

Agenda: 38th ADEA Annual General Meeting



Time: 12.00pm (AEDT)
Date: Saturday 14 November 2020
Location: Online
Chair: Brett Fenton, ADEA President

Registrations: Members are requested to login to the AGM ready for commencement at 12.00pm (AEDT) Members will be provided with a link, unique username and password to join the AGM and World Diabetes Day Event that follows immediately afterwards at 1.00pm (AEDT). The username and password provided will allow access to voting on special resolutions for full member and any proxy votes allocated.

#	Item
1.	Meeting Administration
1.1	Open and Welcome and confirmation of quorum
1.2	Introduction of Board Directors and Auditor
2.	Reports
2.1	President's report
2.2	CEO's report and plans for next 12 months
2.3	Confirmation of Minutes of AGM held 23 August 2019
2.4	Tabling of the Financial report and Finance Director's report
2.5	Auditor's report
2.6	Special Resolution: Proposed Amendment to Constitution <i>(refer to further information on the second page of this agenda)</i>
3.	Honorary Life membership presentation
4.	Welcome new President
5.	Any other business
	Close

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

Proposed Special Resolution

The following motion is proposed as a Special Resolution at the 2020 AGM:

That the Full Members adopt the Constitution attached to the Notice of Meeting as the Constitution of the Company.

Background to the Special Resolution

The ADEA Board is proposing to amend the ADEA Constitution and the following is a brief list of the proposed Constitution changes:

Group 1 – Miscellaneous Corrections

Clause 1.1, page 1	Correct incorrect member class reference
Clause 2.1.1(a), page 7	Correct status as public company
Clause 5.4.1, page 11	Correct incorrect member class reference
Clause 12.7.2, page 22	Correct inconsistency with Corporations Act 2001 (Cth)
Clause 12.8, page 23	Correct inconsistency with Corporations Act 2001 (Cth)

Group 2: Miscellaneous Clarifications

Clause 3.2.1(c)(iii), page 9	Correct phrase duplication and clarify treatment of honorarium payment to President
Clause 5.3.3, page 11	Clarity notice of general meetings to Associate Members
Clause 5.4.3, page 11	Clarify notice of general meetings to Corporate Members
Clause 6.1.1, page 11	Clarify that subscription fees not included in By-Laws
Clause 7.1.1(c), page 12	Clarify expulsion per Constitution
Clause 10.1.2, page 15	Clarify quorum of Members
Clause 11.7.3, page 19	Clarify treatment of circular resolutions

Group 3: Member Resolutions

Clause 9.4.3, page 14	Vary rights of Members to cause inclusion of business at general meeting
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The proposed corrections ensure the ADEA constitution aligns with legal and regulatory requirements.

The proposed clarifications, ensure that the meaning of clauses is clearer and reduces the likelihood of misinterpretation.

The change to clause 9.4.3 aligns the ADEA Constitution with section 249N of the Corporations Act 2001 (Cth). This amendment means that Full Members with at least 5% of the vote or at least 100 Full Members can propose a resolution to be included as business in the next general meeting of members. Individual members may bring matters to the attention of their Branch and the Secretary from time to time, and the proposed amendment removes the ability for a single member to propose a resolution to be included as business in the next general meeting.

The proposed changes are highlighted in the Constitution, which is available [here](#).

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 AGM@adea.com.au

If you are entitled to vote but are unable to attend the 2020 AGM, you can lodge a proxy for the agenda items requiring a vote. Information on how to vote by proxy is available [here](#). Proxy votes must be received at AGM@adea.com.au by no later than 12.00pm (midday) (AEDT) Thursday 12 November 2020.