

## Agenda Item 7: Special Resolution Adoption of the Constitution Annual General Meeting on 15 November 2024

### Proposed amendments to Constitution

Notice is hereby given pursuant to section 249L (1) of the *Corporations Act 2001* and to the Resolution of the board meeting on 20 September 2024 that it is intended that the following motion be proposed as a special resolution at the AGM on 15 November 2024.

### Special Resolution

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

“That, under section 137 of the *Corporations Act 2001*, the Constitution of Reserve Bank Health Society Limited (RBHS) in the form presented to the Annual General Meeting be adopted as the Constitution of RBHS in substitution for and to the exclusion of the RBHS existing Constitution.”

### Explanatory Memorandum for Reserve Bank Health Society Limited

The Reserve Bank Health Constitution is scheduled to be reviewed on a 5-year cycle, or as required by legislation. The current Constitution was approved by members at the 2019 AGM. The RBHS Board of Directors has undertaken a review of the existing Constitution to determine its compliance with the company's regulatory and legislative obligations as well as to implement necessary improvements.

The following pages provides information on each Rule including commentary on where amendments are made to existing Rules. Wording has been changed to ensure gender neutral terms are used.

None of the proposed amendments will materially alter the nature of the business the Company currently conducts.

Heading in Constitution	Rule in Constitution	Comments
Meeting Technology	1.6	New definition.
Present	1.6	New definition.
Eligibility	4.2.1	To clarify that the Board has discretion as to whether the Relative (new definition included) of a Director may also become a Director.
Elected Directors	4.3.1 & 4.3.2	To clarify that where the members are to seek to appoint a director under rule 4.3.2, they may do so at any time as permitted under the <i>Corporations Act</i> .
	4.4	To remove the requirement that a member seeking to be elected as a Director must first be nominated in writing by two members.
Technology	13.3 & 14.7	As from 31 March 2022 the <i>Corporations Act</i> was amended to provide that if a company wanted to hold a purely virtual meeting (i.e. not a solely 'in person' meeting and not a hybrid meeting (being both in person and virtual)), that ability to hold a virtual meeting had to be specified in the Constitution. It is suggested that whilst the Constitution did include some

		provisions relating to electronic meeting technology (old clauses 13.3 and 14.7), it needed to be updated to better describe what the updated "Meeting Technology" comprised of (see new definition) and to actually specify 'virtual' meetings as being permitted. It is important to note that rule 14.7 does not make it mandatory that a meeting be held virtually, it just gives the company the flexibility to hold a virtual meeting, as well as a hybrid or 'in person' meeting, if it wanted to do so. Corresponding definitions have been added and updated accordingly.
Proceedings at members meetings	15 & 18	In light of the changes as to how a meeting may be conducted, the provisions as to how a member may be present at such a meeting had to be enhanced.
Notices	26.1	The inclusion of additional means for distributing documents (including the annual reports) as well as notices, as permitted under s110D of the Corporations Act. The current Constitution includes many of the permitted means - the changes expand and clarify those already stated and include all those means permitted under s110D (including electronic access).