



16 October 2019

Dear Member,

The Annual General Meeting (AGM) of Foundation and Friends of the Botanic Gardens Ltd (the Company) will be held on **Wednesday 13 November at 6pm** in the Maiden Theatre, Royal Botanic Garden Sydney. We are writing to provide you with details of the meeting (Notice of Meeting), instructions on how you can vote if you are unable to attend the meeting in person (Appointment of Proxy Form) and details of the proposed appointment of new Auditors and of members to the Board of Directors.

Appointment of Auditors

The Board appointed ShineWing Australia as the Company's new auditor following the resignation of Thomas Davis & Co as Company auditor and ASIC's consent to that resignation. The transition of auditor occurred as part of the Board's review of the Company's audit requirements and following a competitive tender process. The Board notified members of this change by way of a notice placed on the website in May 2019. The purpose of this resolution is to seek member approval for the ongoing appointment of ShineWing Australia as auditor. A written notice nominating ShineWing Australia as the Company's ongoing auditor has been given to the Company by member, Clive Austin AM, and is attached to the Notice of Annual General Meeting. ShineWing Australia has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.

Recommendation by the Board: The Board is pleased to support the appointment of ShineWing Australia as auditors for Foundation and Friends of the Botanic Gardens Limited and its controlled entities. Members are asked to consider and, if thought fit, to pass an ordinary resolution appointing ShineWing Australia as auditor for the Company as set out in the attached Notice of Annual General Meeting.

Appointment of members to the Board of Directors

This year there are three Board members whose three years terms expire; Raoul de Ferranti, Matthew Glascott and Katrina Horrobin.

The Notice of AGM within *The Gardens* magazine and our eNews distribution included the invitation for members to indicate if they were interested in becoming a Director. Each of the Directors whose terms are expiring, have offered themselves for re-election. The Board Nominations Committee met and reviewed our current board representative skill and experience set and the nominations received and we are confident that our current mix of experience and expertise offers the best mix at this stage.

On the following page is a summary of their biography for your review and consideration.

Recommendation by the Board: The Board is pleased to support the re-election of Raoul de Ferranti, Matthew Glascott and Katrina Horrobin for the standard term of three years.

Annual General Meeting and Proxy Form

Attached are the Notice of the 37th Annual General Meeting and an Appointment of Proxy Form that, should you be unable to attend the AGM, you may choose to complete. You can nominate another person or the Chairman to represent you at the AGM. The completed Proxy Form needs to be returned to Foundation & Friends, Cottage 6, Mrs Macquaries Road, Sydney NSW 2000, by **5pm on 12 November 2019**. Please only complete the Proxy Form if you are unable to attend the meeting.

Should you wish to ask a question at the AGM please submit your question in writing to the Company Secretary by **6 November 2019**. Questions may be emailed to foundation.friends@rbgsyd.nsw.gov.au or mailed to Cottage 6, Mrs Macquaries Road, Sydney NSW 2000. Questions should relate to matters that are relevant to the AGM, such as Financial Reports, the resolutions being put to the meeting or general questions regarding the performance of Foundation & Friends. Questions received will be collated and the Chairman will seek to answer as many of the most frequently asked questions as possible during the AGM.

We will have refreshments at the conclusion of the meeting which we hope many members can attend. **We would appreciate if you could telephone (02) 9231 8182 or send an email to foundation.friends@rbgsyd.nsw.gov.au to let us know if you plan to attend.**

Annual Report

Copies of the Annual Report and Financial Report for the year ended 30 June 2019 will be available at the AGM, and can be viewed or printed from our website: www.rbgsyd.nsw.gov.au/foundationandfriends from **21 October 2019**.

Members may also contact the office on (02) 9231 8182 or via email foundation.friends@rbgsyd.nsw.gov.au to request that a printed copy of the above documents be mailed to them.

Please also telephone Foundation & Friends office on (02) 9231 8182 should you have any queries regarding this matter.



Ian Breedon
Chairman



Melissa Ellis
Chief Executive Officer

Information on existing Directors seeking re-appointment

Raoul de Ferranti was re-elected to our Board three years ago. His career and qualifications are in science, specifically Geology as well as Economics, but his passion has always been plants. Since retiring he has been a very active volunteer and is the Leader of Growing Friends, which currently operates at the three gardens and has over 100 volunteers. Raoul was formally a Director of Esso Employees Credit Union and a member of the Sydney University Human Research Ethics Committee. Raoul has a long history of support with Foundation & Friends, he is the former President of Friends of the Botanic Gardens and previously held the role of Deputy Chairman of Foundation & Friends.

Matthew Glascott was re-elected to our Board three years ago. His love of plants comes through in his qualifications in Landscape Design and Horticulture. Matt has an extensive career in these fields and has been involved in a number of landscape businesses. He is the founder and Director of The Glascott Landscape and Civil Pty Ltd, and a Director of Marsupial Landscape Management. Currently Matt is an active member of the Business Committee of Foundation & Friends and has been invaluable in the development and growth of our successful Garden Design Series.

Katrina Horrobin was re-elected to our Board three years ago. Her family has a long volunteering association with Foundation & Friends, and she has followed in their footsteps. She has extensive marketing expertise which has been applied in both corporate (Optus) and not for profit roles. Currently, she is the General Manager of Membership Strategy, Communications and Brand for the Association of Superannuation Funds Australia. Kate is the Chair of the Board Nominations Committee and is Deputy Chair of Foundation & Friends.