

AUSTRALIAN PROPERTY INSTITUTE LIMITED NOMINATIONS POLICY

Reference: Nominations Policy
Effective: 28 March 2024
Review: TBC
Owner: The Board

1. Purpose

This document sets out the requirements for the Nominations Process to be followed for the nomination of Elected Directors as considered by clause 9.3 of the Australian Property Institute Limited (API) Constitution.

This document should be read in conjunction with the Nominations Committee Charter, the API Constitution and any other policy or procedure relating to the nominations process produced by the API from time to time.

2. Process and Timing

The process and timing to be followed for nominations of Elected Directors is as follows:

STEP	TIMING
1. The Board considers whether to make a call for nominations and announces its determination in the Members News. Where the Board decides to call for nominations, this will be published alongside announcement of its determination on the API website and in the Members News. Where the Board decides not to call for nominations, no further steps are required to be taken under this Policy. For the avoidance of doubt, where the Board will have the minimum number of Directors required under clause 8.1 of the Constitution at the end of the next AGM (being seven Directors, either Elected or Appointed) it is in the Board's complete discretion as to whether a call for nominations	At least 50 days before the Annual General Meeting (AGM) at which the election will take place (Relevant AGM)
2. If the Board decides to call for nominations for Elected Directors, then a final call for nominations for Elected Directors is published on the API website and in the Members News. If the API Board decides not to call for nominations for Elected Directors, then the following Nominations actions will not apply.	At least 45 days before the Relevant AGM
3. Nominations for Elected Directors close	At least 40 days before the Relevant AGM
4. The Company Secretary will progress relevant searches for nominees, including ACNC disqualified persons register and ASIC banned and disqualified person register	Within 4 days of nominations closing

5.	The Company Secretary will collate Nominations and outcomes of any searches and provide to the Nominations Committee for review in accordance with the eligibility considerations set out in the Constitution and this Policy or as otherwise specified by the Board	Within 5 days of nominations closing
6.	The Nominations Committee meet at least once to consider and discuss the nominations and determine the eligibility of candidates and any other matters required by them specified in the Nominations Committee Charter	Timing of this meeting will depend on the availability of the Nominations Committee, however, must be at least 30 days before the Relevant AGM
7.	If the number of nominees submitted by the Nominations Committee is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions	
8.	If there are more nominees than the number of positions to be filled, a ballot will be conducted electronically, with the nominee(s) who receive the highest number of votes being elected to fill the Elected Director positions	
9.	The Nominations Committee provide the name of eligible candidates to the Company Secretary and the Board. Any recommended exclusion of a nominee is to be submitted to the Board for final decision on whether to exclude the nominee.	At least 26 days before the Relevant AGM
10.	The Company Secretary will submit the names and details of all eligible nominees to the digital voting platform and the list of Members eligible to vote	At least 24 days before the Relevant AGM, or as required by the digital voting platform.
11.	Notice of AGM sent to Members including a list of all eligible nominees.	At least 21 days prior to the Relevant AGM
12.	The digital voting platform will email all Members eligible to vote explaining how to vote electronically	At least 19 days prior to the Relevant AGM
13.	Voting opens to Members	At least 16 days prior to the Relevant AGM
14.	Interviews with all eligible Nominees will be published on the API and APJ websites and in the Member News	At least 15 days prior to the Relevant AGM
15.	The digital voting platform will email Members reminding them to vote	Reminders will be sent at least 9 days prior to the Relevant AGM
16.	Voting will close	7 days prior to the Relevant AGM
17.	The digital voting platform provides the Company Secretary with the results from the election and provides API with a statement to be read out at the Relevant AGM on who has been elected	2 days prior to the Relevant AGM

3. Role of the Nominations Committee

The role of the Nominations Committee is set out in the Nominations Committee Charter.

4. Form Required for Nominations

Any nomination must be submitted to API on a form approved by the Nominations Committee, and must include:

- (a) a declaration that the nominee is a financial Member of API;
- (b) a declaration that the nominee has undertaken and received a positive outcome of both Police and bankruptcy/solvency checks;
- (c) a declaration that the nominee is not currently, and has not been over the past 12 months, listed on the ACNC disqualified persons register;
- (d) a declaration that the nominee is not currently listed on the ASIC banned and disqualified persons register, nor has entered into an enforceable undertaking not to manage a company;
- (e) a declaration that the nominee is eligible for nomination in accordance with Clause 9 of the Constitution;
- (f) nominee details including name, Member Number and State;
- (g) details of one proposer including name and Member Number; and
- (h) details of one seconder including name and Member Number.

All nominations must be made using the form provided with any call for nominations.