

## IHEA Letterhead

Dear IHEA Member

### Notice of Annual General Meeting

Please find attached a *Notice* of the Annual General Meeting of Institute members to be held at the **Adelaide Entertainment Centre** commencing **4.35pm** on the **7<sup>th</sup> September 2006** in Adelaide, South Australia.

You will see from the *Notice* that the Council of the Institute is recommending adoption of a number of changes to the IQA Constitution. These changes are intended to improve the Institute's governance.

The changes were foreshadowed earlier this year and are outlined in more detail in the attached **Explanatory Statement**.

In an organisation as diverse as the IHEA it is obviously difficult to hold a meeting at which everyone can attend. I urge those of you who are voting members and unable to attend to participate by completing the attached proxy form and returning it to the Secretary.

The members of Council unanimously recommend you vote in favour of this Resolution.

Yours sincerely

**John Dransfield**  
**President IHEA**

## NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

The Annual General Meeting of the Institute of Hospital Engineers Australia (IHEA) will be held at the **Adelaide Entertainment Centre** commencing **4.35pm** on the **7<sup>th</sup> September 2006** in Adelaide, South Australia to consider and if thought fit to pass the following as a special resolution:

*“That the current memorandum, articles of association and rules of the company are Amended to provide for the appointment of a Board of Directors as the governing body of the Institute of Hospital Engineers Australia (“IHEA”) and to provide for changes to the membership structure and election of the board of directors.*

*The company adopts the amendments to the existing constitution, in the form of the constitution tabled at the meeting and marked “Constitution of The Institute of Hospital Engineers Australia”.*

### EXPLANATORY STATEMENT

#### **1. Appointment of Board of Directors and changes to the role of council**

Presently, the Council is responsible for the management and control of the IHEA and all its members are deemed to be directors under the *Corporations Act 2001* (Cth). This creates difficulties in that the Council structure inhibits the effectiveness of its decision-making and members of the Council are subject to the various risks and responsibilities associated with being directors.

In an effort to improve the effectiveness of governance by the Council and in order to clarify the identity of the directors for the purposes of the legislation, it is proposed that a Board of Directors be appointed.

The proposed Board of eleven members would comprise the IHEA President, the Immediate Past President, Vice President, Secretary, Treasurer, and Membership Registrar and the five branch representatives, all elected by Institute members at the Annual General Meeting.

The new Board of Directors would be elected for two-year terms with **three of the five branch elected members retiring each year and becoming eligible for re-election each year.**

The Board of Directors would exercise the responsibilities and authorities associated with the current Council as set out in IHEA’s constitution.

The new Board of Directors would exercise the following powers:

- § To appoint members to the board to fill any vacancies
- § To develop and submit to members proposals for changes to the Institute’s constitution,

- § To establish and maintain requirements for membership and membership grades
- § To approve new elections to membership and upgrades of membership
- § To establish and maintain the Institute's Code of Ethics
- § To appoint branches to hold the IHEA annual conference
- § To establish new branches
- § To approve the Institute's strategic plan
- § To undertake such other duties as required

The membership of the new Board of Directors would be similar to the current Council. The following membership is proposed:

- § President, Vice President, Immediate Past President, Secretary, Treasurer and Membership Registrar
- § Up to 5 Branch nominated and elected representatives

The Constitution's provisions covering appointments to the Board of Directors would be strengthened. The objective being to ensure that members are appointed on the basis of their skills and ability to contribute, with a view to achieving an overall balance, representation and diversity and to ensuring that board members are prepared to serve for a reasonable period.

The Board of Directors would meet four times each year.

To effect these changes, the constitution of the company requires amendment. It is proposed that these changes come into effect as from 7<sup>th</sup> September 2006.

The Council is of the view that it is not practical for all the differences in the proposed amended constitution to be outlined in this *Notice*. A copy of the proposed amendments to the Constitution is available at no cost on request from the IHEA Secretary and will be available for inspection at the Annual General Meeting.

## **2. Changes to Membership Grades**

Council is proposing that the membership be restructured to better reflect the professionalism of the Institute.

In this regard, it is proposed to have two classes of members, viz; voting and non-voting with only voting members eligible to stand for election to the board.

## VOTING AND PROXY VOTES

In accordance with the Institute's Constitution only certain members may vote at General Meetings.

Each voting member of the Institute has a right to appoint a proxy to attend and vote on their behalf. The proxy must be a member of the Institute. The proxy must be appointed in writing. A proxy form is attached.

Where a proxy is appointed but the member does not direct the proxy how to vote the proxy is free to vote or abstain from voting as they see fit. Members who return their proxy forms with a direction of how to vote but who do not nominate the identity of the proxy will be taken to have appointed the chairman of the meeting who shall be bound to vote in accordance with the direction specified in the proxy.

Proxy forms and, if applicable, the powers of attorney (or certified copies of the powers of attorney) under which they are signed, must be deposited at the registered office of the Institute at **(insert address)** or faxed **(insert fax no.)** . They must be received no later than 48 hours prior to the time at which the meeting is to be held.

Dated

2006

By order of the Council

.....  
Secretary

**APPOINTMENT OF PROXY**

**ANNUAL GENERAL MEETING**

**OF THE**

**INSTITUTE OF HOSPITAL ENGINEERS AUSTRALIA**

**ON 7<sup>th</sup> SEPTEMBER 2006**

I,.....of.....  
....., being a voting member of the Institute of Hospital Engineers Australia ,  
hereby appoint

.....of.....  
.or, in his/her absence,

.....of.....as my  
proxy to vote for me on my behalf at the above Annual General Meeting of the  
Institute of Hospital Engineers Australia and at any adjournment of that meeting.

This form is to be used \* in favour of /\*against the special resolution.

*\*Strike out whichever is not desired.*

Signed .....this .....day  
of.....2006