

Step Plan for Nomination and Election of Directors

February 2024

Step	Action	Timeline
01	<p>Write to Employee Ordinary Members and Employer Ordinary Members to invite them to nominate a person(s) to be considered for appointment as Director candidates in their respective membership categories. The call for nominations should:</p> <ul style="list-style-type: none"> • list the eligibility criteria for Employee Ordinary Member Directors and Employer Ordinary Member Directors; • describe the role requirements of the Board of Directors; • specify the total number of vacancies to be filled; • specify the number of vacancies which must be filled by Independent Directors; and • describe the requirements to act as an Independent Director. <p>Nominations submitted by Employee Ordinary Members and Employer Ordinary Members must include the following:</p> <ul style="list-style-type: none"> • a brief bio of the nominee's experience and skills; and • written consent by the nominee to act as a Director. 	<p>Prior to 30 June 2024.</p> <p>Nominations must be submitted by 31 July 2024 (or such other date as determined by the Board).</p>
02	<p>Check whether nominees satisfy the eligibility criteria for Directors set out in rule 4.2 and identify which nominees are eligible to fill Independent Director positions.</p>	<p>As nominations come in</p>
03	<p>Check which vacancies must be filled by Independent Directors in each membership category (Independent Director Vacancies) and which vacancies must be filled by Ordinary Directors (Ordinary Director Vacancies).</p>	<p>Once all nominations are received</p>
04	<p>In each membership category, if the number of nominees eligible to be Independent Directors is equal or less than the number of Independent Director Vacancies in that membership category, then:</p> <ul style="list-style-type: none"> • those nominees are automatically elected to the Board to fill the corresponding Independent Director Vacancies in that membership category with effect from the close of the next AGM; and • any Independent Director Vacancies then remaining in that membership category will be deemed to be casual vacancies to be filled by the Board as soon as reasonably practicable after close of the next AGM. <p>If this is not applicable, move to step 6.</p>	<p>Once all nominations are received</p>
05	<p>If Ordinary Director Vacancies remain in either membership category after completion of step 4, and the number of remaining nominees in that membership category (irrespective of whether the nominees are</p>	<p>Once all nominations are received</p>

	<p>Independent Director nominees) is less than or equal to the number of Ordinary Member Vacancies, then:</p> <ul style="list-style-type: none"> • those nominees are automatically elected to the Board to fill the corresponding Ordinary Director Vacancies in that membership category with effect from the close of the next AGM; and • any Ordinary Director Vacancies then remaining in that membership category will be deemed to be casual vacancies to be filled by the Board as soon as reasonably practicable after close of the next AGM. <p>If this is not applicable, move to step 7.</p>	
06	<p>In respect of each membership category:</p> <ul style="list-style-type: none"> • if the number of nominees eligible to be Independent Directors is more than the number of Independent Director Vacancies, an electronic ballot must be conducted. Each member may vote in favour of the appointment of as many Director candidates as they wish to vote for up to and including the number of vacancies; • The Independent Director nominees who receive the highest number of votes in the electronic ballot will be elected to fill the corresponding Independent Director Vacancies with effect from the close of the next AGM; and • If there remain Ordinary Director Vacancies to be filled following the election of Independent Directors, then the remaining nominees (irrespective of whether the nominees are Independent Director nominees) who receive the highest number of votes in the electronic ballot will be elected to the Board to fill the corresponding vacancies with effect from the close of the next annual general meeting. 	As soon as practicable
07	<p>If Ordinary Director Vacancies remain in either membership category after completion of step 4, and the number of remaining nominees in that membership category (irrespective of whether the nominees are Independent Director nominees) is more than the number of Ordinary Member Vacancies, then:</p> <p>an electronic ballot must be conducted within that membership category. Each member may vote in favour of the appointment of as many Director candidates as they wish to vote for up to and including the number of vacancies; and</p> <p>the remaining nominees who receive the highest number of votes in the electronic ballot will be elected to fill the corresponding Ordinary Director Vacancies with effect from the close of the next AGM.</p>	As soon as practicable
08	Election of Directors takes effect	End of the next AGM

<p>09</p>	<p>Board to consider appointment of individuals to fill casual vacancies.</p>	<p>As soon as reasonably practicable after the close of the next AGM</p>
<p>10</p>	<p>Board Composition from the end of the AGM: Two initial Directors named in the application for AUSMASA's registration who are Directors as at 24 October 2023 other than the Chair, will fill two of the Employer Ordinary Director Positions on the Board until the end of the AGM in 2025. Other Director appointments decided by steps 4 to 7 will take effect.</p>	

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