

# 2019

# NOTICE OF ANNUAL GENERAL MEETING

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**Sugar Research Australia Limited**

ABN 16 163 670 068

**2 pm (Brisbane time)**

**Thursday 24 October 2019**

**50 Meiers Road**

**Indooroopilly, QLD 4068**

# CHAIR'S LETTER

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**Dear Member,**

It is my pleasure to invite you to the Annual General Meeting (AGM) of Sugar Research Australia Limited (SRA) scheduled for Thursday, 24 October 2019.

The meeting will be held at SRA, 50 Meiers Road, Indooroopilly, Qld commencing at 2.00pm (Brisbane time). Registration will commence at 1.00pm (Brisbane time) and light refreshments will be available after the meeting.

The AGM is an opportunity for the Members to talk to the Directors and I encourage you to attend.

At this AGM, SRA is tabling Financial Statements and conducting an election of Directors.

We have enclosed a Proxy Form for Members who are unable to attend the meeting and would like to appoint a proxy to attend on their behalf. You can complete and return the hardcopy of your Proxy Form by post in the Reply Paid envelope provided. Alternatively, you can return the proxy by 2.00pm on Tuesday, 22 October 2019 by any of the methods described on the back of the Proxy Form.

The Directors and executives of SRA look forward to seeing you at the AGM.

Yours sincerely,



**Dr Ron Swindells**

Chair

20 September 2019

# ABOUT OUR AGM

## What is an Annual General Meeting (AGM)?

The Annual General Meeting of SRA is a meeting of the Group G Members and Group M Members of SRA (together the "Members").

This year's AGM for SRA is being held within 5 months of the end of the financial year, being 30 June 2019.

## What is the business of an AGM?

The business of an AGM may include:

- Consideration of the annual Financial Report, Director's Report, Auditor's Report, Director Selection Committee Report and any resolutions;
- Election of Directors; and
- Questions or comments from Members about the management of the company.

The business of this year's AGM is set out on page 4.

## Who can attend SRA's AGM?

SRA's AGM can be attended by:

- An SRA Member or its Member Representative;
- A proxy or representative properly appointed by a Member; or
- Other persons permitted by SRA.

## How to Vote

Set out below are the voting entitlements for Group G and Group M Members.

When an item of business requires a vote of Members, all Members are entitled to vote. Your voting entitlement is as follows:

### Group G Members

Each Group G Member is entitled to cast one vote at a General Meeting. Each Group G Member Representative may cast one vote for each Growing Business for which they are the Member Representative as shown in the Voting Register for the relevant calendar year.

### Group M Members

Each Group M Member is entitled to cast the number of votes shown in the Voting Register as allocated to it for the relevant calendar year.

SRA has given notice to each Group M Member of its voting entitlement which is calculated on two separate bases:

- one vote per Mill Company; and
- one vote per whole tonne of Sugarcane Delivered to the Processing Plant(s) of the Mill Company in the prior calendar year.

If your Member Representative cannot attend, you can still vote by proxy, attorney, or, for corporate Members, corporate representative. You can nominate the Chair to vote as your proxy.

Proxy Forms must be received by SRA no later than **2 pm (Brisbane time) on Tuesday 22 October 2019**.

## Annual Report

An electronic copy of the 2019 Annual Report can be viewed on the SRA website at: [sugarresearch.com.au](http://sugarresearch.com.au).

You can request to receive a hard copy of the Annual Report by notice in writing to SRA as set out below.

Please contact the Company Secretary at [members@sugarresearch.com.au](mailto:members@sugarresearch.com.au) or (07) 3331 3333 to request a hard copy of the Annual Report.

# NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that an **Annual General Meeting** of the Members of **Sugar Research Australia Limited** ('Company' or 'SRA') will be held at **2.00 pm** on **24 October 2019** at **SRA, 50 Meiers Road, Indooroopilly, QLD 4068**.

