



Notice of Annual General Meeting

Notice is given that the 2021 annual general meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held on **Thursday, 21 October 2021 from 12.00pm-2.30pm (Canberra, ACT time)** 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. Members will need to connect to Zoom and will receive an email to access TrueVote.

Option 1 – Attend the virtual AGM

You are strongly encouraged to attend IAHA's AGM virtually 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 to seek assistance with technology if needed.

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 21 October 2021 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.

Business

1. Acknowledgement of country
2. Apologies
3. Approval of minutes - AGM Minutes 15 October 2020
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 2021.

6. Election of directors to the Company's Board

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**:

Ordinary 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. Election of Directors to the board of the NT Subsidiary

Short Explanation: A new wholly-owned subsidiary of the Company, IAHA NT Workforce Development Limited ACN 651 068 629 (the **NT Subsidiary**), was incorporated on 30 June 2021. Under the NT Subsidiary's Constitution, the Members of the Company have a right to appoint up to three directors to the board of the NT Subsidiary (**Elected Directors**). This is to ensure that the board of the NT Subsidiary has community representation.

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 2 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**:

Ordinary Resolution 2: "That the appointment of the persons selected by the ballot process as directors of IAHA NT Workforce Development Limited as announced by the Chair of the annual general meeting be confirmed and will take effect as at the end of the AGM."

8. Amendment of the Constitution - general tidy up changes

Short Explanation: IAHA is seeking to make a number of general tidy up changes to its constitution. Please refer to the attached Explanatory Statement which sets out the basis for the proposed Special Resolution and provides additional information. This resolution will only be passed if 75% or more of Members present are in favour.

To consider and, if thought fit, pass the following resolution as a **special resolution**:

Special Resolution 1: "Pursuant to section 136(2) of the Corporations Act 2001 (Cth), the Company's Constitution be amended in the manner set out in Articles 1, 9(a), 14(a), 14(d), 14(e), 14(f), 14(h), 14(g), 14(h), 21(f), 24(b), 25(d), 33(d), 40(b), 52(i)(i), 54(d), 58(c), 59(c), 60, 63(a), and 69(a) of the mark-up at Annexure A with effect from the date of this Resolution."

9. Amendment of the Constitution - right of remuneration for Directors

Short Explanation: IAHA is seeking to amend its constitution to provide a right for its Directors to be remunerated for their contribution. Please refer to the attached Explanatory Statement which sets out the basis for the proposed Special Resolution and provides additional information. This resolution will only be passed if 75% or more of Members present are in favour.

To consider and, if thought fit, pass the following resolution as a **special resolution**:

Special Resolution 2: "Pursuant to section 136(2) of the Corporations Act 2001 (Cth), the Company's Constitution be amended in the manner set out in Articles 61(c) and 61(d) of the mark-up at Annexure A with effect from the date of this Resolution."

10. Amendment of the Constitution - changes to 'Associate Member - Individual' membership category

Short Explanation: IAHA is seeking to amend its constitution to remove non-indigenous members from the 'Associate Member - Individual' category from the date of the 2021 AGM. Please refer to the attached Explanatory Statement which sets out the basis for the proposed Special Resolution and provides additional information. This resolution will only be passed if 75% or more of Members present are in favour. Because the proposed amendments will vary the eligibility requirements for Associate Member - Individuals, a special resolution of members of the 'Associate Member - Individual' membership category is also required.

To consider and, if thought fit, pass the following resolution as a **special resolution**:

Special Resolution 3: "Pursuant to section 136(2) of the Corporations Act 2001 (Cth), the Company's Constitution be amended in the manner set out in Article 7(d) of the mark-up at Annexure A with effect from the date of this Resolution."

11. Amendment of the Constitution - new category of 'Full Member - Assistant Workforce'

Short Explanation: IAHA is seeking to amend its constitution to introduce a new category of member, being a Full Member - Assistant Workforce. Please refer to the attached Explanatory Statement which sets out the basis for the proposed Special Resolution and provides additional information. This resolution will only be passed if 75% or more of Members present are in favour.

To consider and, if thought fit, pass the following resolution as a **special resolution**:

Special Resolution 4: "*Pursuant to section 136(2) of the Corporations Act 2001 (Cth), the Company's Constitution be amended in the manner set out in Articles 1, 7, and 9(c)(v) of the mark-up at Annexure A with effect from the date of this Resolution.*"

12. Setting the amount of remuneration for Directors

Short Explanation: Provided that Special Resolution 1 is passed, Article 62(c) of the Amended Constitution provides that the Directors may be paid a sum per annum determined by the Members in a general meeting (and to be allocated amongst the directors as determined at a board meeting with reference to each Director's responsibilities). Please refer to the attached Explanatory Statement for further information about this proposed resolution.

