

Chair	Duncan McDonald
Board Members	Suz Allen, Julie Cox, Bronwyn Powell, John Kavanagh, Michael Depalo, Deon Mahoney.
Company Secretary	Fiona Fleming
Auditor:	Wali Aziz – Walker Wayland
In Attendance	See Appendix 1 – Attendance Register 2023
Apologies	Ellen Kitson, Craig Shadbolt, Richard Tupper, Ian Eustace, David Welch.

1. ADMINISTRATION

- The Chair acknowledged the traditional custodians of all the lands on which the Annual General Meeting (AGM) attendees are gathered and paid respects to their Elders both past and present. He extended that respect to all Aboriginal and Torres Strait Islander people here today.
- The Chair officially opened the 2023 AGM, welcomed members present via video conference and in person.
- The Chair established a quorum was present as per the Constitution - with more than fifteen (15) Members entitled to vote being present at the meeting. A list of attendees is provided as **Attachment 1** to these minutes.
- The Chair introduced the AIFST Non-Executive Directors, the CEO & Company Secretary, Mr Wali Aziz (Auditor) and staff present.

The Chair introduced the AIFST staff present at the meeting:

AIFST staff who are present at the meeting:

- CEO and Company Secretary, Fiona Fleming
- Clive Russell – Business Development Manager
- Carilee Hicks – Membership and Administration Manager

Joining online:

- Melissa Garland – Education & Events Manager
- Annette Votteler – Finance Manager
- Melinda Stewart – Technical Information Specialist



- The Chair introduced nominated Non-Executive Directors – Dr Gregory Harper, Dr Heather Haines, and Marc Barnes.
- The Chair formally acknowledged apologies received prior to the meeting:
 - Ellen Kitson, Craig Shadbolt, Richard Tupper, Ian Eustace, David Welch.
- The attendance is in accordance with the register, which has been completed as members and guests entered the meeting in person or virtually.

2. MEETING PROCEDURES

- The CEO provided an overview of the meeting procedures with respect to voting on resolutions. Members have had the opportunity to register their vote ahead of the meeting or can vote in person on the ballot form provided or via the chat function in Zoom.

3. 2022 AGM MINUTES

- Confirmation of Minutes of 2022 Annual General Meeting.
 - The minutes of the meeting held on 25 May 2022 were accepted as a true and correct record.
- There were no questions from the floor or online in relation to the 2022 AGM minutes.

4. CHAIR'S ADDRESS

- The Chair provided a formal address to members on the outcomes of 2022. A copy of the Chair's address is provided as **Attachment 2** to these minutes.
- The CEO provided an overview of activities in 2022 and plans in store for 2023.
- The Chair thanked retiring non-executive directors John Kavanagh, Suz Allen and Deon Mahoney for their 3 years of service.
- The CEO opened the meeting for questions and discussion. No questions were raised.

5. 2022 FINANCIAL REPORT

- The 2022 Financial Statements & Reports for the period between 1 January 2022 and 31 December 2022 were received:
 - Annual report
 - Director's report
 - Financial Statements
 - Director's Declaration
 - Independent Audit Report
- Mr John Kavanagh, Chair of the Finance, Audit and Risk committee presented an overview of the 2022 Financial report which had been circulated to members with the AGM documentation.
- Mr Kavanagh noted the financial performance, which showed a strong result relative to the budget and a significant increase in membership income and revenue from the convention.
- The Chair advised that there was no requirement for a resolution to be passed on the financial report.
- The Chair opened the meeting for questions and discussion. No questions were raised.

6. ORDINARY RESOLUTIONS 1, 2 & 3 – ELECTION OF NON-EXECUTIVE DIRECTORS

The Chair noted this item of business requires an ordinary resolution to be passed for each Director resolution.

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.

The Board reviewed skills-matrix of the existing directors as well as determining a desired skill mix for the board which enabled the identification of a ‘skills gap’ in General Board, CEO, or management experience, finance, food science and technology, and corporate sponsorship and fundraising.

