

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, elections for the role of Regional President must be held every two years.

Candidate Nominations

Business NSW is calling for nominations from eligible voting members within the Region for the position of Regional President.

To nominate, prospective applicants must:

1. Complete the Nomination Form (**Attachment 1**) which includes a consent to nominate for election as Regional President,
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 Executive Director (Business Illawarra) by close of nominations by 5pm Saturday 30 September 2023. Instructions for the lodgement of forms are on the Nomination Form.

Voting at the General Election Meeting of the South Coast and Capital Region

How to vote

The meeting will be held virtually via electronic means (Microsoft Teams). Members can vote by either:

1. Joining the meeting and voting themselves 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 join the meeting 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 Executive Director either by post or email, the details of which are set out in the proxy form.

Voting virtually (or by Attorney)

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

Voting by Proxy

1. A member entitled to join the meeting 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 join 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:
 - by returning a completed proxy form in person or by post to:

Adam Zarth
Executive Director
Business Illawarra
Level 5, 6-8 Regent Street
Wollongong 2500
 - by email to the Regional Director: **ed@businessillawarra.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 **5pm on Friday 27 October 2023**



Adam Zarth
Executive Director
Business Illawarra

29 August 2023