## Items of Business

### Item 1. Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and the Auditor for the financial year ending on 30 June 2019. *(No vote is required for Item 1).*

### Item 2. Director Selection Committee Report

To receive and consider the Director Selection Committee Report dated 16 August 2019. *(No vote is required for Item 2).*

### Item 3. Election of Directors

To consider and, if thought fit, pass the following resolutions as separate Ordinary Resolutions:

- (a) That, in accordance with rule 28.1 of SRA's Constitution, Ms Lindy Hyam, who retires by rotation in accordance with rule 30.4 of SRA's Constitution, and who has been recommended by the Director Selection Committee and is eligible for re-election, be re-elected as a Director of SRA for a term of 3 years;
- (b) That, in accordance with rule 28.1 of SRA's Constitution, Dr Jeremy Burdon, who has been recommended by the Director Selection Committee, be elected as a Director of SRA for a term of 3 years; and
- (c) That, in accordance with rule 28.1 of SRA's Constitution, Mr Lee Blackburn, who has been recommended by the Director Selection Committee, be elected as a Director of SRA for a term of 2 years.

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DATED: 20 September 2019

### By order of the Board

MB Shannon      *Company Secretary*

## Notes on Voting and Proxies

- (a) A Member who is entitled to attend and cast a vote at the meeting is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the meeting. A Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise (in accordance with section 249L(d)(iii) of the *Corporations Act 2001* (Cth).
- (b) A proxy need not be a Member of the Company. A proxy has no power to act for a Member at a General Meeting at which the admitted Member or Member Representative is present. You can appoint the Chair of the meeting or any other person as your proxy. If your named proxy does not attend the meeting, the Chair of the meeting will be your proxy.
- (c) You can direct your proxy as to how to vote by completing the Proxy Form appropriately. To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. If you do not direct your proxy how to vote on the Proxy Form, then the proxy may vote as he or she thinks fit. Additional information is contained in the Notes for Completion of the Proxy Form.
- (d) If you wish to appoint a proxy and are entitled to do so, then you must complete and return the attached Proxy Form so that it is received by the Company **before 2pm** (Brisbane time) on **Tuesday 22 October 2019** at its registered office at:

**50 Meiers Road Indooroopilly QLD 4068      Facsimile: 07 3871 0383      Email: members@sugarresearch.com.au**

- (e) A corporation is entitled to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) A Member is entitled to appoint an attorney to act on behalf of a Member at all meetings (or at all meetings for a specified time). For an instrument appointing an attorney to be effective, the power of attorney or a copy of the power of attorney, certified as a true copy by statutory declaration, and such evidence as the directors may require of the validity and non-revocation of that power of attorney, must be received by the Company at the address set out in note (d) above, no less than 48 hours before the commencement of the meeting or any adjourned meeting.
- (g) If you have any queries on how to cast your votes, please call the Company Secretary Mr Michael Shannon on **07 3331 3326** during business hours.

# EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to SRA Members about the items of business set out in the Notice of Meeting and form part of that Notice.

## 1. Financial statements and reports

The *Corporations Act 2001* (Cth) requires the financial report (which includes the financial statements and Director's declaration), the Director's Report and Auditor's Report for the financial year ending 30 June 2019 to be laid before the Annual General Meeting.

There is no requirement either in the *Corporations Act 2001* (Cth) or in SRA's Constitution for members to approve the financial report, the Directors' Report or the Auditor's Report.

SRA Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

## 2. Director Selection Committee Report

Under the SRA Constitution, a Director Selection Committee (**DSC**) is to be formed each year to identify and nominate the number of persons needed for election to the Board as Directors of the Company.

The SRA Board appointed Ms Kathryn Adams as the independent chair of the DSC. The SRA Constitution requires that the Industry Peak Organisation nominate 2 Group G Member Representatives and 2 Group M Member Representatives to sit on the DSC.

The following Member Representatives are members of the DSC for 2019:

### Group G

Allan Dingle  
Paul Schembri

### Group M

Stewart Norton  
Andrew Cappello  
(replacing Shunjie Guo)

Having regard to rule 30.4 of the SRA Constitution, the following members of the SRA Board must retire from office and are eligible for re-election at the Annual General Meeting in 2019:

Dr Helen Garnett  
Mr Steve Guazzo

Ms Lindy Hyam

In accordance with the SRA Constitution, the SRA Board is required to be a skills based board with collective expertise in range of identified areas detailed and advised to the DSC under rule 26.1(d) of the SRA Constitution. These are:

- (i) corporate governance including in chairing a company and legal and compliance;
- (ii) sugarcane growing;
- (iii) sugarcane processing for any product;
- (iv) crop-based agriculture;
- (v) national and international R&D, technology, technology transfer, commercialisation and adoption;
- (vi) conservation and management of natural resources;
- (vii) administration and oversight of R&D including an understanding of benefits of economic analysis in relation to R&D projects; and
- (viii) finance and business management.

