

# **Rule book of Central Australian Aboriginal Congress Aboriginal Corporation**

## **ICN: 7823**

This rule book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.



**Central Australian  
Aboriginal Congress**  
ABORIGINAL CORPORATION | ICN 7823

# The rule book contents

## Table of Contents

1.	Name .....	3
2.	Objectives, Powers, Interpretation and Definitions .....	3
3.	Members .....	8
4.	Meetings.....	10
5.	Directors .....	13
6.	Secretary .....	19
7.	Records .....	19
8.	Finances .....	19
9.	Application of funds .....	20
10.	Dispute resolution .....	20
11.	Changing the rule book.....	21
12.	Seal of the Corporation .....	21
13.	Charitable fund.....	22
14.	Winding up.....	22
	Schedule 1—Application for membership form .....	24
	Schedule 2—Consent to become a director form.....	25
	Schedule 3—Map of Central Australia.....	26

## **1. Name**

The name of the corporation is: Central Australian Aboriginal Congress Aboriginal Corporation (hereinafter called the "Corporation").

## **2. Objectives, Powers, Interpretation and Definitions**

### **2.1 The central objects of the Corporation**

The objectives of the Corporation are to relieve the poverty, sickness, destitution, distress, suffering, misfortune or helplessness of Aboriginal people in Central Australia.

In recognition of the severe problems encountered by Aboriginal people in Central Australia and the unfortunate circumstances in which they find themselves, the Corporation shall advance its central objects by the following means:

- assisting members and their families to attain the highest possible level of health;
- assisting members and their families to alleviate their plight by becoming increasingly self-reliant and assume maximum responsibility for their own health and welfare;
- relieving suffering by providing accessible acceptable and appropriate Aboriginal controlled primary health care and welfare to members, their families and visitors;
- arresting social disintegration within the communities where the members live by ensuring that all programmes and actions are in accordance with these communities' cultural values and practices;
- bringing the needs of members, members' families and visitors before the Australian community, Governments and specialised agencies engaged in the provision of services to Aboriginal people, and in so doing attempt to overcome the problems that exist for Aboriginal people in Central Australia;
- providing for consultation and cooperation between members and governments and specialised agencies engaged in the provision of health and welfare services to Aboriginal people in order that members may benefit in accordance with these objects;
- promoting knowledge and understanding by the Australian community of the special difficulties experienced by Aboriginal people as a minority within the community by the preparation and dissemination of information on the health and welfare needs of members, members' families and visitors;
- promoting necessary changes in non-Aboriginal controlled organisations that provide health and welfare services to Aboriginal people, so as to make them appropriate, accessible and acceptable to members and their families;
- fostering appropriate Aboriginal controlled research into the health and welfare issues affecting members, members' families and visitors, and by so doing attempt to overcome their health and welfare problems;
- promoting culturally appropriate methods of managing and preventing health problems by recognising and supporting the vital role of traditional health practitioners and birth attendants in the provision of primary health care services;

- promoting and providing training opportunities for members, employees and unpaid workers of the Corporation;
- recognising the distress caused by the high Aboriginal unemployment rate in Central Australia; encouraging, supporting and assisting Aboriginal people to apply for all employment opportunities offered by the Corporation;
- developing relationships with organisations with similar aims;
- assisting Aboriginal groups or organisations with similar aims and needs;
- providing health and welfare services to non-members as a community service to the extent, if at all, that the directors shall from time-to-time consider appropriate in furthering the central objects of the Corporation.

## **2.2 Powers**

In order to achieve the central objects, the Corporation shall have the following powers:

- to purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Corporation;
- to buy, sell, supply or deal in, goods and services of all kinds;
- to construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of the Corporation;
- to accept any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Corporation;
- to take such steps from time to time as the directors or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Corporation, whether by way of donation, subscriptions, fund raising, or otherwise;
- to print and publish such newspapers, periodicals, books, leaflets, or other documents as the directors may think desirable for the promotion of the objects of the Corporation;
- to borrow and raise money in such manner and on such terms as the directors may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Corporation by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Corporation;
- to invest any monies of the Corporation not immediately required for any of its objects or purposes in such manner as the directors may from time to time determine;
- to operate and maintain a charitable fund to be known as the Central Australian Aboriginal Congress Charitable Fund in accordance with the requirements of the Income Tax Assessment Act;

