

AUSTRALASIAN SOCIETY FOR HIV, VIRAL HEPATITIS AND SEXUAL HEALTH MEDICINE

ANNUAL GENERAL MEETING MINUTES

DATE: TUESDAY, 25 SEPTEMBER 2018

TIME: 12.30PM – 1.45PM

LOCATION: DORIC ROOM

SYDNEY MASONIC CENTRE

66 GOULBURN STREET

SYDNEY NSW 2000

Attendees	<p>Financial Members: Alexis Apostolellis, Faith Bassett, Kate Bath, Barry Bland, Mark Bloch, Mark Boyd, Michael Burke, Damian Conway, Deborah Couldwell, Elizabeth Crock, Jonathan DaSilva, Natalie Edmiston, Manoji Gunathilake, Rupert Handy, Melinda Hassall, Katelin Haynes, Jennifer Hoy, Joan Ingram, Claire Italiano, Penny Kenchington, Carole Khaw, Christopher Lemoh, Kate Mackie, Sarah Maunsell, Scott McGill, James McMahan, Nicholas Medland, Richard Moore, Zindia Nanver, Annette O'Reilly, Edward Rice, Anne Robertson, Katy Roy, Karen Seager, Saysana Sirimanotham, May Wang, Ian Woolley, Belinda Wozencroft.</p> <p>Non-Financial Members: Brent Allan, Wali Aziz, Siyu Chen, Aaron Cogle, Craig Cooper, Jane Costello, Liz Dunn, Philip Keen, Brad McKay, Hayley Saunders, Sankar Sventhe, Michael Walker.</p>
Proxies	Samantha Bolton, Ian Johnson, Hayden Jose, Shelley Kerr, Ostap Kornev, Gail Matthews, Jessica Michaels, Chris Muronzi, Catherine O'Connor, Louise Owen, Lucie Perrissel, Courtney Smith, Paola Rosales, Vanessa Towell.
Apologies	Bradley Forssman, Martyn French.

1. Apologies

Mark Bloch:

"Welcome everyone. As of this morning ASHM has a financial membership of 510 full voting members. The Constitution requires that 10% of the membership participate in the Annual General Meeting, either by being present at the meeting or by proxy. Quorum for this meeting is therefore 51 people. I will now hand over to Alexis to explain the process for voting."

Alexis Apostolellis:

"I have been notified of 14 proxies. If anyone still holds a proxy and has not yet advised the registration staff at the front, please do so now.

Members present, in person, can hold a maximum of 5 proxies. Non-voting member representatives of members can attend the meeting and exercise their proxy vote, but they must provide the registration desk with photo id and have the nomination form with them or held by the office.

Voting will be by a show of hands. Each member holding a proxy will have been provided with one proxy voting slip, for each proxy they hold.

There are also a number of observers at today's meeting. These are Organisational Sustaining Members, other non-voting members or affiliates. If you are an observer, please do not raise your hand during the voting. All votes cast must be cast using the voting slips provided. When asked to cast your vote, please splay your votes, so the monitors can easily count your votes.

Apologies have been received from Martyn French and Bradley Forssman.

Are there any more apologies? None.

I have been advised that we have reached quorum.

I declare the meeting open at 12.55pm."

2. Confirm Minutes of Previous Annual General Meeting

Mark Bloch:

"The minutes from last year's meeting were available as you entered. Is there any discussion on those minutes? None.

I move the motion that the minutes are a true and accurate record of that meeting.

Can I please have a member who was present at last year's meeting move that the minutes be accepted.

Moved – Nicholas Medland.

Seconded - Barry Bland.

All those in favour - 52

All those against - 0

Carried unanimously.

Alexis, can you please take us through any matters arising from the Minutes.

