

Notice of General Meeting

Notice is given that the 24th General Meeting of Plant Health Australia (PHA) Limited will be held as a Hybrid Meeting on Thursday 22 May 2025 at The Crowne Plaza Adelaide, 27 Frome Street Adelaide SA 5000, commencing at 11:30am.

- 11:30am**
- 1.0 Chair's Welcome**
Mr Kim Halbert, Chair, PHA
 - 2.0 Ordinary Business**
 - 2.1 Administrative arrangements
 - 2.2 Apologies
 - 2.3 Minutes of PHA 24th Annual General Meeting held on 27 November 2024
 - 2.4 Chair's address
 - 2.5 2025/26 Member Subscriptions (Ordinary resolution)
 - 3.0 For information**
 - 3.1 2024/25 Year to Date Performance Report
 - 3.2 2025/26 Annual Operational Plan (AOP)
 - 4.0 Other Business**
- 12:30pm**
- 5.0 Close of General Meeting**

The hybrid meeting will accommodate in-person and online attendees.

Members will be provided with a reasonable opportunity to ask questions, make comments and to vote electronically. PHA encourages electronic voting in advance of the meeting by using the following link: <https://www.surveylegend.com/s/5yl3>

Additional information relating to the business of this meeting is available from the explanatory notes included with this notice, and the Company website.

Appointment of Proxies

Please note that:

1. A Member of the company entitled to attend and to vote is entitled to appoint a proxy.
2. A proxy need not be a Member of the Company.
3. A Member who is entitled to cast two or more votes may appoint two (but no more) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy form accompanies this Notice of Meeting.

Proxies must be received by PHA at least 48 hours before the start of the meeting.

By Order of the Board.



Ms Kathy Kelly
Company Secretary
1 May 2025

AGENDA

1.0 CHAIR'S WELCOME

Mr Kim Halbert, Chair of PHA, will welcome Members to the meeting.

2.0 ORDINARY BUSINESS

2.1 Administrative arrangements

Members are encouraged to consult the PHA Constitution for information relating to any of the topics that follow. Refer to Appendix (a) for Constitutional clauses.

Quorum

The Company Secretary is to advise the Chair of the existence of a quorum. Members attending virtually are considered to be present in-person at this meeting.

Voting at Meetings of Members

The Chair advises that all matters requiring a vote at this meeting will be carried by a poll under Clause 88 of the Constitution. Relevant clauses of the Company Constitution can be found in Appendix (a).

Returning Officer

The chair intends to use the **Company Secretary** as **Returning Officer** to assist with voting, vote counting and assessing the validity of proxies. Members will be given the opportunity to appoint a **Scrutineer** to observe the voting process, report irregularities and verify voting outcomes.

2.2 Apologies

To be noted by the Chair of PHA at the meeting. Apologies are notifications from invited meeting participants indicating that they are unable to attend the meeting.

2.3 Minutes of PHA 24th Annual General Meeting held on 27 November 2024

Minutes of the Annual General Meeting are provided as Appendix (b) of this document. The Chair will sign the minutes subject to any amendments being requested and agreed.

2.4 Chair's Address

Mr Kim Halbert, Chair of PHA, will address the meeting providing a contextual overview of PHA operations and critical developments. The Chair's address will be available on the PHA website following this meeting.

2.5 2025/26 Member Subscriptions (Ordinary resolution)

Recommendation

That PHA Members approve an increase of 3.5% to the 2025/2026 annual membership subscription equating to:

- | | |
|--|-------------|
| • Total Annual Subscription payable by the Australian Government | \$1,015,698 |
| • Total Annual Subscription payable by State/Territory Members | \$1,015,698 |
| • Total Annual Subscription payable by Plant Industry Members | \$1,015,698 |

The annual Membership subscription was last increased by 4.1% at the May 2024 General Meeting for the 2024/25 financial year to \$981,351 for each Membership category.

The adjustment to subscriptions will help PHA to keep pace with increased business costs and ensure the necessary investment in essential infrastructure. This includes investment in various business

system improvement projects aligned with Operational Priority 1 that will improve operational efficiencies and make sure we are well placed to deliver the valued services of the Company.

The method of calculating individual Member annual subscriptions using Local Value of Production (LVP) figures is contained in the PHA Constitution available on the Company's website. Individual subscription levels vary between years due to shifts in LVP for industries which, in turn, affects the relative proportion of individual Member subscriptions calculated in accordance with the three-year rolling average formula set out in the PHA Constitution.

LVP is calculated from figures published by the Australian Bureau of Statistics (ABS), the Australian Bureau of Agricultural and Resource Economics and Sciences (ABARES) or, if neither of these two options are available, a source deemed appropriate by PHA's Directors.