- the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, calculated to benefit employees or past employees of the Corporation and their dependents, and to grant pensions, allowances or other benefits to employees or past employees of the Corporation and their dependents, and to make payments towards insurance in relation to any of those purposes;
- to establish, support or aid in the establishment and support, of any other group or organisation formed for any of the basic objects of the Corporation;
- to do all such other lawful things as are considered by the directors or the members at a general meeting incidental or conducive to the attainment of the objects and purposes of the Corporation;
- to seek funding by all lawful means and in particular to apply for, receive and administer, any grant or loan made to the Corporation by any government department or from any financial institution, or from any individual and private association.

### **2.3 Interpretation and Definitions**

“Aboriginal or Torres Strait Islander person” means a person of the Aboriginal or Torres Strait Islander race of Australia.

“Act” means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.

“Annual General Meeting” means a general meeting held in accordance with rule 4.

“AMSANT” means Aboriginal Medical Services Alliance of the NT Aboriginal Corporation ICN 8253.

“Application for membership form” means the form included in Schedule 1.

“Books” include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

“Business day” means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

“Central Australia” means an area delineated on the map in Schedule 3.

“Chairperson” means a person appointed as an officer bearer of the Corporation according to rule 5.6.

“Common seal” means the common seal of the corporation referred to in rule 12.

“Consent to become a director form” means the form included in Schedule 2.

“Corporation” means the Central Australian Aboriginal Congress Aboriginal Corporation ICN 7823.

“Deputy Chairperson” means a person appointed as an office bearer of the Corporation according to rule 5.6.

“Director” means a person who holds office as a member of the board of directors of the Corporation.

“Directors’ meeting” refers to meetings of the board of directors of the Corporation.

“Dispute” has the meaning given in rule 10.

“General meeting” means meetings of the members of the Corporation and includes Annual General Meetings.

“Income Tax Assessment Act” means the Income Tax Assessment Act 1997 as amended from time to time and any regulations made under it.

“Indigenous Corporation Number or ICN” means that number given by the Registrar to the Corporation on registration.

“Independent Director” means a person who is appointed in accordance with rule 5.5 to hold office as a director of the Corporation and who:

- is not a member of the Corporation (or eligible to be a member of the Corporation);
- is not a relative to a member of the Corporation (or someone who is eligible to be a member of the Corporation);
- has not within the last three (3) years been employed by the Corporation or a related body corporate of the Corporation in an employee/employer capacity;
- has not been a principal of a material adviser or consultant to the Corporation or a related body corporate of the Corporation in the last three (3) years, or an employee materially associated with the service provided;
- is not a material supplier or client of the Corporation or a related body corporate of the Corporation and is not directly or indirectly associated with a material supplier or client;
- has no material contractual relationship with the Corporation or a related body corporate of the Corporation other than as a director;
- has not served as a director of the Corporation for a continuous period exceeding six (6) years without a break in service of at least *two* (2) years;
- has no other interest or relationship which could be reasonably perceived as materially interfering with their ability to act in the best interests of the Corporation *and independently of management*.

**Note:** examples of a relative of a member of the Corporation (or someone eligible to be a member of the Corporation) include: spouse, de-facto partner, child, stepchild, parent, step-parent, grandparent, aunt, uncle, nephew, cousin, half-brother, mother-in-law or aunt-in-law. A relative of a member of the Corporation (or someone eligible to be a member of the Corporation) includes someone who, according to Aboriginal tradition or contemporary social practice, is a relative of the person.

“Member” means a person whose name appears on the Register of members.

“Member Director” means a member who is elected and appointed in accordance with rule 5.1 to hold office as a director of the Corporation.

“Objectives or objects” means the objectives set out in rule 2.1.

“Powers” means the powers set out in rule 2.2.

“Poll” means voting at a general meeting by the members voting signing a paper headed ‘for’ or ‘against’ a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

“Registrar” means an independent statutory office holder who administers the Act.

