

Asthma Australia Limited

7th Annual General Meeting - 22 November 2024

Minutes

via Teleconference

Present:

Members:

David Simmons
Doris Whitmore
Nigel Cooper

Judy Wettenhal
Kathy Packenas

Life Members:

Paul Sinclair (Ordinary and Life Member)

Board Directors:

James Wright – Chairperson
Simone Carton
Steve Morris
Rosemary Calder

Kristen Raison – Treasurer
Carol Davy
Samantha Saunders
Louise Schaper

Guest:

Paul Robinson – Presenter

Company Secretary

Doris Whitmore – COO, Minutes

Asthma Australia Staff

Sammy Kalayeh
Rachel Dover
Kate Miranda
Danielle Hooper
Kawsar Elmir
Anthony Flynn
David McLean
Rose Bell
Brett Taylor
Donna Sedgman
Sarah Du Plessis
Kevin Swift
Louise Barnett
Megan Salmon

Trinity Frederick
Julie Adams
Cathryn Berry
Kirsty Porteous
Teresa Vella
Angela Cartwright
Agnes Matheson
Mai Vo
Kirk Zhao
Mya raven-Luck
Michelle Kedward
Dinidu Illangakoon
Louise Hodda

Apologies:

Christopher Pearce
Michelle Goldman

Proxies received from:

Belle Cheney
Marita Cowie

A quorum was reached and the 7th Annual General Meeting commenced at 10.02am.

1. Welcome and apologies

The Chair paid respect to traditional owners on the lands on which everyone was meeting and paid respects to elders past and present.

The Chair welcomed Members, Board members and staff who were present. The Chair extended a special welcome to David Simmons and Paul Sinclair and Life Members in attendance.

The Chair also acknowledge and thanked the Board members and the staff for their continued commitment and contributions to Asthma Australia during the past year.

The Chair noted apologies received from Christopher Pearce and Michelle Goldman and that proxies were received prior to the AGM from Belle Cheney and Marita Cowie.

2. Minutes of the 6th AGM held on 10 November 2023

The Minutes of the 6th Annual General Meeting of Asthma Australia Ltd held on 10 November 2023 were tabled. There were no questions or comments about the Minutes.

Motion: The Minutes of the Annual General Meeting of 10 November 2023 be received.

Moved: Rosemary Calder

Seconded: Kristen Raison

3. Business arising from the Minutes

There was no business arising from the Minutes of the 10 November 2023 meeting.

4. Chairman's Report

The Chair reflected on a busy and successful year for Asthma Australia, marked by significant milestones and transitions. The departure of inaugural CEO Michele Goldman, who played a pivotal role in guiding the Foundations through a successful merger, was acknowledged with gratitude. The Chair also expressed appreciation for Doris Whitmore, who stepped into the interim CEO role, ensuring steady leadership while the recruitment process was underway.

Thanks were extended to Directors Rosemary Calder, Kristen Raison, and Louise Schaper for their efforts in conducting a thorough CEO recruitment process. The Chair introduced Kate Miranda as Asthma Australia's new CEO, warmly welcoming her to the organisation and attendees of the meeting.

The Chair highlighted the organisation's achievements over the year, including leading influential system changes and being a strong advocate for people with asthma. Among the key activities was Asthma Australia's response to the national health and climate strategy. This involved convening a roundtable with consumers, healthcare professionals, and climate experts, resulting in the creation of the *National Sustainable Asthma Care Roadmap*.

In 2024, Asthma Australia undertook a groundbreaking project that, guided by the voices of people with asthma and their caregivers, identified the top 10 research priorities, forming the *National Asthma Research Agenda*. Additionally, the organisation convened leading asthma researchers with the bold goal of exploring possibilities beyond managing asthma as a chronic disease, aiming for a future where asthma can be cured.

Asthma Australia reinforced its commitment to reconciliation and improving health outcomes for Aboriginal and Torres Strait Islander peoples. The completion of the *Reflect Reconciliation Action Plan* in 2023/24 and the establishment of an Aboriginal Engagement Lead role underscored this dedication.

