

# Grower Group Alliance Inc. (Association)

An Incorporated Association

# **Notice of 2024 Annual General Meeting**

All members of the Association are advised that an Annual General Meeting of members will take place as follows:

Date of Annual General Meeting: Friday 20 September 2024

Time of Annual General Meeting: 11am

Place of Annual General Meeting: Aloft Hotel, 27 Rowe Ave, Rivervale;

or Zoom

This notice contains important information about the Annual General Meeting. It sets out the business of the Annual General Meeting and the decisions that members will be asked to make at the Annual General Meeting. Members should read all of this notice.

Attendance: Attendance is open to all members in the GGA network with voting restricted to

the 49 voting members of the Association.

**Registration:** Registration is essential for catering purposes – <u>register here</u>.

**Proxies:** Voting members may appoint a person entitled to vote and speak on their behalf at

the Annual General Meeting.

The appointing member must select a proxy holder from the <u>voting group list</u>. A voting member must not be appointed as a proxy for more than 2 other voting

members. A proxy form is included at Annexure A.

Proxies must be received by the Association's Secretary, via email at

admin@gga.org.au by 11am Thursday 19 September 2024, being 24 hours prior to

the Annual General Meeting.

**Quorum:** A quorum of 5 voting members present in person or by proxy is required for the

Annual General Meeting to proceed.

**Resolutions:** Only resolutions set out in this notice of annual general meeting can be considered

at the annual general meeting. This is so that all members have notice of

resolutions and information that helps them to decide how to vote at the annual

general meeting.

Please contact GGA Secretary via <a href="mailto:admin@gga.org.au">admin@gga.org.au</a> to discuss the notice.



# **AGENDA**

No.	Item
1.	Opening
	(a) Welcome
	(b) Confirmation of Chairperson of the meeting
	(c) Attendance and apologies
	(d) Confirmation of quorum
	(e) Declaration of interest
2.	Minutes of the previous general meeting
	(a) Proposed resolution 1 to approve minutes (see page 4)
	(b) Matters arising
3.	Annual Report and Financial Statements 2023-24 – To receive and consider the:
	(a) Presentation of the year's activities
	(b) Presentation of the Financial Statements
4.	Election of Member Elected Directors (3 vacancies)
	(2024 Nominees for Member Elected Director positions on GGA Board are attached)
	(a) Proposed resolution 2 to elect Member Elected Directors (see page 4)
5.	Auditor Appointment
	(a) Proposed resolution 3 to appoint auditor (see page 5)
6.	Amendments to Rules
	(a) Proposed resolution 4 (special resolution) to amend definition of "executive director" in
	Rule 1(1) (see page 5)
	(b) Proposed resolution 5 (special resolution) to amend Rule 4 (see page 5)
	(c) Proposed resolution 6 (special resolution) to amend Rules 44 and 47 (see page 6)
	(d) Proposed resolution 7 (special resolution) to amend Rules 49, 50 and 59 and definition
	of "Director Remuneration Policy" in rule 1(1) (see page 6)
7.	Meeting close



# PROPOSED RESOLUTIONS FOR ANNUAL GENERAL MEETING

# Resolution 1: Minutes of previous General Meeting of Members

**RESOLVED** to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

The Members of the Association resolve to confirm the Minutes of the Annual General Meeting of 22 September 2023 in the form attached to the Notice of Annual General Meeting as a true and correct record of the meeting.

# Reasons for the resolution

The Association Board will ask the Members to formally approve the minutes of the last Annual General Meeting which was held on 22 September 2023.

### Legal requirements

The resolution to approve the minutes is an ordinary resolution. The resolution must be passed by more than 50% of the Members present and voting.

# **Resolution 2: Election of Member Elected Directors (three vacancies)**

**RESOLVED** to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

The Members of the Association resolve to elect as Member Elected Directors to the Board of the Association for the term ending at the 2026 Annual General Meeting, the three candidates receiving the highest numbers of votes in the ballot conducted at the meeting (including by proxy), such names as being declared by the chairperson of the meeting at the conclusion of the counting of the votes being [insert], [insert] and [insert].

# Reasons for the resolution

Pursuant to rule 43 of the Rules, the Members present at the meeting will be asked to decide which candidates from the '2024 Nominees for Member Elected Director positions on GGA Board' to elect to fill the three vacant positions on the Association's Board.

Pursuant to rule 43(3) of the Rules, as the number of valid nominations received by the Association is greater than the number of vacant positions to be filled, the Members present at the meeting must decide which of the candidates are elected by a single ballot. Members present in person at the Annual General Meeting will vote by ballot paper. Members appointing a proxy may vote using the ballot contained on the Proxy Form. The three candidates receiving the highest number of votes in the ballot will be declared by the Chairperson and elected as Member Elected Directors.



