



Notice of Special Meeting of members of the Associate Member - Individual class

Notice is given that a special meeting of the Associate Member - Individual class of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held on **Thursday, 21 October 2021 between 12.00pm-2.30pm (Canberra, ACT time)**, during the 2021 IAHA AGM, by virtual online meeting using Zoom and an online voting system called TrueVote.

There are 3 ways you can participate in the special meeting:

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 meeting. Members of the Associate Member - Individual class will need to connect to Zoom and will receive an email to access TrueVote.

Option 1 – Attend the virtual meeting

You are strongly encouraged to attend the special meeting 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 special meeting 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 special meeting

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

Voting will be open from 7 days prior to the AGM until 3 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 special meeting.

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.

Special Business

1. Changes to the Associate Member - Individual membership category

Short Explanation: IAHA is seeking to vary the rights of Associate Member - Individuals. Please refer to the attached Explanatory Statement which sets out the basis for the proposed Special Resolution and provides additional information. As the proposed amendments will result in some current Associate Member - Individuals no longer being eligible for membership (and instead being eligible to become 'Friends of IAHA'), a special resolution of Associate Member - Individuals is required. This resolution will only be passed if 75% or more of members of the Associate Member - Individual category present are in favour.

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

Special Resolution 1: "*Pursuant to Article 9(e) of the Constitution and section 246B of the Corporations Act 2001 (Cth), and with effect from the date of this Resolution:*

- (a) *the eligibility of an individual to be an 'Associate Member - Individual' under the current Article 7(c) of Company's Constitution be limited to individuals who are Aboriginal and/or Torres Strait Islander and who meet the existing criteria;*
- (b) *any individual who is currently an 'Associate Member - Individual', will cease to be an 'Associate Member - Individual' at the conclusion of this AGM if they do not meet the criteria; and*
- (c) *the relevant changes set out in Annexure A be made to the Company's Constitution to reflect this change."*

By order of the Board of Directors

Donna Murray
Company Secretary

7 September 2021

NOTES:

Who may vote Persons whose names are set out in the register of Members of the Company as Associate Members - Individual 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 Associate Member - Individual 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 12pm 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 item of business to be considered at the special meeting and should be read in conjunction with the Notice of Meeting.

Changes to the 'Associate Member - Individual' membership category

The Special Resolution seeks approval from individuals who are part of the 'Associate Member - Individual' category of membership to vary the right of individuals to be a member of this category unless they are Aboriginal and Torres Strait Islanders (and meet all other eligibility criteria).

Attached to this document is copy of the Constitution, with the proposed amendments to implement this change in mark-up - see the proposed Article 7(d).

Set out below is further detail on the proposed changes. The Directors recommend that the members approve Special Resolution 1.

Details of and reasons for the changes

Currently, an individual is eligible for membership as an 'Associate Member - Individual' of the Company if the individual is accepted by the Board as having a commitment to the Objects of the Company. It is noted for completeness that Associate Members have the following rights under the current Constitution:

- the right to attend and be heard at a meeting of Members;
- the right to put forward resolutions to be voted on at a meeting of Members;
- the right to not be removed as a Member unless in accordance with this Constitution; and
- the right to have disputes with another Member or the Company dealt with in accordance with the provisions of the Constitution.

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).

As such, it is proposed that:

- the eligibility of an individual to be an 'Associate Member - Individual' under the current Article 7(c) of Company's Constitution be limited to individuals who are Aboriginal and/or Torres Strait Islander and who meet the existing criteria; and
- any existing members of the Associate Member - Individual category that are not Aboriginal and Torres Strait Islander cease to be an Associate Member - Individual at the conclusion of the 2021 AGM.

As flagged above, 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.

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