The DSC agreed a recruitment process, timeframes, position details and skills gaps and an advertising and search strategy.

The DSC was assisted by independent consultants, Directors Australia.

The DSC considered all applications received following a national and regional advertisement programme and interviewed shortlisted candidates.

The DSC provided its formal Director Selection Committee Report dated 16 August 2019 to the SRA Board and this report is to be submitted to the Annual General Meeting of SRA.

The DSC recommended the following:

- Ms Lindy Hyam;
- Dr Jeremy Burdon; and
- Mr Lee Blackburn,

be nominated for election as Directors for the periods specified in the resolutions.

## 3. Election of Directors

In line with the results of the DSC process, the meeting will be asked to consider and, if thought fit, pass the following resolutions as separate Ordinary Resolutions:

- (a) That, in accordance with rule 28.1 of SRA's Constitution, Ms Lindy Hyam, who retires by rotation in accordance with rule 30.4 of SRA's Constitution, and who has been recommended by the Director Selection Committee and is eligible for re-election, be re-elected as a Director of SRA for a term of 3 years;
- (b) That, in accordance with rule 28.1 of SRA's Constitution, Dr Jeremy Burdon, who has been recommended by the Director Selection Committee, be elected as Director of SRA for a term of three 3 years; and
- (c) That, in accordance with rule 28.1 of SRA's Constitution, Mr Lee Blackburn, who has been recommended by the Director Selection Committee, be elected as Director of SRA for a term of three 2 years.

The following provides information on the nominated candidates:

**Ms Lindy Hyam**

*B.Ed, Dip Teach, MBA, FAICD*

Ms Hyam has worked extensively in agriculture with engagement across more than 40 established, new and emerging commercial plant based and animal levy paying industries and their research communities. This includes sugar, addressing issues along the value chain ranging from grower based through to commercialisation of R&D outcomes, biosecurity and international marketing of product.

Ms Hyam was previously a Director, Sugar Research and Development Corporation, Director, Plant Health Australia, Director, Rural Industries Research and Development Corporation, Director for Hort Research, New Zealand's Crown Research Institute for Horticulture and Food and Executive Director, Horticultural Research and Development Corporation (HRDC). Ms Hyam has over 20 years of leadership experience at board and CEO levels in the private and public sectors across urban and regional Australia and internationally with a diverse range of organisations of all sizes and governance structures.

Ms Hyam is currently:

- Board member of the State Local Land Services Board, a NSW Government Agency for improving primary production and natural resource management; and Chair of the Hunter region Local Land Services Board;
- Chair, Hunter Valley Wine and Tourism Association (commenced November 2017);
- Member, Tocal Agricultural College Advisory Council (commenced January 2018); and
- Director, Hyam Consulting Pty Ltd.

Ms Hyam is a Fellow of the Australian Institute of Company Directors.

Member – SRA People, Performance and Remuneration Committee

**Dr Jeremy Burdon**

*BSc (Hons), PhD, Hon DSc, FAA, FTSE, MAICD*

Dr Jeremy Burdon has an international reputation as both a scientist (evolutionary biology) and a research manager and strategic planner. In the early 2000s he was involved in the sugar industry guiding research relationships between CSIRO and BSES and as a Director of the CRC for Sugar Industry Innovation through Biotechnology. More recently he has served for four years as a member of SRA's Independent Research Funding Panel.

Dr Burdon has broad interests across all plant-based agricultural industries developed through a previous role as Chief of the Division of Plant Industry, CSIRO (2003-2012). Additionally and subsequently, he has served on the Board of Trustees of Bioversity International (a member of the CGIAR: 2009-2015), on the Board of the Grains Research & Development Corporation (2011-2017), and as the Chair of the Australian Academy of Science's National Committee for Agriculture, Fisheries & Food. Currently, he serves on the Board of the Cotton Research & Development Corporation.

**Mr Lee Blackburn**

Mr Lee Blackburn has been a grower for 26 years and has been managing the family farm and harvesting business since 2002.

Mr Blackburn is currently:

- Chair of Eton Irrigation Scheme Pty Ltd;
- Director of Mackay Sugar Limited;
- Director of Queensland Commodity Services;
- Director of Mackay Area Productivity Services; and
- Director of Kinchant Dam Water Users Association.

Mr Blackburn is a former director of Mackay Canegrowers Limited and former member of the Canegrowers Mackay Area Committee.



**Sugar Research Australia Limited**

ABN 16 163 670 068

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