

IRISH PLANNING INSTITUTE

Bye-Laws

Bye-Law no. 7: Electoral and Appointment of Directors Bye-Laws

1.0 Procedures for Election of Directors

1.1 Under the Constitution, membership of the Board, with the exception of the independent Directors, is by election from amongst the Institute's membership. Those entitled to vote in such election are solely Registered Members and Fellows in good standing (that is, they must have paid their subscription, as appropriate, for the year in question).¹ Candidates for such election must, on the date for close of nominations, be either Registered Members or Fellows of the Institute in good standing.

1.2 Candidates for election to the Board shall send a Nomination Form to the Secretary of the Board, signed by two Registered Members / Fellows in good standing, other than the candidate himself or herself, together with a statement signed by the candidate of his/her willingness to serve as a member of Board if elected. All nominations shall be received by the Secretary not less than thirty days before the date specified for completion of voting, which itself shall be not less than fourteen days before the date of the Annual General Meeting. Where any nomination form is signed by persons who are not Registered Members / Fellows in good standing, the nomination shall be deemed to be invalid, and the candidate will be excluded.

1.3 Each candidate shall be required to submit with his/her nomination paper such information as the Council may from time to time consider desirable indicating their experience and suitability for membership of the Board, including the skills of the person concerned in relation to the roles and responsibilities of Board Members.

1.4 The names and information of nominees for any position on the Board shall be circulated by electronic means to each Member entitled to vote not less than fourteen days before the date specified for completion of voting, together with a ballot paper.

1.5 Each member shall mark his/her ballot paper or papers in accordance with the instructions thereon and shall return such ballot paper or papers to reach the Secretary on or before the date specified thereon or otherwise complete the voting procedure on or before the precise time and date specified by the Board.

1.6 The election shall be carried out using the single transferable vote system, based on that used in Seanad Eireann. The election count may be done manually, or by

¹ This subscription requirement does not apply in the case of Honorary Members who are also Registered Members or Fellows, as such Honorary Members are not required to pay annual subscriptions.

electronic means. The results of the election shall be provided in a form that lists those elected, in order of their election based on the sum of each person's vote received to the last effective count.

1.7 The Board shall appoint two or more scrutineers to oversee the counting process of the election, none of whom shall be candidates for election. Such scrutineers shall certify and report the results of the Ballot to the Annual General Meeting.

1.8 Subject to this Bye-Law and to the Constitution, the Board may make such further Regulations for the conduct of elections as it considers desirable in order to ensure the integrity of the process at all times.

2.0 Nominations Committee

2.1 The Nominations Committee shall be responsible for oversight of the filling of all positions on the Board, Board Committees and any other positions as the Board may request, whether that position is to be filled by election, co-option or nomination as set out in the Constitution or the Terms of Reference of any Committee established by the Board, and to undertake the same work for any other non-paid position within the Institute as requested by the Board from time to time.

2.2 The Nominations Committee shall consist of no more than four and no less than three members, and shall consist of the President, the Chairperson of the Governance and Risk Committee and one / two other members of the Board, nominated by the Board. Each member can serve on this Committee for a maximum of 2 two-year terms either consecutively or cumulatively in their lifetime for as long as they remain as a member of the Board in any of the above roles.

2.3 The quorum for meetings of the Committee shall be three members.

2.4 The CEO/their nominee shall attend to provide administrative support but shall not be a voting member of the Committee.

2.5 The Committee shall meet as often as deemed necessary to ensure that positions are filled as quickly as possible, especially to meet well in advance of known vacancies due to occur arising from the term limits as set out in the Constitution.

2.6 The Company Secretary shall keep a register of the date of appointment of every member of the Board and Committees and the dates on which their terms will be completed. This register will inform the dates of meetings such that the Committee will consider the filling of each projected vacancy at least six months in advance of the termination of the term of any independent Director/committee member in order to

complete the nomination and/or selection process and be in a position to make proposal(s) to the Board prior to any known vacancy occurring.

2.7 The Committee will review Director and Committee positions and their corresponding roles and responsibilities in advance of each known vacancy and may recommend, to the Board, changes to these for the vacancies to be filled based on their assessment of the mix of skill needs that would best serve the Board in the changing context of its priorities for the next period of its operations.

3.0 Procedures for Nomination/Selection of Independent Members of the Board

3.1 Under the Constitution of the Institute, the Board is required to have at least one, and up to two, independent Directors. Such independent Directors are persons who are not, or have never been entitled to hold, any form of membership of the Institute prior to their being appointed as Directors.

3.2 The Nominations Committee shall, within a period of not more than three months from the first meeting of the incoming Board, carry out an audit of the skills and responsibilities needed by the Institute and shall determine which skills and responsibilities are not, at the relevant time, available from among the elected Board Directors. The Committee shall advise the Board of this determination, and shall recommend persons who have, in the Committee's opinion, the necessary missing skills. The Board shall consider the Committee's recommendation, and shall appoint at least one, and up to two, persons within two months of receiving the recommendation of the Nominations Committee. Those appointed by the Board may be other than those recommended by the Committee.

3.3 Such independent Directors shall serve for a term of two years from the day of their appointment.

4.0 Procedures for Nomination/Selection of Members of Committees

4.1 The members of all Committees, other than Board members of such Committees, shall be chosen from among the Registered Members, or Fellows of the Institute, as the Board may determine, except as outlined in paragraph 4.2 herein. The Nominations Committee shall recommend to the Board such members as the Committee considers appropriate, having regard to the skills and experience of the persons concerned for the purpose of each of those Committee. The Board shall consider such recommendation(s), and shall make the appointments within a period of not more than two months of receiving the recommendation(s) of the Nominations Committee. Those appointed by the Board may be other than those recommended by the Nominations Committee.

4.2 The membership of the Governance and Risk Committee and of the Finance and Audit Committee may include persons that are not Registered Members or Fellows of the Institute, where it is considered by the Board that such persons have skills relevant to the roles of these Committees. In such instances, the majority of the members of each Committee shall be Registered Members and/or Fellows of the Institute.