

**Minutes of Annual General Meeting of the  
Diabetes Association of the NT Inc  
30 October 2010  
10.30am**

## 1. OPENING

The Chair, Mary Fox, declared that a quorum had been achieved and opened the meeting at 1035 hours. Mary welcomed all members present at Healthy Living NT's (HLNT) premises, 2 Tiwi Place, Darwin, and those linking via telephone from Alice Springs office, 1/9 Parsons Street.

### 1.1 Present

***Darwin:***

Mary Fox	Paul Gooding	Vivekanand Mohan-Ram
Antonio Cappiello	Angas Klose	Don Delosa
Hans Platte	Brian Joseph	<i>Anne Kemp (CEO)</i>

***Alice Springs – By phone:***

Rob Hall	Yvonne Probin-Rowan
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N.B. Attendees listed in *italics*, whilst financial members of the Association, did not participate in any voting.

### 1.2 Apologies

Brian Conway	Cath Cockroft	Mel Kean
Alasdair McGregor		

### 1.3 Confirmation of Proxies

The CEO advised that one proxy authorisation had been received for the meeting: Yvonne Probin-Rowan held a proxy authorisation for Mel Kean.

## 2. MINUTES OF ANNUAL GENERAL MEETING OF 2009

### 2.1 Minutes of Annual General Meeting of 31 October 2009

**MOTION 1:** That the Minutes the Annual General Meeting of 31 October 2009 be accepted as a true and accurate record.

Moved:	Paul Gooding
Seconded:	Gus Klose
<b>Motion:</b>	<b>CARRIED</b>

### 2.2 Business Arising from Previous Minutes

The meeting noted that there were two items of Business Arising from the 2009 AGM:

#### a) Association's revised Constitution (endorsed at the 2008 AGM)

Anne Kemp indicated advised that the revised 2008 Constitution had been lodged with the Department of Justice (DoJ) in November 2008. No response was received from DoJ and the

Board followed up again in August 2009; no response was received to this correspondence. The Association undertook further follow-up on the matter in November 2009 via the Minister for Justice. Advice was finally received from the Department of Justice in December 2009 advising that the 2008 Constitution had been accepted and that it was not DoJ's practice to advise Associations of acceptance of Constitutions.

As a consequence, the Association's 2009 AGM had been conducted under the provisions of the 2005 Constitution, which had minor differences in terms of Board composition and election provisions. On receiving advice that the 2008 Constitution was operational, the 2009/10 Board immediately reviewed the impact of any anomalies, resolving that all decisions of the 2009 AGM should stand for the term of the 2009/10 Board.

The 2010 AGM would be conducted under the provisions of the 2008 Constitution.

#### **b) Status of Healthy Living NT's national affiliations**

Paul Gooding advised the meeting that since Healthy Living NT had resigned from Diabetes Australia Ltd in May 2009, nothing had occurred that had required the HLNT Board to reconsider its decision.

Paul indicated that since the resignations of the NT, NSW and SA in May 2009, two other DAL members, Diabetes ACT and the Australian Diabetes Educators Association, had also issued notices of intentions to resign from DAL. These resignations would take effect in the final quarter on 2010.

### **3. SCHEDULED REPORTS**

#### **3.1. President's Report**

The President, Mary Fox, tabled a written report on the year's activities. Mary advised the meeting that it had been a strong year for Healthy Living NT and highlighted the following:

- The successful conduct of two projects separately funded by DoHA during the period – the *Cooking Healthy and Physical Activity* project and the *Heart Failure Self Management* project;
- The development of a range of new resources for the NT population and continued delivery of HLNT's range of established resources;
- The strengthening of linkages with other State diabetes organisations including NSW and SA;
- The high level of Board engagement and the activity of the Governance Policy Committee over the year;
- Mary also extended her thanks and acknowledgement to the Association's supporters including her colleagues on the Board, and retiring Board member, Catherine Cockroft and to major sponsors and volunteers.

