

# **BURRUN DALAI ABORIGINAL CORPORATION RULE BOOK**

Indigenous Corporation Number  
ICN: 9572

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

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## Part 1 – Name

### 1.1 Name of the Corporation

1.1.1 The name of the corporation is: Burrun Dalai Aboriginal Corporation.

## Part 2 – Dictionary and Interpretation

### 2.1 Dictionary

In this Rule book:

- 2.1.1 Aboriginal person** means a person of the Aboriginal race of Australia.
- 2.1.2 Aboriginal and Torres Strait Islander person** means a person who:
- a) Is a member of the Aboriginal and/or the Torres Strait Islander races of Australia
  - b) Identifies as an Aboriginal and/or Torres Strait Islander person
  - c) Is accepted by the Aboriginal and/or Torres Strait Islander communities as an Aboriginal or Torres Strait Islander person.
- 2.1.3 Associate Member** means a member of the corporation who is a non-Aboriginal person supportive of the aims, vision, values, and objectives of the corporation.
- 2.1.4 Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- 2.1.5 Annual General Meeting or AGM** means a general meeting held in accordance with rule 7.1.
- 2.1.6 Applicant** means a person who is eligible to become a member of the corporation and has applied to become a member in accordance with rule 5.2.
- 2.1.7 Application for membership form** means the form included in Schedule 1 - Application for membership of corporation.
- 2.1.8 Books** include a register, any record of information, financial reports or records, or documents of a corporation however compiled recorded or stored.
- 2.1.9 Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.
- 2.1.10 Contact person** see **Secretary**.
- 2.1.11 Corporation** means the corporation referred to at rule 1.1.
- 2.1.12 Director** means a person elected or appointed according to rule 8.1 to manage the affairs of the corporation in accordance with the Act and these rules.
- 2.1.13 Directors' meeting** refers to the meetings of the directors held according to rule 11.1.
- 2.1.14 Directors' meeting minute book** means the books and records in which the minutes of all directors' meetings and copies of any written resolutions passed without directors' meeting are kept.

- 2.1.15 Dispute resolution process** means the process set out in rule 6.11.
- 2.1.16 Member** means a member of the corporation who is an Aboriginal and/or Torres Strait Islander person whose name appears on the Register of Members.
- 2.1.17 General meeting** refers to both general meetings and annual general meetings of the members of the corporation called and held in accordance with rule 7.3 and 7.4.
- 2.1.18 Indigenous corporation number or ICN** means that number given by the Registrar to the corporation on registration.
- 2.1.19 Material personal interest** has the meaning given to it in rule 10.2.
- 2.1.20 Objectives** means the objectives set out in rule 2.1.
- 2.1.21 Officer** is a director, corporation secretary, administrator, special administrator, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation, or could significantly affect the corporation's financial position.
- 2.1.22 Poll** means voting at a general meeting by the members 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.
- 2.1.23 Proxy form** means the form included in Schedule 2—Appointment of proxy form.
- 2.1.24 Proxy** means a person who has been appointed to attend, speak, and vote at a general meeting on behalf of a member, according to rule 7.16.
- 2.1.25 Register of members** means the register of members kept according to rule 6.1.
- 2.1.26 Registrar** means the Registrar of Aboriginal and Torres Strait Islander corporations appointed in accordance with the Act.
- 2.1.27 Replaceable Rule** is a rule under the Act that can either apply as is or changed.
- 2.1.28 Rule book** means the set of rules that govern the activities of a particular corporation or its members. The Rule book includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added and set laws that have been changed under the CATSI Act.
- 2.1.29 Secretary** means a person elected or appointed according to rule 12.2.
- 2.1.30 Special resolution** means a resolution that has been passed by 75% of voting members at the meeting entitled to vote on the resolution.
- 2.1.31 Surplus assets** means a surplus of cash at bank, land and buildings, motor vehicles, office equipment and furniture as referred to in rule 16.1.
- 2.1.32 Torres Strait Islander** means a descendent or an indigenous inhabitant of the Torres Strait Islands.

## **2.2 Interpretation**

In these rules:

- 2.2.1** Words in the singular include the plural and vice versa
- 2.2.2** Any gender includes the other genders

- 2.2.3** The words ‘including’, ‘include’ and ‘includes’ are to be read without limitation
- 2.2.4** A reference to:
- a) Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced from time to time.
  - b) Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions.
  - c) A rule or schedule is a reference to a rule or schedule, as the case may be, of this document.
- 2.2.5** Hearings and notes are used for convenience only and are not intended to affect the interpretation of these rules.
- 2.2.6** A word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules.
- 2.2.7** If a word or phrase is defined its other grammatical forms have corresponding meanings.
- 2.2.8** Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.
- 2.2.9** Any inconsistency with the Act is to be resolved in favour of the Act.



## Part 3 – Objectives

### Aim of the Corporation

Burrin Dalai provides services to children and their families and carers to achieve the best possible life outcomes by raising Aboriginal children and young people in a safe and nurturing environment which keeps them connected to their community and culture, while maintaining their identity and family relationships.

### Vision of the Corporation

No child, young person, family or community is too difficult; it is only the baggage they come with. We are here to help them unpack, one bag at a time. Burrin Dalai makes strong connections across all of our communities to be the catalyst to ensure our children and young people are the bright lights in our black future, proud of who they are, leading without shame, respectful, being role models, breaking the chain.

