



**NOTICE OF 2022 ANNUAL GENERAL MEETING
AND EXPLANATORY NOTES**

**HUNTER BUSINESS CHAMBER LTD
(BUSINESS HUNTER)
ACN 083 977 459**

The annual general meeting (AGM) of the members of Hunter Business Chamber Ltd (the Company) will be held at 12.30 on 25 November 2022 at the Rydges Hotel, Wharf Road and Merewether Street, Newcastle, New South Wales.

The **agenda** and **business** for the meeting will be as follows:

1. Welcome to Country
2. Call for Apologies
3. Minutes of the 2021 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 2022.
5. Presentation and consideration of the 2022 Financial Statement and Report.
To receive and consider the Directors' Report and the Company's consolidated financial statements for the year ended 30 June 2022 and the Auditor's Report in respect of those financial statements.
6. Declaration of Directors and Office Bearers for 2022/2024
7. Appointment of Auditor
To consider and, if thought fit, pass the following resolution as an ordinary resolution:
'That BDO Audit Pty Ltd, of Level 11, 1 Margaret St Sydney NSW 2000, be appointed as Hunter Business Chamber Ltd's auditor.'
8. Other business of which due notice has been given.

Explanatory Notes

Members are welcome to attend the AGM. To attend the AGM in person, members must register their attendance and the Company's representatives will be stationed the entrance of the venue on the day of the meeting.

Members also have the right to appoint a proxy who must also be a member. An official proxy form is available [here](#).

Members wishing to propose an item of other business at the AGM are required to give prior notice and must put their request in writing to the Company Secretary to be received by **5.00pm on 17 November 2022**.

Completed proxy forms and notices of other business are to be returned to the Company Secretary in accordance with respective due dates via

- info@businesshunter.com; or
- PO Box 607 Hamilton 2303; or
- Delivered to the Business Hunter office at level 1, 165 Lambton Road, Broadmeadow.

Access the AGM documents

All of the AGM documents (including the Company's 2022 Annual Report and Financial statements, the minutes of the 2021 AGM and Presidents Report and proxy forms) can be accessed at the following webpage: <https://www.businesshunter.com/about/governance>

Resolution to appoint auditor

At the AGM, voting members will be asked to consider and if thought fit, pass an ordinary resolution to appoint BDO Audit Pty Ltd (BDO), of Level 11, 1 Margaret St Sydney NSW 2000, as the Company's auditor.

BDO is one of the world's leading audit and accounting organisations, with operations in 164 countries and territories. BDO has clients of all types and sizes, from large corporate organisations to private businesses, entrepreneurs and individuals across an array of industry sectors. BDO successfully completed the audit of the Company's financial statements for the financial year ended 30 June 2022.

The Board recommends voting members vote in favour of the resolution. Further information in relation to this item can be found in the attached addendum.

On behalf of the President and Board of Directors, I look forward to welcoming you to the 2022 AGM of Business Hunter. Should you require any further information in relation to these matters, please contact info@businesshunter.com or call (02) 9466 4665.



Bob Hawes
CEO & Company Secretary

1 November 2022

2022 Annual General Meeting

Addendum to Explanatory notes

Resolution to appoint auditor

- 1.1 At the AGM, voting members will be asked to consider and if thought fit pass an ordinary resolution to appoint BDO Audit Pty Ltd (**BDO**), of Level 11, 1 Margaret St Sydney NSW 2000, as the Hunter Business Chamber Ltd (**Company**) auditor.
- 1.2 BDO is one of the world's leading audit and accounting organisations, with operations in 164 countries and territories. BDO has clients of all types and sizes, from large corporate organisations to private businesses, entrepreneurs and individuals across an array of industry sectors. BDO successfully completed the audit of the Company's financial statements for the financial year ended 30 June 2022.
- 1.3 The Board recommends voting members vote in favour of the resolution
- 1.4 The Company Board appointed BDO as the Company's auditor in May 2022 following the resignation, at the request of the Board, of the Company's previous auditor, PwC.
- 1.5 PwC had been the Company's auditor since 2012. The Board determined that it was, from a governance perspective, appropriate to undertake a tender process for audit services.
- 1.6 A formal and comprehensive tender process commenced in late 2021 (following signing of the Company's audited financial statements for the financial year ended 30 June 2021) and ended in February 2022.
- 1.7 BDO Audit Pty Ltd (**BDO**) were selected as the successful tenderer and PwC were requested to resign.
- 1.8 Importantly, neither the decision to initiate a tender for audit services, nor the request for PwC to resign, was driven by any disagreements or issues between the Company and PwC. Rather, the decision to tender the audit services was driven by the Board's view that periodic auditor rotation is appropriate from a governance and service perspective.
- 1.9 In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**):
 - (1) PwC applied for, and resigned with, the consent of the Australian Securities and Investments Commission (**ASIC**); and
 - (2) ASIC's consent took effect on 24 June 2022, being the date the Company informed members (by way of notices published on the Company's websites) of PwC's resignation with ASIC's consent.
- 1.10 In circumstances where the directors appoint an auditor to fill a vacancy (as occurred with the Board's appointment of BDO following PwC's resignation), section 327C(2) of the Corporations Act provides that the auditor holds office until the next AGM.
- 1.11 Accordingly, voting members are being requested to approve, at the AGM, the appointment of BDO as the Company's auditor.
- 1.12 Section 328A of the Corporations Act provides that a company must not appoint an auditor unless the auditor has consented, before the appointment, to act as auditor. BDO has provided the requisite consent and has not withdrawn that consent as at the date of this notice of meeting.

- 1.13 Section 328B of the Corporations Act provides that a company must not appoint an auditor unless a member of the Company has nominated the auditor before the AGM is convened or not less than 21 days before the meeting. A member has nominated BDO being appointed as the Company's auditor and a copy of the member's nomination is set out in **Appendix A**. As required by the Corporations Act, a copy of the nomination has also been provided to BDO.
- 1.14 If the voting members do not approve the appointment of BDO as auditor, a vacancy in the office of auditor will arise and the Board will, as required by section 327C of the Corporations Act, need to appoint another auditor to fill the vacancy within one month.
- 1.15 The Board recommends that voting members vote in favour of the resolution to appoint BDO.

Appendix A

Member nomination of the appointment of BDO as auditor

1 November 2022

Notice to the Proper Officer of Hunter Business Chamber Ltd

The undersigned, being a member of Hunter Business Chamber Ltd (Company) gives notice to the Company under section 328B of the Corporations Act of its nomination of BDO Audit Pty Ltd for appointment as the Company's auditor at the Company's annual general meeting scheduled to be held on 25 November 2022.

Signed for and on behalf of

H L Mullane and Sons Ltd
ABN 22000541284



Tony Rhodes
Managing Director.