“Register of members” means the register of members kept according to rule 3.8.

“Register of former members” means the register of former members kept according to rule 3.8.

“Remote Community” means a community or township located in the region of Central Australia and excluding the Alice Springs health service area. “Remote Representative” means a person from a Remote Community where the Corporation delivers health services.

“Replaceable Rule” a rule under the Act that can be either applied as is or changed.

“Rule Book” means document consisting of set laws under the Act and special rules that govern the activities of the Corporation or its members including recommended rules that have been either adopted or changed, Replaceable Rules that have been changed and rules that the Corporation has added.

“Secretary” means a person appointed according to rule 6.

“Taxation Administration Act” means Taxation Administration Act 1953 as amended from time to time and any regulations made under it.

“Youth Representative” means a person aged between eighteen (18) and thirty (30) years at the date of appointment as a Member Director.

### **3. Members**

#### **3.1 Who is eligible?**

A member must be:

- an Aboriginal or Torres Strait Islander person;
- at least eighteen (18) years old; and
- normally and permanently resident in Central Australia for a continuous period of two (2) years prior to applying for membership.

Note: the phrase, 'normally and permanently' used to describe residence, means an arrangement whereby the person has his or her principal dwelling in a community or township located in Central Australia and is recorded as being a resident of a community or township located in Central Australia by his or her employer or provider of benefits.

#### **3.2 How to become a member**

A person applies in writing by completing the Application for membership form.

A person is eligible under rule 3.1.

The directors accept the application at a directors' meeting.

The person's name, address and date they became a member is put on the Register of members.

The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under rule 3.1. If they do so, the directors must write to the applicant about the decision and the reasons for it.

#### **3.3 Members' rights**

A member can:

- attend, speak and vote at general meetings;
- be made a director;
- put forward resolutions at general meetings;
- ask the directors to call a general meeting;
- look at such books and records of the Corporation that must be given to members on request, or that the directors have authorised to be made available for inspection.

#### **3.4 Members' responsibilities**

A member:

- must follow these rules of the Corporation;
- must let Congress know if they change their address;
- must treat other members with respect;
- should attend general meetings (including Annual General Meetings) or give their apologies.

### **3.5 Liability of members**

Members do not have to pay the Corporation's debts if the Corporation is wound up.

### **3.6 How to stop being a member**

A person stops being a member if:

- they resign in writing; or
- they pass away; or
- their membership is cancelled.

The person's name, address and the date they stopped being a member is put on the register of former members.

### **3.7 Cancelling membership**

Membership may be cancelled by special resolution in a general meeting if:

- the Corporation has not been able to contact that member at their address entered on the Register of members for a continuous period of two (2) years before the meeting; and
- the Corporation made two (2) or more reasonable attempts to contact the member during that two (2) year period but has been unable to contact that member; or
- the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings; or
- the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander person, having taken reasonable steps to make sure.

If a person is not eligible for membership for some other reason the directors can cancel their membership by passing a resolution at a directors' meeting. Before the meeting, directors must give the member fourteen (14) days to object in writing:

- If the member does not object, the directors must cancel the membership.
- If the member does object, the directors must not cancel the membership and only the Corporation by resolution in general meeting may cancel the membership.

If a membership is cancelled in accordance with this rule 3.7, the directors must send to that person at their last known address a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

### **3.8 The Register of members and former members**

The Corporation must set up and maintain:

- Register of members; and
- Register of former members.

The Corporation may maintain the Register of former members in one (1) document with the Register of members.

The Register, which includes the Register of members and the Register of former members, must contain the following information:

- each member's and former member's name and address;
- the date when the member's name was put on the Register;
- for each former member, the date when he or she stopped being a member.

The Register must be kept at the Corporation's document access address or registered office. The register must be available at each Annual General Meeting.

### **3.9 Membership fees**

The members of the Corporation are not required to pay fees to join or for ongoing membership of the Corporation.

## **4. Meetings**

### **4.1 Annual General Meeting timing**

Annual General Meetings must be held before the end of November each year.

