

21 October 2024

Dear Member,

The Annual General Meeting (AGM) of Foundation & Friends of the Botanic Gardens Ltd (Foundation & Friends) will be held on **Tuesday 19 November at 5:30pm** in the beautiful new Gadi Seminar Rooms, Brown Building, 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 members to the Board of Directors.

The AGM is an opportunity to hear an update on the work of the Foundation & Friends and the Botanic Gardens of Sydney, as well as meet the Board, staff, volunteers and other members. The new Chief Executive of the Botanic Gardens of Sydney, Simon Duffy, will be guest speaker.

We look forward to welcoming you at the AGM.

The Nominations and Remuneration Committee has the task of finding suitable nominees for our Board. They are continually reviewing the skills and experiences represented on the Board to ensure balance as well as alignment with our vision and strategy. This year there are three vacancies on the Board.

Over the past eight months the Nominations and Remuneration Committee undertook a broad recruitment process for the vacant positions, including calling for expressions of interest from the membership. We thank all those that participated in the selection process.

Retiring members of the Board of Directors

In April, Jenny Lourey resigned from the Board, and we acknowledge her commitment of over 8 years, including as Chair of the Business Committee and Deputy Chair of the Board.

After an incredible 12 years of service, Clive Austin's term comes to an end at this year's AGM. We acknowledge Clive's immeasurable commitment, including 6 years as Chair, and his thoughtful contribution and continuous support of the Gardens. Foundation & Friends would not be in the position it is without the insightful and guiding hand of Clive.

Another long-term Board member standing down at the AGM after 11 years of service is Matthew Glascott. Matt has brought his commercial networks and skills to the organisation and played a pivotal role in many of our unique events and activities, including the much-loved Garden Design Series.

Appointment of members to the Board of Directors

Jenny's resignation in April left a casual vacancy on the Board, and on recommendation from the Nominations and Remuneration Committee, the Board was pleased to appoint Kristine Anderson to the Board in June. Kris has been a member of our Development Committee and comes with a wealth of fundraising and non-profit experience to support our strategy. As Kris filled a casual vacancy, her current term ends at the AGM.

The Board received and reviewed the recommendations from the Nominations and Remuneration Committee for the three vacant positions to the Board. Details of the selected nominees can be found at the end of this notice.

Recommendation by the Board: The Board is pleased to support the appointment of Kristine Anderson, Carl McCamish and Maria Martin, all for the standard term of three years.

Annual General Meeting Notice, Proxy Form and Questions on Notice

Attached are the Notice of the 42nd Annual General Meeting and an Appointment of Proxy Form. Your voice is important to us. If you are not able to attend the AGM, we encourage you to submit your Proxy Form. You can nominate either another member or the Chair 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 **3pm on Wednesday 13 November 2024**. Please only complete the Proxy Form if you are not attending the meeting.

Should you wish to ask a question at the AGM please submit your question in writing to the Company Secretary by Wednesday 13 November 2024. Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to Cottage 6, Mrs Macquaries Road, Sydney NSW 2000. We encourage members to ask questions on matters that are relevant to the AGM, such as the Financial Reports, resolutions being put to the meeting or general questions regarding the performance and impact of Foundation & Friends.


Financial Statements

Copies of the Financial Report for the year ended 30 June 2024 will be available at the AGM, and can be viewed or printed from our website botanicgardens.org.au/get-involved/foundation-and-friends/about-foundation-friends.

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

Thank you for your ongoing support and commitment to Foundation & Friends.

Yours sincerely



Ian Breedon
Chair



Peter Thomas
Chief Executive Officer

Information on Directors seeking appointment

Kristine Anderson was appointed to fill a casual vacancy as a Director of Foundation & Friends on 4 June 2024. She has been a member of the Development Committee since 2021. She is an accomplished senior executive with extensive commercial and not-for-profit experience. She is committed professionally and personally to a future where people and nature thrive.

Kris has an EMBA and a Bachelor of Business with background in both marketing and environmental corporations and consulting with NFP particularly providing support around philanthropy and engagement.

Throughout her career, Kris has sought ways to harness personal and organisational capabilities to deliver environmental and social outcomes via volunteering and pro-bono engagements.

Carl McCamish is an experienced senior executive in Australia and overseas. As Executive General Manager at Origin Energy he was responsible for people & culture, IT, risk, internal audit, corporate affairs and brand, corporate transformation, and the philanthropic foundation.

