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## Minutes of the National Association for Sustainable Agriculture Australia Limited “NASAA”

### 2020 Annual General Meeting

<b>Date:</b>	30 October 2020
<b>Time:</b>	Meeting opened at 5.00pm
<b>Place:</b>	The Haus 38A Main St, Hahndorf SA 5245

<b>Attendees:</b>	<p>BOARD Glenn Schaube (“GS”), Chair – ( via Zoom) Phil Rowe (“PR”), Deputy Chair – (via Zoom) Phillip Sutherland (“PS”), Director (Board Elected) Liz Pitcher (“LP”), Director (Membership Elected)</p> <p>NASAA STAFF Alexandra Mitchell (AM), General Manager Gary Thacker Lee Mastus Kate Parker Mark Overton</p> <p>INVITED GUESTS Jasmine Tan, PKF (Auditors)</p> <p>MEMBERSHIP Refer to <i>Appendix 1 Membership attendance list</i></p>
<b>Apologies:</b>	Sue Shelton, Bellamy’s Tammy Partridge, NCO General Manager
<b>Proxies:</b>	All proxies allocated and confirmed through appropriate signed form. Proxies were allocated and signed for at AGM on registration.

<b>PROXY ASSIGNED FROM</b>	<b>PROXY ASSIGNED TO</b>
Stuart Mosman	Liz Pitcher
Rick Dunn	Liz Pitcher
Chris Alenson	Glenn Schaub
Marg Will	Jan Denham
Lawrence Chang	Jan Denham
Robert Ridgwell	Jan Denham
Fred Davies	Jan Denham
Judith Goode	Mark Anderson
Dean Metcalf	Mark Anderson
Peter Wadewitz	Tim Marshall
Sarah Wheeler	Tim Marshall
André Leu	Tim Marshall
John Jashar	Tim Marshall

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A Quorum of Members (minimum of seven) was declared and the meeting was officially opened by the Chair at 5:00pm.

Item	Description			
1	<p><b>Welcome and apologies</b></p> <p>Chair, Glenn Schaubé welcomed all to the 34th AGM of NASAA.</p>			
2	<p><b>Announcement of Proxies and Declaration of Quorum</b></p> <p>A Quorum of Members (minimum of seven) was declared and the Chair officially opened the meeting at 5:00pm.</p>			
3	<p><b>Acceptance of minutes of previous annual general meeting</b></p> <p><i>Proposed resolution: That the minutes of the NASAA Annual General Meeting held on the 25<sup>th</sup> of October 2019 be accepted.</i></p>			
	<b>Moved:</b>	GS	<b>Seconded:</b>	JD
	<b>Carried</b>			
4	<p><b>Chair's/General Manager's Reports</b></p> <p>The Chair, Glenn Schaubé, gave his report: Refer to Annual Report for full account including presentation graphics</p> <p>The General Manager, Alex Mitchell, gave her report: Refer to Annual Report for full account of presentation</p>			
	<b>Moved:</b>	LP	<b>Seconded:</b>	MA
	<b>Carried</b>			
4.1	<p><b>Questions to directors</b></p> <p><u>Development Plan</u></p> <p>GB questioned if NASAA had a Development Plan in place to help people move over to organic. GS agreed that educating individuals on the process of conventional operations vs organic operations would be beneficial. He stated that the Gateways to Organic Plan was in place for that reason.</p> <p>AM advised she would follow up on this, advising the organisation needed a better understanding of what each State needs and how they operate. Statistics of the findings could then be presented.</p> <p><u>Director Fees</u></p> <p>CM questioned if Directors are paid and if so, how much? GS confirmed NASAA pays \$30,000 annually in total for all Directors. GS advised Directors are required to attend 6 meetings per year. GS advised that Directors were required to commit their time far in excess of the fees, and that because he has kept timesheets in his consultancy he could confirm that in the Chair's role, his time committed was three times that suggested in the constitution and the value of the Directors individual remuneration. JD clarified that Board fees are set by the membership at AGM's.</p> <p>SG asked if Directors fees include superannuation. GS and AM confirmed superannuation is not part of Directors remuneration package and restated that the time commitment is far in excess of the value of the Directors fees.</p>			