PHA management are working with Plant Industries to estimate relevant LVP levels for the 38 Plant Industry Members of PHA (based on 2022-23 LVP datasets as well as the Department of Agriculture Fisheries and Forestry commodities report released March 2025). The individual split of annual subscriptions is not currently available but will be shared with Members when finalised.

In accordance with Clause 15.2 of the PHA Constitution, Members are asked to approve the annual subscriptions for each Member category for each financial year.

The following Ordinary resolution is to be put to the meeting:

Resolution 2.5 (a)	<p>That PHA Members approve an increase of 3.5% to the 2025/2026 annual Membership subscription equating to:</p> <ul style="list-style-type: none">• Total Annual Subscription payable by the Australian Government \$1,015,698• Total Annual Subscription payable by State/Territory Members \$1,015,698• Total Annual Subscription payable by Plant Industry Members \$1,015,698
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3.0 FOR INFORMATION

3.1 2024/25 Year to Date Performance Report

The CEO, Ms Sarah Corcoran, will provide the meeting with an update on Company performance this year to date.

3.2 2025/26 Annual Operational plan

The purpose of this agenda item is to present PHA's AOP to Members.

Development of the AOP is guided by the strategies articulated in the Strategic Plan 2022-27.

Following considerable Member consultation, the final 2025/26 AOP will be distributed to Members following the General Meeting and the CEO will provide a presentation on the AOP as part of this General Meeting.

The 2025/26 budget and AOP was endorsed by the Board to Members for approval Out of Session.

4.0 OTHER BUSINESS

At the time that this agenda was prepared there were no other items of business for consideration.

5.0 CLOSE OF GENERAL MEETING

Mr Kim Halbert, Chair of PHA, will close the meeting.

RELEVANT CONSTITUTIONAL CLAUSES

Constitutional Clauses	
<i>References that follow relate to particular Clauses of the PHA Constitution. The Clauses are provided for information purposes only and there may be other relevant Clauses that are not provided.</i>	
78 Quorum	
78.1 Number	<i>The quorum for a general meeting is 5 Government Members and 5 Plant Industry Members, such Members present in person or by Representative, attorney or proxy, and the quorum must be present at all times during the meeting.</i>
82 Members' Representative	
82.1 Appointment	<p><i>Subject to clause 83, a Member must appoint, in accordance with clause 82.6, at least one individual as a Representative to exercise all or any of the powers the Member may exercise:</i></p> <ul style="list-style-type: none"> <i>a) at general meetings;</i> <i>b) at meetings of creditors or debenture holders; and</i> <i>c) relating to resolutions to be passed without meetings.</i> <p><i>The appointment may be a standing one.</i></p>
82.6	<p>Member to notify change</p> <p><i>Each Member must promptly notify the secretary in writing of any change to its Representative.</i></p>
83	<p>Representative of Government Members</p> <p><i>The Representative of each Government Member is the person from time to time holding the office of Minister of the Crown for that Government responsible for agriculture, or a person nominated by that Minister for the purpose of this clause 83.</i></p>
85 How voting is carried out	
85A Appointing a Proxy	<i>A proxy is appointed validly if the appointment complies with rules set out in the Corporations Act 2001 (Cth). The Company may accept as valid an instrument of appointment which contains only some of the information specified as being required in the Corporations Act 2001 (Cth).</i>
85.3 Exercise of Member's vote	<i>The vote of a Member may be exercised by the Representative of that Member, by attorney, or by proxy in accordance with the Act.</i>
86 Number of votes	<p><i>At any general meeting:</i></p> <ul style="list-style-type: none"> <i>b) on a poll, the votes per Member shall be in accordance with the number of votes prescribed for that Member under clauses 89, 90, 91 and 92.</i>
87 How a resolution is passed	
87.1 Majority of votes cast	<i>Subject to the Act in relation to special resolutions (which require at least 75% of the total votes cast to be in favour) and subject to clause 87.2, a resolution before a general meeting is passed on a show of hands or a poll if a majority of the votes cast on the resolution are in favour of the resolution.</i>
87.2 Additional requirements for poll	<ul style="list-style-type: none"> <i>a) at least 60% of the votes of Government Members casting a vote on the resolution must be in favour of the resolution; and</i> <i>b) at least 60% of the votes of Plant Industry Members casting a vote on the resolution must be in favour of the resolution.</i>

RELEVANT CONSTITUTIONAL CLAUSES

88 When and how polls must be taken	
88.1 May be demanded on any resolution	<i>A poll may be demanded on any resolution at a general meeting whether or not a show of hands on the resolution has occurred.</i>
88.2 May be demanded by Member or chair	<i>A poll may be demanded by:</i> <ul style="list-style-type: none"> <i>a) any Member (or a Member's Representative, attorney, or proxy) entitled to vote on the resolution; or</i> <i>b) the chair of the meeting.</i>

