



## Murray Irrigation

### Notice of 2018 Extraordinary General Meeting

#### Murray Irrigation Limited (ACN 067 197 933) ("Company")

To be held at the *Deniliquin RSL Club, 72 End Street, Deniliquin, NSW 2710* on Wednesday 4 April 2018 at 7.00pm (NSW time).

**Registration open from 6.00pm, with the meeting to be followed by drinks and finger food.**

#### ABOUT THIS NOTICE

This Notice of 2018 Extraordinary General Meeting (including the Information Statement) (**Notice**) is important and requires your immediate attention.

You are advised to read this Notice in its entirety before the extraordinary general meeting is convened.

#### AGENDA

##### SPECIAL BUSINESS

- **Modification of constitution – Structural changes to selection criteria and process for appointing directors which:**
  - expand eligibility for Non-Member Directorship
  - enable postal ballots for Member Directors outside the usual annual schedule
  - permit Member Directors elected by postal ballot to take office earlier than the next annual general meeting
  - permit directors to appoint Member Directors and Non-Member Directors up to the maximum number as additional directors or to fill casual vacancies, and allow the appointees to take office immediately  
**(refer to Information Statement)**

The meeting will consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, for the purpose of subsection 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the constitution of the Company be modified by:*

- (a) *making the modifications to the definition of "Non-Member Director" in rule 2.1 of the constitution shown as tracked changes in the Information Statement;*
- (b) *making the modifications to rule 6.3 of the constitution shown as tracked changes in the Information Statement;*
- (c) *making the modifications to rules 6.5 and 6.14 of the constitution shown as tracked changes in the Information Statement;*
- (d) *making the modifications to rules 5.1, 5.3 (previously 5.4) and 7 of the constitution and*

*deleting the existing rule 5.3 of the constitution shown as tracked changes in the Information Statement; and*

- (e) *making modifications to page numbering, rule numbering, cross-references, formatting or other similar modifications to the constitution (in each case) which are necessary as a consequence of the modifications referred to in paragraphs (a) to (d) of this resolution."*

- **Modification of constitution – changing the number of directors  
(refer to Information Statement)**

The meeting will consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, for the purpose of subsection 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the constitution of the Company be modified by making modifications to rules 3 and 4 of the constitution shown as tracked changes in the Information Statement."*

**By order of the Board**

Ross Mallett  
Company Secretary  
5 March 2018



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### Information statement

This Information Statement is included in and forms part of the Notice. It contains an explanation of, and information about, the resolutions to be considered at the extraordinary general meeting. It is given to members to help them determine how to vote on the resolutions set out in the Notice (each a **Resolution**).

Members should read this Information Statement in full, as the individual sections of this Notice may not necessarily give a comprehensive review of the Resolutions proposed in the Notice.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional adviser.

### General information

*Subsection 136(2) of the Corporations Act 2001 (Cth)*

Subsection 136(2) of the *Corporations Act 2001* (Cth) relevantly provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

Each of Resolutions 1 and 2 to be considered at the extraordinary general meeting seeks to modify the constitution of the Company (**Constitution**) by special resolution pursuant to subsection 136(2) of the *Corporations Act 2001* (Cth) (and for all other purposes).

#### *Consequential modifications to Constitution*

Resolution 1 will result in changes to page numbering, rule numbering, cross-referencing, formatting and similar consequential changes to the Constitution.

Accordingly, in addition to the primary amendments to the Constitution contemplated by Resolution 1, that Resolution also resolves as a special resolution to make any modifications to page numbering, rule numbering, cross-references, formatting or other similar modifications to the Constitution (in each case) which are necessary as a consequence of the primary amendments to the Constitution effected by that Resolution.

#### *Summary of proposed modifications to Constitution*

The following section of this Information Statement, entitled 'Information specific to the proposed Resolutions', sets out a detailed summary of the Resolutions and the proposed modifications to the Constitution contemplated by those Resolutions.

A separate document entitled 'Proposed Changes to the Constitution – the Plain English Explanation', is being sent out with this Notice which sets out a plain English summary of the Resolutions and the proposed modifications to the Constitution contemplated by

those Resolutions. It is not a detailed or exhaustive summary or explanation. You should read this Information Statement in full to ensure that you understand the Resolutions and proposed modifications to the Constitution.

