

Notice of 2017 ANNUAL GENERAL MEETING of Members
Wednesday 27th September 2017 at 3:30pm

To be held at the Administration office, Yorke Peninsula Field days, Paskeville.

AGENDA

Item	Resolution	Description
1	1	Minutes of 2016 AGM To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That the minutes of the AGM held 20 September 2016 be confirmed"
2	2	Financial Statements Receive and consider the financial statements and the reports of the Directors and of the Auditors for the financial year ended 30 June 2017 and, if thought fit, pass the following resolution as an ordinary resolution: "That the Directors Report, Financial statements and Audit report for the year ended 30 June 2017 be received"
3	3.1 3.2	Directors remuneration Consider the proposed director payments for the financial year ending 30 June 2018 and, if thought fit, pass the following resolutions as ordinary resolutions: "That the Member Directors Remuneration for 2017/18 be approved for an amount up to \$115,000." "That the Independent Directors Remuneration for 2017/18 be approved for a commercially reasonable amount as determined by the Board."
4		Member director elections
	4.1	Re-election of J Heaslip as a Director To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That Jim Heaslip, who retires by rotation pursuant to Rule 47 of the Rules of AGG CO-OP and who, being eligible, offers himself for re-election, is re-elected as a member director of AGG CO-OP."

AUSTRALIAN GRAIN GROWERS CO-OPERATIVE LIMITED (AGG CO-OP)**ABN: 33 719 186 591**

Item	Resolution	Description
	4.2	Re-election of R Konzag as a Director To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That Richard Konzag, who retires by rotation pursuant to Rule 47 of the Rules of AGG CO-OP and who, being eligible, offers himself for re-election, is re-elected as a member director of AGG CO-OP."
	4.3	Election of J Wilksch as a Director To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That Jordan Wilksch, who was appointed by the Board to fill a casual vacancy pursuant to Rule 50 of the Rules of AGG CO-OP and who, being eligible, offers himself for election, is elected as a member director of AGG CO-OP."
5	5	Re-election of B McDonald as a Director To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That Bruce McDonald, who retires by rotation pursuant to Rule 47 of the Rules of AGG CO-OP and who, being eligible, offers himself for re-election, is re-elected as an independent director of AGG CO-OP."

By Order of the BoardSigned for and on behalf of **AUSTRALIAN GRAIN GROWERS CO-OPERATIVE LIMITED** by:**J Heaslip**

Secretary

11 September 2017

NOTES:

1. The Rules of AGG CO-OP provide that a quorum for a general meeting of AGG CO-OP is five (5) members entitled to vote plus:
 - a) where the active membership of AGG CO-OP exceeds 50 active members but does not exceed 200 active members, one (1) additional member for every 10 active members over 50 active members; and
 - b) if the active membership of AGG CO-OP exceeds 200, the additional members referred to in paragraph a) above plus one (1) additional member for every 50 active members over 200 active members.

A member providing a complying instrument of proxy shall be taken to be present at the meeting for the purpose of determining whether there is a quorum (Rule 34.2(b))

2. The financial statements and the reports of the Directors and of the Auditors for the financial year ended 30 June 2017 will be available for members to access by 12 September 2017 on the AGG CO-OP website www.aggcoop.com.au. Alternatively, if you would like a copy posted or emailed to you please contact the AGG CO-OP office at info@aggcoop.com.au.
3. The minutes of the last preceding general meeting held on 20 September 2016. will be available for members to access by 12 September 2017 on the AGG CO-OP website www.aggcoop.com.au. Alternatively, if you would like a copy posted or emailed to you please contact the AGG CO-OP office at info@aggcoop.com.au.

EXPLANATORY STATEMENT TO NOTICE OF ANNUAL GENERAL MEETING

This explanatory statement is provided to members of AGG CO-OP in relation to resolutions to be proposed at the 2017 Annual General Meeting.

ORDINARY BUSINESS

Resolution 1 - Minutes of previous general meeting

In accordance with Rule 33.1(a) of the Rules of AGG CO-OP, the business of an annual general meeting must include the confirmation of the minutes of the last preceding general meeting. The last preceding meeting was the AGM held on 20 September 2016.

