

# NOTICE OF ANNUAL GENERAL MEETING

## The AGM will be held:

**Date:** Saturday, 25 November 2023

**Time:** 8:30 am (AEST)  
NSW (excl. Broken Hill) 9:30am  
QLD 8:30am  
VIC, TAS & ACT 9:30am  
NT 8:00am  
SA, Broken Hill 9:00am  
WA 6:30am

**Place:** Brisbane & Via Weblink

The Annual General meeting will be held at Diabetes Australia, Brisbane Office, 29 Finchley Street Milton QLD 4064 and by the following link (<https://daus.verovoting.com.au>). To ensure we have adequate seating arrangements in place, please email [companysecretary@diabetesaustralia.com.au](mailto:companysecretary@diabetesaustralia.com.au) by 2 November 2023 if you plan on attending in person.

Members will also be able to participate, cast a vote (if entitled to), ask questions or make comments online via Vero Voting.

Should Members wish to attend the AGM online, they can register their interest with Vero <https://daus.verovoting.com.au>.

Members who are entitled to vote may appoint a proxy to attend and vote at the Meeting. A proxy is not required to be a Member.

To be valid, a proxy must be appointed in writing on the proxy form attached, that is also available on our website. The completed proxy form must be received by Vero Voting (see below) by **8:30am (AEST) on 23 November 2023**.

Proxies may be returned in either of the following ways:

- By post to:  
Vero Voting Reply Paid 85701 DAGLISH WA 6008
- By email to: [support@verovoting.com.au](mailto:support@verovoting.com.au)

The Explanatory Notes form part of the Notice

## Items of Business:

1. Opening & Welcome
2. Independent President & Chair Report
3. Group Chief Executive Officer Report
4. Confirmation of Minutes of Annual General Meeting convened on 26 November 2022
5. Consolidated Financial Statements and Independent Auditor's Report for 30 June 2023
6. Election of Independent Director: Andrew Rutherford
7. Appointment of Independent Director: Steve Goldsworthy
8. Approval of proposed amendments to the Constitution
9. Approval of Increase in Directors' Remuneration Pool
10. Closing Comments

# EXPLANATORY NOTES AND RESOLUTIONS

## Agenda item 4

### Minutes of the Annual General Meeting held 26 November 2022

The minutes, to be confirmed, of Diabetes Australia's 2022 Annual General Meeting are available on our website <https://www.diabetesaustralia.com.au/agm>.

## Agenda Item 5

### Consolidated Financial Statements and Independent Auditor's Report for the 2022-23 financial year

The Consolidated Financial Statements and Independent Auditor's Report for 2022-23 have been completed and published on the Diabetes Australia website <https://www.diabetesaustralia.com.au/agm>.

**Note:** A members' resolution is not required for this agenda item.

## Agenda item 6

### Election of Independent Director: Andrew Rutherford

Mr Rutherford brings a wealth of experience from a 38-year career that includes a variety of leadership roles within the finance and accounting fields. His experience includes various COO/CFO roles across a number of industries and countries as well as significant Board experience.

To fill a finance and investments skills vacancy on the Board, the Board appointed Mr Rutherford as an Independent Director pursuant to clause 26.4 (a) of the Constitution effective 1 September 2023. Mr Rutherford became the Chair of the Finance, Audit and Investment Committee on 11 October 2023.

In accordance with clause 26.4 (b) of the Constitution, Mr Rutherford holds office until the conclusion of this general meeting and is eligible for election. Mr Rutherford offers himself for election at this AGM.

The Board commends the candidate to Members and recommends the election of Mr Rutherford for a three-year term in accordance with the Constitution.

**Resolution: That Andrew Rutherford, who was appointed by the Board as an Independent Director effective 1 September 2023, be elected as an Independent Director of the Company in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.**

## Agenda item 7

### Appointment of Independent Director: Steve Goldsworthy

Linda Manaena's resignation as a Director, effective at the conclusion of this meeting, presents a vacancy on the Board.

Mr Goldsworthy is a qualified chartered accountant with over 20 years of finance and accounting experience with ASX/NYSE listed and non-listed organisations in the healthcare, ship building, resources and mining sectors. Mr Goldsworthy is currently the Group Chief Strategy and Commercial Officer for St John of God Health Care, based in Perth. Mr Goldsworthy also brings a wealth of Board experience.

