

# Explanatory Statement

for members

Proposed Amalgamation between:

Inner Eastern Melbourne Division of General Practice Ltd (IEMDGP)

and

Whitehorse Division of General Practice Inc (WDGP)

To create:

***Melbourne East  
General Practice  
Network Ltd***

Dear Member,

Enclosed is an Explanatory Statement to inform you about the proposed amalgamation of Inner Eastern Melbourne Division of General Practice Ltd (IEMDGP) and Whitehorse Division of General Practice Inc (WDGP) including its subsidiary company General Practice Support Services (VIC) Ltd.

The Directors of IEMDGP and WDGP unanimously recommend that you approve the proposed amalgamation. Amalgamation offers our members benefits and opportunities that are significant and include:

- Increased potential for the voice of General Practice to be heard, and for General Practice to remain at the forefront of primary health care within our community.
- Increased potential for sustainability which:
  - Ensures GPs continue to lead and shape decisions about primary health care services, activities and needs within this local community.
  - Enables access to economies of scale and scope and therefore the development and delivery of new and/or enhanced services and benefits to the membership and their patients.
  - Provides retention of GP leadership of this type of organization. The alternative is that funds for the activities and services we currently provide could be allocated to a non-GP lead service provider.

The opinion of two independent firms of advisors has been sought on the proposed amalgamation. Financial advisors Deloitte Touche Tohmatsu and legal advisors Health Legal provide their respective opinions at **Section 8**.

Two special general meetings will be held in March 2008 at which members will be invited to vote on the proposal to amalgamate. The details on amalgamation have been provided to you in this Explanatory Statement, and more generally in recent newsletters, specific letters to members, and via our websites ([www.iemdgpc.com.au](http://www.iemdgpc.com.au) and [www.wdgp.com.au](http://www.wdgp.com.au)). The voting arrangements for each meeting are detailed in **Section 6.3** of the Explanatory Statement.

We ask you to read the whole of the Explanatory Statement.

We urge you to vote in favour of the amalgamation.

If you have questions about this proposed amalgamation, please do not hesitate to contact either of us via our respective Divisions (IEMDGP: 9816 9096 or WDGP: 8878 3755).

Yours sincerely,



Linden Smibert  
Chair of IEMDGP



Chris Pearce  
President of WDGP

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## Important Dates: Special General Meetings

<b>IEMDGP</b>	<b>WDGP</b>
<b>Thursday 13 March 2008 6.30pm</b> Seminar Room St Georges Hospital 283 Cotham Road Kew 3101	<b>Wednesday 19 March 2008 7pm</b> Whitehorse Division Training & Edn Centre Suite 12 / 317 – 321 Whitehorse Rd, Nunawading 3131  (Above 40 Winks, parking in service road)

### Amalgamation Information:

If you have any questions about the information in this Explanatory Statement or what steps to take, please call one of the following numbers or go to the websites:

#### IEMDGP

Can be contacted on Tel: 9816 9096 or go to [www.iemdgp.com.au](http://www.iemdgp.com.au)

#### WDGP

Can be contacted on Tel: 8878 3755 or go to [www.wdgp.com.au](http://www.wdgp.com.au)

# Explanatory Statement

This document sets out the case for amalgamation, the effects of the amalgamation, and all other information known to the IEMDGP and WDGP directors which is material to the proposal. The purpose is to provide members with sufficient information to allow them to make an informed decision regarding the proposal.

## 1. Introduction

### 1.1 *Why are we sending you this Explanatory Statement?*

The Boards of Inner Eastern Melbourne (IEMDGP) and Whitehorse (WDGP) Divisions of General Practice respectively are sending you this Explanatory Statement to:

- inform you about the proposed amalgamation of IEMDGP and WDGP ('amalgamation')
- ask voting members of IEMDGP and WDGP to pass special resolutions necessary to effect the amalgamation.

### 1.2 *Purpose of this Explanatory Statement*

This Explanatory Statement has been prepared to:

- explain the terms of the amalgamation and the manner in which it will be implemented;
- explain the effect of the amalgamation on you as a member of either Division; and
- provide you with information to consider before voting.

