CENTRAL AUSTRALIAN ABORIGINAL CONGRESS
ABORIGINAL CORPORATION ICN 7823

Proposed Rule Book Amendments

At the 2026 AGM, members are being asked to consider changes to the Congress rule book.

How do these changes get accepted?

To amend the Congress Rule Book, Rule 11 of the Rule Book says that a special resolution must be passed at a general meeting. A special resolution is passed when 75% of the votes cast are in favour of it.

Congress' AGM meets the requirement of a general meeting of members.

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Proposed amendment 1:

Rule 2.1 The central objects of the Corporation

The proposal is to change the way this section is being numbered. There is no proposed change to wording or content.

The change is to ***merge subclause (e) with subclause (f) and merge subclause (g) and (h)***

The reason is that there is an apparent typing error as these 2 subclauses are actually one sentence that had been split. As they are, neither sentences make a lot of sense, and are hard to interpret.

What happens if we don't make the change? While this is administrative by nature, the splitting of the sentence means it is hard to reference correctly as they are individually, incomplete sentences.

The proposed changes are shown as 'before the change' and 'after the change' below:

BEFORE THE CHANGE

d) 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;

e) bringing the needs of members, members' families and visitors before

f) 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;

g) providing for consultation and cooperation between members

h) 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;

i) 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;

AFTER THE CHANGE

d) 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;

e) 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;

f) 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;

g) 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;

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Proposed amendment 2:

Rule 5.2 Eligibility of directors

The proposal is to expand the criteria by which a person is NOT eligible to become a director of Congress.

The change is to add the following sub-clause:

(d) has been convicted for offences involving:
(i) children, child abuse or exploitation; or
(iii) any indictable offence.

The reason is that at the 9 April 2026 general meeting of members, it was decided by members that Congress directors should reflect community expectations and standards of behaviour that do not damage Congress' reputation; or that don't undermine the central objects of the organisation, its advocacy and program activities.

The new subclause specifies serious (indictable) offences and the more specific offending relating to children that Congress considers it has zero tolerance for.

What happens if we don't make the change? Without the change, the ineligibility criteria do not pick up on more specific offences criteria that Congress and our members feel are important when we consider ineligibility. It also signals membership and community expectations of behaviour and zero tolerance for certain types of offending.

The proposed change is shown in red below:

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 (or in special circumstances, such lesser reasonable period of 6 months or more as approved by the Directors) 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:

a) has been disqualified from managing corporations; or

b) has been convicted of a criminal offence in the last five (5) years and been sentenced to imprisonment for more than twelve (12) months; or

c) (i) has had less than five (5) years since a Domestic Violence Order (DV) had ended; or

(ii) had a domestic violence conviction in the last ten (10) years; or

d) has been convicted for offences involving:

(j) children, child abuse or exploitation; or

(ii) any indictable offence.

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Proposed amendment 3:

Rule 5.7 How to fill a vacancy

The proposal is to enable directors to appoint casual appointments to the remainder of their term, and to add a process for members confirm the director's casual appointment at the AGM following the casual appointment. If it is not confirmed by members, the director steps down at the end of the AGM.

BEFORE THE CHANGE

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.

AFTER THE CHANGE

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 for the remainder of the term.

At the Annual General Meeting following the casual vacancy appointment, the members may confirm the appointment by resolution. If the members do not pass the resolution, the person ceases to be a Director at the end of the AGM.

The reason is that in enabling casual appointments for the balance of the vacancy term, it can line up with provisions in the Rule Book that requires member directors to:

(1) be appointed to 4-year terms and

(2) that no more than 4 directors will cease their term at a future AGM.

At Congress, elections are held in alternate years on a 4 (directors) – 4 (year-term) basis.

A casual appointment occurs when there is an unexpected vacancy, and the board determines that it needs to appoint to that position for a number of reasons, including ensuring timely decision-making, quorum and smooth running of the corporation.

Under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act (2006)) Section 246-20 allows directors to be appointed by other directors to make up quorum. These appointments are required to be confirmed by members at the following AGM, and if the appointment is not confirmed, the director will step down at the end of the AGM. Adding this to the rule lines up with the CATSI Act 2006 provision which have similar intents and purposes.

What happens if no change is made? There is conceivably no impact on the way the board makes a casual appointment. Casual appointments will continue to be made until the next AGM.

However, by amending this rule, we provide clarity and certainty so that the board composition is stable. It is anticipated that these appointments are rare, and when it is made, it gives directors the certainty they need so that it can focus on leading and running the organisation.