

8 November 2024

Dear Member

## Annual General Meeting (AGM) 30 November 2024

The Board is pleased to call the 2024 Kambu Annual General Meeting to discuss the 2023-2024 financial year. You will find attached:

- **Notice of Annual General Meeting.** The Notice includes:
  - The date, time, and place of the AGM
  - AGM Agenda
  - Important information for Members relating to entitlement to vote and proxies
  - Election of Directors, including nomination materials
  - Proxy Form

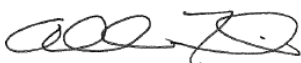
We would welcome your attendance and participation at the AGM. The Board is committed to the delivery of quality services and programs, and this includes Health. We welcome all members to come and listen to the achievements in 2023 – 2024, and to have your say. Kambu Health is strong, and the Board want to share with you the vision for the next 12 months and beyond.

Kambu Health continues to grow and has established itself as an organisation that delivers excellence in health care to our mob, being active with health management and promotion. Our babies, older children (jarjums), individuals and families are all a priority and through some significant changes based on your feedback last year and we look forward to sharing those developments and hearing what you think.

I personally hope to see you all there.

Please also find attached a letter from the Secretary in relation to election of directors this year.

Yours sincerely



**Allan Fisher**  
**Chairperson**  
**Kambu Aboriginal and Torres Strait Islander Corporation for Health**



## NOTICE OF 2024 ANNUAL GENERAL MEETING

Kambu Aboriginal and Torres Strait Islander Corporation for Health (**Corporation**) invites you to attend the Annual General Meeting (**AGM**) of the Corporation.

Date: Saturday, 30 November 2024  
Time: 10:00AM to 12:00PM  
Location: **Brothers Leagues Club Ipswich  
Upstairs Function  
Room 20 Wildey  
Street  
RACEVIEW QLD 4305**

Member registrations open at 9:30AM. Doors will close at 10:00AM

### Agenda

1. Minute's Silence
2. Meeting Rules
3. Attendees/Apologies
4. Conflict of Interest Disclosures
5. Confirmation of minutes of previous Annual General Meeting
6. Annual Reports (Chair and CEO)
7. Audit Report
8. Confirmation of Auditor Appointment
9. Confirmation of Proposed Kambu Health Rule Book Changes
10. Election of Directors for 2025 to 2025
11. Secret ballot (if required)
12. Results of Election of Directors for 2024 – 2026 announced
13. Meeting Close
14. Light Refreshments

By order of the Board

*Graham White, Secretary*  
*Kambu Aboriginal and Torres Strait Islander Corporation for Health*  
*Dated: 8 November 2024*

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## Important information

### Entitlement to Vote

For the purposes of determining a person's entitlement to vote at the meeting, **that person must be an Ordinary Member at 10:00AM on Saturday, 30 November 2024** (subject to the provisions of the *CATSI Act 2006*).

The CATSI Act provides that any new memberships applied for and accepted after the Notice of Meeting is sent may not be entered on the Register until after the general meeting – meaning that any such new members are not entitled to attend and vote at this AGM.

### Proxies

Subject to Rules 25, 26 and 27 of the Rule Book, Ordinary Members entitled to attend and vote at this AGM are entitled to appoint a proxy to attend and vote for that Ordinary Member at the AGM.

A proxy must be a member. If a member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands. The proxy votes will be collated and provided to the independent scrutineer in advance of the meeting. A proxy or attorney may vote on a poll or secret ballot. Proxies may also demand or join in demanding a poll or secret ballot.

A proxy may only vote or abstain where the appointment of the proxy DIRECTS the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted the voted proxy in the manner directed.

A person must not exercise proxies for more than one member. A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting date(s) where the proxy may be used, and it must be signed and dated by the member.

Forms to appoint proxies **must be received** by the corporation at its Registered Office, 27 Roderick Street, Ipswich Q 4305 by mail or by hand delivery **at least 48 hours before the meeting**.

The Proxy Form can also be scanned and emailed to the corporation's Secretary at [Kristen.Powles@kambuhealth.com.au](mailto:Kristen.Powles@kambuhealth.com.au) so that it is received at least 48 hours before the meeting.

