

NSWBC REGIONAL COUNCILS CHARTER

As at 16 February 2017

REGIONAL COUNCILS - OVERVIEW

Each Regional Council is an advisory body that operates in accordance with this Charter. Each Regional Council makes recommendations to the Council in relation to policy and membership issues in their Region for resolution and/or referral to the Council or the Board of Directors of the New South Wales Business Chamber (“NSWBC”) and otherwise does not have direct authority over the management of the business of the NSWBC.

For the purposes of this Charter and the governance of the NSWBC only, Affiliated Organisations are deemed Regional Councils and the directors of the Affiliated Organisations (other than employees of the Affiliated Organisations and the NSWBC) will be referred to as Regional Councillors.

The Regional Councils shall be governed and managed in accordance with the Constitution of the NSWBC and this Charter. In the event of any conflict between this Charter and the NSWBC Constitution, the NSWBC Constitution shall prevail. In the event of any conflict arising for any of the Affiliation Organisations, between the constitution of the relevant Affiliated Organisation, the NSWBC Constitution and this Charter, for the purposes of this Charter only and in order to resolve the conflict, the constitution of the relevant Affiliated Organisation shall prevail.

The relationship between NSWBC and the Affiliated Organisations shall be governed and managed in accordance with the Related Party Deed between NSWBC and each of the Affiliated Organisations.

Primary Roles

- Regional Councils act as an advisory body to the NSWBC Council, Board of Directors and Management of NSWBC, on policy issues in the Region, matters relating to membership and in relation to the promotion and development of the Objects of NSWBC, as set out in its Constitution. To achieve this role, the Regional President will maintain a close working relationship with the President and Executive Management of the NSWBC.
- Regional Councils initiate and facilitate innovative projects and programs that will have direct application to the business community and to business improvement for members.
- The appointment of one Regional Nominated Councillor to the NSWBC Council, except in respect of the Western Sydney Regional Council and the Eastern Sydney Regional Council which will each be entitled to appoint three Regional Nominated Councillors to the NSWBC Council.

Secondary Roles

The role of Regional Councils also includes the following:

- The Regional Councils act as a sounding board for ideas, concepts, policies and programs presented by NSWBC management that apply to the members, the Regions and the broader business environment.
- Regional Managers work with Regional Councillors to develop and establish mentoring programs for other members and industry specific networks and to provide to new members qualified “how to” guidance and business assistance.
- Regional Councillors facilitate and maintain a line of communication with members and the NSWBC Council, Board and management.

- Regional Councils and Regional Managers meet regularly to determine priorities and communicate ideas to each other and NSWBC Managers consistent with achieving the Objects and agreed strategic direction of the NSWBC.
- Regional Presidents and Regional Managers have regular direct contact with local media on local issues and events in accordance with the agreed media policy of the NSWBC.
- Regional Councils are encouraged to form appropriate networks to enhance communications with members and Councillors.
- Regional Presidents, Regional Councils and their Regional Managers maintain a close working relationship and abide by the protocols established by the NSWBC. Save for the Affiliated Organisations, in the event of any dispute between the Regional President (or the Regional Council) and the Regional Manager assigned to that Region, the matter in dispute will be referred to the President and Chief Executive Officer of the NSWBC for resolution with the decision of the President and Chief Executive Officer of the NSWBC to be binding on all parties.
- All Regional Councillors are expected to be an active participant as it relates to the primary and secondary roles of the Regional Council.

REGIONAL COUNCIL REGULATIONS

The following regulations apply for all Regional Councils:

1. Regional Councils to act as an advisory body to the NSWBC Council, the Board of Directors and Management of NSWBC, on policy issues in the Region, matters relating to membership and matters relating to the promotion and development of the Objects of NSWBC.
2. Elections for the Regional Council are to be held at least every two (2) years. Regional Councillors are to be elected by members from within the Region. Only members eligible to vote in accordance with the Constitution of NSWBC are eligible to vote in an election for Regional Councillors.
3. Each Regional Council established by the NSWBC Council shall consist of up to twenty (20) members.
4. Unless otherwise resolved by the Board or Council of NSWBC, not more than 25% of the total number of available positions on the Regional Council can be filled by representatives of the Local Chambers of Commerce within that Region and any appointment to fill a casual vacancy on the Regional Council cannot exceed this 25% threshold.
5. In respect of each of the Western Sydney Regional Council, the Eastern Sydney Regional Council and the Illawarra Regional Council:
 - (a) not more than 25% of the total number of available positions on the Regional Council can be filled by representatives of the Local Chambers of Commerce within that Region and any appointment to fill a casual vacancy on the Regional Council cannot exceed this 25% threshold; and
 - (b) not more than 25% of the total number of available positions on the Regional Council can be filled by representatives of Western Sydney First (in respect of the Western Sydney Regional Council) or Sydney First (in respect of the Eastern Sydney Regional Council) or Illawarra First (in respect of the Illawarra Regional Council), and any appointment to fill a casual vacancy on the Regional Council cannot exceed this 25% threshold.

6. Regional Councillors shall hold office for a term of two (2) years or up to the next election and may be re-elected for a further term or terms. For the avoidance of doubt, no Regional Councillor is an “Officer” of the NSWBC as that term is defined in the NSWBC Constitution.
7. Each Regional Council shall elect Office Bearers consisting of a Regional President and at least one Deputy Regional President.
8. Regional Presidents shall hold office for a term of two (2) years and are eligible to stand for election as Regional President for a further term of two (2) years, after which that Regional President shall automatically retire and not be eligible for re-election as a Regional President for a period of five (5) years.
9. Deputy Regional Presidents shall hold office for a term of two (2) years and are eligible to stand for election as Deputy Regional President for a further term or terms.
10. All former Regional Presidents and Deputy Regional Presidents shall continue to be eligible to serve as Regional Councillors after they cease to hold office either as Regional Presidents or Deputy Regional Presidents, provided that they are elected as a Regional Councillor in accordance with this Charter.
11.
 - (a) A Region which does not have a Regional Council can elect from the members within the Region a Regional President, subject to the approval of the NSWBC Council. Where the NSWBC Council has approved a Region (without a Regional Council) electing a Regional President, the members within that Region may nominate for and be elected to the position of Regional President. Only members eligible to vote in accordance with the Constitution of NSWBC may nominate a candidate for the position of Regional President.
 - (b) Nominations for the Regional President referred to in rule 11(a) will be requested 60 days before the AGM for the Region and all such nominations must be submitted 30 days before the AGM. The nominations shall:
 - i. name the nominee who must be a member within the Region or duly appointed representative of the member within the Region;
 - ii. be signed by at least two (2) members within the Region or duly appointed representatives of the members within the Region;
 - iii. include the consent of the candidate for election in respect of their nomination; and
 - iv. include the current Curriculum Vitae of the candidate for election.
 - (c) If only one person is nominated for the position of Regional President referred to in rule 11(a), that person shall be appointed as the Regional President of that Region.
 - (d) Where more than one person is nominated for the position of Regional President referred to in rule 11(a), then all of the nominations from that Region will be circulated to the members within the Region and the members within the Region will be required to elect from such number their preferred candidate for the position of Regional President. Only members eligible to vote in accordance with the Constitution of NSWBC may vote. The preference votes must be returned no later than 2 business days before the AGM for the Region. The candidate with the most votes will be appointed as Regional President for that Region. In the event of an equality of votes, the successful candidate will be determined by lot.
 - (e) The Regional President elected pursuant to this rule 11 will also act as the Regional Nominated Councillor of that Region, unless an alternative member within the Region is agreed with the NSWBC Council to act as that Region’s Regional Nominated Councillor.

12. Regional Councillors and Office Bearers shall be members, or representatives of a member, eligible to vote in accordance with the Constitution of the NSWBC. Every member being a firm, corporation or organisation shall, if requested to do so, submit in writing to the Regional Council, the name of the representative who is to act on the member's behalf relating to NSWBC and the Region and represent the member in respect of all matters relating to NSWBC and the Region. Such a representative must be a partner, director, officer or employee of the firm, corporation or organisation. The member may from time to time revoke and substitute the said representative by notice in writing to the Regional Council or NSWBC.
13. Subject to rule 14, each Region may only nominate one Regional Councillor to take up their allocated position of "Regional Nominated Councillor" on the NSWBC Council with that Regional Councillor to be the Regional President unless an alternative Regional Councillor for that Region is agreed with the NSWBC Council. Where an alternative Regional Councillor is proposed, the process for electing the Regional Nominated Councillor will be in accordance with the process set out in rules 11(b) to 11(d), except that:
 - (a) all references to "Regional President" be replaced with "Regional Nominated Councillor";
 - (b) all references to "Region" be replaced with "Regional Council"; and
 - (c) the wording of rule 11(d) be replaced with the following:

"Where more than one person is nominated for the position of Regional Nominated Councillor, then all of the nominations will be circulated to the members of the Regional Council and the members of the Regional Council will be required to elect from such number their preferred candidate for the position of Regional Nominated Councillor. The candidate with the most votes will be appointed as Regional Nominated Councillor. In the event of an equality of votes, the Chairperson shall have a casting vote which he or she may use at their absolute discretion. If the Chairperson abstains from using their casting vote, the successful candidate will then be determined by lot.
14. The Western Sydney Regional Council and the Eastern Sydney Regional Council may each nominate three Regional Councillors (one from each of the Local Chambers of Commerce representatives, Western Sydney First or Sydney First (as applicable) representatives, and general Regional Councillors), to take up their allocated positions of "Regional Nominated Councillor" on the NSWBC Council. Where no representatives from the Local Chambers of Commerce or Western Sydney First/Sydney First are nominated, those Regional Nominated Councillor positions will revert to the general Regional Councillors. One of the three Regional Nominated Councillors will be the Regional President for each of the Western Sydney Regional Council and the Eastern Sydney Regional Council unless an alternative Regional Councillor for that Region is agreed with the NSWBC Council.
15. The nominated Regional Councillor will take office as a "Regional Nominated Councillor" on the NSWBC Council at the first Council Meeting after the next AGM.
16. If a Regional Councillor, Regional President or Deputy Regional President does not attend three (3) consecutive meetings without providing a satisfactory reason, the Regional Council may, in its discretion, determine that the Regional Councillor, Regional President or Deputy Regional President has retired from the Regional Council.
17. The Regional President shall be entitled to take the chair at every meeting of the Regional Council and in their absence the Deputy Regional President in attendance at the meeting and in the absence of the Deputy Regional President the Regional Council to elect a Chairperson.
18. The Chairperson shall have a casting vote where there is a deadlock in relation to matters for resolution by the Regional Council.

19. A quorum for a meeting of the Regional Council is not less than one third of the number of elected Regional Councillors with a minimum number of:
 - (a) not less than 3 Regional Councillors; and
 - (b) not less than 50% of the Regional Councillors that constitute the quorum must be Regional Councillors that are not representatives of the Local Chambers of Commerce within that Region.
20. Unless otherwise resolved, the Regional Council shall meet at least four (4) times each year at a time and place determined by the Regional President provided that the meeting is within the Region. Subject to approval from the Council of NSWBC, a Regional Council may, with the consent of the Regional Nominated Councillors and the Regional President for that Region, separate a Regional Council meeting into separate and distinct meetings of a reasonable number of sub-regions within the Region. Where a Regional Council meeting is separated into sub-regional meetings, each sub-region meeting taken together with the other sub-region meetings will constitute the one Regional Council Meeting. Each sub-region meeting must have minutes recorded. All sub-region meetings must be held within a 7 day time frame of each other, unless approved otherwise in writing by the Regional President.
21. Meetings of the Regional Council may be called as determined by the Regional President provided that a general 'election' meeting of Regional Council is held at least every two (2) years and at least six weeks prior to the Annual General Meeting of NSWBC.
22. Minutes shall be kept and maintained of all meetings of the Regional Council for a period of at least two (2) years.
23. Proceedings at meetings of a Regional Council are to be conducted consistent with the proceedings for meetings of the NSWBC Council including, but not limited to, voting.
24. Minutes, reports and formally tabled papers of each Regional Council meeting are to be furnished to NSWBC.

