

**2023 Annual General Meeting (AGM)**  
**of Members of**  
**The Australian Institute of Food Science and Technology Limited**



australian  
institute of  
food science  
& technology

**UNITING FOOD INDUSTRY PROFESSIONALS  
IN THE SCIENCE OF FEEDING OUR FUTURE**

## Contents

Notice of Meeting .....	3
Agenda .....	4
How to vote at the 2023 AGM .....	6
Before the AGM: .....	6
At the AGM: .....	6
Questions .....	8
Before the AGM: .....	8
At the AGM: .....	8
The 2023 Candidates.....	9
Explanatory Notes.....	12
Ordinary Resolutions: Election of Directors.....	12
Special Resolution: Modifications to AIFST Constitution.....	14
ANNEXURE A .....	18
ANNEXURE B .....	18

**Important notice:**

This is a document that should be read in its entirety.

This document includes the Explanatory Notes referred to in the Notice of Meeting.

Please ensure you read this document before you vote at the Annual General Meeting on 25 May 2023 and contact the AIFST Office on [aifst@aifst.com.au](mailto:aifst@aifst.com.au) if you have any questions.

## Notice of Meeting

Dear Member,

This is to advise you of the upcoming Annual General Meeting of the members of the Australian Institute of Food Science and Technology Limited.

<b>Date:</b>	Thursday May 25, 2023
<b>Time:</b>	5.30pm (AEST)
<b>Place:</b>	<p><b>VENUE:</b></p> <p>AEGIC 1 Rivett Rd North Ryde NSW</p> <p><b>OR</b> by Zoom video conference – the link will be provided following registration.</p>
<b>Attendance Options</b>	<p><b>In person:</b> please register by <b>5pm (AEST) on Monday 22 May 2023</b> to secure a place.</p> <p><b>Virtually:</b> please register by <b>5pm (AEST) on Monday 22 May 2023</b>.</p>
<b>Registration:</b>	<p>Via the AIFST website: <a href="#">REGISTER HERE</a></p> <p>OR by emailing <a href="mailto:aifst@aifst.com.au">aifst@aifst.com.au</a> by 5pm (AEST) on <b>Tuesday May 23<sup>rd</sup></b>.</p>

### At the meeting, members will be asked to:

- accept the minutes of the 2022 Annual General Meeting
- accept the minutes of the 2022 General Meeting
- accept the 2022 Annual Report
- accept the 2022 Auditor’s report and the Annual Financial Statements
- elect Non-Executive Directors by voting on the resolutions proposed, and
- vote on and approve, as a special resolution, modifications to the AIFST Constitution.

## Agenda

Agenda Item	Who
Welcome & Opening of the 2023 AGM	Duncan McDonald Chair, AIFST Board
Introduction of Directors, Auditors & staff	
Apologies	
Conduct of AGM	Fiona Fleming CEO, AIFST
2022 AGM Minutes	Fiona Fleming
<b>AIFST Chair Report</b> Report from the Chair Member questions	Duncan McDonald
<b>Items of Business</b> Receive 2022 Financial Statements & Reports Member questions	John Kavanagh
<b>2023 AGM Resolutions &amp; Poll</b> <ul style="list-style-type: none"> <li>• Introduction of ordinary resolutions</li> <li>• Special Resolution: Introduction of Modifications to the AIFST Constitution *</li> <li>• Conduct of poll</li> </ul>	Fiona Fleming
Other Business	Duncan McDonald
Declaration of Poll	Fiona Fleming
Close of AGM	Duncan McDonald

In accordance with the current constitution all members are entitled to vote in relation to the **ordinary resolutions**.

\* For the **special resolution** to be passed as a special resolution, at least 75% of the votes cast by Members entitled to vote on the resolution must be in favour of the resolution, in accordance with the Corporations Act. In accordance with the current constitution, **only full voting members** are permitted to vote in relation to changes to the constitution of the company.

### Ordinary Resolutions

To consider and, if thought fit, pass each of the following resolutions as ordinary resolutions of the Institute:

1. Mr. Marc Barnes is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.
2. Dr. Gregory Harper is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.
3. Dr. Heather Haines is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.