### Information specific to the proposed Resolutions

#### **Resolution 1: Modification of Constitution – Structural Changes to Selection Criteria and Process for Appointing Directors**

If passed as a special resolution, this Resolution would modify the following rules of the Constitution in the manner set out below:

**a) *Change to rule 2.1(17) of the Constitution to expand the eligibility for Non-Member Directorship***

2.1(17) **Non-Member Director** means a director who:

- (a) is not a member; and
- (b) is not an officeholder or a shareholder of any member which is a body corporate; and

~~(c) has a tertiary qualification and not less than ten years' experience in an appropriate profession;~~

#### **Purpose of Change**

In summary, the proposed modification removes the requirement for a Non-Member Director to have a tertiary qualification and not less than ten years' experience in an appropriate profession. The Board believes the current rule is unnecessarily restrictive and would like to open candidature to a wider range of applicants who may satisfy the needs of the Board. Directors will have the discretion to determine what qualifications and experience are required.

**b) *Change to rule 6.3 of the Constitution to enable postal ballots for Member Directors outside the usual annual schedule***

6.3 A nomination of a candidate for election must be received at the registered office of the Company not later than the ~~first day of September immediately prior to the annual general meeting at which the results of the election are to be declared.~~ date specified by the Company for the purpose.

#### **Purpose of Change**

In summary, the proposed change modifies rule 6.3 so that a nomination of a candidate for election as a Member Director must be received at the registered office of the Company not later than the date



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specified by the Company for the purpose (rather than by the first day of September immediately prior to the annual general meeting at which the results of the election are to be declared, as the Constitution currently provides).

The current rule requires candidate nominations to be received by the first day of September prior to the AGM. This rule restricts the Company from holding a postal ballot for Member Directors outside the usual annual schedule. Accordingly, it is proposed to provide the Company with the discretion to set the deadline for receipt of nominations.

**c) *Change to rules 6.5 and 6.14 of the Constitution to permit Member Directors elected by postal ballot to take office earlier than the next Annual General Meeting.***

6.5 If the number of candidates for election as Member Directors is equal to or less than the number of vacancies on the board for Member Directors, then:

(1) if the postal ballot was to be held under rule 7.1(2) or 7.2(2) – at the next meeting of directors; or

(2) in any other case - at the next annual general meeting,

those candidates must be declared by the chair of the meeting to be duly elected as Member Directors. They take office immediately after the completion of the meeting (except in the case of an election pursuant to a postal ballot held under rule 7.2(2), in which case the relevant candidate will take office at the next meeting of directors held after the Resignation Time (as defined in rule 7.2) of the director who created the casual vacancy which is being filled by the candidate.

6.14 ~~At~~ After the postal ballot is held:

(1) if the postal ballot was held under rule 7.1(2) or 7.2(2) – at the next meeting of directors; or

(2) in any other case – at the next annual general meeting ~~after the postal ballot is held,~~

the candidates elected in the postal ballot must be declared by the chair of the meeting to be elected as Member Directors. They take office immediately after the completion of the meeting (except in the case of an election pursuant to a postal ballot held under rule 7.2(2), in which case the relevant candidate will take office at the next meeting of directors held after the

Resignation Time (as defined in rule 7.2) of the director who created the casual vacancy which is being filled by the candidate.

### Purpose of Change

In summary, the proposed change modifies rules 6.5 and 6.14 of the Constitution so that if a Member Director is elected by postal ballot under rule 7.1(2), that Member Director will take office immediately after the completion of the next meeting of directors (rather than at completion of the next annual general meeting, as the Constitution currently provides). However, if a Member Director is elected by postal ballot to fill a casual vacancy under rule 7.2(2), that Member Director will take office at the next meeting of directors held after the time at which the resignation of the outgoing director takes effect. The Board is of the view that the effective appointment date of a Member Director should occur as soon as practicable after the ballot result is announced and not be deferred until the next annual general meeting.

**d) *Change to rules 5.1, 5.3 (previously 5.4) and 7, and deletion of rule 5.3, of the Constitution to permit the directors to appoint Member Directors and Non-Member Directors up to the maximum number as additional directors or to fill casual vacancies, and allowing the appointees to take office immediately.***

5.1 Directors may only be appointed as follows:

- (1) Member Directors ~~are may be~~ appointed in accordance with the process set out in rule 6, including where a postal ballot is held under rule 7.1(2) or 7.2(2), and they will take office in accordance with rule 6;
- (2) the directors may appoint Non-Member Directors ~~but only with effect from to take office~~ immediately after the completion of the next annual general meeting; ~~and~~
- (3) the directors may appoint Member Directors and Non-Member Directors under rule ~~7 or 8~~ 7.1(1) either as additions to the existing directors or to fill casual vacancies, and they will take office immediately when appointed by the directors; and
- (4) the directors may appoint Member Directors and Non-Member Directors under rule 8, and they will take office immediately when appointed by the directors.



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5.2 If a person is appointed by the other directors as a director, the Company must confirm the appointment by resolution at the Company's next annual general meeting. If the appointment is not confirmed, the person either does not take office or ceases to be a director immediately after the completion of the annual general meeting (as the case requires).

