each member will have until **Wednesday 24<sup>th</sup> May 2023 at 11.59pm** to submit their nomination to be a candidate in the election, or to withdraw their nomination.
- 3.3 All valid nominations will be announced on **Thursday 25<sup>th</sup> May 2023**.

- 3.4 Ballots for the election will be issued no later than **Thursday 1<sup>st</sup> June 2023**.
- 3.5 All ballots must be submitted no later than **Wednesday 14<sup>th</sup> June at 10.00pm** to be valid and counted.
- 3.6 The results will be announced at the TJF AGM on **Thursday 15<sup>th</sup> June 2023**. At that meeting, the successful candidates will be formally appointed as directors of TJF.

#### 4. Oversight of the election

- 4.1 The election process will be administered by Graeme Cowie (the “Returning Officer”). He will be responsible for ensuring that the relevant rules are adhered to and will rule on any disputes that may arise as to the interpretation of the rules or the conduct of the elections.
- 4.2 The ballot will be conducted using [ChoiceVoting](#), an online voting platform. It operates using an automated secret ballot, generating and sending a unique voter ID and key, which is then emailed to each member.

#### 5. Standing for election

- 5.1 Only members of TJF can stand for election. A nomination will be rejected if the relevant individual is not a member of TJF at the beginning of the election period (i.e. on **Thursday 18<sup>th</sup> May at 12.01am**). Whether or not you are a member can be clarified by contacting the Returning Officer at [secretary@thejagsfoundation.co.uk](mailto:secretary@thejagsfoundation.co.uk).
- 5.2 A member is ineligible to stand for election if they are, or become, prohibited by law from becoming a director of the company. If the Returning Officer reasonably believes this applies to a member, he may reject their nomination or otherwise disqualify them from the elections.
- 5.3 All members will be sent an email link, shortly after the election period commences, to the nomination form, which they must complete if they wish to be a candidate. The form will include the opportunity to make a personal statement (of up to 200 words) and to provide a portrait-style photograph. These will appear on the ChoiceVoting ballot and will be displayed on the TJF website from the close of nominations until the AGM.
- 5.4 The Companies Act 2006 and the Articles regulate the conduct of TJF directors. By submitting the nomination form, a candidate acknowledges these legal obligations and agrees to abide by them if elected.
- 5.5 In November 2022, the TJF Board of Directors adopted a [Social Media Policy](#). This governs the social media conduct of directors. By submitting the nomination form a candidate acknowledges and agrees to abide by the Social Media Policy if elected.
- 5.6 All members are reminded of the [Membership Rules](#).

## 6. The franchise and the voting system

- 6.1 All TJJ members as of **Thursday 18<sup>th</sup> May 2023 at 12.01am** will be eligible to vote in the elections.
- 6.2 The electoral system used will be [Approval Voting](#). A maximum of three candidates may be endorsed on a member's ballot.
- 6.3 When the polls close, candidates will be ranked based on the number of votes received. The three candidates with the most votes will be duly elected and appointed as directors of TJJ. In the event of a tied vote, lots will be drawn to distinguish between the candidates.

## 7. Conduct in the election

- 7.1 Candidates may canvass support via social media. This should strictly be in support of their candidacy and should not include any derogatory comment about other candidates, anyone involved with TJJ, or the Football Club.
- 7.2 In particular candidates must refrain from:
  - (a) defaming any candidate, the TJJ Board, any TJJ director(s) or any third-party;
  - (b) harassing, bullying, or unlawfully discriminating against any candidate, the TJJ Board, any TJJ director(s) or any third-party;
  - (c) making false or misleading statements; or
  - (d) impersonating any other candidate, TJJ director(s) or third-party.
- 7.3 Reasonable criticism will, obviously, be permitted in the course of the campaign. However, the boundaries between reasonable criticism and personal abuse must be recognised and respected by all candidates.
- 7.4 If a candidate breaches the rules on election conduct, they may be disqualified from the election.
- 7.5 We appreciate that circumstances may prevent potential TJJ directors from being present at the AGM. However, we would strongly encourage all candidates to attend the AGM if at all possible. As with the EGM in September 2022, it is intended that there will be an option for remote participation.