

THE WHEEL

ELECTION RULES

This document is the “Election Rules” as referred to in the Constitution (Memorandum and Articles of Association) of Rotha (trading as The Wheel) (“The Wheel”) and should be read in conjunction with the Constitution. 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 18 June 2019.

1. The Board of Directors will consist of up to 8 elected directors and up to 4 co-opted directors. The 8 elected directors shall be elected from a group of persons nominated by organisations who are Full Members of The Wheel.
2. Appointments 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 Board of 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 Directors 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 Constitution.

If the number of elected Directors who meet these criteria is three or less, then all of those Directors 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, the Director(s) with the longest continuous term of office on the board will retire in order of length of service. If there are more than three Directors who have the same length of service, 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.

If there are no elected Directors who meet the criteria no vacancy arises for the year in question.

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 Directors of the Board of Directors voluntarily decide to resign or if three elected Directors of the Board voluntarily decide to resign and another position also needs to be filled.

4. Prior to 'step 5', the Board of Directors will review the skills, experience and diversity remaining on the Board of Directors after the retirement of those Directors identified under 'step 3'. The Board of Directors may avail of the opportunity to identify specific skills, experience or diversity gaps that it wants to highlight to the Full Members before they make their nominations. The Governance Sub-group of the Board of Directors may be asked to assess and articulate any such gaps as they arise.
5. **At least 9 weeks** prior to the Annual General Meeting, the office of The Wheel/The Wheel will contact every Full Member (as defined in the document "Terms of Membership") 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 Full 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 and the procedure for proposal of candidates for nomination to the position of Director.
6. All persons proposing candidates for nomination must be a Full Member of The Wheel. Candidates are not allowed to propose themselves.
7. All nominated candidates to the Board of Directors must:
 - be a representative of a Full Member of The Wheel, as defined in the document "Terms of Membership of The Wheel" at the time of the Annual General Meeting;
 - be proposed by a second (different) Full Member organisation of The Wheel
 - 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.
8. The completed nomination form shall include, 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.
9. All completed nomination forms must be received in The Wheel office by the specified date, being a date not less than **five weeks prior** to the Annual General Meeting.
10. 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 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.
11. The review will be conducted by a sub-committee of The Wheel's Board of Directors, 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).
 12. Upon approval of the final list of nominees for election by the Board of Directors, the running of the election for Board of Directors shall be conducted as per the agreed process as outlined below.
 13. 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 Constitution to make up for the shortfall in positions that could not be filled by election.
 14. **At least 21 clear days** prior to the Annual General Meeting all Full Members then on the register of members of The Wheel, 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.
 15. All Full Members on the register of members of The Wheel, are entitled to vote on the election of Directors.
 16. 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.
 17. Any Full Member who becomes a Full Member of The Wheel after the issuance of documents under 13 above will be unable to vote in the current election.
 18. 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 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 their nominee of first choice, eight points to their 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 between the nominees tied on equal points.

19. Voters may submit their ballots by the specified due date and time, either in person at The Wheel's office or by post. Any ballots failing to comply with the security and authentication measures determined by the Returning Officer will be deemed to be void.
20. All returned ballot papers will be stored in a confidential place under the direction of the Returning Officer. After the closing date for receipt of ballot papers and before commencement of the AGM the following people will convene to open the ballot paper's and count and record the votes: 1) The Returning Officer; 2) The Director of Finance (if separate to the returning Officer) 3) a board member appointed by the board for this purpose; 4) one or more staff of The Wheel deemed necessary for operation of the administration of the vote counting.
21. In the event of The Wheel moving to electronic format for the conduct of its elections, the above detailed process shall be replicated electronically.
22. To be entitled to cast any votes on the day of the Annual General Meeting, a voter must produce their voting card, issued when registering at the Annual General Meeting.

Approved at AGM on 18 June 2019