



ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Royal Agricultural & Horticultural Society of South Australia Inc originally scheduled on 20 March 2020 and postponed due to Covid-19 public health protocols will now be held in the Ridley Centre, Adelaide Showground, Wayville on

Friday, 4 September 2020 at 10.00 am

The venue's meeting arrangements will comply with Covid-19 health protocols applicable at the time of the meeting. Draft proposed plans are provided at the bottom of this notice. If you have any concerns on the conduct of this AGM, please contact the undersigned before the meeting.

BUSINESS

1. To confirm minutes of the Annual General Meeting held on 22 March 2019 which have been posted on the Society's website and circulated to Society Councillors.
2. To receive and adopt the Annual Report of the Society, including President's Report, Chairman's Report, Chief Executive's Report, Treasurer's Report, Income Statements, Balance Sheet and Auditor's Report for the year ending 31 December 2019.
3. Appointment of Patron
4. Appointment of President
5. Confirmation of Sectional Committees
6. To consider recommendations from the Executive Committee for the appointment of ex-officio members of the Council for the year 2020:

Agri Food & Commerce Committee

Ms Catherine Sayer, representing Food SA

Art, Craft, Cookery & Technology Committee:

Mrs Claire Bennett, representing Primary & Secondary Schools

Beer, Cider & Spirit Committee:

Mr Warwick Billings –nominated by Cider Australia

Mr Tim Gniel – representing Tarac Technologies

Dairy Products Committee:

Mrs Karen McIntyre – nominated by the Dairy Industry Association of Australia

Mr Sean Kay – representing Cheese Partners

Mr Matt Cooper –representing Di Rossi Foods

Diverse Farming Committee:

Mr Chris Francis – nominated by the Blacksmiths & Farriers Association

Mrs Kerry Porter – nominated by the Australian Alpaca Association

Dog Committee:

Mr Brian Parker – nominated by Dogs SA

Horticulture Committee:

Mr Trevor Camac – nominated by the Orchid Society of SA

Mrs Susie Green – nominated by the Apple and Pear Growers Association of SA Inc.

Mr Mark Doecke – nominated by Citrus Australia SA Region

Mr Vido Cappelletto – nominated by TAFE SA

Wine Committee:

Mr Peter Godden – nominated by the Australian Wine Research Institute

7. To consider, and if thought fit, pass 4 separate resolutions each as Special Resolutions on the following 4 additions to alter the rules of the Society (the Society's Constitution). To pass each of the four Special Resolutions listed below, 75% of all members attending and entitled to vote, must vote in favour of the motion in order to pass each resolution.

(1) Addition of rule 10.3.7 (c) – to assist with the interpretation of the Society's rules around tenure in office and eligibility for re-election or election by clarifying that the prescribed officeholders are eligible to stand for re-election or election for any of the Offices at the expiration of their term of office;

(2) *Proxy Voting* – Addition/change of rules 7.4.1 Quorum, 7.4.5 Resolutions, 7.4.8 Proxies, 7.4.9 Lodgement of Proxies, 7.4.10 Validity of Proxies and 7.4.11 Where Proxy is Incomplete;

(3) *Direct Voting* – Addition of rules 7.4.12 Direct Voting and 7.4.13 Treatment of Direct Votes; and

(4) *Using Technology* – Addition/change of rule 7.4.3.

A copy of the Constitution with the proposed alterations is available for inspection by members on the Society's website (www.rahs.com.au). An extract of the changes and corresponding explanatory notes for Special Resolutions 2-4 (inclusive) are **attached** to this Notice.

8. To appoint an auditor.

9. Information Briefing on the impact of COVID-19 on the Society's business to now and future plans.



JOHN W ROTHWELL
CHIEF EXECUTIVE

SAFE Covid-19 Health Protocols for Society AGM 4 September 2020

Note: The Society will adhere to the restrictions and protocols at the time of the meeting and circulate final arrangements two days before the meeting to members and a printed version on the agenda available at the meeting.

- *Currently it is planned that seating will be according to social distancing rules at 1.5 metres apart with 2 sqm per person in the room.*
- *Social distancing to be observed at all times, i.e. on arrival at the venue, registering for the meeting, at the tea & coffee station etc.*

Suggested changes to the Society's Constitution (marked in red)

Special Resolution 1 - As per 7(1) above:

10.3.7 Election Process

- “(c) For the avoidance of doubt, subject to clause 10.3.7(b), all persons elected to the office of President, Chairman of the Council, Deputy Chairman of the Council, Treasurer or Trustee (each an *Office*), are eligible to stand for re-election or election for any of the Offices at the expiration of their term of office.”

Special Resolution 2 - As per 7(2) above:

Proxy Voting

7.4.1 Quorum

- (a) No business will be transacted at any General Meeting, unless a quorum of Voting Members is present **personally or by proxy (or by direct vote if determined by the Board)** at the time the meeting proceeds to business.
- (b) The quorum for a General Meeting is 40 Voting Members.

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7.4.5 Resolutions

- (a) At a General Meeting, a resolution put to the vote of the meeting is to be decided on a show of hands or by poll, as the chairman of the meeting directs.
- (b) Subject to having paid all amounts owing to the Society at least 3 Business Days prior to the relevant General Meeting, each Voting Member is entitled to one (1) vote **and may vote personally or by proxy (or by direct vote if determined by the Board)**.
- (c) The chairman of the meeting has a deliberative vote and in the case of an equality of votes also a casting vote.

