



Australian Divisions of **General Practice**

**AUSTRALIAN DIVISIONS OF GENERAL PRACTICE LIMITED
ACN 082 812 146**

**NOTICE OF GENERAL MEETING
SATURDAY, 25th OCTOBER 2003
5 pm EST**

Notice is given to the Members of Australian Divisions of General Practice Limited (the Company) that a General Meeting of the Company will be held at the **General Practice Divisions Victoria, First Floor, 458 Swanston St., Carlton VICTORIA 3053** on **Saturday, 25th October 2003 at 5.00 pm EST** to consider, and if thought fit, to pass the following resolution:

SPECIAL RESOLUTION

To resolve as a special resolution

that in Article 46 of the Articles of Association of the Company the words 'the minimum number fixed by Article 27' be deleted and replaced with the words '10 Directors'.

(Explanatory notes at **Attachment A**)

Proxies:

Members have the right to appoint a proxy. A proxy need not be a Member of the Company. A Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Completed proxy forms must be lodged with the Company at its office at the Minter Ellison Building, Ground Floor, 25 National Circuit, FORREST ACT 2603 not less than 24 hours prior to the General Meeting ie by 5.00pm on Friday, 24th October 2003 (EST).

In accordance with the *Corporations Act*, Members seeking to appoint a proxy to vote on their behalf can lodge the proxy form by facsimile transmission provided that it is transmitted to the Company not less than 24 hours before the time of the meeting.

The Company's fax number is **02 6228 0899**.

DATED 1st October 2003

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'Steve Clark', is written in a cursive style.

Steve Clark (Dr)
Company Secretary

Attachment A

Australian Divisions of General Practice Limited

Amendment to Article 46

Explanatory Notes:

Article 46 of the Articles of Association of the Company provides that if the number of Directors of the Board is reduced below the minimum number fixed by Article 27 (namely 14 Directors), the continuing Directors may act for the purpose of increasing the number of Directors to that number or convening a general meeting of the Company, but for no other purpose.

ADGP's legal advice is that this is an unusual and impractical provision as it has the effect that the Board cannot transact its business without a full complement of all 14 Directors. The more typical provision is that a Board cannot act without its numbers being at least equal to the usual quorum of Directors.

The Board proposes this special resolution in order to amend Article 46 in order to bring the provision into line with common corporate practice and provide that the Board will be able to act provided that it has at least a quorum of Directors (two-thirds, being 10), despite the fact that it does not have a full complement of Directors. The number '10' has been proposed rather than a reference to 'quorum', given that the quorum varies depending on the number of Directors.

Due to the recent resignation of one of the Directors, the Board currently consists of 13 Directors. Provision exists for the replacement of vacancies in the office of a Director by the relevant State Based Organisation (Article 34). However, the SBO concerned has not filled the vacancy.

If passed, the amendments will not have the effect that the size of the Board will be reduced or that any or all of the positions will not be filled. The relevant SBO remains entitled to appoint the 14th Director upon completion of its internal procedures. The change simply permits the Board to act despite it having less than 14 directors, provided that it has at least 10 Directors.

The ADGP Board recommends that members approve the proposed resolution.

Attachment B

Australian Divisions of General Practice Limited
ACN 082 812 146

PROXY FORM

The Secretary
Australian Divisions of General Practice Limited
25 National Circuit, Forrest ACT 2603

Iofbeing a member of Australian Divisions of General Practice Limited (**Company**) appointas my proxy to vote for me at the General Meeting of the Company, to be held on Saturday, 25th October 2003 at 5.00 pm EST and at any adjournment of that meeting or, if I have not nominated a proxy or if the nominee is absent from the meeting, the Chairperson of the meeting as my proxy to vote on my behalf in accordance with the following instructions (or if no instructions are given, as the proxy sees fit).

Signed:

Dated:

Directing your Proxy

To instruct your proxy how to vote, insert 'X' in the appropriate column against the item of business. If you do not instruct your proxy how to vote on the resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I instruct my proxy to vote as follows:

Special Resolution:

	For	Against	Abstain
Special Resolution to amend Article 46	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important:

1. *The Chairperson of the meeting intends to vote undirected proxies in favour of the resolution.*
2. *A proxy need not be a member of the Company.*