

7 November 2022

Dear Members,

Notice of Annual General Meeting 2022

I am pleased to notify you of Greenlife Industry Australia's (GIA) AGM which is taking place on **Monday 28 November at 3pm (AEDT) in Canberra**. There are two options for attending the meeting:

1. In person at the office of Plant Health Australia, 1 Phipps Close, Deakin ACT 2600

OR

2. On-line from your computer, tablet or smartphone using the following link:

<https://us02web.zoom.us/j/87526488566?pwd=dHhtTnlLRkhwQWhla3NMRmRhRy9lUT09>

Meeting ID: 875 2648 8566

Passcode: 545709

All the information you need about the meeting is available in this document, excepting Items 7 and 8 below which are provided as separate documents:

1. Agenda
2. Minutes of the 2021 AGM
3. Message to members by Glenn Fenton, Chair
4. Resolutions for members' consideration and guidance on voting
5. Biographies of the GIA Board of Directors
6. Proxy form
7. Audited financial statements for the year ending 30 June 2022, as prepared by BDH Leader
8. GIA's Letter of Representation

All members are most welcome to attend the AGM. If you are a GIA business or association member, and you have paid your membership fees, or you are a life member, you are entitled to vote for or against the resolutions proposed by GIA. If you are an affiliate, individual or student member, you are not entitled to vote. If you are unsure of your membership status, please contact us before the meeting so we can help clarify.

We look forward to welcoming you to GIA's 2022 AGM.

Yours faithfully,



Davina Boyd
Company Secretary

AGENDA

1. Acknowledgement of Country
2. Registration of attendees, apologies for absence and confirmation of quorum
3. Welcome from the Chair of the GIA Board of Directors, Glenn Fenton
4. Respectful remembrance of industry figures who died during the year
5. Report from the Chief Executive, Joanna Cave

6. **Resolution 1):**
vote to ratify the minutes of the 2021 AGM

7. **Resolution 2):**
vote to approve the Audited Accounts and associated reports for the year ended 30 June 2022.
Gede Baron from BDH Leader will be in attendance for this item.

8. **Resolution 3):**
vote to ratify the tender process for the appointment of GIA's auditor for 2022/23

9. **Resolution 4):**
vote to re-appoint three directors

10. **Resolution 5):**
vote to approve directors' sitting fees

11. Announcement of Chair, Deputy Chair & Company Secretary for 2022-23
12. Close of meeting



Draft minutes of the 2021 AGM

Date Tuesday 23 November 2021

Location Online & in person at 58/5 Gladstone Road, Castle Hill NSW

Present	Glenn Fenton	President
	Ben Grange	Vice President
	Brian Acworth	Director
	Davina Boyd	Director
	Josh Byrne	Director

In attendance	Nick Hutchinson	Candidate for director
	Penny Measham	Candidate for director
	Sonya Gifford	Minute taker
	John McDonald	National Biosecurity Manager, GIA
	Joanna Cave	In-coming CEO

Item 1 Welcome

At 2:04pm the President welcomed those present, advised that the correct notice has been given for the Annual General Meeting and declared the meeting open.

Item 2 Registration of attendees, proxies & apologies

The following members were registered as being present:

Ian Atkinson
Paul Boland
Karen Brock
Andy Cameron
Sonja Cameron
Anita Campbell
Greg Carrick
Elaine Duncan
Simon Gomme
Colin Groom
Russ Higginbotham
David Jakobs
Peter Jong
Malcolm Lewis
Matthew Lunn
Hamish Mitchell
Craig Taberner
Geoff Richards
Carl Soderland

Five completed proxies had been received, three held by Ben Grange and two held by Glenn Fenton. No apologies were received for the meeting.



Item 3 Administrative Arrangements

The President confirmed that a quorum of 10 members was present, and proxies were received to correctly constitute a valid meeting. As GIA's constitution permits, voting would be conducted by taking a poll for each resolution.

