

# 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 3 December 2015 at 1.30pm (AEST/QLD Time) at the Pullman Cairns International Hotel, at 17 Abbott St, Cairns QLD 4870

---

## 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 2015.

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 (**1 December 2015 before 1.30pm AEST/QLD Time**). 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 [ceo@iaha.com.au](mailto:ceo@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

Article 39 of the Company's Constitution provides that:

- 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:
  - one (1) Director (Student); and
  - up to eight (8) Directors (Graduate) residing in Australia; and
- there will be no more than two (2) Directors (excluding the Director (Student)) on the Board from any one (1) Allied Health discipline.

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.

In relation to the election of Directors, in accordance with Article 42 of the Company's Constitution:

- four Director (Graduate) positions will be vacant and available to be filled at the 2015 AGM:

- the current Chair and Deputy Chair of the Company hold office until the 2016 AGM;
  - one Director (Graduate) position expires at the 2015 AGM (following an appointment for a 12 month term at the 2014 AGM) and is eligible for re-election; and
  - an additional three Director (Graduate) positions expire at the 2015 AGM (following an appointment for a two year term at the 2013 AGM) and are eligible for re-election.
- the term of the Director (Student) expires at the 2015 AGM and this Director may be eligible for re-election.

Therefore, there are 4 Director (Graduate) positions and 1 Director (Student) position to be filled at the 2015 AGM elections, from the existing 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 and the Director (Student) will be appointed for a 1 year term.

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 at 1.30pm (AEST/QLD Time) at the Pullman Cairns International Hotel, 17 Abbott Street, Cairns QLD 4870 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 1.30pm (AEST/QLD Time) 1 December 2015. 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](mailto: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.