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ELECTION OF DIRECTORS POLICY - APPROVED 21st December 2021

1) INTERPRETATION AND AUTHORITY

a) These by-laws are made pursuant to clause 14.2 of the Constitution.

b) In these by-laws, to the extent of any inconsistency between these by-laws and the Constitution, the Constitution prevails.

c) Unless specified to the contrary, the forms and appendices are incorporated in and form part of these by-laws.

2) ELECTION PROCEDURE

a) Election of Directors

i) The Board shall form a committee which shall review all nominations for the position of director of the Board **(Nomination Committee).**

ii) The Board must create and maintain a policy which will assist the Company in assuring that its Board members are suitable and capable of managing the affairs of the Company in accordance with law and good governance practice given the nature of the Company's activities and its legal obligations.

iii) The Nomination Committee shall meet as soon as possible after expiry of the lodging period for director nominations for the Board as expedient and may meet as and when it determines.

iv) The Nomination Committee shall review all applications and supporting materials received for the appointment of a director, arrange reference checks, and undertake interviews with prospective candidates (if deemed required) and will prepare a recommendation report to be given to Members prior to the election of any directors.

v) The Nomination Committee will be required to have regard to, among other things as the Board shall determine from time to time:

(1) the Board Composition and Director Eligibility Policy

(2) the Company's strategic direction;

(3) the Board skills matrix; and

(4) a candidate's biography,

vi) Only candidates which the Nomination Committee considers suitable for nomination to the Board will be included in the recommendation report.

vii) The Company Secretary will circulate the recommendation report to the Members together with the ballot papers.

b) Procedures Common to all elections

i) Any election required by the Constitution to give effect to an appointment shall be conducted in the following manner (**Election Rules**):

ii) Nominations for candidates shall be called by the Company Secretary (upon the instruction of the Chairman of the Board or other authorised person as appropriate or as provided by the Constitution) by:

(1) For the appointment of a director at the AGM:

(a) By notice to all Members entitled to vote given by email to the email address of the Member specified in the records of the Company;

(b) By any other means determined by the Company Secretary to be reasonable in the circumstances including publication on a public noticeboard.

(2) For any other appointment to be voted upon by Members, in the way determined by the Chairman of the Board.

iii) Nominations of candidates must be:

(1) In writing in the English language;

(2) Signed by the candidate;

(3) Accompanied by statements signed by the candidate:

(a) Responding to the Nomination Committee's selection criteria (if any) as set out in the call for nominations at 2 b) ii;

(b) Setting out the personal particulars of the candidate described in Part A of Appendix 1 (and no more);

(c) Outlining the matters described in Part B of Appendix 1 and no more; and

(d) The number of words is at the discretion of the applicant; and

(4) Lodged with the Company Secretary before the date specified in the notice calling for nominations/applications, being the date which is at least 21 days prior to the date of the relevant meeting at which the election shall be held (**Lodging Date**).

(5) Accompanied by a government issued photo ID of the relevant candidate (eg. drivers licence or passport).

iv) If no candidates are nominated for election and who are deemed suitable by the Nominations Committee then no election shall be held and no candidates will be elected.

v) If the number of suitable candidates nominated for election does not exceed the number of vacancies, no election shall be held and such nominees shall be declared elected by the Company Secretary (who shall procure a record of the same) and such result shall be announced at the

relevant meeting, where vacancies shall be declared filled accordingly. The Chairman of the Board will sign the Company Secretary's record which shall be retained as conclusive evidence of the election.

vi) If the number of candidates exceeds the number of vacancies, a secret ballot shall be conducted and counted by the Company Secretary in the following manner:

(1) Every Member entitled to vote shall be given notice (**Prescribed Notice**) of the closing date for casting votes in the election. However an election, whether occurring before or after this By-law comes into effect, is not invalidated because a person entitled to vote did not received the Prescribed Notice, or the Prescribed Notice was accidently not given to that person.

