

Notice of Annual General Meeting 2026

CRANAplus Limited ACN 146 778 930

Notice is given that the 2026 Annual General Meeting (AGM) of CRANAplus Limited ACN 146 778 930 ('Company') will be held online as follows.

Date	Thursday 19 November 2026
Time	12.00pm AEST (Brisbane time), which is 12.30pm ACDT (Adelaide time)
Online	Online via Vero Voting. Individual access and voting details will be emailed to members by Vero Voting on Monday 2 November 2026. The link provided will also allow eligible members to appoint a proxy and submit their proxy voting instructions.
In Person	CRANAplus , 29-31 Hakkinen Road, Wingfield, SA, 5013.

Start time in other locations: 10.00am AWST (WA); 11.30am ACST (NT); 12.30pm ACDT (SA); 1.00pm AEDT (NSW, ACT, Victoria and Tasmania). In accordance with rule 90 of the Constitution, the meeting will be held online using Vero Voting, giving members as a whole a reasonable opportunity to participate.

Business of the meeting

1. Opening and Acknowledgement of Country

2. Apologies and confirmation of quorum

3. Minutes of the 2025 Annual General Meeting

To confirm the [minutes](#) of the 2025 Annual General Meeting.

4. Financial reports

To receive and consider the [Annual Report](#), which includes the [Annual Financial Report](#), Directors' Report and [Auditor's Report](#) of the Company for the financial year ended 30 June 2026.

No resolution is required on this item.

5. Report on the Company's activities

To receive a report from the Chair and the Chief Executive Officer on the Company's activities and finances since the last AGM (rule 111.2).

6. Election of Directors

Under rule 31.1 of the Constitution, two Directors retire by rotation at this AGM: Dr Ann Aitken and Naomi Zaro. Dr Ann Aitken will retire and will not seek re-election. Naomi Zaro is eligible for, and is seeking, re-election (rule 31.4).

Three valid nominations were received for the two vacancies. As the number of candidates is greater than the number of vacancies, a ballot will be held at the meeting in accordance with rule 33. The candidates, in alphabetical order, together with their proposers and seconders (rule 32.5), are:

Candidate	Proposed by	Seconded by
Claire Boardman PSM	Fiona Wake	Fiona Hildebrand
Dr Danielle Rogers	Dr Suzanne Lenthall	Dr Amy-Louise Byrne
Naomi Zaro (retiring Director)	Dr Ann Aitken	Katrina Seng

Each member entitled to vote may vote for up to two candidates. The two candidates receiving the greatest number of votes will be declared elected (rules 33.4 and 33.5). Candidate statements are set out in Annexure A.

7. Special resolution – adoption of new Constitution

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

Special Resolution – Adoption of new Constitution

“That, in accordance with section 136(2) of the *Corporations Act 2001* (Cth), the Company repeal its existing constitution and adopt as its constitution the document tabled at the meeting and signed by the chair for the purposes of identification, a copy of which accompanied this notice, with effect from the close of the meeting.”

The proposed new Constitution is available at [Proposed Constitution](#). It keeps the structure and rule numbering of the existing Constitution. The Explanatory Memorandum at Annexure B explains each change, and a marked-up copy showing every change from the existing Constitution is available at [Existing Constitution](#) or from the Company Secretary on request.

A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

8. General business and questions

Members will have a reasonable opportunity to ask questions about, or make comments on, the management of the Company (rule 111.4) and, if the auditor is present, to ask the auditor questions about the conduct of the audit and the auditor’s report (rule 111.5). Members may not move a resolution on special business that is not set out in this notice (rule 112).

9. Close of meeting

By order of the Board

Fiona Justin

General Counsel and Company Secretary

23 October 2026

NOTES FOR MEMBERS

Entitlement to vote

- Each ordinary member attending online, represented by proxy or represented by attorney has one vote on a poll (rules 103.1 and 103.2). Voting will take place during the meeting through the Vero Voting platform.
- A member is not entitled to vote if their Membership fee is more than one month in arrears at the date of the meeting (rule 104.1).