### 1.3 *What do your Boards recommend?*

The directors of IEMDGP and WDGP unanimously recommend that you approve the amalgamation.

### 1.4 *What should you do next?*

If you are a primary member of IEMDGP or a full member of WDGP you are entitled to vote on whether the amalgamation proposal should proceed.

You should read and carefully consider the information in this Explanatory Statement to help you make an informed decision on whether to agree to the proposal. As discussed below, meetings to vote on the necessary resolutions will occur on **Thursday 13 March 2008** (for IEMDGP), and **Wednesday 19 March 2008** (for WDGP) respectively. If you have any questions about the information in this Explanatory Statement or what steps to take, please call one of the following numbers:

IEMDGP members    Tel: 9816 9096

WDGP members      Tel: 8878 3755

## 2. History of the Two Divisions

### IEMDGP

IEMDGP came into existence 30<sup>th</sup> September 1993 incorporated under the Commonwealth Corporations Act 2001.

IEMDGP has eight board positions, all being GP directors.

IEMDGP covers all of, and just beyond, the municipality of Boroondara, and is established to deliver local health solutions through general practice.

IEMDGP is solvent and in a strong financial position. As at 30 June 2007 IEMDGP enjoyed net assets of **\$248,008**.

### WDGP

Whilst incorporated under the Victorian Associations Incorporations Act 1981, WDGP came into existence on 23<sup>rd</sup> December 1993 as Mid Eastern Region Division of General Practice, and was subsequently renamed as Whitehorse Division of General Practice on 4<sup>th</sup> May 1994.

WDGP has ten board positions – eight being GP directors and two non-GP directors.

WDGP is located in the central eastern suburbs of Melbourne predominantly covering the cities of Whitehorse, Manningham, and Maroondah, and is established to deliver local health solutions through general practice.

WDGP is solvent and in a strong financial position. As at 30 June 2007 WDGP (as a parent entity of GPSS, its accounts are consolidated with those of GPSS) enjoyed net assets (parent entity only) of **\$610,835**.

### GPSS

Developing from an “Alternative to Corporatisation” project in 1999, General Practice Support Services (VIC) Ltd (GPSS) came into existence on 14<sup>th</sup> June 2002, incorporated under the Commonwealth Corporations Act 2001.

GPSS is a not for profit entity. WDGP has control over appointment of directors. GPSS operates the Eastern Suburbs GPs After Hours Clinic.

GPSS exists to deliver local health solutions through general practice and provides the role of a service company for WDGP. It is not limited by geographic boundaries.

GPSS is solvent and in a strong financial position. As at 30 June 2007 GPSS enjoyed net assets of **\$41,330**.

### 3. Summary of proposal

The proposed amalgamation of the two Divisions will create the *Melbourne East General Practice Network Ltd* with a potential combined membership of over 1,000 members.

There are five main areas of change:

- Organisation name
- Types of members
- Composition of Directors
- Modernisation of the Constitution
- Updating of the Corporate structure more suited to a larger organisation

#### Areas of change / rationale for change

##### *Organisation Name*

The name *Melbourne East General Practice Network* has been selected by IEMDGP and WDGP. *Melbourne East General Practice Network* is a name that highlights our primary purpose of supporting GPs to deliver local health solutions through general practice; it creates national recognition for an area east of Melbourne, and provides unity for members through the network.

##### *Types of Members*

In broad terms, the three membership categories will be:

- Full members – GPs working in the catchment area
- Associate members – GPs not working in the area
- Affiliate members – other persons or organizations who have an interest in and support the objects of the *Melbourne East General Practice Network*.

In addition to the above classification, a clause has been designed to allow full membership of previous IEMDGP primary members and WDGP full members to ensure no disadvantage.

See **Section 7.5** below for a full description of the new membership categories.

##### *Composition of Directors*

An Interim Board is proposed in the period up to and including the 2009 annual general meeting of the *Melbourne East General Practice Network*. This Interim Board will have 10 directors, two of whom will be non-GP directors. The Interim Board will have four GP directors each from the previous IEMDGP and WDGP boards.

