



2024 ANNUAL GENERAL MEETING

Irrigation Australia Limited
ACN 002 567 633

13 September 2024

In accordance with Clause 20.1 of the constitution, Irrigation Australia Limited gives notice that the Annual General Meeting of the members of the association is to be held as follows:

Date: **Wednesday 13th November 2024**
Virtual: **via MS Teams** – link provided on registration
Register: [Click here to register for the meeting](#)
Time: **11 am AEST**

| | | |
|--------------------|----------------------|-----------------|
| Brisbane: 11.00 am | Victoria: 12.00 noon | NSW: 12.00 noon |
| WA: 9.00 am | NT: 10.30 am | SA: 11.30 am |
| TAS: 12.00 noon | ACT: 12.00 noon | |

Irrigation Australia will conduct the annual general meeting via MS Teams (details to be provided on registration). If you are unable to access MS Teams, we will provide you with a dial in number on request.

If you require further information on any matter in the following Notice of Meeting, please contact the Company Secretary, Naomi Carragher on 07 3517 4000. Please note you need to register to attend the AGM.

Should you be unable to attend but wish to vote on matters dealt with at the meeting, please complete and return the Proxy Form attached to this Notice [HERE](#) – we appreciate your assistance to ensure our quorum is met.

The board met on 18 September to consider the draft financial statements for the financial year ended 30 June 2024.

Letter from the Irrigation Australia Chair

Dear Members

I am pleased to invite you to Irrigation Australia's 2024 Annual General Meeting (AGM) to be held at 11 am (AEST) on Wednesday 13th November 2024. The meeting will be held virtually via MS Teams. For those of you who prefer, you will still be able to dial into the meeting.

Irrigation Australia's Annual General Meeting provides members with an opportunity to hear from the Chief Executive Officer and ask questions.

I look forward to your attendance.

Simon Treptow
Chair - Irrigation Australia Ltd

Notice of Annual General Meeting

- Welcome, Apologies and Proxies
- Minutes of the previous annual general meeting – [Click here to download](#)
- 2024 Annual Financial Report including Chair's address and Chief Executive Officer's Report – [Click here to download](#)

ORDINARY BUSINESS

ITEM 1: FINANCIAL REPORT, DIRECTORS' REPORT, AND INDEPENDENT AUDITOR'S REPORT

To consider and receive the Financial Report, the Directors' Report and the Independent Auditor's Report of Irrigation Australia Ltd for the year ended 30 June 2024.

Note: No resolution is required for this item of business

ITEM 2: ELECTION OF DIRECTORS

In accordance with Clauses 42 & 43 of the constitution, each director must retire from office at the second annual general meeting occurring after the date of appointment or election of that director. Consequently, the following directors retire by rotation at the conclusion of the annual general meeting and are entitled to renominate for a further term provided they have not served for a period of ten consecutive years:

- Carl Walters
- Valentina Tripp
- Matthew Binder
- Greig Graham
- Rob Nadebaum

Carl, Valentina, Matthew and Greig have all renominated for another term. Rob Nadebaum has chosen to step down and not renominate.

A call for nominations for five vacant board positions was issued to members on 22 August 2024 and this resulted in the following eight nominations being received:

- Carl Walters
- Valentina Tripp
- Matthew Binder
- Greig Graham
- Mitch Jasnos
- Mark Davies
- Lucy Wilson

As the number of nominations exceeded the number of vacancies on the Board, a ballot is currently being conducted in accordance with Clause 39 of the constitution. The ballot will use the same Ezvote software as in 2023 based on overwhelmingly positive feedback.

The outcome of the election will be announced at the Annual General Meeting, and the new directors will be introduced.



ORDINARY RESOLUTION

ITEM 3: APPOINTMENT OF THE AUDITOR

The association refers to the appointment of the auditor to members.

Resolution:

That FSA Tax & Advisory Partners be appointed as the company's auditors for the 2024/25 financial year.

ITEM 4: Adoption of New Irrigation Australia Constitution

As previously advised, the Irrigation Australia Constitution was last updated in 2018, is due for renewal, and in this instance, the board has elected to commission a complete rewrite. We require a 75% majority vote to approve the changes.

Importantly, no significant change to intent or entitlements has been proposed – the point of the rewrite is only to modernise the document and clarify existing areas of confusion.

Members will be simply "voting" or "non-voting", there will be revisions to the "purpose" to reflect improvements to our strategic plan, and formal recognition of more contemporary ways of holding meetings, election processes and handling of the member register.

To view the Draft Irrigation Australia Constitution for AGM Adoption, [click here](#).

A webinar recording explaining the changes is available [here](#), and members are welcome to seek any necessary clarifications before the AGM.

Resolution:

The Irrigation Australia Ltd Constitution presented (Version 2024 dated 13 November 2024) be adopted.



Eligibility to Attend and Vote

You will be eligible to attend and vote at the meeting if you are a registered, financial Member of Irrigation Australia and are not an Affiliated Member or a Branch Member.

Voting

Only active financial members of Irrigation Australia Ltd are eligible to vote. Each Individual Member or Company Member is entitled to one vote per membership.

How to Vote

Members can vote on the items of business by:

- Joining the meeting by audio/MS Teams link
- Appointing a proxy, representative, by attorney or by corporate representative to attend the meeting and vote on their behalf

Proxies

A Member of the association entitled to attend, and vote is also entitled to appoint a proxy to attend and vote instead of the Member. A form of proxy accompanies this notice. A proxy need not be a Member. Note that in nominating yourself or another person to vote on your behalf, you are directing Irrigation Australia Ltd to give effect to your instructions.

- To be effective a form of proxy must be received by:
 - Email to the Company Secretary companysecretary@irrigation.org.au

To be received by close of business
Monday 11 November 2024.

order of the Board of Directors

Naomi Carragher

Naomi Carragher
Company Secretary
Irrigation Australia Limited
16 October 2024

Members who are unable to attend the meeting or who prefer to register questions beforehand concerning matters to be considered at the AGM are invited to do so by submitting them to the Company Secretary.

Your questions are important to us.

Directors would like to remind members of the importance of either joining the meeting by MS Teams or providing a proxy to ensure that a quorum is achieved.

Attendance

Only Irrigation Australia financial members may attend.

No business shall be transacted at the annual general meeting unless a quorum whichever is the least of 5% of the total number of financial members, or twenty (20) Members present who are entitled to vote is achieved.

Agenda

The Agenda of the annual general meeting is now fixed and business not on the agenda cannot be brought to the meeting.

Contents

The Notice of Meeting includes:

- The Agenda for the AGM setting out the resolutions proposed to be put at the meeting;
- Instructions for the MS Teams meeting to be sent on registration.

By