

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

Date: 2<sup>nd</sup> November 2018

### **1. Financial Accounts**

That the Asthma Australia Ltd financial accounts for the year ended 30 June 2018, together with Director's Report and Auditor's Report be adopted.

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

Amend clause 1.1 of the Company's Constitution in the following ways:

1. Rename a **Participating Foundation** as an **Initial Participating Foundation**
2. Insert the following new definition:  
    '**Subsequent Participating Foundation** means any of Asthma Foundation NT Inc (ABN 95136673738), Asthma Foundation of Tasmania Inc (ABN 80504266375), Asthma Foundation of WA Inc (ABN 57057873242) that merges with the Company.'
3. Amend the definition of **Participating Foundations** to say:  
    '**Participating Foundations** means all of the Initial Participating Foundations and the **Subsequent Participating Foundations**.'
4. Then resort all of the definitions in clause 1.1 into alphabetical order.

After clause 1.1 insert the following new clause 1.2A:

#### **1.2A Merger with the Company**

A Foundation named in the definition of a Subsequent Participating Foundation will be taken to have merged with the Company if:

- (a) it is wound up and its net assets are transferred to the Company;
- (b) the Company becomes its sole member;
- (c) the Directors of the Company become its only members; or
- (d) the Company otherwise assumes permanent control of all of its property and all of its operations.'

Amend clause 6.2 (b) to say:

'The members of each Initial Participating Foundation as at the 1<sup>st</sup> October 2017 and of each Subsequent Participating Foundation as at the date of its merger with the Company are entitled, on application, to be Ordinary Members of the Company.'

Amend clause 6.4 (b) to say:

'The life members of each Initial Participating Foundation as at the 1<sup>st</sup> October 2017 and of each Subsequent Participating Foundation as at the date of its merger with the Company are entitled to be Life Members of the Company'

Amend clause 6.5 (a) (ii) by replacing 'Participating Foundations' in the second line with "Initial Participating Foundations" and by adding at the end of the clause (before the full stop) 'or who was a member of a Subsequent Participating Foundation on the day on which it merged with the Company.'

Amend clause 9.1 in the following ways:

1. Add the words "or Representative" after "by proxy" in clause 9.1 (a) and the preamble to clause 9.1 (b) and clause 9.2 (b).
2. Delete the words "both as a Voting Member and as a proxy" in clause 9.1 (b) (ii) and replace them with "as a Voting Member and also as a proxy or a Representative (or both)".

Amend clauses 9.4 and 9.14 by adding the words "or Representative" after the word "proxy" wherever it appears.

Amend clause 10.1 in the following ways:

1. Delete the words 'and (c)' from paragraph 10.1 (a).
2. Delete paragraph (c).

Amend clause 22.2 to read: 'The number of Consumer Advisory Councillors is twelve or such greater number as the Directors may determine from time to time.'

Amend clause 23.2 to read: 'The number of Professional Advisory Councillors is four or such greater number as the Directors may determine from time to time.'

Replace 'A' at the beginning of each of clauses 30.2 (d), 30.2 (e) and 32 (a) with 'An'.

### **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 2018 AGM as directors for an additional term.

- Mr Terry Evans
- Ms Marita Cowie
- Mr Paul Sinclair
- Simone Carton
- Mr Nick Thornton
- Mr Rob Stobbe