The Directors recommend that members vote in favour of this Resolution.

Resolution 2 - Financial Statements

In accordance with Rule 33.1(b) of the Rules of AGG CO-OP, the business of an annual general meeting must include the receipt and consideration of financial reports for the past financial year. This includes the balance sheet, profit and loss statement and statement of cash flows.

The Chairman of the meeting will allow a reasonable opportunity to ask questions and make comments on these financial statements and reports.

The Directors recommend that members vote in favour of this Resolution.

Item 3 – Director Remuneration

In accordance with Rule 33.1(c) of the Rules of AGG CO-OP, the business of an annual general meeting must include the approval of any payment of fees to directors.

The rules of AGG CO-OP allow for at least 3, but no more than 5 directors. The board has determined the current optimal number and mix of directors is 4 member directors and 1 independent director.

Resolution 3.1 – Member Director Remuneration

The member directors remuneration consists of a base fee plus allowances for Chairman and committees. For the current year, an amount of up to \$115,000 is sought.

The Directors recommend that members vote in favour of this Resolution.

Resolution 3.2 – Independent Director Remuneration

Currently, the independent director is appointed as Managing Director and is remunerated at a commercially negotiated rate as determined by the board and short term incentive based on Co-op performance. The negotiated contract is variable in nature and considered Commercial in Confidence, and the directors seek approval for an undisclosed, but reasonable commercial remuneration as set by the Board. Total employee benefits expensed (including all directors) is disclosed in the annual financial statements.

The Chairman of the meeting will allow a reasonable opportunity to ask questions and make comments on this item.

The Directors recommend that members vote in favour of this Resolution.

Item 4 - Election of Member Directors

There are currently four (4) member Directors on the Board of AGG CO-OP. In accordance with Rule 47 of the rules of AGG CO-OP, Mr J Heaslip and Mr R Konzag are required to retire at this meeting. Both Mr Heaslip and Mr Konzag have offered themselves for re-election as member Directors.

Mr J Wilksch was appointed as a Director to fill a casual vacancy created by the resignation of Mr A Barr. In accordance with Rule 50, Mr Wilksch appointment expires at this meeting. Mr Wilksch has been nominated for election as a member Director.

The Board has received no other nominations to be elected as member Directors.

Resolution 4.1 – Re-election of J Heaslip as a member Director

Rule 47 of the Rules of AGG CO-OP states that the term of office for a elected director ends at the conclusion of the second annual general meeting after their election. Mr Heaslip has served as a member Director since his last election at the 2015 annual general meeting. Directors who retire from office in this manner are eligible for re-election and Mr Heaslip has offered himself for re-election as a member Director of AGG CO-OP for a further two-year term.

The Directors (other than Mr Heaslip) recommend the re-election of Mr Heaslip

Resolution 4.2 – Re-election of R Konzag as a member Director

Mr Konzag has served as a member Director since filling a casual vacancy in 2016 and his last election at the 2016 annual general meeting. Directors who retire from office in this manner are eligible for re-election and Mr Konzag has offered himself for re-election as a member Director of AGG CO-OP for a further two-year term.

The Directors (other than Mr Konzag) recommend the re-election of Mr Konzag.

Resolution 4.3 – Election of J Wilksch as a member Director

Rule 50 of the Rules of AGG CO-OP states that the term of office for a director appointed to fill a casual vacancy ends at the next annual general meeting after their appointment. Mr Wilksch has served as a member Director since his appointment on the 17 July 2017. Mr Wilksch has been nominated for election as a member Director of AGG CO-OP.

The Directors (other than Mr Wilksch) recommend the election of Mr Wilksch

Resolution 5 – Re-election of B McDonald as an independent Director

Rule 47 of the Rules of AGG CO-OP states that the term of office for a elected director ends at the conclusion of the second annual general meeting after their election. Mr McDonald has served as an independent Director since his last election at the 2015 annual general meeting. Directors who retire from office in this manner are eligible for re-election and Mr McDonald has offered himself for re-election as an independent Director of AGG CO-OP for a further two-year term.

The Directors (other than Mr McDonald) recommend the re-election of Mr McDonald.