24th Annual General Meeting of Plant Health Australia Limited

Held as a Hybrid Meeting on Thursday 27 November 2024 at
Rydges Canberra, 17 Canberra Ave Forrest ACT 2603

ATTENDEES

GOVERNMENT MEMBERS

Bren Burkevics	ACT Government
Stephen Dibley	Agriculture Victoria
Rosa Crnov	Agriculture Victoria
Sally Heaton	Department of Agriculture and Fisheries NT (Virtual)
Susanna Driessen	Department of Natural Resources and Environment Tasmania (Virtual)
Debbie Hoad	Department of Agriculture Fisheries and Forestry
Gabrielle Vivian-Smith	Department of Agriculture Fisheries and Forestry
Michael Reid	Department of Agriculture and Fisheries QLD
Vincent Lanoiselet	Department of Primary Industries and Regional Development (Virtual)
Nick Secomb	Department of Primary Industries and Regions (Virtual)
Shane Hetherington	NSW Department of Primary Industries

INDUSTRY MEMBERS

Deidre Jaensch	Almond Board of Australia
Ian Cover	Apple and Pear Australia Ltd
Jeremy Griffith	Apple and Pear Australia Limited
Michelle McKinlay	Australian Banana Growers' Council
Danny LeFeuvre	Australian Honey Bee Industry Council (Virtual)
Paco Tovar	Australian Forest Products Association
Michael Southan	Australian Olive Association (Virtual)
Craig Henderson	Australian Sweetpotato Growers Inc.
Bree Watson	Australian Sweetpotato Growers Inc.
Jenny Treeby	Australian Table Grape Association Inc. (Virtual)
Zarmeen Hassan	AUSVEG
John Tyas	Avocados Australia
Angela Atkinson	Berries Australian /Strawberries Australia (Virtual)
Nathan Hancock	Citrus Australia
Peter Cornish	Cherry Growers Australia
Colin Bettles	Grain Producers Australia
Rachael Oxborrow	Grain Producers Australia (Virtual)
John McDonald	Greenlife Industry Australia
Johnathon Davey	Melons Australia

Trevor Ranford	Summerfruit, Hazelnuts, Chestnuts, Walnuts (Virtual)
ASSOCIATE MEMBERS	
Ken Young	GRDC (Virtual)
Julie Krieger	Protected Cropping Australia (Virtual)
Andrew Tout	Protected Cropping Australia (Virtual)
Samantha Scarratt	Vine Health Australia (Virtual)
PHA DIRECTORS	
Kim Halbert	PHA Chair
Doug Phillips	PHA Deputy Chair
Roslyn Baker	PHA Director
Jeremy Burdon	PHA Director
Jolyon Burnett	PHA Director
Ron Glanville	PHA Director
Kathy Kelly	PHA Director
Susan Petrellis	PHA Director (Virtual)
PHA STAFF	
Carolyn Blomley	Coordinator, Emergency Response (Virtual)
Yasmin Chalmers	Manager, Digital Systems (Virtual)
Sarah Corcoran	Chief Executive Officer
Linda Couch	Service Management Coordinator, Digital Systems (Virtual)
Somania Dahal	National Manager, Finance
Angela Ditton	Executive Assistant/Administrative Coordinator
Dominique Doyle	Chief Financial Officer
Chris Gan	Project Officer, Corporate Services (Virtual)
Imogen Gad	Project Officer, Digital Systems (Virtual)
Harsh Garg	Project Officer, Diagnostics and Surveillance (Virtual)
Cheryl Grgurinovic	Manager, Bee Biosecurity-New Program (Virtual)
Adam Hurrell	National Manager Digital Systems (Virtual)
Stuart Kearns	National Manager, Preparedness (Virtual)
Evie Kielnhofer	Project Officer, Digital Systems (Virtual)
Jessica Kriticos	Project Officer, Digital Systems (Virtual)
David Lovelock	Manager, Diagnostics (Virtual)
Jimmy Lu	Project Officer, Digital Systems (Virtual)
Chris O'Connor	Manager, ePHAC (Virtual)
Rebecca Powderly	Project Officer, Biosecurity Planning (Virtual)
Rachel Mann	A/National Manager, Emergency Response
Lorissa McCosh	Training Coordinator (Virtual)

