

Notice of Annual General Meeting

Notice is given that the annual general meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held on Thursday 30 November 2017 at 11am (Perth, WA time) at the Rendezvous Hotel Perth Scarborough, 148 The Esplanade, Scarborough WA 6019.

Ordinary Business

1. Acknowledgement of country
2. Apologies
3. Approval of minutes
4. Chairperson's report
5. Financial statements and reports

Short Explanation: IAHA is subject to the Australian Charities and Not For Profits Commission's Governance Standards. In complying with these standards, and as part of IAHA's better practice corporate governance framework, IAHA holds an AGM and provides an annual report to its members, explaining IAHA's financial position. IAHA also provides an opportunity for its Members to ask any questions about IAHA's annual report.

To receive and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2017.

6. Election of directors

Short Explanation: Under the Company constitution, the Members appoint directors at the annual general meeting. If the number of candidates exceeds the number of positions a ballot must be held, and the outcome of the ballot is to be confirmed by Member resolution (see Resolution 1 below). However, if the number of candidates is equal to or less than the number of positions, a ballot is not required and a separate resolution must be put to the Members for the appointment of each director.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 1: *"That the appointment of the persons selected by the ballot process as directors of IAHA as announced by the Chair of the annual general meeting be confirmed and will take effect as at the end of the AGM."*

7. General business
8. Acknowledgements (directors)

By order of the Board of Directors



Donna Murray
Company Secretary

NOTES:

- Who may vote** Persons whose names are set out in the register of members of the Company as Full Members as at the time of the meeting are entitled to attend and vote at the meeting convened by this notice.
- Proxies - Appointment** A proxy must be another Full Member of the Company. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
- Proxies - Lodgement** A written proxy appointment must be signed by the Member.
- To be valid, a proxy form must be received by the Company by at least 48 hours prior to the meeting - that is, it must be received before 11am (Perth, WA time) on Tuesday 28 November 2017). Proxies may be submitted:
- (a) by post addressed to, or delivery to, the Company at 6b Thesiger Court Deakin West ACT 2600; or
 - (b) by facsimile at (02) 6260 5581; or
 - (c) email at secretary@iaha.com.au

Indigenous Allied Health Australia Ltd, ABN 42 680 384 985

Explanatory statement

Note: This statement explains the key items of business to be considered at the meeting and should be read in conjunction with the Notice of Meeting.

1. **Financial statements and reports**

IAHA is subject to the Australian Charities and Not For Profits Commission's Governance Standards. In complying with these standards, and as part of IAHA's better practice corporate governance framework, IAHA holds an AGM and provides an annual report to its members, explaining IAHA's financial position.

There is no requirement either in the *Australian Charities and Not For Profits Act 2012 (Cth)* or the Company's Constitution for members to vote on, approve or adopt these reports. Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company. Members will have a reasonable opportunity at the meeting to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

2. **Election of Directors**

The current Company Constitution provides that (Article 39):

- the number of Directors will not be less than 3 and not more than 9;
- the Company intends that the Board, to the extent possible, includes Directors from across Australia and that the Board specifically includes up to eight (8) Directors (Graduate) residing in Australia; and
- there will be no more than two (2) Directors on the Board from any one (1) Allied Health discipline.

Directors (Graduate) are appointed by IAHA's Members. It is also noted that the Board may appoint a person as a Director (Independent) at any time where the Board considers it necessary or desirable to provide additional specific skills and experience to the Board. There is no current proposal for the Board to appoint a Director (Independent) at this time.

In accordance with the amendments to the Company Constitution at the 2016 AGM, the Director (Student) position will cease with effect from this 2017 AGM, noting that the SRC has opportunities to be heard and voice their specific student concerns with the Board. The Director (Student) position raised a governance issue in that while nominated as the student "representative" on the Board, that Director would have obligations in under the *Corporations Act* to act in the best interests of IAHA as a whole.

Article 40 of the Company's Constitution provides that:

- a Full Member may nominate himself / herself to stand for election as a Director of the Company. This is a self-nomination process, not nomination by another member;
- a Member is not eligible to be appointed as a Director unless a nomination signed by the Member accompanied by his or her consent to act as a Director is given to the Secretary at least 10 Business Days before the annual general meeting; and
- if the number of valid nominations received by the Secretary exceeds the number of vacancies to be filled, a ballot must be held for the election of one or more Directors to fill the vacancy(ies). The Director nomination and ballot process must be conducted in such

manner as the Board may direct from time to time.

