

1. Introduction

- 1.1 The Nomination Committee is a committee of the Board of directors of The Australian Investors Association Limited (AIA).
- 1.2 The Board established the Nomination Committee under the Company's constitution, at its meeting on 2nd August 2012
- 1.3 This charter sets out the scope of the Nomination Committee's responsibilities in relation to the AIA.

2. Interpretation

- Board** means the Board of Directors of The Australian Investors Association Limited (AIA).
- Committee** means the Nomination Committee of the Board.
- Company** means The Australian Investors Association Limited.
- Constitution** means the constitution of the AIA.
- Directors** mean the members of the Board.

3. Objectives

The objective of the Committee is to support and advise the Board in relation to the selection and appointment / election of Directors who are able to meet the needs of the AIA and the ongoing evaluation and review of the performance of the Board and the Directors.

4. Committee Membership

4.1 Structure

- (a) The Committee will consist of three members, each of whom will be appointed or removed by the Board.
- (b) The Chair of the Committee will be elected by the Board.

4.2 Expertise

Members of the Committee must be long-standing members who have a significant relevant understanding of the business of the AIA.

4.3 Committee Secretary

The Committee will appoint one of its number to act as Secretary to the Committee.

5. Proceedings

5.1 Frequency

- (a) The Committee will meet as frequently as required but must meet not less than once a year.
- (b) The Secretary to the Committee or any member may call a meeting of the Committee.

5.2 Notice

The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

5.3 Supporting Papers

Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible and where possible by the last working day of the week preceding the meeting.

5.4 Attendance

- (a) Only members of the Committee are entitled to be present at a Committee meeting.
- (b) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:

(i) external advisers;
(ii) any executive or other employee; or
(iii) the Chairman of the Board or any other Director, and may do so with or without executive management being present.

5.5 Quorum

A quorum for a meeting of the Committee is two members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Committee.

5.6 Chair

(a) In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.

(b) The Chair of the Committee is entitled to a normal vote.

5.7 Constitution

Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable.

5.8 Minutes

Minutes of meetings of the Committee, signed by the Chairman, will be distributed to directors for confirmation as soon as practicable after each meeting and tabled for discussion at the next Board meeting.

6. Authorities

6.1 Access

The Committee is authorised to seek any information it requires from any member of the AIA staff or from any other source.

6.2 Independent advice

The Committee is authorised to obtain (at the cost of the AIA and with board approval) outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter. The member should first contact the Chair of the Committee and the Secretary who will, if required by the member or by the Chairman, assist in procuring that professional advice.

7. Duties and Responsibilities

7.1 Board

Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- (a) having regard to the strategic direction of the AIA, assessing periodically the skill set required to discharge competently the Board's duties including the skills, experience and diversity currently represented on the Board;
- (b) regularly reviewing and making recommendations to the Board regarding the structure, size, diversity and composition (including the balance of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole, and keeping under review the leadership needs of the Company, both executive and non-executive;
- (c) preparing a description of the role and capabilities required for a particular appointment;
- (d) identifying suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board having regard to the AIA's aspirations. This will include any subsequent decisions to extend an appointment;

- (e) ensuring that, on appointment, all Directors receive a formal letter of appointment, setting out the time commitment and responsibility envisaged in the appointment including any responsibilities with respect to Board committees or in acting in a capacity other than as a Director;
- (f) identifying the existing Directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution (when applicable)
- (g) reviewing annually the performance of the Board;
- (h) giving full consideration to appropriate succession planning, satisfying itself that processes and plans are in place in relation to the Board;
- (i) reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities and the process used for appointments; and
- (j) making publicly available the Committee's Charter, explaining its role and the authority delegated to it by the Board.

7.2 Vacancies

Members interested in seeking to become a director of the association are required by **By-Law 2** to submit their request to the nomination committee. The committee shall interview such members and assess their suitability, as follows:-

- (a) What is the reason for seeking election?
 - (b) What contribution does the party wish to offer?
 - (c) What skills does the member have, and are those skills a good fit with the board's requirements?
- The nomination committee will make a recommendation to the board re the suitability of the candidate.

7.3 Diversity

The Committee must monitor and review and, where appropriate, make recommendations to the Board on:

- (a) the Group's Diversity Policy;
- (b) the representation of women and men at all levels within the AIA.

7.4 Conflicts

No member of the Committee will participate in a review of their own performance or re-appointment.

7.5 Recommendations to the Board

The Committee will make recommendations to the Board (as and when it considers it appropriate) in relation to the duties and responsibilities referred to in paragraph 7.1. In discharging its duties and responsibilities and formulating recommendations to be made to the Board, the Committee will consult regularly with the Chairman of the Board, if that Chairman is not also a member of the Committee.

7.6 Special Projects

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

8. Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.

9. Approved and Adopted

This updated charter was originally approved by the Board and adopted by the Nomination Committee on 2nd August 2012 and approved and amended on (NA).