After the 2009 AGM, the substantive Board will have 8 directors, two of whom will be directors appointed by the board.

##### *Modernisation of the Constitution*

The new Constitution reflects current Corporations Law.

## *Updating of the Corporate structure more suited to a larger organisation*

A legal mechanism for the amalgamation is proposed, one that simplifies the process and enables concentration on the business of serving members and the community, and prudent financial management.

### **4. Reasons for considering Amalgamation**

Last year, IEMDGP approached WDGP with a request to consider amalgamating the two divisions.

The Board of IEMDGP believed then - and continues to believe - that amalgamation would be in the best interests of serving its members and community better, and aligns well with the missions and goals of IEMDGP. The two Divisions share many members and programs, and have many common ideals and aspirations.

IEMDGP - as a stand-alone division - is likely to face challenges to its relevance in the near future. The area serviced by IEMDGP no longer has a hospital in it. The small size of IEMDGP makes its impact on key stakeholders in the local primary care sector questionable.

IEMDGP is also likely to face financial challenges. The total funding for IEMDGP has diminished over time, which, in turn, has affected its capacity to deliver services and programs to members.

Continued funding for IEMDGP as a stand-alone division cannot be guaranteed after 30 June 2008. The Commonwealth has stated that it will only continue to fund divisions of general practice that have amalgamated with other divisions by 30 June 2008 or are accredited. The accreditation of IEMDGP - which was extended by 12 months - ends on 8 July 2008. IEMDGP has begun preparing to seek re-accreditation and is seeking to engage staff to oversee the re-accreditation process. However, a significant amount of work remains to be done, and the Board of IEMDGP believes that it will be difficult and the possibility exists that IEMDGP will not be re-accredited within the time available. If IEMDGP is not reaccredited on 8 July 2008 and has not amalgamated, it will not, on the basis of the statements made by the Commonwealth, be funded after 30 June 2008.

### **5. Benefits of Amalgamation**

Since last year, the two Divisions have been investigating the possibility of amalgamation. The potential benefits include:

- Increased potential for sustainability of the organisation. Sustainability ensures the retention of:
  - Services and benefits for GPs and their practices in the local area
  - GP's leading and shaping the decisions about primary health care services, activities and needs in the local area
  - A GP lead organisation, rather than the funds being devolved to a non-GP service provider.
- Increased potential for the voice of General Practice to be heard, and for general practice to remain at the forefront of primary health care within the community.

Other benefits anticipated as a consequence of amalgamation include:

- Improved/Increased scope of services
- Retaining/attracting quality staff
- More control/advocacy
- Building capacity and research
- Higher profile

Anticipated efficiencies and benefits include:

- Ability to attract more funding due to an enlarged business structure
- Economies of scale should reduce business costs
- Growing the business, providing more services

## **5.1 Members**

Combining the Divisions will maximize resource availability to members by reducing duplication and increasing breadth and intensity of services.

GPs who currently are 'primary members' of IEMDGP and full members of WDGP will be eligible for full membership and will not be disadvantaged after the amalgamation.

## **5.2 Staff**

Retaining high quality staff is a priority. Benefits for staff include an ability to further their careers through a larger organization. Thus a training ground is enabled for newer graduates, and postgraduate development opportunities are available for career advancement through a middle management structure. A larger organization will also provide staff with opportunities to broaden their experiences whilst working with and supporting general practice.

## **5.3 Stakeholders**

Public and private health service providers all have an interest in working with GPs to improve continuity of care for their shared patients. These stakeholders use Divisions to coordinate and gain access to local GPs. *Melbourne East General Practice Network* combines two existing Divisions which will ease the integration and coordination with general practice.

## **5.4 Funding Bodies**

*Melbourne East General Practice Network* offers a more effective position for advocacy with regard to the Department of Human Services (Victoria), Eastern Health (hospital network), and the Department of Health and Ageing (Commonwealth). *Melbourne East General Practice Network* will be large enough to provide meaningful results to these bodies which in turn should facilitate greater cooperation between *Melbourne East General Practice Network* and those organisations.

