



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, 27 November 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/tZwrfumqqzwoH9dYKUzLAnFp--FNzvbUb1y5>

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

NOTICE OF ANNUAL GENERAL MEETING

The 2024 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, 27 November 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)). If you intend to participate in the Meeting please RSVP via the registration link:

<https://us06web.zoom.us/meeting/register/tZwrfumqqzwoH9dYKUzLAnFp--FNzvbUb1y5>. 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 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 22 November 2023 are confirmed".

2 PRESIDENT'S REPORT

To receive the President's report on the Society for the year ended 30 June 2024 and subsequently.

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 2024

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 2025 annual general meeting.

6 ELECTION OF DIRECTORS

To elect five (5) persons as directors of the Society to fill the five (5) vacant Director positions.

7 RESOLUTION 2 – AMENDMENT OF CONSTITUTION

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

"That the Company's constitution be altered by deleting clause 4.2.2 and replacing it with the following clause 4.2.2:

4.2.2.1 *The Directors may appoint:*

4.2.2.1.1 *from the Members up to three (3) additional directors in any given year to hold office until the next general meeting of the RMSANZ provided that a director so appointed cannot be appointed for a second term by the Directors where that director was not elected by the Members of the RMSANZ in general meeting if such a general meeting was held since his or her earlier appointment by the Directors; and*

4.2.2.1.2 *from outside the RMSANZ's membership, up to a maximum of two Directors (**Independent Directors**), at least one of whom is a consumer representative, to serve at any one time, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors. For the purpose of this clause 4.2.2.1.2 "consumer representative" means someone who voices consumer perspectives and takes part in the decision-making process on behalf of consumers and "consumer" means a consumer of the healthcare system.*

4.2.2.2 *An Independent Director shall serve for a term of two (2) years from the date of their appointment but shall be eligible for reappointment by the Directors for up to a further two (2) additional consecutive two (2) year terms.*

4.2.2.3 *Notwithstanding clause 4.14.1 of the Constitution an Independent Director may be remunerated by the RMSANZ for services provided as a director of the RMSANZ on terms the Directors consider reasonable.*

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

A handwritten signature in black ink that reads "John Lemon". The signature is written in a cursive style with a large initial 'J'.

John Lemon
Company Secretary

11 November 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 annual general meeting of members to be held on Wednesday, 27 November 2024. 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 – RESOLUTION 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 22 November 2022 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 his report for the twelve months ended 30 June 2024 and share the Society 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 2024 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 Steven Faux, was elected the Society's President at the Society's 2023 annual general meeting. Under the Society's constitution (**the Constitution**) Dr Faux's term as President will expire at the end of the Society's 2025 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 2024 annual general meeting were duly called for. No nominations were received. Accordingly the Society’s board of directors proposes that, as permitted under the Constitution, an election for a President to succeed Dr Faux as President be held at the Society’s 2025 annual general meeting.

6 AGENDA ITEM 6 – ELECTION OF DIRECTORS

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

Name of Director	Director since	Most recently elected/re-elected a Director at an AGM	Other features
Zoe Adey-Wakeling	10/12/18	2019	President 2022 - 23
Ben Chen	10/12/18	2023	
Steven Faux	18/11/19	2021	Elected President-Elect 23/11/22; to serve as President for 2 years from 22/11/23
Richard Seemann	03/04/20*	2022	
Fary Khan	16/11/21	2023	
Sumitha Gounden	16/11/21	2023	
Brian Zeman	23/11/22	2022	
Kelly Dungey	23/11/22	2022	
Gaj Panagoda	22/11/23	2023	
Alaeldin Elmalik	25/03/24*	N/A	

*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 five (5) of the Society's directors, Drs Zoe-Adey-Wakeling, Richard Seemann, Brian Zeman, Kelly Dungy and Alaeldin Elmalik, expire at the end of the Society's 2024 AGM in accordance with the Constitution. Dr Adey-Wakeling is ineligible to stand for re-election at the 2024 AGM as she will have completed her permitted term under the Constitution. Dr Seemann has indicated that he will not stand for re-election at the 2024 AGM. The Society duly called for nominations to fill the five (5) vacant Director positions at the Society's 2024 annual general meeting. Each of Drs Zeman, Dungy and Elmalik, being eligible, lodged a nomination for a vacant Director position. In addition, nominations were received from Drs Josephine Braid and Kellie Nichol. Accordingly, as five nominations were received for the five vacant director positions, in accordance with the Constitution Drs Zeman, Dungy, Elmalik, Braid and Nichol will be declared elected at the Meeting with effect from the end of the Meeting.

