



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 26 September 2019 at 9.00am (Darwin, NT time) at the Darwin Convention Centre, The Waterfront Rooms, 10 Stokes Hill Road Darwin City.

Ordinary Business

1. Acknowledgement of country
2. Apologies
3. Approval of minutes
 - (a) AGM Minutes 1 December 2018, Sydney
 - (b) Special General Meeting 20 February 2019, Canberra Tele meeting
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 2019.

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 9.00am (Darwin, NT time) on Tuesday 24 September 2019**. Proxies may be submitted:
- (a) by post addressed to, or delivery to, the Company at PO Box 323, Ground Floor 9-11 Napier Close Deakin ACT 2600; or
 - (b) by 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 (Graduate) 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.

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 **3 Director (Graduate) positions to be filled at the 2019 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, and are eligible 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 required 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 will 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. Votes will be tallied in accordance with the By Laws.

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.