**The Corporation MUST RECEIVE the Proxy's appointment by NO LATER THAN 10:00AM, THURSDAY 28 November 2024 (48 hours before the meeting) or it is not valid and cannot be counted.** **OUR PEOPLE - OUR COMMUNITY - OUR HEALTH - OUR WAY** [www.kambuhealth.com.au](http://www.kambuhealth.com.au)

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## Election of Directors

The current board (consisting of six (6) directors) is listed in alphabetical order, director type and appointment expiry date:

Name	Director type	Appointment expiry date
Maria Baker	Elected director at 2022 AGM	12 November 2024*
Jill Davidson	Elected director at 2013 AGM	11 November 2025
Allan Fisher (Chair)	Elected director at 2020 AGM	12 November 2024*
Matthew Lupi	Skills-based Director	19 December 2024
Rhianna Patrick (Deputy Chair)	Elected director at 2023 AGM	11 November 2025
Damain Storey	Elected director at 2019 AGM	11 November 2025

\* Term will expire at the end of the Annual General Meeting.

Expiring director positions are available for nomination and election. As at the date of this Notice, the following directors' terms will expire on 12 November 2024 and as such are available for re-election:

1. Ms Maria Baker
2. Mr Allan Fisher

In addition, Rule 34 of the Rule Book requires that in order for a person to be eligible to be elected as an Elected Director (**Nominee**), a written notice signed by the Nominee must be received at Kambu Health's registered office at least 14 days prior to the meeting at which the election is to take place. The notice must contain:

1. the Nominee's consent to the nomination
2. the name of the Member making the nomination
3. the skills and attributes that the Nominee has that make the Nominee a suitable candidate for the office of Elected Director.

Seven days prior to the AGM a **WRITTEN NOTICE** will be sent to each Member with the right to vote. The **WRITTEN NOTICE** will contain a list of **ELIGIBLE NOMINEES** and useful information about the skills, attributes and qualities of each Nominee.

At the direction of the chairperson a **PAPER BALLOT** will be issued to each voting member present at the time of Members Registration prior to the start of the Annual General Meeting. Lost or misplaced Ballots **WILL NOT be re-issued**. The Paper Ballot must be used by the member to vote for the nominees he or she prefers, by ordinary resolution. Ballots will be called as indicated in the agenda.

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Members who are unable to attend the AGM may appoint a proxy to vote as directed. The directed proxies will be collated and provided to the independent scrutineer to be included in the ballot. To appoint a proxy, the member must submit a completed proxy form to be received by the corporation by **10:00AM on 28 November 2024**. Late submissions cannot be accepted.

A Proxy Form has been provided with this notice.

Voting will be closed at the time the ballots are called. Ballots will be counted and scrutinised by the corporation's independent auditor. Results will be announced before the business of the general meeting concludes.

### Important Dates:

- Elected Director Nominations **MUST** be received **no later than 4pm, Friday 15 November 2024**
- Properly Completed Proxies **MUST** be received **no later than 10:00am Thursday 28 November 2024**

### Video

The AGM will be video recorded for security purposes.

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## PROXY FORM - APPOINTMENT OF PROXY

### *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name of member appointing proxy) (address of member appointing proxy)

being an Ordinary Member of Kambu Aboriginal and Torres Strait Islander Corporation for Health (Kambu Health), **HEREBY APPOINT:**

\_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (address of member appointed proxy)

as my proxy to vote for me on my behalf at the Annual General Meeting (AGM) of the corporation to be held on 30 November 2024 and at any adjournment of that meeting. **I DIRECT** my Proxy to vote as follows on the following resolutions:

#### **Election of Directors:**

I **DIRECT** my Proxy to vote for the following nominees in the Election of Elected Directors:

1.	
2.	
3.	

**Signed:** \_\_\_\_\_ **Date:** \_\_\_\_\_  
(signature of member appointing proxy)

The Proxy Form **MUST BE RECEIVED** by the corporation at least 48 hours before the meeting (i.e. by 10:00AM, 28 November 2024) at the corporation's Registered Office, 27 Roderick Street, Ipswich QLD 4305 by mail, or hand delivery, or by email (scanned) to the corporation's Company Secretary [Kristen.Powles@kambuhealth.com.au](mailto:Kristen.Powles@kambuhealth.com.au).

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### *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

I, \_\_\_\_\_ of \_\_\_\_\_  
 (full name of member appointing proxy) (address of member appointing proxy)

being an Ordinary Member of Kambu Aboriginal and Torres Strait Islander Corporation for Health (Kambu Health), **HEREBY APPOINT:**

\_\_\_\_\_ of \_\_\_\_\_  
 (full name of proxy) (address of member appointed proxy)

as my proxy to vote for me on my behalf at the Annual General Meeting (AGM) of the corporation to be held on 30 November 2024 and at any adjournment of that meeting. **I DIRECT** my Proxy to vote as follows on the following resolutions:

That the **KAMBU HEALTH MEMBERS APPROVE** the proposed changes to the Rule Book.

