



Notice of Annual General Meeting

Notice is given that the 2022 annual general meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held on Thursday 20 October 2022 from 12.00pm-2.30pm (Canberra, ACT time) by virtual online meeting using Zoom and an online voting system called TrueVote.

Note 1: 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.

Note 2: There is also a physical location for the meeting at 9-11 Napier Close Deakin ACT 2600 (ie for those located in Canberra).

There are 3 ways you can participate in the AGM virtually (or appoint a proxy):

Option 1 – Attend the virtual AGM

You are strongly encouraged to attend IAHA's AGM virtually:

- 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 20 October 2022 (Canberra time).

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 21 October 2021
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 2022.

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 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 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. 1 NT Director position is available to be filled at the 2022 AGM.

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 - eligibility of Directors

Short Explanation: IAHA is proposing changes to formalise IAHA's corporate policy that IAHA employees and Contractors are not eligible for Board membership. From a corporate governance perspective, this promotes the independence of the Board. 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 to reflect the marked up changes set out in Articles 1 (for the definitions of 'Contractor' and 'IAHA NT WD'), 40, 43, 45 and 61 of the Constitution at Annexure A with effect from the date of this Resolution."*

9. Amendment of the Constitution - virtual-only meetings of Members

Short Explanation: IAHA is proposing changes to provide an option to hold meetings of Members electronically using virtual-meeting technology only under recent amendments to the *Corporations Act*. 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 to reflect the marked up changes set out in Articles 1 (excluding the definitions of 'Contractor' and 'IAHA NT WD'), 20, 21, and 30 of the Constitution at Annexure A with effect from the date of this Resolution.*"

10. General business

11. Acknowledgements (directors)

By order of the Board of Directors



Donna Murray
Company Secretary

NOTES:

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| 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, 18 October 2022 . 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 . |
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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 **4 Director (Graduate) positions to be filled at the 2022 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 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).

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).

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 is **1 Elected Director positions to be filled at the 2022 AGM elections.**

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 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 and 2 seek member approval to amend various provisions of the constitution for the Company. **Attached** as Annexure A to this document is a copy of the Constitution, with the proposed amendments in mark up. Set out below is further detail on the two categories of proposed changes.

1. Eligibility Requirements for Directors

IAHA is proposing changes to formalise IAHA's corporate policy that IAHA

employees are not eligible for Board membership. From a corporate governance perspective, this promotes the independence of the Board. This is also a common governance position for not-for-profit organisations such as IAHA.

Accordingly, the new wording sets out that current and recent employees of the Company and its NT Subsidiary are ineligible to be nominated, elected, or appointed as a Director of either company. In striking a balance between protecting the independence of the board and excluding potential candidates, it is proposed that the eligibility exclusion period extend for 2 years after ceasing employment. For the purposes of this clause, certain contractors are treated as employees. These are longer term contractors that perform day to day duties or functions of IAHA under IAHA's day to day supervision.

Members can see the specific changes at Articles 1, 40, 43, 45 and 61 of the attached version of the Constitution.

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

2. Holding Virtual Members' Meetings

As travelling and gatherings face regulatory restrictions from time to time, and noting IAHA's positive recent experiences in Member engagement through virtual platforms, it is proposed that the Company have an option to hold a meeting of Members electronically using virtual-meeting technology only.

This proposed amendment would supplement the existing options of holding a meeting physically, or across two (2) or more venues with the assistance of virtual-meeting technology.

These changes are to align with recent, permanent changes to the *Corporations Act* (noting interim measures to allow virtual meetings to accommodate Covid-19 restrictions have now been revoked).

Members can see the specific changes at Articles 1, 20, 21, and 30 of the attached version of the Constitution.

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

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