### Values of the Corporation

Burrin Dalai Aboriginal Corporation's Values (**PROTECT**) describe the standards and ethics we have set for ourselves in how we will go about fulfilling our Aim, our Vision and achieving our objectives, in how we will work with our clients, our communities, our partners and our colleagues in the workplace.

#### PROTECT

Protection	Protection, wellbeing and safety for children and help children achieving their potential.
Respect	Respect, self-respect, individuality, support, listening and confidentiality.
Openness	Openness, honesty, equity, justice and fairness.
Trust	Trust, loyalty, commitment, integrity, professionalism and positive change.
Enduring Families	Enduring families, inclusion, belonging, nurture, caring and love.
Culture	Culture / Aboriginality, culturally informed services and decisions, children connected to country.
Teamwork	Teamwork (working as one service), passion, participation, innovation, positive work ethic, supporting individual growth and development.

The Values of Burrun Dalai are guided by our Organisational Pillars.

T R U S T	R E S P E C T	H O P E	C O U R A G E	H O N E S T Y	G R A T I T U D E	P U R P O S E
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## 2.1 Objectives of the Corporation

Burrun Dalai Aboriginal Corporation aims to provide the highest quality of family based care that effectively meets the needs of Aboriginal children, young people and families in those geographical areas that require our services.

We also seek to achieve the best outcomes for Aboriginal children, young people, families and communities by providing the highest standard of casework practice and specialist support services which will promote the safety of children through family or community based care.

We are committed to:

- a) Provide stable and supportive out of home care placements.
- b) Understanding the needs of Aboriginal children and their families.
- c) Providing fully trained, skilled Aboriginal Foster Carers to enable a quality out of home care service for Aboriginal children and their families.
- d) Monitoring and ensuring the safety, wellbeing and welfare of Aboriginal children in our out of home care placements.
- e) Reuniting Aboriginal children to their birth families, or within their own communities wherever possible.
- f) Promoting and preserving Aboriginal family life and culture.

We believe that:

- a) A safe and stable Aboriginal family environment best meets the emotional wellbeing and developmental needs of Aboriginal children and young people.
- b) Allowing Aboriginal children and young people the opportunity to participate in decision making regarding their future is paramount to their emotional development and happiness.
- c) Aboriginal children should be provided with information, assistance and support to be best informed about decisions that are likely to impact on their lives.
- d) Promoting significant relationships with adults and family members develops resilience and life skills in Aboriginal children.

- e) Aboriginal children have a right to state their needs, be heard and actively participate in decisions regarding their future.
- f) The best outcomes for Aboriginal children are achieved by developing, offering and monitoring care that is individually designed to meet the unique needs of each child.
- g) The focus of out of home care should remain on the safety and wellbeing of the individual child and/or sibling group ensuring restoration to birth family is the ultimate goal where appropriate.
- h) Decisions regarding placement must be made within a timely fashion to reduce delay in placement whilst not forgoing proper assessment of the child or young person's needs.
- i) The children, young people, their families and their communities are involved in the decision making regarding the placement and/or safety and wellbeing of the child.
- j) Sibling groups should be maintained to the best ability of Burrun Dalai's ability to maintain family connections.
- k) Each child should be supported to retain their unique name, spirituality, values, strengths, resources, connections, culture and identity.
- l) By promoting Aboriginal culture, identity, language and spirituality each child or young person will be allowed the opportunity to develop a sense of self and belonging.
- m) To provide training and develop unique skills for our workers to ensure the provision of specialist services to best meet the needs of children, young people their families and the community.
- n) Providing the opportunity for staff and foster carers to develop their knowledge and skills through training and development.
- o) To operate and maintain a gift fund to be known as '*Burrun Dalai Aboriginal Corporation Gift Fund*' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

## **Part 4 – Powers of the corporation**

### **4.1 Powers of the corporation**

- 4.2 Subject to the Act and these rules, the corporation has the power to do anything lawful to carry out the objectives, except:
- a) The corporation cannot change application fees for membership or annual membership fees.

## **Part 5 – Membership of the corporation**

### **5.1 Membership eligibility**

- 5.1.1 A person is eligible to be a member of the corporation if:
- a) The person is at least 18 years' old
  - b) The person is an Aboriginal and/or Torres Strait Islander person
- 5.1.2 Non-Aboriginal and/or Non-Torres Strait Islander persons are eligible to be an Associate member.
- 5.1.3 The members of the corporation shall consist of members who have been nominated and approved for membership of the corporation in accordance with rule 5.2 and who are:
- a) Members or
  - b) Associate Members.
- 5.1.4 Members shall be entitled to:
- a) Receive information about the corporation's activities
  - b) Receive notice of and attend general meetings of the corporation
  - c) Vote at general meetings or on any resolution of the corporation
  - d) Nominate themselves or other Members for election to the Board
  - e) Vote in any election of Board Members.
- 5.1.5 Associate Members shall be entitled to:
- a) Receive information about the corporation's activities
  - b) Received notice of and attend general meetings of the corporation.