**I DIRECT** my Proxy to vote as follows:

- **FOR**
- **AGAINST**

**Signed:** \_\_\_\_\_ **Date:** \_\_\_\_\_

(signature of member appointing proxy)

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8 November 2024

Dear Member

## Election of Directors

At the Annual General Meeting this year Ordinary (voting) members will be able to elect up to **two (2)** directors.

Rule 34 of the corporation's Rule Book lists the criteria about who may stand for election as a director and the steps that must be followed by the person who wishes to be or agrees to be nominated as a candidate (the nominee). Rule 34 is extracted and attached to this letter for your reference.

**For a person to be eligible to stand for election, properly completed nominations from eligible members must be received at the corporation's registered office, 27 Roderick Street, Ipswich, before 4.00pm Friday 15 November 2024. You can leave your form at Reception or email it to the Secretary via the email address below.**

A high functioning board should contain a balanced mix of skills and attributes. All nominees or new directors are required to complete a director's capability self-assessment so that skills and attributes can be assessed, and relevant board training organised as required. Nominees are asked to provide written confirmation with their nomination that they agree to undertake such training.

Included in the pack is a **Director Nomination Form**. If you have any other queries, you can contact me by email at [Kristen.Powles@kambuhealth.com.au](mailto:Kristen.Powles@kambuhealth.com.au) or call the mobile number below.

*Graham White, Secretary  
Kambu Aboriginal and Torres Strait Islander Corporation for Health*

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## Rule 34 – Nomination of Elected Directors

### 1. Nomination of Elected Directors

- 1.1 A person, other than a retiring Elected Director, is not eligible for election as an Elected Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Corporation's registered office a written notice signed by the person:
- (a) giving the person's consent to the nomination; and
  - (b) stating:
    - (i) either that the person is a candidate for the office of Elected Director or that the Member intends to propose the person for election; and
    - (ii) the skills and attributes that the person has that make that person a suitable candidate for the office of Elected Director.
- 1.2 A notice given in accordance with clause 34.1 must be left at the Corporation's registered office at least 14 days before the relevant general meeting.
- 1.3 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.
- 1.4 To be eligible to be elected as an Elected Director a person must:
- (a) be a Full Member;
  - (b) be an Aboriginal or Torres Strait Islander person;
  - (c) reside in the Geographic Service Area at the time of their election;
  - (d) not be a Close Family Relative of a person in the Senior Management Team;
  - (e) not be a Close Family Relative of a Director;
  - (f) not, or not have been for three years prior to the date of nomination, an employee or contractor to the Corporation;
  - (g) comply with the Police Check Requirements;
  - (h) be independent of any organisation that provides funding or sponsorship to the Corporation; and
  - (i) have completed a Directors' Qualification Course within one year of being appointed an Elected Director, unless the Director has previously completed a course that the Board is satisfied meets this requirement.

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# NOMINATION, NOTICE OF CONSENT TO ACT AS DIRECTOR AND DECLARATION OF ELIGIBILITY AND SUITABILITY

## Part 1

To: Secretary

Kambu Aboriginal and Torres Strait Islander Corporation for Health

I, (circle one: Mr / Mrs / Ms / Miss) Name (print) \_\_\_\_\_  
of (your suburb, town/city) \_\_\_\_\_, Queensland

**Declare** my intention to nominate as an Elected Director of the Kambu Health Board and state that I comply with the eligibility requirements of the Rule book and demonstrate the skills and attributes suitable for a Director.

### **Eligibility Requirements – (tick the box next to each statement that is true to your circumstances):**

- ☐ I am a Full Member of Kambu Health Board.
- ☐ I am an Aboriginal or Torres Strait Islander person, over 18 years of age, living in the geographic service area.
- ☐ I am not a close family relative (spouse/partner, parent/child, sister/brother) of a person in the Kambu Health Executive Leadership Team reporting directly to the CEO or of a continuing Director.
- ☐ I am not employed with or contract to Kambu Health nor have I been contracted/employed with Kambu Health for at least 3 years prior to the date of this declaration.
- ☐ I am independent of any organisation that provides funding or sponsorship to Kambu Health.
- ☐ I consent to the corporation conducting a Police Check and if elected will immediately provide a completed Police Check Application consent with photocopied 100 points of ID.

