



# RMSANZ

Rehabilitation Medicine Society of Australia and New Zealand

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

**ACN 604 341 559**

### **NOTICE OF GENERAL MEETING**

**Date of Meeting:** Thursday 4 April 2024

**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/tZcqc-CrrzgpH9ziXuhKis8XB2yT7tfzQYIR>

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

**NOTICE OF GENERAL MEETING**

A general meeting (**the Meeting**) of Rehabilitation Medicine Society of Australia and New Zealand Ltd (**the Society**) will be held by audio-visual webcast on Thursday, 4 April 2024 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/tZcqc-CrrzgpH9ziXuhKis8XB2yT7tfzQYIR>. 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 RESOLUTION – AMENDMENT OF CONSTITUTION**

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

*"That the Society's constitution be altered by:*

*(i) deleting the word "disability" where it appears and substituting the expression "disability/activity limitation";*

*(ii) deleting clause 2.2.1 and relacing it with the following clause 2.2.1:*

*2.2.1 The objects of the RMSANZ are the following:*

*a) to promote and advance the study and practice of Rehabilitation Medicine;*

*b) to foster the highest standards of training, practice, education and research in the field of Rehabilitation Medicine and disability/activity limitation and related areas, including (without limitation) by instituting and conducting courses of study for the benefit of those desiring to increase and improve their knowledge of Rehabilitation Medicine;*

*c) to provide forums for Members engaged in the practice of Rehabilitation Medicine and any of its special interests and related disciplines for the furtherance of standards of medical care and rehabilitation, including (without limitation) by conducting annual scientific meetings and through the establishment of Branches and SIGs;*

- d) to nominate from time to time representatives, selected by the Directors, to the AFRM and RACP and any other relevant bodies for membership of the STCs or any other committees of those bodies as deemed appropriate by the Directors;*
- e) to represent the views of Rehabilitation Physicians to other relevant bodies;*
- f) to maintain ongoing liaison with Federal and State Governments of Australia, the New Zealand Government and other relevant bodies to promote the development of healthcare and disability/activity limitation programs for people with disability/activity limitation;*
- g) to provide encouragement and support to Advanced Trainees during and after their period of training in Rehabilitation Medicine; and*
- h) to do all such other things as are incidental or conducive to the attainment of the above objects.;*

*(iii) deleting clause 4.71 and relacing it with the following clause 4.71:*

*4.7.1 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 in accordance with the following procedure:*

- (a) if the number of candidates for election as Directors is equal to or less than the number of vacancies, the chair of the meeting must declare those candidates to be duly elected as Directors;*
- (b) if the number of candidates for election as Directors is greater than the number of vacancies, a ballot must be held for the election of the candidates in the manner determined by the Company's directors.;*

*(iv) deleting clause 5.52;*

*(v) deleting clause 7.2.1 and renumbering clause 7.2.2 as 7.2.1*

*(vi) deleting clause 7.3.2 and relacing it with the following clause 7.3.2:*

*7.3.2 Subject to any applicable law:*

- (a) the Company may hold a meeting of members using any technology approved by the Company's directors that give the members as a whole a reasonable opportunity to participate; and*
- (b) a meeting conducted using such technology may be held at multiple venues or not held at any specified venue, and participation in such a meeting will constitute presence as if in person at such a meeting.;*

*(vii) deleting clauses 7.6.1 – 7.6.4 and 7.6.7 and renumbering clauses 7.6.5 and 7.6.6 as clauses 7.6.1 and 7.6.2 respectively;*

(viii) *Inserting the following clause 7.7.7:*

*7.7.7 The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.; and*

(ix) *In clause 18.1.1:*

*(a) deleting the words "(including an Electronic Vote facility and other direct voting, either prior to or at a general meeting)" from paragraph (a);*

*(b) deleting paragraph (b); and*

*(c) renaming paragraphs (c), (d), (e), (f), (g), (h) and (i) as paragraphs (b), (c), (d), (e), (f), (g) and (i) respectively."*

**BY ORDER OF THE BOARD**

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



John Lemon  
Company Secretary

11 March 2024

**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 general meeting of members to be held on Thursday, 4 April 2024. This Explanatory Statement is to assist Members in understanding the background to and implications of the resolution proposed, and procedural matters concerning the Meeting.