### **4.2 Annual General Meeting business**

The business of the Annual General Meeting will include:

- confirmation of the minutes of the previous Annual General Meeting;
- consideration of the reports that under Chapter 7 of the Act are required to be laid before the Annual General Meeting;
- presentation of any other reports;
- the election of directors of the Corporation;
- appointment of an auditor;
- any other business.

### **4.3 General meetings**

The directors shall convene general meetings.

On the request for a general meeting made in accordance with the Act by at least five (5) members or ten per cent (10%) of the members of the Corporation, whichever is greater, the directors shall call the general meeting within twenty-one (21) days unless permitted by the Registrar not to call the meeting.

### **4.4 General meeting business**

General meetings are for:

- confirming the minutes of the previous general meeting;
- everything in the notice of the meeting.

#### **4.5 Notice for general meetings**

At least twenty-one (21) days' notice shall be given for general meetings.

Notice must be given to members, directors, officers, the Secretary and the auditor.

The notice must set out:

- the place, date and time for the meeting;
- the business of the meeting;
- if a special resolution is being proposed, and what it is.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email or by:

- giving notice of the place, day, time and objects of the meeting on at least one (1) Central Australian Aboriginal controlled radio or television programme; or, if that is not possible, on such other Central Australian radio or television programme as the directors shall direct; or
- placing a prominent notice in the Corporation's main office and health clinic, stating the place, day and time of the meeting; or
- giving notice of the place, day, time and objects of the meeting in a major local newspaper; or
- such other methods as the directors may direct.

A notice of meeting:

- sent by post is taken to be given three (3) days after it is posted.
- sent by fax or other electronic means is taken to be given on the Business day after it is sent.

#### **4.6 Members' resolutions**

Members can propose a resolution by giving notice of it to the Corporation.

The notice must set out the resolution in writing and must be signed by at least five (5) members or ten per cent (10%) of the members of the Corporation, whichever is greater, being the members proposing it.

The Corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The Corporation must consider the resolution at the next general meeting which is being held more than twenty-eight (28) days after the notice has been sent out.

#### **4.7 Quorum at general meetings**

No item of business shall be conducted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

A quorum shall consist of twenty five (25) members.

The quorum must be present during the whole meeting. If there is no quorum after one (1) hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

#### **4.8 Chairing general meetings**

General meetings shall be chaired by the Chairperson.

In the absence of the Chairperson, general meetings shall be chaired by the Deputy Chairperson.

In the absence of the Chairperson and the Deputy Chairperson, the directors present shall appoint a member of the Corporation to chair the meeting.

In the absence of the Chairperson and the Deputy Chairperson and if the directors present do not appoint someone to chair the meeting, the members of the Corporation present must elect a member of the Corporation to chair the meeting.

#### **4.9 Using technology**

General meetings may be held at more than one (1) place using any technology that gives the members as a whole a reasonable opportunity to participate.

#### **4.10 Voting**

Each member has one (1) vote.

The Chairperson (or in the absence of the Chairperson, the Deputy Chairperson; or in the absence of the Deputy Chairperson, the member of the Corporation appointed to chair the meeting) has one (1) vote plus a casting vote.

A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the Chairperson (or in the absence of the Chairperson, the Deputy Chairperson; or in the absence of the Deputy Chairperson, the member of the Corporation appointed to chair the meeting), whose decision is final.

A resolution can be decided by majority on a show of hands, unless a poll is demanded.

The Chairperson (or in the absence of the Chairperson, the Deputy Chairperson; or in the absence of the Deputy Chairperson, the member of the Corporation appointed to chair the meeting) declares the results of the vote, on a show of hands, or when a poll is demanded.

#### **4.11 Demanding a poll**

Any member entitled to vote on the resolution or the Chairperson can demand a poll.

A poll can be held before or after a show of hands vote.

A poll on the election of a Chairperson or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the Chairperson directs.

#### **4.12 Proxies**

There shall be no proxy voting.

## **5. Directors**

### **5.1 Number of Member Directors**

The Board shall consist of eight (8) directors appointed by the members at the Annual General Meeting following a nomination and election process (excluding the three (3) Independent Directors appointed in accordance with rule 5.5).

