



Annual General Meeting

08.10.2014

GRA 2014 ANNUAL GENERAL MEETING

University of Technology Sydney; Building B Level 3 Room 29; Quay Street, Ultimo
10:30am - 12:00pm, 08 November 2014

INSTRUCTIONS FOR JOINING THE AGM (IN PERSON OR BY SKYPE)

- (a) The Annual General Meeting of Green Roofs Australasia Ltd shall be held at the University of Technology Sydney; Building B Level 3 Room 29; Quay Street, Ultimo.
Cyber stream conferencing will be available through internet technology subject to members providing their intention to join using internet 7 days prior to the AGM date, 10:30 - 12:00pm on Saturday, 08 November 2014. Internet conferencing will be subject to connection provided by the University of Technology Sydney.

AGM Location: Refer UTS Map.

A floor plan for your reference is attached. The first map is the whole of level 3 of the Haymarket building with the AGM room highlighted in yellow, the stairs in orange and the lifts in green, the second is a close up of block B with the same highlighted colours.

A landmark for the Building is the Clock Tower at the corner of Ultimo Rd & Quay Street, Ultimo. Entry to Building B is approx 20 metres down from the corner.

The best way to get to the room is to walk into Haymarket through the Block B entrance and as you first walk in on your left is a lift, take the lift up to level 3 and the AGM room is just around to the left.

SKYPE group sign in will be from '**matt.dillon55**' @ 10:30AM (Sydney Time)

This address will need to be added to your Contacts List and you will need to be online at 10.20am on the 8th Nov. Wait to be rung for your connection to become active. Do not ring first as you will need to be invited to join.

Please ensure that you have the latest 'free' download software for SKYPE.

If you intend joining the AGM by SKYPE then you will need to provide your skype address to

info@graus.com.au

This should be sent by Tuesday 2nd November 2014.



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- (b) The business of the Annual General Meeting shall include the presentation of the 2013-14 financial statements of account and the report of the Directors of the transactions of the past year, the election of Directors members and such other business as is placed on the agenda by the Directors.

ELECTION OF DIRECTORS

- (a) The election of Directors shall be by vote at an Annual General Meeting. Every Corporate Member shall be entitled to one vote by the Corporate Member present in person at the Annual General Meeting or by proxy. No person shall be appointed a proxy who is not an Individual or a Corporate Member of the Company and entitled to be present and vote in their own right at the meeting.

DIRECTORS

- (a) The Directors of the Company shall consist of a maximum of 12 Directors, with no more than 5 of those coming from any one state with no more than 2 from NZ and two from Asia.
- (b) A person shall be eligible for election to the Directors if:
 - (i) They are associated with the green infrastructure industry in Australia, Asia or New Zealand.
 - (ii) Has a distinguished endeavour that the Directors of the Company considers has promoted or is promoting the objectives of the Company.
- (c) A person shall not be eligible for election to the Directors if:
 - (i) they are not a financial member of the Company.
 - (ii) they have previously resigned or have previously been expelled from the company.
- (d) The Directors shall have the sole control and management of the property, income, affairs and concerns of the Company and may act in all matters concerning the Company in such manner as appears to it best calculated to carry out or promote the objectives of the Company set out in clause 3, other than those powers required to be exercised by the Company in general meeting.



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A Director

- (1) Is required to attend five of the six meetings per annum including the AGM.
- (1) Is required to attend the AGM and any extraordinary General Meeting.
- (2) Board position is reviewed annually.
- (3) Is required to give formal written notice to the Board upon resignation.
- (4) A Director who is associated with an Institution; Company; the commercial sale; import or manufacture of industry products, will not allow a conflict of interest to interfere with their decisions, voting or responsibilities as a Board Member

TERM OF OFFICE OF DIRECTORS

- (a) The members of the ~~Directors~~ shall hold their places as from the date of the Annual General Meeting at which they were elected until the date of the second Annual General Meeting thereafter.
- (b) A member of the Directors shall, upon the expiration of their term be eligible for further election.



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NOMINATION as DIRECTOR for 2014 - 2015

I.....

would like to nominate for the position of

DIRECTOR on the Green Roofs Australasia Limited Board.

I have read and understand the roles and responsibilities associated with this position.

I submit the following comments in support of my nomination as a Director:

.....
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.....
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.....
.....
.....
.....

I am a fully paid current member of Green Roofs Australasia Ltd

Name

Address

.....

Occupation

Company Name.....

Company Address

Signed

Email.....

PhoneMobileDate.....



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INSTRUMENT TO APPOINT

I.....
of.....
Suburb.....State.....Postcode.....

being a current Member of GRA hereby appoint

.....
of.....
Suburb.....State.....Postcode.....

as my proxy to vote in my name at the General Meeting to be held on

..... day of
....., 20.....
and at any adjournment thereof.

As witness my hand this

..... day of, 20.....

Witness:..... to the above

Address.....

Suburb.....State.....Postcode.....

Signature



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INSTRUMENT TO APPOINT (cont)

- (a) The Instrument appointing a proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee and shall be as nearly as circumstances will permit in the following form or to the following effect:
- (b) The instrument appointing a proxy who shall be an Individual or a Corporate Member of the Company entitled to be present and vote in their own right shall be deposited at the Headquarters of the Company and the President or a member of the Directors appointed by the President shall instruct the Secretary to verify and prepare a list of the proxies so deposited.
- (c) The notice convening the meeting at which the instrument of proxy is to be used shall prescribe the latest day prior to such meeting for depositing the instrument of proxy and the date so prescribed shall allow sufficient time for the list of proxies to be prepared and forwarded to the place of meeting.

Nominations will be accepted at the GRA Annual General Meeting on 08/11/14 and decided by a quorum of member votes, present or by proxy.

Nominations as a Director or Proxy nominations are to be delivered to the Company not less than 14 days before the AGM:-

Post: Green Roofs Australasia Ltd

22 Oxford St. Sydney, NSW. 2042

or by email to:- admin@graus.com.au