### Legal requirements

Resolution 2 is an ordinary resolution. The resolution must be passed by more than 50% of the Members present and voting.

#### Resolution 3: Auditor Appointment

**RESOLVED** to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

The Members of the Association resolve that Australian Audit be appointed as the auditor of the Association for the Financial Years ending 30 June 2025 and 30 June 2026.

#### Reasons for the resolution

The Association Board will ask the Members to appoint Australian Audit as the Association's auditor for the next two Financial Years.

#### <u>Legal requirements</u>

Resolution 3 is an ordinary resolution. The resolution must be passed by more than 50% of the Members present and voting.

# Resolution 4: Amendments to Rules - Definition of "executive director" in Rule 1(1)

**RESOLVED** to consider and, if thought fit, to pass the following resolution as a special resolution:

For the purpose of section 30 of the Associations Incorporation Act 2015 (WA), the Members of the Association resolve by **special resolution** to delete the definition of "executive director" from rule 1(1) of the Rules in the manner tracked and explained in the Table of Amendments contained in the Notice of Annual General Meeting and proposed Rules.

# Resolution 5: Amendments to Rules – Rule 4 (Objects)

**RESOLVED** to consider and, if thought fit, to pass the following resolution as a special resolution:

For the purpose of section 30 of the Associations Incorporation Act 2015 (WA), the Members of the Association resolve by **special resolution** to amend rule 4 of the Rules in the manner tracked and explained in the Table of Amendments contained in the Notice of Annual General Meeting and proposed Rules.



Resolution 6: Amendments to Rules – Rules 44 and 47 (Term of Office of Member Elected

**Directors**)

**RESOLVED** to consider and, if thought fit, to pass the following resolution as a special resolution:

For the purpose of section 30 of the Associations Incorporation Act 2015 (WA), the Members of the Association resolve by **special resolution** to amend rules 44 and 47 of the Rules in the manner tracked and explained in the Table of Amendments contained in the Notice of Annual General Meeting and proposed Rules.

Resolution 7: Amendments to Rules – Rules 49, 50, 59 and definition of "Director

Remuneration Policy" in Rule 1(1) (Director Remuneration)

**RESOLVED** to consider and, if thought fit, to pass the following resolution as a special resolution:

For the purpose of section 30 of the Associations Incorporation Act 2015 (WA), the Members of the Association resolve by **special resolution** to insert a definition of "Director Remuneration Policy" in rule 1(1) and amend rules 49, 50 and 59 of the Rules in the manner tracked and explained in the Table of Amendments contained in the Notice of Annual General Meeting and proposed Rules.

# Reasons for the special resolutions

The Board identified the following areas of the Association's current Rules which require amending:

- 1. definition of "executive director" (rule 1(1));
- 2. objects (rule 4);
- 3. term of office of member elector directors (rules 44 and 47);
- 4. director payments and remuneration (rules 49 and 50 and inserting a definition of "Director Remuneration Policy" in rule 1(1)); and
- 5. subcommittee member remuneration (rule 59).

The Association engaged Jackson McDonald to obtain legal advice on the proposed amendments. Jackson McDonald has drafted the proposed amendments to the Rules which have been approved by the Board.

An extract of each proposed amendment (shown in mark up for ease of review) has been provided in the Table of Amendments on page 7 along with a high-level overview of each amendment.

The Board recommends that the members approve the amended Rules by the special resolution set out in this Notice. Copies of a tracked and clean version of the Rules will be available on the Association's website.



# **Legal requirements**

The resolution to amend the Association's Rules is a special resolution. This means that the resolution must be passed by not less than 75% of the members present in person, entitled to vote and cast a vote at the Annual General Meeting.

The special resolution to amend the Association's Rules is passed in accordance with the requirements of the current Rules (rule 82) and section 30 of the *Associations Incorporation Act 2015* (WA).

After the resolution is passed at the Annual General Meeting, the amended Rules must be lodged with the Department of Energy, Mines, Industry Regulation and Safety (**Department**) within 28 days.

The changes will take effect upon the Association receiving written confirmation from the Department that the amended Rules have been registered.