PROCESS FOR ELECTION

Regional Elections

25. Elections for the Regional Councils shall be held by the Regional Councils between 1 July and 30 September every second year.
26. The Regional Council shall advise the Company Secretary of the NSWBC in writing, of the elected Regional Nominated Councillor/s no less than thirty (30) days before the Annual General Meeting of the NSWBC.
27. At least every two (2) years, the Regional Council will call for nominations of Regional Councillors from eligible voting members within its Region, such nomination to be returned to the Regional Council within thirty (30) days. The nomination shall:
 - (a) be in such form as prescribed by the Regional Council;
 - (b) name the nominee;
 - (c) be signed by at least two (2) members or duly appointed representatives of the members;
 - (d) include the consent of the candidate for election in respect of their nomination; and

- (e) include the current Curriculum Vitae of the candidate for election.
28. If the number of candidates nominated in respect of a particular Region is not greater than the number of candidates required or able to be elected from that Region, the Regional President shall declare the Regional Councillors that have been nominated duly elected as Regional Councillors.
29. If a Region nominates more candidates than required to be elected, or able to be elected, from that Region, a separate ballot shall be conducted to elect each person. By way of example, if there are 3 vacant positions then each member, that is eligible to vote, will be entitled to vote for up to 3 candidates.
30. In respect of all Regional Councils other than the Western Sydney Regional Council, the Eastern Sydney Regional Council and the Illawarra Regional Council, the ballot (if required) for the Local Chambers of Commerce representatives shall be conducted prior to the ballot (if required) of the general Regional Councillors.
31. In respect of the Western Sydney Regional Council, the Eastern Sydney Regional Council and the Illawarra Regional Council, the relevant ballots (if required) will be conducted in the following order:
- (a) firstly, the ballot for the the Local Chambers of Commerce representatives;
 - (b) secondly, the ballot for the representatives of Western Sydney First (in respect of the Western Sydney Regional Council), Sydney First (in respect of the Eastern Sydney Regional Council) or Illawarra First (in respect of the Illawarra Regional Council); and
 - (c) lastly, the ballot for the general Regional Councillors.
32. The ballot papers shall contain the names of the candidates for each election in order determined by lot.
33. The votes shall be counted in the following manner:
- (a) the unrejected ballot papers shall be arranged under the names of the respective candidates by placing in a separate pile all those on which the preference is indicated for the same candidate;
 - (b) the votes given for each candidate on all unrejected ballot papers shall be counted;
 - (c) the candidates who receive the largest number of votes correlating to the number of positions available shall be elected;
 - (d) as between candidates who receive an equal number of votes, the vote shall be held again for those candidates only (and only if necessary to do so), and, if after the second vote the candidates receive an equal number of votes again, then the Regional President shall determine which candidate is elected by lot;
 - (e) the Regional President's decision of the validity of ballot papers shall be final; and
 - (f) the Regional President shall convey the result of the ballot at the meeting of the Regional Council who shall declare the result of the ballot.

Casual Vacancies

34. Where there is a casual vacancy, the Regional Council will call for nominations to fill such vacancies. The nomination shall:
- (a) be in such form as prescribed by the Regional Council;

- (b) name the nominee;
 - (c) be signed by at least two (2) members or duly appointed representatives of the members;
 - (d) include the consent of the candidate for election in respect of their nomination; and
 - (e) include the current Curriculum Vitae of the candidate for election.
35. Any and all nominees for the position of Regional Councillor shall be asked to leave the meeting when voting to fill a casual vacancy occurs.
36. For the filling of one or more casual vacancies where there are more nominees than positions available on the Regional Council, the process is as follows:
- (a) any nominees present shall be asked to leave the meeting;
 - (b) as the name of each nominee is read out Regional Councillors shall be asked to vote for each nominee. Nominees with a majority vote shall proceed to the next level. Nominees who do not receive a majority vote shall be declared unsuccessful (**Level 1**);
 - (c) if a nominee has received a majority vote in Level 1, Regional Councillors shall be asked to declare their vote for one nominee only as each name is read out (**Level 2**);
 - (d) at the end of Level 2, the nominee receiving the fewest or no votes shall be declared unsuccessful;
 - (e) the voting process shall continue in the manner described in sub-paragraph (c) above until such time as the number of nominees equals the number of positions available or a nominee receives the majority of votes from the Regional Council in the case of a single vacancy (**Level 3**); and
 - (f) following Level 3, the successful nominee(s) shall be declared elected.
37. If the number of candidates nominated in respect of a particular Region is not greater than the number of vacancies the Regional President shall declare the Regional Councillors that have been nominated duly elected as Regional Councillors.
38. Any Regional Councillor appointed by the Council shall hold office up to and including the next election for Regional Councillors at which time the Regional Councillor must resign and stand for re-election to the Regional Council.
39. If the Regional President or the Deputy Regional President retires or their office become vacant for whatever reason prior to the expiry of the term of office, the Regional Council may elect at the next Regional Council, by a majority vote, a president to fill the vacancy (**Acting President**). The Acting President will serve on the Regional Council for the remainder of the term.
40. Any Regional Councillor, Regional President or Deputy Regional President appointed to fill a casual vacancy must be appointed by a majority vote of the Regional Council.