Both members and non-members, through the Australian Institute of Company Directors and notification directly to members, were invited to nominate themselves for appointment as a non-executive director of AIFST.

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 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.

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 Board proposed three directors to AIFST members at the 2023 AGM. The nominees are Mr Marc Barnes, Dr Gregory Harper, and Dr Heather Haines. Each of the candidates nominated to be a 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.

7. SPECIAL RESOLUTION: INTRODUCTION OF MODIFICATIONS TO THE AIFST CONSTITUTION

This item of business requires a special resolution to be passed.

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.

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.

Please note - only full voting members are permitted by the Constitution to vote in relation to changes to the constitution of the company.

Questions

The Chair opened the floor for discussion and questions on the both the ordinary and special resolutions.

A member posed the following question:

Q: does AIFST have to pay income tax profit?

A: no, we do not. AIFST is a non-profit organisation. We do pay GST.

Q: what happens with the surplus funds?

A: the funds are reinvested into the AIFST and also used to build up cash reserves to build resilience for the future.

Q: Revised Constitution – new clause 16.6 – Company may enter a deed – what does this mean?

The company may enter into a deed with a person referred to in rule 16.1 and rule 16.4 to give effect to the rights of the person conferred by this rule 16 or the exercise of a discretion under the rule 16.

On such terms and conditions as the director decides in their discretion and subject to provisions of this rule 16.b, a deed entered into pursuant to rule 16.6a may include provisions relating to rights of or otherwise by law.

A: a Board member advised that it is a type of contractual relationship - this clause is talking about the AIFST's ability to enter into deeds, which are a type of contract, with directors regarding access to documents. Directors often need to be able to perform their duties, need to have access to information about the company.

Q: the revised constitution now allows the directors to select the chair?

A: this was the situation before the constitution was reviewed. The role of the chair is to serve primarily the board and it is very common practice for a chair to be selected by the directors. So that would be good governance and that clause is intended to reflect that.

8. CONDUCT OF POLL

The Chair noted:

- that each of the ordinary resolutions require 50% vote in favour to be passed.
- the special resolution requires a 75% vote in favour to be passed.

DECLARATION OF POLL

The Chair officially declared the results of the 2023 AGM.

The results for the Ordinary Resolutions were:

ORDINARY RESOLUTION	VOTE			RESULT
	FOR	AGAINST	ABSTAIN	
Appointment of Mr Marc Barnes as a Non-Executive Director for a 3-year term	100%	-	-	Passed
Appointment of Dr Gregory Harper as a Non-Executive Director for a 3-year term	97%	3%	1	Passed
Appointment of Dr Heather Haines as a Non-Executive Director for a 3-year term	100%	-	-	Passed

The result for the Special Resolution was:

SPECIAL RESOLUTION	VOTE			RESULT
	FOR	AGAINST	ABSTAIN	
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 the Notice of Meeting document and described in the Explanatory Notes, with effect from the close of the meeting.	100%	-	-	Passed

The Chair thanked and acknowledged outgoing Board members for their time and dedication to the AIFST.



9. OTHER BUSINESS

The CEO advised that no other business had been tabled for the AGM.

In closing the President and Chair of the AIFST personally congratulated and welcomed Dr Heather Haines, Dr Gregory Harper, and Mr Mark Barnes to the AIFST Board.

On behalf of the Board and staff of the AIFST the Chair acknowledged and thanked our members and all those who volunteer to support the Institute - your contribution is above and beyond your daily professional demands and should not go unrecognised.

The Board and staff are all committed to a strong, relevant, and healthy Institute, an Institute that excites and engages our future agri-food science leaders and young professionals. We are keen to hear your ideas on improvements and opportunities for our institute members to 'grow, learn, connect and champion' so please reach out to Fiona and myself. We are happy to talk to any member of our AIFST.

The Chair thanked members for their attendance at the meeting in person and via Zoom and declared the 2023 AGM closed.

The meeting closed at 7.00pm.

Confirmed as a correct record.