# **TABLE OF AMENDMENTS**

Proposed Amendment	Overview
executive director means a director who has been assigned duties of a management or administrative nature normally carried out by a paid employee, or contracted out, which duties include but are not limited to the duties of the secretary and the chief financial officer;	The definition of "executive director" has been deleted from rule 1(1) as the term is not used in the Rules.
Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;  Director Remuneration Policy means the policy adopted by the Board under rule 50(5);	A definition of "Director Remuneration Policy" has been inserted into rule 1(1) as it relates to the amendments contained in rule 50.
4. Objects  (Associations Incorporation Act 2015 Schedule 1 Item 2)  The objects of the Alliance are to promote the development and improvement of agriculture al-for growers, the community and the broader ecosystem resources in Australia, and more particularly through inter alia, activities that assist Grower Group members, and members of members, through liaison coordination and direct action with regard to fostering and bringing about increased production and profitability of commercial farm businesses through the adaption and adoption of new value chain technologies; the delivery of locally relevant research, development and extension, and the provision of support networks for participatory applied research and farmer-to-farmer technology and education exchange.	The amended objects better align with the Association's purpose, current and future activities, and GGA's role in industry.



	Proposed Amendment	Overview
(1) (2) (3) (4)	Term of office member elected directors  (Associations Incorporation Act 2015 Schedule 1 Item 6(b))  Subject to subrule (2), the term of office of a member elected director is two years.  The inaugural member elected directors shall be assigned a term of office that results in —  (a) two directors retiring at the first annual general meeting; and  (b) three directors retiring at the second annual general meeting.  A term of office starts at the conclusion of the annual general meeting at which the appointment is made or ought to be made.  A retiring member elected director can be nominated for election for a further term.  A member elected director must not hold office for more than 3 terms of 2 years each and such terms may be served either consecutively or cumulatively.	The Board agreed that the current 2 x 2-year term of office for member elected directors under the current Rules does not provide fair opportunity or longevity of tenure for member elected directors to develop an appropriate degree of corporate knowledge.  It has been agreed to amend the Rules so that member elected directors are able to serve a maximum term of office of 3 x 2-year terms (consecutive or cumulative of 6 years total).  It is envisaged that the 3 x 2-year maximum term of office for member elected directors will:  • allow more member engagement with the Board;  • allow more frequent director election opportunities;  • increase diversity of people nominating for Board positions; and  • be more attractive to member elected directors by allowing more flexibility in the number of terms they wish to complete.



		Together we grow
Proposed Amen	dment	Overview
47. Filling casual vacancies  (1) The Board may appoint a rule 32 eligible person to fill a position on the (a) has become vacant under rule 46; or (b) was not filled by election at the most recent annual general me		A new rule 47(3) has been inserted to clarify that the period a person is appointed to fill a casual vacancy does counts towards the calculation of their term of office as a director under rule 44.
(2) A person filling a casual vacancy holds office for the unexpired period they are appointed.	of the term of office of the vacant director position	
(2)(3) The period a person is appointed to fill a casual vacant position under of office as a director under rule 44.	rule 47 counts towards the calculation of their term	
(3)(4) The appointment of a director to fill a casual vacancy the term of which meeting is to be ratified at that annual general meeting.	n extends beyond the next occurring annual general	
(4)(5) If the appointment of the director is not ratified, anything done by the is taken to have been validly done.	director since their appointment and up to that time	
(5)(6) Subject to the requirement for a quorum under rule 56, the Board membership.	d may continue to act despite any vacancy in its	
(6)(7) If there are fewer directors than required for a quorum under rule 56, (a) appointing directors under this rule; or (b) convening a general meeting at which the required director approximately approximatel		



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	Proposed Amendment	Overview
(2)	Payments to Directors - expenses In this rule —  director means any director;  Board meeting means includes a meeting of the Board under Division 4; and subcommittee meeting means a meeting of a subcommittee under Division 5.  A director is entitled to be paid out of the funds of the Alliance for any out-of-pocket expenses for travel and accommodation properly and reasonably incurred —  (a) in attending a Board meeting; or  (b) in attending a general meeting; or  (b) (c) in attending a subcommittee meeting; or  (d) otherwise in connection with the Alliance's business.  For the avoidance of doubt, the payment of out-of-pocket expenses under this rule 49 is separate to the remuneration paid to a director under rule 50.	Rule 49 has been amended to clarify that a director is entitled to be reimbursed for out-of-pocket expenses incurred in attending:  • Board meetings;  • general meetings; and  • subcommittee meetings.  The payment of expenses is however different to the payment of director remuneration under rule 50.
<b>50.</b> (1)	Payments to Directors – remuneration  In this rule —  director means any director;  Board meeting includes a meeting of a subcommittee.  Directors are entitled to be paid out of the funds of the Alliance as remuneration for their ordinary services as directors in accordance with these rules and the Director Remuneration Policy.	Following changes to rule 50 of the Rules at the 2023 AGM, clarification is now required on what falls within the scope of "ordinary services of directors" for the purposes of the approved maximum aggregate annual amount for director
(3) (4) (4)(5)	Members must, in a general meeting, approve a maximum aggregate annual amount for the remuneration of the directors for their ordinary services as defined in the Director Remuneration Policy.  Remuneration fixed by the Board for the directors' ordinary services as directors must not exceed the maximum amount approved by members in general meeting under clause 50(3).  The Board must adopt a Director Remuneration Policy from time to time outlining the processes and procedures for director remuneration and payments so long as they are consistent with the requirements set out in this rule 50.	remuneration under rule 50.  A director's "ordinary services" is not intended to cover a director's additional or project duties or services (e.g. subcommittees, Hub Steering Committee, Carbon Project or other GGA projects that don't exist yet).
		The Board will adopt a Director Remuneration Policy which provides a framework for the governance and procedural matters relating to payments to directors, which includes remuneration.