## 6. Implementation of Amalgamation

### 6.1 How it will take place?

The amalgamation involves the following legal steps:

#### a) Agreement

The Divisions are negotiating a binding agreement to govern the amalgamation ('Agreement'). The Agreement will provide that the amalgamation is conditional on approval by the members of the Divisions by passage of the necessary special resolutions. If those special resolutions are not passed, the amalgamation will not occur.

The Agreement will also be conditional on WDGP applying to ASIC to become a company limited by guarantee, and ASIC approving that application. If the application is approved, WDGP will become the Melbourne East General Practice Network.

The Agreement will provide that the application to ASIC will be accompanied by a new constitution. That constitution is modeled on the current constitution of IEMDGP. The constitution is described - in broad terms - in section 3 below. A copy of that constitution is attached to this Explanatory Statement.

The final condition for the amalgamation under the Agreement is that the Commonwealth agrees to fund the Melbourne East General Practice Network Ltd.

#### b) Amalgamation

If all of the conditions specified above are fulfilled, the amalgamation will proceed. The amalgamation involves:

- WDGP offering employment to employees of IEMDGP on terms no less favourable than those they enjoy with IEMDGP – the accrued entitlements of those employees who choose to transfer to WDGP will be preserved;
- the assets of IEMDGP (less an amount necessary for IEMDGP to remain solvent) being transferred to WDGP along with relevant records of IEMDGP;
- transfer of agreements to which IEMDGP is a party to WDGP.

Some time after the amalgamation, it is expected that IEMDGP will be wound up.

#### c) Steps to have the amalgamation approved

IEMDGP and WDGP will take the following steps to have the amalgamation approved:

- On 13 March 2008:  
A special general meeting (SGM) will be held for primary members of IEMDGP to vote on a special resolution to authorize the Board to carry out the amalgamation and to amend the Constitution of IEMDGP for that purpose.
- On 19 March 2008:  
A special general meeting (SGM) will be held for full members of WDGP to vote on a special resolution to consent to the transfer of the incorporation of WDGP to that of a company limited by guarantee with a constitution and the Board described elsewhere in this Explanatory Statement and to authorize the amalgamation.

Please refer to **Section 6.3** for more information on voting.

## **6.2 Special General Meetings**

The IEMDGP special general meeting will be held **Thursday 13 March 2008 commencing at 6.30pm** at Seminar Room, St Georges Hospital, 283 Cotham Road, Kew 3101.

The WDGP special general meeting will be held **Wednesday 19 March 2008 commencing at 7pm** at **Whitehorse Division office** (Suite 13/317 – 321 Whitehorse Rd, Nunawading – above 40 Winks – parking in service road).

## **6.3 Voting / Proxies**

### **IEMDGP**

Each primary member of IEMDGP is entitled to attend the IEMDGP SGM and vote on the special resolution. A primary member may appoint another primary member as proxy in accordance with the Constitution of IEMDGP. A primary member may vote in person or by proxy.

Voting will be by a show of hands unless a poll is demanded in accordance with the Constitution.

If voting is by show of hands, primary members who have been appointed as proxies may only cast their votes as primary members, and not their votes as proxies.

If a poll is demanded, and the demand not withdrawn, the poll will be taken when and in the manner that the chair of the meeting directs.

For the special resolution to pass, at least 75% of the votes cast (in person or by proxy) by members entitled to vote on the resolution must be in favour.

### **WDGP**

Each full member of WDGP is entitled to attend the WDGP SGM and vote on the special resolution in accordance with the Rules. A full member of WDGP may appoint a proxy in accordance with the Rules of WDGP. A full member may vote in person or by proxy.

Voting will be by a show of hands unless a poll is demanded in accordance with the Rules.

If a poll is demanded by not less than 3 full members, the poll will be taken in the manner that the chair of the meeting directs.

For the special resolution to pass, at least 75% of the votes cast (in person or by proxy) by members entitled to vote on the resolution must be in favour.

## **6.4 Contract transfers**

IEMDGP is a party to a number of contracts. These contracts have been broken down into the following categories.

