

# Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting will be held:

Date: Tuesday 28 November 2023

Time: 1:00pm (AEDT)

Registration: from 11:30am (AEDT)

Venue: Moama RSL, 56 Merool Road, Moama,  
New South Wales

Online: [meetings.linkgroup.com/DairyAus23](https://meetings.linkgroup.com/DairyAus23)

## The event

The AGM will be held as part of a farmer forum. The forum and AGM provide an opportunity for farmers to engage, hear from other farmers and industry leaders on feedbase and climate, and find out more about the value Dairy Australia delivers to farmers.

This document outlines the proceedings as it relates to participating in the AGM.

## Participation

You can attend the AGM in person or online.

### In person

If you choose to attend the meeting in person, please bring the proxy form with you to assist your registration and entry to the meeting.

### Using the online platform

Members who are unable to attend the AGM in person, can watch, vote, and ask questions during the AGM in real time via the online platform.

Further information on how to use the AGM online platform to participate in the meeting, is provided on page 3 of this notice.

This platform will also be used for the feedbase and climate discussion that will follow the AGM.

## Options for voting

If you are unable to attend in person or online on the day of the AGM, we encourage you to appoint a proxy to attend and vote on your behalf. If you direct your proxy to vote, your votes will be cast at the meeting in accordance with your directions.

Members can appoint a proxy by completing and returning the proxy form provided with this notice of meeting or online at [investorcentre.linkgroup.com/voting/dauu](https://investorcentre.linkgroup.com/voting/dauu).

Further information on how to appoint a proxy or vote online is provided on page 4 of this notice.

The proxy must be received by Link Market Services no later than **1:00pm (AEDT) on Sunday 26 November 2023** to be valid. Even if you plan to attend the meeting in person or participate in the online meeting, you are still encouraged to submit a directed proxy in advance of the meeting. This will ensure your votes can be counted if for any reason you cannot participate on the day of the meeting.

## Options for asking questions

All members attending in person or online will have a reasonable opportunity to ask questions during the AGM.

Members who are participating using the online platform can ask a question by following the prompts in the online platform.

Members who prefer to submit questions in advance of the AGM can do so by submitting a written question via email at [membership@dairyaustralia.com.au](mailto:membership@dairyaustralia.com.au) by no later than **5:00pm (AEDT) on Friday 24 November 2023**.

Question	Response
When is the AGM?	1:00pm (AEDT) on Tuesday 28 November 2023.
What is an AGM?	The AGM provides members with the opportunity to vote on director elections and ask questions of the board. We will also provide an update on Dairy Australia's investments in services to benefit and advance the industry. See page 2 for details about the items of business for this AGM and explanatory notes.
Who can attend Dairy Australia's AGM?	<ul style="list-style-type: none"><li>• Dairy Australia members.</li><li>• Proxy holders appointed by a Dairy Australia member.</li><li>• Appointed corporate representatives of a company that is a member of Dairy Australia.</li><li>• Other industry stakeholders.</li></ul>
Can I ask questions at the AGM?	You can ask questions whether you attend the meeting online or in person. You can also submit questions before the meeting via email: <a href="mailto:membership@dairyaustralia.com.au">membership@dairyaustralia.com.au</a> by <b>Friday 24 November 2023</b> . Not all questions received may be addressed at the AGM, however Dairy Australia will provide the responses to all questions received on its website following the AGM.
How do I log into the online AGM?	You will be able to access the live webcast of the AGM using the following link: <a href="https://meetings.linkgroup.com/DairyAus23">meetings.linkgroup.com/DairyAus23</a> . You will need to register to join the live webcast. Online registration will open from 12:30pm (AEDT) on the day of the AGM. Members and proxies should login to the online platform at least 15 minutes before the AGM to make sure you are present for the start of the meeting.
What if I experience technical difficulties getting on to the virtual meeting?	You can log on and test your connection from 12:30pm (AEDT) on the day of the AGM. For additional support please see the online guide at: <a href="https://dairyaustralia.com.au/agm">dairyaustralia.com.au/agm</a> . If technical difficulties arise during the AGM, the chair will decide whether and how the meeting will proceed. The chair will have regard to the number of members affected and how participation in the business of the meeting is affected. The chair may continue with the business of the meeting, including conducting a poll and voting in accordance with valid proxy instructions.