### **5.2 Nomination for membership**

- 5.2.1 A nomination of a person for membership of the corporation:
- a) Applies in writing.
  - b) Is eligible under rule 5.1
  - c) Must be lodged with the secretary of the corporation.
- 5.2.2 At the next Board meeting, the Directors will consider all applications for membership. The application for membership needs to meet all the eligibility for membership requirements of rules 5.1 and 5.2
- a) The directors may refuse to accept a membership application even if the applicant has met rules 5.1 and 5.2, in accordance with the Corporations Code of Conduct.
- 5.2.3 After the Directors make that determination, the secretary must, within 21 days notify the nominee, in writing, about the decision and the reasons for it.
- 5.2.4 A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application.

### **5.3 Cessation of membership**

- 5.3.1 A person ceases to be a member of the corporation if the person:

- a) Dies or
- b) Resigns membership or
- c) Is expelled from the corporation according to the Corporations Code of Conduct

#### **5.4 Resignation of membership**

5.4.1 A member of the corporation may resign from membership of the corporation by written notice.

#### **5.5 Cancellation of Membership**

5.5.1 The membership may be cancelled by a special resolution in a general meeting if the corporation:

- a) Has not been able to contact the member at their address entered on the register of members for a continuous period of two years before the meeting, and
- b) Has made two or more reasonable attempts to contact the member during that 2-year period but has not been able to.

5.5.2 If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.5.3 Membership may be cancelled if a member is not an Aboriginal or Torres Strait Islander person.

If rule 5.1 includes an eligibility requirement that an individual be an Aboriginal and Torres Strait islander person, membership may be cancelled if the member is not an Aboriginal or Torres Strait Islander person

- a) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that the member is not an Aboriginal or Torres Strait Islander person.
- b) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.5.4 Membership may be cancelled if a member breaches the Code of Conduct.

- a) The corporation may cancel the membership by special resolution in a general meeting if the general meeting is satisfied the member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings
- b) If the corporation cancels a membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed

5.5.5 Amending register of members after a membership is cancelled.

- a) Within 14 days of a member's membership being cancelled, the corporation must remove their name from the register of current members of the corporation and be placed on the non-member register

## **Part 6 – Register of members and former members**

### **6.1 Register of members**

- 6.1.1 The secretary of the corporation must establish and maintain a register of members of the corporation specifying the name and postal or residential address of each person who is a member of the corporation together with the type of membership (Member or Associate Member) and the date on which the person became a member.
- 6.1.2 The register of members must be kept at the registered premises of the corporation.
- 6.1.3 The register of members must be open for inspection, free of charge, by any member of the corporation at a reasonable hour and the corporation must allow the member to inspect a hard copy of the information unless otherwise agreed.
- 6.1.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 6.1.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the corporation or other material relating to the corporation or,
  - b) Any other purpose necessary to comply with a requirement of the Act.

### **6.2 Making register of members available at the AGM**

- 6.2.1 The corporation must:
  - a) Make the register of members available for inspection (without charge) by members at the AGM,
  - b) Ask each member attending the AGM to check and update their entry.

### **6.3 Provision of registers to Registrar**

- 6.3.1 If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

### **6.4 Corporation to maintain a register of former members**

- 6.4.1 The corporation must set up and maintain a register of former members.
- 6.4.2 The corporation may maintain the register of former members in one document with the register of members.

### **6.5 Information on the register of former members**

- 6.5.1 The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:
  - a) The member's name (given and family name) and address.
  - b) The date on which the individual stopped being a member.

- c) The register may also contain any other name by which the individual is or was known.

## **6.6 Member's rights**

- 6.6.1 If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process.

## **6.7 Resignation of member**

- 6.7.1 When a member resigns from the corporation, the corporation must remove the member's name from the register of current members of the corporation within 14 days after receiving the resignation notice.

## **6.8 Process for cancelling membership**

- 6.8.1 The directors may, by resolution, cancel the membership of a member if the member:
  - a) is not eligible for membership or
  - b) has ceased to be eligible for membership.
- 6.8.2 Before cancelling the membership, the directors must give the member notice in writing stating that:
  - a) the directors intend to cancel the membership for the reasons specified in the notice, and
  - b) The member has 14 days to object to the cancellation of the membership, and
  - c) The objection must be in writing
- 6.8.3 If the member does not object, the directors must cancel the membership.
- 6.8.4 If the member does object as set out in rule
  - a) The directors must not cancel the membership
  - b) Only the corporation by resolution in general meeting may cancel the membership.
- 6.8.5 If a membership is cancelled, the directors must give the member 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.

## **6.9 Membership may be cancelled if member cannot be contacted**

- 6.9.1 The membership may be cancelled by special resolution in a general meeting if the corporation has not been able to contact the member for two years.
- 6.9.2 If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has passed.

## **6.10 Members' liabilities**

- 6.10.1 The members do not have to pay the corporation's debts if the corporation is wound up.

## **6.11 Dispute resolution process**

- 6.11.1 If the board decides to deal with a complaint, it will be dealt with in accordance with the Corporation's Code of Conduct policy.

## Part 7 – Annual general meetings (AGMs) and general meetings

### 7.1 Annual general meetings – holding of

7.1.1 The corporation must hold its annual general meetings within 5 months after the close of the corporations' financial year.

### 7.2 Extension of time for holding AGMs

7.2.1 The corporation may apply to the registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.

7.2.2 If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

### 7.3 Annual general meetings – calling of and business at

7.3.1 The annual general meeting of the corporation is, subject to the Act and to rule 7.1 to be convened on such date and at such place and time as the Directors thinks fit.

