



## IAHA Board: Direct Voting Determination

---

### 1. Background

IAHA's Annual General Meeting is scheduled to be held at 12 noon to 2 pm (AEDT) on Thursday 15 October 2020 (**AGM**).

IAHA is holding a virtual AGM by technology, to facilitate a safe AGM for all Members, in circumstances relating to the coronavirus known as COVID-19.

The Government's *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (Government Determination)* permits holding a virtual AGM in these circumstances.

IAHA's virtual meeting is proposed to be conducted using Zoom for video and voice participation, and an online voting system called TrueVote for voting. To encourage Member participation, IAHA would like to permit Members who cannot attend the virtual AGM to also vote in the Director elections using TrueVote.

Under clause 30(b) of IAHA's company Constitution:

*'the Board may determine that Members entitled to attend and vote a meeting of Members...may vote at that meeting without an Attending Member in respect of that person being present at that meeting'.*

This is referred to as '**Direct Voting**' or a '**Direct Vote**', as a Member can directly vote without attending the meeting or appointing a proxy.

The Government's Determination permits Direct Voting by a Member prior to the commencement of the AGM but does not cover Direct Voting during the period from the commencement of AGM until the conclusion of the relevant votes at the AGM (**Meeting Period**).

IAHA seeks to encourage Direct Voting during the Meeting Period to maximise the opportunity for Member participation, and to also allow Direct Voting for any Member who has technical difficulties connecting (and staying connected) to Zoom during the Meeting Period.

Accordingly, the Board needs to make a Direct Voting Determination to allow Direct Voting during the Meeting Period.

### 2. Determination

For the purposes of clause 30(b) of the company Constitution, the Board determines that Members entitled to attend and vote at the 2020 AGM may:

- Direct Vote prior to the commencement of the AGM in accordance with the Government's Determination; and
- Direct Vote during the Meeting Period in accordance with this Board Determination,

in the manner permitted by IAHA's Notice of Annual General Meeting 2020.

**DEVELOPED BY:**

**HWL Ebsworth Lawyers**

Effective Date:  
Endorsed by the Board on:

1 September 2020  
1 September 2020



.....

Nicole Turner

Signed by Board Chair

1 September 2020