Item 4 Respectful remembrance for industry figures who had died during the last year

Those present were asked to observe one minute's silence in honour of the following:

NAME	BUSINESS
Errol Elbourn	Palmdale Nursery
Geoffery Swane	Swanes Nurseries
Bruce Pike	Combined Nursery Sales
Wai Davidson	Davidson's Nursery
Raymond Sloss	Raymond Sloss
Graham Thompson	Colourwise
Ann McKeon	Turf Breed
Stephen Pearce	Brisbane Valley Wholesale Nursery
Natalie Florence Peate	Plant Growers Australia
Eric 'Don' Fleming	Fleming's Nursery
Barry Teese	The Greenery Garden Centre
Han Van Schaik	Van Schaik's Bio Gro
Bruce Pike	Combined Nursery Sales
Colleen Neal	Flinders Nursery

Item 5 GIA Audited Financial Statements & associated reports 30 June 2021

The Chair advised that GIA's Accounts for the period ending 30 June 2021 had been prepared by BDH Leader. After some discussion amongst attendees, including some statements of objection, the following resolution was proposed:

The Financial Statements, Statement of Financial Position and Statement of Financial Performance of GIA for the year ending 1 July 2020 and ending 30 June 2021 be received.

The resolution was moved by Craig Taberner and seconded by Andy Cameron. The following votes were cast by poll:

For: 40
Against: 15
Abstentions: 10
Result: Motion carried

Item 6 Election of Directors

Under direction from the GIA board, a Nominations Committee comprising Josh Byrne, Sonja Cameron and Paul Boland had been formed to receive nominations for two vacancies on the board of directors. Following a recruitment process, the Nominations Committee recommended that Penny Measham and Nick Hutchinson be appointed as directors to the GIA Board.

Members were further advised that under clause 26.2 of the GIA Constitution, GIA Directors Alistair Hill and Josh Byrne are retiring voluntarily. Josh Byrne offered himself for reappointment.

The following resolution was proposed:



That Penny Measham, Nick Hutchinson be appointed as directors of GIA and Josh Byrne be re-appointed as a director of GIA.

The resolution was moved by Andy Cameron and seconded by Elaine Duncan. The following votes were cast by poll:

For: 60
Against: 5
Abstentions: 0
Result: Motion carried

Alistair Hill was thanked for his service to GIA.

Item 7 Appointment of Auditor 2021/22

The following resolution was proposed:

That BDH Audit & Assurance Pty. Ltd. be appointed as Auditor for the year beginning 1 July 2021, end 30 June 2022 be so appointed

The resolution was moved by Paul Boland and seconded by Sonja Cameron. The following votes were cast by poll:

For: 65
Against: 0
Abstentions: 0
Result: Motion carried

It was further announced that, in line with best practice, GIA would commit to a competitive tender process to consider the appointment of GIA's auditor in the future.

Item 8 Motions on notice to amend the GIA constitution

The President advised that 19 proposals had been made by NGIQ to amend the GIA Constitution. Notwithstanding the late receipt of these proposals, it was suggested that they be considered by the members and in an omnibus motion. The following special resolution was proposed:

A Special Resolution to amend the GIA Constitution as detailed in the Notice and supporting letter for the AGM, be voted for in an omnibus motion

The resolution was moved by Colin Groom and seconded by Craig Taberner. The following votes were cast by poll:

For: 50
Against: 15
Abstentions: 0
Result: Motion carried

Further to this vote, the following special resolution was proposed:

That the GIA Constitution be amended in accordance with the proposals detailed in the AGM Notice and supporting letter to the AGM as presented.



The resolution was moved by David Jakobs and seconded by Russ Higginbotham. The following votes were cast by poll:

For:	11
Against:	52
Abstentions:	2
Result:	Motion defeated

Item 9 Any other business

There being no other general business, the President thanked all present for their attendance and declared the meeting closed at 2.48pm.



Chair's message to members

The past year has been a significant one for GIA, on a number of fronts.