Up to two (2) of the eight (8) Member Directors appointed at the Annual General Meeting must be Remote Representatives. One (1) of the eight (8) Member Directors appointed at the Annual General Meeting must be a Youth Representative.

In the event that there is no successful appointment at the Annual General Meeting to fill a vacancy for a Member Director, the directors shall make an appointment in accordance with rule 5.7.

### **5.2 Eligibility of directors**

With the exception of any Independent Directors appointed in accordance with rule 5.5, a director must be a member of the Corporation who has not within the last two (2) years been employed by the Corporation or a related body corporate of the Corporation in an employee/employer capacity.

A person is not eligible to become a director if the person:

- has been disqualified from managing corporations; or
- has been convicted of a criminal offence in the last five (5) years and been sentenced to imprisonment for more than twelve (12) months.

### **5.3 Member Directors' terms of appointment**

Member Directors will be appointed on rotation for a four (4) year term.

#### **To implement the rotation system:**

At the 2017 Annual General Meeting where these rules are approved:

- Three (3) Member Directors of the Corporation must retire. They may be eligible to be re-elected and re-appointed at that meeting for a two (2) year term;
- Three (3) Member Directors of the Corporation will continue to hold office until the 2018 Annual General Meeting and must retire. They may be eligible to be re-elected and re-appointed.

At the 2018 Annual General Meeting:

- Four (4) Member Directors will be elected and appointed at that meeting for a three (3) year term;
- Any remaining Member Director to be elected and appointed at that meeting will be for a one (1) year term.

At the 2019 Annual General Meeting:

- Four (4) Member Directors will be elected and appointed for a four (4) year term.

It is envisaged that from the 2019 Annual General Meeting, four (4) Member Directors will be appointed at the Annual General Meeting in every alternate year and each appointment will be a four (4) year term.

## **5.4 How to become a Member Director**

All members who wish to become a director need to nominate prior to the Annual General Meeting and have their nomination endorsed.

If the number of endorsed nominations is less than or equal to the number of vacancies then the respective nominees are elected unopposed and appointed at the Annual General Meeting.

If there are more nominations than vacancies then an election occurs amongst the full membership prior to the Annual General Meeting, by way of a ballot up and until the commencement of the Annual General Meeting for those members present who have not already voted.

Member Directors must give the Corporation their written consent to become a director before being appointed at the Annual General Meeting by completing the Consent to become a director form.

## **5.5 How to become an Independent Director**

The Member Directors will, in turn, appoint up to three (3) Independent Directors by passing a resolution in a directors' meeting with preference given to applications from Aboriginal or Torres Strait Islander persons.

Independent Directors must fulfil the defining criteria set out in rule 2.3.

Independent Directors will be selected with specific skills in three (3) key areas:

- Primary Health Care.
- Financial management.
- Corporate governance and law.

Independent Directors must give the Corporation their written consent to become a director before being appointed by completing the Consent to become a director form. Independent Directors are appointed for the term specified by the Member Directors when making the appointment. Independent Directors cannot be appointed for a term of more than two (2) years but they can be reappointed.

Applicants will be invited to apply for the position of Independent Director based on their specific skills in the above three (3) areas and a process of selection will be undertaken by a panel selected by the board that will consist of:

- Two (2) Member Directors; and
- One (1) external representative with skills and knowledge in the relevant area.

The panel will make recommendations to the Member Directors in relation to the most suitable candidate in each of the speciality areas and the Member Directors will make the final selection.

The Member Directors must not appoint an Independent Director unless and until the Member Directors are satisfied that the applicant recommended by the panel is suitable.

## **5.6 How to become an office bearer**

The office bearers for the Corporation are the:

- Chairperson;
- Deputy Chairperson.

The office bearers are Member Directors and are elected by the Member Directors for a one (1) year term at the first meeting of the directors immediately following the Annual General Meeting.

## **5.7 How to fill vacancies**

In the event of a casual vacancy occurring in the position of director then the directors shall appoint an eligible member of the Corporation to fill the vacancy, and the member so appointed shall, subject to these rules, hold office until the next following Annual General Meeting.

## **5.8 How to stop being a director**

- A director passes away.
- A director resigns, in writing.
- A director's appointment expires.
- A director is removed as a director by the members or the other directors.
- A director is disqualified from managing a corporation.