The Board has approved and adopted "By laws for the nomination and election of directors" (**By Laws**), which provide further detail on how the ballot process will be conducted.

There are 5 Director (Graduate) positions to be filled at the 2017 AGM elections, from the existing retiring Directors who nominate for re-election and any new candidates who nominate for election.

The Director (Graduates) will be appointed for a term of 2 years. A Director (Graduate) is not eligible to serve more than three (3) consecutive terms.

Those candidates that have nominated for election or re-election in accordance with the Company's Constitution and the By Laws, will be notified to members prior to the commencement of the AGM. The candidates are encouraged to provide a written statement, presenting their case for election, to be posted on the Company's members-only section of its website. Each candidate may address the AGM, for up to 5 minutes, prior to the ballot being conducted.

The candidates are listed on the ballot paper in the order drawn by lot. A preferential ballot system applies, and a member allocates a number, in order of preference, against each candidate. The instructions on the ballot paper must be followed in order to cast a valid vote.

However, if the number of candidates is equal to or less than the number of positions, a ballot is not required and a separate resolution must be put to the Members for the appointment of each director.

PROXY FORM

Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (Company)

Appointment of Proxy

I/We
insert name of member

of
insert address of member

being a Full Member/s of the Company and entitled to attend and vote hereby appoint

the Chairperson of the Meeting (mark with an 'X') **OR** If you are **not** appointing the Chairperson of the Meeting, write the name of the person you are appointing as your proxy

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at the Annual General Meeting of the Company to be held on Thursday 30 November 2017 at 11am (Perth, WA time) at the Rendezvous Hotel Perth Scarborough, 148 The Esplanade, Scarborough WA 6019 and at any adjournment of that meeting.

Voting directions to your proxy (if applicable)

Resolution 1: "That the appointment of the persons selected by the ballot process as directors of IAHA as announced by the Chair of the annual general meeting be confirmed and will take effect as at the end of the AGM."

For Against Abstain*

Note:

Resolution 1 relates to the confirmation of the Director appointments determined by ballot, and providing a direction on this resolution is not a direction in relation to voting in the ballots. If you wish to direct your proxy how to vote on your behalf in the ballots for the election of Directors you must attach the ballot papers (in the prescribed form and properly completed) to this proxy form. The ballot papers will be available from the Member's only section of IAHA's website.

However, if the number of candidates is equal to or less than the number of positions, a ballot is not required and a separate resolution must be put to the Members for the appointment of each Director. In this case, the Members only section of IAHA's website will provide a separate list of Directors and a space to indicate your direction "For", "Against" or "Abstain" for each Director. This must be attached to your proxy form.

If you do not direct your proxy how to vote on your behalf, your proxy may vote on your behalf as they feel fit.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual

Date

Contact Name

Contact Daytime Telephone

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting, write the name of that person. If you leave this section blank or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy. A proxy must be a Full Member of Indigenous Allied Health Australia Ltd (**Company**).

2. Voting directions to your Proxy

You may direct your proxy how to vote on an item of business by providing directions in the "Voting Directions to Your Proxy" section of the proxy form. If you do not provide directions in relation to an item of business, your proxy may decide whether or how to vote on that item.

3. Signature of Members

The Members must sign this form in the space provided.

4. Lodgement of Proxy

This proxy form must be received by the Company no later than 48 hours before the meeting – that is, it must be received before 11am (Perth, WA time) on Tuesday 28 November 2017 . Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to the Company at the address below:

Indigenous Allied Health Australia Ltd

Post / Delivery: 6b Thesiger Court Deakin West ACT 2600

Facsimile: (02) 6260 5581

Email: ceo@iaha.com.au

Personal information: Chapter 2C of the Corporations Act 2001 requires information about you (including your name and address) to be included in the Company's register of members. This information must continue to be included in the Company's register of members if you cease to be a member. Information is collected to administer your membership and if some or all of the information is not collected then it might not be possible to administer your membership. The Company may disclose this information for purposes related to your membership, including in circumstances permitted under the Chapter 2C of the Corporations Act 2001. You can obtain access to your personal information in the Company's register of members in accordance with Chapter 2C of the Corporations Act 2001.