Proxies

- A member entitled to attend and vote has the right to appoint a proxy. The proxy need not be a member of the Company (rule 95.1). Members may appoint a proxy and provide voting instructions electronically using the Vero Voting link emailed to them; no separate proxy form is required.
- **Electronic proxy appointments and voting instructions must be submitted through Vero Voting by 12.00pm AEST (12.30pm ACDT) on Tuesday 17 November 2026**, being at least 48 hours before the meeting (rule 100.1).

Attending online

- Vero Voting will email Members their individual online meeting and voting details on Monday 2 November 2026. The email will include instructions for accessing the AGM, asking questions and voting during the meeting. Members should use their unique access details and should not forward them to another person. Please join 10 to 15 minutes early so any technical issues can be resolved before the meeting starts. If you do not receive the email, please check your junk or spam folder and contact the CEO at emma.barritt@crana.org.au.
- For technical support, including issues receiving Vero Voting emails or logging in to or accessing the voting portal, contact the Vero Voting support team on 1300 702 898 or at support@verovoting.com.au.

Quorum

- The quorum is three persons entitled to vote, and must be present throughout the meeting (rule 92.1). Proxies and attorneys are counted (rule 92.2).

Annual Report

- The 2026 Annual Report, includes the financial report, directors' report and auditor's report.

Questions

- Members are welcome to submit questions in advance to the Company Secretary, Fiona Justin, at fiona.justin@crana.org.au or on 0419 596 154.

ANNEXURE A – CANDIDATE STATEMENTS

Statements are as provided by each candidate, with minor corrections to spelling and grammar, and are listed in alphabetical order.

Claire Boardman PSM B. App Sc. (Nursing), Grad Cert IC, MPH

I am seeking election to the CRANAplus Board to contribute experienced, values-led leadership in support of healthier, stronger and more sustainable isolated communities. As a senior health executive, registered nurse and academic, I bring a demonstrated record of leading organisational change across the public and not-for-profit sectors, translating strategic priorities into practical outcomes.

I offer sound Board knowledge and operational experience in governance, risk, finance and performance reporting, together with deep expertise in primary and public health, rural and remote health, aged care, Aboriginal health, and complex disaster and resource-constrained settings in Australia and internationally. Having lived and worked in rural and remote communities for more than 20 years, I understand both the professional realities of remote practice and the broader system conditions needed to support a capable, connected and resilient workforce.

My previous service as a CRANAplus Director from 2017 to 2020, and more than six years as President and Director of the Australasian College for Infection Prevention and Control, strengthened my ability to ask constructive questions, exercise sound judgement and contribute respectfully to collective decision-making. I understand the responsibilities of directors and the importance of maintaining strategic focus, accountability and stakeholder trust.

CRANAplus' commitment to equity, integrity and improving health outcomes in isolated communities closely aligns with my own values. In my current role as Executive Manager, Workforce and Primary Care Support at NT PHN | Rural Workforce Agency NT, I remain closely engaged in workforce development and primary care sustainability across the NT. If elected, I will bring independent thinking, strong governance capability, sector knowledge and a genuine commitment to advancing CRANAplus' purpose, members and long-term impact.

Dr Danielle Rogers

As a rural and remote nurse, clinician-researcher, and educator, I bring a unique combination of frontline experience, workforce research expertise, strategic leadership, and established partnerships that can directly strengthen the work and influence of CRANAplus.

My commitment to rural and remote health extends beyond clinical practice. I recently completed a PhD focused on the education, preparation, and support needs of registered nurses entering rural and remote healthcare environments. This research has generated new evidence to inform workforce attraction, preparedness, retention, and sustainability, providing me with a strong understanding of the challenges facing both nursing professionals and rural communities.

I currently lead a \$300,000 workforce development initiative funded by the Tim Fairfax Family Foundation, designed to strengthen rural nursing career pathways and build sustainable

workforce pipelines into rural and remote Queensland. Through this work, I have established partnerships with health services, nursing leaders, universities, community stakeholders, and policymakers, creating opportunities for collaboration that align closely with the strategic priorities of CRANAplus.