**1 AGENDA ITEM 1 – AMENDMENT OF CONSTITUTION**

1.1 The Society's directors propose that the Society's constitution (**the Constitution**) be amended in a number of respects. The proposed amendments, numbers (i) – (vii) as enumerated in the proposed resolution, are addressed in the following paragraphs.

1.2 For the benefit of Members, accompanying this Notice of Meeting are:

- (i) a copy of the Constitution which has been marked up to show the proposed changes to the Constitution; and
- (ii) a clean version of the Constitution incorporating the proposed changes.

The purpose of providing these two versions of the Constitution is to enable Members to compare the two versions of the Constitution and evaluate the proposed changes.

**(i) Substitution of "disability/activity limitation" for "disability"**

1.3 The Company's board of directors (**the Board**) considers it appropriate to use more recognised terminology in the Constitution and recommends that the expression "disability/activity limitation" be substituted for the word "disability" where it occurs in the Constitution.

**(ii) Clause 2.2.1**

1.4 Clause 2.2.1 sets out the objects for which the Society is established and to which the Board is required to adhere in managing the affairs of the Society.

1.5 The Board held a strategic review meeting in September 2023 during which the Board, amongst other things, reviewed the fitness for purpose of the Society's objects as set out in the Constitution and whether the Board considered it beneficial to recommend changes to the objects. In undertaking this exercise the Board noted that the Society commenced operation in early 2015 and that there had been some changes to the Society's operating environment during that period, particularly in relation to the Society's relationship with and interaction with AFRM (The Australasian Faculty of Rehabilitation Medicine of the Royal Australasian College of Physicians) and RACP (The Royal Australasian College of Physicians). The Board also considered it desirable to streamline and eliminate any duplication from the objects to the extent possible. Consequently the Board decided to recommend that clause 2.2.1 be amended by:

- (i) merging objects (a) ("advance the practice of Rehabilitation Medicine") and (b) ("promote and advance the study of Rehabilitation Medicine");

- (ii) merging objects (c) (“foster the highest standards of training, practice, teaching and research in the field of Rehabilitation Medicine”) and (d) (“promote, improve, encourage and provide education or training in Rehabilitation Medicine by instituting and conducting courses of study for the benefit of those desiring to increase and improve their knowledge of Rehabilitation Medicine and related disciplines to the highest possible level”);
- (iii) in object (e) (“provide a forum for medical practitioners engaged in the practice of Rehabilitation Medicine and any of its special interests and related disciplines for the furtherance of standards of medical care and rehabilitation”), substituting “Members” for “medical practitioners” and including specific reference to conducting annual scientific meetings;
- (iv) removing object (f) (“liaise with the AFRM and the RACP and other relevant bodies regarding training, certification and recertification programs, and to advance the purpose of any concluded agreement or understanding, whether binding or non-binding, with the RACP or the AFRM (or any successor body) as varied from time to time”);
- (v) in object (g) (“from time to time, to liaise with and advise the AFRM (or any successor body) and the RACP and any of its boards and committees on matters concerning Rehabilitation Medicine including advocacy on behalf of Members”), including advocating on behalf of Members;
- (vi) removing object (h) (“nominate from time to time representatives, selected by the Directors, to the AFRM and RACP and any other relevant bodies for membership of the STCs or any other committees of those bodies as deemed appropriate by the Directors”);
- (vii) removing object (k) (“hold meetings for the discussion of clinical, academic, administrative, industrial and political subjects relating to Rehabilitation Medicine and related disciplines”);
- (viii) merging object (l) (“establish Branches and regional committees, including but not restricted to State and New Zealand Branches and Special Interest Groups of the RMSANZ for the benefit of its Members and the furtherance of its objects”) with object (e) (see above);
- (ix) removing object (m) (“provide educational activities for its Members and for trainees in Rehabilitation Medicine of the AFRM and RACP and hold regular scientific meetings for its Members”);
- (x) merging objects (n) (“promote research into the field of Rehabilitation Medicine and disability and related areas”) and (c) (see above); and
- (xi) removing object (p) (“endeavour to work together and in alliance with RACP and where practicable to create links with RACP to assist RACP in relation to matters of mutual interest to RACP and the RMSANZ”).

1.6 The wording of section (i) of the proposed resolution incorporates the abovementioned recommended changes.

**(iii) Clause 4.7.1**

1.7 The proposed amendment to clause 4.7.1 is to make clear that in the event of a surplus of candidates over vacancies for director positions a ballot is to be held at AGMs for the vacant director positions.

