

Proxy Voting Form

Proxy voting is provided for in the National Constitution as follows -

11.4.4 Voting members are eligible to proxy vote.

11.4.5 Proxy votes on any election or motion may be sent to a specified National Executive Officer by 5:00pm on the day before an AGM. A proxy voting form must be made available to all eligible voters no less than 7 days prior to the AGM. Proxy votes may also be indicated on an online proxy voting form, which must be made available to all Members no less than 7 days prior to the AGM if such an online form is utilised.

Conventionally, proxy voting involves a member (the principal) delegating their right to vote to an individual (the proxy), who can then show up to the meeting and exercise the voting rights on the principal's behalf. See [paragraph 6 Schedule 1 of the Companies Act 1993](#) (which allows shareholders of NZ registered Companies to vote via proxy). However, historically in UN Youth, voting members have been able to essentially exercise an "advanced vote", where they can exercise their voting rights in advance of a meeting. This however, is not actually proxy voting - and proxy voting is not defined in the National Constitution.

Similarly to the July SGM, the National Executive considers that it is more appropriate for a genuine proxy voting system to be utilised.

More fully:

- The default legal position is that no vote at a General Meeting of a Society (which UN Youth is) is valid unless it is cast at the meeting, unless otherwise permitted by the Constitution/Rules. This technically would mean all advanced, postal, video conference, audio votes should have been invalidated in past years.
- The Constitution and the Incorporated Societies Act give members the **right** to vote at a meeting. The Constitution allows members through clause 11.4.4 to vote via a proxy. This effectively allows members to assign their voting right to the proxy.
- The Constitution currently has no provisions allowing advance votes, postal votes, audio or v-link votes.
- A proxy counts towards quorum as if the member was present at the meeting. This is an important requirement to meet, and also ensures that the candidates are voted on by as large a number of people as possible. For such a significant election, this is particularly important.
- The Constitution does not provide any specificity as to proxy voting. However, it does provide that the NX have control over several processes at the SGM, including the proxy voting form. Because of this, we have decided to set a proxy voting policy as below, as it best fits the purpose of the upcoming SGM.

As such, the NX has resolved to utilise the following proxy voting system at the August SGM. The system is essentially the same as that used at the July SGM, which members should be familiar with, although there have been some slight changes to reflect the fact that it is an election.

A voting member (as defined in the current National Constitution) who is unable to attend the SGM themselves, will be permitted to appoint one of the specified members of the National Executive as their proxy - one of the two Returning Officers. The proxy must be in attendance at the SGM; these NX members will be. The principal will instruct the proxy how to vote in each of

the election rounds, including different alternatives based on the result of the Independent Director election. Should any matter arise that the proxy is not instructed on, the proxy will either abstain, or when abstention is not possible, vote in the manner most consistent with the instructions they have received i.e. to maintain the status quo which they were instructed in relation to.

This system is designed to provide the flexibility of proxy voting, which is important for an SGM, as well as adding to quorum. However, given the fact that this is our first election for the board, and the short timeframe of the SGM, the NX considers this to be the best system.

Under this system, the proxy does not exercise their own judgment as to how the principal's votes are to be cast - the proxy is instructed. Proxies do not disclose their principal's votes. By designating the Returning Officers as the proxy recipients, the integrity of the secret ballot is maximised as fully as possible. Moreover, having principals delegate their vote to one of the Returning Officers ensures efficiency on the day through streamlining the process by ensuring the information (proxy vote totals, quorum etc) is known in advance. This will facilitate a smooth SGM process.

Please ensure that you have read the [voting procedures document](#) before completing your proxy form.

The proxy voting form is below, and **needs to be completed and returned to the Returning Officer you have appointed as your proxy, by 5pm 21 August 2019:**

- Seraphina Koo: seraphina.koo@unyouth.org.nz
- Zach Withers: zach.withers@unyouth.org.nz

August 2019 SGM Proxy Voting Form

Name of voting member: _____

Name of Returning Officer appointed as proxy: _____

Please confirm your eligibility to vote by specifying the position you hold/have held that qualifies you as a voting member under clause 11.4.1 of the [current National Constitution](#) (any ambiguity as to your eligibility will be resolved by the Returning Officers):

Have you instructed your proxy how to vote by filling out the options below, and also to abstain where possible on matters you have not provided specific instructions for? [Please note that this is required]:

Contact email: _____

Contact phone number: _____

Signed: _____

Date: _____

Please complete this form and **return it to the Returning Officer you have appointed as your proxy, by 5pm 21 August 2019:**

- Seraphina Koo: seraphina.koo@unyouth.org.nz
- Zach Withers: zach.withers@unyouth.org.nz

Votes

In the **Volunteers' Representative** election round, the vote is as follows (please select the candidate you prefer):

KOKULAN, Ishan: _____

NO CONFIDENCE: _____

In the **Independent Director** election round, candidates are ranked as follows (please place the required numbers [a rank next to each candidate]):

GOLDSTEIN, Nick: _____

THOMAS, Danyon: _____

NO CONFIDENCE: _____

Please note that the next three "rounds" differ based on the hypothetical outcomes of the Independent Director round. Please read the options carefully, AND make sure you indicate your votes in each hypothetical. The hypothetical that involves the correct Independent Director outcome will be applied.

In the **general Ordinary Director** round, *if Nick GOLDSTEIN has been elected in the Independent Director round*, candidates are ranked as follows (please place the required numbers [a maximum of four]):

BAIN, Eve: _____

GEE, Jonathan: _____

GUAN, Jason: _____

HOWARD, Mark: _____

LALA, Georgia: _____

THOMAS, Danyon: _____

NO CONFIDENCE: _____

In the **general Ordinary Director** round, *if Danyon THOMAS has been elected in the Independent Director round*, candidates are ranked as follows (please place the required numbers [a maximum of four]):

BAIN, Eve: _____

GEE, Jonathan: _____

GOLDSTEIN, Nick: _____

GUAN, Jason: _____

HOWARD, Mark: _____

LALA, Georgia: _____

NO CONFIDENCE: _____

In the **general Ordinary Director** round, *if NO CONFIDENCE prevailed in the Independent Director round*, candidates are ranked as follows (please place the required numbers [a maximum of four]):

BAIN, Eve: _____

GEE, Jonathan: _____

GOLDSTEIN, Nick: _____

GUAN, Jason: _____

HOWARD, Mark: _____

LALA, Georgia: _____

THOMAS, Danyon: _____

NO CONFIDENCE: _____