### RESPONSIBLE FOREST MANAGEMENT AUSTRALIA

**Minutes of the Annual General Meeting**  
**Thursday 24th May 2018**

### MEETING BEGINS

**Chair(s):** Chair – Susie Russell (SR), Deputy Chair – Linda Fienberg (LF)  
**Directors:** Susie Russell (SR), Linda Fienberg (LF), Pat Groenhout (PG), Warrick Jordan (WJ), Helen Murray (HM), Andrew Morgan (AM), Sarah Rees (SRe), Jacki Schirmer (JS), Craig Dunn (CD), Pat Groenhout (PG), Jane Mansfield (JM), Leanne Tomlinson (LT), Jess Abrahams (JA), Ross Hampton (RH), Lorraine Cassin (LC), Annabel Kater (AK), Christopher Taylor (CT), Sean Cadman (SC), David Blair (DB), Jill Redwood (JR), Bill Watson (BW), Gary Featherston (GF), Jonathan Moylan (JM), Paul Winn (PW), Michael Kennedy (MK), Mark Annandale (MA), Sandy Kam (SK), Mike Thompson (MT), Michael Schofield (MS), Peter Grist (PG), Phil Duncan (PD), Keven Pleysier (KP), Chrissy Sharp (CS), Suzette Weeding (SW), Lindsay Bourke (LB), Tim Cronin (TC)  
**Location:** Kathleen Syme Library & Community Centre, 251 Faraday Street, Carlton VIC 3053  
**Apologies:** Pat Groenhout (PG), Jane Mansfield (JM), Leanne Tomlinson (LT), Jess Abrahams (JA), Ross Hampton (RH), Lorraine Cassin (LC), Annabel Kater (AK), Christopher Taylor (CT), Sean Cadman (SC), David Blair (DB), Jill Redwood (JR), Bill Watson (BW), Gary Featherston (GF), Jonathan Moylan (JM), Paul Winn (PW), Michael Kennedy (MK), Mark Annandale (MA), Sandy Kam (SK), Mike Thompson (MT), Michael Schofield (MS), Peter Grist (PG), Phil Duncan (PD), Keven Pleysier (KP), Chrissy Sharp (CS), Suzette Weeding (SW), Lindsay Bourke (LB), Tim Cronin (TC)  
**In attendance:** Sara Gipton (SG), Company Secretary, Tim Morrisey (TM), Lou Coutts (LC), Daniel Mackey (DM), Paul Adams (PA), Diana Lloyd (DL), Steven Meacher (SM), Nick Capobianco (NC), David West (DW), Amanda Naismith (AN), David Bennett (DB), Sean O’Malley (SO), Andrew Morgan (AM), Manjula Murugesan (MM), Travis Wacey (TW), Nathan Trushell (NT), Carlie Porteous (CP), Nora Devoe (ND), Alex Messina (AM), Tim Norman (TN), Julia Mylne (JM), Sanjeeewani Pathirage (SP)

### Agenda item  
**Agenda item**  
**Discussion**  
**Agreement / Actions**

<table>
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<tr>
<th>1. Attendance: Quorum and Board Code of Conduct overview</th>
<th>Aunty Diane Kerr unable to attend and carry out Welcome to Country, Acknowledgement of Country carried out by SR</th>
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<td>2. Conflict: Material Personal Interest</td>
<td>None declared</td>
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### Agenda item: Minutes: Confirm previous meeting

**Discussion:**

Chair (SR) reports on highlights and reflections from the previous year.

**Agreement / Actions:**

- **Motion:** Approve minutes of 2017 AGM
- **Moved:** LF
- **Seconded:** DW (David West)

2017 minutes approved.

### Agenda item: FSCA Report of activities (FSC Chair)

- Chair (SR) reports on highlights and reflections from the previous year

**Motion:** None.

### Agenda item: Receive audited financial statements 2016 and 2017

- FSC CEO (SG) report on financial position and audited financial statements.
- 2016 and 2017 accounts recast to reflect true financial position.
- During 2017 and 2018 FSCA reduced spending, overall reduction in costs.
- Directors of FSCA have determined that FSCA audited financial reports are acceptable.
- Reasonable grounds to believe that the company can pay its debts as and when they fall due.
- Financial position is sound.