For over 2 years Carl was an adviser on energy and climate change to UK Prime Minister Tony Blair. He worked at international consulting firm McKinsey for 6 years in the UK and SE Asia.

Carl is a Rhodes Scholar with a 1st class Masters in Law from Oxford; Master in Human Resources Management from Oxford and a 1st class law degree from University of Melbourne.

Importantly, Carl is passionate about the Botanic Gardens of Sydney, and has a large personal garden which includes a large number of plants from Growing Friends.

Maria Martin has been a valued volunteer member of the Finance, Audit and Risk Committee of Foundation & Friends since early 2022 and is an experienced non-executive director with financial, strategic, and governance expertise. As a keen gardener with a deep connection to the environment, Maria is excited about using her experience as a businessperson and chartered accountant on the Board. She is energised by the new strategy of continuing to build a thriving connected community that leads fundraising to help the Gardens solve critical conservation challenges and deliver memorable experiences.

Maria was previously a non-executive director of two companies listed on the Australian Stock Exchange, chairing Board Audit and Risk, and People and Organisation Committees and has also been Lead Independent non-executive director. Prior to this, Maria was a partner at PricewaterhouseCoopers for 15 years providing audits, advisory and transaction services to government departments and companies within the consumer, entertainment, financial services, and technology industries.

Maria has a long personal association with the Botanic Gardens of Sydney and as a member is a regular attendee of the many events and activities held by Foundation & Friends.

Foundation & Friends of the Botanic Gardens Ltd

ACN 159 378 855

NOTICE OF THE 42nd ANNUAL GENERAL MEETING

Tuesday 19 November 2024 at 5:30pm

Gadi Seminar Rooms, Brown Building, Royal Botanic Garden Sydney

Mrs Macquaries Road, Sydney

AGENDA

1. Welcome and Apologies
2. Acceptance of the minutes of the 41st Annual General Meeting
3. Chair's Report
4. CEO's Report | The year in review | Questions on notice
5. Presentation of the Financial and Other Reports
To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2024.
6. Election of Directors
To consider and, if thought fit, to pass the following separate resolutions:
 - a) *That Kristine Anderson be appointed as a Director for a term of 3 years*
 - b) *That Carl McCamish be appointed as a Director for a term of 3 years*
 - c) *That Maria Martin be appointed as a Director for a term of 3 years*
7. Guest speaker – Simon Duffy, Chief Executive, Botanic Gardens of Sydney
8. Other business
9. Conclusion

The Financial Report for the year ended 30 June 2024 will be available at the AGM and can be downloaded from the website botanicgardens.org.au/get-involved/foundation-and-friends/about-foundation-friends.

Members may also contact the Foundation & Friends office to request a printed copy of the above documents.

Should members wish to ask a question at the Annual General Meeting they are requested to write and notify the Company Secretary of that question by 13 November 2024.

Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to:
Cottage 6, Mrs Macquaries Road, Sydney NSW 2000

FOUNDATION AND FRIENDS OF THE BOTANIC GARDENS LTD
ACN 159 378 855

Appointment of Proxy 42nd Annual General Meeting

Member's Name

Membership No.

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(For Household memberships - each member is required to provide a separate proxy.)

Member's Address

Appointment of Proxy

I, being a member of Foundation & Friends of the Botanic Gardens Ltd, hereby appoint as my proxy either:

(Name & Address of Proxy)

OR

Chair of the Meeting

or failing the person so named or, in the absence of that person in the capacity of my proxy, or if no person is named, the Chair of the Meeting as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions, (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting, Foundation & Friends of the Botanic Gardens to be held on Tuesday 19 November 2024 at 5:30pm at Gadi Seminar Rooms, Brown Building, Royal Botanic Garden, Mrs Macquaries Road, Sydney, and at any adjournment thereof.

Voting Directions

The Chair of the Meeting intends to vote undirected proxies in favour of the election of directors.

Optional: If you wish to direct your proxy to vote please mark (✓) in the appropriate box below.

	For	Against
Election of Kristine Anderson as a Director		
Election of Carl McCamish as a Director		
Election of Maria Martin as a Director		

SIGNATURE

If you have appointed someone else as your attorney, your attorney can sign this Appointment of Proxy on your behalf.

IMPORTANT: For your appointment to be valid this Appointment of Proxy must be returned to Foundation & Friends of the Botanic Gardens Limited at Cottage 6, Mrs Macquaries Road, Sydney NSW 2000 by 3pm on 13 November 2024.