# Items of business

## Item 1: Annual financial report

### Item of business

To receive and consider the financial report, the directors' report and the auditor's report of the company for the financial year ended 30 June 2023.

### Explanatory note

Under the *Corporations Act 2001*, the Dairy Australia financial report, the directors' report and the auditor's report must be laid before the AGM of the company. The financial statements and reports are in the Dairy Australia Annual Report 2023, which will be available for members to view online from Thursday 19 October 2023 at [dairyaustralia.com.au/annualreport](http://dairyaustralia.com.au/annualreport).

There is no requirement for members to approve the financial report and no vote will be taken on the report. However, members attending the meeting will be given a reasonable opportunity to ask questions of the directors and the auditor and to make comments on the reports and management of the company.

----- Members do not vote on Item 1 -----

## Item 2: Election of directors

### Item of business

- 2.1 That Paul Bennett, being eligible, be elected as a director of Dairy Australia for a term of three years.
- 2.2 That Kären Moroney, being eligible, be elected as a director of Dairy Australia for a term of two years.
- 2.3 That Paul Roderick, being eligible, be re-elected as a director of Dairy Australia for a term of three years.
- 2.4 That Paul van Heerwaarden, being eligible, be elected as a director of Dairy Australia for a term of three years.

### Explanatory note

Item 2 relates to the re-election and election of directors of the company.

Under the company's constitution, directors can serve for three terms of three years (maximum of nine years). At the conclusion of each term of three years, directors who wish to continue on the board, must apply to be considered in the director selection process.

At the 2023 AGM, the following directors retire:

- Roseanne Healy, Paul Roderick and Tania Luckin who retire by rotation having each completed a three year term.
- Paul van Heerwaarden who was appointed to fill a casual vacancy on the board in December 2022, retires at this AGM.

As a result, there are four director vacancies to be filled at the AGM for directors with the following skillsets:

- Two directors with milk producer skills.
- One director with dairy supply chain and product promotion skills.
- One director with agribusiness, innovation and adoption skills.

Roseanne Healy and Tania Luckin are not seeking re-election at this AGM. Paul Roderick is seeking re-election at this AGM. Paul van Heerwaarden is seeking election at this AGM.

Under the constitution, candidates for election as directors can be nominated by:

- The board, following recommendation by the board selection committee (pathway 1, described on page 5); or
- 100 or more Group A members (pathway 2, described on page 5).

There are four candidates nominated by the board following the board selection process pathway 1. No nominations were received through pathway 2.

The four candidates nominated by the board are:

- Paul Bennett
- Kären Moroney
- Paul Roderick
- Paul van Heerwaarden

The process for nomination of these candidates is set out in the board selection report on page 5.

Further information on each candidate and the basis on which they offer themselves for election is set out on pages 7-10.

### Recommendation

The board recommends that members vote in favour of resolution 2.1.

The board recommends that members vote in favour of resolution 2.2.

The board (with Paul Roderick abstaining) recommends that members vote in favour of resolution 2.3.

The board (with Paul van Heerwaarden abstaining) recommends that members vote in favour of resolution 2.4.

----- Members may vote on Item 2 -----

**By order of the board**  
**19 October 2023**



**Martin Bede** Company Secretary

# How to vote

## Using the online platform

Members and proxy holders can watch, vote, and ask questions during the AGM in real time via the online platform at [meetings.linkgroup.com/DairyAus23](https://meetings.linkgroup.com/DairyAus23). They can also view the feedbase and climate discussion that will follow the AGM.

To do this, you will need a computer or mobile device with internet access.

**We recommend you login in to our online platform at least 15 minutes prior to the scheduled start time.**

When you log onto the online platform, you will need to include your details including your Dairy Enterprise Number (DEN) and your registered postcode to be verified as a member or proxyholder. These details are on the proxy form enclosed with this notice of meeting.

For detailed instructions for members and proxy holders about how to login to the meeting, view the webcast, ask questions and vote can be found in the online meeting guide available at [dairyaustralia.com.au/agm](https://dairyaustralia.com.au/agm).