7.3.2 AGM business includes:

- checking the register of members
- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors'
- asking questions about how the corporation is managed
- electing directors (if required)
- choosing an auditor (if required) and agreeing on the fee.

7.3.3 An annual general meeting must be specified as such in the notice convening it.

### 7.4 General meetings – calling of

7.4.1 A general meeting must be held for a proper purpose.

7.4.2 The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members can request the directors to call a general meeting are:

Number of members in corporation	Number of members required to ask for a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 or more members	= 10 per cent of members

7.4.3 The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request



- nominate a member to be the contact member on behalf of the members making the request
  - be given to the corporation.
- 7.4.4 Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.
- 7.4.5 If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.
- 7.4.6 The Directors can apply to the Registrar to deny the request if the directors resolve that:
- the request is frivolous or unreasonable or
  - complying with the request would be contrary to the interests of the members as a whole
- 7.4.7 A director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.
- 7.4.8 The directors' application to the Registrar to deny the members' request must:
- be in writing
  - set out the reasons why they wish to deny holding the meeting
  - be made within 21 days after the members' request for a meeting was made.
- 7.4.9 The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

## **7.5 Notice**

- 7.5.1 At least 21 days' notice must be given.  
Notice must be given to:
- each member individually
  - the directors
  - the secretary
  - the auditor.
- 7.5.2 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, the exact wording of it
  - any technology to be used in the meeting (if required)
  - if a member can appoint a proxy.
- 7.5.3 Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.
- 7.5.4 A notice of meeting:
- sent by post is taken to be given three 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.

## **7.6 Requirement to give notice of general meeting and other communications to auditor**

- 7.6.1 The corporation must give its auditor (if any):
- a) Notice of a general meeting in the same way that a member is entitled to receive notice
  - b) any other communications relating to the general meeting that a member is entitled to receive

## **7.7 Quorum for general meetings**

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 or more members	= 10 members

- 7.7.1 The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.
- 7.7.2 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- a) If convened on the requisition of members, is to be dissolved; and,
  - b) In any other cause, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 7.7.3 In determining whether a quorum is present, only member in attendance will be counted.

## **7.8 Presiding Member**

- 7.8.1 If the Chair and the Deputy Chair are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

## **7.9 Auditor's right to be heard at general meetings**

- 7.9.1 The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.

## **7.10 Use of Technology for general meeting**

- 7.10.1 The corporation may hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to attend.

## **7.11 Postponing a general meeting or AGM**

- 7.11.1 After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).
- 7.11.2 A postponed meeting must be held within 30 days of the date that the meeting was due to occur.
- 7.11.3 The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

## **7.12 When members can demand a poll**

- 7.12.1 Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.
- 7.12.2 A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.
- 7.12.3 A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

## **7.13 Members' resolutions**

- 7.13.1 Notice of Members' resolutions
- 7.13.2 If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the corporation by at least the required number of members under rule 7.13.2 (c).
- a) A notice of a member's resolution must:
- Be in writing
  - Set out the wording of the proposed resolution
  - Be signed by the members proposing to move the resolution
- b) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- c) Members can propose a resolution by giving notice of it to the corporation.

<b>Number of members in corporation</b>	<b>Number of members needed to ask for a general meeting</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 or more members	= 10 per cent of members

- 7.13.3 The notice must set out the resolution in writing and must be signed by all the members proposing it.
- 7.13.4 The corporation must give notice of the resolution to all people entitled to it.
- 7.13.5 The corporation must consider the resolution at the next general meeting held more than 28 days after the notice has been sent.

## **7.14 Consideration of members' resolutions**

- 7.14.1 If the corporation has been given notice of a members' resolution it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
- 7.14.2 The corporation must give all its members notice that the resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- 7.14.3 The corporation does not have to give notice of a resolution if it is defamatory.

## **7.15 Voting**

- 7.15.1 Each member has one vote.
- 7.15.2 The chairperson has one vote (if he or she is a member) plus a casting vote.
- 7.15.3 A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- 7.15.4 A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 19. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.
- 7.15.5 The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

## **7.16 Proxy votes**

- 7.16.1 If a member is entitled to appoint a proxy, a notice of a general meeting must contain a statement setting out:
  - a) That the member has a right to appoint a proxy
  - b) Whether or not the proxy needs to be a member of the corporation.
- 7.16.2 Rights of proxies
- 7.16.3 Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
  - a) To speak at the meeting
  - b) To vote (but only to the extent allowed by the appointment)
  - c) Join in a demand for a poll
- 7.16.4 a person must not exercise proxies for more than 3 members

## **7.17 Appointing a Proxy**

- 7.17.1 An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:
  - a) The members' name and address
  - b) The corporations' name
  - c) The proxy's name or the name of the office held by the proxy
  - d) The meetings at which the appointment may be used.
  - e) Particular instructions per resolution for the meeting
- 7.17.2 An undated appointment is taken to have been dated on the day it is given to the corporation.
- 7.17.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
  - a) The proxy need not vote on the show of hands

- b) If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands
  - c) If the proxy is the chair, the proxy must vote by poll, and must vote as directed by proxy
  - d) If the proxy is not the chair, the proxy need not vote by poll
- 7.17.4 A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the corporation sending to members:
- a) A list of persons willing to act as proxies, or
  - b) A proxy appointment from holding the person out as being willing to act as a proxy.
- 7.17.5 An appointment of a proxy must be signed and witnessed by a member.

