



## Notice of Annual General Meeting

Notice is given that the 2020 annual general meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held on Thursday 15 October 2020 from 12.00pm – 2.00pm (AEDT) by virtual online meeting using Zoom and an online voting system called TrueVote.

There are 3 ways you can participate in the AGM:

*Note: Step by step instructions on how to connect, attend and vote will be included on IAHA's Members' only website 7 days prior to the AGM. Member's will need to connect to Zoom and will receive an email to access TrueVote.*

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### Option 1 – Attend the virtual AGM

You are strongly encouraged to attend IAHA's AGM and can do so as follows:

- you can join Zoom from your own computer or device, and participate in the virtual meeting in real time, including speaking at the meeting using the video and voice functionality of Zoom;
- you can vote at the AGM using the TrueVote online voting system - you will receive an email from TrueVote allowing you to log in to the voting system and cast your vote; and
- you can contact IAHA staff from 11.15am (AEDT) to seek assistance with technology if needed.

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### Option 2 - Vote online without attending the AGM

While you are encouraged to attend the virtual AGM, you also have the option of voting without attending the AGM. You can do this by using the TrueVote online voting system.

Voting will be open from 7 days prior to the AGM until 1:15 pm on Thursday 15 October 2020 (AEDT).

### Option 3 - Appoint a proxy

A further option is for a Member to vote by appointing a proxy using the attached proxy form and returning that form to IAHA at least 48 hours before the AGM.

However, Members are strongly encouraged to use the online voting system under Options 1 or 2, rather than appointing a proxy. IAHA has organised access to an online voting system to stream-line and simplify the voting process.

Any Member who has difficulties accessing the Zoom meeting or the online voting system is encouraged to contact IAHA for assistance on (02) 6285 1010.

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## Ordinary Business

1. Acknowledgement of country
2. Apologies
3. Approval of minutes - AGM Minutes 26 September 2019, Darwin
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 annual report and the auditor's report for the year ended 30 June 2020.

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  
Date: 1<sup>st</sup> September 2020

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**NOTES:**

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| <b>Who may vote</b>                              | 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.  |
| <b>Proxies - Appointment Proxies - Lodgement</b> | A proxy must be another Full Member of the Company.<br><br>A written proxy appointment must be signed by the Member.<br>To be valid, a proxy form must be received by the Company by at least 48 hours prior to the meeting - that is, it <b>must be received before 12.00pm (Canberra ACT time) on Tuesday 13 October 2020</b> . Proxies may be submitted:<br>(a) by post addressed to, or delivery to, the Company at PO Box 323, Ground Floor 9-11 Napier Close Deakin ACT 2600; or<br>(b) by email at <a href="mailto:secretary@iaha.com.au">secretary@iaha.com.au</a> . |

## Indigenous Allied Health Australia Ltd, ABN 42 680 384 985

### Explanatory statement

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*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 provides further detail on how the ballot process will be conducted.

There are **4 Director (Graduate) positions to be filled at the 2020 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 invited to provide a recorded video statement, presenting their case for election, to be posted on the Company's members-only section of its website. The recording may be up to 5 minutes. The recording should be provided to the Secretary along with the candidate's nomination no later than Wednesday 30 September 2020.

The recording will also be played at the AGM to all attending Members, prior to the ballot being conducted. A candidate may (but is not required to) record an updated recording for the AGM - that is, if the Member wishes change any aspect of their case for election. If so, this updated recorded statement must be provided to IAHA at least 48 hours prior to the AGM.

IAHA will provide mentoring and coaching for candidates in preparing and presenting the recorded video statements.

The candidates will be 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 ballot instructions 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.

Instructions for attending and voting at the virtual AGM are included on the front page of this Notice of AGM.