The President commended the report to Members, and urged all assembled to become more involved in the activities of the Association.

No questions in relation to the President's report were received.

**MOTION 2:** That the President's report be accepted.

Moved: Paul Gooding  
Seconded: Yvonne Probin-Rowan  
**Motion: CARRIED**

### 3.2. Treasurer's Report

The Treasurer, Paul Gooding, tabled a written report on the year's activities and the 2009/10 Audited Financial Statements.

Paul indicated that:

- The Association has performed very well during the year given the impacts of the global financial crisis, with maintained revenue and controlled expenditure, resulting in a surplus in the order of \$29,000.
- Turnover had reduced marginally due to the cessation of a number of projects; the impact of special projects on the accounts was of a cyclical nature.
- Total assets and net assets of the Association continued to grow.
- The business loan for the Casi House office unit was fully paid off, and net income from Casi House is being retained in a sinking fund to contribute to Association reserves.

Paul highlighted to the meeting that the National Diabetes Services Scheme (NDSS) contract is due to expire on 30 June 2011. This contract is currently held nationally by Diabetes Australia Ltd and HLNT is the Agent for the NDSS in the NT. At this point, future evolutions of the contract and program are very unclear. Given the Commonwealth's loss of confidence in DAL management of the NDSS, it is highly likely that the contract will go to open tender.

In response to the Treasurer's report, Don Delosa queried the decrease in membership numbers. He was advised that this was due to a number of factors including database cleansing activities, changes in the NT population profiles and the impact of the GFC.

**MOTION 3:** That the Treasurer's Report and the Association's 2009/10 Audited Financial Statements be accepted.

Moved: Paul Gooding  
Seconded: Vivekanand Mohan-Ram  
**Motion: CARRIED**

## 4. SCHEDULED BUSINESS

### 4.1 2010/11 Membership Fees

The President advised that the Board recommends to the AGM that there be no increase in membership fees for the Association, so as to ensure that membership remained as inclusive and equitable as possible. Membership fees have not been increased since 1999.

**MOTION 4:** That the Association's Membership Fees remain unchanged in 2010/11.

Moved: Don Delosa  
Seconded: Rob Hall  
**Motion: CARRIED**

### 4.2 Appointment of Association Auditors

**MOTION 5:** That Nair Watkins Chartered Accountants be appointed as the Association's Auditors for the 2010/11 financial year.

Moved: Paul Gooding  
Seconded: Gus Klose  
**Motion: CARRIED**

The meeting noted advice that the Governance Policy Committee of Board was currently reviewing the status of Association Auditors and any recommendations would be submitted to the 2011 AGM.

## 5. ELECTION OF BOARD & OFFICE BEARERS

Mary Fox vacated the Chair and asked Anne Kemp to assume the position of Returning Officer. As Returning Officer, Anne:

- confirmed that the elections would take place under the provisions of the 2008 Association Constitution, and
- referred Members to the schedule of nominations received for Board shown below, noting that since nominations had closed, Catherine Cockroft had formally withdrawn her nomination:

Position	Nominee(s)	Proposers
<b>President &amp; Public Officer</b>	<b>Mary Fox</b>	Paul Gooding Yvonne Probin-Rowan
<b>Vice Presidents (2)</b>		
(1 – Alice Springs)	<b>Yvonne Probin-Rowan</b>	Angas Klose V Mohan-Ram
(1 – Darwin)	<b>Paul Gooding</b>	Yvonne Probin-Rowan Mel Kean
<b>Secretary/Treasurer</b>	<b>Paul Gooding</b>	Yvonne Probin-Rowan Mel Kean
<b>General Board Members</b>  (maximum of 4)	<b>Mel Kean</b>	V Mohan-Ram Rob Hall
	<b>Rob Hall</b>	V Mohan-Ram Angas Klose
	<b>Brian Josephs</b>	Mary Fox Mel Kean
	<b>Vivekanand Mohan-Ram (*)</b>	Paul Gooding Yvonne Probin-Rowan
	<b>Angas Klose (*)</b>	V Mohan-Ram Rob Hall

The Returning Officer advised that candidates for General Board Members marked with an asterisk (\*) were ineligible for election to Board under Clause 56b of the Constitution. These nominations would be referred to the incoming Board for consideration of appointment under Clause 75.

