



Stockbrokers and Investment Advisers Association

ABN 91 089 767 706

Nomination Committee charter

1. Purpose

1.1 The Nomination Committee (Committee) is a committee of the Board of Directors of Stockbrokers and Investment Advisers Association Ltd (SIAA) established under clause 42.1 of SIAA's constitution to assist the Board in discharging its responsibilities by reviewing Board composition, performance and succession planning. This includes identifying, evaluating and recommending candidates for the Board.

1.2 The Committee also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

2 Responsibilities

2.1 In performing its role, the responsibilities of the Committee include, but are not limited to:

- a) reviewing the size and composition of the Board, including succession plans, to enable an appropriate mix of skills, experience, expertise and diversity to be maintained
- b) identifying and evaluating Board candidates and recommending to the Board individuals for Board appointment and election, and
- c) developing the appropriate process for evaluation of the performance of the Board and its committees.

3 Membership

3.1 The Board appoints the members of the Committee and its Chair.

3.2 The Chair of the Committee will be the Chair of the Board.

3.3 The Chief Executive Officer and Managing Director may be a Member of the Committee and other Members of the Committee must be members of SIAA and directors of the Board.

3.4 The Committee comprises a minimum of three (3) members.

3.5 Each Committee member is expected to:

- a) have and maintain a good working knowledge of board governance in respect of the selection and appointment of Board members, and

- b) have the capacity to devote the required time and attention to prepare for and attend Committee meetings.

3.6 Committee members are responsible and accountable for maintaining the confidentiality of the information they receive during the conduct of their function.

3.7 The CEO will appoint a person to provide secretariat support to the Committee.

4 Meetings

4.1 In any year the Committee must meet at least once.

4.2 Any Committee member may, and the Committee Secretary, at the request of a Committee member must, convene a meeting of the Committee.

4.3 The agenda for Committee meetings is determined by the Committee Chair but must include any item of business of the member who requested the meeting under 3.2.

4.4 The agenda shall be provided to Committee members by the Committee Secretary at least seven (7) days in advance of each meeting.

4.5 Meetings and the proceedings of the Committee are governed by the provisions of the Constitution of SIAA regulating meetings and proceedings of the Board.

4.6 A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.

4.7 A quorum for any meeting is two (2) members of the Committee.

4.8 The Committee may invite other people including employees of SIAA and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.

4.9 Decisions of the Committee may be made:

- a) at a duly called and constituted meeting; or
- b) a resolution in writing notified to all members of the Committee and approved by at least 75% of the members of the Committee who are entitled to vote on the resolution. A member's approval may be evidenced by a hard copy or electronically scanned signature or by email.

5 Minutes

5.1 Minutes are to be prepared for each Committee meeting.

5.2 The draft minutes of each Committee meeting are to be reviewed by the Committee Chair and circulated to all Committee members by the Committee Secretary as soon as practicable.

5.3 A copy of the minutes once they have been reviewed by the Committee Chair must be included in the papers for the next Board meeting.

5.4 The Committee shall consider and adopt the minutes of each Committee meeting at the next Board meeting.

6 Authority

6.1 The Board has authorised the Committee, within the scope of responsibilities set out in this Charter, to perform the activities required to address its responsibilities and make recommendations to SIAA management and the Board; and have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter, provided that the powers of the Nomination Committee are subordinate to the powers of the Board. This authorisation does not extend to expenditure or otherwise incurring obligations on behalf of SIAA unless expressly authorised by the Board.

6.2 The Committee may, as required from time to time, seek the services of other directors on the Board of SIAA or individuals outside the Board (at SIAA's expense as approved by the Board) with specific skills and experience to assist the Committee in undertaking specific tasks.

7 Reporting Responsibilities

7.1 In addition to providing the Board with a copy of the minutes of its meetings the Committee will through its Chair as appropriate make recommendations to the Board.

8 Review of Committee Charter

8.1 Any modifications to or replacements of this Charter must be approved by the Board.

8.2 The Board shall review the Charter every two (2) years or as required.

Approved 31 August 2022

Updated 24 November 2022 to align with new Constitution