



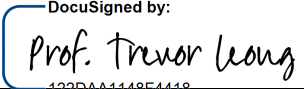
2023 Annual General Meeting

Minutes

Date:	20 th June 2023
Time:	17.01(SA time) 17:31 – 17.48 AEST
Place:	Chaired in Adelaide, SA Face-to-Face as well as Video-conference option for member participation
Speakers:	Trevor Leong (TL)- Chairperson, Tim Kuypers (TK)
Minutes:	Marline Squance (MSq)
Item	Description
1	<p>Confirm the minutes of the previous AGM (2022 AGM) (TL)</p> <ul style="list-style-type: none"> • Chair confirmed a quorum of Members present (40 Present in room, 5 virtual attendees) • Acknowledgement of Country, (Cross nations Australia and New Zealand) • Welcome and introductions by Chair. • Noted apology of Board Member Mrs Sue Naeyaert • Confirmed minutes of previous AGM (2022 AGM) – Formal acceptance of minutes Associate Professor Purnima Sundaresan seconded by Associate Professor Sashendra Senthil. • No objections noted for 2022 AGM minutes.
2	<p>Receive the President's statement (TL)</p> <p>President's report had been outlined in detail previously in Annual Scientific meeting therefore a brief overview was presented via PowerPoint slides which could be viewed in auditorium.</p> <ul style="list-style-type: none"> • TROG Vision and Mission statement, values overviewed. • Membership statistics and Facility Alliance Membership presented with an overview of country and State based figures. • Thanks, given to all members and partners who have supported TROG over past year. • Reflection on TROG Cancer Research over the 34 years of operation, Number of study participants.

3	<p>Receive the 2022 Annual Financial Report (TK)</p> <p>Financial results for the 12 months to 31st December 2022 was presented.</p> <ul style="list-style-type: none"> • TROG delivered a deficit of \$246,867 for 2022 in part due to post Covid cost pressures and underperforming trials. • Revenue grew by 3.2% to \$2.6mn in part as the ASM moved back face to face. • There was a 20% increase in costs, due in part to the increased costs of the ASM returning face to face but also an increase in staff. • The deficit generated in 2022 reduced TROG's accumulated surplus (reserves for meeting future obligations and challenges). However, the reserves remain materially above pre pandemic levels. • <p>Outlook for 2023</p> <ul style="list-style-type: none"> • Outlook remains very challenging and are forecasting a negative surplus in 2023 • Accumulated surplus means TROG can absorb this projected deficit • Seeking additional revenue streams through strategic partnership and donations • Continued strong cost focus and search for efficiencies • Continued focus on monitoring financial performance of individual trials • Actively managing individual trial performance and avoiding cost overruns by working collaboratively with investigators • <p>Chair gave thanks to TK for his efforts in leading the Finance Audit Risk Management Committee (TL)</p>
4	<p>2023 constitution amendment – member Vote (TL)</p> <p>Chair gave background to proposed Constitutional amendment and outlined amendment which would change tenures of Directors from fixed term periods of 3 terms (9years) to multiple terms (beyond 9 years), but only upon approval by Board of Directors.</p> <ul style="list-style-type: none"> • Chair outlined eligibility criteria for Members that could vote and asked members that fitted criteria that were present to stand. • Chair also requested that members attending virtually to signify eligibility by raising hand. • Members were counted before vote (24 voting members in room: 3 voting members virtually) and asked to remain standing or raise hand online if they approved the proposed change. • Unanimous vote received (27 members). <p>Constitutional amendment passed.</p>
5	<p>2023 Election of Board of Directors (TL)</p> <ul style="list-style-type: none"> • Summary of recent call for nominations process for Elected Directors given; only two nominations received for Professor Annette Haworth and Associate Professor Purnima Sundaresan. • Chair then announced that a vote was not required under the TROG Constitution Clause 8.3 as the same number of candidates was received as the positions available.

	<ul style="list-style-type: none"> Chair announced that under Clause 8.3 the Board had resolved to re-appoint Annette and Puma for another three (3) year term to the TROG Board as Elected Directors as of the appointment date of 20th June 2023. Chair congratulated Annette and Puma and gave thanks for their continuing contribution to the Board.
6.	<p>2023 Board of Directors</p> <ul style="list-style-type: none"> Chair presented current TROG Board members outlining Elected Directors, TSC Director, Independent Directors, Independent Consumer representative, and RANZCR representative. Chair thanked outgoing Board members, Dr Keen Hun Tai, Mr Denis Byron, and Mr Robert Ferguson.
7.	<p>Other Business</p> <ul style="list-style-type: none"> Announcement of new Company Secretary, Dr Marline Squance as of March 2023 Chair Thanked Ms Bernadette Smyth for her service and contribution to TROG Cancer Research. <p>Chair called for any other business with a single question from the floor regarding the continuing financial sustainability of TROG Cancer Research if a deficit continues at current rate.</p> <ul style="list-style-type: none"> Chair responded recounting that as series of steps are being undertaken to turnaround this trend including corporate partnerships, efficiencies, donations, and trial management focus (TL). TK commented further that he took comfort that the deficit was only 200K this year and that it could be turned around with corporate and industry sponsorship. Added that TROG has a comfortable surplus which will aid sustainability. <p>No other business noted.</p>
8.	<p>Chair thanked everyone for their attendance and concluded the meeting. Meeting closed at 15.18 (SA time) and 15.48 (AEST).</p>

Signed:	<p>DocuSigned by:</p>  <p>122DAA1148F4418...</p>
Name:	Trevor Leong – President of Board
Date:	23 June 2023 10:40 AEST