

**AUSTRALASIAN SOCIETY FOR HIV, VIRAL HEPATITIS AND SEXUAL
HEALTH MEDICINE**

ANNUAL GENERAL MEETING MINUTES

DATE: **MONDAY, 14 NOVEMBER 2022**

TIME: 5.15-5.45PM

LOCATION: The Peter Doherty Institute for Infection and Immunity
792 Elizabeth St, Melbourne, VIC 3000
& by Zoom Conference call

Attendees	<p>Financial Members:</p> <p>Adrienne Hoare; Alexis Apostolellis; Ben Cowie; Charles Gilks; Conor Pakes; Damian Purcell; Edan Campbell; Elizabeth Crook (AM); Elizabeth Dax (AM); Gillian Meikle; Gordon Campbell; Ian Johnson; Isabelle Purcell; Jacqui Richmond; James McMahon; Jessica Michaels; Karen Salter; Laura Serra; Melinda Hassall; Michael Moore; Michelle O'Connor; Nick Medland; Nikki TeggeLove; Niti Saraf; Penny Kenchington; Phoebe Schroder, Rebecca Sutherland; Rupert Handy; Sam Elliot; Sarah Maunsell; Scott Bowden; Shelley Kerr; Tyler Davis.</p> <p>Non-Financial Members: NONE</p> <p>Non-Members: Wali Aziz, Edward Chow, Nadine Giatras</p>
Proxies	<p>Alex Dowel-day; Alison Jaworski; Benjamin Riley; Catriona Ooi; Chris Camacho; Courtney Gibbs; Danni Wharton; Eleonore Bridier; Eloise Barry; Harriet Doran Edmunds; Helen Gao; Jason Ong; Jennifer Hoy; Josh Borja; Karen Seager; Lan Yao; Louise Owen; Megan Chong; Michelle Kwok; Molly Stannard; Rebekah Lamb; Robert Monaghan; Rolf Tsui; Skye O'Halloran; Sonja Hill.</p>
Apologies	<p>Catriona Ooi, Edwina Wright, Jason Ong, Louise Owen.</p>

Agenda Item	Discussion	Voting
1. Welcome, Quorum and Apologies	<p>AA advised there were 24 proxies and outlined the rules regarding the use of proxies and the voting procedures.</p> <p>AA advised that as there were 33 voting members in the room or zoom. Total voting 57 members attending and represented by proxy, quorum (which is 25) had been achieved.</p> <p>The meeting opened at 5.23 PM</p> <p>Apologies are as noted above.</p>	N/A



Agenda Item	Discussion	Voting
2. Confirm Minutes of Previous Annual General Meeting	<p>Motion put to accept the minutes of previous AGM.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> Ian Johnson</p> <p>There were no comments or questions.</p>	Carried unanimously
3. Annual Report a. President's report b. CEO's Report c. Questions	<p>NM and AA noted highlights from the Annual report.</p> <p>NM made various remarks on the importance of ASHMs role in the sector.</p> <p>Motion was put to accept the Annual Report (including the Financial Report) and then opened up for questions.</p> <p>To see the Annual Report refer here.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> Ian Johnson</p> <p>There were no questions or comments</p>	Carried unanimously
4. Elect the Office Bearers and Ordinary Directors	<p>NM expressed his thanks for the retiring Board members, Louise Owen and Belinda Wozencroft.</p> <p>NM noted this is his last year as President and the changes for the following year in the Board of Directors.</p> <p>Following the recent Board election process, NM confirmed that James McMahon was elected as President Elect, taking over at the end of next year's Annual General Meeting.</p> <p>James will continue acting as Vice President along with Penny Kenchington.</p> <p>NM confirmed that no terms of the Ordinary Directors have finished and so there are no vacancies to fill and that the current ordinary directors (other than the resignations noted) would continue in their roles</p>	N/A
5. Appoint an Auditor	<p>Motion was put to re-appoint Walker Wayland as ASHM's auditors for the year to June 2023.</p> <p><i>Moved:</i> Alexis Apostolellis</p> <p><i>Seconded:</i> Penny Kenchington</p> <p>There were no questions or comments</p>	Carried unanimously



