

1.1 Procedure for election of Elected Directors

This By-law for the regulation of the conduct of the election of Elected Directors is made by the Board pursuant to rules 27.1 and 33.4 of the Constitution.

1.1.1 Returning officer

The Board will appoint a Returning Officer to conduct the election of Elected Directors. The Returning Officer must not be a Director nor a candidate for election. The Returning Officer has the authority of the Board to make decisions in relation to the conduct of the election.

1.1.2 Timetable

Procedures will conform to the following timetable.

No.	Task	Weeks before AGM
1	Call for nominations and the Nomination Form sent to Voting Members	9
2	Return Nomination Forms to Secretary. Nominations Closed	7
3	Notify members when ballot opens	5
4	Close electronic poll	3

1.1.3 Call for nominations

Information on the nomination procedure for each election will be emailed to Voting Members and will be added to the OHAA website on or before the commencement of each nomination period.

Voting Members will be informed of any restrictions on nominations pursuant to Clauses 23.2 and 23.4 in the Constitution. For example:

- if there are two (2) continuing Directors who are Members from the same region, then no nominations may be received from Members in that Region; or
- if there are three (3) continuing Elected Directors who are from the same sub-division, then no nominations may be received from Members in that sub-division.

Pursuant to Clause 27.6 of the Constitution, nomination of candidates will:

1. be in writing in the prescribed form and include the required information;
2. contain the signed consent of the candidate; and
3. must be delivered to the Company Secretary by the prescribed date and time.

Candidates may submit nominations, using the prescribed form, via email directly to the Company Secretary.

1.1.4 Election statements

The characteristics of Elected Directors should include a passion for the purpose of OHAA, a willingness to prepare and participate effectively in OHAA activities, in addition to a mix of desired skills, expertise, and knowledge.

Candidates should provide an Election Statement.

Election Statements will be prepared according to the prescribed format outlined as following:

1. must be made in writing and be no more than one A4 page of single-spaced typing and;
 - must include the candidate's name, current role and qualifications;
 - must include a summarised bio and declarations against desired criteria (e.g. criteria may be knowledge of the profession, financial literacy, strategic thinking, leadership, communication and teamwork etc);
 - may include reasons for nominating.

2. A recent photograph of the candidate should be supplied electronically. Election Statements should be appropriate to the role of Director and must be ethical, be able to be substantiated, and not defamatory. The Statements may be edited and will be approved at the discretion of the Returning Officer.

1.1.5 The Ballot

If there are more candidates nominated for election than there are vacant positions to be filled, then a ballot will be conducted. The election will be held by electronic ballot. Only eligible candidates who comply with clauses 25 and 27.4 of the Constitution will be listed in the ballot.

The membership mailing list will not be made available to candidates.

The following will be posted on the OHAA website and notification sent by email to all financial Voting Members:

- a) all completed Election Statements which have been authorised by the Returning Officer, including a photo;
- b) a Ballot Paper listing candidates' names in random order as determined by a blind draw; and
- c) names of continuing Directors and links to their profiles.

For those who do not have internet access, a hard copy of (a) and (b) and an inner envelope marked 'Ballot Paper' and an outer envelope with the OHAA address on the front and with provision for the member's name at the back, will be supplied on the member's written request.

The return of the hard copy Ballot Papers shall be in accordance with the electronic ballots in the timetable. The votes will be checked by the Returning Officer and recorded on the online system by the OHAA Secretariat.

1.1.6 Counting of votes

Votes will be counted on the electronic system which will be set up to recognise:

- (a) a financial Voting Member;
- (b) one completed ballot per Member (further attempts will be locked out); and
- (c) correctly completed ballots.

Each Voting Member may vote for candidates up to the number of vacancies to be filled. Voting will be counted using the "first-past-the-post" system. After the votes are tallied, candidates will be ranked according to the number of votes received.

If there are no Elected Directors on the Board from a particular sub-division, a candidate (if any) from that sub-division will be given priority for election until the minimum of one (1) Elected Director from that sub-division is reached.

The remaining candidates with highest number of votes will be elected subject to:

- a) there being no more than two (2) Directors who are Members from any one Region;
- b) there being no more than four (4) Directors (whether Elected Director or Appointed Director) who are Members allocated to any one sub-division; and
- c) there being no more than three (3) Elected Directors from any one sub-division.