(2) The Prescribed Notice shall be given in such manner (whether orally and/or by ordinary prepaid post and/or electronically, as approved by the Company Secretary) and shall include: (a) A ballot paper, headed sufficiently to identify the nature of the election and listing in alphabetical order of family name all candidates opposite a box in which a mark may be placed.

(b) An instruction to voters (along with any others considered by the Company Secretary to be expedient) that:

(i) Voting is not compulsory;

(ii) include clear direction as to how to vote;

(iii) Ballot papers returned that are incomplete, incorrectly completed or received later than a date reflecting a time (being the minimum period require prior to the election (**Closing Date**), will be declared invalid and not considered.

(c) A rendering of the statement of personal particulars and any other matters provided by each candidate pursuant to and to the extent only compliant with these by-laws in a form and substance approved by the Company Secretary (and in the event of a difference of opinion between the Company Secretary and a candidate, by the Chairman of the Board) having regard to:

(i) Not unduly favouring any one or more candidates; and

(ii) Not defaming or making derogatory remarks concerning the Company, any Member or any other person.

(d) The Company Secretary may prescribe how ballot papers are to be returned, including by electronic means, which in the Company's Secretary's opinion, provides a mechanism to achieve secure, secret and effective voting.

vii) Each candidate may by themselves or a duly appointed alternate observe the counting of ballots provided always the identity of voters remains secret.

viii) Upon receiving all completed ballot papers the Company Secretary shall examine each ballot paper for validity and reject any deemed invalid, which shall not be counted for the purposes of the election.

ix) The candidate/s receiving the most amounts of votes shall be elected.

x) Subject to specific Election Rules, the Company Secretary shall determine conclusively all questions of detail concerning any election.

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BOARD COMPOSITION AND DIRECTOR ELIGIBILITY POLICY - APPROVED 21st December 2021

1. Policy Objectives

1.1 The objective of this Policy is to assist the board of directors of St John Ambulance Australia Queensland Limited (the **Board**) in ensuring that, to the extent reasonably possible, it can positively influence the selection and election or appointment of Directors who have an appropriate balance of skills and competencies to enable the Board to carry out its role effectively.

2. Background

2.1 St John Ambulance Australia Queensland Limited (the **Company**) is a company limited by guarantee, registered under the Corporations Act 2001, a not-for-profit organisation and a registered charity.

2.2 Charities are regulated by the Australian Charities and Not-for-Profit Commission (the **ACNC**). A charity must meet the ACNC's Governance Standards (https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards) (**Governance Standards**) in order to be registered and remain registered as a charity with the ACNC.

2.3 A charity must be able to demonstrate the steps it has taken to comply with the Governance Standards and that they are appropriate (considering such factors as its size, purposes and activities).

2.4 Given the size and complexities of the business of the Company, the Board has developed this policy to ensure that suitably qualified persons are appointed as Board members from time to time.

3. Board Composition Requirements

3.1 Clause 14.2 of the Constitution provides that the Company may make By-Laws not inconsistent with the constitution of the Company (the Constitution) and the Corporations Act for the general management and running of the Company. The By-Laws of the Company require the Company to have a Board Composition and Director Eligibility Policy.

3.2 The requirements for the composition of the Board as a whole are as follows:

(a) all Directors have or demonstrate a commitment to obtaining all of the following behavioural competencies:

(i) leadership, with a focus on policy development and advocacy in a competitive commercial environment;

(ii) problem solving and critical analysis, with a high level of skill in comprehending, synthesising and articulating complex business issues;

(iii) strategic thinking and strategic planning;

(iv) high level oral and written communication skills, particularly with regard to interpersonal relationships and teamwork;

(v) high standards of personal and professional ethics and integrity;

(vi) a genuine commitment to the objects of the Company and providing positive and constructive support.

(b) Directors have at least one of the following competencies or experience:

(i) experience in the health industry; or

(ii) sound knowledge of contemporary governance principles including prior Board experience or formal governance training; or

(iii) experience in areas such as finance, accounting, audit or risk management;

(iv) management experience, particularly as CEO of an organisation in the health industry; or

(v) legitimacy and credibility including strong relevant networks and a respected professional reputation; or

(vi) business acumen and experience in business diversification, particularly in a competitive commercial environment.

