



# RMSANZ

Rehabilitation Medicine Society of Australia and New Zealand

## **REHABILITATION MEDICINE SOCIETY OF AUSTRALIA AND NEW ZEALAND LTD**

**ACN 604 341 559**

### **NOTICE OF ANNUAL GENERAL MEETING**

**Date of Meeting:** Wednesday, 23 November 2022

**Time of Meeting:** 6.00pm AEDT/8.00pm NZDT

The Meeting will be held by **audio-visual webcast**. Register in advance:  
<https://us06web.zoom.us/meeting/register/tZYofuCrrTkjHtyeVC6I2hij1s33fGikQxLy>

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**REHABILITATION MEDICINE SOCIETY OF AUSTRALIA AND NEW ZEALAND LTD  
ACN 604 341 559**

**NOTICE OF ANNUAL GENERAL MEETING**

The 2022 Annual General Meeting (**the Meeting**) of Rehabilitation Medicine Society of Australia and New Zealand Ltd (**the Society**) will be held by audio-visual webcast on Wednesday, 23 November 2022 at 6.00 pm AEDT/8.00pm NZDT.

The Meeting will be held entirely online and there will be no physical meeting.

The live webcast will be able to be accessed through the Zoom platform. (More details about Zoom will be sent in a separate email. Instructions about the Zoom platform will also be made available on the Society's website ([www.rmsanz.net](http://www.rmsanz.net))). If you intend to participate in the Meeting please RSVP via the registration link:

<https://us06web.zoom.us/meeting/register/tZYofuCrrTkjHtyeVC6I2hij1s33fGikQxLy> . Once registration is complete you will receive an invitation via email including the link to join the Meeting.

Members who intend to join the Meeting are requested to join at least 5 minutes prior to the start of the Meeting to familiarise themselves with the Zoom platform.

**AGENDA**

**1 CONFIRMATION OF MINUTES OF PREVIOUS AGM**

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

*"that the minutes of the Society's annual general meeting of members held on 16 November 2021 are confirmed".*

**2 PRESIDENT'S REPORT**

**3 CONSIDERATION OF REPORTS**

To receive and consider the Society's Directors' report, balance sheet and statement of accounts for the financial year ended 30 June 2022

**4 QUESTIONS AND COMMENTS**

Members will be given a reasonable opportunity to ask questions about or comment on the management of the Society.

**5 ELECTION OF PRESIDENT ELECT**

To elect a President-Elect of the Society to succeed the current President of the Society when the current President's term as President expires at the end of the Society's 2023 annual general meeting.

## **6 ELECTION OF DIRECTORS**

To elect four (4) persons as directors of the Society to fill the four (4) vacant Director positions.

**BY ORDER OF THE BOARD  
REHABILITATION MEDICINE SOCIETY OF AUSTRALIA AND NEW ZEALAND LTD**



John Lemon  
Company Secretary

28 October 2022

**REHABILITATION MEDICINE SOCIETY OF AUSTRALIA AND NEW ZEALAND LTD  
ACN 604 341 559**

**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT**

**INTRODUCTION**

This Explanatory Statement forms part of the notice convening the Society's annual general meeting of members to be held on Wednesday, 23 November 2022. This Explanatory Statement is to assist Members in understanding the background to and implications of the resolutions proposed, and procedural matters concerning the Meeting.

**1 AGENDA ITEM 1 – CONFIRMATION OF MINUTES OF PREVIOUS AGM**

- 1.1 The Society's constitution provides that the business to be transacted at each annual general meeting shall include confirmation or correction (as the case may be) of the minutes of the Society's previous annual general meeting. The Society's previous annual general meeting was held on 16 November 2021 and the draft minutes of that meeting have been provided to Members with this notice of meeting.
- 1.2 The Society's directors recommend that Members vote in favour of Resolution 1.

**2 AGENDA ITEM 2 – PRESIDENT'S REPORT**

The Society's President will provide her report for the twelve months ended 30 June 2022 and share the Society's Board's vision for the future strategic direction of the Society.

**3 AGENDA ITEM 3 - CONSIDERATION OF REPORTS**

- 3.1 The Society's Directors' report, balance sheet and statement of accounts for the financial year ended 30 June 2022 will be presented for consideration.
- 3.2 The abovementioned reports have been provided to Members. Members are not required to vote on the reports, however Members will be given a reasonable opportunity to ask questions concerning the reports.

**4 AGENDA ITEM 4 - QUESTIONS AND COMMENTS**

The Chair of the meeting will give Members a reasonable opportunity to ask questions about or make comments on the management of the Society.