~~5.3 Directors who are appointed, or whose appointment is confirmed, at an annual general meeting take office immediately after the completion of the meeting.~~

5.3 Unless the office of a director becomes vacant earlier under the Act or this constitution, the director holds office:

(1) in the case of a Member Director appointed ~~under rule 5.1(1) in accordance with the process set out in rule 6, including where the postal ballot is held under rule 7.1(2) to appoint the Member Director as an addition to the existing board, but excluding where the postal ballot is held under rule 7.1(2) or 7.2(2) to appoint the Member Director to fill a casual vacancy~~ – until the completion of the fourth annual general meeting held after he or she takes office;

~~(2) in the case of a Member Director appointed under rule 7.1(1) as an addition to the existing directors – subject to rule 5.2, until the completion of the fourth annual general meeting held after he or she takes office;~~

~~(2)(3)~~ in the case of a Non-Member Director appointed under rule 5.1(2) ~~or as an addition to the existing directors under rule 7.1(1)~~ – subject to rule 5.2, until the completion of the fourth annual general meeting held after he or she takes office, unless ~~a shorter period is determined by when making the directors before the time of appointment~~ under rule 5.1(2); ~~or rule 7.1(1), the directors determine that the office of the Non-Member Director will become vacant at the completion of the first, second or third annual general meeting held after he or she takes office;~~

~~(3)(4)~~ in the case of a ~~director-Member Director or Non-Member Director~~ appointed under rule ~~7.1(1)~~ to fill a casual vacancy – subject to rule 5.2, until

the completion of the annual general meeting upon completion of which the director who created the casual vacancy would have ceased to hold office; ~~and~~

~~(5) in the case of a Member Director appointed to fill a casual vacancy in accordance with the process set out in rule 6 where the postal ballot is held under rule 7.1(2) or 7.2(2) – until the completion of the annual general meeting upon completion of which the director who created the casual vacancy would have ceased to hold office; and~~

~~(4)(6)~~ in the case of a director appointed under rule 8 – until the completion of the next annual general meeting;

and is eligible for re-~~election at~~ appointment in accordance with this constitution with effect from immediately after the completion of that annual general meeting.

## 7. Casual vacancies and additional directors

7.1 The directors may:

- (1) appoint a person qualified to be a ~~director; Member Director or a Non-Member Director; or~~
- (2) determine that a postal ballot be held for the election of a Member Director;

~~to fill a casual vacancy.~~

~~either as an addition to the existing directors or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under this constitution.~~

7.2 If a director gives a written notice of resignation under rule 17 and that notice specifies that the director's resignation is to take effect at and from a future time (Resignation Time), then:

~~(1) that notice is irrevocable and cannot be withdrawn without the prior written consent of the board of directors; and~~

~~(2) notwithstanding that the director's resignation does not take effect until the Resignation Time, at any time after the time at which that notice is given to the Company, the directors may, under rule 7.1(2), determine that a postal ballot be held for the election of a Member Director~~



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to fill the casual vacancy that will be created at the Resignation Time, and may hold that postal ballot wholly or partly before the Resignation Time.

### Purpose of Change

In summary, the proposed modification provides the Board with greater flexibility on when and how they may appoint Member Directors and Non-Member Directors up to the maximum number as additional directors or to fill casual vacancies, and allowing appointees to take office immediately.

In particular the proposed change:

- modifies rules 5.1 and 7 of the Constitution so that (among other things):
  - Member Directors may be appointed in accordance with the process set out in rule 6, including where a postal ballot is held under rule 7.1(2) or 7.2(2);
  - the directors may appoint Member Directors and Non-Member Directors either as additions to the existing directors or to fill casual vacancies - however, that appointment must be confirmed by the Company at the next annual general meeting under rule 5.2; and
  - the directors may appoint Member Directors and Non-Member Directors under rule 8 (i.e. for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or convening a general meeting) - however, that appointment must be confirmed by the Company at the next annual general meeting under rule 5.2;
- deletes the existing rule 5.3 of the Constitution;
- modifies rule 5.3 (previously 5.4) of the Constitution so that:
  - a Member Director appointed in accordance with the process set out in rule 6 holds office until the completion of the fourth annual general meeting held after he or she takes office. This also applies where a postal ballot is held under rule 7.1(2) to appoint that Member Director as an addition to the existing board, but it does *not* apply where a postal ballot is held under rule 7.1(2) or 7.2(2) to appoint a Member Director to fill a casual vacancy;
  - a Member Director appointed under rule 7.1(1) as an addition to the existing directors holds office until the completion of the fourth annual general meeting held after he or she takes office (subject to rule 5.2);

