

RULES for ELECTION OF ELECTED DIRECTORS

ACN: 615 817 251

**1.0 DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

Unless otherwise provided or the context requires otherwise:

1. **QAMH** means Queensland Alliance for Mental Health
2. **Board** means the Board of Directors of QAMH
3. **CEO** means the Chief Executive Officer
4. **Chief Executive Officer, Director, Alliance Member** and other words and expression defined in the Constitution have the same meaning where used in this document
5. **Company** means QAMH
6. **Constitution** means the Constitution of QAMH
7. **Alliance Rules** means the Alliance Rules of QAMH
8. **Ballot** means a ballot held via post or electronic or digital means
9. **Financial Member** means a financial Alliance Member

**1.2 Interpretation**

As per *Clause 2 of the QAMH Constitution*, except where the context otherwise requires:

1. The singular includes the plural and vice versa, and a gender includes other genders;
2. Another grammatical form of a defined word or expression has a corresponding meaning;
3. A reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, the Constitution, and a reference to the Constitution includes any schedule or annexure;
4. A reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
5. The meaning of general words is not limited by specific examples introduced by including, for example or similar expressions; and
6. Any reference to time is to the time in Brisbane, Queensland on the relevant day.

**2.0 CONSISTENCY WITH CONSTITUTION – Relevant Clauses pertaining to Elected Directors**

**Clause 24 – Composition of Board of Directors**

24.1 There will not be less than five nor more than ten Directors unless the Company in general meeting by resolution changes the maximum number.

24.2 Subject to clause 24.3, the Board of Directors will consist of:

a) two Directors elected by the Alliance Members pursuant to clause 25 who are employees or officers of not-for-profit Alliance Members (**NFP Directors**); and

b) another two Directors elected by the Alliance Members pursuant to clause 25;

(collectively the **Elected Directors**), and

c) up to six skills-based Directors appointed by the Board (**Skills-based Directors**).

**Clause 25 – Appointment and Term of Office of Elected Directors**

25.1 The Board will hold an election for the purpose of electing the Elected Directors in accordance with clause 29.

25.2 An Elected Director’s term of office will be three years.

25.3 A retiring Elected Director is eligible for re-election. However, a person who has held office as an Elected Director for 6 of the previous 9 years must be retired from office for at least 3 years before being eligible for re-election as an Elected Director.

**Clause 28 – Nomination of an Elected Director**

28.1 The Secretary will call for nominations from the Alliance Members for the position of Elected Director at least 45 days prior to the date the election is to be held.

28.2 A person other than a retiring Elected Director is not eligible for election as an Elected Director at a general meeting unless the person, or the Alliance Member who is proposing the person, has left at the Company’s registered office a written notice signed by the nominated person:

1. Giving the person’s consent to the nomination and the person’s consent to be a Director and a Member if elected;
2. Signed by the Alliance Member who proposes the person’s nomination;
3. Identifying whether the person is nominated for election as an Elected Director representing the not-for-profit sector; and
4. Attaching a brief outline of the person’s relevant skills, experience and qualifications for the position.

28.3 A nomination made in accordance with clause 28.1 must be left at the Company’s registered office at least 30 days before the date of the relevant election.

28.4 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Alliance Members at least seven days before the date on which an election of an Elected Director will take place.

**Clause 29 – Election of Elected Directors**

29.1 Only current Financial Members may vote in an election for Elected Directors and each such Financial Member will have one vote.

29.2 Where the number of eligible persons nominated for the relevant positions of ordinary Elected Directors does not exceed the number of vacant positions, the eligible nominated persons will be confirmed as elected without the need to hold an election.

29.3 Where the number of eligible persons nominated for the relevant position of an ordinary Elected Director exceeds the number of vacant positions, an election will be held and the number of persons, commensurate with the number of vacant positions, who receive the most votes will be elected. For example, where there are three vacant positions the three persons who receive the most votes will be elected.

29.4 Each Financial Member may cast one vote for as many nominees as there are positions to be filled and no more. Financial Members may vote for fewer nominees than there are positions to be filled if they choose to do so.

29.5 The election may be held by postal ballot or by an electronic or digital voting ballot, or at the Annual Alliance Meeting at the discretion of the Board

29.6 If the result of the ballot for any position is a tie, the result will be decided by drawing of lots between the tied nominees.

**3.0 ELIGIBILITY OF PERSONS WHO MAY BE NOMINATED FOR ELECTION**

**Eligibility for Nominations**

In accordance with the Constitution and as per *Clause 24 of the Constitution*:

3.1 To be eligible to be nominated and elected as an **NFP Director** a person must be an employee or officer of an Alliance Member that is a not-for-profit organisation.

3.2 To be eligible to be nominated and elected as an Elected Director, other than an NFP Director, a person must be nominated by any Alliance Member (including any not-for-profit Alliance Members).

**4.0 VOTING**

**Eligibility for Voting**

Alliance Members:

Each Financial Member has one vote at a ballot in accordance with the above.

Associate Industry / Individual Members:

Do not have the right to vote at a ballot.

**5. ELECTION TIMETABLE**

5.1 QAMH in consultation with the Company Secretary and Board will establish the election timetable in accordance with the following:

5.1.1 The date member data is required to facilitate the Nominations and Election process.

5.1.2 Call for Nominations – must be made at least forty five (45) days prior to Election date.

5.1.3 Close Nominations –will be at 5.00pm on the date specified by QAMH, which will be at least fourteen (14) days after the date that nominations open but at least thirty (30) days prior to the Election Date.