**5 AGENDA ITEM 5 - ELECTION OF PRESIDENT-ELECT**

- 5.1 The Society's current President, Dr Zoe Adey-Wakeling, was elected the Society's President at the Society's 2021 annual general meeting. Under the Society's constitution (**the Constitution**) Dr Adey Wakeling's term as President will expire at the end of the Society's 2023 annual general meeting.
- 5.2 Clause 4.4 of the Constitution provides, amongst other things, that:

- (i) the Society’s directors shall cause to be held an election for the office of President-Elect at the AGM immediately preceding the AGM at which the current President is due to retire; and
- (ii) if there is only one candidate for election as President-Elect that candidate shall be declared duly elected at the AGM.

5.3 Nominations for the position of the President-Elect to be elected at the Society’s 2022 annual general meeting were duly called for. Only one nomination was received – from Dr Steven Faux who is a current director of the Society. Accordingly, in accordance with the Constitution, Dr Faux will be declared duly elected as the President-Elect at the Meeting, with his term as President to commence at the end of the Society’s 2023 annual general meeting and to finish at the end of the Society’s 2025 annual general meeting.

## 6 AGENDA ITEMS 6-9 – ELECTION OF DIRECTORS

6.1 The Society currently has ten (10) directors as follows:

<b>Name of Director</b>	<b>Director since</b>	<b>Most recently elected/re-elected a Director at an AGM</b>	<b>Other features</b>
Michael Chou	20/02/15	2017	President 2019 – 21; Immediate Past President – 2022
Alex Ganora	20/02/15	2021	
Lee Laycock	20/02/15	2020	President 2017 – 19; Immediate Past President 2020
David Murphy	23/11/18	2020	
Zoe Adey-Wakeling	10/12/18	2019	President 2022 - 23
Ben Chen	10/12/18	2021	
Steven Faux	18/11/19	2021	
Richard Seeman	03/04/20*	2020	
Fary Khan	16/11/21	2021	
Sumitha Gounden	16/11/21	2021	

\*appointed by the Board on this date

6.2 The Constitution includes the following provisions:

- (i) The Society’s members shall elect no fewer than seven (7) and no greater than ten (10) directors.
- (ii) The Society’s directors may appoint from the Members up to three (3) additional directors in any given year to hold office until the next general meeting of the Society provided that a director so appointed cannot be appointed for a second term by the Society’s directors where that director was not elected by the

Society's members in general meeting if such a general meeting was held since his or her earlier appointment by the Directors.

- (iii) Any nominee for the position of Director shall stand for election at the next AGM or at a special meeting of members and shall be elected by ordinary resolution of the Members.
- (iv) The term of office of a Director expires at the end of the second AGM after the AGM at which that Director was elected or appointed as a Director.
- (v) A Director shall not serve more than three (3) consecutive terms unless at or before the end of those three consecutive terms the Director is elected as President-Elect or assumes the office of President, in which case his or her term of office shall continue until the end of his or her time as Immediate Past President.
- (vi) Following the expiry of his or her term as President the Immediate Past President shall remain as a Director for a further period beginning at the end of the AGM at which his/her term as President expired until the following AGM.

6.3 The terms of four (4) of the Society's directors, Drs Michael Chou, Lee Laycock, David Murphy and Richard Seeman, expire at the end of the Society's 2022 AGM in accordance with the Constitution. Drs Chou and Laycock are ineligible to stand for re-election at the 2022 AGM as they have completed their permitted terms under the Constitution. The Society duly called for nominations to fill the four (4) vacant Director positions at the Society's 2022 AGM. Dr Seeman, being eligible, lodged a nomination for a vacant Director position, however Dr Murphy, although eligible, has declined to nominate for re-election as a Director. Other nominations for the four (4) vacant Director positions were received from Members Dr Brian Zeman, Dr Ann Winkler, Dr Kelly Dungey and Dr Alaeldin Elmalik.

5.4 Therefore five (5) nominations (from Drs Seeman, Zeman, Winkler, Dungey and Elmalik) have been received for the four (4) vacant Director positions. Accordingly, a ballot will be held at the Meeting to decide which four (4) persons are elected to fill the four (4) vacant Director positions. Brief biographical details received from the candidates are set out below.

6.4 **Dr Seeman** has been a director of the Society since 3 April 2020. He is also one of the Society's joint Vice Presidents. Dr Seeman has practised rehabilitation medicine in New Zealand since 1995, in recent years primarily in traumatic brain injury for a private company, ABI Rehabilitation NZ Ltd.

