



**Apple & Pear Growers  
Association of SA. Inc.**

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**Minutes of the**

**ANNUAL GENERAL MEETING**

**Thursday 12<sup>th</sup> November 2020, 7.10 pm at Lobethal Bierhaus, 3A Main Street, Lobethal SA 5241.**

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<b>Apologies:</b>	John Magarey, Andrew Magarey, Michael & Imelda Nicol, Joel Brockhoff, Graeme & Dianne Green, Chris Shipway, Emily Wirth, Mark Filsell, Ian Plummer, Craig Harris, Hon John Gardner MP, Hon Dan Cregan MP, Hon Rebekha Sharkie MP, Mayor Jan-Claire Wisdom	
<b>In Attendance:</b>	Jody Schultz, Helen Vickers, John Vickers, Tim Vickers, Jamie Vickers, Nathan & Amber Flavell, Matthew & Rebecca Flavell, Duncan & Touraya Nicol, Helen and Robin Mason, Michael & Leonie Stafford, Kay & Cam Stafford, Darcy & Rosalie Green, Jamie & Alison Vickers, Andrew & Serena Flavell, Jaime Cook (representing Rebekha Sharkie MP), Paul & Haley Mason, Brenton & Alison Green, Kaye & Malcolm Parker, Deputy Mayor Nathan Daniell (Adelaide Hills Council), Shane Chisholm, Ashley Green, Todd & Tracey Mason, Melissa Bright (Adelaide Hills Council), Graham Mason, Luke Simpson, Joe Ceravolo, Justin Tiller, Joyce Ceravolo, Josua Serman, Sandra & Tony Ceravolo, Ashlee & Joseph Ceravolo, Irene Filsell	
<b>Minutes of the 2019 Annual General Meeting</b>	The minutes of the Annual General Meeting held on 10 <sup>th</sup> October 2019 were tabled and a motion moved and accepted they be adopted as a true and accurate record of that meeting.	<b>Moved:</b> Michael Stafford <b>Seconded:</b> Tony Ceravolo
<b>President's Report</b>	Ashley Green presented the President's report for the 2019/20 year.	
<b>APAL Director's Report</b>	Joe Ceravolo, South Australian APAL director, gave an update on APAL activities.  Passed on thanks to Apple & Pear Growers Association of SA and the wider industry for ongoing support and assistance to APAL.  APAL AGM was held today. Recorded \$1.7 million in profit from international operations. APAL invests some of these returns to build the capability of the Australian apple and pear	

industry. Programs and services include Future Orchards, Future Business, Young Grower networks and advocacy, communications and market access programs.

Advocacy efforts, led by Jeremy Griffith, instrumental in securing \$77 million in funding support for the national apple & pear industry.

Industry services led by Justin Smith, welcomed Rose Daniel as new Technical Manager. Richelle Zealey running Future Business and Lindy Nieuwenhuizen is new head of communications.

These teams have delivered more than 40 events in the past year, including orchard walks, post-harvest seminars, research and development conferences and presentations as well as Future Business insurance and business workshops. Attracted more than 1200 growers and industry participants and included first virtual Future Orchards® winter walks program.

Communication have been ramped up to meet the needs of industry through bushfires, COVID-19 etc.

Growing export opportunities took a step forward with APAL rolling out its online export training modules. Growing exports is a key action to take as an industry to bring greater competition into the domestic market. Program building on the successful launch of Rico® and Goulburn River Gold pears into TOPS, in Thailand in late 2019.

Committed funding of Future Orchards from 2021 – no longer levy funded, giving greater flexibility to meet industry needs.

Reviewing draft risk assessment for importation of apples from the US Northwest.

Pleased to represent the SA apple and pear industry as a director of APAL. The board was unanimous in its support for Michele Allan continuing as chair for another term. Also welcomed Reg Weine as a director, who has had roles with SPC and is Chair of Maggie Beer Holdings and brings many years of FMCG and food sector experience.

Can confirm this afternoon APAL has reappointed Greg Mouat and Kevin Sanders as directors in NSW and Victoria.

#### **Chief Executive Officer's Report**

Susie Green presented the CEO's report for the 2019/20 year. (President & CEO report contained in the Annual Report)

#### **Financial Report for 2019/20**

The Financial report for the 2019/20 financial year was presented to the meeting. With no questions from the floor, a motion was moved and accepted that the financial report be accepted.

**Moved:** Tony Ceravolo

**Seconded:** Matthew Flavell

**Appointment of Auditor**

The committee proposed the appointment of Adelaide Hills Accounting and Financial Planning Pty Ltd to be appointed as auditor of the association finances.

**Moved:** Joyce Ceravolo

**Seconded:** Brenton Green

**Election of Committee**

There were 3 positions declared vacant. With nominations received from Matthew Flavell, Joyce Ceravolo and Michael Stafford and no other nominations received, all were declared re-nominated.

**Special Business**

The following resolutions were put to members as special resolutions to be voted on by Poll.

**2.1** that the amalgamation of the Association with the Cherry Growers Association of South Australia Incorporated (ABN 97 390 031 984) (Cherry Growers) pursuant to Section 22(1) of the Associations Incorporation Act 1985 (SA) (Act) to form a single incorporated association, to be named '[Fruit Growers South Australia Incorporated]' (Amalgamated Entity), be approved and that the Committee of the Association together with the Committee of the Cherry Growers lodge, or cause to be lodged an application for amalgamation in accordance with Section 22 of the Act with Consumer and Business Services in the month of June 2021;

**2.2** that, subject to approval by the members of Resolution 2.1, the proposed new constitution for the Amalgamated Entity tabled at the AGM and initialled by the Chairman of the meeting for the purpose of identification (a copy of which was provided to members together with the notice of meeting) (Amalgamated Entity Constitution), be adopted;

(please refer to Annexure C which contains a copy of the Amalgamated Entity Constitution)

**2.3** that, subject to approval by the members of Resolutions 2.1 and 2.2:

(a) all Full Members of the Association and Full Members of Cherry Growers, be approved as the initial Full Members of the Amalgamated Entity;

(b) all Associate Members of the Association and Associate Members of Cherry Growers be approved as the initial Associate Members of the Amalgamated Entity; and

(c) all Allied Industry Supporter Members of the Cherry Growers be approved as the initial Associate Members of the Amalgamated Entity,

on the incorporation of the Amalgamated Entity, with the Membership Sub-category of each initial Full Member of the Amalgamated Entity as set out in clause 10.2 of the Amalgamated Entity Constitution being determined by the

initial board of the Amalgamated Entity following its incorporation;

2.4 that, subject to approval by the members of Resolutions 2.1 and 2.2, the initial board of the Amalgamated Entity consist of:

- (a) three individuals nominated by the Committee of the Association; and
- (b) three individuals nominated by the Committee of Cherry Growers,

subject to those individuals being eligible to hold office under the Act and the Amalgamated Entity Constitution; and

2.5 that the Committee of the Association be authorised to do any act, matter or thing and to execute and deliver any other document as may be necessary or desirable to give effect to the preceding resolutions.

Proxy votes were received by and assigned to the following members:

AA Magarey & Sons (2 memberships) assigned to Ashley Green

Joel Brockhoff (2 memberships) assigned to Michael Stafford

Irene Filsell was assigned as voting representative of Filsell Orchards

The following votes were received:

Special Resolution	In favour	Against
2.1	37	0
2.2	37	0
2,3	37	0
2,4	37	0
2.5	37	0

All five resolutions were deemed to have been accepted.

Meeting Closed 7.50 pm

Signed as a true record of the meeting:



Date: 23/6/2021