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Proposed Amendment	Overview
	The Director Remuneration Policy will contain a definition for "ordinary services" which clarifies that ordinary services of a director excludes a director's services on a GGA subcommittee or project.
	Amendments are required to be made to rule 50 to specifically refer to the Director Remuneration Policy adopted by the Board from time to time.
<ul> <li>59. Subcommittees</li> <li>(1) To help the Board in the conduct of the business of the Alliance, the Board may, in writing, appoint one or more subcommittees.</li> </ul>	Further to the comments above, rule 59 has been amended to give the Board the power to determine the remuneration of subcommittee
(2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.	members (if any).
Subject to any directions given by the Board a subcommittee may meet and conduct business as it considers appropriate.	
(3)(4) The Board may determine the remuneration (if any) of any subcommittee members.	



# Annexure A

Grower Group Alliance Inc. (IARN: A1025102T) (ABN: 65 816 357 099)

# **PROXY FORM**

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I direct my proxy to vote in the following manner:

Resolution No.	Resolution		For	Against	Abstain
Resolution 1	Minutes of previous Annual General Meeting				
Resolution 2	Election of Member Elected Directors (3 vacancies)  Please complete the Ballot paper below by marking voting 1  to 3, 1 most preferred to 3 least preferred, for the nominees you wish to elect to the four vacant Member Elected Director positions.  Please note, if more than 3 boxes are marked, your votes will be invalid [Rule 43(3)(b)].				
	Nick Eyres				
	Samantha Messina				
	Peter Callaghan				
	Chris Wyhoon				



Resolution No.	Resolution	For	Against	Abstain
Resolution 3	Auditor Appointment			
Resolution 4	Resolution 4 Amendments to Rules (special resolution) Definition of "executive director" in Rule 1(1)			
Resolution 5	Amendments to Rules (special resolution) Rule 4 (Objects)			
Resolution 6	Amendments to Rules (special resolution) Rules 44 and 47 (Term of Office of Member Elected Directors)			
Resolution 7	Amendments to Rules (special resolution) Rules 49, 50, 59 and definition of "Director Remuneration Policy" in Rule 1(1) (Director Remuneration)			
Step 3 – Validate Proxy				
Signature of Member that is appointing the proxy Date				
Step 4 – Checklist  Have you checked that your nominated proxy is an authorised voting Grower Group Member?				
☐ Have you checked that your nominee is proxy for no more than a total of two members [Rule 64(2)]?				
$\square$ Have you specified the Resolution and/or Board Director Nominee you are voting on are clear?				
☐ Completed form to be provided to GGA Secretary via <a href="mailto:admin@gga.org.au">admin@gga.org.au</a> by 11am on 19 September, being 24 hours prior to the AGM.				mber,



# Appendix 1

# 2024 Nominees for Member Elected Director positions on GGA Board

There are four (4) candidates for three (3) vacant Member Elected Director Positions

Nick Eyres	Mingenew Irwin Group	0455 952 146	GSAconsulting@outlook.com.au
Samantha Messina	Mullewa Dryland Farmers' Initiative (MDFI)	0429 611 630	sam@springparkfarms.com.au
Peter Callaghan	North Stirlings Pallinup NRN	0429 000 884	pgcalla1@icloud.com
Chris Wyhoon	WA Regen Livestock Producers	0427 559 099	amarillolivestock@icloud.com

<sup>\*\*</sup>candidate order was determined through a random list generator by the GGA Company Secretary\*\*

Candidate profiles on next page -



# **Candidate**

# **Nick Eyres**



**Mingenew Irwin Group** 

0455 952 146

GSAconsulting@outlook.c om.au

# Profile

I am an experienced agronomist and proprietor of Greenough Specialised Agricultural (GSA) Consulting.

