

MINUTES OF THE 57th ANNUAL GENERAL MEETING OF MEMBERS OF ASTHMA FOUNDATION OF WA INC

HELD AT ASTHMA WA, 36 ORD STREET WEST PERTH

ON MONDAY 9 NOVEMBER 2021 AT 10:30 AM

1. OPENING

The President Mr Chris Bath noted a quorum of members was present, declared the meeting open at 10:36am and welcomed Life Members, Members and guests.

One Proxy vote was received in favour of the Chair.

Mr Bath acknowledged the Traditional Owners of the land, the Whadjuk of the Noongar nation and paid his respects to Elders past, present and emerging.

2. ATTENDANCE

Mr Bath tabled the list of apologies for the meeting.

3. CONFIRMATION OF MINUTES OF LAST (56th) ANNUAL GENERAL MEETING

Mr Bath advised that the Minutes of the 56th Annual General Meeting held 26 October 2020 had been circulated with the AGM notice of meeting. The Minutes were taken as read, no items were raised in relation to the Minutes.

Mr Bath proposed an ordinary resolution confirming that the Minutes reflected a true and correct record.

The resolution was approved unanimously on a show of hands and Mr Bath declared the resolution carried.

4. PRESIDENTS REPORT

The advent of COVID-19 and its impact across the world has changed the way that organisations operate. Asthma WA was quick to adapt, setting up staff to work remotely and continued to deliver high quality support and education to WA people with respiratory conditions during 2021.

Asthma WA finished 2021 with a surplus however long term financial sustainability continues to be a high priority for the Board. A Financial Sustainability Sub-Committee was formed in 2021 and Asthma WA's fundraising strategy has been refined and developed in consultation with fundraising consultants More Strategic. It will take three years for initial investment in fundraising to see returns but this expenditure is important for long term growth.

During the year the constitution was reviewed with a view to adding education and support to people with Chronic Obstructive Pulmonary Disease (COPD) to our Objects. Asthma WA has provided COPD services since 2016 but this has not been reflected in our constitution. Updating the Objects allowed the opportunity to review the overall language of the constitution and update it so that it reflects the way Asthma WA currently operates.

Mr Bath thanked CEO Ms Donna Rendell, the leadership team and all employees for their contribution during 2021.

Mr Bath also welcomed Board Member Kerrie-Anne King to her first AGM and thanked Treasurer Mr Melvin Nunes for his work consolidating the Finance, Audit and Risk Management and Investment Review Committees.

5. CONSIDERATION OF FINANCIAL STATEMENTS OF THE ASTHMA FOUNDATION WESTERN AUSTRALIA INC

The Treasurer Mr Melvin Nunes tabled the Financial Reports.

Asthma WA has received an Unqualified Audit Opinion from Auditors Butler Settineri for the 2021 Financial year.

Total revenue amounted to just over \$2 million with government contracts and grants accounting for over 50% of this amount. The challenges presented by the COVID-19 pandemic have significantly impacted fundraising activities although we have continued to receive support from our major philanthropic benefactors. Asthma WA was also extremely fortunate to receive a major bequest of over \$260,000. The generosity of those who decide to leave a bequest to Asthma WA is both remarkable and humbling and supports our important work in the community.

Following several years of deficits Asthma WA posted a small operating surplus of \$60,063 for 2021 and following the revaluation of investments and property Asthma WA finished the year with total comprehensive income of \$210,609.

Mr Bath proposed an ordinary resolution that the Financial Report for the year ended 30 June 2021 be adopted.

The resolution was approved unanimously on a show of hands and Mr Bath declared the resolution carried.

6. APPOINTMENT OF AUDITOR FOR 2021-2022

Mr Bath proposed an ordinary resolution confirming Butler Settineri be appointed as auditors of Asthma Foundation of WA Inc in FY22.

The resolution was approved unanimously on a show of hands and Mr Bath declared the resolution carried.

7. SPECIAL RESOLUTION: REPLACEMENT OF THE CONSTITUTION OF THE FOUNDATION

Included in the AGM notice of meeting was a copy of the proposed constitution, drafted by law firm K&L Gates. A summary of the key changes proposed was also included in the notice of meeting.