### Special Resolution: Modification to AIFST Constitution

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

That, in accordance with subsection 136(2) of the Corporations Act 2001 (Cth), approval is given to modify the existing constitution of the Company by repealing the existing constitution of the Company and adopting a new constitution in the form set out in **Annexures A & B** in this Notice of Meeting document and described in the Explanatory Notes, with effect from the close of the meeting.

Descriptions of the modifications to the current Constitution are set out in the Explanatory Notes (pages 12-17) with the background to, and reasons for this resolution.

## How to vote at the 2023 AGM

Members entitled to vote have one vote on each resolution. Members can vote in the following ways:

	Voting Options
1	Nominate your vote on the Voting Form
2	Appoint a proxy to vote in person on your behalf on the Proxy Form
3	Vote at the AGM in person on 25 May 2023
4	Vote at the AGM virtually on 25 May 2023

### Before the AGM:

1. Register your vote on the online Voting form by 5.00pm (AEST) Monday May 22; or
2. Appointing a proxy to vote on your behalf on the online Proxy form by 5.00pm (AEST) Monday May 22.

The Voting Form is available here: [VOTING FORM](#) OR

The Proxy Form is available here: [PROXY FORM](#)

If you wish to receive a copy via email, please contact [aifst@aifst.com.au](mailto:aifst@aifst.com.au)

The completed Voting Form OR Proxy Form **must be received by the AIFST by 5.00pm (AEST) on Monday 22 May 2023.**

### At the AGM:

3. Vote at the AGM in person on 25 May 2023:

Members will be able to vote in person by completing the Voting form that will be provided on arrival at the AGM venue.

4. Vote at the AGM virtually on 25 May 2023

Members will be able to vote via the virtual Zoom platform using the “chat” function in zoom by sending a private chat message to Fiona Fleming, the Company Secretary.

An abstention will not count as a vote in determining whether the required majority to pass the resolutions have been achieved.

### Notes on the Voting form

Before you complete the Voting form, please read the following instructions and the explanatory notes included in this document.

#### Voting by a proxy

Each member entitled to vote at the meeting may vote by proxy. The proxy may be a member of the company but does not have to be a member.

If you appoint a proxy and you specify the way your proxy is to vote on a proposed resolution, then the proxy must vote for you on polls as specified in your Proxy form.

#### Due date for Voting Forms

If you are voting ahead of the AGM, please ensure you do so by **5.00pm (AEST) on Monday 22 May 2023.**

Any online votes received after that time will not be valid for the scheduled meeting – you will then need to attend the AGM in person or virtually to register your vote.

### Technical difficulties for Members

#### Completing voting or proxy forms

If there is a technical difficulty affecting any members who wish to vote via the online Voting form or appoint a proxy via the online Proxy form, please contact the AIFST by emailing [aifst@aifst.com.au](mailto:aifst@aifst.com.au)

#### Virtual AGM attendees

If there is a technical difficulty affecting any virtual participants:

- where the vast majority of members still have a reasonable opportunity to participate in the meeting, the chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid voting instructions; or
- where the members, as a whole, are not able to participate in any part of the meeting, the chair must, subject to the Corporations Act 2001 (Cth), adjourn the meeting for a reasonable period of time as may be required to fix the technology or adjourn the meeting to another date, time and location.

Members are encouraged to lodge a Voting form or Proxy form by **5.00pm (AEST) on Monday 22 May 2023** even if they plan to join the meeting virtually.

#### Queries

For assistance, please contact AIFST 0447 066 324 or email [aifst@aifst.com.au](mailto:aifst@aifst.com.au)

## Questions

Members who wish to register questions before the Annual General Meeting concerning any of the proposed resolutions are invited to do so. Your questions are very important to us.

Members can ask questions on the proposed resolutions in one of two ways:

### Before the AGM:

1. Members who wish to register questions before the Annual General Meeting concerning the proposed resolutions are invited to do so via an online form which has been created for you to submit questions to the Company Secretary.

Questions must be submitted by 5.00pm (AEST), Monday 15 May.

