

6.3 *Composition of board of directors*

The board of directors of the Corporation shall be comprised as follows:

- a maximum number of 5 member directors,
- a maximum number of 2 independent specialist directors

Not more than 1 person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time.

6.4 *Eligibility of member directors*

An individual is eligible for appointment as a member director if he/she is an individual who:

- is a member of the Corporation.
- has consented in writing to be appointed as a director of the Corporation in the form set out at Schedule 3 of these rules.
- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2.
- within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately.
- within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately.
- within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately.
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

A person is not eligible to become a director if the person:

- has been disqualified from managing Corporations; or
- has been convicted of a criminal offence in the last 10 years or has at any time been sentenced to imprisonment of more than 12 months.
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a director.

An individual who was a Director of the Corporation or a Member of the Management Committee (during the period the organisation was previously registered as an Association under the *Associations Incorporation Act 2015* (WA)) at any time in the period up until to 6 November 2020 is not eligible to be appointed as a Director at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2026.

6.5 *Majority of director requirements*

A majority of directors of the Corporation must be members.

The chief executive officer (CEO) may not be a director and is not to chair directors' meetings.

6.6 *Election of member directors*

The Corporation can appoint a director by the members passing a resolution at a general meeting or AGM. However, no member can be appointed as a member director at a general meeting unless the member has followed the process for nomination and set out below.

No members can nominate to be a member director from the floor at a general meeting.

6.6.1 *Consent / Nomination and election process*

- No later than 15 September in each year, the Chief Executive Officer will provide to all members details of the member director positions that will become vacant at the AGM in that year. At the time of giving this notice, the Chief Executive Officer will also provide a copy of the Nomination/Consent to become a Director Form (as attached at Schedule 3 of this rule book).
- Notice is to be given by sending by:
 - post to their address (as recorded in the Register of Members)
 - email (if an email address has been recorded for the member)

In addition, the Corporation is to give notice by placing:

- Sharing the notice through the Corporations social media channels; and
- Placing the notice on the Corporations website

- Any member wishing to nominate for election as a member director at the AGM must complete and submit the Nomination/Consent to become a Director Form to the Corporation no later than 15 October.
- When notice of the AGM is given to members, such notice is to attach (amongst other things) copies of the Nomination/Consent to become a Director Form (with personal information redacted) that have been submitted by members wishing to nominate for election as a member director at the AGM and meet the eligibility criteria as set out in Rule 6.4.
- A member who nominates for election as a member director must attend the AGM in person.
- If a member who has nominated for election as a member director does not attend the AGM in person, that members nomination will be treated as withdrawn.
- The procedure for voting by show of hands will be as follows:
 - The Chairperson will provide the name of each eligible nominee in alphabetical order (by surname)
 - The Chairperson will ask for a vote by show of hands for each nominee
 - The Secretary will count the show of hands and declare the number of votes for each nominee
 - The nominees receiving the greatest number of votes cast in their favour must be elected as directors, subject to the requirements that:
 - Not more than 1 person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time; and
 - The maximum number of member directors is 5.
- A poll can be demanded in accordance with rule 4.11.