### **7.18 Receipt of proxy documents**

- 7.18.1 For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the corporation at least 48 hours before the meeting by the proxy's appointment.
- 7.18.2 If a meeting has been adjourned by the corporation at least 48 hours beforehand the proxy is still valid when the meeting resumes and no further proxies will be accepted.

### **7.19 Questions at AGMs**

#### **7.20 Questions and comments by members on corporation managements at AGM**

- 7.20.1 The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.

#### **7.21 Questions by members of auditors at AGM**

- 7.21.1 If the corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:
- a) The conduct of the audit
  - b) The preparation and content of the auditor's report
  - c) The accounting policies adopted by the corporation in the preparation of the financial statements.
  - d) The independence of the auditor in relation to the conduct of the audit.

### **7.22 Adjourned meetings**

#### **7.23 When a resolution passed after the adjournment of meeting**

- 7.23.1 A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.

## **Part 8 – Directors of the corporation**

### **8.1 Directors of the Corporation**

- 8.1.1 The number of directors is between 3 to 12.

## **8.2 Eligibility to be a director**

8.2.1 An individual is eligible for appointment as a director if they are an individual who is:

- a) at least 18 years of age
- b) an Aboriginal and/or Torres Strait Islander person
- c) a member of the corporation
- d) be fit and proper as determined by the Board

8.2.2 In determining whether an individual is 'fit and proper' the board will consider the following:

- a) A person's character, competence and experience
- b) Certain skill, expertise and/or sound judgement
- c) Competence and integrity
- d) Whether a person has demonstrated a lack of willingness to comply with legal obligations, regulatory requirements and/or professional standards
- e) Whether a person has perpetrated or participated in negligent, deceitful business, or professional practices
- f) Whether a person has been reprimanded, or disqualified, or removed, by a professional or regulatory body in relation to matters relating to the person's honesty, integrity, or business conduct
- g) Whether a person has seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such a failure caused a loss to others
- h) Whether someone has been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in management
- i) Whether a person was the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which were determined adversely to the person (including by the person consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on the person's competence, diligence, judgement, honesty or integrity.
- j) Whether a person has a current Authorised Working with Children Check and that authorised Working with Children Check provides a clearance for that person to work with children without limitation.
- k) Whether a person has a National Criminal Record Check and that National Criminal Record Check is free of any charges relating to a child or young person.
- l) Have and will make a Declaration of a Conflict or perceived Conflict of Interest

8.2.3 An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may only be appointed as a director of the corporation if the appointment is made:

- a) With permission granted by the Registrar, or
- b) With leave granted by the court.

### **8.3 Majority of director requirements**

- 8.3.1 All directors must ordinarily reside in Australia.
- 8.3.2 Directors must not be current or past employees still within 12 months of ceasing employment of the corporation.

### **8.4 Consent to act as director/secretary**

- 8.4.1 Before a person may be appointed as a director, that person must give the corporation a Consent to become a director form to the corporation.
- 8.4.2 The corporation must keep the consent form.

### **8.5 Becoming a director by appointment**

- 8.5.1 The corporation may appoint a person as a director by resolution passed in general meeting.

### **8.6 Directors may appoint other directors to make up a quorum**

- 8.6.1 The directors can appoint a person as a director to fill a casual vacancy. A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 8.7) and so the position of that director is vacant. The person must meet the director eligibility criteria in rule 8.2 and any criteria that applies to the particular vacancy.

### **8.7 Term of appointment**

- 8.7.1 The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position. However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.
- 8.7.2 If the application for registration of the corporation identifies a director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the corporation's registration.
- 8.7.3 Subject to rule 8.7.5, a director must not be appointed for more than 2 years.
- 8.7.4 A director is eligible for reappointment.
- 8.7.5 If the terms of the appointment of all directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired.

### **8.8 Rotation of directors**

- 8.8.1 Directors will be elected on a rotation for a two-year term, so that the appointment of half of the directors expires each year.
- 8.8.2 To implement the rotation system:
  - a) At the first AGM of the corporation
    - half of the directors will be appointed for a term of two years and
    - the other half of the directors will be appointed for a term of one year and
  - b) At subsequent AGMs of the corporation, the appointment of any directors at the AGM will be for two years.

## **8.9 Independent or specialist non-member directors**

- 8.9.1 Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law, or a field relating to the corporation's activities.
- 8.9.2 The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.
- 8.9.3 Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director.
- 8.9.4 Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a term of one year, and they can be reappointed.

## **8.10 How a person ceases to be a director**

- 8.10.1 A person ceases to be a director if:
  - a) The person dies
  - b) The person resigns as a director as provided for in rule 8.11
  - c) The term of the person's appointment expires
  - d) The person is removed as a director by the members as provided for in rule 8.13
  - e) The person is removed as a director by other directors as provided for in rule 8.14, or
  - f) The person becomes disqualified from managing Aboriginal or Torres Strait Islander corporations under Part 5-6 of the Act.

## **8.11 Resignation of director**

- 8.11.1 A director may resign as a director by giving notice of resignation to the corporation.