Alexis Apostolellis:

“There were two matters both relating to Levinia Crooks, our former and esteemed CEO:

The Levinia Crooks Emerging Leader Award: *In 2018 ASHM was proud to announce the establishment of The Levinia Crooks Emerging Leader Award. This eponymous award honours the legacy of the late Adjunct Professor Levinia Crooks AM (Member of the Order of Australia)—a leader in public health and ASHM Chief Executive Officer from 1999-2017. Two awards have been given to recognise the outstanding work of emerging leaders in the field of Viral Hepatitis; and another working in blood borne viruses and STIs (BBV and STI). The awards place importance on fostering emerging leaders to continue to develop leadership that is bold, innovative, and inclusive and that inspires collaboration in the sector. The inaugural awardee in the field of Hepatitis, Dr Jennifer McLachlan accepted her award at the 2018 Australasian Viral Hepatitis Conference and the 2018 Australasian HIV&AIDS Conference awardee will be announced tomorrow. The awardee receives conference registration and funding for travel and accommodation. Members of ASHM were invited to nominate one person for the Award. The nominee does not need to be a member of the organisation and may be from any discipline in BBV and STI (both clinical and non-clinical). Individuals may also self-nominate.*

Tributes to Levinia *are posted on the ASHM web-site including a book of remembrance (in the About ASHM pages).”*

3. President’s Report (from the Annual Report)

Mark Bloch:

“The President’s Report is published in the Annual Report. I am happy to present this to members. The Annual Report is now posted on ASHM’s website at <https://www.ashm.org.au/about/annual-reports/> and hard copies of the report were made available for you at this meeting.

A shortened hyperlink to the Annual Report as an online flipbook is at http://bit.ly/ASHM_AR2018

This past year was a very significant one. In October 2017 we lost Levinia Crooks, who had been our long-time CEO and the embodiment of our organisation. However, our very dedicated and skilled management team at ASHM, led by Acting CEO Scott McGill, CFOO Ian Johnson, National Education Manager Vanessa Towell and Conference Manager Nadine Giatras, as well as all the staff of ASHM, pulled together in conjunction with the ASHM board to ensure that ASHM continued and thrived. We undertook a thorough review of our structure, purpose and processes in consultation with all of ASHM's staff and board. In May we appointed a permanent CEO, Alexis Apostolellis, with a strong background in financial processes and not-for-profit sector experience. Alexis, together with an excellent team, will build on what has been achieved and take ASHM forward into the future.

With the successful listing of PrEP for reimbursement in both Australia and New Zealand, HIV prevention has received a major public health boost. ASHM has played a major role in providing evidence for PrEP, advocating for PBS listing, and building the capacity of the workforce to successfully deliver PrEP.

The availability of novel, successful DAA treatment options at all stages of hepatitis C infection in Australia has been revolutionary, and we have established a global model in curing those infected and preventing complications. The work continues, especially in primary care, to reach those not yet accessing this life-changing treatment.

ASHM has continued to provide responsive educational courses to GPs and other healthcare providers to promote wider availability of hepatitis B treatment, which remains under-utilised.

While there have been successes in STIs, for example the positive effects of HPV vaccination in school children (leading to dramatic falls in HPV infection in young adults), they remain a concern. These include the potential of multi-drug resistant gonorrhoea and of high and increasing rates of syphilis and other STIs, particularly among priority populations.

ASHM has shaped the five new tri-annual national strategies for BBVs and STIs. We have focused particularly on addressing stigma and discrimination, which remains an unacceptable barrier in health service delivery.

Other areas of focus include the need to reach CALD communities, prison settings, HIV prevention for those with less healthcare access, a better coordinated response to hepatitis B and the elimination of hepatitis C. We must also meet the challenge of HLTV-1 as well as HIV and syphilis in indigenous communities.

Overcoming challenges in funding recently, ASHM continues to provide record numbers of educational events both domestically and regionally, especially in PNG. We aim to expand our regional cooperation to achieve sustainable outcomes relying on our skilled and expert members to deliver those outcomes.

Delivering strong sector-wide leadership through conferences remains our hallmark, and we will continue to provide important opportunities for our sector to meet, exchange ideas, showcase Australian research, and connect with our regional neighbours.

A key area of focus moving forward will be building on strong engagement with the ASHM membership and ensuring that ASHM continues to promote new and emerging leadership in our sector.

We honour the contribution and legacy of A/Prof Levinia Crooks AM and other sector leaders including Prof David Cooper AC, AO who died this year, remaining committed to building on their foundational work.

My first year as ASHM president has been greatly rewarding and I look forward to working with our new board. I remain confident ASHM will continue to support the BBV and STI response by supporting the health workforce and ultimately improving the lives of those affected.

In order for us to discuss the Annual Report including the President's Report and Financial Report, can I please have someone move the report?

Moved – Liz Crock.

Seconded – Jenny Hoy.