### [CLICK HERE TO SUBMIT YOUR QUESTION](#)

Should questions be submitted, we will update the Institute's website by 5.00pm (AEST) on Friday, 19 May 2023 with an "Answers to Asked Questions" document so voting members may consider the answers provided before making their vote or appointing their proxy.

### At the AGM:

2. In person or virtually at the AGM on 25 May 2023 when the Chair calls for questions during the AGM:
  - a. in person
  - b. or virtually using the "chat" function in zoom by sending a private chat message to Fiona Fleming the Company Secretary or to the group.



## The 2023 Candidates

### Mr. Marc Barnes



Marc is highly motivated, result-driven, and internationally accomplished business leader with innate commercial acumen, he can track his success back to growing up in an entrepreneurial family in rural Tasmania.

Within that environment I was primed from a young age to manage the family business, building strong foundations as a proactive, goal-oriented professional, subsequently within the food and beverage sector, achieving tangible results and driving sustainable growth and profitability whilst managing risk for multiple enterprises throughout my career.

Outgoing and engaging, I am recognised for being passionately outcomes focussed, dedicated to delivering successful, intended outcomes, and

ability to get people onboard, building momentum through inspiring individuals, teams, colleagues, and associates.

I enjoy and have a strong track record of engaging across all levels of an organisation, building collaborative, high performing, multi-functional teams that exceed business targets and are aligned to a company's values.

My 20 years of experience in food safety assurance and 8 years as managing director of BSI Group has given me a wealth of experience and knowledge. This experience has helped shape best practice standards to enable an organisation with the discipline and mechanisms for compliance and continuous improvement.

Key to this success has been leading and coaching employees, senior leadership, and business owners to deliver beyond expectations within often complex global matrix environments, and establishing a culture committed to sales and organisational growth (organic and M&A), durable stakeholder relationships and delivery of exceptional client service.

Marc currently runs his own management consultancy Flinders Lane Advisory, is a member of the AICD and has previously held senior roles at British Standards Institute, NATA Certification Services, St Vincent's & Mercy Private Hospital and Sheraton Hotels.

## Gregory Harper PhD



Gregory is a biological scientist who focusses on the translation of scientific discoveries into commercial, environmental, and social benefits. He is a senior manager in the University of Melbourne and Director of Business Development in the Faculty of Science.

He is currently a member of the University's professional staff, and he has been senior academic staff, as well as management and governance staff in other contexts. Adaptability has been a key attribute of his career. He also sees himself as an engaged global citizen.

Gregory has spent his career in the global R&D community and has expertise in management and governance of public and private R&D funds. The agrifood innovation system has been a particular focus, and this probably has its roots in his childhood, when his parents ran a suburban meat retailing business in Brisbane.

He has worked in five countries and for multiple Australian innovation system actors. His partnership building experience includes Australian R&D organisations; urban and regional universities; international universities; international public entities; and small, focussed service organisations.

Gregory holds multiple Fellowships and was very proud to become a Fellow of the Australian Institute of Food Science and Technology in 2022. His work has been recognised internationally through the Alliance of Technology Transfer Professionals as an RTTP.

Gregory is very much looking forward to helping guide the AIFST and its members into the future as a member of the board.

## Dr Heather Haines



Heather has a strong applied science background, having spent more than 35 years as a microbiologist. She has worked in the areas of (human) diagnostic microbiology, education and training, food safety research and food safety policy. While working in the Food Safety Unit of the Victorian Department of Health, she managed projects to deliver tools for food businesses and staff to improve food hygiene, to improve the Victorian government food surveillance activities, and contribute to national initiatives on food surveillance and food safety research. Examples include the first version of the free online food safety learning tool 'Dofoodsafely' and a food surveillance app which is used by many local government officers in Victoria. Latterly her role, and that of her team, at the department was to analyse proposed amendments to the Australia New Zealand Food

Standards Code, then brief to and support senior officers and representatives of the Food Ministers' Meeting in their deliberations on these amendments, with the imperative of protecting the health and safety of consumers.

