

# Agenda: 37<sup>th</sup> ADEA Annual General Meeting



Time: 11:30am  
Date: Friday 23 August 2019  
Location: International Convention Centre, Sydney  
Room: Darling Harbour Theatre  
Chair: Brett Fenton, ADEA President

Registrations: Full members are requested to be at Darling Harbour Theatre by 11:00am to register for the AGM. Please note \* Morning tea will be available at the registration area.

#	Item
<b>1.</b>	<b>Meeting Administration</b>
1.1	Open and Welcome
1.2	Introduction of Board Directors and Auditor
1.3	Confirmation of Minutes of AGM held 24 August 2018
<b>2.</b>	<b>Reports</b>
2.1	President's report
2.2	Chief Executive Officer's report
2.3	Tabling of the Financial report and Finance Director's report
2.4	Auditor's report
2.5	Confirmation of new Director
2.6	Proposed Special Resolution to amend the ADEA Constitution to increase the number of Full Member Directors, from five to six Full Member Directors <i>(refer to further information on the second page of this agenda)</i>
	<b>Close</b>

***A reminder that only full financial members can vote at the AGM but we warmly invite all members to attend.***

Procedure on arriving at the meeting:

1. On arrival at the meeting, full financial members must register and advise their membership number.
2. Associate members can enter the meeting and are not required to register.
3. Members who wish to attend the AGM, but are not attending the ADC, will need to go to the ADC Events registration desk to collect a special pass.

***Please remember to bring a printed copy of this Agenda to the AGM or save it to your electronic device.***

## Proposed Special Resolution

The following motion is proposed as a Special Resolution at the 2019 AGM:

*That Full Members approve an amendment to clauses 12.1 and 12.2 of the ADEA Constitution to allow the appointment of an additional Full Member CDE Director, bringing the maximum number of Full Member CDE Directors to six.*

### Background to the Special Resolution

The ADEA Board is proposing to amend the ADEA Constitution to increase the number of Full Member Directors. An increase in the number of Full Member Directors will assist in succession planning for the Board, as well as enable improved distribution of responsibilities and workload of individual CDE Directors across ADEA's Board Committees.

The Constitution currently allows for a maximum of eight Directors, and it is proposed that this is increased to nine Directors.

The proposed changes to the Constitution are as indicated in tracked changes below:

#### **12.1 Number of Directors**

12.1.1 *The Association must have a minimum of five (5) and a maximum of nine (9)~~eight (8)~~ Directors (collectively known as the "Board").*

#### **12.2 Board Composition**

12.2.1 *The Board will always seek to attract Directors with the requisite skills, diversity and capabilities to achieve the best governance of the Association.*

12.2.2 *The Board shall consist of:*

- a. *six (6)~~five (5)~~ Directors, all of whom must be Full Members of the Association and Credentialed Diabetes Educators; and*
- b. *up to three (3) Independent Directors, one of whom may be a Consumer.*

### How to vote

Section 249L (1) of the Corporations Act 2001 requires that Special Resolutions must be passed by at least 75% of members present who are entitled to vote.

The Board encourages members to discuss the proposed changes with colleagues, and send any comments or queries to [Aneesa.Khan@adea.com.au](mailto:Aneesa.Khan@adea.com.au)

If you are entitled to vote but are unable to attend the 2019 AGM, you can lodge a proxy for the agenda items requiring a vote. Information on how to vote by proxy is available [here](#).