

# Durri Aboriginal Corporation Medical Service

(under special administration)

Proposed rule book changes for discussion at the AGM scheduled for 31 January 2012.

Old rule	New Rule	Proposed changes
7.4	4.5	Require feedback from members re best way to give notice of general meetings.
7.3.2	4.3	Number of members needed to ask for a general meeting to be more clearly defined.
7.6.1	4.6	Number of members needed to propose a resolution to be more clearly defined.
7.7.1	4.7	Number of members to make a quorum to be more clearly defined.
7.11.1	4.10	Allow the chair to have a casting vote. Ie if the vote is equal the chair has one additional vote to force an outcome.
7.11.5	4.11	Introduce: any member entitled to vote may demand a poll (a poll is a secret ballot).
7.12	delete	Old rules allow for resolutions to be made without holding a general meeting. Remove this old rule.
7.14	4.12	Require feedback from members if they would like to allow proxy votes. Ie members who can not attend give their voting instructions to another person.
8.1	5.1	Change minimum and maximum number of directors to 5 and 10 respectively.
New	5.2	New rule: the persons who were directors of the corporation at any time during the twelve months prior to the appointment of the special administrator on 28 November 2011 are not eligible to be directors for a term of five years after the appointment of the special administrator is terminated.
New	5.4	New rule: Composition of the board will be at least three member directors plus at least one member director who represents Bowraville / Nambucca plus at maximum of two independent specialist directors.
New	5.4	New rule: No more than one person from each immediate family is eligible to be a director at any one time. <b>Immediate family</b> means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother or step-children.
New	5.5	New rule: Independent specialist directors may be appointed by resolution passed at a directors meeting.
8.5	5.6	Directors appointed for a term of two years with no rotation requirements.

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8.7	delete	No alternate directors allowed
New	5.7	Office bearers to be only a chairperson and a vice chairperson.
New	5.8	New rule: requirement for the appointment of 'independent specialist directors' who do not need to be members, indigenous or to reside in the area. These directors must be independent and have specialist skills in financial management, corporate governance, or clinical services. These directors may be paid a director's fee in accordance with the Australian Institute of Company Directors' guidelines.
10.3	5.15	New rule: member directors are not to be paid a directors fee. Independent specialist directors may be paid a directors fee (refer to rule 5.8 above).
10.5	5.16	Restrict directors powers to delegate to another director, a committee of directors or an employee of the corporation.
11.3	5.19	Change quorum of directors to include at least one independent specialist director.
New	8.0	Amend to include electronic funds transfer approvals.
New	10	Proposed new rule to restrict the powers of the directors so that they may not in any way dispose of, charge, mortgage, pledge, encumber or otherwise deal with an asset of the corporation which consists of or includes land without first obtaining approval of the members by way of a special resolution of members at a properly convened general meeting of the corporation.
5.8	13	Require feedback from members re having another class of membership, associate member. A person who is not entitled to become a member of the corporation under rule 3.1 may apply for associate membership. Decisions on associate membership applications shall be made by the corporation at general meetings. An associate member shall have the same rights and responsibilities as a member but is not entitled to vote at meetings of the corporation or to stand for election as a director.