

Wurli-Wurlingjang Aboriginal Corporation

Rule Book

ICN 1386

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Introduction to the Rule Book

Regulation of internal governance of Aboriginal and Torres Strait Islander corporations

The *Corporations (Aboriginal and Torres Strait Islander) Act 2006* incorporates and regulates Aboriginal and Torres Strait Islander corporations.

The internal governance of an Aboriginal and Torres Strait Islander corporation is mainly regulated by the following:

- relevant provisions of the Act and any Regulations made under it
- the rules contained in a corporation's constitution
- common law rules relating to corporations.

Provisions of the Act regulating internal governance

The provisions of the Act that regulate the internal governance of an Aboriginal and Torres Strait Islander corporation fall into two key categories:

1. **set laws**—provisions of the Act which a corporation must comply with
2. **rules that can be replaced**—provisions of the Act which a corporation must comply with unless the corporation's constitution has rules changing or replacing them.

You can also apply to the Registrar of Aboriginal and Torres Strait Islander Corporations for an exemption from some of the set laws. Exemptions will usually only be given if the corporation can show that the law will not work for them.

The corporation's constitution

An Aboriginal and Torres Strait Islander corporation must also have a written constitution, which at a minimum:

- sets out the corporation's name and objectives
- sets out a dispute resolution mechanism for disputes internal to the corporation.

The constitution may also:

- modify or replace some or all of the 'replaceable rules', and/or
- add other rules, provided they are workable and consistent with the Act
- change the way some of the set laws work for the corporation.

Even though some rules can be replaced, the constitution cannot simply state that the replaceable rule does not apply—it must cover the subject matter of that rule.

The rules that a corporation has replaced, together with the corporation's constitution, are effectively a contract:

- between the corporation and each member
- between the corporation and each director and corporation secretary
- between a member and each other member.

Under that contract, each person agrees to observe and perform the requirements of the rules.

The set laws are binding on the corporation and its officers and members because they are part of the Act).

1. **Name**

The name of the corporation is **Wurli-Wurlingjang Aboriginal Corporation**.

2. **Interpretation**

See **Schedule 1** for the meanings of terms and phrases used in this Rule Book.

3. **Objects**

3.1 **Central object**

The central object of the corporation is to relieve the poverty, sickness, destitution distress, suffering, misfortune and helplessness of the Aboriginal people of the Katherine Region, particularly in Member Communities.

3.2 **Other objects**

In pursuing its central object the corporation may strive to achieve other subsidiary objects.

In recognition of the severe health problems encountered by the Aboriginal People of the Katherine Region, such subsidiary objects shall include:

- (a) Assisting Member Communities, Members and their families to attain the highest possible level of health
- (b) Assisting Member Communities, Members and their families to become increasingly self-reliant and assume maximum responsibility for their own health and welfare.
- (c) Relieving suffering by providing accessible, acceptable and appropriate Aboriginal controlled primary health care and welfare to Member Communities, Members, their families and visitors.
- (d) Ensuring Aboriginal participation individually and collectively in the identification of health needs, planning and development of programs and implementation of the communities' health care services.
- (e) Arresting social disintegration within Member Communities by ensuring that all programs and actions are in accordance with the cultural values and practices of Member Communities.
- (f) Assist members and Member Communities to find solutions to the problems of drug and alcohol abuse and dependency. Support and co-operate with other organisations providing drug and alcohol services to members and Member Communities.
- (g) Promoting knowledge and understanding and disseminating information within the wider Australian Community of:
 - (i) the special difficulties experienced by Aboriginal people as a minority within the community
 - (ii) the existing inequality in health status between the Aboriginal people of the Katherine Region and wider Australian Community
 - (iii) and to seek the support and assistance of governmental and other agencies with the object of relieving the same.
- (h) Providing for consultation and co-operation between Member Communities and members, and Government and specialised agencies engaged in the provision of health and welfare services to Aboriginal people in order that Member Communities and members may benefit in accordance with these objects.

