



RESPONSIBLE FOREST MANAGEMENT AUSTRALIA

Minutes of the Annual General Meeting (2015 AGM)

THURSDAY 28TH MAY 2015

FSC® Australia
 Providing Membership,
 Account Management,
 Marketing and Trademark services
 to New Zealand on behalf of
 FSC International

MEETING BEGINS: 9:30am

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

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

Apologies: Kevin Peachey (KP)

In attendance: Adam Beaumont (CEO), Daniel Mackey (Deputy CEO), Daniel Goldsworthy (Company Secretary)

AGENDA ITEM		KEY DISCUSSION POINTS	AGREEMENT / ACTIONS
1	Attendance	As above. No further proxies or apologies noted. Quorum noted for Members (s5.1) and for Directors (s13.2)	<i>Acknowledged</i>
2	Welcome	Introductions – welcome by Jonathan LaNauze – Chair	<i>Acknowledged</i>
3	Approval of Agenda	Approval of agenda as circulated	<i>Acknowledged</i>
4	Minutes of 2014 AGM	Minutes approved as circulated	<i>Refer Item 9 (below)</i>
5	Chair's Annual Report	Jonathan LaNauze – Highlights of 2014 year Acknowledged JFM and KP's service on the Board. FSC Australia started as a voluntary organisation under Michael Spencer.	<i>Acknowledged</i>

		<p>Natalie Reynolds took FSC Australia to the next level, under her leadership, the organisation transformed into a professional organisation with professional staff, and a solid financial basis.</p> <p>Thanks recorded for Natalie Reynolds' contribution to the organisation. Acknowledgement of the difficult process of finding Natalie's successor, as the organisation was 'spoilt for choice' with the calibre of applicants for the position. Adam Beaumont was appointed this year (2015) as CEO, which signifies the organisations' move from phase two to phase three of its development.</p> <p>Chair listed the following achievements over the past year:</p> <ul style="list-style-type: none"> • Chair/Deputy Chair relationship, which has provided additional input and scrutiny of the Chair role, and ensured more than one chamber is represented in difficult scenarios. • Appointment of independent Company secretary. • Standards Development Group. • Indigenous Working Group. <p>No questions of the Chair from Members generally.</p>	<p>Acknowledged. Thanks recorded.</p> <p>Acknowledged.</p> <p>Acknowledged</p> <p>Acknowledged.</p> <p>Acknowledged.</p>
6	CEO Overview, impressions, challenges and	<p>Observations from talking to people upon commencement:</p> <ul style="list-style-type: none"> • Recognition of the label. One in five people recognise the label – not everyone knows who we are, but those who do know us 	<p>Acknowledged.</p> <p>Acknowledged.</p>

	opportunities	<p>well.</p> <ul style="list-style-type: none"> • We are an 'inside-looking-out' organisation • Our standards are complicated • Natalie Reynolds and the FSC Australia team have done a great job positioning the organisation • Spend a lot of time talking about the how and what, but need to talk about the why • Strength of system is the diversified membership • FSC is about respecting views and bringing them together – we're interested in feedback from the membership 	
7	Special Resolutions	<p>Company Secretary provided extended overview to the membership as to voting procedures.</p> <p>Special Resolution 1</p> <p>Proposal: In Section 10.2(c):</p> <p>Replace: "Representatives of FSC accredited certification bodies and representatives of government whether Federal or State are not eligible to be Directors."</p> <p>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."</p> <p>Rationale:</p>	