TERMINATION

41. Any Regional Councillor, Regional President or Deputy Regional President may retire from office by giving notice in writing to the Regional Council of the Regional Councillor's intention to do so. Such resignation shall take effect immediately unless the resignation is stated in the notice to expire at some

future time in which event it shall take effect upon the expiration of such time or the date ninety (90) days from the giving of the notice, whichever is the earlier.

42. In addition to the circumstances in which the office of Regional Councillor, Regional President or Deputy Regional President becomes vacant by virtue of the *Corporations Act 2001 (Cth)* (with the *Corporations Act 2001* to apply as if the Regional President, Deputy Regional President and Regional Councillors were directors of a proprietary company pursuant to that Act) or other provisions of the NSWBC Constitution the office of Regional Councillor, Regional President or Deputy Regional President shall be vacated if the Regional Councillor, Regional President or Deputy Regional President:
- (a) ceases to be a member of the NSWBC;
 - (b) becomes bankrupt or insolvent or makes an assignment for the benefit of his their creditors or proposes to pay a compromise to his their creditors;
 - (c) being a representative of a firm any partner in which becomes bankrupt or insolvent or makes an assignment for the benefit of his their creditors or proposes to pay a compromise to his their creditors or being the representative of a corporation or incorporated association which shall go into liquidation otherwise than for the purposes of reconstruction or makes any arrangement or composition with creditors generally;
 - (d) becomes mentally incapable or the Regional Councillor's, Regional President's or Deputy Regional President's estate is liable to be dealt with in a way under the law relating to mental health;
 - (e) is prohibited or disqualified from being a director pursuant to the provisions of the Law or by reason of any order made under the *Corporations Act 2001 (Cth)*;
 - (f) is absent from three (3) consecutive meetings of the Regional Council, unless by leave of absence granted by the Regional Council or through sickness or injury and the Regional Council resolves, by a resolution passed by the majority of Regional Councillors in attendance at a meeting of the Regional Council, that the Regional Councillor vacate office; or
 - (g) in the opinion of the majority of the Regional Council (such opinion not being determined until such person has been afforded a reasonable opportunity of being heard in their defence) infringe any of the provisions of the NSWBC or is guilty of any act proceeding or practice which the Regional Council may consider to be dishonourable or to be inconsistent with their position as a Regional Councillor, or calculated to bring discredit on the NSWBC, bring the NSWBC into disrepute or to be otherwise adverse to the interests of the NSWBC.
43. If a Regional Councillor who is appointed to act on a member's behalf as a Regional Councillor and the Regional Councillor ceases to be a partner, director, officer or employee of the firm, corporation or incorporated association that is a member, then the Regional Councillor will also cease to be a Regional Councillor unless they are appointed as a representative of another member within 30 days of the date they cease to be a representative of the first member.
44. If a current Regional Nominated Councillor nominates at any general election of the NSWBC Council to act as a Member Elected Councillor, or to fill any vacancy of Member Elected Councillors on the NSWBC Council, that Regional Nominated Councillor will automatically retire from his or her position as the current Regional Nominated Councillor effective from the date of the nomination.

ELECTRONIC VOTING

45. Where appropriate and where technology permits, electronic lodgement of votes may be used, at the discretion of the relevant Regional Council, for the purposes of any voting that is contemplated under this Charter.

AMENDMENTS TO THE CHARTER

46. Should the Regional Councils require changes to this Charter and Regulations the recommended changes must be put forward to the NSWBC Council for discussion and ratification and are not effective unless ratified by the NSWBC Council.