## Voting at the AGM

Members can vote at the AGM:

- In person
- Online during the AGM
- Online prior to the AGM

To vote, you will need your Dairy Enterprise Number (DEN), found on your levy entitlement letter and the proxy form enclosed with this notice of meeting.

Members can appoint a proxy to vote on their behalf. More detail regarding proxies is set out in the section following this table.

Option	Details
<b>In person: Vote in person at the AGM</b>	If you are a member or a proxy holder, you can attend the venue in person and cast your vote using a hardcopy voting paper at the meeting.
<b>Online during the AGM: Attend the AGM remotely and vote online during the meeting</b>	Members and proxy holders can attend the meeting online and vote in real time. Login to the online platform hosting the AGM, using the DEN and postcode shown on your proxy form and then follow the prompts to cast your vote.
<b>Online before the AGM: Vote before the AGM is held</b>	Members can vote online before the AGM by logging on to the online platform with your DEN and postcode shown on your proxy form. Select 'voting' and follow the prompts to lodge your vote.
<b>Need help accessing the meeting online?</b>	See our online meeting guide, available at: <a href="https://dairyaustralia.com.au/agm">dairyaustralia.com.au/agm</a> .

## Proxy voting

Members can appoint a proxy (another person) to vote at the AGM on their behalf and direct that person how to vote. The person you appoint as proxy does not need to be a member of Dairy Australia. You can also appoint the Dairy Australia Chair as your proxy if you wish. The chair will vote any undirected proxies in favour of the resolutions under item 2.

To appoint a proxy, members must complete a proxy form (enclosed with this notice of meeting) and provide it to Link Market Services in one of four ways:

### Online:

Login to the Link Market Services website using your DEN as shown on the proxy form.

Select 'voting' and follow the prompts to appoint a proxy.

### By post:

Dairy Australia  
C/- Link Market Services Limited  
Locked Bag A14, Sydney South, NSW, 1235

**By fax:** +61 2 9287 0309

### By hand:

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW, 2000 between 9:00am and 5:00pm,  
Monday to Friday.

**Proxy forms must be received by Link Market Services no later than 1:00pm (AEDT) on Sunday 26 November 2023 to be valid.**

**If you are using the post, please mail your proxy form as early as possible to allow for any delays.**

## Joint members and split votes

Many dairy businesses are owned by more than one person. Two or more people involved in a business can be joint members of Dairy Australia under our constitution.

Where a dairy business has joint members, the voting entitlement is allocated to the 'nominated member', that is, the member previously nominated by the business to be its representative.

However, votes can be split between members of a joint holding. To split a vote, please contact:

**membership@dairyaustralia.com.au.** Requests for separate voting papers must be made no later than **5:00pm (AEDT) on Tuesday 19 November 2023.**

## Appointing a power of attorney

A member can appoint a power of attorney to participate and vote at the AGM on their behalf.

To appoint a power of attorney, please provide the original power of attorney or certified copy of the power of attorney to Link Market Services by mail or fax, using the details below.

Your original power of attorney or certified copy of the power of attorney must be received by Link Market Services by **1:00pm (AEDT) on Sunday 26 November 2023.** You can post or fax as follows:

### By post:

Dairy Australia  
C/- Link Market Services Limited  
Locked Bag A14, Sydney South, NSW, 1235

**By fax:** +61 2 9287 0309

If you are using the post, please post your power of attorney documents as early as possible to allow for possible delays.

## Company members

A company member of Dairy Australia may appoint an individual to act as its corporate representative and vote at the AGM in accordance with section 250D of the *Corporations Act 2001*.

The form to appoint a corporate representative is provided with this notice of meeting for corporate members. If you cannot locate your form, please call the Dairy Australia Memberline on **1800 004 377** or email **membership@dairyaustralia.com.au** for a replacement.

You can post or fax your form appointing your corporate representative to Link Market Services by **1:00pm (AEDT) on Sunday 26 November 2023** using the details below.

### By post:

Dairy Australia  
C/- Link Market Services Limited  
Locked Bag A14, Sydney South, NSW, 1235

**By fax:** +61 2 9287 0309

If you are using the post, please post your appointment form as early as possible to allow for possible delays.

## Multiple ABNs/farms?

If you have multiple farm ABNs, you can register for as many ABNs that you have. A separate voting/non-voting card will be allocated for each individual ABN you register.