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

Ordinary Resolution 3: "*That, for the purposes of Article 62(c) of the Company's Amended Constitution and for all other purposes, approval is given for a total amount of \$100,000 per annum to be available for payment of Directors' remuneration (including superannuation where applicable but excluding reimbursement for expenses and insurance premiums in accordance with the Company's Constitution).*"

13. General business

14. 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.

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 12.00pm AEDT on Tuesday, 19 October 2021**. 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 to the Company's Board

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 **four (4) Director (Graduate) positions to be filled at the 2021 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, 6 October 2021**. In the interests of time, the recording will not be played at the AGM but will be available for viewing at least until the time of the vote. 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.

3. **Election of Directors to the board of the NT Subsidiary**

On 30 June 2021, the Company incorporated a subsidiary company, being IAHA NT Workforce Development Limited ACN 651 068 629 (the **NT Subsidiary**). The NT Subsidiary is a public company limited by guarantee and is wholly-owned by the Company.

The NT Subsidiary's Constitution provides that:

- the number of Directors on the board of the NT Subsidiary will not be less than 3 and not more than 7 (Article 35); and
- as the broad community representation base of the NT Subsidiary's parent company), the Full Members of the Company have the right to appoint up to three directors to the board of the NT Subsidiary (**Elected Directors**) (Article 38).

As the Full Members are not members of the NT Subsidiary but are members of its parent company, the process for nominating and electing the Elected Directors to the board of the NT Subsidiary is coordinated and conducted by the Secretary of the Company (as opposed to the Secretary of the NT Subsidiary). The Secretary of the Company is then responsible for ensuring the NT Subsidiary's records are updated to reflect the outcome of this election process.

Article 38 of the NT Subsidiary's Constitution sets out that:

- IAHA Allied Health Graduate Full Members may nominate themselves to stand for election as an Elected Director if they:
 - are 18 years or older; and
 - reside in the Northern Territory, or have a cultural kinship and connection to Country in the Northern Territory (supported by a letter of support from a relevant nation group or community elder).

This is a self-nomination process, not nomination by another member; and

- an IAHA Allied Health Graduate Full Member is not eligible to be appointed as an Elected Director unless a nomination signed by that Member accompanied by their consent to act as a Director is given to the Secretary (being the Secretary of the Company, not the secretary of the NT Subsidiary) at least 10 Business Days before the annual general meeting.

If the number of nominations received by the Secretary from persons eligible to be appointed as Elected Directors is equal to or less than the number of Elected Director vacancies to be filled, each person nominated is taken to be elected if a resolution of IAHA Members is passed by simple majority in relation to their appointment.

If the number of nominations received by the Secretary from persons eligible to be appointed as Elected Directors exceeds the number of vacancies to be filled, an election ballot (which may be an electronic ballot) must be held for the election of one or more Elected Directors to fill the vacancy(ies).

The NT Subsidiary's Board has approved and adopted "By laws for the nomination and election of directors" (**NT Subsidiary's By Laws**), which provides further detail on how the ballot process will be conducted.

There are **three (3) Elected Director positions to be filled at the 2021 AGM elections**. To facilitate a rotation system of the Elected Directors, one of the Elected Directors will have a term of one year and two will be appointed for a term of two years (as determined by lot).

Those candidates that have nominated, and are eligible for election in accordance with the NT Subsidiary's Constitution and the NT Subsidiary's 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, 6 October 2021**. In the interests of time, the recording will not be played at the AGM but will be available for viewing at least until the time of the vote.

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 NT Subsidiary's By Laws.

However, as set out above, 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.

4. **Amendments to the Constitution**

Special Resolutions 1 to 4 seek member approval to amend various provisions of the constitution for the Company. **Attached** to this document is copy of the Constitution, with the proposed amendments in mark up (**Amended Constitution**). Set out below is further detail on each of the four categories of proposed changes.

Summary of changes

The proposed amendments can be split into four categories and summarised as follows:

1. general tidy up changes;

2. providing for a right of remuneration for Directors;
3. removing non-indigenous members from the Associate Member - Individuals category from the date of the 2021 AGM; and
4. providing for a new category of member, being a Full Member - Assistant Workforce.

Further detail about the proposed amendments is set out in further detail below.

1. General tidy up changes

There are a number of changes proposed to the constitution that are administrative in nature and are intended to simplify processes and ensure the constitution stays current.

