



## **NOTICE OF ELECTION**

The Annual General Meeting of Merri Health is scheduled to be held in November 2021. Details of the nomination process for a candidate to fill **three** vacancies on the Board of Directors from that date are set out below. The election, if required, shall be conducted by postal ballot.

### **INFORMATION FOR CANDIDATES**

The Constitution of Merri Community Health Services Limited (trading as 'Merri Health') stipulates that the Board of Directors consists of up to six Directors appointed by Members in addition to a maximum of four Co-opted Directors appointed by the Board. This document has been prepared to assist potential candidates to nominate for election as a Director. Clause 8.7 of the Constitution lays out a number of matters that need to be complied with regarding the election of Directors. A copy of the Constitution of Merri Health can be found at [www.merrihealth.org.au](http://www.merrihealth.org.au) under the 'Get Involved' tab listed in the membership section.

#### **Nominations**

Any person in the community is eligible to stand for election (subject to the requirements of the Constitution). Specific eligibility requirements for Directors are contained in Clause 8.7 and 8.8 of the Constitution as noted below:

<p><b>8.7 Eligibility for election as Director</b></p> <p>A nominee for the position of Elected Director:</p> <p>8.7.1 must be a Voting Member, unless recommended for election by the Directors;</p> <p>8.7.2 must have the essential and desired generalist skills, specialist skills, qualifications, experience and expertise set out in a skills matrix previously approved by the Directors in respect of nominees for Elected Director;</p> <p>8.7.3 must attend an information and education session conducted by the Company to outline the activities of the Company, the structure of the Company and the anticipated workload of being a Director, unless otherwise exempted by the Directors; and</p> <p>8.7.4 must otherwise satisfy the criteria for appointment under this Constitution.</p>
<p><b>8.8 Requirement for Director</b></p> <p>A person is eligible to become a Director if he or she:</p> <p>8.8.1 is over 18 years of age;</p> <p>8.8.2 is not an employee of Merri Health;</p> <p>8.8.3 has consented in writing to become a Director;</p> <p>8.8.4 is not prohibited or disqualified or otherwise prevented from being a director of a company under the Corporations Act, the Charities Act, the Tax Act or any other applicable law; and</p> <p>8.8.5 has not been convicted and is not under sentence, or subject to be sentenced, for any offence punishable under the law of the Commonwealth or of a State by imprisonment for one year or longer.</p>

Per clause 8.7.2 (above), nominees are to demonstrate strategic knowledge and/or experience in at least one of the following areas:

- *Clinical Governance in Health or a related sector*
- *Information Technology*
- *Property / Facilities*



- *Public Policy and Political Relations*
- *Community and Stakeholder Engagement*
- *Commissioning / Risk Management practices*

Nominations must be made on the prescribed form, must be signed by the candidate and signed by at least five [5] voting members (per clause 8.6.1(b) of the Constitution).

For the purpose of nominations, voting members are deemed to be those that are eligible to vote at the time of the close of nominations (including a minimum of 12 months membership status). If you are uncertain about who are eligible members, a copy of the membership list is available for perusal at the corporate offices or on request from the Company Secretary.

Nominees are required to attend 'an information and education session conducted by the Company' (per clause 8.7.3 of the Constitution). Information about these sessions will be supplied upon enquiry. Attendance is a required prerequisite for the eligibility of a nomination.

### **Board Meetings & Committees**

The Constitution states that the Board must meet at least on ten occasions during the year. Currently, Board meetings are generally held on the last Tuesday of the month at 6:00pm. The Board has several sub-committees and each Board member is encouraged to nominate for one of these. Sub-committees usually meet at least six times a year.

### **Term of Office**

The term of office for a Director is three [3] years and a Director cannot hold office for more than three successive terms.

### **Nomination Forms**

Nomination forms are available upon request from the Company Secretary of Merri Health.

Due to the COVID-19 restrictions currently in place for metropolitan Melbourne, there is a modified process for completion of nomination forms and the attendance of information sessions. These details shall be supplied at the time of requesting a nomination form.

As the nomination forms are required to be supported by five voting members, and there are other prerequisites in the nomination process, it is advisable for nominees to request a form at their earliest opportunity.

All finalised nominations are to be returned to the Company Secretary and **must be received** by 5:00pm on Tuesday, 5 October 2021.

### **CONTACT DETAILS**

#### **Company Secretary**

**Gavin Thompson**

Company Secretary – Merri Health

Email: [Gavin.Thompson@merrihealth.org.au](mailto:Gavin.Thompson@merrihealth.org.au)

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[www.merrihealth.org.au](http://www.merrihealth.org.au)