

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 Saturday 1 December 2018 at 8.30am (Sydney time) at the Mercure Sydney Hotel, 818-820 George Street, Chippendale NSW 2007.

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 2018.

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. Proposed changes to Company Constitution

Short Explanation: The members of a company may amend the company constitution by passing a special resolution. A special resolution is a resolution that is passed by at least 75% of the votes cast by members entitled to vote on the resolution. The Explanatory Statement attached to this Notice provides further explanation on the changes proposed.

To consider and, if thought fit, pass the following resolution as a special resolution:

Resolution 2: *"That for the purpose of section 136 of the Corporations Act 2001 and for all other purposes, the Company adopt the marked up amendments to its Company Constitution tabled at the meeting."*

8. General business

9. 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 8.30am (Sydney, NSW time) on Thursday 29 November 2018). 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 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 currently 1 Director (Independent) on the Board. There is no current proposal for the Board to appoint a 2nd Director (Independent) at this time.

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 2018 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.

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.

3. **Proposed changes to IAHA's Company Constitution**

IAHA's Constitution provided to Members with the Notice of Meeting contains a number of proposed changes. These changes are shown in the Constitution in marked-up text.

The purpose of Resolution 2 in the Notice of Meeting is to adopt the marked up changes included in the Constitution.

Under section 136 of the *Corporations Act 2001*, a Company must have Member approval by a special resolution to amend its constitution. A special resolution is a resolution that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Accordingly, Resolution 2 seeks Member approval to amend the Constitution as a special resolution.

IAHA has now been operating as a *Corporations Act* company since around 2013, has had significant successes in achieving its vision and objectives, and is focusing on continuing to deliver against its Strategic Plan and sustaining and diversifying its funding into the future. It is important for IAHA to continue to have the strong confidence of its Members and to continue to attract and retain high quality Directors.

It is in this broader context that the IAHA Board, executive and secretariat have conducted a review of IAHA's Constitution. The changes set out below are intended to reflect IAHA's current stage of development and operations, to attract and retain high quality Directors that have the confidence of Members, and remove provisions no longer applicable to IAHA.

A summary of the key changes follows:

- *Removal of references to the Student Director position (Articles 1 and 39(g))*: The proposed amendments remove references to the Student Director position. While some references had been retained for transition purposes, these references are now redundant as the Director (Student) position on the Board ceased with effect from the 2017 AGM.
- *Commercial activities (Article 5(b))*: A new Article 5(b) clarifies that IAHA may conduct commercial activities and perform commercial services (including on a fee for service basis) within the scope of its Objects. In doing so, it must apply the income and profits solely towards the promotion of those charitable objects. This is consistent with IAHA's Strategic Plan and relates to seeking opportunities to provide commercial services to generate additional income to be applied towards achieving IAHA's objectives.
- *Tenure of Directors (Article 42(d))*: This amendment removes the restriction that Directors are not eligible to serve more than 3 consecutive 2 year terms (ie a total of 6 years). This

provision limits the flexibility of Members to re-appoint Directors (Graduate).

The rationale for removing the restriction is that, in re-electing Directors, Members should be able to take into account all relevant circumstances - including the benefits of experience and continuity balanced against the need for change and independence on the Board. It is noted that, in recent years, IAHA has had difficulties in attracting the full number of Directors to the Board (eg the current number of Directors is 7, while the maximum number of Directors under IAHA's Constitution is 9).

Under this proposed change, Directors (Graduate) will continue to serve 2 year terms, and will then be eligible for re-election by the Members. A Director (Independent) will also be appointed for a term of 2 years, and will be eligible for re-appointment by the Board at the end of that term.

- *IAHA Chair and Deputy Chair (Article 57(d))*: A new provision has been included to provide that all nominees for the IAHA Chair and Deputy Chair positions must be a Director (Graduate). This means that a Director (Independent) is not eligible to fill these positions. A Director (Graduate) must be a Member and is also appointed by Members. A Director (Independent) is not required to be a Member and is appointed by the Board. A Director (Independent) may add significant value to the Board. However, it is considered that, given the nature of IAHA as a members' body and its current stage of development and operations, it is appropriate for the Chair and Deputy Chair positions to be filled by IAHA Members elected by the IAHA Members.

The Board recommends that Members vote for the special resolution to amend the Constitution for the reasons set out above, including to ensure that the Constitution continues to reflect IAHA's stage of operations and priorities.

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 at 8.30am (Sydney time) on Saturday 1 December 2018 at the Mercure Sydney Hotel, 818-820 George Street, Chippendale NSW 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*

Resolution 2 (Special Resolution): "That for the purpose of section 136 of the Corporations Act 2001 and for all other purposes, the Company adopt the marked up amendments to its Company Constitution tabled at the meeting."

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 8.30am (Sydney, NSW time) on Thursday 29 November 2018. 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: secretary@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.