



Notice of Annual General Meeting

Notice is given that the 2024 annual general meeting of Indigenous Allied Health Australia Ltd ABN 42 680 384 985 (**Company**) will be held **from 12.00pm (noon) - 2.00pm (Canberra, ACT time) on Wednesday 23 October 2024** by virtual online meeting using Zoom and an online voting system called TrueVote.

Please Note: step by step instructions on how to attend and vote will be included on IAHA's Members' only website 7 days prior to the AGM. Members will need to register ahead of time to receive the link to connect to Zoom and will receive an email to access TrueVote.

There are 3 ways you can participate in the AGM virtually:

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; or
- you can attend the IAHA offices in Canberra, at ALIA House, 9-11 Napier Close Deakin; and
- 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.

You can contact IAHA staff from 11.15am on the day of the AGM 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 at any time during the voting period by using the TrueVote online voting system.

Online voting will open 7 days prior to the AGM until 1:15 pm on Wednesday 23 October 2024 (Canberra time).

Option 3 – Appoint a proxy.

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

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 8 November 2023
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 2024.

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. Three (3) IAHA Director positions are available to be filled at the 2024 AGM.

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. Two (2) NT Director positions are available to be filled at the 2024 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. Remuneration of Directors

Short Explanation: IAHA is proposing an increase to the annual Remuneration Pool from which directors are remunerated for their services on the IAHA Board. The proposed increase is from \$100,000 to \$144,000 per annum. This increase is proposed to reflect the greater commitment required of Directors resulting from IAHA's significant growth and the increased work required of the Board's subcommittees. The Board has divided its committee into two separate committees, being the Finance and Audit Committee and the Risk Committee. Under this model, the Board may appoint up to two, remunerated external experts on each committee. Their remuneration is to be covered by, and included in, the proposed increased Remuneration Pool. These changes reflect the greater workload required to attend to IAHA's strategic priorities, programs activities, due diligence and increasing governance activities.

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

Ordinary Resolution 3: *"That, for the purposes of Article 61(c) of the Company's Constitution and for all other purposes, approval is given for an aggregate maximum amount of \$144,000 per annum to be available for payment of Directors' and Board committee members' remuneration (including superannuation where applicable but excluding reimbursement for expenses and insurance premiums in accordance with the Company's Constitution)."*

9. General business

10. 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 Monday, 21 October 2024**. 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 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 **three (3) Director (Graduate) positions to be filled at the 2024 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. **Members must follow the ballot instructions 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 ten (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 **two (2) NT Subsidiary Elected Director positions to be filled at the 2024 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. **Members must follow the ballot instructions 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. **Remuneration of Directors**

Members are asked to consider an increase to the "**remuneration pool**" from which IAHA remunerates (pays) Directors and board members.

Recognising the current and future workload of Directors, it is proposed that IAHA increase the remuneration pool from which it pays board members for their professional, cultural and personal skills and time. The reasons for this are to ensure that members with the appropriate skills and expertise have the capacity to nominate for and participate on the Board. It also allows IAHA to recognise and appropriately value the cultural and professional knowledge and perspectives of Directors and the role these play in shaping the work of the organisation.

The growth in IAHA as an organisation and the increasing complexity of IAHA's work requires greater compliance and governance responsibility of the Board of Directors. This increases the existing workload of Directors as it requires significant strategic planning, management of risks and more frequent meetings. This is reflected in the Board's decision to split the functions of the Finance, Audit and Risk Committee into two, separate committees; the Finance and Audit Committee and the Risk Committee. Under this model, the Board may appoint up to two remunerated external experts on each committee. Their remuneration is to be covered by, and included in, the proposed increased Remuneration Pool. This division of responsibilities between committees recognises the increased workload and specialist expertise of the Board and committee members.

The proposed funding for Board remuneration has been benchmarked against similar organisations and would be allocated to Directors based on their attendance and participation at IAHA Board and subcommittee meetings.

It is proposed that the total remuneration pool will be increased from \$100,000 to **\$144,000 per annum**, to be allocated between all Directors and Board members and paid from IAHA generated revenue. The pool is then divided between Directors in accordance with the Board's decision.

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