Organic Industries of Australia Ltd
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20 July 2026

Notice to consider constitution changes

Notice is given that a general meeting of members will be convened on Friday 14 August 2026 at 11am AEST to consider special resolutions to amend the company's constitution.

All members of the organic industry are invited to attend the meeting. Only financial Full members (organic operators who have no membership fee outstanding) are permitted to vote. Instructions for Direct Voting (electronic poll) will be provided to Full members separately.

Members will receive notice this week of their membership status and eligibility to vote.

NOTE: A special resolution will be passed if:

- a quorum of members required by the constitution is present at the meeting, and
- it is supported by at least three-quarters of the valid votes cast.

A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the company for 2025-26 has been paid.

Five full members present (being certified operator members entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a members meeting.

The constitution can be viewed at https://organicoperators.au/Constitution.

Join: https://teams.microsoft.com/meet/443367640984305?p=o3nuXlQxlUp8qxiCtl
Meeting ID: 443 367 640 984 305
Passcode: ge9bD2Dy

Tony Webster
Company Secretary
0448 439 334

Voice of Australia's organic industry
www.organicoperators.au

Motion 1: Company name

The members resolve:

1. *to amend clause 1.4 as follows:*

   The name of the Company is the ~~"Organic Industries of Australia Limited"~~ "Organic Operators Australia Ltd".

2. *the new name for company registration will be Organic Operators Australia Ltd*

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

The Board of OIA Ltd adopted its trading name Organic Operators of Australia on 9/8/2024. There has also been an intention to change the company name, but this has been deferred for an opportune time to convene a General Meeting of members to consider a range of special resolutions to amend the company name and broader changes to the constitution.

Motion 2: Remove provision for Director remuneration

The members resolve:

1. *to amend clause 18.1 as follows:*

   ~~*The Directors are to be paid, in the aggregate, the remuneration determined by resolution at a meeting of the Members divided between them in such proportions as the Directors may determine under the Directors' Remuneration Policy which is determined by the Board from time to time.*~~ *The Directors will not be remunerated.*

2. *To amend clause 18.2 as follows:*

   ~~*The Company may also pay the expenses incurred by the Directors provided that those expenses are properly and reasonably incurred:*~~

   ~~*(a) in attending Board meetings or any meetings of committees of the Board;*~~

   ~~*(b) in attending any meeting of Members (or meeting of the Member Council if they are so invited); and*~~

   ~~*(c) in connection with the Company's business.*~~

   The Company may pay the expenses by the Directors in connection with the Company's business, provided that those expenses are properly and reasonably incurred, but not for expenses in relation to attending Board meetings, General Meetings, Member Council meetings, or any meetings of committees of the Board.

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

There is provision in the constitution to pay Director fees, even though fees have never been paid. This has resulted in ASIC assessing OIA Ltd as a public company and so charging us an annual administration fee of $1,528 rather than the $342 that applies to other Not for Profit companies.

Because we are a public company, Microsoft will not provide us with NFP pricing. Each 365 Business Standard account is $4.50 per month for a NFP compared with $18.70 per month as a public company. OIA's 365 environment is hosted by Policy Partners while we have been waiting to resolve the public company problem and access NFP pricing.

Motion 3: Number of Directors

The members resolve to amend clause 11.1(c) as follows:

> *The Board will consist of a minimum of ~~seven (7)~~ five (5) individuals and a maximum of eleven (11) individuals.*

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

We have been struggling to maintain the minimum required 7 directors. The minimum should be reduced to 5 (and keep the maximum at 11), with an intention to appoint 7.

There have been several occasions over the last few years where the resignation of a director has resulted in the number of directors falling below the minimum required by the constitution.

There is a risk that a decision taken by the Board may be invalid when the Board is not constituted in accordance with the constitution. The Board was advised that the risk is low where the Board is taking steps to fill the casual vacancy and where the decisions taken are routine.

The constitution provides that casual vacancies may be filled from the Member's Council, but the Council has never been established due to insufficient members being interested in serving. Consequently, casual vacancies can only be filled by ordinary resolution of a General Meeting of members, but the calling for nominations and the notice period for General Meetings make this process a minimum of 2-3 months duration.

Motion 4: Chair of Member meetings

The members resolve to amend clause 9.2(c) as follows:

> *For a General Meeting of the Company, if there are no Councillors present or willing to act then:*
>
> *(i) the Chair of the Board of Directors will Chair the General Meeting;*
>
> *(ii) if the Chair of the Board of Directors is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, the Full Members present shall elect one of their number to preside as Chair of the meeting.*

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

The President of the Member Council is designated to chair meetings of the members. As the Council is not established, the constitution provides for the meeting to appoint the chair from among themselves. In practice, the Chair of the Board is elected, which is the convention for most companies. It is proposed to insert a provision that the Chair of the Board chair the member meeting if there is no Councillor present.