Agenda Item	Discussion	Voting
<p>6. General Business</p> <p>6.1 Special Resolutions – see Appendix 1 for details</p> <p>6.2. Other General Business</p>	<p>AA read through each of the 5 proposed changes (as circulated to members in advance of this meeting) to the ASHM constitution and confirmed.</p> <p><u>Special Resolution 1:</u> Changes to the number of Ordinary Directors</p> <p><u>Special Resolution 2:</u> Create the role of Treasurer as an additional Office Bearer</p> <p><u>Special Resolution 3:</u> Office Bearers to be elected by the Board rather than by Members</p> <p><u>Special Resolution 4:</u> Removal of the state-based model of electing Ordinary Directors</p> <p><u>Special Resolution 5:</u> Clarify restrictions for co-opted Directors</p> <p>5 separate motions were put to adopt each of these Special Resolutions in turn. Each motion was: <i>Moved:</i> Nick Medland <i>Seconded:</i> Penny Kenchington</p> <p>There were no questions or comments</p> <p>MB announced that no honorary members have been appointed</p> <p>There was an open discussion regarding the potential change of legal name.</p> <p>No comments to note</p> <p>There was no other General Business</p>	<p><u>Special Resolution 1:</u> Carried unanimously</p> <p><u>Special Resolution 2:</u> Carried unanimously</p> <p><u>Special Resolution 3:</u> Carried unanimously</p> <p><u>Special Resolution 4:</u> Carried unanimously</p> <p><u>Special Resolution 5:</u> Carried unanimously</p> <p>N/A</p>
<p>7. Meeting close</p>	<p>The meeting was declared closed at 5.42 PM</p>	<p>N/A</p>

APPENDIX 1

CHANGES IN ASHM CONSTITUTION - SPECIAL RESOLUTIONS 2022 – Additional information

- Below is a summary of the special resolutions (SR) to change ASHM’s constitution.
- All 5 resolutions are recommended by the ASHM Board.
- As per clause 23c) of ASHM’s Constitution: A Special Resolution is passed if it is passed by a majority which comprises no less than seventy-five per cent (75%) of Voting Members Present.

SR #	Title	Description	Clause ref (per attached)	Rationale
1	Changes to the number of Ordinary Directors	<ul style="list-style-type: none"> • The current number of Ordinary Directors is set as between six (6) and eleven (11). • This change will reduce this range to three (3) to eight (8). • The exact number of Ordinary Directors (within this range) in any year will be set by the incumbent Directors 	36.1 36.2 39.1 (c)	<ul style="list-style-type: none"> • This change will reduce the size of the ASHM Board to a size more consistent with best practise. • This change is now possible due to the successful implementation of various disease specific committee groups
2	Create the role of Treasurer as an additional Office Bearer	<ul style="list-style-type: none"> • ASHM has not previously had a Treasurer on its Board. • This change will create this role as one the Office Bearers • The Treasurer must be a member (but not necessarily the Chair) of the Finance, Risk Management and Audit Committee 	37.1 (a) iv 37.2 (e)	<ul style="list-style-type: none"> • The Treasurer is a key role in any not-for-profit board. • This change will ensure that there is a Board member focusing on financial matters during Board discussions.
3	Office Bearers to be elected by the Board rather than by Members	<ul style="list-style-type: none"> • Currently, Office Bearers are elected by the Members. • This change will mean that Office Bearers are elected from amongst the elected Directors by the elected Directors 	39.2 (a) 39.2 (b)	<ul style="list-style-type: none"> • This change is consistent with best practice and recent independent, expert advice. • Board members are best placed to determine who amongst their fellow directors are best suited to fill the various Office Bearer roles.

4	Removal of the state-based model of electing Ordinary Directors	<ul style="list-style-type: none"> • Currently, each state or territory has a designated Board position. • This change will remove this requirement. • However, the designated position for an Aboriginal and/or Torres Strait Islander person, remains 	39.3	<ul style="list-style-type: none"> • This change is consistent with best practice and recent independent, expert advice. • The state-based model assumes an even pool of willing candidates in all states or territories, which is not always the case • It can mean that suitable candidates from the same state may not be elected to the Board
5	Clarify restrictions for co-opted Directors	<ul style="list-style-type: none"> • Additional clauses to clarify various aspects of co-opted directors, for example co-opted directors cannot be Office Bearers 	40	<ul style="list-style-type: none"> • Various clarifications were required to this section

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