

Notice of General Meeting

Notice is given that a General Meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held at 1:00 pm (Canberra time) on Wednesday 20 February 2019 at Units 3-4, Ground Floor, 9-11 Napier Close, Deakin ACT 2600.

Members have the option to attend the General Meeting using "Zoom" remote conferencing services by video or voice link. IAHA will host the meeting, and the Meeting ID is 313 336 712. Members will be required to use their own computer hardware and software to access this facility and are solely responsible for connecting to the conference by 1:00 pm (Canberra time) on the meeting day. However, IAHA will include instructions in the Members-only area of its website (www.iaha.com.au) to assist Members in using Zoom. A Member who is unable to connect to the meeting using Zoom (or has any difficulties maintaining a quality connection) may call IAHA on (02) 6285 1010 for assistance.

Ordinary Business

1. Acknowledgement of country
2. Apologies
3. Removal of current Auditor

Short Explanation: The *Corporations Act 2001* (Cth) set out the process for the removal of a company auditor and the appointment of a new auditor. Hardwicks has been IAHA's company auditor since 2010. IAHA wishes to engage Hardwicks to perform accounting services for IAHA. IAHA has assessed that Hardwicks have a strong understanding of IAHA's operations and requirements, have strong skills and experience to perform this work, and offer IAHA a high level of value for money. Therefore, in order to promote auditor independence, IAHA proposes to remove Hardwicks as auditor and appoint a new auditor.

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

Resolution 1: *"That Hardwicks of Level 1, 6 Phipps Close Deakin ACT 2600 be removed as auditor of IAHA with immediate effect."*

4. Appointment of new Auditor

Short Explanation: The *Corporations Act 2001* (Cth) sets out the process for the appointment of a new auditor following the removal of an auditor. A Director or Member of the company must nominate an auditor whose appointment can be considered at the General Meeting. Attached to this Notice of General Meeting is an IAHA Member nomination for BellchambersBarrett Accountants to be appointed as auditor. IAHA has reviewed a proposal from BellchambersBarrett Accountants and has assessed that they offer a strong, value for money proposal that meets IAHA's requirements.

Therefore, the Board of IAHA recommends that the Members pass the following 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.

Under the *Corporations Act*, the reasonable fees and expenses of an auditor of a company are payable by the company.

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

Resolution 2: *"That BellchambersBarrett Accountants of Level 3, 44 Sydney Avenue, Forrest ACT 2603 be appointed as auditor of IAHA with immediate effect, and that IAHA fix the remuneration of the auditor."*

5. Proposed changes to Company Constitution

Short Explanation: The proposed changes to the company constitution are shown in marked-up text in the version of the Constitution provided to Members with the Notice of General Meeting (as tabled at this meeting). 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.

The proposed changes to the constitution have been categorised into 3 groups as follows:

Group No.	Group	Articles	Text and explanation of proposed changes
1.	Nature of IAHA's business activities General "tidy up" changes	Article 1 Definitions Article 5 Objects of the Company Article 39 Directors - General Article 46 Composition of Board Article 62 Funds and accounts - General	The proposed changes to each of these Articles is set out in the marked up Constitution. The explanation of these changes is set out in the Explanatory statement to this Notice of General Meeting.
2.	Tenure of Directors	Article 42 Tenure of Directors	The proposed changes to this Article are set out in the marked up Constitution. The explanation of the change is set out in the Explanatory statement to this Notice of General Meeting.
3.	Independent Directors	Article 57 Appointment of officers	The proposed changes to this Article are set out in the marked up Constitution. The explanation of the change is set out in the Explanatory statement to this Notice of General Meeting.

To consider and, if thought fit, pass each of the following resolutions as separate special resolutions:

Resolution 3: *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 1 amendments to its Company Constitution."*

Resolution 4: *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 2 amendments to its Company Constitution."*

Resolution 5: *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 3 amendments to its Company Constitution."*

6. 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 at least 48 hours prior to the meeting - that is, it must be received before 1:00 pm (Canberra time) on Monday 18 February 2019). 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. **Removal of IAHA's current company auditor and appointment of a new auditor**

The *Corporations Act 2001* (Cth) set out the process for the removal of a company auditor and the appointment of a new auditor.