As a current Member of the CRANAplus Roundtable, I have already contributed to discussions focused on strengthening the rural and remote nursing workforce and understand the important role the organisation plays in supporting, advocating for, and connecting rural health professionals.

I believe my greatest contribution to the Board would be my ability to bridge the clinical, academic, research, and policy sectors. I bring access to future workforce pipelines, expertise in grant-funded project delivery, strong research capability, and extensive professional networks that can support evidence-informed advocacy, strategic partnerships, and new opportunities for growth. I am passionate about ensuring CRANAplus remains the leading voice for rural and remote healthcare professionals and continues to drive meaningful workforce solutions for the communities we serve.

Naomi Zaro

I am Naomi Zaro, a Registered Aboriginal and Torres Strait Islander Health Practitioner, originally from Kalgoorlie, Western Australia, and now living and working on Jawoyn, Dagoman and Wardaman Country in Katherine, Northern Territory. I bring a deep connection to community, culture and remote health, along with a strong commitment to supporting and strengthening the remote health workforce.

I have been a Member of the CRANAplus Board since 2021 and have actively contributed to the organisation's governance, advocacy and strategic discussions. In my role as a Board Member, I represent the voices and experiences of Aboriginal and Torres Strait Islander members, working closely with the CRANAplus First Peoples Advisor to ensure First Peoples perspectives, priorities and lived experiences are reflected at Board level.

My professional experience includes working within a Registered Training Organisation affiliated with an Aboriginal Community Controlled Health Organisation delivering primary health care services to remote communities across the Northern Territory. This has provided me with valuable insight into the opportunities and challenges faced by remote health professionals, including workforce development, culturally safe practice, education and sustainability.

My time on the CRANAplus Board has strengthened my capacity to advocate for remote health professionals and contribute a unique perspective to conversations about the future of remote and isolated health services. I value the relationships, networks and knowledge gained through CRANAplus and remain deeply committed to the organisation's purpose.

I would welcome the opportunity to continue serving as a Board Member and to contribute my skills, experience and passion to support CRANAplus and the communities it represents.

ANNEXURE B – EXPLANATORY MEMORANDUM

Special Resolution – Adoption of new Constitution

1. Purpose of this memorandum

This Explanatory Memorandum forms part of the Notice of Annual General Meeting. It explains the special resolution at item 7 to repeal the existing Constitution of CRANAplus Limited (the Company) and adopt a new Constitution, so that members can make an informed decision on how to vote.

The Constitution was adopted on 12 November 2024, when CRANAplus became a company limited by guarantee. It has not been reviewed since. The Board has now reviewed it and proposes a new Constitution. The new Constitution keeps the structure and rule numbering of the existing Constitution, and most of it is unchanged. The changes will:

- make it easier for people to join CRANAplus, including online;
- move to a rolling 12-month membership year;
- allow the Board to appoint up to two skills-based directors, while capping Member-elected places at eight;
- apply a single 30-day period for overdue fees and set out disciplinary outcomes in one list;
- improve how the Board makes decisions between meetings and meets using technology;
- modernise nomination, meeting and proxy procedures; and
- correct errors and outdated references.

2. Why adopt a new Constitution

The changes affect more than 30 rules. Rather than asking members to approve a long list of individual amendments, the Board proposes that members adopt an updated Constitution, incorporating all of the changes, in a single special resolution. This gives Members one clear proposition, avoids the risk of some changes passing and others failing (which would leave the Constitution internally inconsistent), and means CRANAplus will have a clean, consolidated Constitution from the close of the meeting.

Each change is explained below. A marked-up copy of the Constitution showing every change from the existing Constitution is available at <https://www.crana.org.au/wp-content/uploads/2026/10/261021-CRANAplus-Constitution-marked-up-with-proposed-amendments.pdf> or from the Company Secretary on request.

3. What changes in the new Constitution

3.1 Membership applications

Rules: rules 13.1, 14 and 15.5

What changes: Applicants will no longer need a proposer and seconder or a handwritten signature, and may apply online using a process approved by the Board. Each applicant must state that they agree to be bound by the Constitution and to the \$10 guarantee. Membership eligibility is clarified to require a connection to the delivery of regional, rural, remote or isolated health services. The Board may delegate the approval of applications.