Having vast experience in Research and Development Trial Development and Execution, Project Management and Mixed Farming Systems Development I understand fully the challenges facing RD & E in a constantly changing agricultural environment.

I sit on committees at MIG and YFIG, local community club committees, as well as industry steering committees for large RnD projects where knowledge sharing helps obtain desirable results. Providing and contributing to good governance and sound independent advice is crucial to the ongoing existence of all enterprises.

Providing agronomy for local growers requires comprehensive knowledge of the challenges they face and an understanding of the limiting factors and margins by which they can be restricted. Working with grower groups to achieve industry-wide extension and involvement within project groups is a core part of the project outcomes involvement.

Starting his own business in 2021 has given valuable insight to the challenges facing entrepreneurs in the current climate.

Given the challenges growers face, delivering research and extension is more critical than ever to the sustainability of their farm businesses going forward.

#### Samantha Messina



Mullewa Dryland Farmers' Initiative (MDFI)

0429 611 630

sam@springparkfarms.co m.au I am a grower member and serve as the secretary of the Mullewa Dryland Farmers' Initiative (MDFI). I am also a participant in the WA Signature Leadership Program 2024 and a recipient of the CBH 2024 scholarship.

With a background as a teacher in regional schools and as the Manager of Mullewa Community Development with the City of Greater Geraldton, I am deeply committed to advocating for regional communities and the agricultural industry. Having grown up on a farm in the south, I have spent most of my life living and working in regional Western Australia, from Esperance in the south to Mullewa and Geraldton in the Midwest.

This hands-on experience has embedded my understanding of the issues facing our rural communities and agricultural industry. In my capacity as a local government employee and community volunteer I developed skills in grant writing, project management, event planning, managing budgets and community facilities among many other skills.

Over the years, I have gained extensive practical experience through my service on various committees and boards, ranging from small rural communities to regional and state organizations. Some of the organizations I have been involved with include the Isolated Children's Parents Association, Rural Edge Australia, and most recently Midwest Drought Resilience Plan Advisory Group member. I have also completed a variety of governance and leadership training programs, including; Governance Foundations for not-for-profit Directors with AICD, and the GGA Governance e-course.

In my current role at our family business, Spring Park Farms, I manage HR, WHS, and general administration. Additionally, I work remotely on a casual



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Candidate	Profile
	basis for Processworx, assisting rural businesses in implementing WHS and HR systems.
Peter Callaghan  North Stirlings Pallinup NRM  0429 000 884  pgcalla1@icloud.com	A 30 year career in educational leadership, retiring after many years as Principal plus eight years as a Shire Councillor [four as D/President] gives me a strong understanding of organisational governance, statutory obligations, meeting procedures and HR management.  I respect and work within the boundaries of confidentiality, the requirement to be across all agenda and minute documents, the constitution and all budgeting documents. I recognise the requirement to support and accept decisions made by the Board with a majority of votes even if I have disagreed when the matter is being discussed. Further I have a clear understanding of the distinction between the 'operational' space in which senior employees work and the strategic decision-making space of the Board.  My professional career, my Shire engagement and the various other community groups I sit on have given me a very strong understanding of financial management and the risks attendant to it. Matters relating to Government funds, grant funding acquittals and annual budgeting are essential if an organisation is to be appropriately managed.  Both my school and shire work has involved me in the development of many types of 'risk management' plans and this is an application of leadership I am experienced with.
Chris Wyhoon  WA Regen Livestock Producers  0427 559 099  amarillolivestock@icloud. com	Chris is a well-known agribusiness executive; mixed farmer and Founder/Chair of WA Regenerative Livestock Producers Inc., which aims to integrate holistic and sustainable livestock practice change and adoption throughout WA.  He is a current Board Director of the Grower Group Alliance, and sits on national and state industry advisory committees. Other previous Board roles include Director and Vice-Chair Wheatbelt NRM, Board Director of WAFarmers, Farmsafe and WA Landcare Network, over a 30 year history of organisational leadership.  Chris has a strong finance, leadership and agribusiness management background. Initially managing family corporate farms, and developing agricultural service businesses throughout Australia and overseas, Chris's passion towards building capacity in agriculture and change management was highlighted by a decade in rural adjustment/holistic business coaching.  A Graduate of the Institute of the Company Director and MBA-qualified (Sustainable Business), Chris is also a business coach, facilitator, trainer and project manager through his business, Campfire Agri, including assisting rural organisations, and a few grower groups across Australia with governance, strategy and finance training. When not empowering others, Chris runs a livestock operation based in the Avon Valley.