5.1.4 If the number of eligible persons nominated for the relevant positions of ordinary Elected Directors does not exceed the number of vacant positions a ballot will not be held and a written notice referring to all Director vacancies and the persons confirmed as appointed to those positions will be sent to Alliance Members by the Company Secretary no more than seven (7) days after the close of nominations.

5.1.5 If the number of eligible persons nominated for the relevant positions of ordinary Elected Directors exceeds the number of vacant positions a ballot will be held.

5.1.4 Written notice referring to all Director vacancies and candidates running in election at least seven (7) days prior to when voting opens.

5.1.5 Election opens at 9.00am on the date that voting opens and closes at 5.00pm on the date that voting closes. All votes must be case during that period.

**6.0 RULES AS TO THE CONDUCT OF THE BALLOT AND DETERMINATION OF THE RESULTS THEREOF**

**6.1 Returning Officers**

For the purpose of conducting a secret ballot for the election of Directors, the Board will appoint two (2) Returning Officers in accordance with these rules.

**6.2 Nominations**

In accordance with *Clause 28 of the Constitution*, nominations for the election of Elected Director must be in writing:

* + 1. giving the person’s consent to the nomination and the person’s consent to be a Director and a Member of the Company if elected;
    2. signed by the Alliance Member who proposes the person’s nomination;
    3. identifying whether the person is nominated for election as an Elected Director representing the not-for-profit sector; and
    4. attaching a brief outline of the person’s relevant skills, experience and qualifications for this position.

**6.3 Closing Time**

Nominations for the vacant Elected Directors positions will close at **5.00pm** at least **30 days** prior to the Election date – as per *Clause 28.3 of the Constitution*.

**6.4 Receipt of nominations**

All nominations will be forwarded to the Company Secretary who will endorse upon each the time and date of receipt. Any nomination received after the Closing Time will be treated as invalid.

**6.5 Ballot preparation for electronic voting**

After nominations have closed and if a ballot is required, an approved online Ballot Management Company service will be employed to conduct and deliver a ballot for all Financial Members.

The Ballot Management Company must ensure that the process used for voting is secured by industry standard encryption so that voting options cannot be discovered deliberately or by accident.

Further the ballot software and associated infrastructure must not allow for unauthorised access to the ballot either intentionally or by accident.

The order of the names in an electronic ballot will be randomised by the voting process so that each candidate has equal opportunity to be on the top, middle and bottom of the voting page.

**6.6 Ballot paper formalities**

The Ballot Management Company will arrange for the ballot page to be uploaded to an authenticated secure server via an electronic balloting system.

**6.7 Application of particular Rules**

The following Rules 6.8, 6.9, 6.10 and 6.11 apply only where the election of Elected Directors is conducted by ballot.

**6.8 Despatch of ballot papers**

Each Financial Member will be forwarded a notification via the authenticated secure server to the nominee of the Financial Member to enable ‘One Ballot Vote’ per member.

**6.9 Voting formalities**

Each Financial Member who wishes to vote will do so via the authenticated secure electronic voting paper and place a mark in the appropriate location on the voting screen opposite the names of the candidates for whom they wish to vote.

A Financial Member must not cast its vote for a number of candidates in excess of the number indicated on the ballot paper, otherwise its ballot paper will be treated as informal.

**6.10 Return of ballot papers via secure balloting system**

A Financial Member must exercise its right to vote in the required timeframe set by the Returning Officers via the authenticated secure electronic voting system.

**6.11 Compliance**

As soon as practicable after the closure of the ballot each of the Returning Officers will receive a Certified Report from the authenticated secure electronic voting system and the Returning Officer must confirm that each ballot paper complies with these Rules.

Any that do not do so or any that are not authenticated will be rejected by them. The decision of the Returning Officers as to whether or not any ballot paper is rejected will be final and conclusive.

**6.12 Scrutineers**

Any candidate for election to the Board may, in writing addressed to the Returning Officers, nominate one scrutineer to be present at the time the Returning Officers open the ballot papers and determine the result of the ballot.

Alternatively, a ballot portal viewing screen may be made available for scrutineers to monitor the progress of the electronic ballot.

**6.13 Counting**

The authenticated electronic voting system will provide a Ballot Report including the details outlined in section 7.0.

The result of the ballot will be determined by the Returning Officers in accordance with clause 29. If the result of the ballot for any position is a tie, the result will be decided by drawing of lots between the tied nominees. The Returning Officers will conduct the draw.

**7.0 DECLARATION OF RESULT**

7.1 As soon as practicable the Returning Officers will report the results of the count to the Board Chair or nominated recipient of QAMH.

7.2 The Returning Officer must provide a report, which shows the breakdown of the following:

7.2.1 The total number of persons on the Voters Roll.

7.2.2 The number of ballot papers issued.

7.2.3 The number of ballot papers admitted to the scrutiny.

7.2.4 The number of ballot papers admitted as formal

7.2.5 The number of ballot papers rejected as informal.

7.2.6 The number of votes for each candidate.

7.3 Ballot papers must be retained under the control of the Returning Officer for two (2) months after the election announcement during which time they may be inspected by or on behalf of any Alliance Member but only if approved by the Board. Immediately after that period, the Returning Officer must supervise the destruction of the ballot papers and Certified Report and provide QAMH Board with a declaration that all copies of the ballot papers and Certified Report are destroyed.

7.4 The new Elected Directors must attend the first AGM and Board Meeting at the scheduled meeting in the weeks following election.

**8.0 RETURNING OFFICERS**

The Company Secretary for QAMH will be appointed as a Returning Officer. The second Returning Officer must not be an employee of QAMH, nor a Director of QAMH Board, nor any Alliance Member (General / Associate Industry / Associate Individual).