

2022 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**



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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.

Date:	Wednesday May 25, 2022
Time:	5.30pm (AEST)
Place:	The Roseville Club 64 Pacific Highway, Roseville NSW https://therosevilleclub.com.au/ or by Zoom video conference Link will be provided following registration
Attendance Options	In person: please register by 5pm (AEST) on Monday 23 May 2022 to secure a place. COVID safe measures will be in place at the venue in line with Government recommendations at the time. Virtually: please register by 5pm (AEST) on Monday 23 May 2022.
Registration:	Via the AIFST website: https://www.aifst.asn.au/event-4770896

At the meeting, members will be asked to:

- accept the minutes of the 2021 Annual General Meeting
- accept the 2021 Annual Report
- accept the 2021 Auditor's report and the Annual Financial Statements, and
- elect Non-Executive Directors by voting on the resolutions proposed.

Agenda

Agenda Item	Who
Welcome & Opening of the 2022 AGM	Duncan McDonald Chair, AIFST Board
Introduction of Directors, Auditors & staff	
Apologies	
Conduct of AGM	Fiona Fleming CEO, AIFST
2021 AGM Minutes	Fiona Fleming CEO, AIFST
AIFST Chair Report Report from the Chair Member questions	Duncan McDonald
Items of Business Receive 2021 Financial Statements & Reports Member questions	John Kavanagh
2022 AGM Resolutions & Poll Introduction of ordinary resolutions Conduct of poll	Fiona Fleming [TBC]
Other Business	Fiona Fleming [TBC]
Declaration of Poll	Fiona Fleming [TBC]
Close of AGM	Fiona Fleming [TBC]

In the interests of representing the views of as many members as possible, in accordance with the current constitution all members are entitled to vote in relation to the ordinary resolution(s).

Ordinary Resolutions

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

1. Mr. Duncan McDonald is appointed a non-executive director of the company, with effect from the end of the 2022 AGM for a 3-year term.
2. Dr. Michael Depalo is appointed a director of the company, with effect from the end of the 2022 AGM for a 3-year term.

How to vote at the 2022 AGM

Members entitled to vote can do so in either one of four ways:

	Voting Options
1	Nominate your vote on the Direct Voting Form
2	Appointing a proxy to vote on your behalf
3	Vote at the AGM in person on 25 May 2022
4	Vote at the AGM virtually on 25 May 2022

Before the AGM:

1. Nominate your vote on the Direct Voting Form and send to AIFST by 5.00pm (AEST) Monday May 23;
or
2. Appointing a proxy to vote on your behalf on the Direct Voting Form and send to AIFST by 5.00pm (AEST) Monday May 23; or

The Direct Voting OR Proxy Form Form is available here: [DIRECT VOTING/PROXY FORM](#)

The completed Direct Voting or Proxy form **must be received at the AIFST email by 5.00pm (AEST) on Monday 23 May 2022.**

At the AGM:

3. Vote at the AGM in person on 25 May 2022:

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

4. Vote at the AGM virtually on 25 May 2022

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 resolution has been achieved.

Notes on the Direct Voting or Proxy form

Before you complete the voting form, please read the following instructions and the [explanatory notes included in this document](#).

Voting by a proxy

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 a poll as specified in your Proxy Form.

Due date for Voting Forms

Please ensure that the AIFST Company Secretary receives your completed Voting form by **5.00pm (AEST) on Monday 23 May 2022**.

Any forms received after that time will not be valid for the scheduled meeting.

Queries

For assistance, please contact AIFST 0447 066 324 or e-mail 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.

An online form has been created for you to submit questions to the Company Secretary, at the contact details shown above **by 5.00pm (AEST) on Monday, 16 May 2022**.

[CLICK HERE TO SUBMIT YOUR QUESTION](#)

Should questions be submitted, we will update the Institute's website by 5.00pm (AEST) on Friday, 20 May 2022 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 2022 when the Chair calls for questions during the AGM:
 - a. in person or virtually,
 - b. using the "chat" function in zoom by sending a private chat message to Fiona Fleming the Company Secretary or to the group.

The 2022 Candidates

Michael Depalo



Michael Depalo has over 40 years' experience in food product development, ingredient technology, and food regulation. After a distinguished career at the Arnott's Group, most recently leading the regulatory and specifications team across APAC, Michael is now the founder of ANZ Food Innovation and Compliance Network, a consultancy established to support and advise food businesses and their stakeholders in R&D, Food Labelling and Regulations.