4. CEO's Report

Alexis Apostolellis:

"I am pleased to present this report on behalf of Scott McGill who was the Acting CEO for the period of the Annual Report:

For ASHM 2017/18 has in part been a moment to internally review our current Strategic Plan 2015-2020 with staff, our board and clinical advisors to ensure that our stated goals and activities remain aligned to the needs of the workforce we seek to support. Our 'Seven Strategic Pillars' are outlined in your report and are a more measurable and rational grouping of our work shaping our reporting to you for the last year.

*Our **Partnerships & Collaborations** remain fundamental to the way that ASHM works. There is not a single output undertaken by us which does not have multi-disciplinary and broad sector involvement (including meaningful community and consumer participation) whether in our domestic, international or conference activities and this underpins all of our contributions. Of particular note, the All Good project and Removing Barriers project involved numerous stakeholders and we gratefully acknowledge those generous contributions.*

***Resources**, especially guidance and supporting tools to the health workforce, are central to our sector contribution. Despite a lack of specific funding, ASHM has committed to ensuring that these remain available (now in on-line formats), are regularly updated and remain responsive to needs including to those less familiar with BBVs and STIs. Through the last year, ASHM updated national HIV PrEP guidance; developed new U=U discussion guidance for clinicians, and immigration and hepatitis B guidance for clinicians (as well as maintaining all our existing resources). Regionally in Asia and the Pacific, ASHM has embarked on the development of a new suite of 6 training packages expanding on our transgender health and HIV prescriber packages to include mentoring skills, viral hepatitis and STI which can be in turn be adapted to specific country contexts.*

*Our **Policy & Advocacy** activities are undertaken routinely and frequently in collaboration with our sector partners to influence and contribute to national, state and territory efforts and needs. A significant effort which ASHM has supported has been the development of new national strategies for the BBV/STI response in Australia including for indigenous communities. Advocating for the increased role of nurse practitioners particularly in HIV treatment and PrEP have been key notes of recent policy work. Additionally, the role of ASHM through our HTLV-1 working group is seeing positive outcomes with greater sectoral focus on the challenges being posed particularly in Aboriginal communities.*

***Membership** and members' involvement and engagement are central to the identity of ASHM and we acknowledge the contributions of our highly skilled and experienced members who frequently volunteer significant time and expertise to support ASHM's work, especially when funding has been tight. This takes place through guidelines and standards committees; development of conference programs; reviews of documentation; training activities and regional clinical mentoring to our Asia and Pacific neighbours. ASHM has been prioritizing the development of new members to move into content expert leadership roles as part of a broader succession planning initiative. The international team have established a pool of pre-approved clinical mentors, advisors and trainers largely drawn from ASHM's membership.*

Conferences & Events are a hallmark of ASHM's role in the sector. These include our ASHM-run conferences and those we provide for others in the sector, including internationally, as well as convening a record number of training events. Despite an often contracting funding environment, our teams have worked hard to ensure that those events remain not only educational state-of-the-art opportunities, but also serve a fundamental and irreplaceable need for the sector to convene, network and take stock of the ever evolving BBV/STI response. Multi-sectoral ownership and engagement are especially critical and the team has worked hard to deliver on those expectations and demands.

Education & Training remain the large bulk of our funded activity with record numbers of events delivered across a variety of different media and formats. ASHM's focus is often on how to ensure that there is proper coordination with other providers, are not duplicative, respect the numerous time demands on the workforce and are delivered in multiple accessible ways to extend the availability of training opportunities. ASHM has ensured that there is also equity of opportunity, particularly for nurses and other healthcare providers. Regionally, the international team has delivered training events in PNG and the Pacific supported by a committed and expert team of advisors.

Governance & Sustainability are both critical but often unsung elements of ASHM's work. Our Executive & Business Support Division have, in addition to their routine and core 'back office' support, undertaken a comprehensive and ambitious review of all of our policies and procedures to ensure that we deliver consistent and high-quality services in an ethically and fiscally sound manner which maximizes efficient and effective use of all ASHM's resources and reduces risk. Similarly, the team have been instrumental in ensuring that ASHM's activities are available through accessible website and app-based delivery systems and by disseminating updates to our members. This is supported and overseen by a committed and capable board of directors to ensure that all ASHM staff and activities remain fully accountable and adherent to our regulatory requirements and ensure ASHM is positioned well to continue to lead and participate in the Australasian BBV and STI responses.

