



The Wheel

Election Rules

This document is the “Election Rules” as referred to in the Memorandum and Articles of Association of Rotha Teoranta (trading as The Wheel) (“The Wheel”) as amended by Special Resolution on 14 May 2014 (the “Articles”) and should be read in conjunction with the Articles. This document deals with the arrangements that apply to the election of the Board of Directors. This document was adopted by an ordinary resolution of members at the Annual General Meeting of The Wheel on 14 May 2014.

1. The Board of Directors will consist of up to 8 elected members and up to 4 co-opted members. Of the 8 elected members, no more than 1 may be an Individual Member at any given time.
2. Elections to the Board of Directors will be held at the Annual General Meeting. The conduct of the elections will be overseen and adjudicated on by the returning officer appointed by the Directors (the “Returning Officer”).
3. Every year, prior to the Annual General Meeting, a **maximum of three** elected Directors will signal their intention to retire at the Annual General Meeting. The elected Directors who retire will be chosen from amongst those elected members of the Board of Directors who **either**
 - volunteer to retire, or
 - have completed a term of three years or more on the Board of Directors;**and**
 - who are not currently serving a term as an Officer of the Board of Directors as set out in the Articles.

If the number of elected Directors who meet these criteria is three or less, then all of those members will retire. If the number of elected Directors who meet these criteria is greater than three, then only three of those elected Directors will retire. In this case, a lottery conducted by the Returning Officer will be used to decide which three of those elected Directors who have completed a term of three years or more on the Board of Directors will retire their positions.

The **only circumstance** in which there will be elections for more than three positions to the Board of Directors at any Annual General Meeting is if more than three elected members of the Board of Directors voluntarily decide to resign.

4. **At least 9 weeks** prior to the Annual General Meeting, the office of The Wheel/The Wheel will contact every member then on the register of members in order to provide them with information on the forthcoming Board of Directors elections and the nomination process.

All members then on the register will be sent information in relation to the election including, but not limited to, the number of board vacancies for elected Directors, the procedure for proposal of candidates for nomination to the position of Director and whether the nominees from the members may include a representative from the Individual Membership.

5. All persons proposing candidates for nomination must be a member of The Wheel. Candidates are not allowed to propose themselves.
6. All nominated candidates to the Board of Directors must:
 - be a representative of a Full or Associate Member or an Individual Member of The Wheel, as defined in the document “Terms of Membership of The Wheel” at the time of the Annual General Meeting;
 - be endorsed by at least two members of The Wheel’s Board of Directors at any point prior to the drawing up the final ballot sheets for election (this is usually performed by a sub-group of the existing Board meeting to review all nominees prior to publication of their nominations – see point 10 below);
 - be demonstrably committed to the advancement of the values and vision of The Wheel; and
 - provide a completed nomination form.
7. The completed nomination form shall include the names and signatures of the two endorsing Directors, the candidate’s name, signature, contact details, details of any Community & Voluntary organisations the nominee is involved in and a brief biographical note about the candidate of no more than 250 words.
8. All completed nomination forms must be received in The Wheel office no later than **five weeks prior** to the Annual General Meeting.
9. All received nominations forms are to be reviewed by the existing Board against the below listed criteria.
 - Whether the nominee is judged to have the potential to make a material contribution to The Wheel and its membership base including a demonstrated competence to lead in their particular area.
 - Whether the nominee has experience of serving on management committees/Boards. (Ideally a minimum length of 3 years service in such a role would be needed).
 - The balance of the Board of Directors membership in terms of geographic, gender, sectoral and organisation/individual representation.
 - Particular specialist skills that are deemed to be needed on the Board e.g. legal, finance, fund-raising, communications, advocacy, etc.
 - Strategic development of relationships with particular sectors e.g. public sector, statutory, private sector, academic, etc.
10. The review will be conducted by a sub-committee of The Wheel’s Board of Directors specifically formed for such purpose, which will review all applications received and make recommendations to the Board of Directors as to which nominees should proceed to be put forward for election in accordance with the below process. This process will also allow endorsement of candidates by the required two current Directors (as referred to at 6 above).
11. Upon approval of the final list of nominees for election by the full Board of Directors, the running of the election for Board of Directors membership shall be conducted as per the agreed process as outlined below.

12. In the event of there being fewer candidates for election than vacant positions on the Board of Directors, then the number of positions to be filled by election at the Annual General Meeting will be reduced to the same number as there are candidates. After the election is completed, the new Board of Directors will then have the option of making additional co-options in accordance with the Articles to make up for the shortfall in positions that could not be filled by election.
13. **At least 21 clear days** prior to the Annual General Meeting all members then on the register of members of the Company must be sent a voting card, ballot paper, postal ballot envelopes and explanatory note on conduct and rules of the Elections together with a notice of Annual General Meeting drawn up in accordance with the provisions of the Companies Acts.
14. All members entitled to vote at a General Meeting of the members are entitled to vote on the election of Directors.
15. The Ballot Paper will list the names of the approved candidates in alphabetical order and will include the biographical note from each candidate's nomination papers.
16. If a member joins the Company's membership between the time of the issuance of documents under 13 above, such member shall be provided with the documents listed at 13 above and shall be entitled to vote in the Election.
17. In the case of there being a greater number of candidates than vacant positions, then the system of voting will be a "points" system where the maximum number of points a voter may give to any individual candidate will be determined by the total number of candidates. Based on a sliding scale, members shall be asked to assign points to the nominees of their choice, with the highest points going to the nominee of their first choice, second highest points going to the nominee of their second choice and so forth.

For example, where there are three places to be filled and there are nine nominees, each voter will assign nine points to his / her nominee of first choice, eight points to his / her nominee of second choice, seven to the third, six to the fourth, five to the to the fifth and so on.

The nominees who receive the highest overall number of points will be deemed elected. In the case of equality of votes for the final position, there will be a lottery conducted amongst the nominees tied on equal points.
18. Voters may submit their ballots either in person at the Conference prior to the Annual General Meeting or by post. Postal ballots must be received in The Wheel Office by 5 p.m. two days before the Annual General Meeting. Any postal ballots not accompanied by a voting card or failing to comply with the security and authentication measures determined by the Secretary will be deemed to be void. To be entitled to vote on the day of the Annual General Meeting, a voter must produce their voting card.