5	<p><b>Financial Statements and Auditors Report:</b></p> <p>GS delivered the Chair’s presentation summarising the challenges, financial position and achievements of the NASAA Group for the financial period ended 30 June 2020.</p> <p><i>Proposed motion: That the financial statements tabled at the annual general meeting be accepted.</i></p>		
	<b>Moved:</b>	JD	<b>Seconded:</b> TM
<b>Carried</b>			
6	<p><b>Notice of Motions</b></p> <p>TM proposed to Move a Motion NOT to review any of the Motions put forward due to concerns that they had not been sufficiently drafted to include whole of Constitution impacts. GS advised that the AGM agenda could not be changed to include a new motion.</p> <p>JD responded that as a point of order new Motions could not be tabled at the AGM where there was not sufficient membership present to accept tabling of new Motions. GS stated that the meeting would proceed and provide the Membership with an opportunity to vote on each Motion as presented.</p> <p><b>MOTION 1 – Improve Clarity &amp; Purpose</b></p> <p><b>Phil Rowe introduced and spoke to Motion.</b></p> <p>MA and TM raised concerns as to having multiple amendments in one motion as it did not allow acceptance of amendment to one clause only. It was proposed that each amendment be addressed separately.</p> <p>The Chair advised the amendments were most editorial and minor, and were designed to enable the Board more flexibility in how meetings were attended. JD spoke to each of the editorial amendments to demonstrate that they were of little significance.</p> <p>MA questioned the Chair to confirm that the Motions could not be edited. JD and GS responded in the affirmative.</p> <p>The reference in 12.1 to a specific online application on meetings held via tele-conference was also a concern. It was expressed it shouldn’t be limited to one or two applications.</p> <p>PP raised concern and requested clarification as to as to why the funds should be used to educate the public and not directly (and) only to certified organic members.</p> <p>The Chair confirmed there are many members of the public who are interested in organics and the clause was designed to capture donations from as wide a net as possible. Education of public also increased the customer base for those producing certified organic products and produce. Also, historically many operators had started as small home-based producers and gradually moved into commercial production, and that some promotional activities were warranted to capture that market.</p> <p><i>Proposed motion: That clauses 2.1, 10.5, and 10.9 and 12.1 of the NASAA Constitution tabled at the annual general meeting be amended.</i></p>		
	<b>Moved:</b>	PR	<b>Seconded:</b> GS
<b>Vote count - 16 for; 15 against; Motion not carried</b>			

## **MOTION 2 - Strengthen provisions for Director independence**

**PS introduced Motion. Firstly noting it was been a pleasure to serve on the Board thus far. The Motion has been proposed to provide good governance on process of allowing previous staff members join the Board. It is believed 3 years is sufficient time for previous staff to come on to the Board, without bringing any previous grievances and also to allow time for development of new perspectives on issues and provide good constructive input for Board input.**

TM addressed the meeting and stated that he believed the period of 3 years was not favourable as it will restrict those with current knowledge on certification to get back into the organisation. It was agreed that the reason for the individual leaving the organisation needs to be considered. TM agreed that there should be a set period of possibly 1 year and expressed that the organisation should make it easier for those who wish to return. It was disputed that a 3-year period gives former staff time to re-enter with fresh ideas, and a clear and open mind.

*Proposed motion: That clause 10.1. of NASAA Constitution be amended with the addition of clause 10.1.3 tabled at the annual general meeting be amended.*

<b>Moved:</b>	PS	<b>Seconded:</b>	LP
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**Vote count: 13 for; 17 against; Motion not carried**

## **MOTION 3 - Enable electronic / online voting**

**JD introduced and spoke to the Motion.**

She explained the benefits of online voting, such as better governance and providing clarity and transparency. It could also cut costs by half, being more efficient and less labour intensive.