The Chair encouraged attendees to review the *Impact Report* for a detailed overview of the year's progress, available on the Asthma Australia website.

In closing, the Chair extended heartfelt thanks to the Board and staff for their dedication and achievements, noting the privilege of leading such an impactful organisation.

The Chair then invited the Treasurer, Kristen Raison, to present her report and the statutory accounts for 2023/24.

5. Treasurer's Report and receipt of the Statutory Accounts

The Treasurer provided an update on Asthma Australia's financial performance and key initiatives for FY24.

The Treasurer recognised Michele Goldman's dedication and service as CEO of Asthma Australia, commending her leadership and passion for the organisation's mission.

Asthma Australia delivered a strong financial performance in FY24 with a surplus of \$1.4 million reported, compared to \$1.3 million in FY23. The growth is attributed to the investment portfolio, which increased from \$17 million in FY23 to \$22 million in FY24. The Treasurer placed emphasis placed on long-term financial sustainability and revenue diversification to support ongoing services.

The compulsory acquisition of the Adelaide office by the Department of Infrastructure and Transport was finalised. The Treasurer acknowledged Mrs. Marjorie Edwards' bequest, which originally funded the property and continues to support Asthma Australia's mission.

In 2024 key investments included funding the Health Care Professionals Engagement Strategy with the Pearl Sheppard Fund supporting a Wollongong project to reduce asthma-related hospital admissions in children, with continuation planned through 2025.

Investment in research included almost \$832k allocated to the National Asthma Research Program in FY24, with a commitment of \$1.2 million for future research to advance innovations in asthma care.

The Treasurer highlighted the Board's commitment to using financial resources to create meaningful impact, supporting strategic initiatives that improve outcomes for Australians living with asthma. The FY24 Treasurer's Report was accepted and noted by the Board.

Motion: That the Asthma Australia Limited financial accounts for the year ended 30 June 2024 together with the Director's Report and Auditor's Report be received.

Moved: Simone Carton

Seconded: Steve Morris

6. Appointment of Directors

The Chair confirmed that current Directors Samantha Saunders (nee Clark), Christopher Pearce and Louise Schaper Director positions expired at the 2024 AGM.

All Directors whose positions expired sought reappointment in accordance with Clause 10.5 of the Constitution.

The Appointments Committee have reappointed Samantha, Christopher and Louise to Director positions in accordance with Clause 10.3 of the Constitution.

The Appointment Committee have also appointed Carol Davy and Stever Morris to vacant Director positions.

No questions were received.

7. Special Resolutions

7.1 Proposed Constitution

The Chair put forward the proposed Constitution for adoption by voting Members. Voting Members were referred to the information provided to them in the notice of the Annual General Meeting, the explanatory memorandum and the proposed Constitution.

Members were asked to vote on adoption of the proposed Constitution noting 75% of voting members was required.

No questions were received.

Voting members approved the following resolution with 100% voting for adoption of the Constitution:

IT IS RESOLVED AS A SPECIAL RESOLUTION that, in accordance with clause 41 of the current constitution of Asthma Australia and section 136(2) of the *Corporations Act 2001* (Cth), the current constitution of Asthma Australia is amended by replacing it with the constitution in the form circulated with the notice and as tabled at this meeting, with such amendment being effective from the date this special resolution is endorsed by a resolution of a simple majority of the Directors passed not more than two months after the date of this resolution.

7.2 Board remuneration

The Chair put forward Board remuneration for adoption by voting Members. Voting Members were referred to the information provided to them in the notice of the Annual General Meeting and the Recommendation to remunerate Directors paper.

Members were asked to vote on approving remunerating Board members noting 75% of voting members was required.

No questions were received.

