

## **Resolutions of Asthma Australia Ltd (ABN 91 609 156 630)**

Date: 13th November 2020

### **1. Financial Accounts**

That the Asthma Australia Ltd financial accounts for the year ended 30 June 2020, together with Director's Report and Auditor's Report be adopted.

### **2. Special Resolutions to amend the Constitution**

That clauses 11, 22, 23 and 24 be amended as shown in the marked up versions attached to this Notice of Meeting.

### **3. Appointment of Directors**

There is no election of Directors. The Constitution provides the Appointments Committee with the authority to appoint Directors. The Appointments Committee is constituted by two Directors and two Councillors from each of the Consumer Advisory Council and Professional Advisory Council.

The Appointments Committee have reappointed the following directors whose terms expire at the 2020 AGM as directors for an additional term.

- David Simmons
- Rosemary Calder
- James Wright

## 22. The Consumer Advisory Council

### 22.1 The Functions of the Consumer Advisory Council

There will be a Consumer Advisory Council whose functions are:

- (a) to act as a forum for discussion of matters relevant to the Company in the various regions in which the Company operates;
- (b) to assist the Directors in advocacy and fundraising in those regions;
- (c) to represent to the Directors the interests of consumers of the Company's services
- (d) to identify and report to the Directors where interests of consumers diverge or require differing methods of delivery, particularly where the divergences or differences are regional or socio-economic
- (e) to give advice to the Directors on matters of policy affecting consumers of the Company's services;
- (f) to report to the Directors on the Council's deliberations, findings and recommendations; and
- (g) to appoint two members of the Appointments Committee as required by clause **Error! Reference source not found.**

### 22.2 Number of Consumer Advisory Councillors

The number of Consumer Advisory Councillors is twelve (12) or such greater number as the Directors may determine from time to time.

### 22.3 ~~A~~**Election and appointment of Consumer Advisory Councillors**

~~22.3.1(a)~~ The ~~first~~ Consumer Advisory Councillors must be appointed by the Directors ~~and will hold office until the close of the 2018 AGM.~~

~~22.3.2(a)~~ The Directors must appoint at least one Consumer Advisory Councillor from each of the Participating Jurisdictions. ~~Thereafter, a number of Consumer Advisory Councillors equal to the number of Participating Foundations may be elected by the Ordinary Members under clause 24 and the rest must be appointed by the Directors.~~

## 22.4 Qualification of Consumer Advisory Councillors

A Consumer Advisory Councillor must be a Member.

## 22.5 Terms and retirement of Consumer Advisory Councillors

~~22.5.1(a)~~ ~~The Subject to clauses 22.3(a) and 22.5(c), the~~ term of office of each Consumer Advisory Councillor begins on the day on which he or she is appointed by the Directors and ends at the close of the third AGM after the AGM held nearest to the day on which the term began. ~~at the close of the AGM at which his or her election or appointment is declared under clause 24.3(d) and ends at the close of the third succeeding AGM.~~

~~22.5.2(a)~~ Subject to clause 22.6, a Consumer Advisory Councillor whose term has expired must retire from office but is eligible for re-election or reappointment.

~~22.5.3(b)~~ Despite clause 1.1(a), at least one third of the Consumer Advisory Councillors must retire at each AGM following the 2018 AGM. Therefore, if the number of Consumer Advisory Councillors whose terms will expire at an AGM is less than one third of their total number, the additional retirees required to bring the number up to one third must be chosen by the Directors.

## 22.6 Limit on Reappointment of Consumer Advisory Councillors

~~22.6.1(a)~~ A Consumer Advisory Councillor's total period of service to the Company may not exceed three consecutive terms or nine (9) years whichever is the longer.

~~22.6.2(a)~~ A Consumer Advisory Councillor who is disqualified from appointment under clause 1.1(a) is eligible for reappointment not less than one year after at the AGM following that at which his or her last term ended.

