

## 2019 Notice of Annual General Meeting

Dear Shareholder

This is to advise you of the upcoming Annual General Meeting of the shareholders of the Fairbairn Irrigation Network Ltd.

Notice is hereby given that an Annual General Meeting of shareholders of FAIRBAIRN IRRIGATION NETWORK LTD (the "Company") will be held as follows:

Date: **Thursday, 21 November 2019**

Time: **10.00am (Note: shareholder registrations open at 9.30am)**

Location: **Mayfair Tavern Function Room  
9-11 Mayfair Drive, Emerald QLD**

Yours Sincerely

Emma McCullagh  
Company Secretary/Director



## Fairbairn Irrigation Network Ltd Annual General Meeting Agenda 2019

**Meeting:** Fairbairn Irrigation Network Ltd AGM  
**Date:** Thursday, 21 November 2019  
**Time:** 9.30am for a 10.00am start  
**Location:** Mayfair Tavern Function Room, 9-11 Mayfair Drive, Emerald

<b>OPENING FORMALITIES</b>	
1.	Registrations (open at 9.30am)
2.	Chair's welcome shareholders & visitors / housekeeping rules
3.	Apologies received to date / apologies from the floor
4.	Chair's Report and Update
5.	General Manager's Update
<b>ORDINARY BUSINESS</b>	
6.	Item 1 - Financial Report
7.	Item 2 - Appointment of Directors
8.	Item 3 - Appointment of Auditor 2019-2020
<b>SPECIAL BUSINESS</b>	
9.	Item 4 - Other Business
10.	Close of Meeting

## **EXPLANATORY NOTES:**

### **ORDINARY BUSINESS**

#### **Item 1: Financial Reports**

Having commenced trading on 1 July 2019, the Fairbairn Irrigation Network Ltd is not required to prepare and present audited financial statements. The Chair will discuss the opening Balance Sheet as at 1 July 2019.

**No resolution is required.**

#### **Item 2: Appointment of Directors**

- Emma McCullagh and Peter Galea are retiring in rotation in accordance with the Constitution and, being eligible, have offered themselves for re-election.
- The Board considered Emma McCullagh to be an Independent Director nominee.
- The Board considers Peter Galea to be a Shareholder Director nominee.

**In accordance with Clause 41(d) of the Constitution, if the number of candidates nominated for election to the Board does not exceed the number of vacancies, the candidates nominated will be deemed to be elected.**

#### **Item 3: Appointment of Auditors**

To consider and, if thought fit, appoint BDO Audit Pty Ltd, Level 3/2 Emporio Place, 2 Maroochy Blvd, Maroochydore, QLD 4558 as auditors of Fairbairn Irrigation Network Limited for the 2019/2020 financial year.

##### **Resolution 1:**

‘That the Shareholders approve the appointment of BDO Audit Pty Ltd, Level 3/2 Emporio Place, 2 Maroochy Blvd, Maroochydore, QLD 4558 as auditors of Fairbairn Irrigation Network Ltd for the 2019/2020 financial year, subject to ASIC consent.’

### **SPECIAL BUSINESS**

#### **Item 4: Other Business**

To transact any other business which may be brought forward in conformity with the Company’s Constitution.

## ELIGIBILITY TO VOTE

You may attend and vote at the AGM if you are a Fairbairn Irrigation Network Ltd shareholder at the start of the meeting and are a holder of an allocation in the Emerald Irrigation Scheme at that time.

(Note: If you have permanently transferred some or all of your water allocations, your rights with respect to the shares (including the right to vote) are suspended with respect to the transferred water allocation (Article 7.5(l)).

If you need confirmation of your shareholding please contact the Company Secretary, Emma McCullagh on [Emma.McC@fairbairnirrigation.com.au](mailto:Emma.McC@fairbairnirrigation.com.au).

### Proxy Votes:

You can appoint a proxy in line with the instructions outlined below.

**Proxy forms must be received not less than 48 hours before the commencement of the meeting, that is before 10am on Tuesday 19<sup>th</sup> November 2019.** Proxy forms received after this time will be invalid.

## APPOINTMENT OF PROXIES

A proxy form is attached for your use if required. Please note the following:

- 1 An Ordinary Shareholder is entitled to attend and vote at this meeting but may appoint another Ordinary Shareholder as a proxy.
- 2 A single individual may act as proxy for multiple Ordinary Shareholders.
- 3 The document appointing a proxy must be in writing or if the appointer is a corporation, duly executed under the Act.
- 4 Where only one proxy is to be appointed complete the proxy form attached.
- 5 The document appointing a proxy and any power of attorney or other authority under which it is signed must be deposited at the registered office of the Company or sent by email not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy will be invalid.
- 6 The form must be signed personally by the Shareholder or his/her attorney. A corporation must sign in accordance with its Constitution.
- 7 Where the proxy form is signed by an attorney, the power of attorney must be produced at the registered office not less than 48 hours before the time appointed for holding the Meeting.
- 8 If you desire your proxy/proxies to vote in a certain way place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution your proxy/proxies may vote as he/she/they think fit.
- 9 Proxies must be received at the registered office of the Company, at least 48 hours before the time of the holding of the meeting. Proxies can be:
  - delivered by post to the Company Secretary, PO Box 571, Emerald 4720
  - delivered by hand to the Company Secretary, Fairbairn Irrigation Network Ltd, 87 Esmond Street, Emerald QLD 4720, or
  - emailed to the Company Secretary: [Emma.McC@fairbairnirrigation.com.au](mailto:Emma.McC@fairbairnirrigation.com.au)

## PROXY VOTE FORM

I, the undersigned,

{name} \_\_\_\_\_

{position: director/trustee/partner/principal} \_\_\_\_\_ of

{shareholder legal entity} \_\_\_\_\_

{address} \_\_\_\_\_

being a shareholder of Fairbairn Irrigation Network Ltd, hereby appoint:

{name} \_\_\_\_\_

**(print name of proxy in block letters)**

of {address} \_\_\_\_\_

or failing the individual named or if no individual is named, the Chair of the meeting,

**OR**

The Chair of the meeting (mark with an X)

as my proxy to vote on my behalf at the Annual General Meeting of the Company to be held at 10:00am on Thursday 21<sup>st</sup> November 2019, and at any adjournment of that meeting.

I understand that if I have not directed my proxy how to vote, my proxy may vote or abstain from voting as they think fit. *(A tick or a cross should be placed in the appropriate box below if the Member wishes to direct the proxy how to vote on a poll).*

### Ordinary Business

Item 3 - Resolution 1

**For**

**Against**

**Abstain**

Signed \_\_\_\_\_

at on this \_\_\_\_\_ day of \_\_\_\_\_ 2019

**Note:** If this form is being signed by a person who is not a Shareholder Member, then the relevant authority (e.g. power of attorney) must either have previously been exhibited to the Company or its Registrar or be attached to this form.

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- emailed to the Company Secretary: [Emma.McC@fairbairnirrigation.com.au](mailto:Emma.McC@fairbairnirrigation.com.au)