



## Biripi Aboriginal Corporation Medical Centre

ICN 99

### Notice of General Meeting

All members of the corporation are advised that a general meeting for the members of Biripi APMC will take place as follows:

Time:	9.30am arrival, 10.00am – 12.00pm, followed by BBQ lunch
Date:	Friday, 16th December 2022
Place:	Biripi APMC, Aged Care - Activity Centre, 151 Manning River Drive, Purfleet, NSW 2430
Invited non – member Attendees:	Russel Styches (external independent chair), Roz Styches (external minute taker), Bronwyn Chalker (specialist director), Trent Jennison (specialist director)
Technology:	Remote attendance via Zoom, to register to attend remotely email <a href="mailto:info@biripi.org.au">info@biripi.org.au</a> , before 13th December 2022.

\* Please note - The AGM will be recorded in accordance with a resolution passed at the General Meeting held on 12 August 2022, that all meetings be recorded to improve minute taking, recordings will be destroyed when minutes are transcribed and accepted.

Agenda

Item	Description
1	<p>Welcome, attendees and apologies:</p> <p>1.1 Welcome to Country and Minute Silence</p> <p>1.2 Confirm the chair for the meeting</p> <p>1.3 Attendees</p> <p>1.4 Apologies</p> <p>1.5 Quorum</p>
2	<p>Minutes of the previous meeting of members:</p> <ul style="list-style-type: none"> <li>• Confirm the minutes <ul style="list-style-type: none"> <li>○ Annual General Meeting held on 25/11/2022 (v1)</li> </ul> </li> </ul>
3	<p>Appointment and remuneration of an auditor for the next financial year (Vincent's, Wrights, Cutcher &amp; Neale, RSM)</p>
4	<p>Approve 2021 – 2022 Financial Statement</p>
5	<p>Specialist Director information</p>
6	<p>Matters arising</p>
7	<p>Special resolutions – Biripi Consolidated Rule Book Changes</p> <p>The following resolutions will be proposed at the meeting:</p> <p>7.1 <b>Special Resolution (1):</b> The members resolve to replace section 2 of the Biripi Consolidated Rulebook as follows;</p> <p>2. Objectives</p> <p>The objectives of the Corporation are to administer and operate an Aboriginal Medical Service to cater for the health, Out of Home Care and Aged Care needs of the Aboriginal and Torres Strait Islander people living in the coastal area incorporating the Manning District and Inverell for the purpose of delivering Out of Home Care.</p>

7.2	<p>h) to work with and complement other existing medical and health services</p> <p><b>Special Resolution (2):</b> The members resolve to amend section 3.1 of the Biripi Consolidated Rulebook as follows;</p> <p>3.1 Who is Eligible?</p> <p>A member must be:</p> <ul style="list-style-type: none"><li>• at least 18 years of age; and</li><li>• an Aboriginal or Torres Strait Islander person who permanently resides in the Manning District or Biripi descendants living off Country.</li></ul>
7.3	<p><b>Special Resolution (3):</b> The members resolve to amend section 3.2 of the Biripi Consolidated Rulebook as follows;</p> <p>3.2 How to become a member</p> <p>To become a member a person must:</p> <ul style="list-style-type: none"><li>• Be eligible to apply under 3.1; and</li><li>• Submit an application for membership in writing to the corporation with Proof of Aboriginality issued by a Local Aboriginal Land Council only.</li></ul>
7.4	<p><b>Special Resolution (4):</b> The members resolve to amend section 3.6 of the Biripi Consolidated Rulebook as follows;</p> <p>3.6 How to stop being a member</p> <p>A person stops being a member if:</p> <ul style="list-style-type: none"><li>• They resign in writing</li><li>• They pass away; or</li><li>• Their membership is cancelled by a resolution put before a General Members meeting</li></ul> <p>The person's name and date they stopped being a member is put on the register of former members.</p>
7.5	<p><b>Special Resolution (5):</b> The members resolve to amend section 5.1 of the Biripi Consolidated Rulebook as follows;</p> <p>5. Directors:</p> <p>The minimum number of Directors is 5 including up to two specialist non-member Directors.</p> <p>The maximum number of Directors is 7 including up to two specialist non-members Directors.</p>
7.6	<p><b>Special Resolution (6):</b> The members resolve to amend section 5.1 of the Biripi Consolidated Rulebook as follows;</p> <p>5.1 Eligibility of directors</p> <p>A director must:</p>

	<ul style="list-style-type: none"> <li>• be at least 18 years old</li> <li>• be a member of the corporation</li> <li>• must provide consent in writing before being appointed as a director of the corporation.</li> <li>• must complete National Police Check on a 12-month basis under the Aged Care Act 1997; and</li> <li>• must hold a current Working with check with a clearance to work with children (WWCCC)</li> <li>• must have a Director Identification number</li> </ul>
<p>7.7</p>	<p>A person who is appointed as a specialist director pursuant to rule 5.7 is not required to be a member of the corporation.</p> <p>The following people are not eligible to become directors of the corporation:</p> <ul style="list-style-type: none"> <li>• employees of the corporation</li> </ul> <p>Persons who are disqualified from managing a corporation</p> <p><b>Special Resolution (7):</b> The members resolve to replace section 5.2 of the Biripi Consolidated Rulebook as follows;</p> <p>5.2 Majority of member director requirements</p> <p>A majority of member directors of corporation must:</p> <ul style="list-style-type: none"> <li>• usually reside in the Manning District; and</li> </ul> <p>the maximum number of directors who are carers must not exceed two at any time.</p> <p>7.8</p> <p><b>Special Resolution (8):</b> The members resolve to amend section 5.3 of the Biripi Consolidated Rulebook as follows;</p> <p>5.3 Composition of the board of directors</p> <p>The board of directors will be made up as follows:</p> <p>No more than two people from each immediate family is eligible to be a director at any one time</p> <p>Immediate family means any living person directly related in any of the following ways: husband, wife, and children.</p> <p>7.9</p> <p><b>Special Resolution (9):</b> The members resolve to amend section 5.4 of the Biripi Consolidated Rulebook as follows;</p> <p>5.4 How to become a director</p> <p>The corporation can appoint a director by resolution passed at a general meeting.</p> <p>Voting members may nominate director nominees from the floor of the AGM with a process of acceptance. Nominees must be eligible under section 5.1 to be a director.</p>

The directors must give the corporation their consent in writing to be a director prior to their appointment.

The corporation must keep the written consent.

The corporation must notify the Registrar of the directors' details within 28 days after they are appointed.

Note: A consent form template that may be used for director's consent is at Schedule 2 of this rule book

7.10 **Special Resolution (10):** The members resolve to amend section 5.5 of the Biripi Consolidated Rulebook as follows;

5.5 Director terms of appointment

Directors are appointed at the AGM for a term of two years. All directors vacate their seats and are eligible to be re-elected at an AGM by members.

7.11 **Special Resolution (11):** The members resolve to replace section 5.7 of the Biripi Consolidated Rulebook as follows;

5.7 Specialist non-member Directors

Specialist non-member directors are selected because they have skills in clinical practice, out of home care for children, aged care, financial management, corporate governance, accounting, law or another field relating to the corporation's activities.

The Directors may appoint specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as a specialist non-member director, the person must give the corporation their written consent to become a director.

A specialist non-members director will have no voting rights, they are only appointed as advisors.

Specialist non-member Directors are appointed for the term specified by the directors in their appointment.

**Notice of Annual General Meeting**

	Specialist non-member directors can be appointed for a term of up to two years, and they can be reappointed.
8	Any Other Business
9	Meeting Closed