



DIABETES AUSTRALIA

Annual General Meeting

Saturday 25 November 2023

29 Finchley Street, Milton QLD 4064 and via Zoom 8.30am AEST

MINUTES

Present:

Directors

Michael Stanford, President and Board Chair

Kathryn Arndt, Director

Craig Beyers, Director

Gordon Bunyan, Director

Zena Burgess, Director

Brett Fenton, Director

Arthur Koumoukelis, Director

Glynis Ross, Director

Andrew Rutherford, Director

In attendance:

Justine Cain, Group CEO

Hanna Myllyoja, Company Secretary

Employees that were also Members present in person:

Karen Adamedes, Chief Performance and Transformation Officer

Taryn Black, Chief Strategy Officer

Rowan Clifford, Group Executive Health Service Operations

Kirsty Dwyer, Chief People and Business Services Officer

Matt Easdown, Chief Financial Officer

Jan Ridd, Group Executive NDSS and International Programs

Jen Boggiano, Executive Assistant to GCEO

By invitation:

Leah Russell Audit Partner BDO

Amber Esposito, Deputy Company Secretary

Apologies:

Linda Manaena, Director

Agenda item 1 Opening & Welcome

The Chair, Dr Michael Stanford AM declared the 2023 Annual General Meeting open at 8.30am AEST and welcomed Members, fellow Directors, the Group CEO, members of Group Executive, staff and Leah Russell Audit Partner BDO to the meeting.

The Chair provided an Acknowledgement of Country.

Apologies

Apologies were received from Linda Manaena (Director). The Chair advised that Linda Manaena had made the decision to resign as a Director and step down from the Board at the conclusion of this meeting.

Quorum and Attendance

The Chair noted that 201 proxies had been received, and 21 members were present in person and online therefore the quorum requirement of 5 members had been met.

The Chair advised that all Members who were attending online would have the opportunity to cast their votes for the resolutions through the Vero platform and Members attending in person would vote either via their electronic devices or the voting cards provided.

Proxies

The Chair intended to vote undirected proxies in favour of all business items. The Chair noted that proxy votes had been counted and would be displayed on the slides prior to each vote being called.

Agenda item 2 Independent President & Chair Report

The Chair presented his report for the financial year ending 30 June 2023.

Agenda item 3 Group Chief Executive Officer Report

The Group CEO, Justine Cain, presented her report for the financial year ending 30 June 2023.

Agenda item 4 Confirmation of Minutes of Annual General Meeting convened on 26 November 2022

The Chair advised that the Minutes of the 2022 AGM which took place on 26 November 2022 were made available online. The minutes were confirmed and would be signed as a correct record of proceedings.

Agenda Item 5 Consolidated Financial Statements and Independent Auditors' Report for 30 June 2023

The Chair noted that the Annual Financial Statements and Auditors' Report for the year ended 30 June 2023 were made available online on the website.

The Chair advised that Leah Russell, Audit Partner from BDO was in attendance and available to answer any questions.

The Chair then invited questions on the Financial Statements from Members noting a members' resolution was not required for this agenda item. No questions were received.

Agenda Item 6 Election of Independent Director: Andrew Rutherford

The Chair spoke to the resolution regarding the election of Andrew Rutherford as an Independent Director. It was noted that subject to the election of Andrew Rutherford, the Board had resolved to appoint Andrew Rutherford as the incoming Chair and President for a period



of 3 years, in accordance with the Company's Constitution, commencing upon Michael Stanford's departure as a Director, Chair and President on 25 November 2023.

The Chair invited Andrew Rutherford to address the meeting. Andrew Rutherford provided a brief summary of his professional background including substantial experience as a non-executive director.

The Chair advised that the Board commends Mr Rutherford as a candidate to Members and recommends the appointment of Mr Rutherford as a director of Diabetes Australia for a three-year term in accordance with the Constitution.

The meeting considered the following **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 Board of the Company in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.

The number of proxies received were as follows:

For: 193 Against: 6 Abstain: 2

The Chair opened the voting in person and online.

The meeting noted that final votes would be made available on the website.

Agenda Item 7 Appointment of Independent Director: Steve Goldsworthy

The Chair spoke to the resolution regarding the appointment of Steve Goldsworthy as an Independent Director.

The Chair advised that Board commends the candidate to Members and recommends the appointment of Mr Goldsworthy as a director for a three-year term in accordance with the Constitution.

The resolution was '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.'

The number of proxies received were as follows:

For: 190 Against: 6 Abstain: 5

The Chair opened the voting in person and online.

The final votes would be made available on the website.

Agenda Item 8 Approval of Proposed Amendments to the Constitution

The Chair spoke to the resolution regarding the proposed amendments to the Constitution. A marked up copy of the Constitution was made available on the website and the Chair advised that there was a copy available at the meeting.

The resolution to be considered was '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.'



The number of proxies received were as follows:

For: 188 Against: 7 Abstain: 6

The Chair opened the voting in person and online.

The final votes would be made available on the website.

Agenda Item 9 Approval of increase in Directors' Remuneration Pool

The Chair spoke to the resolution regarding the approval of increase in Directors' Remuneration pool.

The resolution was '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.'

The number of proxies received were as follows:

For: 158 Against: 33 Abstain: 10

The Chair opened the voting in person and online.

The final votes would be made available on the website.

Agenda item 10 Closing Comments

Other Business

The Chair enquired whether the Members in person or online had any questions, and no questions were raised.

Close

The Chair closed the meeting at approximately 8:51 am.