



**Mining and
Automotive**
Skills Alliance

DIRECTOR APPOINTMENT PROCEDURES

INTRODUCTION

- 1.1 The purpose of this document is to set out the procedures for the nomination and election of Directors to the Board (the Board) of Mining and Automotive Skills Alliance Limited ACN 653 919 227 (AUSMASA).
- 1.2 These procedures came into effect on 1 December 2023.
- 1.3 All references to rules in these procedures are references to rules in AUSMASA's Constitution, a copy of which is located at Attachment A (Constitution).
- 1.4 Capitalised terms have the meanings given in the Constitution unless otherwise specified.

COMPOSITION OF THE BOARD AND TYPES OF VACANCIES

2. COMPOSITION OF THE BOARD

- 2.1 The Board must have at least three directors and not more than nine directors and must have a chair.
- 2.2 Employee Ordinary Members may appoint up to four Directors to the Board, at least two of whom must be Independent Directors.
- 2.3 Employer Ordinary Members may appoint up to four Directors to the Board, at least two of whom must be Independent Directors.

3. TYPES OF VACANCIES TO BE FILLED ON THE BOARD (EXCLUDING CASUAL VACANCIES)

- 3.1 Where there is a vacancy on the Board in either membership category that must be filled by an Independent Director, this is defined in the Constitution as an Ordinary Member Independent Director Vacancy (Independent Director Vacancy). All other vacancies on the Board are Ordinary Member Director Vacancies (Ordinary Director Vacancy), noting that an Independent Director may fill an Ordinary Member Director Vacancy.

NOMINATION OF DIRECTORS

4. NOMINATIONS

- 4.1 Prior to 30 June each year (or such other date as determined by the Board) Employee Ordinary Members and Employer Ordinary Members must be invited to nominate a person(s) to be considered for appointment as Director Candidates in their respective membership categories. Any person(s) nominated must meet the eligibility criteria for Directors as set out in rule 4.2.
- 4.2 Nominations for Director Candidates must be submitted to AUSMASA by 31 July each year. The nominations must include a brief bio of the nominee's experience and skills and written consent by the nominee to act as a Director.

ELECTION PROCESS

5. ORDINARY MEMBER INDEPENDENT DIRECTOR VACANCIES TO BE FILLED FIRST

- 5.1 Once AUSMASA has received the Director Candidate nominations of both membership classes, it must:
- (a) check whether the nominees satisfy the eligibility criteria for Directors as set out in rule 4.2;
 - (b) identify the nominees in each membership category that are eligible to fill Independent Director Vacancies; and
 - (c) identify which vacancies in the respective membership categories are Ordinary Member Independent Director Vacancies and which vacancies are or Ordinary Member Vacancies.
- 5.2 In each membership category, noting there is no cross over between the membership categories:
- (a) if the number of nominees who are eligible to fill any Independent Director Vacancy is less than or equal to the number of Independent Director Vacancies, those nominees are automatically elected to the Board with effect from the close of the next Annual General Meeting (AGM);
 - (b) if there are not enough nominees eligible to fill the number of Independent Director Vacancies, any remaining Independent Director Vacancies are taken to be casual vacancies (see paragraph 9 below) ;
 - (c) if the number of nominees who are eligible to fill any Independent Director Vacancy is more than or equal to the number of Independent Director Vacancies, then an electronic ballot is required in accordance with paragraph 6 below.
- 5.3 If there remain Ordinary Director Vacancies in either membership category after the Independent Director Vacancies are either filled or treated as casual vacancies in accordance with paragraph 5.2 above, noting there is no cross over between membership categories:
- (a) if the number of nominees who are eligible to fill any Ordinary Director Vacancy is less than or equal to the number of available Ordinary Director Vacancies, those nominees are taken to be elected to the Board, filling the Ordinary Director Vacancies in the relevant membership category, with effect from the close of the next AGM;
 - (b) if there are not enough nominees to fill the available Ordinary Director Vacancies, then those vacancies are taken to be casual vacancies (see paragraph 9 below);
 - (c) if there are more nominees than the number of available Ordinary Director Vacancies, an electronic ballot is required in accordance with paragraph 7 below.

