

## RMIA NOMINATION AND ELECTION REGULATIONS

### INTERPRETATION SECTION

(a) In these Regulations Risk Management Institution of Australasia Limited is referred to as “RMIA”. Any words and meanings set out in these Regulations have the same meaning as set out in the RMIA Constitution.

(b) The following Nomination and Election Regulations need to be read in conjunction with the *Corporations Act 2001* and RMIA Constitution.

## RMIA NOMINATION AND ELECTION REGULATIONS

### 1 Directors

The Directors shall be elected and appointed by, subject to clause 7, the Members in accordance with the *Corporations Act 2001*, the Constitution, and the process set out in the following clauses.

### 2 Returning Officer

The Board must appoint a Returning Officer for the election of Directors.

### 3 Nomination of Directors

The nomination of Directors shall take place in the following manner:

(a) The Secretary shall by notice notify Members that RMIA is accepting nominations for the election or re-election of Directors and, if required, election of Replacement Director(s), and must specify in the notice the latest date and time for the delivery of any nomination to RMIA.

(b) Any Member (except Student and Retired members), may be nominated to serve as a Director, or Replacement Director providing they have been nominated in writing by any two Members and have consented to the appointment on an approved RMIA nomination form.

(c) The nomination form is to be signed by the candidate, the proposer and seconder, and shall be lodged with RMIA at its registered office (or other address advised in writing by the Secretary) by the date and time

required in the notice. The candidate, proposer and seconder must be current financial Members.

(d) Candidates shall supply to RMIA in a form approved by the Secretary by the required date, a statement in no more than 400 words (or other number specified by the Secretary) setting out the name of the candidate, length of the candidate's membership of RMIA and such other information as the candidate sees fit relevant to the objectives of RMIA provided that no argumentative matter is included.

(e) RMIA may require candidates as part of the nomination process as a Director, or Replacement Director, to agree on the nomination form or separately to:

- undertake, or complete, an approved course or relevant training for directors of companies; and/or
- consent to the release to members of the candidate's votes received during the Ballot.

(f) A candidate for the position of Director, or Replacement Director, may, by notice in writing posted or delivered to the Secretary at the RMIA registered office, withdraw his or her nomination by the date and time set for the closure of nominations.

#### **4 Notice of meeting**

(a) The notice of a meeting of Members at which Directors will be appointed must include a resolution to the meeting to approve the appointment of Directors by the members.

#### **5 Voting**

(a) Voting for the election of a Director, may take place by utilising any medium whether physical or electronic to conduct an election as determined by the Board from time to time. Voting shall be effected by Members marking the Ballot Paper using the medium as determined by the Board against the name of each candidate for whom a Member wishes to vote in the manner required by the Secretary.

(b) The Returning Officer must count all votes received prior to the meeting of members .

(c) The Secretary must arrange for the results of the Ballot to be announced at the next Meeting of Members.

## 6 Ballot Material

(a) The Secretary is to arrange to deliver to each Member through a medium to be determined by the Board to either a physical or email address shown in the Register (or other address nominated in writing by the Member) the following:

- Ballot Material;
- the candidate's factual statement referred to in clause 3(d); and
- any other document or information that the Secretary considers appropriate.

(b) A Ballot Paper is not to be accepted if it is:

- received by RMIA after the closing date and time for the Ballot; or
- received from a person not entitled to vote.

## 7 Casual Vacancy of Directors

If the office of a Director is terminated in accordance with the Constitution, the Directors may appoint a Replacement Director. The Replacement Director may hold office until the next AGM.

## 9 Definitions

In this Regulation the following words have the following meanings:

**"Ballot"** means the process for the election of Directors, and if required, the election of Replacement Directors.

**"Ballot Paper"** means the documentation authorised by the Secretary to be provided to Members for each Member to cast a vote or votes for the election of Directors and if required, the election of Replacement Directors.

**"Ballot Material"** means documentation that is authorised by the Secretary to be provided to Members in relation to the Ballot process and includes duplicate Ballot Material.

**"Replacement Director"** means a Director appointed by the Directors under Regulation 7.

**"Returning Officer"** means the person appointed by the Board to conduct an election of Directors.