Explanatory notes on the election of directors

2026 Annual General Meeting · Monday 16 November 2026, 6.30pm AEDT

These notes explain why every director is retiring this year, who is standing, and how the vote works.

Why every director is retiring

Under the Constitution, some directors retire at each AGM in rotation and may stand again. This year the Board has asked every director to retire, so that every member of the Board has been elected by members at a general meeting. Some past appointments did not have all the paperwork the Constitution expects, and an election by members puts every appointment on a clear footing.

Two directors are not standing again: Dr Laureen Lawlor-Smith (Deputy Chair) and Ederlita (Eder) Guerra (Treasurer). Their terms end at the close of the meeting. The Board thanks them both for their service.

Who is standing

There are 10 candidates.

- **Six continuing directors**, retiring and standing again: Karen Dwyer, Deepa Mahananda, Alexander McDonald, Alex Petrushevski, Caryn Zinn and Emma Gray.
- **Four new candidates**, each nominated by a member before nominations closed at 5.00pm on Thursday 1 October 2026: Simon Woods, Leslie Chung, Jane MacDonald and Anna Blackie. All four nominations were received on time and are valid.

Each candidate has a profile in the enclosed candidate profiles, covering the skills they bring, their background and any interests they declare. Some candidates declare connections with one another, and these are set out in their profiles.

How the vote works

The Board has fixed the maximum number of directors at 10, so there is a place for every candidate. This is not a contest between candidates. Instead, members vote on each candidate separately.

- Each candidate is elected by their own ordinary resolution (Resolutions 1 to 10).
- You can vote For, Against or Abstain on each candidate, and you can vote differently on each.

- A candidate is elected if more votes are cast for them than against. Abstentions are not counted, and a tied vote means the candidate is not elected.
- The Chair will call a poll on each resolution, so that votes on voting forms are counted together with votes cast at the meeting.

Every candidate must hold a Director ID and have signed a consent to act before they can take office, as the Corporations Act requires.

The Board's recommendation

The Board recommends all ten candidates. Together they bring clinical and research depth, finance, governance, digital and customer experience, health policy and advocacy, and diabetes education. The Board is also looking for legal expertise. When the right person is found, the directors may appoint them, as the Constitution allows, and that person will stand for election by members at the 2027 AGM.

After the meeting

The new Board takes office at the close of the meeting. It meets on Wednesday 18 November 2026 to appoint its office holders: the Chair, Deputy Chair, Treasurer and Company Secretary. Members do not elect office holders.