



**NOTICE OF MEETING  
GREENING AUSTRALIA LTD  
ACN: 002 963 788  
2018 ANNUAL GENERAL MEETING**

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The 2018 Annual General Meeting of Greening Australia Ltd will be held at the following date, time and place:

DATE	TIME	PLACE	VIRTUAL ATTENDANCE
<b>Thursday 29<sup>th</sup> November 2018</b>	<b>12pm AEDT</b> (Register from 11.45pm Meeting starts at 12pm)	<b>Boardroom, Greening Australia Level 3, 349 Collins St Melbourne VIC 3000</b>	Webinar facility will be made available at each capital city office excluding Melbourne office. Please request details when you RSVP.

**Business of Meeting:**

- A. National President's address**
- B. Approval of the minutes of AGM 2017**
- C. Approval of the Annual Financial Report of the Company for the year ended 30 June 2018**
- D. Re-election of Directors**
- E. Adoption of new constitution for Greening Australia Ltd via special general resolution**
- F. Staff Awards**
- G. Other business**

By order of the Board

A handwritten signature in black ink, appearing to read "Brendan Foran".

Brendan Foran  
Company Secretary  
2<sup>nd</sup> November 2018

**RSVP by Tuesday 27<sup>th</sup> November 2018**

**Please specify if you are attending in person in Melbourne (349 Collins St) or by webinar at Greening Australia office in your capital city.**

**Yumi Iwata (Executive Assistant to CEO)**  
**Email: [yiwata@greeningaustralia.org.au](mailto:yiwata@greeningaustralia.org.au)**  
**Phone: 0409 412 011**

**EXPLANATORY NOTES**

*PLEASE NOTE: THESE EXPLANATORY NOTES FORM PART OF THE NOTICE MEETING.*

*COPIES OF ALL SUPPORTING MATERIALS ARE LOCATED AT <http://www.greeningaustralia.org.au/AGM>*

*PRINTED VERSIONS ARE AVAILABLE ON REQUEST [yiwata@greeningaustralia.org.au](mailto:yiwata@greeningaustralia.org.au)*

**A- PRESENTATION ON GREENING AUSTRALIA LTD**

Greening Australia Ltd will provide a presentation on its activities, including an overview of its current and future programs and the financial position of the Company.

**B- APPROVAL OF THE MINUTES OF AGM 2017**

Please refer to: <http://www.greeningaustralia.org.au/AGM>

**C- ANNUAL FINANCIAL REPORT OF THE COMPANY FOR THE YEAR ENDED 30 JUNE 2018**

A copy of the Annual Financial Report of the Company for the year ended 30<sup>th</sup> June 2018 is available on the website <http://www.greeningaustralia.org.au/AGM>

**D- RE-ELECTION OF DIRECTORS**

In accordance with the Constitution of Greening Australia Ltd, the following persons have offered themselves for re-election as Directors of Greening Australia Ltd:

**Re-election - James Atkins**

Qualifications BArts

BCommerce

Graduate of the Australian Institute of Company Directors

Experience

James Atkins is an experienced business advisor, marketing strategist and company director. He has over 30 years' experience working at a senior level in the retail, financial services and energy sectors. In addition to being Deputy Chair of Greening Australia he is currently Chair of BIG4 Holdings and hockingstuart, and a non-executive director of Connective Group and Circus Oz. James is also a director of Vantage Strategy & Marketing, a strategic consulting firm that provides business advisory services to commercial, government and NFP organisations. He is a member of the AICD and graduate of their Company Directors course.

**Re-election - Arianne Rose**

Qualifications BSc/LLB`

Graduate of the Australian Institute of Company Directors

Experience

Arianne is a commercial lawyer who has practised in both the private and the public sectors, in financial services, agribusiness, commercial and property law.

Arianne has private and public sector board and executive management experience in highly regulated sectors particularly in industries where public policy considerations and legislative and regulatory frameworks directly shape the operating environment.

She has worked in a wide range of complex industries with a strong skill set in corporate governance and risk management. Arianne is also a graduate of the Australian Institute of Company Directors.

In addition to serving on the Board of Greening Australia, Arianne is the Chair of the Alpine Resorts Co-ordinating Council and a non-executive director of the Architects Registration Board of Victoria.