3.3 The following skills and experience, whilst not required, are desirable to provide additional value to the Board:

(i) previous experience working in partnership with stakeholders including government;

(ii) understanding of or experience in community engagement and advocacy;

(iii) experience in commercial business operation, particularly in financial, technology, legal and risk management;

(iv) experience in marketing, communications and promotion;

(v) experience in working with membership-based organisations;

(vi) experience in delivering innovative solutions;

(vii) previous experience in a not-for-profit/charitable organisation.

3.4 It is desirable that the Board include Directors with diverse characteristics and backgrounds.

3.5 The Board should, wherever possible, have a balanced mix of skills and experiences across the Directors.

4. Director Eligibility Criteria

4.1 Clause 3 of the By-Laws provides that this Policy must include the following Director eligibility criteria:

(a) the person is of such character that their election/appointment will ensure the Company continues to be well governed, responsibly managed, and they are able to carry out the duties required to ensure the Company meets its obligations under the law;

(b) the person is not an employee of the Company or any related entity employing staff of the Company;

(c) the person is not a current member of State or Federal Parliament;

(d) the person has not been a director of a company that has been:

(i) involuntarily wound up; and/or

(ii) the subject of review of a regulator, where such review has resulted in their removal from the board.

(e) the person is not considered a person who may pose a risk to the Company's financial position or the pursuit of its policy work;

(f) the person is not prohibited by law from being a director of a company; and

(g) so far as it relates to member elected directors, the Nomination Committee recommends the person to be appointed a director.

4.2 In addition, the person must:

(a) not be ineligible by law for appointment or election to the Board;

(b) have a sound understanding of the role and purpose of the Company;

(c) have a sound understanding of the governance role, operation, legal duties and functions of boards;

(d) have a sound ability to read and understand financial statements of the kind adopted by the Company for the purposes of board reporting;

(e) have a breadth of interest and expertise relevant to the role and purpose of the Company;
(f) have sufficient time and flexibility to contribute fully to the Board's role and purpose;
(g) have completed a conflict of interest declaration in a form from time to time Director.

4.3 A Director must notify the Board if any circumstances arise which have the potential to affect their eligibility to continue as a Director.

(a) approved by the Board; and
(b) have affirmed in writing that the person does not have any conflict of interest which would hinder, or be reasonably likely to hinder, the person's ability to exercise independent judgment in decision-making as a

5. Policy review

5.1 This policy will be reviewed and, if appropriate, updated by the Board at least annually and updated if necessary.

MEMBER INFORMATION MAINTENANCE AND CONFIRMATION– Approved by the Board 10th October 2024

1. **Obligation to Update Information:**
   - Pursuant to clause 5.2 of the Constitution, each member of the Company has an obligation to promptly notify the Company Secretary of any changes to their contact information, including but not limited to their address for correspondence.
2. **Confirmation of Information:**
   - The Company may take reasonable steps to confirm the accuracy of each member's contact information when necessary to maintain an accurate register of Members. This may include sending a notice to the Member's last known address requesting confirmation of their details.
3. **Notice and Confirmation Period:**
   - Upon sending such a notice, the member shall have 21 days from the date of the notice to confirm or update their contact information. Confirmation or updates must be communicated to the Company Secretary within this period.
4. **Cessation of Membership:**
   - If a Member fails to confirm or update their contact information within the 21-day period, the Company may, at its discretion, pursuant to clause 8.1(c) of the Constitution, deem the Member has neglected to comply with Clause 5.2 of the Constitution and as such shall be expelled following the process in Clauses 8.2, 8.3 and 8.4 of the Constitution.
5. **Reinstatement of Membership:**
   - A Member whose membership has ceased due to action under this by-law may apply for reinstatement by providing updated contact information and fulfilling any other requirements as determined by the Company.