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7.4.8 Proxies

- (a) A Voting Member who is entitled to attend and cast a vote at a General Meeting may appoint another Member as the Member's proxy to attend and vote for the Voting Member at the meeting.
- (b) An instrument appointing a proxy must be in writing and contain the following information:
- (i) the Society's name;
 - (ii) the appointor's full name and registered address;
 - (iii) the proxy's full name or the office held by the proxy;
 - (iv) the meeting(s) at which the proxy may be used; and
 - (v) the signature of the appointor, or the signature of such an appointor under power of attorney.
- (c) An undated proxy is taken to be dated on the day that it is received by the office of the Society.
- (d) The Board shall have the power to prescribe the form of an instrument appointing a proxy from time to time. In the absence of a prescribed form of proxy, any instrument appointing a proxy which complies with the requirements contained within this Constitution is valid.
- (e) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (f) In the absence of any direction contained in the instrument appointing a proxy

specifying the manner in which the proxy is to vote in respect of a particular resolution, the proxy may vote as the proxy thinks fit on any motion or resolution.

7.4.9 Lodgement of Proxies

For an instrument appointing a proxy to be valid, the instrument appointing the proxy must be received by the Society (at the office of the Society or at such other place as is specified for that purpose in the notice convening the General Meeting) no less than 48 hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote.

7.4.10 Validity of Proxies

- (a) A vote cast in accordance with the terms of an instrument of proxy will be valid even if before the vote was cast the appointor:
 - (i) died;
 - (ii) became of unsound mind; or
 - (iii) revoked the proxy or power,unless written notification of the relevant event is received by the office of the Society before the meeting, adjourned meeting or the taking of the poll at which the relevant instrument was used. The Chairman's decision as to whether a proxy has been revoked will be final and conclusive.
- (b) A proxy will be revoked by the appointor attending and taking part in any meeting.

7.4.11 Where Proxy is Incomplete

- (a) No instrument appointing a proxy shall be treated as invalid merely because it does not contain:
 - (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument shall be taken to be given in favour of the chairman of the General Meeting.

Special Resolution 3 - As per 7(3) above:

Direct Voting

7.4.12 Direct Voting

- (a) The Board may determine that at any General Meeting, a Member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution.
- (b) In this clause 7, a “**direct vote**” includes a vote delivered to the Society by post, or other electronic means approved by the Board, and “**direct voting**” means the process associated with the making of a direct vote.
- (c) The Board may prescribe by-laws, rules, regulations, policies and codes in accordance with rule 23 of this Constitution to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes, including for the purposes of determining a quorum.

7.4.13 Treatment of Direct Votes

A direct vote on a resolution at a General Meeting in accordance with clause 7.4.12 is of no effect and will be disregarded if:

- (a) at the time of the resolution, the person who cast the direct vote:
 - (i) is not entitled to vote on the resolution; or

- (ii) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered;
- (b) had the vote been cast in person at the meeting at which the resolution is considered:
 - (i) the vote would not be valid; or
 - (ii) the Society would be obliged to disregard the vote;
- (c) subject to any by-laws, rules, regulations, policies and codes prescribed by the Board, the person who cast the direct vote is present in person at the meeting at the time the resolution is considered; or
- (d) the direct vote was cast otherwise than in accordance with any by-laws, rules, regulations, policies and codes prescribed by the Board under clause 7.4.12(c).

Special Resolution 4 - As per 7(4) above:

Using technology

7.4.3 Conduct of Meetings

- (f) Subject to the requirements of the Act, this Constitution and any by-laws, rules, regulations, policies and codes, the Board may allow a General Meeting to be held at 2 or more venues using any technology approved by the Board.

Explanatory Notes

During the difficult time of needing to postpone and reconstitute the AGM due to Covid-19 restrictions, the Board, upon advice from the Society's legal advisors Finlaysons Lawyers, has taken the view that it is a suitable time to modernise the Constitution by making amendments to incorporate mechanisms to be available to the Society to facilitate alternative methods of conducting future General Meetings of the Society, and recommends each of the proposed alterations for adoption.

Special Resolution 2 (Item 7(2)) - Proxy Voting

The Society's Constitution does not currently provide for proxy voting, a commonly used mechanism for participation in corporate meetings. It is proposed to incorporate rules on proxy voting in the Constitution to allow the Society's Voting Members to nominate a proxy for a General Meeting, meaning Voting Members who cannot physically attend the meeting can still be involved and participate in voting. Proxy voting will be a mode of voting available for both ordinary resolutions and special resolutions. It is proposed that the quorum for a General Meeting should include Voting Members "present personally or by proxy" to ensure a quorum is met, particularly in times where it is difficult to have 40 Voting Members present personally in the one room.

Special Resolution 3 (Item 7(3)) - Direct Voting

The Society's Constitution does not currently provide for direct voting. Direct voting provides a flexible method for voting on a particular issue. It is proposed to incorporate rules on direct voting in the Constitution to allow for particular types of resolutions (but not special resolutions, due to the current "in person" legislative requirements for passing special resolutions) to be passed where Voting Members could cast their vote by either filling out a form and posting it to the Society, or through other means (such as electronic means), without the need to attend in person or nominate a proxy. It is proposed for the Board to have the discretion of determining when and how direct voting can be used at General Meetings, including whether a person voting through a direct vote counts towards the quorum. This will give the Society flexibility to pass ordinary resolutions, where ordinary resolutions could be passed without the need to attend in person.

Special Resolution 4 (Item 7(4)) - Using Technology

It is proposed to incorporate a general clause where the Board may allow a General Meeting to be conducted using technology. This rule would assist in providing flexibility for the Society for General Meetings in the future. The Board will have a discretionary power to implement the use of technology in General Meetings when and as it sees fit. The proposed ability to hold a General Meeting at 2 or more venues allows the Members to each be at their own separate locations using technology, or for Members to be at one physical location, such as at the offices of the Society or in several rooms at the offices.