



EABC BOARD OF DIRECTORS ELECTION PROCESS

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1. Introduction

Chapter 6 (Board of Directors) of the ByLaws of the European Trade Association for Business and Commerce (EABC), describes how the Board of Directors is established and how it works. Clause 19 of ByLaws covers nomination and election of Directors. All nominees and candidates are obligated to abide by these governing documents.

There are two types of director: Ordinary Director and Special Director. This document is about Ordinary Directors, with some information about Special Directors.

Ordinary Members (companies) nominate candidates (for Ordinary Director) leading up to the General Meeting, and secure approval for them from at least two other Ordinary Members. Then, the General Meeting elects not more than eleven candidates who gain the greatest number of votes as Ordinary Directors, and in accordance with the resolution of the General Meeting. In the case of a tie vote, the General Meeting must re-pass a resolution about the candidates in the tie vote, and if there is another tie vote, the last Director shall be determined by drawing lots. Term of appointment is two years or, roughly, until the next AGM. As it happens, all current Ordinary Directors' terms are expiring at AGM 2020.

In addition to up to eleven Ordinary Directors, there are up to eleven Special Directors. The Special Directors are not voted at a General Meeting; they are the Chairs of Advocacy Groups who have been so selected by the members of the Working Group, and who accept to be members of the Board and are then appointment by the President, for terms of two years at a time.

2. The Election Process

2.1 Eligible Candidates for Ordinary Director of the Board

To be eligible to stand for election as a Director:

- Representative of a member company in good standing according to the Bylaws section 11
- Proposed by two ordinary EABC members in good standing
- Have a valid work permit in Thailand (if being required to carry out certain director functions such as signing of financial statements) or being Thai Citizen
- A natural person who confirms his or her willingness to be a Director by filling in and signing the Board of Directors Application Form.
- The application form must be submitted to the office by Wednesday, 29 July 2020 before 17:00 hrs. and it will be published at www.eabc-thailand.org before AGM.
- The nominee must provide a short self description (max 200 words, no more) and passport type photo, about themselves and ideally including how the candidate would contribute to EABC. This information will be placed on EABC website. All candidates for Ordinary Director will need to do a short statement (or pre-recorded video if the candidate is unable to attend the AGM) of up to 2 minutes at the AGM. The video must be provided by Monday, 3 August before 17:00 hrs.

2.2 Eligible Voters





Only persons fulfilling the following criteria are able to vote:

- Any Representative of an EABC member in good standing as at Monday, 3 August 2020 and in accordance with Bylaws clause 11

Note: If you are the Representative of an Ordinary Member and do not plan to attend the meeting in person, please either appoint a proxy who must be the registered Representative of another Ordinary Member, or appoint a second Representative, who must be someone associated with the Ordinary Member. More information and relevant forms are on the Invitation to the meeting. Appointed Proxy Form properly completed, must be provided to the EABC before or no later than Monday, 3 August 2020.

3. Election Timeline

Date	Time	Activity
14 July 2020	14:00	Start of Candidate Director Nomination period
29 July 2020	17:00	End Director Nomination submission period. All applications will be published at www.eabc-thailand.org with a short statement. Candidates will give a two minute talk at the AGM. (see details above)
29 July 2020	17:00	Any candidate with an existing nomination made before June 2020, must confirm candidature by written notice to EABC. The short statement is also required of all candidates. Details above
3 August 2020	17.00	All membership must be paid up to be eligible to vote
6 August 2020	10:00	End of registration for the AGM (including Proxies counting)

4. Withdrawal of Nomination

A candidate may withdraw his/her nomination by notifying the EABC office at least 2 days before AGM. The withdrawal notification must be submitted by either the nominator or the candidate. In any case, both the nominee and the candidate must be informed to verify and confirm the withdrawal before it can be formally accepted.

5. Voting

- All candidates for Ordinary Director must present themselves in person or by pre-recorded video, to the general membership in a brief speech during the AGM prior to voting being conducted (strictly limited to 2 minutes per candidate). If there are more than 11 candidates, voters shall select no more than (and it can be less than) 11 Ordinary Directors in the Election Form. Otherwise if there are less than 11 candidates, the maximum number the voters are allowed to select should be the same as the number of candidates (eg if there are 8 candidates, members can vote for up to 8, but a vote could be for fewer than 8).
- Vote counting will be by two witnesses confirmed by EABC office, who are not conflicted and who volunteer for the role.





- Up to Eleven candidates who gain the greatest number of votes will be declared Ordinary Directors
- In the event of a tie, voters must re-pass a resolution in relation to the candidate(s) gaining the tie vote.
- Election results will be announced after all voters have participated.

Remark: Board Assignment

In the first Board meeting after the AGM the Board of Directors will elect among its members a President, Vice President(s), Treasurer, and (if relevant) other officers, which are supported by the ByLaws.

