

**GOVERNANCE – BOARD BYLAW**
**Title: Member Elected Director**
**BYLAW: 2017/1**

<b>Authorisation Date</b>	<i>ACHS Board Meeting 27 July 2017</i>
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<b>Responsibility</b>	<i>ACHS Board and Council</i>

**ELECTION TO THE ACHS BOARD AS A MEMBER ELECTED DIRECTOR**

1. The number of Directors to be elected by Council shall be in accordance with the Constitution Clause 10 Board of Directors.
2. The Directors shall be elected for a term of approximately 3 years from the annual general meeting at which they take office until the annual general meeting 3 years later.
3. Nominations shall be in writing and shall name the candidate and be signed by two Councillors, neither of whom shall be a candidate themselves.
4. In accordance with Constitution Clause 10.7, a Member Elected Director is eligible for election if they are a duly appointed Representative of a Full Voting Member.
5. The Board shall give not less than 30 days' notice in writing to each Councillor of the date for the closing of nominations.
6. Nominations shall be made to the Secretary of the Company at the head office of the Company and shall close at a time and date to be fixed by the Board.
7. The nominations shall be provided to the Nominations Committee to be actioned in accordance with the provisions of the Constitution.
8. Prior to the election, the Nominations Committee will affirm in writing to the Full Voting Members that the candidate fulfils the Director Eligibility Criteria (in accordance with Constitution Clause 10.7).

9. If the number of candidates affirmed by the Nominations Committee is not greater than the number required to be elected, no ballot shall be conducted and the President, on advice from the Nominations Committee, shall declare the candidates nominated as duly elected as a Director.
10. If the number of candidates affirmed by the Nominations Committee is greater than the number required to be elected, a ballot of Councillors shall be conducted with voting at the ballot to close on a date to be fixed by the Board.
11. The Company Secretary will be the returning officer unless otherwise determined by Board.
12. The returning officer, once appointed by the Board, shall nominate a scrutineer to assist in the election process, for confirmation by the Board.
13. In accordance with Constitution Clause 7.26, a ballot may be held by postal or electronic means.
14. The returning officer shall cause the ballot to be prepared. The ballot shall contain:
  - a. The names of the candidates in alphabetical order;
  - b. A statement as to the number of candidates to be elected; and
  - c. Directions as to the manner in which the vote is to be recorded, the ballot returned to the returning officer and the recording of particulars to identify the Councillors.
15. The returning officer shall dispatch (in any manner permitted by the Constitution) to each Councillor a ballot and a copy of any statements provided by the candidates and identify the process for returning the completed ballot to the returning officer. The ballot shall be dispatched not less than 21 days prior to the close of the election.
16. A Councillor who wishes to vote shall record the Councillor's vote by:
  - a. Completing the ballot in accordance with the directions shown on it or in accompanying material;
  - b. If a postal ballot, placing the completed ballot paper in either the envelope addressed to the returning officer and dispatched with the ballot paper or an envelope provided by the Councillor which is so addressed, sealing the envelope and recording on the envelope the necessary particulars which identify the Councillor; and
  - c. Returning the ballot to the returning officer at a nominated place no later than the close of the ballot.
17. The scrutiny of the returned ballots shall commence after the close of the ballot and shall be conducted by the returning officer.
18. The returning officer shall count the votes given for each candidate on all valid ballots. If any candidates have an equal number of votes, the casting vote will be determined by lot conducted by the returning officer. The returning officer shall make out and sign a report stating the number of votes given for each candidate and shall convey the report to the President.

19. The President shall then in writing declare elected as Directors the candidates who, according to the returning officer's report, have received the highest numbers of votes or who are elected unopposed.
20. Where a conflict of interest arises when the President is a candidate, the Chair of the Nominations Committee shall undertake the tasks that are otherwise the responsibility of the President as set out in this Bylaw.
21. The Directors so elected shall take office immediately upon the conclusion of the annual general meeting conducted after such an election.