## Votes per member

Members are entitled to one vote for each dollar of levy paid for the financial year ending 30 June 2023. Your voting entitlement can be found on your voting entitlements letter.

# Board selection report

Under the company constitution, the Dairy Australia board must strive to ensure that the board:

- As a whole has an appropriate balance of skills and experience.
- Has at least four directors with milk producer skills.

On an annual basis, the board identifies the appropriate mix of skills and experience for the board as a whole having regard to the company's business and strategy. The skills of the current board are then assessed against these skills and any skills gaps due to retiring directors are identified.

The process for nomination of candidates to fill director vacancies is governed by the company constitution.

## Election of directors

Under the constitution, there are two paths to election as a director:

### Pathway 1: Board-nominated candidates

The board selection committee identifies and nominates candidates it considers will best balance the skills and experience of the board, based on a board skills matrix.

These candidates stand for election as the board-nominated candidates at the AGM.

### Pathway 2: Candidates nominated by Group A members

A candidate can be nominated by at least 100 Group A members of the company.

These candidates stand for election as member-nominated candidates at the AGM.

## Board selection committee

Under the constitution, the board selection committee is responsible for nominating directors for election to the board.

This committee is established prior to each AGM and is appointed for a 12-month period. In 2023, the committee comprised:

- Dairy Australia Deputy Chair, Tania Luckin, who chaired the committee.
- Four committee members nominated by the Group B members of the company:
  - Ben Bennett and Andreas Clark nominated by Australian Dairy Farmers.
  - Janine Waller and John Williams nominated by Australian Dairy Products Federation.

Position descriptions and candidate assessment criteria, which included the essential and desired skillset for the vacant director positions, were created.

In relation to the positions for directors with milk producer skills, the committee decided a pre-selection committee would be established whose functions would include:

- Assisting in the identification of potential director candidates with milk producer skills.
- Referring potential director candidates with milk producer skills to the board selection committee.

The pre-selection committee comprised a chair and two members nominated by Australian Dairy Farmers.

Details of the board vacancies, including position specifications, were provided to all dairy levy payers by letter and advertised in the Australian Financial Review and social media in May 2023.

## Nominees for the 2023 board vacancies

### Directors with milk producer skills (two positions)

Nine applications were received for the milk producer roles. The pre-selection committee reviewed the applications and recommended a shortlist of five candidates for interview to the board selection committee including the incumbent director, Paul Roderick.

The board selection committee accepted the shortlist for interview recommended by the pre-selection committee.

In addition, the board selection committee made a decision to:

- Interview one of the applicants for the agribusiness role for the milk producer roles, as the skills and experience of this applicant were such that he was not qualified for the agribusiness role but was qualified for a milk producer role.
- Consider one of the shortlisted candidates for the agribusiness role for the milk producer roles, as this candidate was, in the view of the board selection committee, qualified for both roles.

The board selection committee interviewed seven candidates and recommended the following two applicants:

- Paul Roderick (incumbent director)
- Kären Moroney (new applicant)

The board has determined that, if elected by members at the AGM, Kären Moroney will serve a two-year term.

This decision was made to adjust the pattern of director elections to ensure there is an election for a director with milk producer skills at each future AGM.

### Director with agribusiness, innovation and adoption skills (one position)

Twenty-four applications were received for a director with agribusiness, innovation and adoption skills. Specialist recruiter, Rimfire Resources, who assisted the board selection committee with recruitment for this role, provided a recommended shortlist of candidates. The board selection committee interviewed six candidates and recommended the following applicant:

- Paul Bennett (new applicant)

### Director with dairy supply chain and product promotion skills (one position)

Eleven applications were received for a director with dairy supply chain and product promotion skills.

Having reviewed the applications, the board selection committee agreed to interview only the incumbent director as:

- The vacancy in this position arose on expiration of a recently made appointment to fill a casual vacancy on the board.
- The role specification for this recruitment process was identical to the role specification used in the casual vacancy process in November 2022.
- The incumbent director was appointed in December 2022 after a full recruitment process in which the four leading applicants were interviewed.
- There were no applicants in the current process who, based on their application and resume, matched the skills and experience of the incumbent and no applicant was considered to be a serious challenger to the incumbent director.

