



ELECTION PROCEDURES

ACON Health Ltd (ACON)

Version 01/19APR2024 - Approved by the Board on 17 April 2024

PURPOSE:

The purpose of this document is to set out and publish the procedures for the election and appointment of Member Elected Directors to the Board of ACON Health Ltd (**ACON**) pursuant to clause 10.2 of ACON's Constitution.

Note: Capitalised terms used but not defined in this document have the meaning given to them in ACON's Constitution.

Board Involvement

The Board may review these procedures no later than 4 months before an Annual General Meeting (AGM), whereafter they shall be published on ACON's website pursuant to cl. 10.2(iii) of ACON's Constitution.

Each year, no later than 31 May, the Secretary shall advise the Board of the following:

- A. The AGM Timeline for that year's AGM (setting out the dates for the Notice of Meeting, the Call for Nominations, and for any ballot papers and proxies); and
- B. the recommended appointment of a Returning Officer (not being a candidate in the election).

Call for Nominations and Notice of Meeting

- (1) Nominations for Member Elected Directors will occur before ACON's AGM each year and the appointment and retirement of Member Elected Directors will be announced at each AGM.
- (2) Nominations and elections for Member Elected Directors will only be required due to Member Elected Directors retiring or having given notice of their intention to resign effective on or before, the upcoming AGM, as per Clause 10 (Appointment and retirement of Directors) of the Constitution.
- (3) Timeframe for Notice of Meeting and Call for Nominations. The following are to ensure that there is enough time:
 - (a) At least 3 weeks' Notice shall be given to Members of the AGM.
 - (b) At least 8 weeks' but no more than 10 weeks before the date of the AGM, the Secretary must send a Call for Nominations to the Members entitled to nominate Member Elected Directors, calling for nominations for Member Elected Directors to be appointed (Call for Nominations).
 - (c) This allows for, though is not necessary, the Notice of AGM and Call for Nominations to be sent simultaneously to Members.
- (4) The Call for Nominations must specify:

- (a) the maximum number of Member Elected Directors to be elected at the upcoming AGM;
 - (b) the identity of the current Member Elected Directors whose positions are up for election at the upcoming AGM;
 - (c) the date and time by which nominations must be submitted to the Secretary at the Registered Office, which must be no later than 5 weeks before the upcoming AGM;
 - (d) the methods by which nominations are to be delivered to the Secretary, including but not limited to by post, email and other electronic means;
 - (e) the date of the upcoming AGM; and
 - (f) the requirements outlined in paragraphs (6) and (7) for a nomination to be valid.
- (5) Subject to the Corporations Act, the Secretary has sole discretion as to the method used to send the Call for Nominations to Members, whether it be personally, by post, by electronic means, or any combination of these methods, provided such method or methods are not unduly onerous for Members.
- (6) For a nomination to be valid, it must:
- (a) be in writing;
 - (b) be signed by the person nominating the candidate and the person seconding that nomination;
 - (c) include the candidate's signature indicating their consent to nomination and their consent to act as a Director if elected;
 - (d) include the personal details of the candidate as required by the Corporations Act;
 - (e) include any supporting statement the candidate wishes to include in the ballot paper, not exceeding 250 words;
 - (f) be received by the Secretary at the Registered Office by the date, and means of delivery, specified in the Notice for Nominations;
 - (g) Include the candidate's proof of DIN (Director Identification Number) as required under Part 9.1A of the Corporations Act 2001 (Cth); and
 - (h) Advise the candidate's previous period/s of service as a Director on the ACON Board (if any) to determine the candidate's eligibility pursuant to clause 10.6 of ACON's Constitution.
- (7) The person nominating the candidate, the person seconding the nomination and the candidate must all be Members entitled to vote in elections of Member Elected Directors at the time nominations close.

Process for election

- (8) If the number of valid nominations received is less than or equal to the number of Member Elected Directors to be elected, then each of the candidates will be appointed as a Member Elected Director effective from the closure of the AGM.
- (9) If the number of valid nominations received exceeds the number of Member Elected Directors to be elected, the election of Member Elected Directors will be conducted by ballot as detailed in the following clauses.
- (10) Currently, the ballot system is a paper-based format. The paper-based voting system for the ballot may change to an alternative voting system (such as online voting) in

the future, should the Board see and approve acceptable reasons to do so. The Election Procedures will be updated and published accordingly.

