

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 Elected Directors to the Board of Directors. This document was adopted by an ordinary resolution of members at the Extraordinary General Meeting of The Wheel on 4 April 2022.

1. The Board of Directors will consist of up to 8 elected directors (the “Elected Directors”) and up to 4 co-opted directors (the “Co-Opted Directors”) provided however that if there are less than eight Elected Directors at any point in time, the Board of Directors may, in its absolute discretion, appoint such additional persons as directors (the “Additional Co-Opted Directors”), provided that in such instance the total number of Elected Directors and Additional Co-Opted Directors shall not exceed eight. The Elected Directors shall be elected from a group of persons nominated by organisations who are Full Members of The Wheel.
2. A Full Member of The Wheel is defined within the Terms of Membership of the Wheel document and is a legal member of The Wheel (the “Full Members”). A Full Member must be an independently governed non-profit organisation. This is defined as being where the governing body of the organisation is independent (usually indicated by the fact that less than 50% of the governing body members are appointed by a government, statutory or other body) and that the organisation has the ability to be self-directional in terms of deciding its own mission and vision – and even ultimately that it can make the decision to cease operations.
3. Appointments of Elected Directors to the Board of Directors will occur following an open election process by the members of the Company, following the process set out in these Election Rules. Such appointments shall be announced at and take effect from 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”).
4. For the purposes of ensuring the efficient rotation of Directors, each Director will be placed into one of four groups (the “Director Groups”) by the Board of Directors in accordance with Article 42 of the Articles of Association.
5. The Directors will rotate in accordance with the provisions of the Articles of Association.
6. Prior to the appointment or election of a new Elected Director, the Board of Directors will review the skills, experience and diversity remaining on the Board of Directors after the retirement of the Directors within a Director Group. 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 in

relation to Elected Directors. The Governance and Nominations sub-group of the Board of Directors may be asked to assess and articulate any such gaps as they arise.

7. **At least 9 weeks** prior to the Annual General Meeting, The Wheel will contact every Full 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 in relation to the election of Elected Directors.

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 Elected Director.

8. All persons proposing candidates for nomination as Elected Directors must be a Full Member. Candidates are not allowed to propose themselves.

9. All nominated candidates for Elected Directorships must:

- be a representative of a Full Member at the time of nomination and at the time of the Annual General Meeting;
- be proposed by a second (different) Full Member;
- 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 12 below);
- be demonstrably committed to the advancement of the values and vision of The Wheel; and
- provide a completed nomination form.

10. 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.

11. All completed nomination forms must be received by The Wheel by the specified date, being a date not less than **five weeks prior** to the Annual General Meeting.

12. All received nominations forms are to be reviewed by the Governance and Nominations sub-group 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, organisation representation and any other criteria the Board of Directors may identify for maximising diversity on an ongoing basis.
 - 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.
13. The Governance and Nominations sub-group will review all nominations received, will shortlist these nominations based on the numbers of nominations received and the criteria specified and will make recommendations to the Board of Directors as to which nominees should proceed to be put forward for election as Elected Directors by the Full Members in accordance with the below process. This process will also allow endorsement of candidates by the required two current Directors (as referred to at 8 above).
 14. Upon approval by the Board of Directors of the final list of nominees for election, the running of the election for Board of Directors shall be conducted as per the agreed process as outlined below.
 15. In the event of there being fewer candidates for election as Elected Directors than vacant positions on the Board of Directors, then the number of Elected Director positions to be filled by election by the Members (to be announced at and to take effect from the Annual General Meeting) will be reduced to the same number as there are candidates. In this case, there will be no vote of the Members and the candidates will be deemed to be automatically elected as Elected Directors. 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.
 16. **At least 21 clear days** prior to the Annual General Meeting all Full Members then on the register of members of The Wheel, will be sent full voting instructions including the list of candidates and the process for exercising their vote as Full Members.
 17. All Full Members on the register of members of The Wheel at the date of the election cycle commencing are entitled to vote on the election of Elected Directors.
 18. The election materials will list the names of the approved candidates in alphabetical order and will include the biographical note from each candidate's nomination papers.
 19. Any Full Member who becomes a Full Member after the issuance of documents under 15 above will be unable to vote in the current election.
 20. 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, voting Full 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 fifth and so on.

21. Voters may submit their ballots by the specified due date and time, by the prescribed method for voting.
22. If the election is conducted by hard copy ballots, 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 Annual General Meeting, the following people will convene to open the ballot papers and count and record the votes: 1) The Returning Officer; 2) The CEO or senior staff member nominated by the CEO (if separate to the returning Officer); 3) a Director appointed by the Board of Directors for this purpose; and 4) one or more staff of The Wheel deemed necessary for operation of the administration of the vote counting.
23. If The Wheel uses an electronic format for the conduct of its elections, the above detailed process shall be replicated electronically as far as is practical.
24. The nominees who receive the highest overall number of points will be deemed elected as Elected Directors. Such election shall be announced at, and take effect from, the Annual General Meeting. In the case of equality of votes for the final position, there will be a lottery conducted between the nominees tied on equal points.