### 5.1 Executive Positions

Anne Kemp advised that with respect to the Executive position(s) of:

- President & Public Officer: only one nomination had been received and confirmed that Mary Fox was duly elected;

- Vice President – Darwin: only one nomination had been received and confirmed that Paul Gooding was duly elected;
- Vice President – Alice Springs: only one nomination had been received and confirmed that Yvonne Probin-Rowan was duly elected;
- Secretary/Treasurer: only one nomination had been received and confirmed that Paul Gooding was duly elected;

Paul Gooding confirmed that, consistent with protocols established in 2008/09, as he had been elected to dual positions on the Executive/Board, that he would exercise one substantive vote only on all Executive/Board decisions. The incoming Board would need to consider appointment of a non-Executive Board member to the Executive to assume this second substantive vote in order to ensure that quorums for Executive meetings can be reasonably achieved. In the 2009/10 Board, this position was held by Brian Conway, a Board appointee, who is based in Canberra and who provides significant insight into the workings of Government and bureaucracy.

## 5.2 General Board Member Positions

Anne Kemp advised that a total of three (3) valid nominations eligible for election had been received for the General Board Member positions (a maximum of four), as follows:

- Mel Kean
- Rob Hall
- Brian Josephs

Anne Kemp declared all nominees duly elected as general Board members to the 2010/11 Board of the Association, noting that any further vacancies could be considered by the incoming Board in the context of appointments.

## 5.3 Confirmation of 2010/11 DANT Board

Anne Kemp congratulated the incoming Board and confirmed the composition of the 2010/11 DANT Board as follows:

Position	Office Holder
<b>President &amp; Public Officer</b>	<b>Mary Fox</b>
<b>Vice Presidents (2)</b>	
(1 – Alice Springs)	<b>Yvonne Probin-Rowan</b>
(1 – Darwin)	<b>Paul Gooding</b>
<b>Secretary/Treasurer</b>	<b>Paul Gooding</b>
<b>General Board Members</b>	<b>Mel Kean</b>
	<b>Rob Hall</b>
	<b>Brian Josephs</b>

Mary Fox resumed the Chair and congratulated all members on their election. Mary indicated she looked forward to working with the Board in 2010/11 and noted that a number of Board appointments would be considered by the incoming Board at the earliest opportunity.

## 6. GENERAL BUSINESS

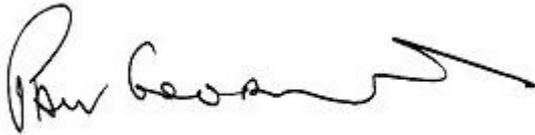
There was no general business listed for discussion.

From the floor, Don Delosa raised the need for multi-disciplinary teams to go into remote communities to assist them in establishing and running market gardens to improve the quality and quantity of fresh produce available and to promote healthy eating.

General discussion followed with speakers making the following points:

- HLNT has delivered a number of projects in this area including the Family Nutrition project in the Tiwi Islands; however HLNT's primary role is to lobby and advocate through the Good Health Alliance for improved services and options;
- The Intervention (and welfare quarantining) had resulted in significant positive changes to the operations of community stores including an increase of good quality fresh foods at realistic prices;
- Market gardens had flourished in many communities during the missionary era; the re-establishment of market gardens in today's environment must be driven by the communities themselves and cannot be imposed by external parties;
- Attitude change will be slow and in some cases generational.

There being no further business, Mary Fox thanked Members for their attendance at the meeting and declared the Association's 2010 Annual General Meeting closed at 1110 hours.



**PAUL GOODING**  
**Vice-President and Treasurer**  
Date: 29 October 2011