6.5 The following biographical information was received from **Dr Zeman**:

*One of first four graduates of Australian College of Rehabilitation Medicine which was precursor to the Faculty of Rehabilitation Medicine. I was the first Rehabilitation Medicine to get NASQ recognition for ACRM so that our qualifications were recognised as a specialist. I was involved in negotiations with the RACP to be a Faculty with goal that we could charge physician consultation rates for Medicare. I have supervised large numbers of registrars now specialists and faculty examiner over many years. Currently staff specialist at Ryde and Royal North Shore Hospitals in NSW but also involved in private and medicolegal work.*

6.6 The Following biographical information was received from **Dr Winkler**:

*I am a Rehabilitation Medicine Physician at Prince of Wales Hospital. My special interest areas are in stroke and spasticity. I also have an interest in the equality of health service delivery, and offer a stroke rehabilitation telehealth service to Echuca, a regional hospital in Victoria. I thoroughly enjoy teaching and hold a Conjoint Lecturer position at the University of New South Wales. I also appreciate the importance of further education and research, and I am enrolled in a Masters of Medicine (Clinical Epidemiology) at the University of Sydney.*

6.7 The Following biographical information was received from **Dr Dungey**:

*Kelly Dungey is a Gold Coast-based Rehabilitation Medicine Physician focusing on neurorehabilitation. Her rehabilitation interests are in Concussion, ABI, and Stroke. In her role as Medical Director Rehabilitation with Gold Coast Health she is expanding the research participation of the department in both funded and unfunded projects including working with Griffith University to introduce new technologies to rehabilitation and supervising numerous Bond & Griffith MD Student projects. She is passionate about providing Advanced Trainees with research opportunities and improving their professional skills alongside their clinical skills.*

6.7 The Following biographical information was received from **Dr Elmalik**:

*Dr Alaeldin Elmalik is currently the director of rehabilitation at Masada Private Hospital, he is also a member of MAC RHM. Dr Elmalik has a special interest in the use of ultrasound and technology in the management of post-stroke spasticity. He has participated in many national and international spasticity workshops. He has co-authored a number of publications in the use of technology in neurological rehabilitation and spasticity management. Dr Elmalik is an Honorary Senior Fellow in the Department of Medicine, The University of Melbourne.*

## **7 PROXIES**

7.1 A Member entitled to attend and vote at the Meeting may appoint an individual or a body corporate as the Member's proxy to attend and vote for the Member at the Meeting. The proxy appointed need not be a Member.

7.2 A Proxy Form is enclosed. If you wish to appoint a proxy you must complete the Proxy Form and deliver it to the Society, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), by not less than 48 hours before the time for holding the Meeting, i.e. **by 6.00pm AEDT/8.00pm NZDT on Monday, 21 November 2022**, as follows:

7.2.1 **by post:**

The Company Secretary  
Rehabilitation Medicine Society of Australia & New Zealand Ltd  
PO Box 637  
North Sydney NSW 2059

7.2.2 **by delivery:**

The Company Secretary  
Rehabilitation Medicine Society of Australia & New Zealand Ltd  
C/- DC Conferences  
Suite 103/3-5 West St,  
North Sydney NSW

7.2.3 **by email:**

Attention: Company Secretary  
admin@rmsanz.net

## **8 ALL RESOLUTIONS BY POLL**

The Chair intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be voted on by poll, rather than by show of hands.

## **9 PARTICIPATION IN WEBCAST MEETING**

During the Meeting, to ask a question or make a comment made visible only to the Meeting host please type your question/comment in the chat box on the right-hand side of your screen. Please then wait for the Chair to invite you to proceed.

## **10 TECHNICAL DIFFICULTIES**

Technical difficulties may arise during the course of the online Meeting. The Meeting Chair has discretion as to whether and how the online Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion the Meeting Chair will have regard to the number of Members impacted and the extent to which participation in the business of the Meeting is impacted. When he considers it appropriate the Meeting Chair may continue to hold the online Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason Members are encouraged to lodge a proxy as provided for in Section 7 (above) even if they plan to attend the meeting online.

## **11 OTHER INFORMATION**

Queries in relation to the lodgement of proxies or other matters concerning the Meeting may be directed to the Company Secretary [Telephone: (07) 3367 1666; email: john@corpAdvice.com.au].

## **12 INTERPRETATION**

In this notice of meeting the following expressions have the following meanings:

“Chair” means the chair of the Meeting.

“Company” means Rehabilitation Medicine Society of Australia and New Zealand Ltd ACN 604 341 559.

“Constitution” means the constitution of the Society.

“Director” means a director of the Society.

"Meeting" means the annual general meeting of the Society’s Members convened for 23 November 2022 and any adjournment thereof.

“Member” means a member of the Society.

“the Society” means Rehabilitation Medicine Society of Australia and New Zealand Ltd ACN 604 341 559.

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