Chairman

30/05/2024



Attachment 1 – 2023 AGM Attendees Register

Record of Attendance at 2023 Annual General Meeting held on
25 May 2023

Title	First	Last	Attendance type
Ms	Suzanne	Allen	In Person
Mrs	Fiona	Fleming	In Person
Mr	Bill	Hazard	In Person
Mrs	Carilee	Hicks	In Person
Mr	Duncan	McDonald	In Person
Mr	Clive	Russell	In Person
Ms	Annesley	Watson	In Person
Mr	Gary	Kennedy	In Person
Mr	John	Kavanagh	In Person
Mrs	Sonya	Richard	In Person
Ms	Julie	Cox	Via ZOOM/VIRTUALLY
Dr	Anthony	Baker	Via ZOOM/VIRTUALLY
Ms	Jackie	Baroni	Via ZOOM/VIRTUALLY
Mrs	Tiffany	Beer	Via ZOOM/VIRTUALLY
Emeritus Prof.	Ken	Buckle	Via ZOOM/VIRTUALLY
Dr	Christopher	Downs	Via ZOOM/VIRTUALLY
Ms	Amanda	Evans-Lara	Via ZOOM/VIRTUALLY
Dr	Mark	FitzRoy	Via ZOOM/VIRTUALLY
Mrs	Melissa	Garland	Via ZOOM/VIRTUALLY
Mr	Gregory	Harper	Via ZOOM/VIRTUALLY
Dr	Heather	Haines	Via ZOOM/VIRTUALLY
Mr	Ian	Henderson	Via ZOOM/VIRTUALLY
Ms	Jo	Jeffery	Via ZOOM/VIRTUALLY
Dr	Andrew	Mathieson	Via ZOOM/VIRTUALLY
Dr	Barbara	Munce	Via ZOOM/VIRTUALLY
Ms	Jemma	O'Hanlon	Via ZOOM/VIRTUALLY
Dr	Janet	Paterson	Via ZOOM/VIRTUALLY
Mr	Rai	Peradka	Via ZOOM/VIRTUALLY
Mr	John	Schwab	Via ZOOM/VIRTUALLY
Mr	Jayantha	Sellahewa	Via ZOOM/VIRTUALLY
Mrs	Melinda	Stewart	Via ZOOM/VIRTUALLY
Ms	Kim	Tonnet	Via ZOOM/VIRTUALLY
Mr	David	Welch	Via ZOOM/VIRTUALLY
	Deon	Mahoney	Via ZOOM/VIRTUALLY
	Adam	Tyson	Via ZOOM/VIRTUALLY



Title	First	Last	Attendance type
	Annette	Votteler	Via ZOOM/VIRTUALLY
	Bronwyn	Powell	Via ZOOM/VIRTUALLY
	Marc	Barnes	Via ZOOM/VIRTUALLY
	Tom	Ross	Via ZOOM/VIRTUALLY
	Wali	Aziz	Via ZOOM/VIRTUALLY
	Michael	Depalo	Via ZOOM/VIRTUALLY
Dr	Ian	Jenson	Via ZOOM/VIRTUALLY

Total attendees:

Member Type	#
Life Fellow	2
Retired Fellow	4
Fellow	10
Professional Member	12
Life Member	-
Member	8
Graduate	-
Student	-
Non-Executive Director	1
Auditor	1
AIFST Staff	3
Non-member	1
TOTAL	42

Attachment 2

2023 AGM Chair Address – Duncan McDonald

We live in extraordinary times... 2022 financial year was marked by challenging domestic and international events.

At last year's AGM, we spoke about COVID-19 impact on our supply chain efficiencies and ultimately the cost and availability of goods and services.

2022 financial year the global landscape saw the continued escalation of these costs, unreliable availability of raw material and product shortages an aftermath of COVID-19 sanctions. We saw changes in company structures and work life balances and labour shortages.

Fair to say these escalating retail food and service costs continue to be media headlines today.