Heather completed a Bachelor of Applied Sciences (Medical Laboratory Sciences) and later a Master of Applied Science (Applied Microbiology and Biotechnology – Food Stream) at RMIT. Her PhD studies were undertaken at the University of Tasmania, supported by scholarships from Meat and Livestock Australia (through Mintrac) and the (then) Department of Agriculture. She has been a longstanding Professional Member of AIFST, involving periods on both the Victorian and Tasmanian Committees, and is a member and previously a Victorian committee member of Australian Society for Microbiology. She is a member of the Australian Institute of Company Directors.

## Explanatory Notes

**Important notice:**

This is a document that should be read in its entirety.

This document comprises the Explanatory Notes referred to in the Notice of Meeting.

Please ensure you read this document before you vote at the Annual General Meeting on 25 May 2023 and contact the AIFST Office if you have any questions.

### Ordinary Resolutions: Election of Directors

The structural changes made following the Extraordinary General Meeting held in October 2014 included creating a smaller, more decisive board and setting a maximum six-year term for directors using a cycle of compulsory retirements each year, with a view to moving to a skills-based board (including up to two non-members).

Ms Suz Allen, Mr Deon Mahoney, and Mr John Kavanagh are retiring as directors by rotation under the requirements of the Constitution – having served three-year terms respectively.

Mr Marc Barnes, Dr Gregory Harper and Dr Heather Haines have applied for the Non-Executive Director roles and are considered to be worthy candidates.

In 2015 following the Constitutional change to AIFST, the board implemented a rigorous Non-Executive Director selection process. The process used annually identifies nominees for appointment as directors of the company against the identified future skills required on the AIFST Board to govern the organisation considering the needs of members and the changing industry environment. The selection process involves:

- establishing a skills-matrix of the existing directors as well as determining a desired skill mix for the board, enabled the identification of a 'skills gap' in General Board, CEO, or management experience and Government policy and engagement.
- inviting both members and non-members, through the Australian Institute of Company Directors and notification directly to members, to nominate themselves for appointment as a non-executive director of AIFST.
- appointing a Selection Committee to review all the candidates and make recommendations to the board. The 2023 Selection Committee comprised:

Mr. Deon Mahoney	AIFST Non-Executive Director and Fellow
Ms. Bronwyn Powell	AIFST Non-Executive Director and Member
Dr. Lisa Szabo	AIFST Fellow and Group Director Food Safety & CEO Food Authority at the NSW Department of Primary Industries
Mr. Mark McCoy	Independent governance expert

- the Selection Committee reviewed the applications and CVs of all applicants and determined a short-list of four candidates to be interviewed. The Selection Committee interviewed the four short-listed candidates and recommended to the board that Mr Marc Barnes, Dr Gregory Harper, and Dr Heather Haines be nominated for appointment as directors of AIFST, and
- the board reviewed the recommendations of the Selection Committee and conducted an additional review of its own and, ultimately, endorsed the recommendation of the Independent Selection Committee.

The candidates will be proposed to members as ordinary resolutions at the 2023 AGM on 25 May.

There are three proposed Ordinary Resolutions and a Special Resolution.

In accordance with the Constitution all members are entitled to vote on the ordinary resolutions.

**The ordinary resolutions are:**

1. Mr. Marc Barnes is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.
2. Dr. Gregory Harper is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.
3. Dr Heather Haines is appointed a non-executive director of the company, with effect from the end of the 2023 AGM for a 3-year term.

**ORDINARY RESOLUTIONS 1, 2 and 3**

Each of the candidates nominated to be a non-executive director of the company have verbally consented to act in that capacity, if approved by members, and the board believes they would each make a significant contribution to the collective skill set of the board.

**CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 1**

A vote in favour by 50% or more of all members who vote for Resolution 1 would result in Mr. Marc Barnes becoming a non-executive director of the company effective from the close of the 2023 Annual General Meeting for a 3-year term.

**CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 2**

A vote in favour by 50% or more of all members who vote for Resolution 2 would result in Dr. Gregory Harper becoming a non-executive director of the company effective from the close of the 2023 Annual General Meeting for a 3-year term.

**CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 3**

A vote in favour by 50% or more of all members who vote for Resolution 3 would result in Dr. Heather Haines becoming a non-executive director of the company effective from the close of the 2023 Annual General Meeting for a 3-year term.

## THE “NO” CASE

Members may choose to vote against one or more of the proposed resolutions for whatever reasons they think fit, or for no reason.

## WHAT WOULD HAPPEN IF THE PROPOSED RESOLUTIONS were NOT PASSED?

If either of Ordinary Resolution 1, 2 or 3 are not passed, then there would be vacancy(s) on the board arising from the retirement Ms Suz Allen, Mr Deon Mahoney, and Mr John Kavanagh.

The board has the authority to fill casual vacancies on the board and would likely consider whether, and if so how, to address that issue during its next meeting following the annual general meeting.

## Special Resolution: Modifications to AIFST Constitution

This year members are being asked to vote to modify the existing constitution. The Constitution is the main governance document for the Institute.

The proposed modified constitution is substantially in the same terms as the current Constitution. Since the current Constitution was adopted in 2015, there have been some developments in the law and general corporate practice.

The Board recommends the adoption of the modified constitution, including to modernise the language and provisions of the document so that it is up to date with technological and legislative changes.

Copies of the modified constitution proposed to be tabled at the AGM are available in any of the following ways:

- Annexure A and Annexure B to this Notice of Meeting document
- a soft copy will be sent by email on request by emailing [aifst@aifst.com.au](mailto:aifst@aifst.com.au)
- a hard copy will be mailed out on request by emailing [aifst@aifst.com.au](mailto:aifst@aifst.com.au); or
- hard copies will be made available at the AGM.

For the special resolution to modify the constitution to be passed as a special resolution, at least 75% of the votes cast by Members entitled to vote on the resolution must be in favour of the resolution, in accordance with the Corporations Act.

**Only full voting members are permitted by the Constitution to vote in relation to changes to the constitution of the company.**

## AIFST Constitution Review – Key Changes

The key proposed changes are set out in the following table.

*Note: only principal clauses are listed in the table*

<p><b>Objects</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Schedule 2</p>	<p>The objects of the Institute are contained in Schedule 2 to the constitution. Amendments are proposed to remove outdated transitional provisions and to update the objects to reflect current AIFST values and strategy as follows:</p> <p><i>The objects of the company include to:</i></p> <ul style="list-style-type: none"> <li>a) <i>advocate for or promote the standing, contribution and wellbeing of individuals operating within or advising those operating within the agri-food system</i></li> <li>b) <i>encourage and facilitate education and advocacy, relevant to all aspects of the agri-food system</i></li> <li>c) <i>provision of sound, evidence-based knowledge to support awareness of food science, public health, nutrition, and all other matters relating generally to the agri-food system</i></li> <li>d) <i>affiliate or cooperate with other bodies or organisations whether within or outside Australia having objects in whole or in part like those of the company</i></li> <li>e) <i>promote interest in the company and its objects and activities</i></li> <li>f) <i>provide networking and continuing professional development opportunities and other worthwhile services for the benefit of members generally, and</i></li> <li>g) <i>generally, to do all such acts, matters and things and enter and make such agreements with other parties as are incidental to or conducive to the attainment of any of the objects of the company.</i></li> </ul>
<p><b>Member meetings</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clause 10.1; 10.2 and new 10.6</p>	<p>The Institute’s current constitution contemplates general meetings being held at a physical location. ‘Hybrid’ meetings (where some attendees meet in-person and others can participate online using technology) can also be held under the current constitution. However, wholly ‘virtual’ meetings are not contemplated.</p> <p>Under changes to the Corporations Act, companies can only hold wholly virtual Members’ meetings if so provided for in a company’s constitution.</p> <p>Amendments are proposed to allow wholly virtual meetings. Consistent with the Institute’s current Constitution, any technology used at a general meeting must give Members as a whole a reasonable opportunity to participate in the meeting.</p> <p>Consequential provisions are also included to provide clarity around procedural matters including that ‘online’ attendees are treated as being present at the meeting and are counted towards the quorum.</p>

