

2024 Annual General Meeting (AGM)
of Members of
The Australian Institute of Food Science and Technology Limited



australian
institute of
food science
& technology

**UNITING FOOD INDUSTRY PROFESSIONALS
IN THE SCIENCE OF FEEDING OUR FUTURE**

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Important notice:

This is a document that should be read in its entirety.

This document includes the Explanatory Notes referred to in the Notice of Meeting.

Please ensure you read this document before you vote at the Annual General Meeting on 30 May 2024 and contact the AIFST Office on aifst@aifst.com.au if you have any questions.

Notice of Meeting

Dear Member,

This is to advise you of the upcoming Annual General Meeting of the members of the Australian Institute of Food Science and Technology Limited.

Date:	Thursday May 30, 2024
Time:	5.30pm (AEST)
Place:	Zoom video conference – the link will be provided following registration.
Attendance	Virtually: please register by 5pm (AEST) on Tuesday 28 May 2024.
Registration	Via the AIFST website: REGISTER HERE

At the meeting, members will be asked to:

- accept the minutes of the 2023 Annual General Meeting
- accept the 2023 Annual Report
- accept the 2023 Auditor’s report and the Annual Financial Statements, and
- elect Non-Executive Directors by voting on the resolutions proposed.



Agenda

Agenda Item	Who
Welcome & Opening of the 2024 AGM Introduction of Directors, Auditors & AIFST Team Apologies	Dr Michael Depalo Chair, AIFST Board
Conduct of 2024 AGM	Fiona Fleming CEO, AIFST
2023 AGM Minutes	Fiona Fleming
AIFST Chair Report Report from the Chair Member questions	Dr Michael Depalo
Items of Business Receive 2023 Financial Statements & Reports Member questions	Dr Michael Depalo
2024 AGM Resolutions & Poll <ul style="list-style-type: none">• Introduction of ordinary resolutions• Conduct of poll	Fiona Fleming
Other Business	Dr Michael Depalo
Declaration of Poll	Fiona Fleming
Close of AGM	Dr Michael Depalo

In accordance with the current constitution all members are entitled to vote in relation to the **ordinary resolutions**.



Ordinary Resolutions

To consider and, if thought fit, pass each of the following resolutions as ordinary resolutions of the Institute:

1. Dr. Angeline Achariya is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.
2. Anna Barlow is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.
3. Melissa Packham is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.

How to vote at the 2024 AGM

Members entitled to vote have one vote on each resolution. Members can vote in the following ways:

Voting Options	
1	Nominate your vote on the Voting Form
2	Appoint a proxy to vote at the AGM virtually on your behalf on the Proxy Form
3	Vote at the AGM virtually on 30 May 2024

Before the AGM:

1. Register your vote on the online Voting form by 5.00pm (AEST) Tuesday May 28; or
2. Appointing a proxy to vote on your behalf on the online Proxy form by 5.00pm (AEST) Tuesday May 28.

The Voting Form is available here: [VOTING FORM](#) OR

The Proxy Form is available here: [PROXY FORM](#)

If you wish to receive a copy of the form via email, please contact aifst@aifst.com.au

The completed Voting Form OR Proxy Form **must be received by the AIFST by 5.00pm (AEST) on Tuesday 28 May 2024.**

At the AGM:

3. Vote at the AGM virtually on 30 May 2024:

Members will be able to vote via the virtual Zoom platform using the “chat” function in zoom by sending a private chat message to Fiona Fleming, the Company Secretary.

An abstention will not count as a vote in determining whether the required majority to pass the resolutions have been achieved.



Notes on the Voting form

Before you complete the Voting form, please read the following instructions and the explanatory notes included in this document.

Voting by a proxy

Each member entitled to vote at the meeting may vote by proxy. The proxy may be a member of the company but does not have to be a member.

If you appoint a proxy and you specify the way your proxy is to vote on a proposed resolution, then the proxy must vote for you on polls as specified in your Proxy form.

Due date for Voting Forms

If you are voting ahead of the AGM, please ensure you do so by **5.00pm (AEST) on Tuesday 28 May 2024**.

Any online votes received after that time will not be valid for the scheduled meeting – you will then need to attend the AGM virtually to register your vote.

Technical difficulties for Members

Completing voting or proxy forms

If there is a technical difficulty affecting any members who wish to vote via the online Voting form or appoint a proxy via the online Proxy form, please contact the AIFST by emailing aifst@aifst.com.au

Virtual AGM attendees

If there is a technical difficulty affecting any virtual participants:

- where the vast majority of members still have a reasonable opportunity to participate in the meeting, the chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid voting instructions; or
- where the members, as a whole, are not able to participate in any part of the meeting, the chair must, subject to the Corporations Act 2001 (Cth), adjourn the meeting for a reasonable period of time as may be required to fix the technology or adjourn the meeting to another date, time, and location.

Members are encouraged to lodge a Voting form or Proxy form by **5.00pm (AEST) on Tuesday 28 May 2024** even if they plan to join the meeting virtually.

