Annual General Meeting Board Election Procedure

Purpose

The purpose of this procedure is to outline the rules and steps for nominating, electing and appointing members to the Board of Huntington's Australia (HA) at Annual General Meetings (AGM).

Scope

This procedure applies to HA members and the HA Board.

Procedural steps

The following procedural steps are consistent with the HA Constitution, which underwrites much of how people are assigned to the Board, but provide additional direction and guidance where the Constitution is silent.

1. The AGM

1a. The makeup of the Board membership is addressed each year at an AGM.

1b. Please note that the above step 1a. does not affect the Board's ability at any other time to appoint a person as a Director to fill a casual vacancy or as an additional Director. Such appointees, however, must retire from the Board and then be voted in by members at the next AGM.

2. Existing Directors

2a. A number of Directors are to retire from the Board at every annual AGM.

2b. Those Directors required to retire are:

i. any Director appointed by the Board during that year to fill a casual vacancy or as an additional Director; and
ii. at least one third of the remainder of Directors.

2c. Director's required to retire may be elected to re-stand for Board appointment by:

i. self nomination; or
ii. a Company resolution.

2d. To be eligible to be elected (and thus re-stand) these people must:

i. still be a member of HA
ii. agree to again provide consent to be a Director.

3. Member election of new Directors

3a. Members may elect a Director by resolution passed at an AGM.

3b. To be eligible for election a person must:

i. be a member of HA;
ii. be nominated by two members of HA (or their representatives);
iii. agree to provide consent to be a Director;
iv. not be ineligible to be a Director under the federal Corporations Act 2001 and the federal ACNC Commission Act 2012.

3c. Director nomination forms will be provided to all members along with notification of the AGM and proxy voting forms at least 28 days prior to the AGM.

3d. Also provided will be a summary of the anticipated Director retirements, proposed re-election intentions (either as an individual nominating or as a Company resolution) and the likely resulting number of available vacancies on the Board.

3e. Completed Director nomination forms will need to be returned to HA by at least 14 days prior to the AGM.

4. Pre-election activity

4a. Prior to the AGM the Company will contact any new nominees to discuss their intentions, the likely number of vacancies, and to ensure a full understanding of the role and responsibilities of being a Director.

5. The Skills Matrix

5a. HA aims to have a Board whose composition is based on skills, experience and knowledge – ie, the all-round wherewithal to appropriately govern the Company. To this end a Board Skills Matrix has been developed which guides Board appointments for which the existing Board has control (as per steps 1b. and 2b.i).

5b. On the chance of there being more people seeking appointment to the Board at the AGM than there are vacancies the Matrix will be used to inform and guide members for their voting deliberations.

Definitions

Proxy voting	A formal mechanism where a member allows another person to vote for them.
Board Skills Matrix	A document outlining the desired skills and knowledge the composite Board requires in order to appropriately govern the Company.

Related Policies, Procedures, Documents or Legislation

- HA Constitution
- HA Board Skills Matrix