Motion 5: Direct voting

The members resolve:

1. *to amend clause 10.2(b) as follows:*

   The regulations for the casting of Direct Votes will be determined by the Member Council from time to time and recorded by the Board in the Membership Bylaws. If there is no Member Council, the Board may determine the regulations for the casting of Direct Votes. Details of these regulations and the method for Direct Voting will be specified in the notice convening a General Meeting.

2. *to amend clause 10.2(c) as follows:*

   A Direct Vote is not valid unless the Direct Vote is electronically submitted to the Secretary no later than 24 hours before the time of the General Meeting, unless a shorter period is specified in the notice convening the General Meeting.

3. *to amend clause 10.2(f)(i) as follows:*

   can only be withdrawn by the Member by written notice received by the Company at least 24 hours before the appointed time for the commencement of the General Meeting (or in the case of any adjournment, the resumption of the meeting), unless a shorter period is specified in the notice convening the General Meeting.

4. *to amend clause 10.2(g) as follows:*

   The Secretary must ~~provide to~~ advise details to the Chair ~~a signed certificate~~ confirming all Direct Votes received prior to any vote being taken.

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

Voting at meetings of members consists of 1) a show of hands and 2) direct voting (electronic pre-meeting voting) for regular motions and 3) secret ballot and direct voting for election of directors. The constitution also provides that 2 scrutineers must appointed. This has resulted in a cumbersome process post-covid with all meetings convened electronically. It is proposed to merge the direct voting provisions and secret ballots into one electronic system with the Company Secretary conducting the vote under supervision from the meeting chair.

Motion 6: Vacancies in Secretary and CEO positions

The members resolve:

1. *to amend clause 16.1(c) as follows:*

   In the event of ~~the resignation~~ a vacancy in the position of the Secretary ~~from the Company~~ and pending the appointment of a new Secretary, the Chief Executive Officer is to perform the duties of Secretary.

2. *to insert a new clause 17.3 as follows:*

   In the event of a vacancy in the position of the Chief Executive Officer and pending the appointment of a new Chief Executive Officer, the Secretary is to perform the duties of Chief Executive Officer.

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

Where a CEO is not appointed by the Board, the Company Secretary should fulfil any necessary functions of the CEO. there is already a provision for the CEO to act in lieu of a Company Secretary.

Motion 7: Term of office (Directors)

The members resolve to amend clause 10.2(b) as follows:

> *Any individual can only be appointed as a Director for a maximum of three (3) terms of ~~two (2)~~ three (3) years each~~—a maximum of nine (9) years in total—~~but not including any term in which a Councillor is appointed to fill a casual vacancy under clause 11.2(d)*

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

We have several people who are excluded from nominating to be directors because they have already served a maximum of 3 x 2-year terms. In a small pool of people willing to serve as directors, this is a luxury that the company may be unable to bear. It is proposed to increase this to 3 x 3-year terms - i.e. from 6 years to a maximum of 9 years.

Motion 8: Elections

The members resolve:

1. *to amend clause 12.2(b) as follows:*

   The nomination ~~form~~ for Directors or Councillors will be invalid unless the candidate provides their written consent to their nomination and it states whether that the candidate is being nominated as a Director or a Councillor ~~and which Member they are a part of~~.

2. *to amend clause 12.2(c)(iii) as follows:*

   [Such nomination must be delivered:] by an email ~~attaching the nomination~~ to the Secretary, no later than ~~twenty (20) days prior to~~ the date by which the Secretary must issue the notices of the relevant Annual General Meeting. The Secretary will confirm this relevant closing date at the time the Secretary calls for nominations.

3. *to delete clause 12.2(d) as follows:*

   ~~*The people nominated must be present at the relevant Annual General Meeting and must accept such nomination.*~~

4. *to delete clause 12.3(e) as follows:*

   ~~*Before the return of voting papers, the Secretary must appoint two (2) Members to act as scrutineers. Scrutineers must not be a candidate standing for election.*~~

5. *to delete clause 12.3(f) as follows:*

   ~~*The scrutineers must total the votes allocated to each candidate on the voting papers and then report to the Secretary with the result of the vote.*~~

Proposed: Ian James, Mount Anne Pty Ltd
Seconded: Dalene Wray, Obe Beef Pty Ltd

It is proposed to streamline the nomination process for directors.

- The constitution unnecessarily refers to a nomination form, but only in clause 12.2(b), raising an ambiguity in how nominations are made. This clause also refers to nominations being "a part of" a member, which is non-sensical and inconsistent with clause 11.2(b) that only a majority of Directors must be from Full Members. The references should be removed.
- Nominations currently must be received no later than 20 days prior to the notice for the AGM. This adds an unnecessary 20 days to the period required to convene an AGM, and should be changed to a date set by the Company Secretary, but no later than the date of notice for the AGM.
- The nominees are required to be present at the AGM. This provision has on occasions proved impractical, and it should be removed.
- The provisions for 2 scrutineers to be appointed for elections is unworkable with virtual AGMs and electronic voting. As it stands, the Secretary is an independent Company Officer and the Chair of the General Meeting is vested with overall control of meetings.