**Funding contracts:** The major funder of IEMDGP is the Department of Health and Ageing (Commonwealth). The Department is supportive of the amalgamation, and both Divisions expect that the Department will work with IEMDGP and WDGP to fund the *Melbourne East General Practice Network* from the effective date of 30 June 2008.

**Service Contracts:** Existing service contractors (eg property leases, utilities, insurances, etc) will be contacted after the SGMs to arrange transfer of contracts to the *Melbourne East General Practice Network* from the effective date of 30 June 2008.

**Leases:** No change to the location of the Division's current offices (Balwyn and Nunawading) is currently proposed.

## **6.5 Employees**

The two Divisions staffing arrangements will be consolidated into one structure to maximize knowledge and service continuity and minimize disruption. Staff of IEMDGP who choose to accept the offer from WDGP will be transferred to the *Melbourne East General Practice Network*. It is anticipated that the GP support workload of *Melbourne East General Practice Network* will remain at the current level, and therefore members should continue to see familiar faces attending their clinics as, or more, frequently as currently occurs.

## **7. What will the Melbourne East General Practice Network look like?**

### **7.1 Name**

#### **Melbourne East General Practice Network Limited**

The name *Melbourne East General Practice Network* has been selected by IEMDGP and WDGP. *Melbourne East General Practice Network* is a name that highlights our primary purpose of delivering local health solutions through general practice; it creates national recognition easily for an area east of Melbourne and stretching through the inner and central east, and provides unity for members through a GP controlled network.

### **7.2 Board Structure**



The Boards believe that *Melbourne East General Practice Network* will be strongest with a total of eight directors: 6 elected GP directors and 2 co-opted directors. Nominations for elected directors will be called for from across the entire catchment of the *Melbourne East General Practice Network* and elected at an Annual General Meeting (AGM) beginning with the 2009 AGM. The Board will be given the power in its Constitution to co-opt up to two directors.

### **7.3 Interim Board Arrangements**

It is proposed that an Interim Board serve until the annual general meeting in 2009, and that the Interim Board be made up of a total of ten directors: four GP directors from each of the existing boards and two non-GP directors.

## 7.4 Chair and Deputy Chair of Interim Board

It is proposed that IEMDGP nominate the Chair and WDGP will nominate the Deputy Chair for the same interim period.

Proposed Chair	Proposed Deputy Chair
 <p data-bbox="370 657 667 714">Dr Linden Smibert (current IEMDGP Chair)</p>	 <p data-bbox="919 657 1239 714">Dr Christopher Pearce (current WDGP President)</p>

## 7.5 Membership Structure

The *Melbourne East General Practice Network* will offer membership under the following categories:

- **Full members:** general practitioners who support the objects of the Melbourne East General Practice Network and who practise within the inner and central eastern suburbs of Melbourne or who were primary members of IEMDGP on 30 June 2008 will be eligible to be full members.
- **Associate members:** general practitioners who do not practice in the inner and central eastern suburbs of Melbourne but who support the objects of the Melbourne East General Practice Network will be eligible to be associate members. This category is intended to cater to GPs who do not work at a practice within the *Melbourne East General Practice Network* catchment but like to receive any correspondence or attend *Melbourne East General Practice Network* events.
- **Affiliate members:** any person who supports the objects of the Melbourne East General Practice Network will be eligible to be an affiliate member. This category of membership is for other groups or individuals who support the goals of the *Melbourne East General Practice Network*, (eg practice staff, managers, nurses, pharmacists, local health services or hospitals).

In each case, a person may only become a member (whether full, associate or affiliate) by submitting an application and having it approved by the Board.

**GPs who currently are 'primary members' of IEMDGP or 'full members' of WDGP will be eligible for full membership after the amalgamation.**

## **7.6 Object**

It is proposed the *Melbourne East General Practice Network* has the following object:

The object of the company is to optimise patient care and the health of the community primarily in the inner and central eastern suburbs of Melbourne by:

- (a) directing and undertaking activities that address specific local health needs;
- (b) coordinating and facilitating the involvement of general practices and general practitioners in community and health promotion activities;
- (c) providing a forum for professional development of general practitioners and for practice development;
- (d) advancing general practice and the health and well-being of general practitioners;
- (e) facilitating liaison, cooperation and collaboration between general practitioners, general practices, other health service providers and the community; and
- (f) identifying needs and developing and applying appropriate solutions relevant to general practitioners and general practice.