**Motion:** Accounts to be accepted.
- **Moved:** LF
- **Seconded:** HM

Audited financial statements accepted.
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| 6. Appoint auditor | Show of hands taken to vote on appointing Collins and Co as the auditor of Responsible Forest Management Australia T/A FSC Australia | **Motion:** Appoint Collins and Co as auditor of Responsible Forest Management Australia T/A FSC Australia  
Moved: HM  
Second: AM  
Accepted. Vote to be taken.  
Vote passed, Collins and Co appointed as auditors of Responsible Forest Management Australia T/A FSC Australia. |
| **Special resolutions** | | **Resolution 1 withdrawn** |
| 7. Special resolution 1 | Resolution presented: Refer to attachment F, Special Resolutions  
Board response presented: Refer to attachment G  
Reply from TW to board response  
Resolution withdrawn, no vote taken |  |
| 8. Special resolution 2 | Resolution presented: Refer to attachment F, Special Resolutions  
Board response presented: Refer to attachment G  
Reply from TW to board response  
Resolution withdrawn, no vote taken | **Resolution 2 withdrawn** |
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| 9. Special resolution 3 | • Resolution presented: Refer to attachment F, Special Resolutions  
• Board response presented: Refer to attachment G  
• Reply from TW to board response  
• Vote taken | Motion: Refer to attachment F.  
Moved: TW  
Second: by proxy AMWU (TW)  
Action: Vote to be taken  
Result: Defeated |
| 10. Special resolution 4 | • Resolution presented: Refer to attachment F, Special Resolutions  
• Board response presented: Refer to attachment G  
• Reply from TW to board response  
• WJ suggests discussion of resolution 5 before taking a vote on resolution 4, as a positive vote on resolution 4 would leave FSCA in breach of our requirements under the REO (Register of Environmental Organisations). | Motion: Refer to attachment F.  
Moved: TW  
Second: DW  
Action: Vote to be taken.  
Result: Defeated |
| 11. Special resolution 5 | • Resolution presented: Refer to attachment F, Special Resolutions  
• Board response presented: Refer to attachment G  
• Reply from TW to board response | Motion: Refer to attachment F  
Moved: TW  
Second: DW  
Action: Vote to be taken.  
Result: Defeated |
| **Operational Discussion** | | |
| 12. Board elections | • Social chamber board member elections, Helen Murray (HM) and Daniel Mackey (DM). | **Daniel Mackey elected to social chamber** |

**Key Note Speaker**
**Agenda item** | **Discussion** | **Agreement / Actions**
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13. Incentivising Plantations Action Plan (Professor Rod Keenan) | • Spoke of the challenges in stimulating investment in plantations despite available capital, knowledge and market.  
• Undertaking collaborative work to present updated initiatives to overcome current challenges. |  

**Voting Results and Meeting Close**

14. Board election result | • The Company Secretary, Sara Gipton, announced the results of the Directors’ elections. | • Susie Russell elected to the environment chamber unopposed  
• Amanda Naismith elected to the 3-year economic chamber vacancy unopposed  
• Manjula Murugesan elected to the 1-year casual economic chamber vacancy unopposed.  
• Daniel Mackey elected to social chamber.
## Agenda item
### Discussion
- All special resolutions defeated
  - SR 1 Withdrawn
  - SR 2 Withdrawn

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<td>15. Result of Special Resolutions</td>
<td>For</td>
</tr>
<tr>
<td>SR 3</td>
<td>16%</td>
</tr>
<tr>
<td>SR 4</td>
<td>13%</td>
</tr>
<tr>
<td>SR 5</td>
<td>23%</td>
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16. Other Business
- Thank you to non-continuing board members from SR

17. Evaluation of this meeting
- Request for feedback regarding AGM from SR

18. Meeting Close: Confirmation of actions
- Looking to future work, in particular NRA, Indigenous engagement and solid wood.

**Opened:** 2.30pm
**Closed:** 5.00pm