5.4 To illustrate this process:

Employee Ordinary Membership Category	
Number of Ordinary Member Independent Director Vacancies	2
Number of Ordinary Member Director Vacancies	1
Total Nominees	3
Eligible Independent Director Nominees	Michael
Remaining Nominees	Daniel & Sarah
Outcome	
Ordinary Member Independent Director Vacancy	Michael is automatically elected 1 x casual vacancy created
Ordinary Member Director Vacancy	Requirement for electronic ballot

Or

Employer Ordinary Membership Category	
Number of Ordinary Member Independent Director Vacancies	1
Number of Ordinary Member Director Vacancies	2
Total Nominees	3
Eligible Independent Director Nominees	Sohail
Remaining Nominees	Kate & Sarah
Outcome	
Ordinary Member Independent Director Vacancy	Sohail is automatically elected
Ordinary Member Director Vacancy	Kate & Sarah are automatically elected

6. INDEPENDENT DIRECTOR VACANCY ELECTRONIC BALLOT

- 6.1 In each membership category, if the number of eligible nominees to fill the Independent Director Vacancies is more than the number of Independent Director Vacancies available, AUSMASA must as soon as practicable undertake an electronic ballot.
- 6.2 With respect to both membership categories:
- (a) the Board may determine the terms/process of the electronic ballot. The process should specify that 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;
 - (b) eligible nominees with the highest number of votes in their respective categories are elected to fill the vacancies, with effect from the close of the AGM;
- 6.3 To illustrate:
- (a) if there are two vacancies in the same membership category and two nominees in that category receive an equal number of highest votes, then those two nominees are elected to the Board;
 - (b) if there is only one vacancy, and two nominees receive an equal number of highest votes, the successful nominee will be determined by lot.
- 6.4 If any Ordinary Director Vacancies remain in either membership category after the Independent Director Vacancies have been filled, noting there is no cross over between the membership categories:
- (a) the nominees who were not elected as Independent Directors are not precluded from being considered as nominees for Ordinary Director Vacancies and being elected to the Board;
 - (b) 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 AGM.

7. ORDINARY MEMBER VACANCY ELECTRONIC BALLOT

- 7.1 If any Ordinary Director Vacancies remain in either membership category after the Independent Director Vacancies are either filled or treated as casual vacancies in accordance with paragraph 5.2 above, 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 AUSMASA must as soon as practicable undertake an electronic ballot.
- 7.2 As with the procedure referred to in paragraph 6 above, the Board may determine the terms and process of the electronic ballot. The process should specify that 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 nominees with the highest number of votes in each

category are elected to fill the Ordinary Director Vacancies in the relevant membership category will effect from the close of the next AGM.

- 7.3 If there is more than one nominee that receives an equal number of highest votes, the successful nominee will be determined by lot.

TERM

8. TERMS OF DIRECTORS

- 8.1 If a Director is appointed by election (ie in a manner other than filling a casual vacancy) the term of the Director commences at the end of the AGM following their election and ceases at the end of the third AGM after the Director was first elected.
- 8.2 A Director must retire from office at the end of the sixth consecutive AGM after the Director was first elected (meaning a Director can only be re-elected for a second term and serve six years in total).

CASUAL VACANCY

9. FILLING A CASUAL VACANCY

- 9.1 A casual vacancy may arise if:
- (a) a Director retires during their term of office; or
 - (b) there are insufficient nominees to fill the number of vacancies on the Board.
- 9.2 In the event of a casual vacancy, the Board may appoint an individual to fill the vacancy with immediate effect.
- 9.3 The Board must obtain consent from the individual to act as a Director before appointing them to the Board.
- 9.4 If the casual vacancy relates to an Independent Director Vacancy, the Board must only appoint a person eligible to be an Independent Director to fill that vacancy.

10. TERM OF A CASUAL VACANCY

- 10.1 A person appointed to fill a casual vacancy automatically retires at the end of the next AGM following their appointment.
- 10.2 Filling the role of a casual vacancy does not prohibit being re-appointed by the Board for the same or another casual vacancy.

CHAIR OF THE BOARD

11. THE CHAIR

- 11.1 The Chair of Board meetings must:
- (a) meet the requirements of an Independent Director;
 - (b) be nominated by two Directors; and

- (c) be elected by the Board.
- 11.2 Any person may be appointed to the position of the Chair if upon their nomination and election they would satisfy the criteria of an Independent Director.
- 11.3 If an existing Director is elected as the Chair, a casual vacancy will be created on the Board which may be filled pursuant to rule 4.6.
- 11.4 The term of office for the Chair is one year, however they may nominate for re-election upon completion of their term.



**Mining and
Automotive**
Skills Alliance

The Mining and Automotive Skills Alliance (AUSMASA)
is a Jobs and Skills Council funded by the
Australian Government Department of Employment and Workplace Relations.

© Mining and Automotive Skills Alliance (AUSMASA)