



**Annual General Meeting
Saturday 1 December 2018
Mercure Hotel, 818-820 George Street, Chippendale Sydney NSW**

The meeting opened at 8.40am.

Ordinary Business

1 Acknowledgement of country

The IAHA Chairperson opened the meeting and acknowledged the Traditional Custodians on the lands where the meeting was taking place, and the elders past and present. She acknowledged the different nations represented at the meeting, and the Elders past and present for all members and associate members of IAHA.

2 Apologies

Danielle Dries

3 Approval of minutes

MOTION: That the Draft Minutes of the AGM held on 30 November 2017 in Perth Western Australia, be accepted as a true and accurate record.

Moved: Jed Fraser

Second: Robyn Young

Carried

4 Chairperson's report

The Chairperson noted that her report is contained in the IAHA Annual Report, which was distributed. Also noted was that all the work and achievements by the Board, Secretariat and Members throughout the year was guided by the IAHA the Strategic Plan.

She acknowledged the dedication and commitment of her fellow Board members and the IAHA Secretariat for their work throughout the year.

The meeting noted the contents of the report.

5 Financial statements and reports

The Chairperson noted that the relevant financial statements and reports are in the IAHA Annual Report. She asked that the members receive and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2018.

The reports were accepted as tabled, and the contents noted. There were no questions.

Nicole Turner introduced Justin Bernau, the Returning Officer, of Clayton Utz, who chaired the meeting for the duration of the election process.

6 Election of directors

The Returning Officer advised the members that they were to consider and, if they thought fit, pass the resolution on the AGM agenda as an ordinary resolution.

He also advised that the election process will be per the current IAHA Constitution's Nomination and Election By Laws, where the new proposed Constitutional changes will be addressed after the election process.

It was also noted that Ms Elizabeth McEntyre and Mr Matthew Trindall had withdrawn their Director nomination and their names to be crossed off the ballot papers before voting, therefore numbering each box in preference from 1 to 7 only.

Though all candidates, with exception to Kiel Hennessy, had submitted a statement for publication on the IAHA website, they were also given the opportunity to address the members directly. While each candidate spoke, the other nominees left the room.

For the five (5) graduate director positions, there were seven (7) nominees:

Mt Matthew Trindall (Withdrawn)
Ms Suanne Gola
Ms Danielle Dries
Mr Kiel Hennessy
Ms Elizabeth McEntyre (Withdrawn)
Ms Tracy Hardy
Mr Trevor Tirritpa Ritchie
Ms Rikki Fischer
Ms Maddison Adams

[The members voted on the ballot papers and then placed them in the ballot box including any valid proxy votes received].

The Chairperson suspended the AGM at 9.32am.

There was a short break before commencing Agenda Item 8 General Business. There was no General Business raised, therefore the Member Forum discussions took place, during which time the votes were counted, and a preferential system used to decide the final outcome.

The Chairperson reconvened the AGM at 10.30am.

The Returning Officer announced that the successful candidates in no specific order were:

- Mr Trevor Tirritpa Ritchie
- Ms Danielle Dries
- Ms Maddison Adams
- Ms Tracy Hardy
- Ms Rikki Fischer

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

By show of hands

Moved: Kirrilaa Johnstone

Second: Nicola Barker

Carried

The Chairperson welcomed the successful Board members and thanked all nominees, asking they continue being engaged as members of IAHA. She also thanked retired Board member, Matthew West for his time on the IAHA Board and wished him well.

Matthew thanked the Chairperson, Board of Directors and Secretariat and advised he will continue participating and supporting IAHA in 2019, whilst he completes his PhD.

7 Proposed Changes to Company Constitution

Chaired by the Returning Officer – Justin Bernau

A marked-up version of IAHA’s company constitution was issued to all members with the Annual General Meeting Notice showing:

- Removal of references to the Student Director position (Articles 1 and 39(g));
- Commercial activities (Article 5(b));
- Tenure of Directors (Article 42(d)) and
- IAHA Chair and Deputy Chair (Article 57(d)).

The Returning Officer described the proposed changes to the IAHA Constitution by reference to the Explanatory Notes issued with the Notice of Meeting.

The Returning Officer gave the Members an opportunity to ask questions.

There was a question from a member regarding why the change to Tenure of Directors (Article 42(d); *removal of restriction that Directors are not eligible to serve more than 3 consecutive 2 year terms*, when this was adopted and approved at the 2016 AGM.

The Returning Officer reiterated the rationale for removing the restriction, as mentioned in the Explanatory Notes issued with the Notice of Meeting. Provided an example of the lack of nominations to the IAHA Board that occurred in 2017, where there were 3 vacant positions on the Board. He also advised of the benefits of experience and continuity balanced against the need for change, moving forward with IAHA’s commercial activities. This change would ensure the members were electing the right people to the Board with choice.

The motion was read out, requiring 75% of voting members present in the room for approval. Special Resolution to endorse the new IAHA Constitution.

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"*

By a show of hands, Resolution 2 was not passed by the voting members in the room. Only 69% approved votes were received.

ACTIONS

- The Board to discuss the Constitution changes, the Notice of Meeting, including implementing a further process of better-informing members about constitutional changes prior to resolution at the AGM
- To re-table the Constitution changes at the next Special Meeting or AGM in 2019.

8 General business

There was no general business discussed.

9 Acknowledgements (directors)

Chaired by Nicole Turner

Nicole Turner thanked Justin Bernau, of Clayton Utz and the scrutineers for managing the voting process. She acknowledged the outgoing Director, Matthew West and thanked him for his commitments and contribution to IAHA. She also acknowledged the members of the 2018 Board – Trevor Ritchie, Danielle Dries, Matthew West, Patricia Councillor, Stephen Corporal, Diane Bakon.

All outgoing and current Board members thanked and acknowledged the support given by members. The newly elected members thanked members for their election to the 2019 Board.

The meeting closed at 11.16am