Lily McDonald	A/ Coordinator, Emergency Response
Michael Miitze	People and Culture Consultant (Virtual)
Yvonne Ogaji	Project Officer, Surveillance (Virtual)
Conrad Roux	People and Culture Coordinator (Virtual)
Kirsten Schulz	Project Officer, Partnerships (Virtual)
Jenny Shanks	Manager, Bee Biosecurity-Current Program (Virtual)
Karin Steenkamp	National Manager, Marketing and Communications (Virtual)
Sharyn Taylor	Manager, AUSPestCheck (Virtual)
Jonathan Terlich	National Manager, Partnerships
Caitlin Tolsma	Project Officer, Digital Systems (Virtual)
Lucy Tran-Nguyen	General Manager Partnerships and Innovation
Salome Wilson	A/ Networks Coordinator (Virtual)
Naomi Wynn	Learning and Development Manager
Amanda Yong	General Manager, Corporate Services
INVITED GUESTS	
Rod Scott	Nexia Canberra

1.0 Chair's welcome

Mr Kim Halbert, Chair of Plant Health Australia (PHA), formally declared the 24th Annual General Meeting of PHA open and welcomed Members to the meeting.

The Chair provided an outline of the agenda which included the Directors report, financial statements, and voting on director's remuneration and a plant industry membership application.

The Chair noted Ms Kathy Kelly acting in the role of Company Secretary.

2.0 Ordinary business

2.1 Administrative arrangements

The Company Secretary advised the Chair that the necessary quorum was present for the meeting.

The Chair:

- noted Members were provided with a Notice of Meeting in accordance with requirements of the *Corporations Act 2001*
- directed Members to the meeting papers for Member voting rules including the use of "Survey Legend" for voting at this hybrid meeting
- drew Members' attention to the PHA Constitution, Clause 82 "Members' Representative", and advised that a Members' Representative was required to be appointed by the Member prior to the meeting
- presented the two proxies received for this meeting from the NSW and QLD government Members.

2.2 Apologies

The following apologies were received:

Industry Members	
Tim Jackson	Almond Board of Australia
Clare Hamilton-Bate	Australian Macadamia Society Ltd
Trevor Dunmall	Australian Mango Industry Association Ltd
Adam Kay	Cotton Australia

2.3 Minutes of 23rd General Meeting held on 30 May 2024

The Chair, noted Minutes of the 23rd General Meeting were provided in the meeting papers, and asked Members for any comments or amendments.

No amendments were received. The minutes will be signed as a true record of the May meeting.

2.4 Chair's Address (verbatim copy)

The [Chair address](#) is available on the PHA website.

2.5 Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2024

The Chair announced the publication of the 2024 Annual Report, which details the organisation's achievements, challenges, and progress against key performance indicators.

The Chair presented the Directors report, noting an operating profit for the year ended 30 June 2024 was \$78,772 which was an improvement on the budgeted deficit of \$11,530 approved by Members.

The Chair emphasised that PHA has managed its financial position to ensure sufficient reserves are in place, adhering to the PHA reserves policy.

The Chair noted a representative from the company's auditor, Nexia Canberra, was present online to answer questions relating to the conduct of the audit.

Noted no questions were raised.

2.6 Directors' remuneration (Ordinary Resolution)

Recommendation

PHA Members approve an increase of 3% to PHA Directors' remuneration, effective from 1 December 2024, in order to maintain parity with comparable organisations in the context of increased CPI and Wage Price Index (WPI), and to compensate the Board for the time and effort required to exercise their duties.

The following resolution was **CARRIED**.

Resolution 2.6 (a)	That the remuneration of Directors be increased by 3%, to be divided amongst Directors in a manner they determine. It is resolved that this increase will be effective from 1 December 2024.
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2.7 Membership application from Protected Cropping Australia Ltd (Ordinary Resolution)

Recommendation

That Protected Cropping Australia Ltd (PCA) be approved as a plant industry Member of Plant Health Australia Limited effective from 27 November 2024.

Following a presentation from PCA, a vote was held.

The following resolution was **DEFEATED**. Protected Cropping Australia will not be admitted as a member of Plant Health Australia.

Resolution 2.7 (a)	That Protected Cropping Australia Ltd be approved as a plant industry Member of Plant Health Australia Limited effective from 27 November 2024.
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3.0 For information

3.1 Presentation on performance related to the 2024/2025 Annual Operational Plan (AOP) and Preliminary discussion on preparation of the 2025/2026 AOP

Ms Sarah Corcoran and the Executive Management Team provided an update on performance this year to date and on preparation of the 2025/26 AOP via a [presentation video](#).

The video highlights strategic priorities, key activities and achievements.

Ms Corcoran outlined the timeline for development of the 2025/26 AOP, emphasising the consultation phase and opportunities for Member feedback. Ms Corcoran noted the PHA AOP Webinar will take place in March 2025.

4.0 Other business

The Chair called for other items of business. There was no other business raised.

5.0 Close of meeting

The Chair thanked Members for their attendance and closed the meeting at 12:30pm.

Mr Kim Halbert

Date