- a Non-Member Director appointed under rule 5.1(2) or as an addition to the existing directors under rule 7.1(1) holds office until the completion of the fourth annual general meeting held after he or she takes office (subject to rule 5.2, and unless when making the appointment the directors determine that the office of the Non-Member Director will become vacant at the completion of the first, second or third annual general meeting held after he or she takes office);
  - a Member Director or Non-Member Director appointed under rule 7.1(1) to fill a casual vacancy holds office until the completion of the annual general meeting upon completion of which the director who created the casual vacancy would have ceased to hold office (subject to rule 5.2); and
  - a Member Director appointed to fill a casual vacancy under rule 6 where the postal ballot is held under rule 7.1(2) or 7.2(2) holds office until the completion of the annual general meeting upon completion of which the director who created the casual vacancy would have ceased to hold office; and
- inserts a new rule 7.2 which allows a postal ballot to be held under rule 7.1(2) to fill a casual vacancy in circumstances where a director has given a written notice of resignation which will take effect at a future time, even though that director's resignation has not yet taken effect at the time of the postal ballot.

### Resolution 2: Modification of Constitution – Changing the number of directors

If passed as a special resolution, this Resolution would modify rules 3 and 4 of the Constitution in the manner set out below.

- 3.1 Subject to rule 3.2, ~~The~~ the number of the directors must be ~~not less than six nor more than nine~~ seven, comprising four Member Directors and three Non-Member Directors in accordance with rule 4.
- 3.2 If, at any time, the number falls below seven, the remaining directors may act (subject to rule 8), but must, within four months after that time, appoint sufficient directors in accordance with this constitution so that the number of directors who are in office is seven.



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- 4.1 ~~Subject to rule 3.2, Not more than six~~ four directors must be Member Directors.
- 4.2 ~~Subject to rule 3.2, Not more than~~ three directors must be Non-Member Directors.

### Purpose of change

In summary, the proposed modification modifies rule 3 of the Constitution so that the number of directors must be seven (instead of between six and nine, as the Constitution currently provides); and rule 4 of the Constitution to provide that the board must comprise four Member Directors (rather than six or less, as the Constitution currently provides) and three Non-Member Directors (rather than three or less, as the Constitution currently provides). New rule 3.2 also provides that if the number of directors falls below seven, then the remaining directors must ensure that the number of directors is brought back up to seven within four months.

## VOTING

Members can vote by either:

- in the case of an individual member, attending the meeting and voting in person;
- in the case of a corporate member, appointing an authorised representative to attend and vote on their behalf; or
- in either case, appointing a proxy to attend and vote on their behalf.

If a corporate member wishes to appoint an individual as an authorised representative to attend and vote, the member must appoint that individual as an authorised representative in accordance with section 250D of the *Corporations Act 2001* (Cth) and ensure that the authorised representative brings evidence of that appointment to the meeting.

### Voting by Proxy

You may appoint a proxy to attend the meeting and vote in your place. The proxy does not need to be a member and can exercise your vote on any item of business.

You may direct your proxy how to vote or to abstain from voting, in which case the proxy must follow your direction. If you do *not* direct your proxy how to vote, the proxy may vote or abstain as they wish. If you direct your proxy to vote more than one way (or to abstain and to vote) in relation to the same resolution, then your vote on that resolution will be invalid.

You may also appoint the Chair of the meeting as your proxy. If you do not direct the Chair how to vote, your votes will be cast in **favour** of all resolutions.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. If you wish to appoint two proxies, please contact us for further information (see Queries below).

### Due date for Proxy Forms

Proxy forms must be validly signed and received no later than **7.00pm on Monday 2 April 2018** by one of the following methods:

\* By post                      Automic Registry Services  
   PO Box 2226  
   Strawberry Hills NSW 2012

\* In person                    Murray Irrigation Limited  
   443 Charlotte Street  
   PO Box 528  
   Deniliquin NSW 2710

\* By email                    [hello@automic.com.au](mailto:hello@automic.com.au)

\* By fax                        (02) 8583 3040

Proxy forms received after this time will be invalid.

### Eligibility to vote and payment of accounts

To be eligible to vote a member must have paid all fees owing no later than **7.00pm on Sunday 1 April 2018**.

If paying by direct deposit or B-Pay, you should allow time for monies to be received by the deadline.

### On the day

Attorneys must bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Authorised representatives of corporate members must bring to the meeting evidence of their appointment as an authorised representative that complies with section 250D of the *Corporations Act 2001* (Cth).

### Queries

For further information regarding the conduct of and voting at this 2018 Extraordinary General Meeting, please contact Murray Irrigation's Company Secretary Ross Mallett on T. 1300 138 265.