ASHM has reported a very strong financial performance for the year to 30th June 2018. The surplus for the year was \$2.053m. Whilst a significant part of this result derived from a very generous bequest of \$950k from Levinia Crooks, the balance of the result was achieved through a good flow of contract and conference work, effective allocation of resources, strong contract management and tight monitoring of costs, particularly in IT.

ASHM's net assets, or reserves, as at 30th June are approximately \$4m and ASHM has a very strong cash position. Over the last 3 years ASHM has been able to build up its reserves from a low of \$1m as at June 2015 to this current level. ASHM is focussed on growing its reserves into the future to both protect the organisation against any future lean years as well as being able to fund the development of future services, or to deliver unfunded but strategic projects.

ASHM's auditors, Walker Wayland, have issued an unqualified audit opinion and are present at this meeting should any member have a query they would like to ask of them.

5. Questions Relating to the Annual Report

Mark Bloch:

"Do members have any questions? No questions were raised."

6. Receive the Board Reports

Mark Bloch:

"If there are no further questions regarding the Annual Report, I would like to move the Annual Report as accepted."

All those in favour - 52

All those against - 0

Carried unanimously."

7. Elect the Office Bearers and Ordinary Directors

Mark Bloch:

"It now gives me great pleasure to provide the results of the election for the Board, but before doing so I would like to take this opportunity to thank those members who are retiring."

Professor Mark Boyd, Associate Professor Catherine O'Connor and Dr Claire Italiano, are retiring from the Board. I would like to thank them for all their invaluable contributions to ASHM during their respective terms on the ASHM Board.

Whilst Dr Gail Matthews did not nominate for election, Gail has subsequently agreed, at the Board's request, to fill one of the additional Board positions available under the constitution and will be re-appointed to the Board at the next Board meeting.

Now for the results of the election. The Returning Officer reports that there was no ballot this year as all positions were filled uncontested.

I will continue as President for the coming year. This will be my second year as President and I will continue into the optional third year which means the role of President Elect does not need to be filled until next year.

As noted above, Professor Mark Boyd will be standing down from the Board which means that the role of Immediate Past President will now be vacant.

I will be joined as Office Bearers of the Board by:

***Clinical Associate Professor Louise Owen and Dr Nick Medland** who were both elected as Vice Presidents.*

7 existing Board members were re-elected as Ordinary Board Members (I should note that the Constitution refers to Ordinary Board members to distinguish from the Office Bearers). These are:

- ***Conjoint Associate Professor Michael Burke** from NSW*
- ***Dr Elizabeth Crock** from Victoria*
- ***Dr Sam Elliott** from South Australia.*
- ***Associate Professor Bradley Forssman** from NSW*
- ***Dr Joan Ingram** from NZ*
- ***Dr David Iser** from Victoria*
- ***Penny Kenchington** from Queensland*

Two new Ordinary Board Members have also been elected as follows:

***Dr James McMahon** from Victoria:*

Dr James McMahon is an Infectious Diseases clinician researcher, Head of Clinical Research at the Alfred Hospital and ID physician at Monash Medical Centre. He completed his PhD from Monash University on HIV treatment outcomes and an ID fellowship and Masters of Public Health at Tufts in Boston.

An ASHM member since 2011, he has presented (oral invited, oral abstract, session chair, poster abstract) at every ASHM conference since and has been a member of the Track B committee since 2014 and abstract reviewer since 2015.

Dr McMahon Chairs the ASHM Antiretroviral Guidelines Committee providing guidance for Australian HIV providers and has been an invited speaker at other ASHM events including: 2014 International Short Course on HIV management, 2017 HIV Masterclass series and the 2017 South Australian CROI update. He also first-authored the ART chapter in the ASHM Green Monograph update.

Dr McMahon is currently an NHMRC Early Career Fellow with research interests in the fields of HIV Cure and ART, has over 35 publications and been principal investigator for over 20 clinical trials of ART and cure-focused interventions.

Dr Belinda Wozencroft from Western Australia:

Belinda Wozencroft is a General Practitioner with a special interest in women's health, sexual health and HIV Medicine. She originally trained as a Registered Nurse and worked in remote Aboriginal Communities before studying medicine at UWA. She has completed post graduate studies, which include Obstetrics, Graduate Certificate in Women's Health and Diploma of Child Health.

Dr Wozencroft is also a registered s100 prescriber for antiretroviral medications and the Principal at View Street Medical in North Perth. She also undertakes relief work in remote Aboriginal Communities, with a focus on women's health.

