

Canberra Business Chamber Ltd

ACN 600 390 538

Minutes of the Annual General Meeting Held on Wednesday 26 November 2025 at 59 Cameron Avenue, Belconnen

Meeting opened at 5:40pm pm with the Chair of the Canberra Business Chamber, Sarah Rajic, presiding.

1. Welcome, Introductions, Apologies

The Chair opened the meeting and welcomed attendees and acknowledged the apologies.

2. Confirmation of 2024 AGM Minutes

The meeting Minutes of the last Annual General Meeting, held on Wednesday 27 November 2024, were noted.

Motion 1

That the minutes of the 2024 AGM held on the 27 November 2024, be accepted as a true and accurate record.

Moved: Richard Snow

Seconded: Sarah Rajic

Carried.

The Chamber CEO, Greg Harford, outlined the Chamber's activities and achievements for the year and outlined the strategy and financial position. The CEO also thanked the Chairman the staff team, and the Board and all members for their ongoing support.

3. Consideration of the 2024-25 Annual Report & Directors Report

The Chamber's annual report for the 2024-25 financial year, encompassing the financial statements and director's report, were taken as read.

Motion 2

That the Annual Report, Auditor's Report and financial statements be accepted and endorsed.

Moved: Craig Sloan

Seconded: Richard Snow

Carried

4. Proposed changes to the Constitution

The Board proposed some changes to the Constitution of the Company in order to:

1. Better codify the process for electronic Board elections and nominations;
2. Provide an option for Special Resolutions to be passed by electronic vote;
3. Remove transitional provisions relating to the establishment of the Chamber, which are no longer required.

Current wording	Proposed changes
4.13 Admission to Membership (c) and, if the Board at its discretion	4.13 Admission to Membership

recommends acceptance, the nomination will be referred to the Consultative Committee for consideration, at its next meeting after the nomination is received. (d) When the Consultative Committee receives a nomination for admission to Life Membership and Honorary Membership, it may accept or reject the application and need not give reasons for doing so. (e) A nominee is admitted to Life Membership and Honorary Membership (and ceases to hold any other category of Membership, if the nominee is then already a Member) if the Consultative Committee approves the nomination.	Remove section 4.13 as per the current wording
6.1 (b) General Meetings (b) With the exception of the first annual general meeting, the Board must, at least once in each year and within the first 5 months after the end of each Financial Year	6.1 (b) General Meetings (b) With the exception of the first annual general meeting, the Board must, at least once in each year and within the first 6 months after the end of each Financial Year
8.9 (a) (b) Special Resolution (a) at a general meeting of which at least 21 days' written notice was given according to this constitution specifying the intention to propose the resolution as a Special Resolution; and (b) by a majority consisting of at least three quarters of those Members Present as, being entitled under this constitution to do so, vote;	8.9 (a) (b) Special Resolution Add (c) by an electronic note of members, using such systems as the Board may from time to time determine.
8.13 (d) Chairperson to determine dispute Their Representative's nominee, may vote at that general meeting	8.13 (d) Chairperson to determine dispute Their Representative's nominee, may vote at that general meeting, or in any electronic vote in relation to a Special Resolution or Board elections.
9.1 (a) Membership of the Board I. The Board will consist of nine (9) directors elected by the Members in accordance with clause 10 who will each serve a term of three (3) years. II. A director may serve no more than two (2) consecutive terms.	9.1 (a) Membership of the Board I. The Board will consist of nine (9) directors elected by the Members in accordance with clause 10 who will each serve a term of three (3) years. II. Each term of office will begin on 1 December of each year and end on 30 November three years later. III. A director may serve no more than two (2) consecutive terms.