For clarity, this means that once the thresholds above are reached, any candidate(s) from the relevant sub-division and/or Region with the next highest number of votes will not be elected.

In the event of a tie which results in an inability to determine the candidate who has won the last remaining position, the Returning Officer shall draw by lot the winning candidate from the candidates with equal votes.

All electronic voting data will be stored for two (2) months after the declaration of the ballot at the AGM.

1.1.7 Notification of ballot results by the returning officer

Once the ballot is closed, the Returning Officer will notify the President and the candidates of the ballot results as soon as reasonably practicable

1.1.8 Declaration of ballot at annual general meeting

Results will be given to the Chairperson of the AGM, for presentation to members at the AGM, with the successful candidates declared Elected Directors.

1.1.9 Withdrawal of candidates

Candidates may withdraw their nomination at any time.

During the election period, if a candidate withdraws or becomes ineligible to be a Director, their candidacy is voided and, if occurring after the time that members are notified that the ballot is open, the Returning Officer must disregard the votes for that candidate.

1.1.10 Director Identification Number

Candidates are encouraged to apply for a Director Identification Number (DIN) at the time of nomination to ensure they are compliant with the Corporations Act 2001 (Cth), should they be elected.

Directors must have a DIN before they are appointed as a Director. It is a personal criminal offence if they do not apply on time.

1.2 Office Bearers Appointment

At the first Board meeting after the AGM, the Board will appoint a President and a Vice President in accordance with Clause 31 of the OHAA Constitution.

The Board shall confirm the process of nomination, election and/or appointment to these positions and communicate.

The Returning Officer will communicate the confirmed process in writing to all Directors at least two weeks prior to the Board meeting in which the nominations, election and/or appointments are to occur.

1.3 Induction

Newly elected Directors shall be given an induction kit, containing documents relating to OHAA including but not limited to:

- the Constitution and by-laws;
- previous Board Meeting minutes;
- an overview of the role of Director and a list of duties;
- the annual report;
- the current budget;
- the strategic plan;
- a list of proposed Board meeting dates;
- a list of Committees and their Officers.

Newly elected Directors may be assigned a mentor to facilitate operational matters.

1.4 Meetings

There will be a minimum of four Board Meetings per year, aiming for two to be face-to-face. Meetings may be held on a weekend. Directors are expected to participate in all meetings of the Board including the AGM and committee meetings.

Directors are expected to prepare for Board Meetings by reviewing the agenda and reading all relevant reports, to prepare in advance for discussions. All reports will be sent to Directors a minimum of seven days prior to the Board Meeting.

Directors who miss 50% or more board meetings in any one year, or who do not perform their duties, may have a resolution brought to remove them from office as under Section 37 of the OHAA Constitution.

Board meetings may be attended by observers, by the invitation of the Board only.

1.5 Reports to the Board

All Directors are expected to present progress reports of their activities, to the Chief Executive Officer prior to the Board Meeting or/and when called upon to do so.

The reports shall be:

- received by the Chief Executive Officer fourteen (14) days prior to the Board meeting;
- set out on the template provided;
- no longer than one A4 page.

Reports not received by the due date may be tabled for the following Board Meeting.

1.6 Responsibility

All Directors are expected to:

- act honestly, use due diligence, and act in the best interest of OHAA in the discharge of their duties;
- maintain confidentiality;
- disclose any possible conflict of interest with any matter being considered at a meeting as under Clause 35 of the OHAA Constitution;
- contribute to OHAA and its objectives;
- make informed decisions in the best interest of members;
- uphold and to comply with the Constitution, The By-laws and the Code of Ethics (or equivalent) of OHAA;
- effectively contribute to and actively participate in Board activities.

No Director shall use their position to gain personal advantage either directly or for related parties. Directors must fully disclose their proposed involvement to the Board as soon as possible.

Cross reference - OHAA Conflict of Interest Policy.

1.7 Public Statement

A Director cannot issue statements verbally or written on behalf of, or in the name of, OHAA without prior approval from the President or, in their absence, by the Vice-President or the Chief Executive Officer.

1.8 Board CPD discounts

The OHAA board are entitled to a discount to attend all OHAA CPD events as follows:

cost price of event + 10%.