

Explanatory Memorandum

2025 Member Elected Councillor General Election

Nominations for the 2025 Member Elected Councillor General Election are Open

Nominations are now open for representatives of voting members who are interested in becoming a Member Elected Councillor (**MEC**) of NSW Business Chamber Ltd trading as Business NSW (**Business NSW**).

MECs sit on Business NSW's State Council (**Council**) and play an important role in the governance and custodianship of Business NSW. MECs are eligible to serve on the board of Business NSW and contribute to the organisation's policy, advocacy and membership discussions and activities.

What does the Council do?

The Council's functions are outlined in Business NSW's constitution (**Constitution**) and include:

- acting as the principal advisory body to Business NSW and its board of directors on policy and membership issues; and
- electing from the MECs, the President and Vice President of Business NSW as well as the six other elected director positions on the board of Business NSW.

The Council meets four times a year at Business NSW's head office at 8 Chifley Square, Sydney.

How long is the term of office of a MEC?

MECs are elected for a term of up to four years and hold up to 25 of the 40 seats on the Council. The balance of up to 15 seats on the Council are held by Regional Nominated Councillors, who represent the various regions within New South Wales and are indirectly elected by the members in those regions.

At least half of the MECs must retire every two years. There are rules in the Constitution for determining which MECs are required to retire.

I am a MEC – am I required to retire at this election?

Those MECs required to retire this year have already been notified by email by the Returning Officer.

A MEC that is required to retire is permitted to renominate. There are no limits on the number of terms a MEC may serve.

How many MEC positions are available in this MEC general election?

This year there are 13 MEC positions available.

Who is eligible to nominate?

Only the authorised representative (ie primary contact) of a voting member of Business NSW is eligible to be elected as a MEC.

In addition, a Regional Nominated Councillor may not nominate for the position of MEC without first resigning as a Regional Nominated Councillor.

How do I nominate?

To nominate, candidates must complete and submit a nomination form to Business NSW.

Candidates must ensure that their nomination form is:

- signed by the candidate and two voting members of Business NSW;
- accompanied by their curriculum vitae (**CV**), which must be formatted consistently with the template accompanying the nomination form; and
- otherwise completed in accordance with the instructions set out on the nomination form.

The nomination form (and accompanying CV) together with the Constitution can be accessed here: <https://www.businessnsw.com/members/mec-election-2025>.

Should you require any assistance, please call the Business Hotline on 13 26 96.

Candidate names and CVs will be made available to voting members (via the online voting platform) if a ballot is required to determine the election.

Candidates may wish to include a passport size photo of themselves on their CV or accompanying bio.

When are nominations due?

A candidate's completed and signed nomination form (and accompanying CV) must be received by the Returning Officer, Chris Burubu by **5:00pm (AEDT) on Friday, 17 October 2025** at chris.burubu@businessnsw.com.

Incomplete or late nominations will not be accepted.

What is the election process?

Should more than 13 valid nominations be received, a secret ballot (in which all voting members are invited, but not obliged, to participate) will be conducted (via an online voting platform known as BigPulse) to determine the outcome of the election.

If a ballot is required, every voting member will receive an email from contact.info@businessnsw.com which will contain their 'sign-in link' to the voting platform. Further details in relation to the ballot (if required) are provided below.

If 13 or less valid nominations are received, then those candidates will be duly elected as MECs.

The election of the successful candidates will be declared at Business NSW's Annual General Meeting commencing at 12.00pm on 21 November 2025.

How will the ballot (if required) be conducted?

If a ballot is required:

- voting members will receive an email from contact.info@businessnsw.com which will contain their 'sign-in link' to the voting platform provided by Big Pulse;
- voting members will need a smart phone or laptop (connected to the internet) to access the voting platform;
- the ballot will be open for a period of 15 business days, from 24 October 2025 to 11.59pm, 14 November 2025;
- voting members will only be able to cast their vote via the voting platform when the ballot opens;
- voting members will be asked to vote in favour of their preferred candidates (up to a maximum of 13 given the 13 positions available);
- once a voting member has cast and submitted their vote, they will not be able to change their vote or vote again; and
- further instructions on how to cast a vote will be provided within the voting platform.

The 13 candidates who received the most votes will be declared duly elected at the Annual General Meeting. For any candidates who receive an equal number of votes, the successful candidate(s) will be determined by lot.

Voting via the platform is anonymous. There are no constructed links in the database that connect the personal voting accounts to the votes cast, either direct or indirect.

BigPulse's servers are located in Canada and the United Kingdom. BigPulse's personal data protection standard is compliant with the European Union's General Data Protection Regulation. The names and email addresses of voting members will be deleted from BigPulse's records within 30 days of the ballot closing.

Who is entitled to vote in the ballot (if required)?

Every member of Business NSW who is a voting member as at the date the email containing the 'sign-in' link to the voting platform is sent will be entitled to vote in the ballot if:

- their membership class generally carries the right to vote¹ and the member's membership fees (if any) are not 60 days or more in arrears at the date of the meeting; or
- the member has a current Member+ subscription.

¹ Refer to Business NSW's membership terms and conditions.

Returning Officer & Scrutineers

Chris Burubu, who is the General Counsel & Company Secretary of Business NSW, is the Returning Officer in respect of the election.

Ms Rachel Porter (Head of Legal & Privacy Manager) and Ms Jennifer Dwyer (Executive Assistant, Business NSW) are the appointed scrutineers in respect of the election.

Key dates at a glance

| Event | Date |
|--------------------------------------|-----------------------------------|
| Nominations Open | Thursday, 18 September 2025 |
| Nominations Due | 5.00pm, Friday, 17 October 2025 |
| Election Ballot (if required) Opens | Friday, 24 October 2025 |
| Election Ballot (if required) Closes | 11.59pm, Friday, 14 November 2025 |
| Election Results Announced at AGM | 12.00pm, Friday, 21 November 2025 |

Who can I contact if I have any questions?

Please contact our Business Hotline on 13 26 96 if you have any questions.

Yours sincerely



Chris Burubu
Returning Officer, General Counsel & Company Secretary