Why: CRANAplus admits members online from across remote and isolated Australia. Requiring every applicant to find two existing members to sign a paper form is not workable, and the current rule does not capture the applicant's agreement to the Constitution and the guarantee. Rule 13.1 currently ends part-way through, and the new limb completes it.

3.2 Rolling 12-month membership year

Rules: rule 2.1 (new definition), rules 20 and 21.1(2)

What changes: Each Member's membership year will run for 12 months from the date they join, rather than from 1 July to 30 June. Fees are payable in advance for each membership year, and the Board may set instalment or recurring payment arrangements. A transitional rule moves existing members across without a gap or a double charge. Default notices for unpaid fees may be issued under a standing process approved by the Board.

Why: A fixed year means a Member who joins in June pays for a full year for one month of membership, and it concentrates all renewals into one period. A rolling year is fairer to members and easier to administer.

3.3 Unpaid fees and voting rights

Rules: rule 2.1 (new definition of financial Member), rules 21.1(1) and 104.1

What changes: A financial Member is defined as a Member whose fee is not more than 30 days overdue. A Member whose fee is more than 30 days overdue loses the rights and privileges of membership once a default notice is given, cannot vote at general meetings, and cannot propose or second a nomination for director. Currently, rights are lost after 2 months and voting rights after 1 month.

Why: The current rules use different time periods, which is confusing and difficult to administer. A single 30-day period applies consistently across membership rights, voting and nominations and works with the rolling membership year.

3.4 Disciplining members

Rules: rules 25.1, 25.2, 25.3 and 25.5

What changes: The disciplinary outcomes available to the Board are set out in a single list in rule 25.5: no further action, a warning or censure, a fine (capped at one year's membership fee), suspension for up to 12 months, expulsion, referral to an independent person, or referral to

members at a general meeting. The procedural safeguards (notice and an opportunity to respond) continue to apply.

Why: Rules 25.1 and 25.5 currently list different outcomes, which could lead to disputes about what action the Board may take. One list removes that uncertainty.

3.5 Skills-based directors and board size

Rules: rules 28.1, 28.2, 31.1, 31.2, 31.5, 31.6, 33.7, 35A (new) and 52.1(6)

What changes: The Board may appoint up to two appointed directors to fill an identified gap in its skills, knowledge or experience, after a documented skills assessment. Appointed directors need not be members, but must be eligible for membership and must not be disqualified under the Corporations Act or the ACNC Act. They serve terms of up to two years, to a maximum of six consecutive years, are not subject to retirement by rotation, and may be removed by the Board. The maximum board size remains 10, of whom no more than 8 may be elected directors and no more than 2 appointed directors, and appointed directors may never exceed one-third of the Board. Retirement by rotation and the definition of a vacancy are calculated by reference to elected directors only. Members may still change the maximum board size, but may not increase the number of appointed directors.

Why: At present every director must already be a Member, so the Board cannot bring in specialist expertise (for example, in finance, law or digital) unless that person happens to be a Member. The caps and the one-third limit preserve Member control of the Board, and the Board must report each appointment, and the skills gap it addresses, to members at each AGM. Members should note that this change reduces the maximum number of Member-elected places from 10 to 8.

3.6 Directors' decisions between meetings

Rules: rule 71

What changes: Board resolutions between meetings (circulating resolutions) may be passed by a majority of directors entitled to vote, rather than all of them. Every director must be sent the resolution, the majority can never be fewer than a quorum, and any single director may require the matter to be dealt with at a meeting instead. Directors may sign electronically.

Why: Requiring every director to sign means one director who is travelling or unavailable can hold up a decision indefinitely. The safeguards ensure no director is bypassed.

3.7 Directors' meetings using technology

Rules: rules 75.1 and 75.2

What changes: Board meetings may be held by telephone, video conference or other technology without the need for every director's consent, and a director who attends by technology is treated as present at the meeting.

Why: The Board operates nationally and routinely meets online. The current rule requires every director to consent before technology other than telephone can be used.

