



## **DIABETES AUSTRALIA**

### **Annual General Meeting**

Friday 29 November 2024

26 Arundel Street, Glebe NSW and via Zoom 9:00 am AEDT

#### **MINUTES**

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#### **Present:**

##### *Directors*

Andrew Rutherford, President and Board Chair

Craig Beyers, Director

Gordon Bunyan, Director

Zena Burgess, Director

Brett Fenton, Director

Steve Goldsworthy, Director

Arthur Koumoukelis, Director

Glynis Ross, Director

Justine Cain, Group CEO

Penny Palmer, Company Secretary

Emily Wooden, Chief Financial Officer & Company Secretary

##### *By invitation:*

Leah Russell, Audit Partner BDO

#### **Apologies:**

Kathryn Arndt, Director

### **Agenda Item 1 Opening & Welcome including Acknowledgement of Country**

The Chair, Andrew Rutherford, declared the 2024 Annual General Meeting open at 9:00 am 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.

#### **Quorum and Attendance**

The Chair noted that 22 proxies had been received. Given proxies received and the members attending in person and online today the quorum requirement of five 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 via a show of hands.

#### **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 2024.

## **Agenda Item 3 Group Chief Executive Officer Report**

The Group CEO, Justine Cain, presented her report for the financial year ending 30 June 2024.

## **Agenda Item 4 Confirmation of Minutes of Annual General Meeting convened on 25 November 2023**

The Chair advised that the Minutes of the 2023 AGM which took place on 25 November 2023 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 Auditor's Report for 30 June 2024**

The Chair noted that the Annual Financial Statements and Auditor's Report for the year ended 30 June 2024 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 Directors**

### **Agenda Item 6.1 Craig Beyers**

The Chair spoke to the resolution regarding the appointment of Craig Beyers as an Independent Director.

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

The **resolution** was put 'That Craig Beyers 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 Chair opened the voting in person and online.

CARRIED

### **Agenda Item 6.2 Zena Burgess**

The Chair spoke to the resolution regarding the appointment of Zena Burgess as an Independent Director.



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

The **resolution** was put 'That Zena Burgess 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 Chair opened the voting in person and online.

CARRIED

### **Agenda Item 6.3 Arthur Koumoukelis**

The Chair spoke to the resolution regarding the appointment of Arthur Koumoukelis as an Independent Director.

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

The **resolution** was 'That Arthur Koumoukelis 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 Chair opened the voting in person and online.

CARRIED

### **Agenda Item 7 Approval of Diabetes NSW Constitution Update**

The Chair spoke to the resolution regarding approval of Diabetes NSW Constitution Update. 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 Diabetes NSW Constitution by inserting the underlined text and deleting the struck through text in the document as tabled at the AGM available at [diabetesaustralia.com.au/agm](http://diabetesaustralia.com.au/agm).'

The Chair opened the voting in person and online.

CARRIED

### **Agenda Item 8 Closing Comments**

The Chair thanked the Group CEO and the Group Executive Team.

### **Close**

The Chair closed the meeting at 9:28 am AEDT.