



DIABETES AUSTRALIA

Annual General Meeting

Saturday 26 November 2022

26 Arundel Street, Glebe NSW and via Zoom 9.30am AEDT

MINUTES

Welcome and Opening

The Chair, Dr Michael Stanford AM declared the 2022 Annual General Meeting open at 9.30am AEDT 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.

Directors and Group Executive Present

Directors: Michael Stanford (President and Chair), Craig Beyers, Arthur Koumoukelis, Glynis Ross, Brett Fenton, Gordon Bunyan, Kathryn Arndt.

Executive: Justine Cain (GCEO), Taryn Black (CSO), Bob Kotic (CFO), Rowan Clifford (CEO NSW), Jessica McKinnon (Company Secretary).

Apologies

Apologies were received from Zena Burgess (Director) and Linda Manaena (Director).

Quorum and Attendance

The Chair noted that a quorum (5 members) was present by virtue of proxies already received, and that official proceedings could commence.

The Chair advised that all Members who are attending online will have the opportunity to cast their vote for the resolutions through the Vero platform and Members attending in person will vote either via their electronic devices or the voting cards provided. The Chair also advised Jessica McKinnon, Company Secretary was in attendance via Zoom to monitor the voting process.

Proxies

The Chair noted that proxy votes had been counted and would be displayed on the slides prior to each vote being called.

Independent President and Chair Report

The Chair presented his report for the financial year ending 30 June 2022.

Group CEO's Report

The Group CEO, Justine Cain, presented her report for the financial year ending 30 June 2022.

Confirmation of Minutes of the 2021 AGM

The Chair advised that the Minutes of the 2021 AGM were made available online and would be taken as read.

Agenda Item 3 Annual Financial Statements and Auditor's Report

- The Chair noted that the Annual Financial Statements and Auditor's Report was available online and would be considered read. He advised that financial statements were initially issued on 27th October 2022. Upon identification that note 3d, note 3e, and note 4 were missing, a small cross reference error between note 17 and the profit and loss and missing a comparative number in note 17, the Board approved the re-issue of the financial statements. There has been no change to the primary statements (Statement of Profit or loss, Statement of Financial Position, Statement of Changes in Equity and Cash Flow Statement).
- 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 4 Proposed Constitutional Changes

The Chair spoke to the resolution regarding the proposed constitutional changes:

- With three Member Organisations (Diabetes Association of Queensland, Diabetes NSW & ACT and Diabetes Australia - Tasmania) now wholly merged into Diabetes Australia, the Board considered it appropriate to review and update Diabetes Australia's Constitution.
- The amendments aim to improve the clarity and consistency of the Constitution's clauses, better align the Constitution with operational requirements of the Company, and ensure ongoing compliance with relevant legislation. A copy of the full proposed amendments was attached to the Notice of Meeting.
- The Diabetes Australia Board recommends the approval of the Proposed Constitutional Changes.
- The Chair noted all Directors who are also Members shall abstain from this vote.

The Chair invited members to vote on the resolution and advised results would be published on the Diabetes Australia website. [Results published below on www.diabetesaustralia.com.au 28/01/2022]

FOR	AGAINST	ABSTAIN
8	0	3
100%	0%	

The motion was carried 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.

Agenda Item 5 Election of Independent Directors

The Chair advised that Gordon Bunyan is a Retiring Director and was previously Nominee Director from the Kellion Diabetes Foundation Limited. He is eligible to stand for election as an Independent Director under clause 26.2 of the Diabetes Australia Constitution. With the retirement of Meghan Senior as an Independent Director on 6 August 2022, the Board currently does not comply with the constitutional requirement under clause 25.3(d) that Independent Directors comprise not less than half the Board. The election of Mr Bunyan as an Independent Director would enable the Company to fulfill this constitutional requirement.

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

The Chair invited members to vote on the resolution and advised results would be published on the Diabetes Australia website. [Results published below on www.diabetesaustralia.com.au 28/01/2022]

FOR	AGAINST	ABSTAIN
9	1	1
90%	10%	

The motion was carried to approve the appointment of Gordon Bunyan as an Independent Director of the Company for a three year term.

Other Business

The Chair enquired whether the Members had any questions, and no questions were raised.

Close

The Chair closed the meeting at approximately 9.50am.