**(iv) Clause 5.5.2**

1.8 It is proposed that clause 5.5.2 of the Constitution be removed. Clause 5.5.2 provides that if a Director cannot attend a Board meeting the Director can give his or her proxy

by written request to another Director to vote on certain or all matters that may come before the Directors at the meeting. This type of provision is not commonly found in companies' constitutions. It is problematic in that a Director could direct another Director how to vote on a matter at a Board meeting without the benefit of hearing and participating in discussion of the matter at the Board meeting.

- 1.9 The Company is a member of the Associations Forum. The Associations Forum is a commercial, member-based network of hundreds of associations, charities, clubs, societies and other not-for-profit organisations whose stated mission is 'bringing associations together to boost performance' and who assists organisations in governance, operations, membership and finances. At a recent education session with a representative from Associations Forum the representative noted clause 5.5.2 in the Constitution and advised that the Associations Forum is not in favour of such provisions in organisations' constitutions.

**(iv) Clause 7.2.1**

- 1.10 Clause 7.2.1 of the Constitution currently provides:

*Any Director may, at any time, call a general meeting.*

- 1.11 There is no legal obligation to include a clause such as clause 7.2.1 in the Constitution and the Board considers that this clause is undesirable, especially for a company with a large number of directors such as the Company (which currently has ten directors). The Board considers it appropriate that the persons who may call a general meeting of the Company are the Company's board of directors as a whole or Members who do so in accordance with clause 7.2.2 of the Constitution.

- 1.12 Accordingly the Board recommends that current clause 7.2.1 be deleted and the rest of clause 7.2 be renumbered accordingly.

**(v) Clause 7.3.2**

- 1.13 Clause 7.3.2 of the Constitution contains detailed provisions designed to facilitate the holding of meetings of members wholly or partly online. Subsequent to the inclusion of clause 7.3.2 in the Constitution the *Corporations Act 2001* (Cth) (**Corporations Act**), which contains provisions regulating the holding of meetings by companies such as the Society, was amended, in large part in response to problems posed by the COVID pandemic in relation to the holding of meetings, to facilitate the holding by companies of virtual (online) and hybrid (partly virtual and partly online) meetings. The effect of these changes render the provisions of clause 7.3.2 unnecessarily prescriptive and potentially restrictive. The proposed amendment to clause 7.3.2 is more general and provides that, subject any applicable law, (i) the Society may hold a meeting of members using any technology approved by the Society's directors that give the members as a whole a reasonable opportunity to participate, as required under the Corporations Act; and (ii) a venue does not need to be specified as the venue of the meeting.

**(vi) Clause 7.6.1**

- 1.14 Clause 7.6.1 of the Constitution contains detailed provisions concerning voting by members in relation to a meeting of members, either in person at one of the meeting venues or by electronic voting prior to the relevant meeting. The Company's directors are of the view that with recent changes to the Corporations Act (refer to Section 1.9 (above)) and the use of technology which facilitates voting at meetings of members these provisions are unnecessary and unnecessarily restrictive and recommend that they be removed from the Constitution.

**(vii) Clause 7.7.7**

1.15 The Constitution does not state what the position is when a Member lodges a proxy for a meeting of Members and then attends the meeting in person. It is common to include such a provision in a company's constitution. Proposed clause 7.7.7 provides that the authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.

**(viii) Clause 18.1.1**

1.16 The proposed amendments to clause 18.1.1 remove references to electronic voting consequent to the proposed amendments to clause 7.6.1 referred to in Section 1.10 (above).

1.17 Pursuant to the *Corporations Act 2001* (Cth) the Society may only amend its constitution by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

1.18 The Society's board of directors recommends that Members vote in favour of the proposed resolution.

## **2 PROXIES**

2.1 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.

2.2 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 Tuesday, 2 April 2024**, as follows:

**2.2.1 by post:**

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

**2.2.2 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

**2.2.3 by email:**

Attention: Company Secretary  
admin@rmsanz.net

## **3 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.

#### **4 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.

#### **5 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/her 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/she 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 2 (above) even if they plan to attend the meeting online.

#### **6 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].

#### **7 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 general meeting of the Society’s Members convened for 4 April 2024 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.