## **8.12 Process for removing a director**

### **8.13 Removal by members**

- 8.13.1 The corporation may, by resolution in general meeting, remove a director from office despite anything in:
  - a) the corporation's constitution
  - b) an agreement between the corporation and the director concerned, or
  - c) an agreement between any or all members of the corporation and the director concerned.
- 8.13.2 A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting if to be held. However, if the corporation calls a meeting after notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- 8.13.3 The corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- 8.13.4 The director concerned is entitled to put his or her case to members by:



- a) giving the corporation a written statement for circulation to members (see rule 8.13.5)
  - b) speaking to the motion at the meeting (whether or not the director concerned is a member).
- 8.13.5 The corporation is to circulate the written statement given under rule 8.13.3 to members by:
- a) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
  - b) if there is not time to comply with rule 8.13.3 having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
  - c) The written statement given under rule 8.13.4 does not have to be circulated to members if it is defamatory.
  - d) If a person is appointed to replace a director removed under this rule, the time at which:
    - the replacement director, or
    - Any other director, is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

#### **8.14 Removal by other directors**

- 8.14.1 The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may resolve to remove a director by resolution.
- 8.14.2 Rule 8.14.1 operates despite anything in:
- a) the corporation's rule book
  - b) an agreement between the corporation and the director concerned, or
  - c) an agreement between any or all members and the director concerned.
- 8.14.3 Before removing a director concerned, the directors must give the concerned director notice in writing:
- a) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings
  - b) stating that the director concerned has 14 days to object in writing to the removal
- 8.14.4 If the director concerned does not object, the directors must remove the director concerned.
- 8.14.5 If the director concerned does object:
- a) the directors cannot remove the director concerned
  - b) the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.14.1.
- 8.14.6 If the director concerned is removed, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- 8.14.7 If a person is appointed to replace a director removed under this rule, the time at which:
- a) the replacement director or

- b) any other director, is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed director.

## **Part 9 – Directors and Officers duties**

### **9.1 General Duties**

- 9.1.1 The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act. These must include:
- a) a duty of care and diligence
  - b) a duty of good faith
  - c) a duty of disclosure of material personal interests (see rule 10.2)
  - d) a duty not to improperly use position or information
  - e) a duty to prevent insolvent trading.
  - f) A duty to comply with the Code of Conduct
- 9.1.2 The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.

## **Part 10 – Functions, powers, and duties of directors**

### **10.1 Powers of directors**

- 10.1.1 The business of the corporation is to be managed by or under the direction of the directors.
- 10.1.2 The directors may exercise all the powers of the corporation.

### **10.2 Duty of director to disclose material personal interests**

- 10.2.1 A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless rule 10.2.2 says otherwise.
- 10.2.2 A director does not need to give notice of an interest under rule 10.2.1 if:
- a) The interest
    - arises because the director is a member and is held in common with the other members
    - arises in relation to the director’s remuneration as director
    - relates to a contract the corporation is proposing to enter into that is subject to approval by the members and will not impose any obligation on the corporation if it is not approved by the members
  - b) all the following conditions are satisfied
    - the director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under rule 10.2.1
    - if a person who was not a director when the notice under rule 10.2.1 was given is appointed as a director, the notice is given to that person

- the nature or extent of the interest has not materially increased above that disclosed in the notice or
  - c) The director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- 10.2.3 The notice required by rule 10.2.1 must:
- a) give details of:
    - the nature and extent of the interest
    - the relation of the interest to the affairs of the corporation
  - b) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter the details must be recorded in the minutes of the meeting.
- 10.2.4 A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

### **10.3 Remuneration**

10.3.1 The directors are not to be paid a remuneration

10.3.2 Rule 10.3.1 does not prevent:

- a) The corporation from paying the director's travelling and other expenses that the directors incur:
  - in attending director's meeting or any meetings of committees of directors
  - in attending any general meetings of the corporation.
  - in connection with the corporation's business.

### **10.4 Negotiable Instruments**

10.4.1 Any two directors of the corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

10.4.2 The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed, or otherwise executed in a different way.

### **10.5 Delegation**

10.5.1 The directors may by resolution delegate any of their powers to:

- a) a committee of directors
- b) a director
- c) Any employee of the corporation, or
- d) Any other person.

10.5.2 A delegate must exercise the powers delegated in accordance with any directions of the directors.

10.5.3 The exercise of a power by a delegate is as effective as if the directors had exercised it.

### **10.6 Member approval needed for a related party benefit**

10.6.1 For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:

- a) the corporation or entity must:
  - Obtain the approval of the members
  - Must comply with Part 6.6 of the Act

## **Part 11 – Director’s meetings**

### **11.1 Frequency of director’s meetings**

11.1.1 The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once every three months.

### **11.2 Calling and giving notice of directors’ meetings**

11.2.1 The directors will normally determine the date, time, and place of each director’s committee meeting at the previous meeting.

- a) the date, time and place for a director’s meeting must not unreasonably prevent a director attending.
- b) a director’s meeting may be called by a director giving reasonable notice individually to every other director.

11.2.2 reasonable notice of each director’s meeting must be given to each director.

The notice must state:

- a) The date, time and place of the meeting
- b) The general nature of business to be conducted at the meeting
- c) Any proposed resolutions.

### **11.3 Quorum at directors’ meetings**

11.3.1 The quorum for a directors’ meeting is a majority of the directors, and the quorum must be present at all times during the meeting.

### **11.4 Chairing directors’ meetings**

11.4.1 The directors may elect a director to chair their meetings. The directors may determine the period for which the director is to be the chair.