### **Suitable Skills and Attributes (tick the box next to each statement that is true to your circumstances):**

- ☐ I have honestly assessed my skills and capacities and **include** with this declaration **a summary of the skills and attributes that make that me a suitable candidate** for the office of Elected Director and agree to complete any training requirements I now lack should I be elected.
- ☐ I have reviewed the Description of the Role and Responsibilities of a Director and agree to faithfully adhere to the duties, principles and standards of behaviour required of a Director should I be elected to the Kambu Health Board.
- ☐ I will commit the time and energy required to prepare and attend board meetings, workshops, information sessions, director-related training and to participate in the making of informed, accountable and appropriate governance decisions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature \_\_\_\_\_

## NOTICE OF CONSENT TO ACT AS DIRECTOR AND NOMINATION

### Part 2

I, Name (print) _____  (insert name of Director candidate)  of _____, QLD
---

Consent to act as Director to the Kambu Aboriginal and Torres Strait Islander Corporation for Health registered pursuant to: Section 257-15 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* until my term of office as Director has been completed or by tender of my written resignation.

My full particulars are:

Full Name:
Former Name:
Address:
Date of Birth:
Place of Birth:

If elected, I request that my appointment as Director of the Company be confirmed, and appropriate notification given to the Australian Office of the Registrar of Indigenous Corporations and/or Australian Charities and Not-for-profit Commission.

I declare that I am not disqualified from:

- managing a corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* (CATSI Act) or
- being a responsible person under the *Australian Charities and Not-for-profit Commission Act 2012 (Cth)* (ACNC Act) within the previous 12 months.

The skills and attributes that I have that make me a suitable candidate for the office of Elected Director include: *(list your skills and attributes, attach an additional signed page if insufficient space)*

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature \_\_\_\_\_

## NOTICE OF CONSENT TO ACT AS DIRECTOR AND NOMINATION

### Part 3

I, Name (print) \_\_\_\_\_

*(insert name of **Ordinary Member supporting the nomination**)*

of \_\_\_\_\_, QLD

1. Am an Ordinary Member of the company and support the nomination of this person to the Kambu Health Board of Directors, and know the declarations made by this person in this Notice to be true in every particular.

2. State that the skills and attributes that \_\_\_\_\_ has makes  
*(insert name of candidate)*  
him / her a suitable candidate for the office of Elected Director.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature \_\_\_\_\_



## Attachment: Description of the Role and Responsibilities of a Director

### Directors Duties prescribed by law

Directors are bound by law, both statutory and common, and by equitable principles, to exercise their responsibilities and powers in good faith, in the best interests of the organisation and for a proper purpose. The duties prescribed by these bodies of law equate to a set of standards of behaviour that tell the Directors what not to do and how they have to behave in doing their job. There are significant penalties attached to breaches of duty.

Director's duties are predominantly derived from the Corporations Act 2001 and common law. As Kambu Health is incorporated under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)*, or the 'CATSI Act', Kambu Health's board of Directors are subject to the CATSI Act and Rules of Constitution. Though there are a few differences, the CATSI Act is very nearly identical to the *Corporations Act (Cth)* which oversees the governance and regulation of all corporations in Australia.

### As a Director you:

- are in a position of trust and have a relationship of a fiduciary nature with the organisation. This means that you have a responsibility to act honestly, openly and in the best interests of Kambu Health in all dealings with Kambu Health and its stakeholders. You
- are expected to maintain a high level of integrity and ethical standards and act to the best of your ability.
- have a duty to act in good faith in the interests of Kambu Health and not for any collateral or improper purpose.
- have a duty to exercise care and diligence, to be informed and apply your independent judgement to matters that come before the board.
- have a duty to avoid situations where your duty to act in the interests of Kambu Health results in actual or perceived conflict with your interests or the interests of others with whom you are connected; you have a duty to disclose any such conflicts to the Board or an appropriate authorised person.
- must not take advantage of your position to serve yours or others interests. For instance, you must not disclose or use commercial in confidence information, gained through your position as a Board member, for your own advantage or that of a family member, friend or associate.
- are required to provide full and accurate information to the Board or an appropriate authorised person about any interests you or others associated with you have in matters that come before the Board.

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Events  
Health Promotions  
Legal Services  
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## Specific Responsibilities

**Directors have varying levels of responsibility and are required to:**

- attend regular Board meetings
- participate in strategic and operational decision making
- contribute to strategic direction
- set policy and procedures
- keep financial records and approve budgets.

**In addition, Directors must also:**

- apply accepted principles of good governance
- recognise government policy and practices
- act in accordance with ethical principles imbedded in the CATSI Act and Rules
- liaise with stakeholders /members
- use public resources efficiently and effectively
- familiarise themselves with the organisation that the Board represents
- take reasonable steps to ensure that they are informed about the business of the Board to make informed decisions.

**A chair's responsibilities (i.e. a chair of the board) may include:**

- setting the agenda
- facilitating the flow of information and discussion
- ensuring the board operates effectively
- reviewing board and organisational performance
- inducting and mentoring new board members.