## **8. External opinions**

### **8.1 Legal**

Mr Simon Cooke and Ms Natalie Franks of **Health Legal**, the independent legal advisors retained by IEMDGP and WDGP have fully analysed the respective legal structures of IEMDGP, WDGP and GSS and have approved the legal process for the amalgamation.

### **8.2 Accounting**

Mr Craig Bryan, Ms Monica Campigli and Mr Graeme Adams of **Deloitte Touche Tohmatsu** were retained by both IEMDGP and WDGP as independent financial advisors to provide advice on the financial implications of the amalgamation. Deloitte have concluded that neither organization was adversely impacted by the proposal as presented to the members of each organisation.

## 9. FAQ about the Process and Outcomes

### **Why are you doing this?**

Because we believe the amalgamated Division will be better able to deliver services to you, by increasing the range of services and improving the delivery of services we currently offer.

### **How will you do that?**

The larger Division will be better able to lobby on our behalf, and attract funding from other bodies (in addition to government) to enable us to deliver these services.

### **This larger Division will just become more disconnected from me, won't it?**

It's important to remember that it is an amalgamation of two Divisions, both of which engage with their members in a variety of ways. That won't change. Practicing GP's will still be on the board, and program delivery won't change. Member engagement is not a factor of size; it is a factor of the organisation's commitment to engagement.

### **I like the current staff member who visits my practice - will I lose her/him?**

No. The purpose of this amalgamation is to increase services, not reduce them. All program staff will be offered positions in the new GP network, and program delivery won't change. In fact, we hope (apart from new services when they appear), that you won't notice any difference on the ground.

### **You're just an arm of government, anyway.**

We are funded by government to deliver programs. The size of the population catchment limits the funding opportunities available to the Divisions. A larger Division will have more clout in this regard.

### **How will the new *Melbourne East General Practice Network* ensure a focus on GPs and general practice?**

The two Divisions have a priority focus on GP engagement and practice visiting. As an example, over a 12 month period WDGP had the following interactions:

- 755 individual GP interactions (including 332 GP practice visits) plus 496 GP attendances at CPD activities; and
- 851 practice interactions (including 250 practice visits which more often than not included GPs) plus 129 practice staff training attendances.

It is anticipated that this will only increase with an amalgamated organization.

### **When and how do I become a member of the new *Melbourne East General Practice Network*?**

All current members of both IEMDGP and WDGP will need to complete a new application form to transfer their membership to the new *Melbourne East General Practice Network*. This form will be mailed to every member of both Divisions following the amalgamation.

# **INNER EASTERN MELBOURNE DIVISION OF GENERAL PRACTICE LTD**

ABN 64 061 569 837

## **SPECIAL GENERAL MEETING**

**13 March 2008**

### **Notice of Special Resolution**

Notice is hereby given that at the special general meeting of Inner Eastern Melbourne Division of General Practice Ltd (company) to be held at **Seminar Room, St Georges Hospital, 283 Cotham Road, Kew** on **Thursday 13 March 2008** at **6.30pm** it is intended that the following resolution be proposed as a special resolution:

*That:*

- 1. the company's constitution be altered by inserting a new clause 4.3 that reads "To avoid doubt, the company may amalgamate its undertaking with the undertaking of another entity, whether by transfer of assets or otherwise, for the company's object"; and*
- 2. the Board be authorised to transfer the undertaking of the company to another entity for the purpose of amalgamating the company's undertaking with the entity's undertaking; and*
- 3. the Board be authorised to do all other things necessary for, or incidental to, giving effect to that amalgamation.*