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		<p>The rationale for this change is based on the necessity for alignment and conformance with FSC International's requirements as set out in its Criteria for Admission of Government Owned or Controlled Entities (Adopted by the International Board of Directors, June 2014 . Doc Reference: Revised BM 65.21a).</p> <p>FSC Australia is required to operate pursuant to the <i>Procedure for the Operation of the FSC Network FSC PRO 60-001</i> and is subject to an annual Cooperation Agreement whereby the use of the FSC trademark is licensed to RFMA Ltd (FSC Australia) to enable operation as a National Office.</p> <p>FSC Australia's existence as an organisation is predicated on compliance with the aforementioned Network Procedure and the annual Cooperation Agreement. Failure to pass this Special Resolution to align our Constitution with FSC International's Criteria for Admission of Government Owned of Controlled Entities would result in a non-conformance and a breach of FSC Australia's international obligations with FSC International.</p> <p>Questions: Q: Difference between 'may' or 'must' not A: Serves to conclude that 'may' and 'must' not are equivalent.</p> <p>Q: Three levels of government – why are we only targeting one in SR1? A: The International rational behind the wording is that Governments have mounting power and coercive influence. In the Australian context,</p>	<p><i>Vote completed, majority confirmed, resolution passed. Special Resolution #1: Passed.</i></p>
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		<p>local government cannot impact the corporations law, and therefore it is unnecessary to include this level of Government in SR1. We are constrained to work within the definitions established by FSC International - Commonwealth and State consistent with FSC International definitions.</p> <p>Q: This resolution relates only to Commonwealth and State level only. What about the Territories.</p> <p>A: The Territories fall under the jurisdiction of the Commonwealth (ie, a territory of the Commonwealth) and are therefore captured by the resolution.</p> <p>Q: In changing wording from “representatives of government” to “owned and & controlled” entities, would we lose the ability to preclude representatives such as the Premier (representative of Government) to serving on the Board?</p> <p>A: Question of definition and application, and would be deferred to company secretary and board for judgement. We would also be informed and guided by FSC International where appropriate.</p> <p>Q: FSC International made the decision – it was not a decision of the membership. Why are we not making this a board decision?</p> <p>A: Important to put things to membership – amendment is to legally clarify language and intent in the constitution.</p> <p>Historically, FSC International’s statutes do not allow these people to serve on Board. The law is different in Australia, and needs to be specified in our constitution. Our Board doesn’t have the power to automatically adopt these changes – needs to go the membership as a</p>	<p><i>Vote completed, majority confirmed, resolution passed. Special Resolution #2: Passed.</i></p>
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		<p>SR.</p> <p>Special Resolution 2 Proposal: In Section 3.7(a)(A):</p> <p>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.”</p> <p>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.”</p> <p>Rationale: There is a typographical error that needs to be corrected in Section 3.7(a)(A) to avoid confusion and ambiguity.</p> <p>To give full effect to the object and purpose of this section, and for the avoidance of doubt, the word ‘for’ should be changed to ‘from’, to make it clear that the Applicant (and not a third party) is providing the required statement of support.</p>	
8	Election of Directors	<p>Volunteer scrutineers satisfied that the votes have been counted in accordance with s5.8(b) of the Constitution.</p> <p>Environment Chamber:</p>	Acknowledged. Congratulations

		<ul style="list-style-type: none"> - Susie Russell reappointed unopposed pursuant to section 11(e) of the Company Constitution as a Director of FSC Australia to the environmental seat <p>Social Chamber:</p> <ul style="list-style-type: none"> - Helen Murray appointed unopposed pursuant to section 11(e) of the Company Constitution as a Director of FSC Australia to the social seat (and replacing Mr Kevin Peachey) <p>Economic Chamber:</p> <ul style="list-style-type: none"> - Andrew Morgan appointed by ballot conducted in accordance with Sections 11(f)-(g) and Section 5.8 of the Constitution as Director of FSC Australia to the economic seat (currently filled by Andrew Morgan in his capacity as Director filling a casual vacancy). <p>Formal thanks recorded for outgoing directors and nominee. Formal thanks recorded for scrutineers.</p>	<p>recorded.</p> <p>Acknowledged. Congratulations recorded.</p> <p>Acknowledged. Congratulations recorded.</p> <p>Acknowledged Acknowledged</p>
9	Panel Session and Formal Close	<p>Panel session. Members invited to formally query the Board on any issues. No questions forthcoming.</p> <p>Need to approve:</p> <ul style="list-style-type: none"> - Minutes of 2014 AGM - FSC Australia's Annual Report - Financial Statements and Independent Audit Report 	<p>Acknowledged</p> <p>Mover: Sarah Rees (Director) Seconder: Carlie Ballagh – Visy</p> <p>Mover: Linda Fienberg (Director)</p>



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			<p><i>Seconded: Phil Whiteman – HVP</i></p> <p><i>Mover: Paul Klymenko – Planet Ark</i></p> <p><i>Seconded: Rod Knight – Natural Resource Planning</i></p> <p>No objections.</p>
10	Conclusion of AGM	<p>Thanks recorded for JL's contribution and service to the Board and for his active engagement in and commitment to the position of Chair.</p> <p>Thanks recorded from the FSC Australia staff for JL's service as Chair, but further for his assistance with the transition of CEOs.</p>	<p><i>Acknowledged</i></p> <p><i>Acknowledged</i></p>

Meeting closed at 12:46pm.