In Australia in the Agrifood space, we have seen increasing pressure to find local food and raw material solutions and more collaboration with institutes, researchers, support services and raw material suppliers to develop and source locally rather than rely to the extent that we have done in the past on imports and offshore options.

Global unsettlements with China trade and more recently Ukraine, has made us more astute with new export opportunities, technologies, and ideas to tap into new trends, environmental and waste management solutions, biosecurity, and new markets. Which leads me to say collaboration and innovation will be key sustainability drivers in our field now and in the foreseeable future. The Board and Management of AIFST in 2022 have continued to focus attention on fulfilling our strategic priorities, in particular our engagement with members and the broader food industry community. A key part remains protecting our financial base, refreshing our corporate policies, and conducting multiple activities and programs across Australia, targeting all sectors of our membership base, and potential new members and drawing income from other participants.

I am pleased to report that despite the enormous challenges of 21/22 our team delivered another budget surplus of \$86,031. Our world class convention in Melbourne drew on both local and international speakers with 420 registrations. Throughout the year we also produced and ran 60 events with over 6,181 event registrations. Our membership base also grew over 10% to 1,566 members in 2022. Fiona in her CEO report will elaborate further on these excellent results.

The last 3 years of social, environmental, and financial unrest both locally and internationally has required the institute to adjust and tune our policies and procedures to meet the needs of our members. Through regular feedback from member and non-member surveys we have gauged the challenges and opportunities our members and future members will face.

The Institute is committed to continuing to build our credibility and interaction with government(s), universities, local research and International likeminded Institutes, the media, and the food industry via our webinars, workshops, convention, advocacies, and involvement on committees where there is a need for professional food scientist and technologists voice to be heard.

As International trade of goods and services is expected to remain significantly impacted for the foreseeable future, there will be ongoing pressure on local manufacturing solutions and cross field collaborations supported by locally based food scientists and technologists. Consequently, AIFST will strive to ensure our members remain connected and informed with the latest developments in value added manufacturing, quality and food safety, science, and technology.

Whilst there remain no universal work arrangements with working from home or at places of work, the opportunity to hold face-to-face business interaction, which have traditionally assisted in career succession planning and job opportunities remain blurred.

The AIFST is mindful of this impact and are well poised in our networking channels for the food professional across all stages of their career path to support career development through the Mentor program, the CPD program or through involvement in committees such as the Scientific & Technical Advisory Committee, Membership Engagement & Development committee and through the multiple networking opportunities provided via the AIFST State Branches and Special Interest Groups (SIGs), and of course network events.

Fiona Fleming our CEO, and her team are to be commended for their commitment to engage and service the needs of our members, through our many programs and activities as well as proactively continuing to drive costs down wherever possible. Fiona in her role as company secretary has also provided crucially relevant information, perseverance, and agility for the Board to make sound decisions that has resulted in a very solid year for our Institute.

I would also like to sincerely thank our high performing, skills-based Board for their time and commitment to steer the strategic direction of the Institute, sound governance, and providing the necessary experience relevant to the dynamics of our not-for-profit institute.

Today we are seeing the retirement of 3 non-executive directors after their 3 years of service to the Institute. Namely John Kavanagh who has imparted significant expertise and management of our finances through chairing our Finance, Risk and Audit Committee, Suz Allan who has been tenacious and diligent in her involvement with the Nomination and Remuneration Committee and the Membership Engagement and Development Committee and Deon Mahoney apart from chairing the Nomination and Remuneration Committee has been very active with numerous webinars, green book and our Scientific and Technical Committee. In addition to their regular involvement with the board, all 3 retiring directors' contribution will be missed but not forgotten. Thank you.

Looking to the future, a vibrant and strong AIFST is contingent on the support and engagement of its members. I encourage all members to be involved in our programs and contribute your suggestions for our future. We are keen to hear your ideas on improvements and opportunities for our institute members to 'grow, learn, connect and champion' so please reach out to myself or Fiona. We are only too happy to talk to any member of our AIFST.

Date: 25 May 2023