11.4.2 The directors must elect a director present to chair a meeting, or part of it, if:

- a) a director has not already been elected to chair the meeting, or
- b) a previously elected chair is not available, or declines to act, for the meeting of the part of the meeting.

### **11.5 Use of technology**

11.5.1 A directors’ meeting may be called or held using any technology consented to by all directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

### **11.6 Resolutions at directors’ meetings**

#### **11.7 Passing of directors’ resolutions**

11.7.1 A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

11.7.2 Each director (including independent or specialist non-member directors) has one vote.

11.7.3 The chair has a casting vote if necessary, in addition to any vote they have as director.

## **Part 12 – Secretary**

### **12.1 Requirements for secretary**

### **12.2 Who may be a secretary**

- 12.2.1 Only an individual who is at least 18 years of age may be appointed as a secretary of the corporation.
- 12.2.2 A person who is disqualified from managing an Aboriginal or Torres Strait Islander corporation under Part 5-6 of the Act may only be appointed as a secretary or contact person if the appointment is made with:
  - a) The Registrar’s permission under section 279-30(7) of the Act, or
  - b) The leave of the court under section 279-35 of the Act.

### **12.3 Consent to act as secretary**

- 12.3.1 The corporation must receive a signed consent from a person to act as secretary of the corporation, before that person is appointed as secretary of the corporation.
- 12.3.2 The corporation must keep each consent received under rule 12.3.1.

### **12.4 Becoming a secretary on registration**

- 12.4.1 A person becomes a secretary of the corporation on registration of the corporation, if the person is specified in the application with his or her consent as a proposed secretary of the corporation.

### **12.5 How a secretary is appointed**

- 12.5.1 The directors appoint the secretary.

### **12.6 Terms and conditions of office**

- 12.6.1 A secretary holds office on the terms and conditions (including remuneration) that the directors determine.

### **12.7 Duties of Secretary**

### **12.8 Secretary must pass on communications received**

- 12.8.1 While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to at least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

### **12.9 Effectiveness of acts by secretaries**

- 12.9.1 An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporations’ Rule book or the Act.
- 12.9.2 Rule 12.9.1 does not deal with the question whether an effective act by the secretary:
  - a) Binds the corporation in its dealings with other people or
  - b) Makes the corporation liable to another person.

## Part 13 – Execution of document

13.1 The corporation must set out on documents the corporations' name and ICN

## Part 14 – Finances and record keeping

### 14.1 Minutes of meetings

### 14.2 Obligation to keep minutes

**14.2.1** The corporation must keep minute books in which it records within 1 month:

- a) proceedings and resolution of general meetings
- b) proceedings and resolution of directors' meetings (including meetings of a committee of directors)
- c) resolutions passed by directors without a meeting

### 14.4 Obligation to keep financial records

**14.4.1** The corporation must keep written financial records that:

- a) Correctly record and explain its transaction and financial position and performance
- b) Could enable true and fair financial reports to be prepared and audited.

**14.2.2** the minutes of the meeting may be kept:

- a) in writing, or
- b) by means of an audio, or audio-visual, recording.

**14.2.3** If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the corporation must ensure that, on the recording:

- a) each person attending states their name and
- b) if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.

**14.2.4** If the minutes of the meeting are kept in writing, the corporation must ensure that either:

- a) the chair of the meeting, or
- b) the chair of the next meeting, signs those minutes within a reasonable time after the first meeting.

**14.2.5** If the minutes are kept by means of an audio, or audio visual, recording, the corporation must ensure that either:

- a) The chair of the meeting, or
- b) The chair of the next meeting, signs a declaration under rule 14.2.6 within a reasonable time after the first meeting.

**14.2.6** The declaration under rule 14.2.5 must:

- a) Identify the audio, or audio visual, recording
- b) If the recording is not a recording of the whole meeting, identify the part of the meeting that is recorded
- c) Declare that the recording constitutes the minutes of the meeting or that part of the meeting.

**14.2.7** The corporation must keep its minute books at:

- a) Its registered office if it is registered as a large corporation

- b) A minute that is recorded and signed in accordance with this rule 14.2 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is provided.

### **14.3 Rule book and records about officers, Secretary etc.**

**14.3.1** The corporation must keep:

**14.3.2** A registered copy of its Rule book.

**14.3.3** Written records relating to:

- a) The names and addresses of the corporations' current officer's and secretary
- b) The corporations registered office
- c) The corporation's document access address.

### **14.5 Financial Records**

#### **14.6 Period for which financial records must be retained**

14.6.1 The financial records must be retained for 7 years after the transactions covered by the records are completed.

#### **14.7 Physical format**

14.7.1 If the records that the corporation is required to keep under rules 14.3 and 14.5 are kept in electronic form:

- a) A hard copy must be available, within a reasonable time, to a person which is entitled to inspect the records.

#### **14.8 Place where records are kept**

14.8.1 If the corporation is registered as:

- a) A large corporation, the records that the corporation is required to keep under rules 14.5 must be kept at the corporations' registered office, or

#### **14.9 Right of access to corporation books by director**

14.9.1 A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:

- a) to which that person is a party
- b) which that person proposes in good faith to bring, or
- c) which that person has a reason to believe will be brought against him or her.

