

Explanatory Memorandum

In accordance with the constitution of the NSW Business Chamber Limited ABN 63 000 014 504 (**NSWBC**) and the NSWBC Regional Councils Charter, Regional Councils are required to hold elections every two years.

Candidate Nominations

The Regional Advisory Council is calling for nominations from eligible voting members within the Region for positions on the Regional Advisory Council.

To nominate, prospective applicants must:

1. Complete the Nomination Form (**Attachment 1**) which includes a consent to nominate for election as a councillor,
2. Have it signed by two (2) members or duly appointed representatives of the members that are also entitled to vote, and
3. Provide a current Curriculum Vitae (**Attachment 2**), with optional additional one-page biography (as noted in Attachment 2).

Please lodge the required forms with the Regional Director by close of nominations by **9am on Wednesday 21 August**. Instructions for the lodgement of forms are on the Nomination Form.

If more than 20 nominations are received at the close of nominations a ballot will be held prior to the General Election Meeting.

Voting at the General Election Meeting of the NENW Regional Advisory Council

How to vote

Members can vote by either:

1. Attending the meeting and voting in person or by attorney or, in the case of corporate members, by appointing a corporate representative to attend and vote; or
2. Appointing a proxy to attend and vote on their behalf, using the proxy form (**Attachment 3**) accompanying this Notice of Meeting, or by submitting their proxy appointment and voting instructions to the Regional Director either by post or email, the details of which are set out in the proxy form.

Voting in Person (or by Attorney)

Members, or their attorneys, who plan to attend the meeting are asked to arrive at the venue **15 minutes prior** to the time designated for the meeting commencement so that their membership may be checked against the Register of Members and their attendance recorded.

A member that is a corporation may appoint an individual to act as its representative and to vote in person at the meeting.

Note: if necessary, the meeting may be held virtually by electronic means.

Voting by Proxy

1. A member entitled to attend and vote is entitled to appoint a proxy. Each proxy will have the right to vote on a poll and also to speak at the meeting.
2. A proxy need not be a member.
3. The proxy can be either an individual or a body corporate.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit.
5. Should any resolution be proposed at the meeting, a proxy may vote on that resolution as they think fit.

6. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions set out in the proxy form.
7. To be effective, proxies must be lodged **48 hours** before the time appointed for the holding of the meeting. Proxies lodged after this time will be invalid.
8. Proxies may be lodged using any of the following methods:
 - o by returning a completed proxy form in person or by post to:

Paula Martin
Executive Director, Regional NSW and The Visitor Economy
Business NSW
Suite 13, Level 2, 6 Reliance Drive
Tuggerah NSW 2259
 - o by email to the Regional Director: Paula.Martin@businessnsw.com
9. The proxy form must be signed by the member or an authorised representative of the member. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power of attorney itself, must be received by the Regional Director using any of the above methods by



Paula Martin
Executive Director, Regional NSW & The Visitor Economy
Business NSW

21st July 2023