- (11) The voting system for a ballot shall be a “First-Past-the-Post System” (“Election of more than one candidate”, where successful candidates are those who receive the highest number of votes), as defined in paragraph 29.1 of the Model Rules Guide by the Australian Electoral Commission (aec.gov.au/ieb/files/model-rules-nov2010.pdf) and where voters may vote for as many candidates as they like, but no greater than the total number of candidates to be elected.
- (12) The Secretary must prepare ballot papers that include:
 - (a) for each complying nomination:
 - i. the full name of the candidate; and
 - ii. the supporting statement provided in accordance with paragraph (6)(e); and
 - (b) the method for a Member to indicate their choice of Member Elected Director(s) among the candidate(s) (for example, a box(es) to tick);
 - (c) the date and time on which the ballot closes (**Closing Date**) and
 - (d) details regarding the process for a Member to submit a completed ballot paper to the Secretary at the Registered Office before the Closing Date.
- (13) A ballot paper must be sent to each Member entitled to vote in the election of Member Elected Directors at least 3 weeks before the AGM.

Subject to the Corporations Act, the Secretary has sole discretion as to the method used to send the ballot papers to Members, whether it be by post, by electronic means, or by a combination of these methods, provided such method or methods are not unduly onerous for Members and are consistent with the Election Procedure Objectives. For the time being, the method is to send ballot papers by post.

- (14) Upon sending the Ballot Papers, the Returning Officer and Secretary will also set a date, time and place for the counting of the votes.
- (15) A Member votes by indicating their choice for Member Elected Director in the manner prescribed on the ballot paper. In the case of a ballot paper which has been incorrectly filled out, the Returning Officer has sole discretion to interpret the voting intentions of the relevant Member by referring to the indications made on the relevant ballot paper or to disregard the ballot paper in its entirety.
- (16) To submit a valid vote, a Member must ensure that their completed ballot paper is delivered to the Secretary by the nominated time on the Closing Date as provided on the ballot paper.
- (17) The ballot paper must be delivered to the Secretary by post or by hand to the Registered Office, in a closed envelope displaying the voting Member’s name and address, with the ballot paper placed in another envelope inside that outer envelope.
- (18) Upon receipt of a ballot paper, the Secretary must verify that the person identified as voting is entitled to vote. The Secretary must then place the verified ballot paper in a secure location. The Secretary must also place all envelopes in a separate secure location. The Secretary must destroy both the ballot papers and envelopes after the

declaration of the poll at the AGM and resolution of any dispute pursuant to clause (26) below.

All votes remain in their secure location until provided by the Secretary to the Returning Officer to conduct the vote count.

- (19) The ballot must close at least 3 days before the AGM.
- (20) In relation to the counting of ballots:
 - A. The role of the Secretary is to confirm an entitlement to vote, pursuant to paragraph (18) above.
 - B. The Secretary may also invite up to 3 independent persons to witness the ballot count.
 - C. The role of the Returning Officer is (i) to conduct the vote count, (ii) to determine the formality of the votes and (iii) to tally the votes.
 - D. The Returning Officer may consult with the Secretary in the carrying out of the Returning Officer's tasks.
- (21) If a candidate dies or withdraws their nomination for election after ballot papers have been distributed by the Secretary but before declaration of the election result, the election continues and any votes awarded to that candidate must be excluded.
- (22) The exact number of Member Elected Directors to be appointed at the AGM will be elected in the order of which candidates received the most votes in the ballot, in accordance with the voting system outlined in paragraph (11) above.
- (23) If two or more candidates receive the same number of votes for the last electable position, the Returning Officer must decide by lot in the presence of the Secretary and any independent persons who had been invited by the Secretary pursuant to cl. (20) above, which of the candidates is to be elected as Member Elected Director.

Declaration of result

- (24) At the AGM, the Returning Officer shall provide a Declaration of the Results of the election, and shall also provide to the Secretary a written report of the outcome of the ballot which also specifies the number of votes that were cast for each candidate and a declaration of the candidates appointed.
- (25) The results of the election will be announced at the AGM. Subject to clause (26), the appointment of each Member Elected Director will take effect at the closure of the AGM in accordance with the Constitution.
- (26) Where a member disputes the ballot result (**a Dispute**):
 - A. the member is to advise the Company Secretary of the Dispute during the AGM before that meeting is closed;
 - B. The Declaration made by the Returning Officer is held in abeyance only in relation to the appointment of those candidates affected by the Dispute, and:
 - C. The Secretary will thereupon, within reasonable timeframe, review the dispute and advise the member(s) in question about the final determination.