
NOTICE OF 2022 ANNUAL GENERAL MEETING

JDRF Australia, ABN 40 002 286 553

The fortieth Annual General Meeting of JDRF Australia (“the Company”) will be held at 6:00pm, 24th November 2022. This meeting will be conducted in a manner compliant with our Constitution and relevant legislation.

Agenda

- 1. Declaration of quorum**
- 2. Acceptance of the Notice for the 2022 AGM**
- 3. Approval of Minutes of the 2021 AGM**

The minutes of the 2021 AGM are included with these papers

- 4. Financial, directors’ and audit reports**

- a. To receive and consider the financial report, including the directors’ declaration, for the year ended 30th June 2022 and the related directors’ report and audit report as provided to Members

- 5. Appointment of Directors**

- a. To elect directors in accordance with the Constitution.
 - i. The Talent Committee of the JDRF Australia Board has considered any nominations submitted.
 - ii. The Committee’s recommendation of the directors to be elected is provided with these papers, and proposes the re-election to the Board of Ms Selina Lightfoot, Mr Jeffrey Browne

- 6. Other business**

- a. Reappointment of PricewaterhouseCoopers as auditor of the Company.
- b. To deal with any other business which may be brought forward in accordance with the Constitution and the *Corporations Act 2001*



Mike Wilson
Company Secretary
31 October 2022

Enc. Voting Rights and Form of Appointment by Proxy

Voting Rights

A member is not entitled to vote at this meeting unless all sums of money presently payable by that member to the company have been paid.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company Secretary by no later than close of business on

11th November, 2022

The completed proxy form may be:

- emailed to the Company Secretary at companysecretary@jdrf.org.au; or
- mailed to the Company Secretary at PO Box 183, St Leonards, NSW 1590

A proxy need not be a member of the Company. A proxy may vote only on a poll and not on a show of hands.

FORM OF APPOINTMENT BY PROXY (Page 1 of 1)

I, _____

Full Name of member

of _____

Address

being a member of JDRF Australia (the "Company") hereby appoint

Full name of proxy

of _____

Address

as my proxy to vote for me on my behalf at the general meeting of the Company to be held on Thursday 24 November, 2022 and at any adjournment of that meeting.

My proxy is authorised to vote on:

*a. All items on my behalf

*b. Only the agenda items noted here: _____

Signature of member appointing proxy

Date

This proxy must be received by the Company Secretary of JDRF by close of business 11th November 2022 via email or post.

- Email to: companysecretary@jdrf.org.au
- Post to: PO Box 183, St. Leonards, NSW 1590

* please strike out whichever is not applicable

39th ANNUAL GENERAL MEETING
Friday 19 November, 6.00pm 2021
Koda Capital, 20 Bond Street Sydney, NSW, 2000

MINUTES

Attendance List

Board

- Mr. Richard Goyder (Chairman of the Board)
- Mr. Paul Heath (Acted as Chair of the meeting)
- Mr. Mike Wilson
- Mr. Jonathan Salmon
- Ms. Selina Lightfoot – joined via VC
- Ms Tanya Branwhite
- Professor Fabienne McKay – joined via VC
- Professor Jim Best – joined via VC
- Mr. Jeff Browne
- Mr Matt Rady

Staff

- Jo Mullins
- Suz Culph
- Dorota Pawlak
- David Mutthumani
- Kerrie Garay

Apologies

- Mr Ian Narev

Opening and Welcome

The meeting Chair, Paul Heath declared the meeting open at 6.00pm and welcomed all to the meeting. The Chair then extended his appreciation to all attendees for their attendance and support of JDRF. The Chairman thanked the Committee Chairs. The Chairman moved to the formal proceedings of the meeting.

Formal Proceedings

1. Quorum

The Chairman declared a quorum was present according to section Rule 12.3 (b) of the constitution with at least 10 Members present. No proxy forms were received.

2. Notice of the Annual General Meeting

The Notice of the 2021 Annual General Meeting of JDRF was tabled for acceptance.
The motion was passed with all in favour.

3. Minutes of the 2020 Annual General Meeting

A motion was tabled that the minutes of the 2020 JDRF AGM be accepted as complete and correct and signed by the Chair.

The motion above was moved.

The motion was passed with all in favour.

4. Annual Financial Report - Acceptance of Reports

A motion was tabled that the Annual Financial Report for the year ended 30 June 2021 and the related Directors' Report, Directors' Declaration and the Audit Report be accepted.

The motion was passed with all in favour.

5. Appointment of Directors

No new nominations for Director were received from Members this year.

Under Rule 13.1 of the constitution, the Talent Committee of the Board recommends the re-election to the Board by the Members of the following directors (all resigning by rotation and standing for re-election):

- Kate Aitken
- Paul Heath
- Jonathan Salmon

The Talent Committee proposes the election of the directors listed below who were appointed outside of the AGM and are standing for election

- Ian Narev
- Tanya Branwhite
- Professor Fabienne McKay
- Matthew Rady

The nominations for Directors were unopposed, and they were each declared duly elected.

6. Other Business Appointment of Auditors

It was proposed that Price Waterhouse Coopers be re-appointed as auditor of the company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General meeting of the company at a remuneration as may be decided by the Board via the Finance and Audit Committee, with the mutual consent of the auditors.

The motion was passed in favour.

Any Other Business

- a. The Chairman acknowledged and thanked the Committee Chairs
- b. The Chairman acknowledged and thanked Mr Wilson and the team on behalf of the Board for all the achievements over the past 12 months.
- c. The Chairman thanked Mr Richard Goyder and Professor Jim Best, as they step down from the JDRF Board. The Chairman acknowledged Mr Goyder and Professor Bests' significant contribution to JDRF over the years.

No other business was raised.

Closing by the Chair

With no other business to conduct, the Chair formally closed the meeting at 6.20pm.

Signed: _____

Paul Heath – Meeting Chair

Date: _____