

**Minutes of the 2010 Special General Meeting  
Held on Friday 23 April 2010 at 11.00 am  
at Aged & Community Services SA & NT Inc,  
246 Glen Osmond Road, Fullarton  
The Meeting opened at 11.00am**

**1. Welcome**

The Chair, Rob Hankins, on behalf of the Board, welcomed Members to the Special General Meeting.

**2. Present**

There were 14 people in attendance (as per the attached Attendance Sheet).

**2.1 Apologies**

Chair advised that a number of apologies had been received being: Marcia Fisher, Flora McDonald Lodge, Dale Cleaver, Royal District Nursing Service; Natalie Rowland, District Council of Mount Barker; Susan McInerney, St John Ambulance Australia SA; Ruth Pedler, Trinity Place; Mike Rungie, ACH Group Inc; Juanita Walker, Whyalla Aged Care Inc; Pru Galvin, Adelaide Hills Community Aged Care Programme; Ingrid Stanley, Aged care Assessment Team; Julie Harrison, Aged Mental Care Services for Older People; Bronwyn Webster, City of Charles Sturt; Rebecca Thomas, City of Holdfast Bay; Erik Moen, Eudunda Senior Citizens Hostel, Peter Wright, Anglicare SA Inc, Alan Graham, Aged & Community Services SA & NT,

No additional apologies were recorded.

**3. Introduction**

The Secretary, Phillip Schmaal advised the meeting that following the Board's own internal review of its performance and functionality over the last few years, there had been unanimous agreement by the Board to recommend a reduction in the overall number of Board members, and to change the composition of the Board and the regional representation structure.

In arriving at this decision the Board had considered the fundamentals of sound corporate governance and best practice in the modern corporate world, and that the ability of any Board to function should not be based on the number of Board members, but the quality, experience and diversity of Board members.

In considering the changes to the regional structure it was felt that representation should be based on the quality and interaction between those Board members and the regions, and not necessarily on the number of people representing the regional areas.

The Board engaged ACS's solicitors, O'Loughlins, to review the proposed amendments and to review the Constitution as a whole, to ensure the proposed changes were fair, legally sound and complied with the requirements of the Incorporated Associations Act.

In accordance with the current Constitution due notice had been provided to alter the Constitution by Special Resolution. The changes had been summarised in the explanatory notes that had been circulated to members together with a marked up copy of the proposed Constitution changes.

R Hankins asked attendees if they had any questions or comments:

Craig Hall asked the meeting to consider the following amendment in relation to clause 6.8:

*“In the circumstance where a retiring member holds the office of Chair at the time of their normal retirement date, the Board by resolution may extend that member’s term of office by a further maximum 3 year period, and no further extensions would be permitted”*

The proposed amendment was discussed, but from a risk perspective it was deemed to be unnecessary.

**MOVED:** Craig Hall

**SECONDED:** No seconder

**Motion Failed** as there was no Seconder to the motion.

Craig Hall also sought clarification with respect to the reference to the use of the word ‘Rules’ rather than ‘Constitution’? The Chair advised that the modern name for a Constitution was ‘Rules’. However, clarification of the appropriate terminology to be used would be obtained before publication of the revised final document.

#### **4. Resolution:**

That the members approve the changes to the Constitution as set out below, subject to seeking clarification and correcting any errors in terms of the reference to ‘Rules’ or ‘Constitution’ under the various headings.

*To consider, and if thought fit, alter the Constitution by replacing the existing provisions thereof in their entirety with the provisions circulated to members with the Notice of this meeting provided that such latter provisions will come into effect as follows:*

- a) *All provisions with the exception of clauses 6.3 and 6.11 will come into effect from the passing of this resolution, with the existing provisions of clauses 6.3 and 6.11 remaining operative; and*
- b) *Clauses 6.3 and 6.11 will come into effect from the commencement of the next annual general meeting of the Association.*

**MOVED:** Craig Hall  
**Carried unanimously**

**SECONDED:** Dennis Chamberlain

Meeting closed at 11.25 am.

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**Chairman’s Signature**

**Date:**

## 2010 SGM Attendance List

<b>Organisation</b>	<b>Name</b>
Barossa Village Incorporated	Phillip Schmaal
ECH Inc	Rob Hankins
Eldercare Incorporated	Sara Blunt
James Brown Memorial Trust	Dennis Chamberlain
Mt View Homes Inc	Barry Graham
Resthaven Incorporated	Richard Hearn
St Basils Homes (SA)	Anne Suttie
Waikerie Community Senior Citizen's Home Inc	Sue Andrew
Boneham Cottage Homes Inc	Jenny Norman
Itallian Benevolent Foundation	Daniel Desteno
Fullarton Lutheran Homes Inc	Craig Hall
Helping Hand Aged Care Inc	Ian Hardy AM
Aged & Community Services SA & NT Inc	Peta Braendler
Aged & Community Services SA & NT Inc	Hazel Parker

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