Previously, she was a non-executive director of Melbourne Polytechnic (2015-2018), and the Company Secretary and General Counsel, VicTrack (2010-2014)

### **Re-election - Julie Green**

Qualifications Fellow Chartered Accountant in Australia and England & Wales,  
Fellow of Australian Institute of Company Directors  
Fellow of Leadership Victoria

#### Experience

Julie is a non-executive director of RACV, Loddon Mallee Waste & Resource Recovery, Greening Australia, Maldon Hospital and The Innovation Cooperative and formerly, a large regional aged care service provider, Shepparton Villages.

Julie is also a business consultant in strategy, governance and change management. This follows a successful executive career in infrastructure, transport, utilities and healthcare, delivering major change agendas in the public and private sectors.

Alongside this professional career, Julie has been an advisor to Not For Profits entities over the last 20 years and is a mentor to emerging leaders with Leadership Victoria.

She is passionate about regional Victoria and currently lives in Maldon Victoria.

### **E- ADOPTION OF NEW CONSTITUTION FOR GREENING AUSTRALIA LTD VIA SPECIAL GENERAL RESOLUTION**

During the 2017 Annual General Meeting, the President of Greening Australia provided the following statement in his address:

*“Some years ago, we accepted that we did not have a right to exist but that we had an obligation to our members, our volunteers, our staff our partners and our communities to be relevant, adaptive and leverage our independence. ‘Change is the new norm’ is an often-overused statement but for us at Greening Australia it is our reality. We will continue to adjust our organisation in our quest for efficiency, effectiveness, increased practical action and organisational simplicity. In 2018, some of the initiatives to support this include:*

- *a simplification of our legal structure and proposing the adoption of a refreshed constitution to the membership*
- *Investing in increased resourcing for funding development and building the Greening Australia Brand”*

Consistent with that intention, Greening Australia has been working with the assistance of Peter Seidel and Caitlin Edwards of ABL who were tasked with the instruction to provide Greening Australia with a contemporary governing document to support the organisation’s mission, vision and strategy.

The proposed new constitution and a supporting memorandum are attached to the AGM notice (if received by mail) or can be located at <http://www.greeningaustralia.org.au/AGM>

### **F- STAFF AWARDS**

Staff awards for those employees, landholders and/or volunteers of Greening Australia deemed worthy of such recognition by the Senior Management Team will be announced as part of proceedings at the 2018 AGM.

## **APPOINTMENT OF PROXY**

If you are entitled to vote at the meeting, you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company.

If you wish to appoint someone other than the Chair of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

## **VOTING DIRECTIONS TO YOUR PROXY**

You may direct your proxy how to vote by marking ✕ in one of the three boxes opposite each item of business. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

## **Lodgement of proxy documents**

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it;
- must be completed in full and received by the Company at least 48 hours before the meeting.

The following address is specified for the purposes of receipt of proxies:

- By email to: Yumi Iwata [yiwata@greeningaustralia.org.au](mailto:yiwata@greeningaustralia.org.au)
- By mail to: PO Box 470 Flinders Lane VIC 8009



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**PROXY APPOINTMENT FORM**

I, \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address),  
being a member of Greening Australia Ltd and entitled to attend and vote hereby appoint  
\_\_\_\_\_ (name)  
of \_\_\_\_\_ (address),

or if that person fails to attend, or if no person is named, the Chairperson of the meeting to attend, act generally and vote as directed below, or if no directions are given, as the Proxy or Chairperson sees fit, at the Annual General Meeting of the Company to be held at Level 3, 349 Collins St, Melbourne at 12pm AEDT on the 29<sup>th</sup> November 2018 and at any adjournment thereof.

<b>Voting directions to your Proxy – please mark X to indicate your directions.</b>			
<b>Business Item</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
To approve the Annual Financial Report for the year ended 30 June 2018			
Re-Election of James Atkins as a Director			
Re-Election of Arianne Rose as a Director			
Re-Election of Julie Green as a Director			
<b>Special General Resolution 1:</b> That the Constitution marked “A” in the form prepared by Arnold Bloch Leibler, Lawyers and Advisers be adopted as the Constitution of the Company in total substitution for and to the exclusion of all other constitutional documents of the Company; and			
<b>Special General Resolution 2:</b> That the Directors of the Company be authorised to do all such things as may be incidental or necessary to give effect to special general resolution 1.			

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

For your vote to be effective it must be completed in full and received by 12pm AEDT Tuesday 27<sup>th</sup> November 2018.