

**THE REAL ESTATE INSTITUTE OF QUEENSLAND LIMITED
NOTICE OF ELECTION - BOARD OF DIRECTORS**

In accordance with the Constitution and By-laws of The Real Estate Institute of Queensland Limited (**the Institute**), notice is hereby given of the intention to conduct an election for the following Member Director positions:

- 1 x Female Director; and
- 1 x general Member Director.

To be eligible as a candidate for election as a Female Director, or general Member Director, to the Institute's Board of Directors for a period of 3 years (subject to the rotation requirements set out in the Constitution) commencing at the conclusion of the 2019 Annual General Meeting, an individual must be a member of one of the following classes described in By-laws 5 to 8:

1. Life
2. Fellow
3. Practising
4. Associate

Additional eligibility criteria for a Female Director is set out in Clause 5.2(e) of the Constitution, and Clause 5.2(c) for a general Member Director.

Please refer to the **enclosed** explanatory note for more detailed information about the duties and responsibilities of Directors.

Further queries in respect of the above should be directed to the Company Secretary.

Nominations should be lodged by one of the following options on the enclosed form:

Posted to:

The Returning Officer
The Real Estate Institute of Queensland Limited
PO Box 3447
TINGALPA DC 4173

via Fax to:

The Returning Officer to (07) 3891 5359

Hand delivered to:

The Returning Officer
The Real Estate Institute of Queensland Limited
Level 1, 50 Southgate Avenue
CANNON HILL QLD 4170

Lodged electronically via Email to:

The Returning Officer at

rfacey@reiq.com.au

NOMINATIONS MUST BE IN THE HANDS OF THE RETURNING OFFICER BY

NOT LATER THAN 4.00 PM THURSDAY 26 SEPTEMBER 2019

**NOMINATIONS SUBMITTED TO THE RETURNING OFFICER AFTER THIS TIME AND DATE WILL NOT BE
ACCEPTED.**

A handwritten signature in black ink, appearing to read "Rod Facey", with a stylized flourish at the end.

Rod Facey

Company Secretary

30 August 2019

**INFORMATION FOR INTENDING CANDIDATES
FOR ELECTION AS MEMBER DIRECTORS**

To be eligible as a candidate for election to a vacant Member Director position of the Institute's Board of Directors for a 3 year term (subject to the rotation requirements of the Constitution) commencing at the conclusion of the 2019 Annual General Meeting (**AGM**), an individual must firstly be a Life, Fellow, Practising or Associate member (as defined under the REIQ By-Laws) and meet eligibility criteria for a Member Director set out in Clauses 5.2(a) and (c) of the Constitution. At this election, candidates for the Female Director position must also satisfy clause 5.2(e) of the Constitution.

The Institute

The Institute is a company limited by guarantee, and accordingly, any candidate intending to nominate for a position on the Board of Directors should be aware that they are required to act in accordance with the *Corporations Act 2001*, and ideally will have undertaken, or be prepared to undertake, a course conducted by the Australian Institute of Company Directors.

The Board of Directors

The Constitution provides that the Institute's Board of Directors must have not more than 9 Directors comprising:

- (a) not more than 6 Member Directors; and
- (b) not more than 3 Non-Member Directors.

Pursuant to Clause 5.6(b) of the Constitution, two current Member Directors must retire from office at the 2019 AGM. New Member Directors meeting either the Member Director, or Female Director, criteria will be elected for a 3 year term (subject to the rotation requirements of the Constitution) commencing at the conclusion of the 2019 AGM. Non-Member Directors are appointed by the Board of Directors for a term not exceeding three years.

The current Member Directors who will retire at the conclusion of the 2019 AGM, are:

- (a) Mr Peter Brewer; and
- (b) Mr Mark Brimble.

Mr Brewer is eligible to stand for re-election as a general Member Director at this election, whilst Mr Brimble has held office for the maximum period allowed under the Constitution and is therefore not eligible to stand for re-election.

Female Director

Pursuant to Clause 5.6(e)(ii) of the Constitution, one of the vacant board positions must be filled by a Female Director.

In accordance with the Constitution, a Female Director is an individual who not only satisfies the requirements to be eligible to act as a Member Director as set out in Clauses 5.2(a) and (c), but additionally, at the time for nomination and election, not be male or identify as male.

General Member Director

In addition to the Female Director position, pursuant to Clause 5.6(e)(ii) of the Constitution the other vacant board position must be filled by a general Member Director.

A general Member Director is an individual who satisfies the requirements set out in Clauses 5.2(a) and (c) of the Constitution.

The Role of the Board

The role of the Board of Directors is to establish strategic objectives and goals for the operation of the Institute, and to oversee its management.

