# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Hunter Business Chamber Limited
ACN 083 977 459

| Date | Place |
| --- | --- |
| 26 November 2025 | Hamilton Room, McDonald Jones Stadium, Broadmeadow NSW 2292 |
| **Time** | Or |
| 12.00pm (AEDT) | Virtually<br>Please refer to the Notice of Meeting and attached explanatory notes in relation to accessing the meeting virtually. |

BUSINESS HUNTER

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# LETTER FROM THEPRESIDENT

27 October 2025

Dear Member

I am pleased to invite you to the annual general meeting (**AGM**) of Hunter Business Chamber Ltd trading as Business Hunter (**Company**) to be held at 12.00pm (AEDT) on 26 November 2023.

The AGM this year will be held both in person and virtually to allow all members, regardless of where they are located, to participate in the meeting. Please read the attached explanatory notes in relation to registering for, and accessing, the AGM online.

**FY2025 in review**

Whilst the 2025 financial year will be regarded as a mixed and at times difficult operating environment for business, it marked a 'return to normal' for Business Hunter in the sense of their being limited disruptions to our program and operating circumstances.

A full calendar of in-person events and meaningful policy and advocacy interactions and connections with members, governments and other stakeholders meant circumstances experienced across the Covid period were distant memories notwithstanding some legacies left in the economy.

Our FY25 Annual Report contains details of the organisational governance and finance performance for the year. I look forward to noting our significant achievements and the challenges at the forthcoming meeting. At a high level, the following matters are worth noting.

- During FY25, Business Hunter prepared over 30 submissions on policy or to support approaches to government and agencies on a wide range of topics concerning the business environment and the future of the region.
- We hosted nearly 50 events across our well regarded and highly respect program.
- Through our well-respected commentary, we confirmed our position as a 'go-to' source of information for media, government and politicians.
- Achieved a positive financial result that will help secure the position of the organisation for the future.

**Special resolution: proposed amendment of constitution**

At this year's AGM, voting members will be asked to vote on a special resolution to amend the Company's constitution set out in Appendix B to the attached Explanatory Notes (**Proposed Amended Constitution**).

The proposed amendments to the existing Constitution are outlined in section 3 of the Explanatory Notes and additional documents for reference can be found in Appendix C. The existing constitution can be accessed here. The proposed amendments are aimed at providing additional flexibility in board representation and continuity in modernising existing constitution provisions and placing the organisation in readiness to apply, if seen fit, for Charitable status at some future point in time. The proposed revised constitution and amendments are the product of extensive Board deliberations and in-depth consultation with legal firm, Sparke Helmore.

The Board is unanimous in its support for the proposed amendments to the existing Constitution and recommends that voting members vote in favour of the special resolution.

I recommend you read carefully the attached Explanatory Notes, the Proposed Amended Constitution and additional reference documents. This will assist you in understanding the effect of the proposed amendments to the existing

Constitution and how to cast a valid vote on the special resolution at the meeting.

If you are unable to attend the meeting, but would like to vote, please complete the attached proxy form. Details about the proxy form and how it is to be completed and submitted are included in the Explanatory Notes.

If you require any further information or clarification about the proposed amendments or the process to pass the special resolution, please contact Bob Hawes, CEO and Company Secretary at bob.hawes@businesshunter.com before 18 November 2025.

**Attendance at the AGM**

I encourage you to attend the AGM because it offers the opportunity for you to ask the Board and management about the activities, strategy and financial performance of the Company and have your say in respect of the constitutional reforms that will be put to a vote at the meeting.

Written questions from members in advance of the AGM are welcomed and should be received by 5pm on Tuesday, 18 November 2025. Members who wish to submit questions should do so by emailing info@businesshunter.com. Members will also have the opportunity to ask questions during the meeting and, as Chair of the meeting, I will seek to address as many of the questions as possible.

On behalf of the Board, I wish to thank you for your ongoing support of the Company and hope that you can join us at the AGM.