## **5.9 How to remove a director**

By the members:

- A notice for a resolution to remove a director must be given to the Corporation at least twenty-one (21) days before the next general meeting or Annual General Meeting).
- The Corporation must give the director concerned a copy of the notice as soon as practicable.
- The director can give the Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

- Directors can only remove a director if the director fails to attend three (3) or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director fourteen (14) days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

## **5.10 Directors' and officers' duties**

The duties are:

- a duty of care and diligence;
- a duty of good faith;
- a duty to disclose a conflict of interest (material personal interest);
- a duty not to improperly use position or information;
- a duty to not trade while insolvent.

The business of the Corporation is to be managed by or under the direction of directors.

The directors may exercise all the Powers of the Corporation except any that the Act or this rule book requires the Corporation to exercise in a general meeting.

## **5.11 Conflict of interest (material personal interest)**

A director who has a material personal interest in a Corporation matter must tell the other directors.

They must give details of what the interest is and how it relates to the Corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.

A director who has a material person interest must not:

- be present at the directors' meeting while the matter in question is being considered;
- vote on the matter.

## **5.12 Standing notice about an interest**

A director may give the other directors standing notice of an interest in a matter and the nature and extent of the interest.

A director may give standing notice of an interest in a matter at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given and before the interest becomes a material personal interest.

A director gives standing notice to the other directors individually in writing and it must be tabled at the next directors' meeting immediately after it is given.

## **5.13 Payment**

The directors shall be paid a director's fee, depending on the availability of funds. The director's fee will be determined by the Corporation at a general meeting.

The Corporation may, on presentation of tax invoice receipts or other evidence of the expense, pay the director's travelling and other expenses for attending meetings or to do with other business of the Corporation.

Any additional monies paid to a director in addition to the director's fee shall be reported at the next board meeting and in the annual directors' report.

## **5.14 Delegation**

Directors can pass a resolution to delegate any of their powers to:

- another director.
- a committee of directors.
- an employee of the Corporation.

The delegate must follow the directions of the directors when using the delegated powers.

## **5.15 Subcommittees**

The directors may at any time appoint a subcommittee as it may think fit and shall prescribe the powers and functions thereof.

The directors may invite as members of a subcommittee such persons as it thinks fit, whether or not those persons are members of the Corporation, but a person so invited who is not a member of the Corporation is not entitled to vote.

The quorum at a meeting of a subcommittee shall be three (3) members of the subcommittee, two (2) of whom shall also be Member Directors.

Reasonable notice of each subcommittee meeting shall be given to each member of the subcommittee personally or by posting, faxing, emailing or delivering it to his or her usual or last known place of residence.

Any decision made by the subcommittee must come to the directors to be endorsed prior to implementation.

## **5.16 Related party benefit**

If the Corporation wants to give a financial benefit to a director or a related party (such as a spouse of a director) it must get the approval of the members by following the procedure in Part 6.6 of the Act.

## **5.17 Directors' meetings**

Directors must meet at least every three (3) months.

The directors shall meet up to eight (8) times each year at such place and at such times as the directors may at its previous meeting determine and subject to these rules may complete its own proceedings.

Five (5) days written notice of each directors' meeting called shall be given to each director by delivering it to him/her personally, posting faxing, emailing or delivering it to his/her usual or last known place of residence.

The written notice of each directors' meeting shall specify the general nature of the business to be transacted.

Notwithstanding the preceding rules, in situations of extreme urgency, any three (3) of the directors of whom at least two (2) are also members of the Corporation shall constitute an emergency directors' meeting, who by unanimous resolution may issue instructions to the Secretary and/or employees of the Corporation. An emergency directors' meeting shall only convene if a matter of extreme urgency connected with the management of the Corporation arises that cannot be delayed until the next planned directors' meeting called in accordance with these rules.

The emergency directors who meet shall report to the next directors' meeting the reason for their meeting and on any instructions they gave to the Secretary or employees of the Corporation.

### **5.18 Quorum for directors' meetings**

A majority of the directors must be present at all times during the meeting.