Queries

For assistance, please contact AIFST 0447 066 324 or email aifst@aifst.com.au



Questions

Members who wish to register questions before the Annual General Meeting concerning any of the proposed resolutions are invited to do so. Your questions are very important to us.

Members can ask questions on the proposed resolutions in one of two ways:

Before the AGM:

1. Members who wish to register questions before the Annual General Meeting concerning the proposed resolutions are invited to do so via an online form which has been created for you to submit questions to the Company Secretary.

Questions must be submitted by 5.00pm (AEST), Monday 20 May.

[CLICK HERE TO SUBMIT YOUR QUESTION](#)

Should questions be submitted, we will update the Institute's website by 5.00pm (AEST) on Friday, 24 May 2024 with an "Answers to Asked Questions" document so voting members may consider the answers provided before making their vote or appointing their proxy.

At the AGM:

2. Virtually at the AGM on 30 May 2024 when the Chair calls for questions during the AGM using the "chat" function in zoom by sending a private chat message to Fiona Fleming the Company Secretary or to the group.

The 2024 Candidates

Dr Angeline Achariya

CEO Innovation GameChangers

BSc (Hons), PhD, GCert Bus Mng, FAIFST, GAICD



Angeline is looking forward to bringing her skills, experience and passion for the Australian food industry and sector to her board role at the AIFST where she has been supporting as thought leader and speaker at conferences and workshops including mentoring of graduates and early career food scientists.

Angeline, a global luminary in industry and commercialising innovations, currently leads as the CEO of Innovation GameChangers, Australian Chair of AgriFood Innovation and Senior Advisor at Beanstalk AgTech. With over 25 years' experience in multinational giants such as J R Simplot, Mondelez International, Yum Brands, Fonterra, Mars Corporation and Monash University.

Angeline's impact in AgriFood sectors has been profound when she co-founded Monash Food Innovation as a world first industry collaborative hub in Mondelez International with the Victorian Government. The hub's continued success 11 years on and impact across the sector connecting industry, research, government enabled SMEs, Startups and Corporates to scale their innovations for sustainable growth in domestic and international markets.

Having commercialised 1200+ innovations globally in Agribusiness, FMCG, Foodservice, E-commerce, she is a trailblazer. Rooted in her agricultural upbringing, Angeline champions a sustainable agrifood system. Her advice and mentorship extend to startups, SMEs, and individuals. Beyond boardrooms, Angeline is an international speaker, influencing discussions on resilient agrifood system innovation, the future of food, and Australian exports. In 2024, LinkedIn recognised her as a global top voice for her leadership and influence.

Angeline studied food science and technology and was awarded AIFST's Malcom Bird Award in 2000. Her commitment to creating value-added products that resonate with consumer and planetary needs, makes her a force for positive change. Angeline's journey is an inspiration – a testament to the transformative power of collaborative passion and dedication to a connected, sustainable world.

[CLICK HERE TO WATCH A SHORT VIDEO from Angeline](#)

Anna Barlow



Anna is a dynamic and motivational leader with a passion for innovation in the food and agritech sector. Qualified with a PhD in Natural Products Chemistry from the University of Otago, New Zealand, Anna's career has evolved from academia through to executive roles for multi-national food and beverage companies such as Asahi Beverages, JDE Coffee, Mondelez International and Kraft Foods working from NZ, Australia, Europe, and the UK. Anna has led global corporate technology and R&D programs and led Asia

Pacific-wide commercialisation programs in chocolate, coffee, biscuits, alcoholic and non-alcoholic beverages.

As Partner, Food & Agri Innovation at Startupbootcamp, Anna leads SBC's food and agritech startup and scaleup accelerator FoodTech Tasmania and works with multiple corporate and RDC clients across the food and agritech sector.

Anna also serves as NED and Secretary at FermenTasmania, where she connects SMEs, corporates, and the academic sector, playing a crucial role in shaping the future of Tasmania's new fermentation co-working manufacturing, R&D and learning facility. She also serves as a NED at Australia Vinegar, bringing expertise in leadership, R&D, and innovation.

Anna is highly collaborative, with strong dot-connecting and people leadership capability. Anna enjoys working with teams to maximise their strengths, leveraging her Facet5 and TeamScape accreditations in personality trait-based profiles for team building and leadership coaching.

Known for her energetic, authentic, and motivational leadership style and exceptional stakeholder management skills, Anna's ability to nurture talent, negotiate effectively, and empower teams has made her a respected mentor and coach in the industry.

[CLICK HERE TO WATCH A SHORT VIDEO from Anna](#)

Melissa Packham



Melissa Packham is an experienced strategist, communicator, and advisor with a 20-year track record spanning the corporate, SME, and startup sectors. She brings a unique blend of business strategy and brand and marketing management expertise, championing sustainable practices, systems thinking, and challenging 'business as usual'.

Throughout her career, Melissa has managed growth for prominent household brands, including Campbell's, Arnott's, IceBreak and OAK. Responsible for multimillion-dollar budgets, she's consistently delivered bottom-line results and led award-winning campaigns.

Melissa has been consulting independently since 2016 and now leads Brand-Led Business, a boutique firm aiding SMEs across sectors including food and beverages, consumer products, B2B, SaaS, and professional services.