- (i) 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.
- (j) Fostering appropriate Aboriginal controlled research into the health and welfare issues affecting Aboriginal people in the Katherine Region, and by so doing attempting to overcome their health and welfare problems.
- (k) 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.
- (l) Promoting community development and education and employment training opportunities for members and for the employees of the corporation and to work with other agencies to achieve this, with the aim of improving the living conditions and quality of life enjoyed by the Aboriginal community of Katherine and therefore to permit people to lead economically productive, socially satisfying, and healthier lives.
- (m) Recognising the distress caused by the high unemployment rate of Aboriginal people in the Katherine Region, encouraging, supporting and assisting Aboriginal people to apply for all employment opportunities offered by Wurli-Wurlingjang.
- (n) Promoting the employment and training of local Aboriginal people, chosen by the community, to be Aboriginal Health Workers, and:
 - (i) promoting and supporting the Aboriginal Health Workers to be in charge of the delivery of health programs
 - (ii) promoting and facilitating the achievement by Aboriginal Health Workers of a maximum degree of skill and professional development by ongoing education
 - (iii) taking positive measures to ensure that non-Aboriginal health professionals employed by the corporation perform functions that assist and support the functions of the Aboriginal Health Workers rather than replacing them.
- (o) Developing relationships with organisations and groups with similar aims and needs, particularly other Aboriginal organisations and groups.
- (p) Facilitating consultation and co-operation between Member Communities with the object of mutual benefit.
- (q) Ensuring equitable access to appropriate services for special needs groups within the community ie - women, aged persons etc.

4. Powers of the corporation

The corporation has the powers provided for under Section 96-1 of the Act and may exercise any of its powers for the purpose of achieving its objects.

5. Membership of the corporation

5.1 Members on registration

The members of the Corporation (in its status as an association incorporated under the *Aboriginal Councils and Associations Act*) immediately prior to the commencement of the Act remain members of the Corporation without being required to apply for membership pursuant to subrule 5.2.

5.2 Members by application

5.2.1 How to become a member using the application form set out in Schedule 2.

A person becomes a member if:

- (a) the person wants to become a member and applies in writing
- (b) the person is eligible for membership
- (c) the directors accept the application
- (d) the person's name is entered on the register of members.

5.2.2 Who can apply to become a member (eligibility for membership)

- (a) Eligibility for membership of the corporation is restricted to Aboriginal persons over the age of 18 who are permanently resident in one of the following geographical areas:
 - (i) Rockhole Aboriginal Living Area
 - (ii) Myalli Brumby Aboriginal Living Area
 - (iii) Geyulkgan Ngurro Aboriginal Living Area
 - (iv) Jodetluk Aboriginal Living Area
 - (v) Katherine Town
 - (vi) Binjari Aboriginal Living area
- (b) Subject to these rules, an adult Aboriginal person will be deemed "permanently resident" if he:
 - (i) has been continuously resident in any one of the areas referred to in paragraph (a) for a period of not less than 3 months, and
 - (ii) is currently resident at that place.
- (c) The Aboriginal people who are permanently resident at the geographical areas referred to in paragraph (a) will be known as "Member Communities".
- (d) The Aboriginal people who are permanently resident in Katherine Town shall be deemed, for the purpose of the Rules, to form a Member Community known as the "Town Member Community".

5.2.3 Membership application

- (a) A person (the applicant) who wants to become a member must apply to the corporation.
- (b) The application must be in writing, must be signed by the applicant, and must be in accordance with the form set out in Schedule 2.

5.2.4 Deciding membership applications

- (a) The directors will consider and decide membership applications. The directors may appoint from time to time a membership adviser to undertake research and to report to and advise the corporation in relation to any issue of membership status arising under this Rule Book. Consideration of and a decision in relation to a membership application (or a group of membership applications) may be deferred pending reporting and advice from the membership adviser.

- (b) Applications will be considered and decided in the order in which they are received by the corporation.
- (c) The directors must not accept an application for membership of the corporation unless the applicant:
 - (i) applies according to rule 5.2.3
 - (ii) meets all the eligibility for membership requirements.
- (d) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (e) However, they must notify the applicant in writing of the decision and the reasons for it.
- (f) Any applicant for membership may at any time require the directors to reconsider its decision if he or she can show relevant changed circumstances.