## 23. The Professional Advisory Council

### 23.1 The Functions of the Professional Advisory Council

There will be a Professional Advisory Council whose functions are:

~~23.1.1(a)~~ to assist the Directors in:

- ~~(i)~~ ~~(i)~~ advocacy and policy development with governments and health professionals; and
- ~~(ii)~~ ~~(ii)~~ the procurement of funding from governments and the health professionals;

23.1.2(a) to provide expert advice and counsel to the Directors on medical, research and other technical or professional matters:

23.1.3(b) to report to the Directors on the Council's deliberations, findings and recommendations; and

23.1.4(a) to appoint two members of the Appointments Committee as required by clause **Error! Reference source not found.**

## **23.2 Number of Professional Advisory Councillors**

The number of Professional Advisory Councillors is four -or such greater number as the Directors may determine from time to time

## **23.3 Election and appointment of Professional Advisory Councillors**

23.2.1(a) The first Professional Advisory Councillors must be appointed by the Directors ~~and will hold office until the close of the 2018 AGM.~~

23.2.2(b) Thereafter, up to four Professional Advisory Councillors may be elected by the Professional Members under clause 1.1(a) and the rest (if any) must be appointed by the Directors.

## **23.323.4 Qualification of Professional Advisory Councillors**

A Professional Advisory Councillor need not be a Member.

## **23.423.5 Terms and retirement of Professional Advisory Councillors**

(a) Subject to clauses ~~s 23.3(a) and~~ 1.1(c),

(i) the term of office of each Professional Advisory Councillor who is elected begins at the close of the AGM at which his or her election or appointment is declared under clause 1.1(f) and ends at the close of the third succeeding AGM and.

23.4.1(ii) the term of office of each Professional Advisory Councillor who is appointed by the Directors begins on the day on which he or she is appointed by the Directors and ends at the close of the third AGM after the AGM that occurs nearest to the day on which the term began.

23.4.2(b) Subject to clause 23.6, a Professional Advisory Councillor whose term has expired must retire from office but is eligible for re-election or reappointment.

23.4.3(c) Despite clause 1.1(a), at least one third of the Professional Advisory Councillors must retire at each AGM following the 2018 AGM. Therefore, if the

number of Professional Advisory Councillors whose terms will expire at an AGM is less than one third of their total number, the additional retirees required to bring the number up to one third must be chosen by the Directors.

### **23-523.6 Limit on Reappointment of Professional Advisory Councillors**

~~23.5.1(a)~~ A Professional Advisory Councillor's total period of service to the Company may not exceed three consecutive terms or nine (9) years whichever is the longer.

~~23.5.2(a)~~ A Professional Advisory Councillor who is disqualified from appointment under clause 1.1(a) is eligible for reappointment at the AGM following that at which his or her last term ended.

## **24. Elections and Appointment of Councillors**

### ~~24.1 Deleted Consumer Advisory Council~~

~~24.1.1 The Ordinary Members may elect Consumer Advisory Councillors according to the following rules:~~

~~24.1.1.1 The Ordinary Members resident in a Participating Jurisdiction may elect one Consumer Advisory Councillor.~~

~~24.1.1.2 An Ordinary Member will be deemed to reside at the address at which he is registered on the Register of Members.~~

~~24.1.1.3 The election must be conducted at the time and by the process prescribed by or under clause 24.3.~~

~~24.1.1.4 When a Consumer Advisory Councillor's office becomes vacant, his or her replacement must be elected under clause 24.3 by the Ordinary Members then residing in the Participating Jurisdiction whose Ordinary Members elected the vacating Consumer Advisory Councillor.~~

~~24.1.224.1 The Directors may appoint the rest of Councillors and their replacements.~~

### **24.2 Professional Advisory Council**

~~24.2.1(a)~~ The Professional Members may elect up to four Professional Advisory Councillors.

~~24.2.2(a)~~ The election must be conducted at the time by under the process prescribed by clause 24.3.

~~24.2.3(b)~~ The Directors may appoint the rest of the Professional Advisory Councillors and their replacements

### 24.3 The Election Process

24.3.1 The Directors must arrange for elections of Professional Advisory Councillors prior to the AGM in each year in which an election is necessary.

24.3.2(c) The Directors may prescribe rules for the nomination and election of Professional Advisory Councillors.

24.3.3(d) The rules prescribed under clause 24.3.1 may provide for elections to be held by postal or electronic ballot conducted otherwise than at a General Meeting.

24.3.4(e) The result of the election must be declared at the AGM.

11 Remuneration of Directors

- (a) Subject to clause ~~1.1(b)~~<sup>11(b)</sup>, one or more of the Directors may be remunerated for their services as Directors but only with the approval of the Voting Members in General Meeting. The remuneration may differ from one Director to another.
- (b) The quantum of any remuneration to be paid to ~~a the~~ Directors must be fixed and may be varied from time to time by the Voting Members in General Meeting.