A Notice of Intent to Remove Auditor was provided by a Director of IAHA to IAHA in accordance with the requirements of the Corporations Act. IAHA then sent this notice to both ASIC and the current auditor. The current auditor supports its own removal, in order that it may provide accounting services IAHA. A company may remove its auditor because it is impractical to wait until the next annual general meeting for ASIC to consent to a resignation. In these circumstances, the removal of an auditor does not suggest that there has been a dispute between the auditor and company management. It is impractical to wait until the next annual general meeting, given that IAHA wishes to engage Hardwickes for accounting services over the course of 2019.

The resolution to remove an auditor is an ordinary resolution that must be passed by a simple majority of Members voting at the meeting.

When an auditor is removed from a company, the company must appoint a new auditor at a General Meeting. This can occur at the same General Meeting by a special resolution of Members. 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. If the special resolution is not passed, the General Meeting may be adjourned for between 20 and 30 days, and an auditor may be appointed at the adjourned meeting by an ordinary resolution. If IAHA fails to appoint a replacement auditor, it must notify ASIC within seven days, and ASIC then has the discretion to appoint an auditor to the company.

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

General

The Notice of Meeting pack sent to Members included a version of the Constitution with the proposed changes shown in in marked-up text.

These are the same changes that were put to the Members at the December 2018 AGM. These changes were considered at the AGM. A majority of Members voted in favour of the changes, however the required special majority was not achieved and the resolution failed.

The changes are to be put to the Members again at this General Meeting. This is because the Board has carefully considered the matter, and continues to recommend that Members vote for the special resolution to amend the Constitution for the reasons set out below (including to ensure that the Constitution continues to reflect IAHA's stage of operations and priorities). IAHA has also received feedback from Members who have requested that the changes again be considered by IAHA's Members.

However, the Board has directed that the changes be considered, and voted on, in 3 separate groups. This is intended to provide more flexibility for the Members to consider the different types or categories of changes proposed. At the General Meeting, IAHA will also provide an explanation of each category of proposed change and provide a reasonable opportunity for Members to ask questions and make comments.

The 3 groups of changes are as follows:

Group 1 - Nature of IAHA's business activities and general "tidy up" changes

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 and remove provisions no longer applicable to IAHA.

A summary of the 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.
- *Composition of the Board (Article 46)*: Article 46 has been amended to refer to all provisions of the Constitution under which a Director may be appointed.
- *Funds and accounts - General (Article 62)*: Article 62 has been amended to reflect that the funds of IAHA may include service fees. This change is consistent with IAHA conducting commercial activities and performing commercial services.

Group 2 - Tenure of Directors

- *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 number of Directors prior to the 2018 AGM was 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 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 attract and retain high quality Directors that have the confidence of Members.

Group 3 - Independent Directors

- *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.

Voting on the proposed changes

Under section 136 of the Corporations Act, 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, each of Resolutions 3, 4 and 5 seek Member approval to amend the Constitution as special resolutions.

The purpose of these resolutions is to adopt the marked up changes included in the Constitution.

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 General Meeting of the Company to be held at 1:00 pm (Canberra time) on Wednesday 20 February 2019 at Units 3-4, Ground Floor, 9-11 Napier Close, Deakin ACT 2600 and at any adjournment of that meeting.

Voting directions to your proxy (if applicable)

Resolution 1 (Ordinary Resolution): *"That Hardwickes of Level 1, 6 Phipps Close Deakin ACT 2600 be removed as auditor of IAHA with immediate effect."*

For Against Abstain*

Resolution 2 (Special Resolution): *"That BellchambersBarrett Accountants of Level 3, 44 Sydney Avenue, Forrest ACT 2603 be appointed as auditor of IAHA with immediate effect, and that IAHA fix the remuneration of the auditor."*

For Against Abstain*

Resolution 3 (Special Resolution): *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 1 amendments to its Company Constitution."*

For Against Abstain*

Resolution 4 (Special Resolution): *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 2 amendments to its Company Constitution."*

For Against Abstain*

Resolution 5 (Special Resolution): *"That for the purpose of section 136 of the Corporations Act 2001, and for all other purposes, the Company adopt the Group 3 amendments to its Company Constitution."*

For Against Abstain*

Note:

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.

Signature

Date

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 1:00 pm (Canberra time) on Monday 18 February 2019. 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.