Would you please join with me in welcoming in the new Board.

The ASHM Constitution requires a geographic spread of its Directors, as well as a representative from the Aboriginal and Torres Strait Islander community and so we are still actively seeking this position.

It might also be informative for Members present that whilst not formalised in the Constitution we also try to ensure the Board has a mix across all the primary disease areas in which ASHM provides services as well as across all the different professions that make up its membership. This is not always possible but that is the objective.

8. Honorary Life Member – Professor David Cooper

Mark Bloch:

“On behalf of the ASHM Board we wish to honour the all too early and still very recent loss of Professor David Cooper, AO AC. The staff and Board of ASHM added their voices to the torrent of messages of condolence and appreciation from around the world to one of Australia's most distinguished clinicians, researchers and leaders, Scientia Professor David Cooper, AO AC who passed away on Sunday 18 March after a short illness.

We would like to propose the award posthumously of Honorary Life Member of ASHM.

David's importance and lifelong dedication as a clinician scientist was incredible: he was renowned globally as a leading immunologist – indeed one of the first responders to recognise that HIV had reached Australia in the mid-1980s.

Internationally he was respected as a leader and to his hundreds of colleagues intimately known as a compassionate mentor and friend – especially to all those who have worked alongside him and his team at the Kirby Institute over the last three decades. David was instrumental in the formation and his support to ASHM in the early days of clinicians, researchers and the community coming together to figure out how best to respond to a rapidly evolving and devastating epidemic.

As a former President of the International AIDS Society, Professor Cooper's reach was global – where he advocated for the need for heavily HIV-impacted countries to conduct their own research, just as Australia had done so effectively from the start. In 1996, Professor Cooper, along with colleagues from the Netherlands and Thailand, established a research centre in Bangkok, called HIV-NAT, with the ambition to be the focal point for developing new treatments for Asian countries facing increasing HIV rates. Professor Cooper made a compelling presentation in the 2006 Australasian HIV&AIDS Conference pressing this subject in his keynote presentation.

Without doubt his is an enormous loss to us all and it bears repeating, yet another giant in our sector gone too soon.

*Moved – Jenny Hoy
Seconded – Mark Boyd*

*All those in favour - 52
All those against - 0
Carried unanimously.*

9. Appoint an Auditor

Mark Bloch:
“As a company limited by guarantee, ASHM is required to officially appoint auditors for another year. I propose that we continue to utilize the services of Walker Wayland Accountants.

*Moved – Karen Seager
Seconded – Penny Kenchington*

*All those in favour - 52
All those against - 0
Carried unanimously.*

10. General Business

10.1 Special Resolutions

Alexis Apostolellis:

“During the year, Associations Forum, a leading organisation which assists associations and charities in governance, operations, membership and finances, reviewed ASHM’s constitution. Associations Forum made various recommendations to both clarify the meaning of various clauses and improve the overall governance framework.

The ASHM Board and management have considered all the recommendations made and identified those that can be implemented this year, as per the Special Resolutions which were circulated to Members with the notice of this meeting. It should be noted that other recommendations were made by Associations Forum which the Board decided required further consideration before they could be brought to the Members for approval.

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.

I am now going to put a series of special resolutions with a separate resolution to cover each of the amendments proposed in the notice of meeting.

The ASHM Constitution will be updated with all the amendments passed at this meeting once clearance has been received from the ACNC that the changes to the Objects do not affect ASHM’s charitable status.

Each of the resolutions will have the same preamble so I will now move the first proposed amendment and the motion before the meeting is:

- THAT

Clause 2a) be amended to read:

The Company is a not-for-profit public company limited by guarantee and a registered charity. It is therefore subject to the requirements of the Corporations Act and is regulated by the Australian Charities and Not for Profit Commission (ACNC).

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment clarifies the fact that ASHM is a registered charity that is subject to the Corporations Act and that it is regulated by the ACNC.

One question was raised on what the clause currently states. Alexis Apostolellis read out the current clause and also indicated the need for the change was to reference the ACNC in addition to the Corporations Act. Mark Bloch also confirmed the amendment will not change ASHM's charitable status.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the second proposed amendment and the motion before the meeting is:

- *THAT*

The following definition to be added to Clause 4.1:

A blood-borne virus (BBV) is a virus that is transmitted by blood or body fluids.