The board selection committee recommended the following applicant:

- Paul van Heerwaarden (incumbent director)

# Candidates standing for director election

Biographies and candidate statements



**Paul Bennett**

**Agribusiness, innovation and adoption skills**

## Biography

Paul grew up on the family farm at Elizabeth Town, Central-northern Tasmania. He is married to Bernadette and has two sons, William and Angus, who are currently studying at university. Paul is owner and manager of Ashgrove Farms which has five dairy farms milking 3,500 cows, and a dairy beef grazing operation with over 4,000 cattle, across 3,500 hectares of Northern Tasmania. Paul was Tasmanian Apprentice of the Year then progressed on to graduate from Marcus Oldham Agricultural College in 1991 with a distinction in farm management. Paul is currently Chairman of Ashgrove Cheese, the Bennett family value-adding business. He was Chair of DairyTas 2010–2013, and a member of the Dairy Moving Forward Steering Committee 2013–2016. He was a graduate of the Rabobank Executive Development Program in 2015. Paul is an active member of his local community.

## Candidate statement

It's a privilege and honour to have been selected as a board nominee for the position of director with agribusiness, innovation and adoption skills.

I am a passionate Australian dairy farmer who has a proven track record of developing highly successful, profitable and sustainable dairy farms.

I have been at the forefront over the last 20 years in the development of the Tasmanian dairy industry, both within my own farms and at a regional level through DairyTas. I have helped develop, mentor, employ and financially back many of the prominent young dairy farmers in Tasmania.

As Chairman of Ashgrove Cheese, my family company, we have become a major regional employer, producing Australian Grand Dairy Award-winning products. This has given me great insight into how the industry operates past the farm gate, dealing with issues from compliance and regulations e.g. supermarkets or exporting products.

I have extensive dairy and agribusiness experience and believe that by joining the Dairy Australia Board, I would be part of a team that will have the chance to influence policies, strategies, resources and decisions that will steer the Australian industry in the right direction. I would love to be able to use my skills and knowledge of the challenges and opportunities within the sector to promote and grow the industry to sustainability and profitability, giving young farmers the same opportunities that the industry has given me.





## Kären Moroney

### Milk producer skills

#### Biography

Kären is a fourth-generation dairy farmer from the Mitta Valley, North-east Victoria. She is a partner in the dairy operation Arajarra, milking 280 Aussie reds, in a predominantly pasture-based farming system and presently, in a share farm arrangement with the next generation. Kären is the co-owner of Auzred XB, an AI import distribution company focused on three-way crossbreeding and the use of Aussie Red genetics. She has dedicated many years to contributing not only to projects that empower her local community but also to the broader dairy industry, by stepping up to lead on boards and industry groups. These include regional board roles at Murray Dairy and Agbiz Assist, where Kären is presently Chair of both the Projects Board and Governance and Risk Committee. She is a member of the Goulburn Murray Water Services Committee for North-east Victoria and is currently the president of the Mitta Valley Landcare Group.

Kären is a graduate of the Australian Institute of Company Directors and has a Diploma in Human Resources Management (Dairy).

#### Candidate statement

I am honoured to be selected as a board nominee for the Dairy Australia milk producer position.

With a lifelong passion for the dairy industry and a proven track record of strategic leadership spanning over a 30 year career, my experience and personal competencies are well suited to represent Australia's dairy farming communities.

Over the years, I have actively contributed to our industry in various capacities as a dairy farmer, commercial business owner and in industry and community organisations. My career and leadership roles have given me the experience necessary to understand the challenges and opportunities facing our industry.

Our dairy farmers are the backbone of our industry, and Dairy Australia, as our service organisation, is responsible for leading research and development activities that enhance the productivity, sustainability and profitability of our dairy businesses. To maintain this focus, we need Dairy Australia to support us through good governance, which at its core shows accountability, responsibility, transparency and fairness to its dairy farmers by ensuring investment of their levy funds is effective and farmer focused.

Being a natural communicator who believes collaborative leadership is key to our industry success, I will be dedicated to fostering an inclusive environment, that values diverse perspectives and encourages open dialogue with our farmers, our industry organisations and our partner stakeholders.