*Proposed motion: That clause 10.4.2 to 10.4.6 of the NASAA Constitution to enable electronic / online voting be amended.*

<b>Moved:</b>	JD	<b>Seconded:</b>	PR
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**Vote count: 30 for; 0 against; Motion Carried**

## **MOTION: 4 – Modernise process for the election of Chair**

**Liz Pitcher introduced and spoke to Motion.**

TM raised concern if the real implications of this amendment had been considered and how this amendment would benefit the business.

TM believes that a holistic approach of all suggested changes to the Constitution, and that they should not be 'cherry picking' changes to clauses.

LP reiterated that this motion has had considerable thought to bring into line with contemporary Board practises. As Board Members vote on who is elected to the Board, and the Board will have majority decision on who is elected as Chair, every Board Member with the right skills to manage the Organisation should have an opportunity to be voted as Chair, regardless of if they are Membership appointed or Board appointed. Many organisations introduce an independent chair to facilitate the Board business.

PR stated that elected Board members are entrusted by the membership to run the organisation appropriately, and hence should be trusted to appoint an appropriate Chair.


*Proposed motion: That clause 17.2 of the NASAA Constitution be amended.*

<b>Moved:</b>	LP	<b>Seconded:</b>	PS
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**Vote count: 18 for; 11 against; Motion not carried**

7	<p><b>Announcement of Directors for 2020 – 2021</b></p> <p>The Chair announced the directors who achieved an elected position on the Board and congratulated them on their success.</p> <table style="width: 100%;"> <tr> <td style="width: 33%;"><b>Appointed as a director:</b></td> <td style="width: 33%;">Tim Marshall</td> <td style="width: 33%;"><b>Unsuccessful nomination:</b></td> </tr> <tr> <td></td> <td>Mark Anderson</td> <td>Glenn Schaube</td> </tr> </table>	<b>Appointed as a director:</b>	Tim Marshall	<b>Unsuccessful nomination:</b>		Mark Anderson	Glenn Schaube
<b>Appointed as a director:</b>	Tim Marshall	<b>Unsuccessful nomination:</b>					
	Mark Anderson	Glenn Schaube					
8	<p><b>General Business</b></p> <p>No General Business tabled.</p>						
9	<p><b>Meeting closed</b></p> <p>Before closing the meeting, GS spoke as outgoing Chair, reflecting on his contribution and commitment to NASAA, the strong financial position and the Gateways to Organic strategy now in place to meet the challenges facing the NASAA Group. GS thanked and acknowledged the contribution of the Directors, management, staff, committee members, sponsors and advertisers.</p> <p>He then closed the meeting at 7.30pm.</p>						

<b>Minute Taker:</b>	Daniella Rossi
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<b>Signed:</b>	
<b>Name:</b>	Glenn Schaube
<b>Date:</b>	

APPENDIX 1: Membership Attendance List

Member Name	Attending	Zoom
Carolin Möller	1	
Cate Mussared (CM)	1	
Melanie Bullers	1	
Philip Marriott	1	
Tim Marshall (TM)	1	
Laurie Galpin	1	
Jacqueline Williams		1
Simon Jones	1	
Plamen Pareskevov (PP)	1	
Joanne Koehne		1
Liz Pitcher (LP)	1	
Stuart Mosman		
Rick Dunn		
Glenn Schaubé (GS)		1
Chris Alenson		
Phil Rowe (PR)		1
Phillip Sutherland (PS)	1	
Jan Denham (JD)	1	
Mark Anderson (MA)	1	
Carolyn Suggate		1
Gary Beaton (GB)	1	
Stephanie Goldfinch (SG)	1	
Don Murray		1
Jasmine Tan (Invited)		