With a double Bachelor's degree in Business (Marketing) and Arts (Humanities), and as a graduate of the Australian Institute of Company Directors, she combines branding expertise and strategic acumen with a strong moral compass. As a Climate Fresk facilitator and Global Reporting Initiative (GRI) Certified Professional, she demonstrates her commitment to real-world sustainability and ESG risk management.

Recognised for her collaborative nature, empathy, and warmth, Melissa highly values teamwork. Beyond her professional endeavours, Melissa cherishes her role as a mother to one, and can be found indulging in her eclectic taste in music or enjoying long walks by the river in Meeanjin (Brisbane).

She recognises she owes her career to her start in food and sees the crucial role that food plays in a sustainable future. She would be honoured to contribute to supporting AIFST's mission in supporting food industry professionals to meet future food needs.

[CLICK HERE TO WATCH A SHORT VIDEO from Melissa](#)

Explanatory Notes

Important notice:

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Ordinary Resolutions: Election of Directors

The structural changes made following the Extraordinary General Meeting held in October 2014 included creating a smaller, more decisive board and setting a maximum six-year term for directors using a cycle of compulsory retirements each year, with a view to moving to a skills-based board.

Ms Julie Cox and Ms Bronwyn Powell are retiring as directors by rotation under the requirements of the Constitution – having served three-year terms, respectively.

Mr Duncan McDonald retired from the Board in August 2024.

Dr Angeline Achariya, Anna Barlow and Melissa Packham have applied for the Non-Executive Director roles and are considered to be worthy candidates.

In 2015 following the Constitutional change to AIFST, the board implemented a rigorous Non-Executive Director selection process. The process, used annually, identifies nominees for appointment as directors of the company against the identified future skills required on the AIFST Board to govern the organisation considering the needs of members and the changing industry environment. The selection process involves:

- establishing a skills-matrix of the existing directors as well as determining a desired skill mix for the board, enabled the identification of a ‘skills gap’ in General Board, CEO, or management experience, digital marketing, and Government policy and engagement.
- inviting both members and non-members, through the Australian Institute of Company Directors and notification directly to members, to nominate themselves for appointment as a non-executive director of AIFST.
- appointing a Selection Committee to review all the candidates and make recommendations to the board. The 2024 Selection Committee comprised:

Ms. Bronwyn Powell	AIFST Non-Executive Director and Member
Dr. Tom Lewis	AIFST Fellow
Mr. Marc Barnes	AIFST Non-Executive Director and Member
Dr Heather Haines	AIFST Non-Executive Director and Professional Member
Mr. Mark McCoy	Independent governance expert

- the Selection Committee reviewed the applications and CVs of all applicants and determined a short-list of four candidates to be interviewed. The Selection Committee interviewed four short-listed candidates and recommended to the board that Dr Angeline Achariya, Anna Barlow, and Melissa Packham be nominated for appointment as directors of AIFST, and
- the board reviewed the recommendations of the Selection Committee and conducted an additional review of its own and, ultimately, endorsed the recommendation of the Independent Selection Committee.

The candidates will be proposed to members as ordinary resolutions at the 2024 AGM on 30 May.

There are three proposed Ordinary Resolutions.

In accordance with the Constitution all members are entitled to vote on the ordinary resolutions.

The ordinary resolutions are:

1. Dr. Angeline Achariya is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.
2. Anna Barlow is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.
3. Melissa Packham is appointed a non-executive director of the company, with effect from the end of the 2024 AGM for a 3-year term.

ORDINARY RESOLUTIONS 1, 2 and 3

Each of the candidates nominated to be a non-executive director of the company have verbally consented to act in that capacity, if approved by members, and the board believes they would each make a significant contribution to the collective skill set of the board.

CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 1

A vote in favour by 50% or more of all members who vote for Resolution 1 would result in Dr Angeline Achariya becoming a non-executive director of the company effective from the close of the 2024 Annual General Meeting for a 3-year term.

CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 2

A vote in favour by 50% or more of all members who vote for Resolution 2 would result in Anna Barlow becoming a non-executive director of the company effective from the close of the 2024 Annual General Meeting for a 3-year term.

CONCLUSION IN RELATION TO A “YES” VOTE FOR ORDINARY RESOLUTION 3

A vote in favour by 50% or more of all members who vote for Resolution 3 would result in Melissa Packham becoming a non-executive director of the company effective from the close of the 2024 Annual General Meeting for a 3-year term.



THE “NO” CASE

Members may choose to vote against one or more of the proposed resolutions for whatever reasons they think fit, or for no reason.

WHAT WOULD HAPPEN IF THE PROPOSED RESOLUTIONS were NOT PASSED?

If either of Ordinary Resolution 1, 2 or 3 are not passed, then there would be vacancy(s) on the board arising from the retirement of Ms Julie Cox, Ms Bronwyn Powell, and Mr Duncan McDonald.

The board has the authority to fill casual vacancies on the board and would likely consider whether, and if so how, to address that issue during its next meeting following the annual general meeting.