### **5.19 Chairing directors' meetings**

Directors' meetings shall be chaired by the Chairperson.

In the absence of the Chairperson, directors' meetings shall be chaired by the Deputy Chairperson.

In the absence of the Chairperson and the Deputy Chairperson, the directors present shall appoint a Member Director to chair the meeting.

### **5.20 Using technology**

Directors' meetings can be held at more than one place using any technology as agreed by the directors.

### **5.21 Resolutions at directors' meetings**

A resolution of directors must be passed by a majority of the votes.

Resolutions can be passed without a directors' meeting if all the directors:

- sign a statement saying that they are in favour of it; or
- sign separate copies of the resolution as long as the wording of the resolution is the same in all copies; or
- agree to the resolution by reply email and each reply includes the text of the resolution that they are agreeing to.

On any question arising at a directors' meeting, a director has one vote only.

In the case of an equality of votes:

- the Chairperson shall have a second (2<sup>nd</sup>) or casting vote; or
- in the absence of the Chairperson, the Deputy Chairperson shall have a second (2<sup>nd</sup>) or casting vote ; or
- in the absence of the Chairperson and the Deputy Chairperson, the director appointed by the directors present to chair the meeting, shall have a second (2<sup>nd</sup>) or casting vote.

### **5.22 Media statements**

All statements to the media on behalf of the Corporation shall be made in a manner consistent with the Corporation's media policy.

## **6. Secretary**

The directors shall appoint a person who is at least eighteen (18) years old as Secretary of the Corporation.

The directors will determine the terms and conditions (including as to remuneration) on which the Secretary holds office.

The Secretary must pass on any correspondence received to at least one (1) of the directors within fourteen (14) days.

The Secretary must give the Corporation their consent in writing to become the Secretary before being appointed.

The Corporation must send the Registrar the Secretary's details including his or her residential address within twenty-eight (28) days after they are appointed. The Corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

## **7. Records**

The Corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording);
- rule book;
- register of members and former members;
- names and addresses of directors, officers and the Secretary;
- financial records required by the Act.

The Chairperson shall ensure that proper minutes are kept of general meetings, directors' meetings, subcommittee meetings and emergency directors' meetings and those minutes are distributed to members of the Corporation, the directors and such other persons as the directors shall direct.

They must be kept at the Corporation's registered office.

## **8. Finances**

All money of the Corporation must be deposited into the Corporation's bank accounts.

The directors shall determine how all payments by the Corporation are authorised and executed.

The Corporation must give receipts for all money it receives.

## **9. Application of funds**

The money and property of the Corporation, shall be applied solely towards the promotion of the objects and purposes of the Corporation (see rule 2).

The directors cannot directly or indirectly give any money or property of the Corporation to members of the Corporation.

The Corporation shall not appoint a director to any position or office for which any remuneration by way of salary, fees or allowances is payable or other benefit in money or in money's worth excluding:

- the repayment of any out-of-pocket expenses; and
- the payment of reasonable directors' fees for directors attending meetings in their capacity as a director.

Nothing in the foregoing provision of this rule prohibits a director from being appointed to any position or office for which remuneration by way of salary, fees or allowances is payable or other benefit in money or in money's worth if, upon being appointed to any such position or office, the director resigns as a director within seven (7) days of such appointment.

Nothing in the foregoing provisions of this rule prevents the Corporation from making in good faith:

- a reasonable payment to a member in their capacity as an employee;
- a reasonable payment to a member or director under a contract for goods or services provided; or
- payment to a member in carrying out the Corporation's objectives.

## **10. Dispute resolution**

This rule applies to disputes between members, directors or disputes between either, and the directors.

Within fourteen (14) days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible resolve the dispute.

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days after the meeting, hold another meeting in the presence of a mediator.

The mediator must be:

- a suitably skilled and qualified mediator with no perceived or real conflict of interest; and
- a person chosen by agreement between the parties; or
- in the absence of agreement:
  - for a dispute between members, or members and directors, a person appointed by the Chairperson; or

- for a dispute between a director and other directors – a person who is a mediator appointed by AMSANT.

A member of the Corporation can be a mediator.