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment adds a missing definition of blood-borne virus into the Constitution.

No discussions were held.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the third proposed amendment and the motion before the meeting is:

- THAT

Clause 5.1 (a) be amended to read

See the Special Resolution for proposed amendment to ASHM's Objects.

I will not read the objects with the proposed amendments but will take them as read.

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment is required to update the Objects to reflect the work now being done by ASHM and recent changes to ASHM's Mission Statement.

No discussions were held.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the fourth proposed amendment and the motion before the meeting is:

- THAT

Clause 39.1(c)(i) to be amended to read

If insufficient nominations are received to fill all vacant positions, the candidates nominated will be deemed to be elected. Any unfilled positions may be filled by the Board, after the AGM, as a casual vacancy.

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment is required to ensure that any unfilled positions are filled by the Board as a casual vacancy after the AGM and following an appropriate recruitment process.

No discussions were held.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the fifth proposed amendment and the motion before the meeting is:

- THAT

Clause 39.1(c)(iii) to be amended to read

If the number of nominations received exceeds the number of vacancies for each position to be filled, a ballot is to be held. This will be conducted by any efficient method, as determined by the Board, as soon as practicable after the close of nominations. The ballot will close no less than one week before the date of the Annual General Meeting at which the term commences.

This motion is moved by Mark Bloch and seconded by David Iser.

The motion is required to remove the previous requirement for Board elections to be conducted by postal vote, which is inefficient and costly.

No discussions were held.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the sixth proposed amendment and the motion before the meeting is:

- THAT

Clause 47 be amended to read

A majority of Directors in office and entitled to attend a meeting of the Board, who are personally present (or in conference in accordance with clause 46.4), form a quorum and a quorum must be present at all times during the meeting.

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment is required to ensure that quorum is only achieved when a majority of Directors are present.

No discussions were held.

The motion was then put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

I will now move the seventh proposed amendment and the motion before the meeting is:

- THAT

Clause 58 be amended to read:

- The Directors must ensure that the minute books for general meetings are open for inspection by Members free of charge.***

- b. Subject to clause 58a), the Board may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of the Society or any of them, will be open to inspection by Members other than Directors.**
- c. Any Member has the right to inspect only those books, records or documents of the Society as provided by law, or authorised by the Board.**
- d. Notwithstanding clause 58c) a previous Director has a right to inspect minute books and related papers for meetings of the Directors and committees of the Board for the period covering when they were a Director.**

This motion is moved by Mark Bloch and seconded by David Iser.

This amendment is required to allow a Member appropriate access to books and records without breaching confidentiality requirements or privacy legislation.

Discussions were held on amending clause 58b to include "If a Member's request to inspect the minute books, financial records and other documents of the Society are denied, then feedback will be provided to that Member on why the request was denied and this would be minuted at the respective board meeting."

Following the above amendment to clause 58b, the motion was put forward.

All those in favour - 52

All those against - 0

Carried unanimously.

I believe that this motion has been carried as a special resolution by the affirmative vote of more than 75% of those present and entitled to vote. If there is no disagreement, I will so rule and move on to the next motion.

(NB: if there is any disagreement from that ruling then it will be necessary to call for a formal show of hands in favour and against and to count them and confirm those in favour total more than 75%)

That concludes this agenda item.

10.2 Other General Business

Mark Bloch:

"Does anyone have any general business to raise?"

If not, then we have additional points of business to raise from ASHM."

Alexis Apostolellis:

“The ASHM office lease in Surry Hills comes to an end in June 2019. The ASHM management team have ruled out the option to renew at the current premises largely due to our required office space being far less than the current space combined with the inadequate layout. We have done extensive consultation with staff on requirements and have started the process of searching for suitable premises. Consideration will also be given to a purchase option. The recommendations of options will be presented to the ASHM board for approval later this year.”

The 2018/19 outlook for ASHM shows a steady contract flow with a presented preliminary budget of break even for the financial year. Continued expansion internationally will be sought while maintaining a strong domestic presence. ASHM is also in the process of obtaining DFFAT (ANCP) accreditation which takes advantage of receiving DFAT matching funds for recognised development expenditure for which ASHM qualifies. This may only eventuate in the 2019/2020 year.”

11. Meeting Close

Mark Bloch:

“Thank you – that brings the meeting to a close at 1.34pm.””