

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice is given that an Extraordinary General Meeting (EGM or Meeting) of Diabetes Australia Limited will be held online on Friday 19 June 2026**

**Time:** 11:00am (AEST)

NSW (excl. Broken Hill)	11:00am
QLD	11:00am
ACT, TAS, VIC	11:00am
NT	10:30am
SA, Broken Hill	10:30am
WA	9:00am

**Place:** via [Weblink](#) only

The EGM will be held virtually by the following link <https://diabetesaus.verovoting.com.au>

Members entitled to vote at the Meeting in accordance with Diabetes Australia Constitution will be able to participate, cast a vote if entitled to, ask questions or make comments online using Vero Voting.

This Meeting will be conducted as a virtual meeting. No physical meeting location will be provided.

As determined by the Chair, voting at the EGM will occur by a poll through the online platform at Vero Voting. Voting will open prior to the commencement of the meeting and close when the Chair announces closure of the poll / voting.

Members wishing to attend the EGM are required to register via Vero Voting at <https://diabetesaus.verovoting.com.au>.

To login use 'Member Number' and 'Last Name'. Once registered dial in details will be provided.

If you have difficulty registering, please contact [support@verovoting.com.au](mailto:support@verovoting.com.au) or call +61 8 6500 0810.

Members are entitled to appoint a proxy to attend and vote at the Meeting. A proxy is not required to be a Member of Diabetes Australia. Further details regarding the appointment of the proxy are included in the proxy form.

To be valid, a proxy must be appointed in writing on the proxy form provided with this notice, available here <https://www.diabetesaustralia.com.au/egm> and received by 11:00am (AEST) on 17 June 2026.

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)

## Items of Business:

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1. Opening & Welcome, including Acknowledgement of Country
2. Constitution Refresh - special resolution
3. Closing Comments

# EXPLANATORY NOTES AND RESOLUTIONS

## Agenda Item 2

### Constitution Refresh – special resolution

To consider, and if thought fit, pass the following resolution as a special resolution:

*To replace the Diabetes Australia Constitution with the form attached to this Notice and available at <https://www.diabetesaustralia.com.au/egm>*

This resolution requires at least 75% of the votes cast by members entitled to vote on the resolution.

The Board of Diabetes Australia recommends **in favour** of this resolution.

The Board considers that adopting the new Constitution is in the best interests of the organisation, as it will further elevate people living with and at risk of diabetes within Diabetes Australia's charitable purpose, will simplify the membership structure (including allowing for free community membership) and provide more contemporary drafting.

The Boards of Australian Diabetes Educators' Association Limited (ADEA) and Australian Diabetes Society Limited (ADS), in their capacities as Member Organisations of Diabetes Australia, have been advised of the terms of the Replacement Constitution and support it being put to members for consideration. Diabetes Australia, ADEA and ADS look forward to continuing to work together for the benefit of people living with and at risk of diabetes.

The following form part of this Notice:

- Board Statement of Recommendation
- Explanatory Table of the key changes to the Constitution, prepared by law firm Herbert Smith Freehills Kramer
- Proposed Replacement Constitution
- Proxy form

While every effort has been made to provide accurate and complete information material to your decision on how to vote on the resolution, the Notice and Explanatory Table is a summary only, and we recommend you read the complete new Proposed Replacement Constitution in full before deciding how to vote at the EGM.

<https://www.diabetesaustralia.com.au/egm>

Technical difficulties may arise during the course of the EGM. The Chair of the Meeting has discretion as to whether and how the EGM should proceed in these circumstances. In exercising their discretion, the Chair of the Meeting will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the EGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a directed proxy by 11AM (AEST) on 17 June 2026, even if they plan to attend the EGM online.

### Note: PROCESS FOR COMMUNICATIONS

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 it by hard copy, electronically or not at all. Please contact us if you would like to do so on [companysecretary@diabetesaustralia.com.au](mailto:companysecretary@diabetesaustralia.com.au)