<p><b>Board composition</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clause 11.5</p>	<p>The Institute’s current constitution requires the board to have a minimum of three directors and a maximum of seven directors unless the company in general meeting determines otherwise. In addition, the Institute’s current constitution requires that at least 5 directors must be always full voting members.</p> <p>Amendments are proposed to require a majority of directors to be full voting members of the company at the time an election of directors takes place each year, rather than specifying a set number, at all times, so as to accommodate changes in the number and composition of directors from time to time.</p> <p>The board considers that these changes will address previous difficulties in recruiting full voting members with the skills required for the Board and to enable younger members to be brought onto the Board.</p> <p>There is no change proposed to the minimum and maximum number of directors.</p>
<p><b>Chair and Deputy Chair</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clause 11.12</p>	<p>The Institute’s current constitution provides that members may elect one of the directors who is a full voting member to the office of President, with the President also acting as chair of directors. The title “President” is a carry-over title from when the Institute was an incorporated association, rather than a company limited by guarantee.</p> <p>The Chair exists to serve the board and to help the board function from an administrative perspective. Whilst directors will continue to be elected by members in accordance with the unchanged provisions in the constitution, amendments are proposed to the constitution to provide for the Board to be responsible for electing/appointing the chair. The Chair can use the term “president’ at their discretion. This will also address any issues encountered with a chair resigning during the term of their appointment and outside the AGM cycle.</p> <p>The Institute’s current constitution does not permit the Board to appoint a deputy chair of directors. The Board considers that the ability to appoint a deputy chair provides for better board succession planning. Amendments are proposed to the constitution to allow the Board to appoint a deputy chair and for the deputy chair to act in place of the chair in certain circumstances.</p>
<p><b>Fees and interest</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clause 9</p>	<p>Amendment proposed to remove references to the company paying interest on money borrowed from a member, and members paying interest to the company on late membership fees.</p> <p>The Board considers that these amendments are appropriate as the company has no intention to pay or charge interest in these circumstances.</p>



<p><b>Indemnity</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clause 16.2</p>	<p>The current constitution acknowledges and expressly provides that the company is authorised to enter into arrangements in relation to indemnity and insurance for officers of the company, as well as auditors, on terms consistent with the regime in the Corporations Act.</p> <p>There is no material change proposed to the nature or extent of the indemnities available under the constitution (which continue to be subject to what is allowable under existing law).</p> <p>Amendments are proposed to specify the liabilities which the Company may indemnify officers against and to make it clear that the Company may enter into a separate document with officers to reflect these arrangements.</p>
<p><b>Use of technology</b></p> <p>Principal clause(s) affected by the amendments:</p> <p>Clauses 11.13, 17.1</p>	<p>The new proposed constitution includes proposed changes to recognise and accommodate electronic technologies.</p> <p>This includes approving the use of electronic technologies for the way meetings are set up (including board meetings), how company notices are received and sent and how documents are signed and executed. Various clauses have been updated from the current provisions.</p>
<p><b>Other</b></p>	<p>The table of contents and definitions have been updated to reflect the amendments proposed.</p> <p>In addition, gender neutral language has now been used throughout the constitution.</p> <p>The ability to pass member resolutions without meetings has also been deleted, consistent with the Corporations Act.</p>

The Board believes its proposed changes:

- will tidy up the Constitution whilst maintaining the core provisions and principles of the Constitution
- will enhance the Company's corporate governance processes, and
- are in the best interests of the Company and its Members as a whole.

For the reasons set out above, the Board believes the resolution is in the best interests of the Company and its Members as a whole and unanimously recommend that Members vote for this Special Resolution.

The Chair intends to vote undirected proxies for this Special Resolution.

## **ANNEXURE A**

Annexure A is a clean copy of the proposed Constitution.

[CLICK HERE TO ACCESS A COPY](#)

## **ANNEXURE B**

Annexure A is a 'compare' copy of the proposed Constitution. This is provided to enable members to review the changes made to the current (2015) constitution.

[CLICK HERE TO ACCESS A COPY](#)