9.2 Rotation of Directors (a) One third of the directors elected under clause 9.1(a)(i) will retire at each annual general meeting and will be eligible for re-election.	9.2 Rotation of Directors (a) One third of the directors elected under clause 9.1(a)(i) will retire at on 30 November each year; and will be eligible for re-election.
9.3 Transitional Provision: Membership of the Board after Constitution is adopted (a) Notwithstanding the provisions in clauses 9.1 and 9.2, immediately after the adoption of this constitution, the Board will consist of the following members: (i) two (2) directors appointed by the Canberra Business Council ACN 126 100 169; (ii) two (2) directors appointed by the Confederation of A.C.T. Industry ABN 60 892 936 832; (iii) five (5) directors elected in accordance with clause 10; and (iv) up to three (3) persons appointed on terms considered appropriate by the Board who must be a Member or Representative. (b) The five (5) directors elected to the Board under clause 9.3(a)(iii) will be elected at a general meeting that is held immediately after the adoption of this constitution. (c) The election of the five (5) directors will be held in accordance with the procedure outlined in clause 10.2, except that the election will be held at a general meeting of the Company. (d) A director who is elected or appointed to the Board under clauses 9.3(a)(i), 9.3(a)(ii), and 9.3(a)(iii) will serve a term of one (1), two (2) or three (3) years ending at an annual general meeting. (e) The Board will, at the first meeting of the Board after the date this constitution is adopted by the Company, either agree as to which directors will retire at the 2016, 2017 and 2018 annual general meetings and failing agreement the Board will draw lots to determine who is to retire at each annual general meeting. (f) There will be no directors elected or	9.3 Transitional Provision: Membership of the Board after Constitution is adopted Remove section 9.3

appointed to the Board at the first annual general meeting of the Company.	
10.1 Nominations Nominations for each Board position will be called for by the Secretary acting as the Returning Officer.	10.1 Nominations Nominations for each Board position will be called for by the Chief Executive acting as the Returning Officer, on 1 October each year.
10.1 (b) Nominations for the election of a member of the Board may be made by any Member or their Representative and is to be: I. Signed by a mover and seconder II. (both of whom must be Members or Representatives);	10.1 (b) Nominations for the election of a member of the Board may be made by any Member or their Representative and is to be: I. In electronic form as determined from time to time by the Chief Executive; II. Supported by a mover and seconder (both of whom must be Members or Representatives);
10.2 Conduct of elections (a) If the candidates nominated are not greater than the number of candidates required to be elected the chairperson of the meeting will declare the candidates nominated duly elected; or (b) if the number of candidates nominated is greater than the number required to be elected a separate ballot will be conducted to elect each person; or (c) any ballot conducted in accordance with Clause 10.2 B is to be conducted prior to the annual general meeting by electronic means in the manner the board directs;	10.2 Conduct of elections (a) If the candidates nominated are not greater than the number of candidates required to be elected the chairperson of the meeting will declare the candidates nominated duly elected; or (b) if the number of candidates nominated is greater than the number required to be elected a separate ballot will be conducted to elect each person; and any ballot conducted in accordance with Clause 10.2 B is to be conducted prior to the annual general meeting by electronic means in the manner the board directs; (c) electronic voting will open on 1 November each year and close on 22 November each year.

Motion 3

That the proposed changes to the Constitution be accepted and endorsed.

Moved: Richard Snow

Seconded: Archie Tsirimokos

Carried

The Chair noted that while Clause 6.6 of the Constitution states that a resolution is passed if a **majority of votes** cast are in favour, amendments to the Constitution must be passed as a special resolution in accordance with ASIC requirements, which require approval by at **least 75% of members** entitled to vote.

The motion was put to the members, and having received 100% support, the special resolution was declared carried.

5. Appointment of Auditor for the 2025-26 Financial Year

The meeting considered the appointment of an auditor for the current financial year, and the board's recommendation that RSM be appointed to the position.

Motion 4

That RSM be appointed as the Chamber's auditor for the 2025-26 financial year reporting requirements.

Moved: Sarah Rajic

Seconded: Archie Tsirimokos

Carried

The Chair thanked the Board for their support of the Chamber and the team and then handed the proceedings to the CEO to announce the election voting results.

6. Election of Board Directors

As required under section 9 of the Constitution, the ballot for three (3) directors elected by the members, each to serve a three-year term, was conducted. The candidates were:

- Rhys Cormick
- Leanne Foresti
- Debbie Marshall
- Craig Sloan
- John Teres
- Pierre Huetter

The online voting portal opened at 4pm on the 5 November and closed at 4.00pm on the 26 November 2025 with 39% of the membership voting. Over 40 members attended the AGM.

The following persons were elected to the Board:

- Leanne Foresti
- Pierre Huetter
- Craig Sloan

The Chair thanked all the candidates and the outgoing Board members,

7. General Business

Nil

Other Business

The Chair advised that she would be stepping down from her position as Chair and the Board and expressed her gratitude to fellow Directors and members for their support.

The CEO also announced that Archie Tsirimokos, who did not stand for re-election this year, would be awarded Life Membership in recognition of his service on the current Board, his previous contributions to the Canberra Business Council, and his longstanding commitment to the broader business community.

Meeting closed at 5.55pm.



Sarah Rajic
Chair

Date: 26 November 2025