These changes can be seen in mark-up in the attached version of the Constitution and include:

- removing outdated references to the previous association structure;
- given the growing number of members, increasing the quorum for member meetings from fifteen (15) to twenty-five (25) to ensure that there is sufficient members present before any business is considered at general meetings;
- providing that the Company's AGMs to be held in two or more locations using technology in order to provide Members with ample opportunity to participate;
- providing that voting on items of business can be decided by direct voting subject to the rules and procedures determined by the Board (and set out in the relevant notice of meeting or otherwise);
- updating cross-referencing; and
- removing personal pronouns.

Members can see the specific changes at Articles 1, 9(a), 14(a), 14(d), 14(e), 14(f), 14(h), 14(g), 14(h), 21(f), 24(b), 25(d), 33(d), 40(b), 52(i)(i), 54(d), 58(c), 59(c), 60, 63(a), and 69(a) of the attached version of the Constitution.

The Board unanimously recommends that Shareholders vote in favour of Special Resolution 1.

2. A right of remuneration for Directors

As IAHA grows and requires increased time and contribution by its Directors, it is proposed that the Directors be remunerated for the value they add to the organisation and the legal liability assumed as part of their role.

As such, the proposed amendments include amending the Constitution to include a right for the Directors to be paid for their services. The proposed amendment sets out that the total sum of remuneration that can be paid will be determined by the Members. The proportions that will then be payable to each Director will be determined by the Board.

Members can see the specific changes at Articles 61(c) and 61(d) of the attached version of the Constitution.

The Board unanimously recommends that Shareholders vote in favour of Special Resolution 2.

3. Changes to Associate Member - Individual membership category

The purposes of this change is to ensure that IAHA is owned entirely by Aboriginal and Torres Strait Islander people (with the exception of Corporate Members).

If these changes are accepted:

- any existing members of the Associate Member - Individual category that are not Aboriginal and Torres Strait Islander will cease to be an Associate Member - Individual at the conclusion of the 2021 AGM; and
- any individuals who wish to become members of the Associate Member - Individual category in the future must be Aboriginal and Torres Strait Islander.

While IAHA highly values the support of all of its current members, including those who are not Aboriginal and Torres Strait Islander, the strong increase in non-Indigenous membership has the potential to place the Company's indigenous ownership status at risk. As Members are aware, this is a key aspect of Company's ownership and governance structures and is important for certain definitional purposes (for example, being eligible for Supply Nation).

It is proposed that existing non-Indigenous Associate Members, and any individuals interested in supporting IAHA but who are not eligible to be a Member, can elect to be 'Friends of IAHA' - a program which would sit outside of IAHA's formal membership. While 'Friends of IAHA' are not Members, they are recognised as valued supporters of the Company who can contribute to the Company's objects as allies through committees or working groups that may be established from time to time.

As these proposed amendments to the Constitution will result in individuals who are currently Associate Members no longer being eligible for membership, a special resolution of Associate Member - Individuals membership category will be required.

It is noted for completeness that the remaining three of the membership categories, IAHA Full Member Graduate, IAHA Full Member Student, and Corporate Member will remain unchanged from their current criteria.

Members can see the specific changes at Article 7(d) of the attached version of the Constitution.

The Board unanimously recommends that Shareholders vote in favour of Special Resolution 3.

4. New membership category of Full Member - Assistant Workforce

The introduction of a third Full Member category, the 'Full Member - Assistant Workforce' is proposed to capture the assistant workforce, where the qualifications of this workforce directly map to the professions which IAHA already support. This category would be limited to Aboriginal and Torres Strait Islander people with qualifications in Allied Health Assistance, Dental and Oral Therapy Assistance, Mental Health, Social and Emotional Wellbeing, and Community Pharmacy.

A Full Member - Assistant Workforce would have the same rights that an 'Associate Member' has in the current version of the Constitution.

Members can see the specific changes at Articles 1, 7, and 9(c)(v) of the attached version of the Constitution.

The Board unanimously recommends that Shareholders vote in favour of Special Resolution 4.

5. **Director Remuneration**

Provided that Special Resolution 2 is passed, Article 62(c) of the Amended Constitution provides that the Director may be paid a sum per annum (accruing from day to day and payable quarterly or monthly as determined by the Company) determined by the Members in a general meeting.

It is proposed that a total amount of \$100,000 per annum be available for the purposes of remunerating the Directors, including the current financial year. This amount does not include amounts paid by way of reimbursement of expenses and payment of insurance premiums, in accordance with the Company's Constitution.

The Board unanimously recommends that Shareholders vote in favour of Ordinary Resolution 3.

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