In February, we welcomed our new Chief Executive, Joanna Cave. Jo has a long track record in assisting organisations achieve their full potential and with this in mind, she has prioritised examining all GIA does and seeking your opinions about what matters most. This extensive work has been valuable and illuminating and has obliged GIA to confront the reality that, whilst we deliver a great deal of important work, we urgently need to address some shortcomings to become the organisation that Australian greenlife needs and deserves. This work has already commenced and will be progressed in earnest, in close consultation with you, during the year to come.

Meanwhile, GIA continues to deliver world-class research and development programs across Australia for the benefit of greenlife businesses, this year adding coverage in Tasmania and South Australia to ensure that our extension work is truly national. GIA also continues to play a unique and vital role in Australia's response to biosecurity threats, keeping you fully informed of pest and disease incursions that threaten plant life, as well as leading industry's response to these.

As the audited financial statements illustrate, GIA maintained a steady financial performance this year, significantly reducing our budgeted operating loss from -\$70k to -\$4k by the year-end. Gede Baron from BDH Leader will be in attendance at the AGM to answer any questions you might have about GIA's accounts. Notwithstanding BDH Leader's excellent work, we will also be seeking your support for a competitive tender process to consider the appointment of new auditors, in line with best practice for organisations like ours.

I must pay tribute to my fellow directors. At times, the seat of GIA Company Director has not been a comfortable one. Directors have attended many more meetings than is usually expected and have invested hours of time considering - with genuinely open minds - the best way forward.

Some changes have been made that indicate our new direction. Whilst GIA's constitution permits directors to receive sitting fees, we are recommending that all board positions be voluntary and unpaid. Furthermore, the President and Vice President will now be referred to as Chair and Deputy Chair respectively. We feel these changes signal more clearly our not-for-profit status and reinforce our commitment to working in the best interests of Australia greenlife.

Whilst progress has certainly been made, there is more work to do to ensure GIA is match fit. For this reason, we are prioritising stability and will be seeking your support to reappoint three existing directors to the board. The existing Chair, Deputy Chair and Company Secretary will each retain their roles for 12 more months. However, next year all three of these positions will be vacated to provide opportunities for new board leadership and we will also be seeking nominations for three new directors to join the GIA board.

Undoubtedly, the most important event of the year was the decision by Nursery & Garden Industry Australia (NGIA) to enter voluntary liquidation and to pass the baton to GIA as the national peak body for Australian greenlife. Whilst long anticipated, the delay of these plans was a source of regret to all concerned. We are deeply grateful to the NGIA board, led by Karen Brock, for getting the process back on track. Thanks also to NGIA's members for their unanimous support of the proposal. An independent liquidator has been appointed and we expect the process to be completed by the AGM when we will be toasting all involved in this historic achievement.

Finally, but most importantly, I offer thanks and gratitude to our hardworking staff. The GIA team may be small, but it is mighty. Australian greenlife is fortunate indeed.

Glenn Fenton



Resolutions to be considered by members

Resolution 1): vote to ratify the minutes of the 2021 AGM

GIA MOVES that the minutes of the 2021 AGM as presented be approved

Resolution 2): vote to approve GIA's Audited Accounts and reports for the year ended 30 June 2022

GIA MOVES that the audited accounts for the year ended 30 June 2022 and associated reports as presented be approved and adopted

Resolution 3): vote to ratify tender process for the appointment of GIA's auditor for 2022/23

GIA MOVES that the following accountancy firms, having indicated their interest, be invited to tender for the contract to audit GIA's annual accounts for the year ended 30 June 2023

1. **AccountAbility**
<https://accountabilitywft.com.au/>
2. **BDH Leaders**
<https://bdhleaders.com.au/>
3. **Bellchambers Barrett**
<https://www.bellchambersbarrett.com.au/>
4. **Clifton Accountants**
<https://www.cliftonaccountants.com.au/>
5. **William Buck**
<https://williambuck.com/>

Resolution 4): vote to re-appoint three directors due to retire by rotation

GIA MOVES that the following directors be re-appointed, having retired on rotation and having offered themselves for re-appointment:

1. Ben Grange, seeking reappointment for a second and final term of 3 years
2. Davina Boyd, seeking reappointment for a second and final term of 3 years
3. Simon Smith, seeking reappointment for 12 months

Resolution 5): vote to approve directors' 2022/23 fees in the aggregate

GIA MOVES that directors' fees not exceeding \$0 in the aggregate be approved for the year ended 30 June 2023.