Key changes included;

- An update of the Objects to include COPD.
- Removal of the requirement for official Board Member nominations.
- Clarification that the notice period for a Special Resolution is 21 days.
- Limiting the maximum term for serving on the Board to 9 years unless the Board unanimously determines that another term is appropriate.
- Proxies appointed for general meetings can be any person.
- Altering the quorum requirements for a Board meeting from 5 Board members to half of sitting Board members.
- Altering the quorum requirements for a General Meeting from 5 members to 2 members

Mr Bath opened up the floor for discussion. Christian raised concerns about reducing the quorum requirements for a General Meeting from 5 members to 2 members as he felt that this could be open to abuse. The Chair noted the modification was a recommendation from K&L Gates and was in line with other not for profits as it allows the General Meeting to progress with reduced attendees and ensures continuation of business. It was also noted that all voting members will receive notice of any general meetings and have the right to appoint a proxy.

Mr Bath proposed a special resolution that the constitution submitted to the meeting is adopted as the constitution of the Foundation in substitution for the current constitution of the Foundation which is repealed.

16 Members voted in favour, with 1 member voting against the special resolution and Mr Bath declared the special resolution carried.

8. ELECTION OF NEW BOARD MEMBERS

Mr Bath confirmed that in accordance with the Constitution, the following nominations for Board Members had been received.

Mr Chris Bath
Dr Petra Czarniak
Ms Kerrie-Anne King

Mr Smith proposed that Mr Chris Bath, being eligible, be elected as a Board Member of Asthma Foundation of WA Inc.

The resolution was approved unanimously on a show of hands and Mr Smith declared the resolution carried.

Mr Bath proposed that Dr Petra Czarniak, being eligible, be elected as a Board Member of Asthma Foundation of WA Inc.

The resolution was approved unanimously on a show of hands and Mr Bath declared the resolution carried.

Mr Bath proposed that Ms Kerrie-Anne King, being eligible, be elected as a Board Member of Asthma Foundation of WA Inc.

The resolution was approved unanimously on a show of hands and Mr Bath declared the resolution carried.

Mr Bath also declared the Office Bearers as elected by the Board Members.

Vice President – Mr Cathal Smith
Treasurer - Mr Melvin Nunes

9. CHIEF EXECUTIVE OFFICER REPORT

Ms Rendell addressed the meeting.

For Asthma WA the 2021 financial year has been about service expansion and helping the most vulnerable in the community. Last September Asthma WA launched Australia's first Paediatric Respiratory Hub thanks to the support of Channel 7 Telethon Trust, the Stan Perron Charitable Foundation and our donors.

The Hub combines paediatric respiratory testing, comprehensive education with a Respiratory Nurse Educator and a consultation with a Paediatric Respiratory Specialist all in one bulk billed appointment. In 12 months demand has grown rapidly with over 250 families supported and over 400 lung function tests performed. We are all very proud of this service because we know how essential it is that children are diagnosed early and start the correct treatment plan so they can fully participate in social, school and sporting activities and not let asthma hold them back.

Asthma WA has been providing support to people with COPD since 2016 in regional WA but through additional funding support from the WA Primary Health Alliance we are now also offering this service right across the metropolitan area.

Since this expansion we have noticed an increase in people with either a misdiagnosis of their condition or they have asthma and COPD, further highlighting the need for more services in this area. This program will be further expanded in 2022 with a new pilot program being rolled out across the metro public hospitals, where on discharge patients will be referred to Asthma WA education and support services.

It has been a particularly difficult year for obtaining corporate support and so we are extremely grateful for the continued support of our funders and donors. Asthma WA has been exploring new fundraising opportunities and in October 2021 we launched Asthma WA's Wheezy Walk which not only raised vital funds, but also enabled us to connect with the WA community.

Ms Rendell thanked staff, Board and volunteers for their hard work and support.

10. GENERAL BUSINESS

Mr Bath asked if there were any questions from members or items of general business.

Dr James questioned the General Practitioner (GP) referral system for Asthma WA services. GP's can refer patients to Asthma WA services but patients can also self refer. Following an education session a letter is sent to the GP regardless of initial referral process. GP's are a key stakeholder for Asthma WA activities.

11. CLOSURE

There being no further business, Mr Bath declared the 57th Annual General Meeting of Asthma Foundation of WA Inc. closed at 11:04am.

11/11/2021

Chris Bath
President

Date