

IMC Nominations and Election Process for the Board of Directors and Chapter Committees By-Law

(17th May 2021)

Principles

- The chapter committee should consist of at least 3 members. The chapter committee should still be able to operate (constitutionally) if there is just the one committee member.
- The chapter committee members will be appointed annually at the Annual Chapter Meeting for all chapter members.
- Individual professional members are eligible to be members of a chapter committee.
- Employees of a member firm who are not an individual professional members are not eligible to be members of a chapter committee.
- A Chapter Chairperson may co-opt up to two (2) Members to serve until the next Annual Chapter meeting on the Chapter Committee of which they are the Chairperson.
- The Annual Chapter Meeting can be an electronic meeting.
- The chapter's nominated chapter director needs to be a member of the chapter committee at the time of nomination.
- The appointment of chapter directors and appointed directors is as per the Constitution.
- The number of chapters is as per the Constitution, the state / territory Chapters are nominating chapter directors.

1. PURPOSE

The purpose of this Nominations and Election Process By-Law is to describe the rules for:

- The nomination of candidates and the conduct of elections for the elected Chapter Committee positions
- The nomination of the Board Chapter Directors by Chapter Committees.

If there is any inconsistency between this By-Law and the Institute's Constitution, the Institute's Constitution prevails to the extent of any inconsistency.

2. NOMINATION PROCEDURES FOR ELECTION TO CHAPTER COMMITTEES

Chapter Committees

Size:

- The minimum number for a Chapter Committee should be three (3).
- The chapter committee should still be able to operate (constitutionally) if there is just the one committee member.
- A Chapter committee can be any number greater than three (3).

Election of a Chapter Committee

- Every year and at least one (1) calendar month before the Institute's Annual General Meeting scheduled for the year, each Chapter will elect its Chapter Committee² members for the following three (3) year period.
- An Annual Chapter Meeting is held to elect a Chapter Committee, facilitated by the Chapter President or the Chapter Secretary.
- The following positions are to be elected each year at each Annual Chapter Meeting election:
 - Committee members (unlimited)
 - New committee members
 - Committee members whose three-year term has expired.
- A Voting Member of the Chapter who wishes to stand for election to a Chapter Committee must be nominated by two (2) Chapter Members eligible to stand for election.
- The number of vacancies is determined in advance by the chapter committee and must be conveyed to Chapter Secretary five (5) days before the call for nominations.
- The Chapter Secretary will invite nominations for the number of vacancies to be filled by advice to all eligible Chapter members at least 30 days before the Meeting at which the election is to take place.
- The nomination form shall be in writing, contain the member's consent to be a candidate to be elected to a Chapter Committee and be signed by the nominated Voting Member and the nominating Voting Chapter Members.
- Each Chapter Secretary should forward all nomination forms received to eo@imc.org.au by not later than the close of business five (5) days before the Chapter Meeting's date to elect the Chapter Committee members to confirm that due process is being followed.
- The election of Chapter Committee members is to be decided by a simple majority of those Chapter members eligible to vote at a who are present in person or by proxy at an Annual Chapter Meeting or by telephone or by Internet-enabled communication.

- In the event of a tied vote, the meeting Chairperson, or in the Chairperson's continuing absence fifteen (15) minutes after the meeting's scheduled starting time, the Chapter Secretary, shall have a casting vote.
- If there are not sufficient nominees to fill all vacancies. Nominations may be received at the Annual Chapter Meeting for the balance of the vacancies for which there are not sufficient nominations and voting for those vacancies shall be restricted to those members attending the Annual Chapter Meeting in person or by proxy.
- A Chapter Member may appoint a proxy to vote on their behalf.
 - The method to be used to appoint a proxy is as described in Clause 35 of the Constitution.
 - The voting rights of a proxy are those rights specified in Clause 36 of the Constitution.
- The Annual Chapter Meeting can be by teleconference.

Chapter Committee Membership

- The roles of Chapter President and Chapter Secretary are not elected positions at the Annual Chapter Meeting, but elected by the incoming Chapter Committee members.
- Chapter Committee members must be a chapter member of the Institute.
- Membership of a Chapter Committee of those duly elected will commence immediately-
- Where a member of a Chapter Committee resigns or is unable to fulfil their role as a Chapter Committee member, the Chapter Committee may appoint a replacement to serve out the remainder of the resigning member's term.
- There must always be a Chapter Chairperson. If a Chapter cannot fill the Chair, the Institute's Board may co-opt a Member to be the Chapter Chairperson until the Institute's next Annual General Meeting.
- A Chapter Chairperson may co-opt up to two (2) Members to serve until the next Annual Chapter meeting on the Chapter Committee of which they are the Chairperson.

Duties of Chapter Committee Members

Chapter President

- The Chapter President shall be the Chairperson of the Chapter and, when present, shall preside at all meetings of the Chapter and of its Committee. The Chapter President shall be responsible for enforcing the Institute's Constitution, the By-Laws, and the Chapter Committee's resolutions. The Chapter President shall keep the Institute's Board of Directors and the Chapter Committee fully informed of the Chapter's affairs and, when necessary, shall consult the Board of Directors and the Chapter Committee concerning the business and activities of the Chapter.

Chapter Secretary

- The Chapter Secretary shall perform those duties prescribed by the Chapter Committee or delegated by the Chapter President. The Chapter Secretary shall make reports as determined by the Chapter Committee or required by the Board of Directors. The Chapter Secretary shall notify each member of the Chapter of all meetings and shall do all other things normally required of a Secretary to keep the

Board of Directors, the Chapter Committee, the Chapter President, and members informed of the Chapter's affairs.

- After their term of office, the Chapter Secretary shall turn over to their duly elected successor all records, papers, books, documents, and other property of the Chapter which may have come into his/her possession or been compiled or created during his/her term of office.

Chapter Committee Members

- The Chapter Committee members shall perform those duties prescribed by the Chapter Committee or delegated by the Chapter President.

Nomination of a Chapter Director

- Each Chapter Committee is entitled to nominate a Chapter Director Nominee as per the Constitution.
- The Chapter Committee nomination shall meet the requirements of the Constitution, including clauses 38.1, 38.3 and 40.6
- The chapter's nominated Chapter Director needs to be a member of the chapter committee at the time of nomination.

Notes:

- A member can only be a member of one state / territory chapter and any overseas member would need to nominate which chapter they wish to belong to.
- Individual professional members are eligible to be members of a chapter committee.
- Employees of a member firm who are not an individual professional member are not eligible to be members of a chapter committee.