Not only does Mr Goldsworthy bring valuable business experience and skills, including in the Not For Profit sector, the appointment of Mr Goldsworthy to the Board, enhances the Board's geographical diversity, given Mr Goldsworthy's experience and connections in Western Australia.

The Board commends the candidate to Members and recommends the appointment for a three-year term in accordance with the Constitution, effective at the conclusion of the meeting.

**Resolution: That Steve Goldsworthy be appointed as an Independent Director of the Company, in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.**

## Agenda item 8

### Approval of Proposed Amendments to the Constitution

The Constitution was last amended in November 2022.

The Board has recommended further amendments to the Constitution to better clarify intent, fix typographical errors and administrative oversights, as well as those outlined below:

- Adding clarification in the definitions that the People and Culture Committee usually acts as the Nominations Committee;
- Adding clarification within the definitions that a Nominee Director is a Director appointed by a member organisation *that is a State or Territory Organisation*;

- Avoiding ambiguity by correcting a double negative when referring to the eligibility of the Health Professional Directors;
- Removing the requirement for a Director to sit on the Kellion Advisory Council and instead require the Chair of the Council to report to the Board on the Council's activities and achievements annually.

All the proposed changes are set out in a marked-up Constitution that can be read on our website <https://www.diabetesaustralia.com.au/agm> with the other AGM documents referenced in this Notice.

**Proposed Special Resolution: (requiring the approval of 75% of Members present and voting)**

**That it be RESOLVED as a Special Resolution, to amend the Constitution by inserting the underlined text and deleting the struck through text in the document tabled at the AGM by the Chair.**

**Agenda item 9**

**Approval of increase in Directors' Remuneration Pool**

The amendments to the Constitution in 2022 included the following:

- introduction of a Board Skills Matrix, which sets out the qualifications, experience, expertise and diversity desirable of Board members;
- provision for the Board to appoint one additional Independent Director if the Board determines there is a skills gap with reference to the Board Skills Matrix, provided that the total number of Directors does not exceed ten; and
- in relation to modifications to the remuneration schemes for Directors and the President as follows:
  - removal of the remuneration cap of \$100,000 for the role of President; and
  - introduction of an aggregate remuneration cap of \$250,000 (inclusive of superannuation) for all Directors (including the President), with provision for this cap to be increased if approved by ordinary members' resolution;
  - The Company may not increase the total annual aggregate amount of directors' fees payable to all of its directors (being \$250,000) without the approval of Members by Special Resolution.

With the resignation of Linda Manaena, election of Andrew Rutherford and appointment of Steve Goldsworthy, the Board will consist of 10 Directors (including the Chair) and aggregate annual Fees currently amount to \$249,000.

The independent advice that the Board has received is that Director fees paid by the Company are at the bottom end of the range for companies of comparable size and the Board is seeking an increase in the Director fee pool at this AGM to allow for the possibility of:

- increases in Director fees to bring those fees more into line with market-based rates;
- the appointment of additional Directors to address gaps identified including in the Board Skills Matrix;
- the increasing complexity of the regulatory environment and exposure to risks.

It should be noted that, if the Board decides not to appoint any additional Directors, the Board will not use all of the approved increase in the Director fee pool to increase fees paid to current Directors.

**Proposed Special Resolution: (requiring the approval of 75% of Members present and voting)**

**That for the purposes of the Corporations Act and the Company's Constitution, the Company reward persons who undertake the duties and responsibilities of being a Director (including attendance at meetings of the Board of Directors and Board Committees) by approving annual payments in total aggregate of no more than \$350,000.**

**Note: PROCESS FOR COMMUNICATION**

As per section 110K of the Corporations Act 2001, as a member, you have the right to inform us about how you would like to receive information from us including notices of meetings and meeting-related documentation. You can elect to receive documents by hard copy, electronically or not to be sent the documents covered by subsection 110E(5).

Please contact us if you would like to do so on [companysecretary@diabetesaustralia.com.au](mailto:companysecretary@diabetesaustralia.com.au)

**If you would like hard copies of any of the documents referenced in this Notice, please call us on 1800 177 055.**