Voting members approved the following resolution with 100% voting for remunerating Board members:

IT IS RESOLVED AS A SPECIAL RESOLUTION that, in accordance with Clause 11 of the current constitution of Asthma Australia the Directors be remunerated for their services. In accordance with Clause 11(b) of the current constitution the quantum of the remuneration will be fixed at \$25,000 per annum for the Chair and \$20,000 per annum for a Director and may be varied from time to time by the Voting Members in General Meetings.

8. General Business

There was no general business.

9. Date of next Annual General Meeting

The Chair advised the date of the 8th Annual General Meeting was 21 November 2025.

10. Close of meeting

The Chair thanked everyone for attending. The meeting closed at 10.24am.

Asthma Australia Limited

Meeting of Ordinary Members 22 November 2024

The Chair opened the meeting of Ordinary Members at 10.24am and explained the purpose of the meeting is for Ordinary Members to vote on Variation of Membership Class Rights.

Present:

James Wright	Kristen Raison
Simone Carton	Carol Davy
Steve Morris	Samantha Saunders
Rosemary Calder	Louise Schaper
David Simmons	Judy Wettenhal
Paul Sinclair	Doris Whitmore
Kathy Packenas	Nigel Cooper

Ordinary Members were asked to vote on the following resolution which would cancel the voting rights of the “Ordinary Members” class as outlined in the explanatory memorandum and updated Constitution.

Ordinary Members were asked to vote noting 75% of Ordinary Members was required.

No questions were received.

Ordinary Members approved the following resolution with 100% voting in favour:

IT IS RESOLVED AS A SPECIAL RESOLUTION that, for the purposes of section 246B(2)(c)(ii) of the Corporations Act and for all other purposes, the rights attaching to the class of members consisting of ‘Ordinary Members’ be cancelled as described in the explanatory memorandum and as set out in the

constitution in the form circulated with the notice and tabled at this meeting, including that this class no longer has the right to vote at a general meeting of members.

The meeting closed at 10.26am

Asthma Australia Limited

Meeting of Life Members 22 November 2024

The Chair opened the meeting of Life Members at 10.26am and explained the purpose of this meeting is for Life Members to vote on Variation of Membership Class Rights.

Present:

Paul Sinclair

James Wright as proxy for Belle Cheney

James Wright as proxy for Marita Cowie

Life Members were asked to vote on the following resolution which would grant voting rights to the 'Life Members' class as outlined in the explanatory memorandum and updated constitution.

Life Members were asked to vote noting 75% of Life Members was required.

No questions were received.

Life Members approved the following resolution with 100% voting in favour:

Special Resolution – Variation of the rights attaching to class of 'Life Members' – Life Members only:
IT IS RESOLVED AS A SPECIAL RESOLUTION that, for the purposes of section 246B(2)(c)(ii) of the Corporations Act and for all other purposes, the rights attaching to the class of members consisting of 'Life Members' as set out in the current constitution of the Company be varied as described in the explanatory memorandum and as set out in the constitution in the form circulated with the notice and tabled at this meeting, including that this class now has the right to vote at a general meeting of members.

The meeting closed at 10.27am

11. Presentation – Home based monitoring with the Forced Oscillation Technique (FOT) in *childhood asthma: improving our understanding of asthma control and behaviour during exacerbations.*

This section was recorded.

The Chair noted that the Impact Report was available to all Members after the AGM.

Professor Paul Robinson is the Deputy Director of the Children’s Health Environment Program within the Child Health Research Centre, and the Senior Staff Specialist in Respiratory and Sleep Medicine at the Queensland Children’s Hospital.

Paul has specialised in the development of novel lung function technologies for children, which has been the focus of Asthma Australia's support of his research since 2016, leading to proof of concept of a novel, home-based lung function technology for children called Forced Oscillation Technique.

Asthma Australia is honoured to have supported Paul's work over this time to the present day where he is further testing the clinical objectives of this technology to predict and prevent asthma deterioration among children, which has great potential to contribute to Asthma Australia's Asthma in Children strategy and goals.

AGREED AS TRUE AND CORRECT RECORD

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Approved by circular resolution

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23/12/2024