The mediator cannot be a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must:

- give the parties to the mediation process every opportunity to be heard;
- allow due consideration by all parties of any written statement submitted by any party; and
- ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek the Registrar's assistance or the directors may refer the matter to a general meeting for decision.

## **11. Changing the rule book**

The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.

Within twenty-eight (28) days after the resolution is passed, the Corporation must send the Registrar:

- a copy of the changes;
- a copy of the minutes of the meeting;
- a Request to change the Corporation's rule book form.

The changes do not take effect until the new rule book is registered by the Registrar.

## **12. Seal of the Corporation**

The Corporation shall have a Common seal in the form approved by the directors.

The Common seal of the Corporation shall not be affixed to any instrument except by the authority of the directors and the affixing thereof shall be attested by the signatures of two (2) directors and that attestation is sufficient for all purposes that the seal was affixed by authority of the directors.

### **13. Charitable fund**

The Corporation shall maintain, for the central objectives and purposes of the Corporation, a charitable fund:

- to be named the 'Central Australian Aboriginal Congress Charitable Fund;'
- which must receive gifts of money or property for the objectives and purposes of Congress; and
- which must have credited to it any money received by Congress because of those gifts.

The Central Australian Aboriginal Congress Charitable Fund cannot receive any money or property other than that for the objectives of the Corporation.

The Corporation shall use gifts made to the Central Australian Aboriginal Congress Charitable Fund and any money received because of them only for the objectives and purposes of the Corporation.

Receipts issued for gifts to the Central Australian Aboriginal Congress Charitable Fund must state:

- the full name of the Corporation;
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation; and
- the fact that the receipt is for a gift.

As soon as:

- the charitable fund is wound up, or
- the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the Taxation Administration Act.

any surplus assets of the charitable fund must be transferred to another fund, authority or institution, which has similar objectives and purposes to the Corporation. This body must also be able to receive tax deductible gifts under division 30 of the Income Tax Assessment Act.

### **14. Winding up**

#### **14.1 Surplus assets of the Corporation**

Where:

- the Corporation is wound up; and
- after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the Corporation exist

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the Corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

## **14.2 Surplus assets of charitable funds**

If the Australian Tax Office allows the Corporation to give tax deductible receipts for donations, and the Corporation is wound up, any surplus charitable funds must be given to another body or bodies with similar objectives and, where possible, to incorporated Aboriginal Community Controlled Health Services within the Northern Territory and that gives tax deductible receipts for donations.

## Schedule 1—Application for membership form

### Application for membership

Central Australian Aboriginal Congress Aboriginal Corporation (ICN: 7823)

I, \_\_\_\_\_ (first name of applicant)  
\_\_\_\_\_, (last name of applicant)  
of \_\_\_\_\_ (address of applicant)  
apply for membership of \_\_\_\_\_ (name of Aboriginal and Torres Strait Islander corporation)

Signature of applicant

Date

Note: In signing this application for membership form, I hereby confirm that:

- I am an Aboriginal and/or Torres Strait Islander person;
- I am at least eighteen (18) years of age; and,
- I am normally and permanently a resident in Central Australia.

If accepted as a member of Central Australian Aboriginal Congress Aboriginal Corporation, I agree to:

- Follow the rules of the Corporation;
- Let the Corporation know of changes in address or member details; and,
- Treat members, directors and employees with respect.

## Schedule 2—Consent to become a director form

### Consent to become a director

I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (address of person)

give consent to \_\_\_\_\_ (name of Aboriginal  
become a director and Torres Strait  
of \_\_\_\_\_ Islander corporation)

as nominated at the general meeting of the Corporation (Annual General Meeting or other general meeting, as the case may be) held on:

\_\_\_\_\_ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the Corporations (*Aboriginal and Torres Strait Islander*) Act 2006 (CATSI Act) that is punishable by imprisonment for more than twelve (12) months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than twelve (12) months
- are an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the Corporations Act 2001 from managing corporations

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Signature of  
person

Date

NOTE: This form should be completed and given to the Corporation **before** the person is appointed as a director—section 246-10(1) of the CATSI Act.

## Schedule 3—Map of Central Australia

