

CANBERRA BUSINESS CHAMBER LTD

ACN 600 390 538

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the **2020 ANNUAL GENERAL MEETING** will be held via Zoom on Wednesday 25 November 2020 at 4:00pm.

AGENDA

1. Apologies
2. Confirmation of AGM 2019 Minutes
3. Consideration of the 2019-20 Annual Report and director's report
4. Consideration of the Auditor's Report
5. Election of 3 members to the Board. View the nominees.
6. Consideration of appointment of RSM as Chamber's proposed auditors for the 2020-21 financial year
7. Special Business - Consideration of changes to the [Constitution](#), as shown below
8. Any other business.

Proposal That Clause 10.2 C of the Constitution, relating to the method of election of directors at the AGM, be amended to permit online voting.

Rationale

Clause 10.2 C of the Constitution stipulates that any ballot must be held at the Annual General meeting. This requirement limits the options for holding an AGM and makes it more difficult to conduct an AGM using online technology. More generally, the requirement is out of step with accepted contemporary governance practice and could be seen to discriminate against those members who cannot travel to or attend an AGM.

It is proposed therefore to alter Clause 10.2 C to provide the board with the flexibility to conduct a ballot prior to the AGM, and therefore the ability to use modern online voting technology.

Current	Proposed
10.ELECTIONS OF THE BOARD 10.2 Conduct of Elections (c) Any ballot is to be conducted at the annual general meeting in the manner the Board directs	10.ELECTIONS OF THE BOARD 10.2 Conduct of Elections (c) Any ballot conducted in accordance with Clause 10.2 B is to be conducted at, or prior to, the annual general meeting in the manner the board directs, including by electronic means.

Proposal

That Clause 18 of the Constitution, and other related clauses regarding the formation and operation of a chamber Consultative Committee, be deleted.

Rationale

Existing clause 18 requires the Chamber to operate a Consultative Committee. It stipulates that such a Committee *must* exist (it is not optional). However, this Committee does not appear to have met at any time since the formation of the CBC in its current structure and constitution in 2015, and thus seems superfluous. The Committee is only advisory in nature, cannot exercise any delegated powers from the Board, and cannot bind the Board.

There is already a general power to create either board committees, or more general committees/ advisory bodies/taskforces/consultative structures, under existing Clauses 16 (“Board Committees”) and 17 (“Taskforces”). As such, the existence of yet a third option seems excessive and unnecessary.

Moreover, Clauses 16 and 17 give the board a reasonable degree of flexibility in structuring what committees should exist and how they operate, whereas the Consultative Committee clause is highly prescriptive (for example, it stipulates that it will ordinarily have 50 members, and must be elected at the AGM; it also spells out requirements in regards to its quorum; voting procedures; filling of vacancies; etc).

Current	Proposed
Clause 1.1.(Definitions) “Consultative Committee means the Consultative Committee appointed under clause 18”	Delete
Clause 13.2 “Role of Consultative Committee”	Delete
Clause 13.4 ‘References to the Consultative Committee”	Delete
Clause 18. ‘Consultative Committee”	Delete

Harry Hoang
Secretary
Date: 4 November 2020