Yours faithfully

**Glenn Thornton**

**President**

# NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting (**AGM**) of the members of Hunter Business Chamber Ltd (**Company**) will be held at **12.00pm (AEDT)** on **26 November** at **the Hamilton Room, Level 2, McDonald Jones Stadium, Broadmeadow and via Zoom**. For those attending virtually, please refer to the Notice of Meeting and attached explanatory notes in relation to timing of arrangements to confirm participation in the meeting.

Apologies for the AGM can be submitted to info@businesshunter.com

# Meeting Agenda

1. **Welcome to Country**
2. **Formalities including welcome and apologies**
3. **Minutes of the 2024 Annual General Meeting**
4. **President's Report**

   To receive and consider a report on the proceedings of the Company for the year ended 30 June 2025.

5. **Consideration of the 2025 Financial Statements and Reports**

   To receive and consider the Directors' Report and the Company's consolidated financial statements for the year ended 30 June 2025 and the Auditor's Report in respect of those financial statements**.**

6. **Special Resolution: Proposed Amendment of the Constitution**

   To consider and, if thought fit, pass the following resolution as a special resolution:

   *'That the constitution of the Company (being the document titled "Constitution – Hunter Business Chamber Limited ACN 083 977 459") be amended and adopted in the version of the constitution set out in Appendix B to the Notice of Meeting for this Annual General Meeting, with effect on and from the passing of this special resolution.'*

7. **Other Business**

   To transact any other business considered relevant and expedient.

# Proxies

Only eligible voting members may appoint a proxy to attend and vote at the AGM on their behalf. **Proxies must be lodged on or before 5.00pm 18 November 2025**

**Date:** 27 October 2025

**Bob Hawes**
**CEO & Company Secretary**

# EXPLANATORY NOTES

## 1. Registering for, and attending, the AGM

**Attending the AGM online**

To access the virtual AGM, members must register for the meeting at least 24 hours before the scheduled meeting time. **Details of the access and virtual attendance registering requirements will be emailed to all members on or before 12 November 2025**.

**Attending the AGM in person**

To attend the AGM in person, members must register their attendance with one of the Company's representatives stationed at the entrance of the meeting venue no later than 12.00pm on the day of the meeting.

## 2. Access to the AGM documents

All of the AGM documents (including the Company's 2025 Annual Report and the minutes of the 2024 AGM) can be accessed at the following webpage: https://www.businesshunter.com/about/governance

## 3. Special resolution: proposed amendment of constitution

3.1. The Directors propose that the Company's constitution be amended to the revised version of the existing Constitution set out in Appendix B (**Proposed Amended Constitution**).

3.2. Pursuant to the Corporations Act 2001 (**Corporations Act**), the Company may amend the Existing Constitution as proposed if the Proposed Amended Constitution is approved by a special resolution of its members at a general meeting. This means that for the Proposed Amended Constitution to be adopted, the resolution must be passed by at least 75% of the votes cast by members entitled to vote (whether in person or by proxy) on the resolution.

3.3. The Existing Constitution has certain provisions concerning the role of the Special Member that cannot be altered, added to or omitted from the Existing Constitution without following certain approval procedures. The proposed amendments do not seek to alter the entitlements and conditions relating to the Special Member so additional approval procedures do not apply.

3.4. The Proposed Amended Constitution contains the following key changes:

- modernising the provisions and format to contemporary standards and models.
- scope to allow the Board to directly appoint up to two additional directors where there are skill and gender gaps in director representation.
- drafted in a manner to comply with provisions of the Australian Charities and Not-for-Profit Commission (ACNC) to facilitate future application for charitable status, if approved.

**Board recommendation**

The Board recommends that voting members vote in favour of the special resolution to adopt the Proposed Amended Constitution.

## 4. Voting entitlement

4.1. Whilst any member may attend the AGM and ask questions, only voting members may vote at the AGM.

4.2. A member is a voting member and has the right to vote at the AGM if their membership class generally carries the right to vote and the member's membership fees (if any) are not 90 days or more in arrears at the date of the meeting.