#### **14.10 Access to financial records by directors**

14.10.1 A director has a right of access to the records that the corporation is required to keep under rule 14.3 and 14.5.

14.10.2 On application by a director, the court may authorise a person to inspect on the directors' behalf the records that the corporation is required to keep under rule 14.3 or rule 14.5 subject to any other orders the court considers appropriate.

14.10.3 A person authorised to inspect records under rule 14.10.2 may take copies of the records unless the court orders otherwise.

#### **14.11 Members access to minutes**

- 14.11.1 If the corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members. The books must be made available within a reasonable timeframe of the request.
- 14.11.2 The corporation must make minutes available free of charge.
- 14.11.3 A member may ask the corporation in writing for a copy of:
- a) Any minutes of a meeting of the corporation's members

#### **14.12 Inspection of books by members**

- 14.12.1 The directors, or corporation by resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.

#### **14.13 Access to governance material**

#### **14.14 Corporation to provide member with rules, if requested.**

- 14.14.1 If a member asks for a copy of the corporations' Rule book, the corporation must provide it:
- a) Free of charge
  - b) Within 7 days

#### **14.15 Registered office**

- 14.15.1 The corporation must make available for inspection by members and officers at its registered office, its Rule book.

#### **14.15 General provisions regarding access to rules**

- 14.15.1 The Rule book of the corporation includes:
- a) The corporation's rule book
  - b) Any replacement rules that apply to the corporation
  - c) Any other material concerning the internal governance of the corporation that is prescribed

## **Part 15 – Notices**

### **15.1 General**

- 15.1.1 At least 21 days' notice must be given. Notice must be given to:
- each member individually
  - the directors
  - the contact person or secretary
  - the auditor (if the corporation has one)
- 15.1.2 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, the exact wording of it
  - any technology to be used in the meeting (if required)
  - if a member can appoint a proxy.



- 15.1.3 Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom

## **Part 16 – Winding Up**

### **16.1 Resolution to distribute surplus assets**

- 16.1.1 Subject to rule 16.2, where:
- a) The corporation is wound up
  - b) After all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist
  - c) The members may pass a special resolution relating to the distribution of the surplus assets of the corporation.

### **16.2 No distribution of assets to members**

- 16.2.1 The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member.

## **Part 17 – Changing the Rule book**

### **17.1 Changing the Rule Book**

- 17.1.1 The Directors can propose a change to the Rule book.
- 17.1.2 The Rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.
- 17.1.3 Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:
- a) Rule book changes
  - b) special resolution
  - c) minutes of the meeting.
- 17.1.4 The changes do not take effect until the new Rule book is registered by the Registrar.

## **Part 18 – Gift Fund Rules**

### **18.1 Gift Fund Rules**

- 18.1.1 The corporation shall maintain for the main purpose the corporation a gift fund:
- a) to be named the “Burrin Dalai Aboriginal Corporation Gift Fund”
- 18.1.2 which must receive gifts of money or property for the purposes of the objectives of the corporation
- 18.1.3 which must have credited to it any money received by the corporation because of those gifts
- 18.1.4 The gift fund cannot receive any money or property other than that stated at 18.1.2

- 18.1.5 The corporation shall use gifts made to the gift fund and any money received because of them **only** for the principal purpose of the corporation
- 18.1.6 Receipts issues for gifts to the gift fund must state:
- a) the name of the corporation
  - b) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
  - c) the fact that the receipt is for a gift
- 18.1.7 As soon as, the gift is wound up, or the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953* any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under Division 30 of the *Income Tax Assessment Act 1997*.

**Schedule 1 - Application for membership of corporation  
Burrin Dalai Aboriginal Corporation ICN 9572**

**APPLICATION FOR MEMBERSHIP OF CORPORATION**

.....

[name of corporation]

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a Member / Associate Member (delete which is not applicable) of the above named corporation. In the event of my admission as a member, I agree to be bound by the Rule book of the corporation for the time being in force.

.....

*Signature of applicant*

Date

I, .....

[full name]

a Member of the corporation, nominate the applicant for membership of the corporation.

.....

*Signature of proposer*

Date

I, .....

[full name]

a Member of the corporation, second the nomination of the applicant for membership of the corporation.

.....

*Signature of seconder*

Date

**Schedule 2—Appointment of proxy form**  
**Burrin Dalai Aboriginal Corporation ICN 9572**  
**Appointment of proxy**

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

am a member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)  
of \_\_\_\_\_ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation  
(annual general meeting or other general meeting, as the case may be) to be held on  
\_\_\_\_ / \_\_\_\_ / \_\_\_\_ (insert date of meeting) and at any adjournment of that meeting.

Signature of member  
appointing proxy  
Signature of member  
witness  
Date

Resolution 1  Yes  No

Resolution 2  Yes  No

Resolution 3  Yes  No

Resolution 4  Yes  No

Please return your completed form to the corporation **at least 48 hours before** the meeting.

**Schedule 3—Consent to become a director form**  
**Burrin Dalai Aboriginal Corporation ICN 9572**  
**Consent to become a director**

I, ..... (full name of person)  
of ..... (residential address, a postal  
address is not sufficient)

.....  
give consent to become a director of the corporation.

I confirm my date  
of birth is ..... (date of birth)  
and my place of  
birth was ..... (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

- 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 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 12 months
- am 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,

and I will notify the corporation if any of the above events occur after my appointment.

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.

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