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### Corporate

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## KAMBU ABORIGINAL AND TORRES STRAIT ISLANDER CORPORATION FOR HEALTH ICN 7942 (Kambu Health) ELECTED DIRECTOR ELIGIBILITY RULES SUMMARY

### *Constitution of Kambu Aboriginal and Torres Strait Islander Corporation for Health*

#### **RULE 34 - Nomination of Elected Directors**

- A person is not eligible for election as an Elected Director unless they or a Member nominating them leaves written notice at the Company's Registered Office – 27 Roderick Street, Ipswich signed by the person, at least 14 days before the 2024 Annual General Meeting stating that -
  - the person consents to the nomination, and
  - they are a candidate for an Elected Director, or the Member intends to propose them for election and the skills and attributes the person has that make them a suitable candidate.

34.4 To be eligible to be elected as an elected Director a person must:

- a) Be a full Member
- b) Be an Aboriginal or Torres Strait Islander person
- c) Reside in the Geographic Service Area at the time of their election
- d) Not be a Close Family Relative of a person in the Executive Management Team
- e) Not be a Close Family Relative of a Director
- f) Not, or not have been for THREE (3) years prior to the date of nomination, an employee or contractor to Kambu Health
- g) Comply with the Police Check Requirements
- h) Be independent of any organisation that provides funding or sponsorship to Kambu Health
- i) Have completed a Directors' Qualification Course within one year of being appointed to the Board, unless the Director has previously completed a course that the Board is satisfied meets this requirement

#### **RULE 36 Police Check Requirements:**

- Any person who is nominated for the position of Director, and any person appointed to the Board, MUST as a condition of nomination or appointment consent to the Company conducting a Police Check on that person
- The nominee or Director must do all things necessary to facilitate the Company in conducting the Police Check
- A person's nomination may be rejected if the person does not agree to a Police Check, or if the Board acting reasonably, considers that the disclosures contained in the Police Check indicate that the person is not a fit and proper person to act as a director of the Company

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#### **Health**

Ipswich Clinic PH: (07) 3810 3000  
Laidley Clinic PH: (07) 5465 3541  
Social Health  
Transport

#### **Education**

Ipswich Children and Family Centre PH: (07) 3810 3010  
Kambu Amaroo Long Day Care Centre and  
Kindergarten Program PH: (07) 3812 2258

#### **Programs**

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- A Director that is the subject of a Police Check must excuse himself/herself from any discussion of the Police Check by the Board and must **NOT VOTE** on whether the Police Check is acceptable to the Board
- Board must **NOT ALLOW** a person with a criminal history of an indictable offence (offences related to acts of fraud, indecency, sexual assault, violent assault or any offence that would prohibit the person from managing a corporation under the *CATSI Act*) to be appointed or remain on the Board
- The Corporation will adhere to any relevant annulled conviction legislation which requires that, in certain circumstances, minor convictions are annulled. Once a conviction has been annulled, the nominee or Director is not required to disclose the conviction.

## OTHER KAMBU RULES & *CATSI Act* provisions

### RULE 30 - Number of Directors:

- Board must consist of **not fewer than three (3) and not more than seven (7) directors.**
- Board will consist of Directors elected by Members and up to two (2) skills-based directors.
- The Board has approved a board composition of seven (7) directors inclusive of two (2) skills-based Directors.
- At least 50 per cent of the Directors must reside in the Kambu Health geographic service area.
- Where there is not a sufficient number of directors the Board may appoint a casual Director with ties to the geographic service area until the next AGM.

### RULE 31 - Appointment and removal of Directors

- Term of an Elected Director's appointment is two (2) years, and term of a Skills-based Director is one (1) year
- Skills-based Directors are appointed and removed from office by a majority 75% vote of elected Directors

**RULE 32 – Skills-based Directors** – considerations and criteria are set out in the Rule book.

## ***Corporation (Aboriginal and Torres Strait Islander) Act 2006 (Cth) (CATSI)***

### **CATSI DIV 246 – Appointment of Directors, 246 – 1 Eligibility for appointment as a director**

- The person must be at least 18 years of age and (with the exception of skills-based directors) a member of Kambu Health and an Aboriginal or Torres Strait Islander person.
- A person is not eligible if he or she has been disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 and may only be appointed with permission granted from the Registrar or with leave granted by the Court.

### **CATSI DIV 246 – Appointment of Directors, 246 – 5 Majority of director requirements**

- Majority of Directors must be Aboriginal and Torres Strait Islander persons, reside in Australia and be members of the corporation

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