6.4 As Drs Braid and Nichol have not stood for election as directors of the Society previously details of their relevant professional experience are attached to this notice of meeting for the information of Members.

7 AGENDA ITEM 7 - RESOLUTION 2 – AMENDMENT OF CONSTITUTION

7.1 The Society's constitution (**the Constitution**) can be viewed at <https://rmsanz.net/aims-objectives/>. Under the Constitution only members of the Society are eligible to be appointed as directors of the Society. The Society's board of directors considers that this is unduly restrictive in the evolving environment in which the Society operates and that it may be desirable from time to time for the Board to include one or more persons with experience and expertise in other areas, e.g. governance, finance, advocacy, etc., to assist the Society to grow and to meet the challenges and opportunities presented.

7.2 Clause 4.2.2 of the Society's constitution states:

4.2.2 The 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 RMSANZ provided that a director so appointed cannot be appointed for a second term by the Directors where that director was not elected by the Members of the RMSANZ in general meeting if such a general meeting was held since his or her earlier appointment by the Directors.

7.3 Resolution 2 proposes that clause 4.2.2 be deleted and replaced with the following clause 4.2.2:

4.2.2.1 *The Directors may appoint:*

4.2.2.1.1 *from the Members up to three (3) additional directors in any given year to hold office until the next general meeting of the RMSANZ provided that a director so appointed cannot be appointed for a second term by the Directors where that director was not elected by the Members of the RMSANZ in general meeting if such a general meeting was held since his or her earlier appointment by the Directors; and*

4.2.2.1.2 *from outside the RMSANZ's membership, up to a maximum of two Directors (**Independent Directors**), at least one of whom is a consumer representative, to serve at any one time, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors. For the purpose of this clause 4.2.2.1.2 "consumer representative" means someone who voices consumer perspectives and takes part in the decision-making process on behalf of consumers and "consumer" means a consumer of the healthcare system.*

4.2.2.2 *An Independent Director shall serve for a term of two (2) years from the date of their appointment but shall be eligible for reappointment by the Directors for up to a further two (2) additional consecutive two (2) year terms.*

4.2.2.3 *Notwithstanding clause 4.14.1 of the Constitution an Independent Director may be remunerated by the RMSANZ for services provided as a director of RMSANZ on terms the Directors consider reasonable.*

7.4 The proposed amendment to the Constitution involves renaming current clause 4.2.2 as clause 4.2.2.1.1 and adding additional provisions which enable the Board to appoint up to two (2) additional directors ("Independent Directors") from outside the Society membership to support the Board in its oversight of the Society. In particular, the Board considers it desirable that a consumer representative join the Board to enable the views and perspectives of consumers to be readily available to the Board. Any Independent Director so appointed would be appointed for an initial two (2) year term and would be eligible for re-appointment for up to a further two (2) two year terms (a maximum of six (6) years) as determined by the Board. Remuneration to be paid to an Independent Director would be remuneration considered reasonable by the Board to secure the Independent Director's services.

7.5 The definition of "consumer representative" in proposed clause 4.2.2.1.2 is based on the meaning given to that term by the Consumers' Health Forum of Australia and is cited in the Australian Commission on Safety and Quality in Health Care publication "NSQHS Standards (first edition): Standard 2: Partnering with Consumers - Tip Sheet 1: Helpful things to know when partnering with consumers" (see <https://www.safetyandquality.gov.au/sites/default/files/migrated/Standard-2-Tip-Sheet-1-Helpful-things-to-know-when-partnering-with-consumers.pdf>).

- 7.6 Clause 4.14.1 of the Constitution provides that a director of the Society shall be paid a fee for his or her service to the Society as a Director. Whilst this clause is appropriate in the case of directors of the Society who are members of the Society it may act as an impediment to securing the services of non-member directors with the desired level of skills and/or experience. Proposed clause 4.2.2.3 makes it clear that the Society may remunerate an independent director for services provided to the Society as a director.
- 7.7 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.
- 7.8 The Society's board of directors recommends that Members vote in favour of the proposed resolution.

8 PROXIES

- 8.1 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.
- 8.2 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, 25 November 2024**, as follows:
- 8.2.1 **by post:**
The Company Secretary
Rehabilitation Medicine Society of Australia & New Zealand Ltd
PO Box 637
North Sydney NSW 2059
- 8.2.2 **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
- 8.2.3 **by email:**
Attention: Company Secretary
admin@rmsanz.net

9 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.

10 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.

11 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 6 (above) even if they plan to attend the meeting online.

12 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].

13 INTERPRETATION

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

“Board” means the Society’s board of directors.

“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 27 November 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.