I believe my depth and breadth of experience honed as a dairy farmer and in my private and public sector roles will enable me to make a valuable contribution, if elected to the Board of Dairy Australia. I will commit to, and work tirelessly, to contribute and shape a forward thinking and sustainable industry on behalf of our members.



## Paul Roderick

### Milk producer skills

#### Biography

Paul Roderick has operated his family dairy farm at Harrisville, South-east Queensland for the last 30 years. Paul has been involved in all facets of dairy off farm with roles in advocacy, research, development and extension. He was previously Chair of Subtropical Dairy, Dairy Australia's Regional Development Program, and had a role in setting up the Young Dairy Network, Queensland as the young farmer delegate on the inaugural Strategic Steering Committee.

He was a director on Premium Milk Ltd (negotiating group with Lactalis) for 11 years and is a member of the Australian Dairy Conference Board. He is an active member of his local and dairy communities which include roles in the Fassifern Rugby League Football Club for over 28 years (current president), Hayes Oval Inc, the local Anzac Committee, and a current EastAUSmilk District Councillor.

Appointed to the Dairy Australia Board in November 2020, Paul is also a member of the Audit and Risk Management Committee.

#### Candidate statement

Thanks for the opportunity to re-stand as a director on the Dairy Australia Board with milk producer skills.

As a co-owner of a dairy farm, I know there are many challenges for our businesses to grow, invest and be profitable. Dairy Australia, through our levy investment is a key partner in all our businesses and like our businesses, it needs to continually review, innovate and be world class if our industry is to be competitive, domestically or internationally.

During my first term on the Dairy Australia Board, I have had the good fortune to travel to most of Australia's dairy areas, meeting and engaging with farmers and industry supporters. I also formally engaged with researchers and advocates in the dairy sector – Australian Dairy Farmers and Australian Dairy Products Federation. This has expanded and deepened my knowledge of all sectors of dairy from the farm to the end consumer. These meetings have reinforced that the key challenges on farm are consistent with Dairy Australia's five-year Strategic Plan.

Mid-way through the strategic plan is an important and challenging time as we deal with declining revenue and tightening terms of trade. The development of a new plan requires a refocus on what best brings value to our farmer/levy payers.

I am confident that through my time on farm and being involved in all facets of our industry, including the last three years on the Dairy Australia Board, I have demonstrated all the desired skills to continue as a valued director on the board of Dairy Australia.



## Paul van Heerwaarden

### Dairy supply chain and product promotion skills

#### Biography

Paul's family farming background led him to a career path in agribusiness. He joined Cargill in 1991 and spent 10 years across Australia, the United States and Asia working in the meat, oilseeds and grains industries. Following finance and general management roles with several small-to-medium agribusiness companies, Paul joined Bega Cheese Ltd in 2009 where he gained commercial, operational and supply chain experience in the Australian dairy industry and international dairy markets. He stepped down as Chief Executive Officer of Bega Cheese Ltd in February 2023 after six years in the role. He has served on a number of company and joint venture boards including for several years as a member director of Dairy Innovation Australia Ltd.

Paul has a Bachelor of Business (Accounting), completed an MBA at Melbourne Business School and the Advance Management Program at Harvard Business School.

#### Candidate statement

It is a privilege to be nominated by the Board of Dairy Australia as the dairy supply chain and product promotion director. I was appointed to this interim role in January following a casual vacancy. I have thoroughly enjoyed the challenges and opportunities and have a strong alignment with the purpose and values of Dairy Australia.

The Australian dairy industry has had a long and proud history that has been predicated on growth. However, in recent years the industry has contracted due to several challenges. Our dairy industry has a positive impact on so many people in communities across Australia and we need it to return to growth. Rarely do we see an industry shrink itself to greatness. Growth incentivises further investment, it attracts good people, and it provides a future for dairy farmers and their families and those that work throughout the supply chain and processing sector. Industry growth requires our dairy farmers to be profitable, sustainable and internationally competitive. Dairy Australia must continue to be accountable by providing research programs and farm services to support this outcome.

I believe that the combination of experience and knowhow that I have developed in agribusiness, my contributions to Dairy Australia to date, and a passion for the dairy industry and farming, positions me as an appropriate candidate to continue as a Non-Executive Director of Dairy Australia. I am committed to continue making a positive contribution to the future of Dairy Australia and our dairy farmers.



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