The principal functions and responsibilities of the Board include:

- establishing the strategic objectives and direction of the Institute;
- overseeing and monitoring organisational performance;
- establishing and determining the powers and functions of committees;
- enhancing and protecting the reputation of the Institute;
- meeting regulatory obligations;
- governing the Institute by establishing broad policies and objectives;
- selecting, appointing, supporting and reviewing the performance of the Chief Executive Officer; and
- approving budgets and ensuring the availability of adequate financial resources.

Chair and Deputy Chair of the Board

The Directors elect a Member Director to perform outward facing functions such as member and stakeholder relations, and either a Member Director or Non-Member Director as Deputy Chair to chair Board meetings for such period as the Directors resolve.

The Role of Individual Directors

The Institute's Directors, in common with all company directors, have full responsibility for the overall successful operations of the Institute, including:

- financial operations and solvency;
- all matters as prescribed by law; and
- the strategic direction of the Institute.

Directors have no individual authority nor do they participate in the day-to-day management of the Institute.

Deputy Chair

The primary function of the Deputy Chair is to chair Board meetings, facilitate the governance processes, ensure that the Board accomplishes its role as expressed in the Constitution, and to be the major point of contact between the Board and Management. The Deputy Chair will ensure that all new Directors undertake an appropriate on-boarding program.

Board Committees

The Board may decide to create one or more committees at its discretion. These committees may be standing committees, which have a permanent role, or temporary committees, which are established to achieve a specific purpose. Currently, the Board's standing committees are as follows:

- Finance Audit & Risk Management Committee, which reviews the integrity of Institute's financial reporting, oversees the independence of the external auditors, monitors the financial policies and operations, including investment policies, and oversees the risk management system within the Institute; and
- Remuneration and Nominations Committee, which assists the Board to discharge its corporate governance responsibilities with regard to remuneration, recruitment, appraisal, rotation, appointments, oversight of the CEO and management, and employment policies.

Legal Liability of Directors

Directors have a fiduciary responsibility to the Institute and are accountable for the property entrusted to their care and control. Consent to be a director should only be given if a person is prepared to devote the attention and effort to Institute affairs required to fulfil the responsibilities involved.

Directors are generally protected from liability for errors of judgment as long as their actions are responsible and in good faith, with the best interest of the Institute as the foremost objective.

Australia has legislation which specifies the standard of care required by directors of corporations. These laws usually require that directors discharge their duties *"in good faith and with that degree of diligence, care and skill which a reasonably prudent person would exercise under similar conditions in like positions."*

Time commitments

The Board determines the date, time, place and frequency of meetings. Past practice has been to meet 8 times per year, usually on the last Friday of the month at REIQ's Brisbane premises. The Board to be formed at the conclusion of the 2019 AGM is at liberty to vary these practices.

Special board meetings may also be convened on the request of:

- the Chair or Deputy Chair of the Board;
- the Chief Executive Officer; or
- the Company Secretary on request of any 2 Directors.

Meetings last approximately 4 hours but may be extended due to the volume or complexity of business to be conducted. Additional time commitments will apply to Directors who sit on Board Committees.

In addition to attendance at Board meetings, Directors are expected to participate in a range of events hosted by the Institute including, conferences, training events, forums and other significant functions. Directors are also expected to act as advocates of the Institute by promoting its activities and interests. In some circumstances, Directors may also be required to act as representatives of the Institute at events and when dealing with the public.

Given the level of commitment required of a Director, intending candidates should nominate only if they are prepared to devote the necessary time and dedication to the position.

Director Protection

The Institute holds current Professional Indemnity Insurance, and Directors and Officers Liability insurance policies.

Director Remuneration and Expenses

The members in general meeting set remuneration for Directors.

Directors are currently entitled to be paid remuneration of \$25,083 per annum, inclusive of superannuation. An additional amount may be paid to the Chair and Deputy Chair on account of their extra duties.

The Institute pays for, or reimburses, all travel, accommodation and out-of-pocket expenses incurred by Directors travelling on authorised Institute business.

Director Induction

All new Directors are given an induction into their role as soon as possible after the Annual General Meeting. Information conveyed to new Directors includes:

- Details of Directors' responsibilities to the Institute.
- Details of all relevant legal requirements including:
 - Corporations Law.
 - Tax Office requirements.
 - Other major statutory bodies.
- A copy of the Institute's Board Charter.
- Guidelines on Board processes.
- Details of past, recent and likely future developments relating to the Board including anticipated regulatory changes.
- Background information on and contact information for key people in the organisation.
- An analysis of the current position of the Institute including:
 - core competencies of the Institute;
 - details of past financial performance;
 - current financial position;
 - any other important operating information; and
 - a synopsis of current strategic directions.

Following the Annual General Meeting, each Director will receive a formal letter of appointment.

Each Director must be prepared to undertake an Australian Institute of Company Directors (**AICD**) short course as soon as possible after his or her appointment, unless the Director has previously undertaken such a course. The Institute will meet the cost of AICD membership.