By order of the Board

# **WHITEHORSE DIVISION OF GENERAL PRACTICE INC**

Registration No. A0028713H

## **SPECIAL GENERAL MEETING**

**19 March 2008**

### **Notice of Special Resolution**

Notice is hereby given that at the special general meeting of Whitehorse Division of General Practice Inc (**association**) to be held at the Whitehorse Division Training Centre [Suite 12, 317-321 Whitehorse Road, Nunawading]. on **Wednesday 19 March 2008** at **7pm** it is intended that the following resolution be proposed as a special resolution:

*That*

- 1. an application to transfer the incorporation of the association under section 601BC of the Corporations Act 2001 (Cth) to a company limited by guarantee with the constitution marked "A" and attached to this resolution be authorised;*
- 2. the Board be authorised to do all things necessary for, or incidental to, the association acquiring the undertaking of Inner Eastern Melbourne Division of General Practice Ltd (**Inner Eastern**) for the purpose of amalgamating the association's undertaking with Inner Eastern's undertaking.*

By order of the Board

**MELBOURNE EAST GENERAL PRACTICE NETWORK LTD**

**DRAFT CONSTITUTION**

[Attached]

## STRATEGIC PLAN FOR MELBOURNE EAST GENERAL PRACTICE NETWORK

<b>Preamble</b>
<i>Melbourne East General Practice Network</i> believes that general practice is essential to effective and efficient primary health care.
<b>Vision</b>
Delivering local health solutions through general practice
<b>Intent/Mission</b>
<i>Melbourne East General Practice Network</i> aims to optimise patient care and the health of the community by supporting general practice centred quality primary health care.
<b>Values</b>
<i>Melbourne East General Practice Network</i> is guided by the following values in our work:  Leadership: through integrity, innovation, inclusive engagement, and a focus on positive outcomes.  Service: through professional excellence, responsive and effective communications, efficiency, courtesy, employee input, education and training.  Teamwork: through general practice centred care, good attitudes, cooperation and collaboration, advancement opportunities and leadership by example.
<b>Goals/Objectives/Strategic Directions</b>
<i>Melbourne East General Practice Network</i> is: 1. A leading advocate for general practice, the community and primary care. 2. Building capacity of general practice to improve community health outcomes. 3. Increasing the profile and engagement of Melbourne East General Practice Network with its members. 4. A viable and adaptable organization. 5. Developing strategic partnerships to strengthen the role of general practice.
<b>Constitutional Object</b>
<i>Melbourne East General Practice Network</i> exists to optimise patient care and the health of the community primarily in the inner and central eastern suburbs of Melbourne by:  (a) directing and undertaking activities that address specific local health needs; (b) coordinating and facilitating the involvement of general practices and general practitioners in community and health promotion activities; (c) providing a forum for professional development of general practitioners and for practice development; (d) advancing general practice and the health and well-being of general practitioners; (e) facilitating liaison, cooperation and collaboration between general practitioners, general practices, other health service providers and the community; and (f) identifying needs and developing and applying appropriate solutions relevant to general practitioners and general practice.

## E x p l a n a t o r y   S t a t e m e n t

**Proposed Amalgamation between:**

**Inner Eastern Melbourne Division of General Practice Ltd (IEMDGP)  
and  
Whitehorse Division of General Practice Inc (WDGP)**

**To create:**

***Melbourne East General Practice Network Ltd***

### Important Dates:      Special General Meetings

<b>IEMDGP</b>	<b>WDGP</b>
<b>Thursday 13 March 2008      6.30pm</b> Seminar Room St Georges Hospital 283 Cotham Road Kew 3101	<b>Wednesday 19 March 2008      7pm</b> Whitehorse Division Training & Edn Centre Suite 12 / 317 – 321 Whitehorse Rd, Nunawading 3131  (Above 40 Winks, parking in service road)

### **Amalgamation Information:**

If you have any questions about the information in this Explanatory Statement or what steps to take, please call one of the following numbers or go to the websites:

#### IEMDGP

Can be contacted on Tel: **9816 9096** or go to [www.iemdgp.com.au](http://www.iemdgp.com.au)

#### WDGP

Can be contacted on Tel: **8878 3755** or go to [www.wdgp.com.au](http://www.wdgp.com.au)