3.8 Director nominations and elections

Rules: rules 31.9 (new), 32.4 and 32.6 (new)

What changes: Nominations for election as a director may be lodged by email and signed electronically. The Constitution will confirm that, where directors are elected by ballot (or declared elected because the number of candidates does not exceed the vacancies), a separate resolution for each director is not required and the chair's declaration appoints the candidates.

Why: Lodging nominations by email reflects current practice and makes it easier for members in remote areas to nominate. Rule 31.7 currently requires a separate resolution for each director, which does not sit easily with the ballot process in rule 33.

3.9 Chair of general meetings

Rules: rule 93.4 (new)

What changes: The chair of a general meeting may hand over the chair to another director for a particular item, including an item in which the chair has a personal interest or is a candidate for election.

Why: The Constitution does not currently provide an express mechanism for this, which is good governance practice where the chair has a conflict.

3.10 Electronic proxies

Rules: rule 98.3

What changes: Members appointing a proxy electronically will be identified in a way approved by the Board and set out in the notice of meeting, such as sending the proxy form from the email address recorded in the register of members.

Why: The current rule requires members to supply personal details such as their date of birth and a security code, which is unnecessarily onerous.

3.11 Removal of fax references

Rules: rules 74, 79, 83, 84 and 100

What changes: References to facsimile are removed.

Why: Fax is no longer used.

3.12 Corrections

Rules: rules 2.1(1), 2.1(2), 2.1 (new definition of ITAA), 3.1(2)(b), 6.1, 17.2(3), 27.5(2)(b), 43.1, 52.1(7), 124.1(3) and 124.2

What changes: Corrects the name of the ACNC and the ACNC Act, defines "ITAA" (which is used but not defined), fixes punctuation, typographical and cross-referencing errors, and changes the body that nominates a mediator for disputes from the Queensland Law Society to the Law Society of South Australia.

Why: These are technical corrections. The Company's registered office is in South Australia.

4. Effect on Members

- Members' voting rights and the \$10 guarantee do not change.
- Existing members do not need to re-apply. The new eligibility limb in rule 13.1 applies to new applications.
- Existing members will move to a rolling membership year under the transitional rule (rule 20.6). The Board will write to members about their new renewal date.
- A Member whose fee is more than 30 days overdue will not be able to vote, or propose or second a nomination, until the fee is paid.
- The maximum number of Member-elected directors reduces from 10 to 8. The Board currently has six directors.

5. Voting and next steps

The resolution is a special resolution under section 136(2) of the *Corporations Act 2001* (Cth) and must be passed by at least 75% of the votes cast by members entitled to vote on it. If passed, the new Constitution replaces the existing Constitution in full from the close of the meeting. The Company will notify the ACNC of the new Constitution, and the Board will update the Board Charter to align with the new rule 35A.

6. Board recommendation

The Board unanimously recommends that members vote in favour of the special resolution.

ANNEXURE C – PROXY FORM

CRANAplus Limited ACN 146 778 930

Annual General Meeting – Thursday 19 November 2026 at 12.00pm AEST

Step 1 – Appoint a proxy

I/We _____ (Member name)

of _____ (address)

being a Member of CRANAplus Limited, appoint

_____ (proxy name)

or, if no person is named or the named person does not attend, the Chair of the meeting, as my/our proxy to attend and vote for me/us at the Annual General Meeting of the Company to be held on Thursday 19 November 2026 and at any adjournment or postponement of that meeting.

Step 2 – Voting directions (optional)

If you do not mark a box, your proxy may vote as they think fit. Mark a box with an X.

Item 6 – Election of Directors (vote for no more than two candidates)

Candidate	Vote for
Claire Boardman PSM	
Dr Danielle Rogers	
Naomi Zaro	

Item 7 – Special resolution

Resolution	For	Against	Abstain
Special Resolution – Adoption of new Constitution			

Step 3 – Sign

Signature: _____ Date: _____

Lodging this form

This form must be received **by 12.00pm AEST (12.30pm ACDT) on Tuesday 17 November 2026** by email to fiona.justin@crana.org.au or by post to the Company Secretary, CRANAplus Limited, PO Box 127, Prospect, South Australia 5082.