# 5. Voting at the AGM

5.1. Given the AGM will be held both in person and virtually, voting in respect of the special resolution will be facilitated through a voting platform.

5.2. On **12 November 2025**, all voting members will be sent an email from info@businesshunter.com to explain the process which will be followed to either attend and vote in person or register and vote on line as a virtual attendee.

5.3. In order to vote at the AGM, voting members will:

(a) if they are attending the AGM virtually, need to have registered for the virtual AGM at least 24 hours prior to the meeting (as noted in section 1 above) and accessed the virtual AGM no later than 11.55am; and

(b) if they are attending the AGM in person, need to have registered their attendance with one of the Company's representatives stationed at the entrance of the meeting venue no later than 12.00pm.

5.4. A proxyholder will be able to use the voting platform to vote, in addition to any vote they have themselves, their directed or undirected proxies. Further instructions in relation to proxy voting via the voting platform will be provided to proxyholders not less than 24 hours prior to the AGM.

# 6. Proxies

6.1. A voting member may vote at the AGM in person or by proxy. A proxy may, but need not, be a member of the Company.

6.2. If you wish to vote by proxy, please complete the proxy form set out in Appendix A. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company no later than 5.00pm on 18 November 2023 by:

(a) email to: info@businesshunter.com; or

(b) post or delivery to the Company's registered office:

Attention: Company Secretary
Hunter Business Chamber Ltd
Level 1, 165 Lambton Road Broadmeadow
NSW 2292

# 7. Questions from members in advance

7.1. Written questions from members in advance of the AGM must be received by **5pm on Tuesday, 18 November 2025**.

7.2. The Chair of the meeting will seek to address as many of the questions as possible during the meeting.

7.3. Members who wish to submit questions should do so by emailing info@businesshunter.com.

7.4. Emails must clearly identify the name of the member that the sender represents.

# 8. How to ask a question during the AGM

8.1. The Chair will afford members the opportunity to ask questions during the AGM.

8.2. Written or verbal questions may be asked during the AGM. Details of procedures for those attending virtually will be provided to all members on or before 12 November 2025.

# Appendix A – Proxy form

## Proxy form

## Hunter Business Chamber Limited (Company)

### Voting member and proxy details.

| | |
|---|---|
| **Name of voting member appointing proxy** | |
| **Address of voting member appointing proxy** | |
| **Name of proxy or name of office held by proxy (e.g. Chairperson)** | |

### Appointment

The abovenamed voting member appoints the abovenamed proxy to vote on the member's behalf at the **Company's Annual General Meeting at 12.00pm on 26 November 2025** and at any adjournment of that meeting.

### Voting direction

The abovenamed proxy is authorised to vote as indicated below (tick whichever applies) in relation to the following special resolution:

> *'That the constitution of the Company (being the document titled "Constitution – Hunter Business Chamber Limited ACN 083 977 459") be amended and adopted in the version of the constitution set out in Appendix B to the Notice of Meeting for this Annual General Meeting, with effect on and from the passing of this special resolution.'*

| In favour of | Against | Abstain |
|---|---|---|
| | | |

### Notes in relation to voting direction

- If you do not direct your proxy how to vote by indicating your voting direction above, your proxy is entitled to vote on the resolution as they see fit to do so.
- The Chairperson's voting intention in relation to undirected proxies is to vote in favour of the resolution.
- If you wish to nominate the Chairperson as your proxy, please write the word 'Chairperson' in the space provided above for the name of the proxy.

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## Signing

| | |
|---|---|
| **Name of representative or attorney of voting member** | |
| **Signature of representative or attorney** | |
| **Date signed** | |

## Lodgment of proxy

This proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company by **5.00pm** on **18 November 2025** by:

- email to info@businesshunter.com; or
- post or delivery to the Company's registered office: Attention Company Secretary
  NSW Business Chamber Ltd Level 7
  8 Chifley Square
  Sydney NSW 2000

# Appendix B – Proposed Amended Constitution

# Constitution

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**Hunter Business Chamber Limited**
ACN 083 977 459

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