Responsibilityy Forest Management Australia Limited t/as FSC Australia

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**RESponsible Forest Management Australia**

**Minutes of the Out-of-Session Meeting of the Board of Directors**

**Dates:** Various, as between 2 April 2015 – 8 May 2015

**Meeting (by technology and circular email)**

**Chair(s):** Jonathan La Nauze (JL), Jacki Schirmer (JS)

**Directors:** Jonathan La Nauze (JL), Pat Groenhout (PG), Cheryl Speechley (CS), Kevin Peachey (KP), Jacki Schirmer (JS), Linda Fienberg (LF), Susie Russell (SR), Sarah Rees (SRe), Andrew Morgan (AM)

**By technology:** Out-of-session meeting conducted by technology and circular email.

**Apologies:** N/A

**In attendance:** Adam Beaumont (CEO), Daniel Goldsworthy (Secretary)

<table>
<thead>
<tr>
<th>Agenda Item</th>
<th>Discussion</th>
<th>Agreement/Actions</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Confirmation of Budget</td>
<td>Budget to be reviewed by the Board of Directors as contained in the FSC DropBox folder. The only changes to the proposed Budget that was provisionally approved at the last Board Meeting have been flagged in the document.</td>
</tr>
<tr>
<td></td>
<td>Proposed Special Resolutions</td>
<td></td>
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<tr>
<td>2</td>
<td>The Board has proposed and approved the following Special Resolutions</td>
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**Special Resolution #1:**

THAT the constitution of the company be amended as follows:

1. In Section 10.2(c):

*Replace:*

“Representatives of FSC accredited certification bodies and representatives of government whether Federal or State are not eligible to be Directors.”

*With:*

“Certification bodies and government owned or controlled entities (as defined by FSC International), whether Federal or State, may not be represented on the Board of Directors.”

**Special Resolution #2:**

THAT the constitution of the company be amended as follows:

1. In Section 10.2(c):

Motion (by circular resolution via email): Special Resolution #1 is approved by the Board on 30 April 2015 and is to be circulated to the Membership for its consideration ahead of the forthcoming 2015 AGM.

Mover: SR Seconder: CS
Replace:

“A statement of support for the Applicant describing how the Applicant is meeting the tenets of the Company. In the case of Organisations, this support shall take the form of a statement from its governing body.”

With:

“A statement of support from the Applicant describing how the Applicant is meeting the tenets of the Company. In the case of Organisations, this support shall take the form of a statement from its governing body.”

Motion (by circular resolution via email):
Special Resolution #2 is approved by the Board on 30 April 2015 and is to be circulated to the Membership for its consideration ahead of the forthcoming 2015 AGM.
Mover: AM
Seconder: PG

<table>
<thead>
<tr>
<th>3</th>
<th>Confirmation of Minutes of previous Board Meeting</th>
<th>Minutes of the last Board Meeting dated 27 February 2015 are available in DropBox for review and confirmation.</th>
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</thead>
<tbody>
<tr>
<td><strong>Opened:</strong></td>
<td>2 April 2015</td>
<td></td>
</tr>
<tr>
<td><strong>Closed:</strong></td>
<td>8 May 2015</td>
<td></td>
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<tr>
<td><strong>Next Meeting:</strong></td>
<td>28 May 2015</td>
<td></td>
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Motion: The Board of Directors confirms that the Minutes from the previous Board Meeting are a true and accurate reflection of all items as discussed.
Mover: SR
Seconder: JL