Guidance on voting

GIA's constitution directs that resolutions put to the vote at a general meeting must be decided on a show of hands and that every voting member present has one vote. Votes submitted via proxy are calculated on the same basis.

Clause 14.7 of GIA's constitution provides for the possibility of a poll being requested. In the event that a poll is properly requested, and voting is conducted via poll, each member will be allocated a number of votes as determined by their membership category and a tally of votes cast will be taken.

GIA Board of Directors

Full professional biographies of GIA's directors are included in the Financial Statements 2021-22.



Glenn Fenton, Chair

Glenn is a grower and managing director of Nationwide Trees, based in Victoria and has extensive industry experience. Glenn was elected to the board in 2019.



Ben Grange, Deputy Chair

Ben manages sales and marketing for growing media manufacturer Grange Growing Solutions based in New South Wales. Ben was elected to the board in 2019 and is seeking reappointment for a second and final three-year term.



Dr Davina Boyd, Company Secretary

Davina is a research fellow currently focussing on international agricultural development at Murdoch University in Western Australia. Davina was elected to the board in 2019 and is seeking reappointment for a second and final three-year term.



Brian Acworth AM

Brian was a director of retail nursery, Loganholme Nursery & Landscape Centre and has deep business experience. Brian is located in the Australian Capital Territory and was elected to the board in 2019.



Dr Penny Measham

Penny is a senior researcher and lecturer in horticulture, agriculture and biosecurity and formally worked for Hort Innovation Australia. Penny is located in Queensland and was elected to the board in 2021.



Nick Hutchinson

Nick is general manager of nursery and landscape supplier Fernland with previous experience in international horticulture. Nick is located in Queensland and was elected to the board in 2021.



Simon Smith

Simon is a grower and owner of Plantsmith nursery located in the Northern Territory, and the current President of NT Farmers. Simon was appointed to the board to fill a casual vacancy in 2022 and is seeking reappointment for a one-year term.



Form to complete to appoint a proxy

If you are unable to attend the AGM either in person or online but would still like to cast your vote, you can nominate another person to vote on your behalf by completing the form below. The default proxy holder is Joanna Cave but you can nominate any alternative person if you would prefer. Please make sure that whoever you nominate is available to attend the meeting on your behalf.

Please complete in **BLOCK LETTERS**

I [your name] _____ of [company name] _____

Located at [your address] _____

confirm that I am a [tick only ONE of the following]

- Business Member**
 Association Member
 Honorary Life Member

and being a full financial member and therefore entitled to vote, hereby nominate [tick only ONE]:

- Joanna Cave, Chief Executive of GIA**
 The person named below who is attending the meeting

Name [of the person you nominate]: _____
as my appointed representative to vote on my behalf at the AGM on **Monday 28 November 2022**.

Your signature _____ Date ____/____/2022

I direct my proxy to vote as follows: [please signify your intent by placing "X" in the relevant box]

Resolution	Motion	For	Against	Abstain
1.	Approval of the minutes of the AGM held on 23 November 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of Audited Accounts for year ended 30 June 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the tender process for the appointment of GIA's auditor for the year ended 30 June 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the re-appointment of the following Directors: a) Davina Boyd for a further & final term of 3 years b) Ben Grange for a further & final term of 3 years c) Simon Smith for a term of 1 year	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
5.	Approval of the directors' fees of \$0 in the aggregate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Completed proxies must be returned to GIA by the deadline of 5.00pm (AEDT) on Friday 25 November 2022 as follows:

By email: info@greenlifeindustry.com.au OR By post: GIA, PO Box 68, KIAMA NSW 2533