**MASTERS GROCERS AUSTRALIA LTD**

**A.C.N. 004 063 263 / ABN 44 004 063 263**

**MINUTES OF ANNUAL GENERAL MEETING HELD 25th November 2021 at 11.05am**

***Via ZOOM Video Conferencing - Australia***

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| Present | Debbie Smith (Qld), Grant Hinchcliffe (Tas), Carmel Goldsmith (NSW), Lincoln Wymer (Vic & NSW), Graeme Gough (NSW), Chris dos Santos (SA), Jeff Harper (Vic), Fred Harrison, Matthew - Kincumber Mitre 10, Ron Caddy - Lamcal, Sally McMartin - Alice Springs, Brett May - Reddrop Group, Michael Reddrop, Carolyn Power - Dahlsens, Gail Howard - Dahlsens, Richard Hill - Hazelwood and Hill, Ripple Parekh (NSW), Shaun Stone – Reddrop Group, Chris – DEMAR, Anita - Barwon Timber, Jarrod Swaine – Ritchies, Terry Slaughter (Qld) and Phil Ibbotson – Company Secretary |
| Apologies | Ross Anile (WA), Michael Lorenz (Michael’s), Alex Ng, Susan Lau, Mal Cameron  Steve Sellars (Vic), Peter Brodie (WA), Nick Cook )Vic), Neal Morgan, (Morgans Group), Roz White – Whites Group Qld |
| Proxies | Nil |
| Minutes | Jos de Bruin |

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| Item | Description | Discussion | Resolution | Carried (Y/N) |
| 1  2  3 | Formal Opening – President Debbie Smith  President Debbie Smith conducted the meeting  Apologies  Proxy Votes  Minutes of Previous Meeting read  Business arising | 11.05am  Noted as above  Nil received  Tabled  Nil | Minutes of previous meeting - Moved to accept - Grant Hinchcliffe  Seconded – Lincoln Wymer | Y |
| 4 | CEO Report | Circulated, no questions | Moved to accept – Graeme Gough  Seconded – Chris dos Santos | Y |
| 5 | President’s Report | Circulated, no questions | Moved to accept – Graeme Gough  Seconded – Chris dos Santos |  |
| 6 & 7 | Consideration of Annual Reports including Directors and Auditors Report | All annual reports were circulated. There were no questions | Moved to accept Ripple Parekh  Seconded – Lincoln Wymer | Y |
| 8 | Report on Election of Councillors by AEC | The AEC received 4 nominations for 3 MGA Board of Directors positions.  Carmel Goldsmith submitted her withdrawal from the process leaving 3 candidates for 3 vacant [positions.  AEC declared 3 nominations for Directors of MGA’s Board – Chris dos Santos, Lincoln Wymer and Terry Slaughter  The role of President and Vice President are yet to be determined.  The AEC will conduct a ballot in  December 2021  **Carmel Goldsmith** withdrew her nomination for her MGA Board position. President Debbie Smith, recognised Carmel’s outstanding service as a MGA Director and NSW representative since she joined the Board in 2017. Debbie wished Carmel well.  Carmel will remain a close colleague of the Board providing industry insights upon request.    President Debbie Smith warmly welcomed newly appointed Director **Terry Slaughter** from Qld | Moved to accept – Ripple Parekh  Seconded – Grant Hinchcliffe | Y |
| 9  & 10 | Appointment of Auditor & fixing Auditor’s remuneration | As per MGA’s Rules - a new Auditor must be appointed by way of rotation every 5 years. Current Auditors, Cobain’s, will be replaced with a new Auditor as per a Board approval process.  Tenders have been requested from 2 Auditing providers.  Once the MGA Board has approved the Auditor - Phil Ibbotson Company Secretary is to liaise with MGA’s newly appointed Auditor to negotiate a fair and reasonable remuneration for his services. | Moved to accept - Jeff Harper  Seconded – Lincoln Wymer | Y |
| 11 | General Business | There was no General Business raised |  |  |
| 13 | Closure | 11.15am  President Debbie Smith thanked everyone for their attendance |  |  |