Michael is committed to the promotion of Food Technology and the Food Industry and is a member of the AIFST Technical Advisory Committee and a mentor in the AIFST Mentor programme. Michael was also a long serving member of the Australian Food and Grocery Council Health, Nutrition and Scientific Affairs Committee serving as deputy chair for many years.

Michael is a trusted advisor and has been a Board member and Trustee of several not for profit and member-based organisations and CRCs. He was awarded the 2016 Arnott's Group "Leading with Integrity Award" for demonstrating consistent and uncompromising adherence to strong moral and ethical principles and values.

Michael has a Bachelor of Applied Science from UTS where he received the Institute Medal and a PhD in Biotechnology from UNSW. Michael has over 30 years of continuous membership with AIFST and is a Fellow of the Institute.

Duncan McDonald

B. App. Sc (Food Technology), MBA, FAIFST, GAICD



Duncan is a Fellow and the current President and Chair of the AIFST Board.

Duncan also operates his own food ingredient and technology business servicing food manufacturers. Duncan has enjoyed a longstanding and diverse food industry career (Food Science, Operations, Commercialisation and Strategy), with a solid financial and cultural performance record stemming from past Senior Management responsibilities. This has covered Australia and international operations within blue-chip organizations such as Nestlé, Symrise, Goodman Fielder and Burns Philp.

Duncan has been actively involved with various Boards, including Symrise (Oceania), Burns Philp, and his own companies. Duncan served as an elected Local Government Councillor for two terms (starting 2008), where in addition to normal Council activities, he was a founding member of the Council's Audit and Risk Committee, chaired the Kur-ring-gai/Hornsby Meals on Wheels Board, and was a Community Aid Director. Recently Duncan was involved in a Federally funded activity preparing National Meal Guidelines for Age Care.

In addition to Chairing the AIFST Board, Duncan actively participates in Board Committees and is a regular attendee and participant in webinars and events. In 2011 he chaired the 44th Annual AIFST Convention in Sydney. Between 2005-2007, he chaired the Australian Flavour and Fragrance Association, and in the 1990's initiated the AIFST Membership Marketing Committee.

In reapplying for the AIFST Board, Duncan is committed to further build on the significant accomplishments of the Institute over the past three years. This includes continuing to attract new members and build membership, facilitating the delivery of an increasing range of member focussed events and activities, and advancing the Board's strategic vision for a vibrant Australian food industry.

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 2022 and contact the AIFST Office if you have any questions.

Background

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 Sandra Loader and Mr Duncan McDonald are retiring as directors by rotation under the requirements of the Constitution – both having served a three-year term.

Ms Sandra Loader and Mr Duncan McDonald offered themselves for re-election. In addition, Mr Michael Depalo applied for the Non-Executive Director role and is a worthy candidate alongside Ms Loader and Mr McDonald.

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 2022 Selection Committee comprised:

Mr. Deon Mahoney	AIFST Non-Executive Director and Fellow
Ms. Suz Allen	AIFST Non-Executive Director and Professional Member
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 Dr. Michael Depalo, Ms. Sandra Loader, and Mr. Duncan McDonald 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 Selection Committee
- a ballot of members was conducted in April to select two candidates for the two positions available on the board.
- Mr. Duncan McDonald and Dr. Michael Depalo were subsequently selected by the ballot of members for appointment to the role of non-executive director of the company. This will be proposed to members as ordinary resolutions at the 2022 AGM on 25 May.

The Proposed Resolutions

There are two proposed Ordinary Resolutions.

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

The ordinary resolutions are:

1. Mr. Duncan McDonald is appointed a non-executive director of the company, with effect from the end of the 2022 AGM for a 3-year term.
2. Dr. Michael Depalo is appointed a director of the company, with effect from the end of the 2022 AGM for a 3-year term.

ORDINARY RESOLUTIONS 1 and 2

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.

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. Duncan McDonald becoming a director of the company effective from the close of the 2022 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. Michael Depalo becoming a director of the company effective from the close of the 2022 Annual General Meeting for a 3-year term.

THE “NO” CASE

Members may choose to vote against the proposed resolutions to be put during the Annual General Meeting.

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 or Ordinary Resolution 2 are not passed, then there would be vacancy(s) on the board arising from Ms Sandra Loader and Mr Duncan McDonald retiring.

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.