5.3 Entry on the register of members

- (a) If the directors accept a membership application, the applicant's name must be entered on the register of members within 14 days.
- (b) However, if:
 - (i) the applicant applies for membership after a notice has been given for the holding of a general meeting, and
 - (ii) the meeting has not been held when the directors consider the application,

then the corporation must not enter the person on the register of members until after the general meeting has been held.

5.4 Membership fees

The corporation must not impose fees for membership of the corporation.

5.5 Members rights and obligations

5.5.1 Members rights

- (a) Each member has rights under the Act and these rules including the rights set out below. A member:
 - (i) can attend, speak and subject to 8.3.1(d), participate in decision making at a general meeting in accordance with subrules 7.11 and 7.12
 - (ii) Subject to subrule 8.2.1, can be appointed as a director
 - (iii) cannot be removed as a member unless the directors and the corporation have complied with rule 5.9
 - (iv) can put forward resolutions to be decided on at a general meeting of the corporation in accordance with rule 7.6
 - (v) can ask the directors to call a general meeting of the corporation in accordance with rule 7.3.2
 - (vi) can access the following books and records of the corporation:
 - (A) the register of members, under rule 6.5
 - (B) the minute books, under rule 14.9
 - (C) the corporation's rule book, under rule 14.11
 - (D) certain reports prepared by or for the directors and the corporation, in accordance with the Act

- (vii) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 14.10
 - (viii) can have any disputes with another member or with the directors dealt with under the process in rule 17
 - (ix) Can attend and speak at directors meetings unless the directors pass a resolution closing all or part of the directors meeting to certain members.
- (b) Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.
 - (c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.

5.6 Members' responsibilities

Each member has the following responsibilities:

- (a) to comply with the Act and these rules
- (b) to notify the corporation of any change in their address within 28 days
- (c) to comply with any code of conduct adopted by the corporation
- (d) to treat other members and the directors with respect and dignity
- (e) to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

5.6.2 Liability of members

The members are not liable to contribute to the property of the corporation on winding up.

5.7 How a person stops being a member

5.7.1 A person will stop being a member if:

- (a) the person resigns as a member (see rule 5.8)
- (b) the person dies
- (c) the person's membership of the corporation is cancelled (see rule 5.9.1).

5.7.2 When a person ceases to be a member

A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

5.8 Resignation of member

- (a) A member may resign by giving a resignation notice to the corporation.
- (b) A resignation notice must be in writing.
- (c) 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.

5.9 Process for cancelling membership

5.9.1 Cancelling membership if member is not or ceases to be eligible

- (a) The directors may, by resolution, cancel the membership of a member if the member:
 - (i) is not eligible for membership or
 - (ii) has ceased to be eligible for membership.

- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i) the directors intend to cancel the membership for the reasons specified in the notice, and
 - (ii) the member has 14 days to object to the cancellation of the membership, and
 - (iii) the objection must be in writing.
- (c) If the member does not object, the directors must cancel the membership.
- (d) If the member does object as set out in paragraph (b)(iii):
 - (i) the directors must not cancel the membership
 - (ii) only the corporation by special resolution in general meeting may cancel the membership.
- (e) 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.

5.9.2 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the corporation:
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting and
 - (ii) has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (b) 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.

5.9.3 Membership cancelled if person found not to be eligible

- (a) Membership must be cancelled if the directors (or the corporation in a general meeting held pursuant to this Rule Book) determines that the person was not at the time of being registered as a member eligible for membership.
- (b) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal person.
- (c) 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.

5.9.4 Membership may be cancelled if person no longer eligible

Membership may be cancelled if the directors determine that the member has moved their permanent place of residence from one of the places referred to in rule 5.2.2(a).

5.9.5 Membership may be cancelled if a member misbehaves

- (a) The corporation may cancel the membership by special resolution in a general meeting if 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.
- (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.

5.9.6 Amending register of members after a membership is cancelled

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.

5.10 Different classes of members

The corporation does not have different classes of membership.

5.11 Observers

The corporation does not have observers.

6. Registers of members and former members

6.1 Corporation to maintain register of members

The corporation must set up and maintain a register of members.

6.2 Information on the register of members

6.2.1 Information about individuals

The register of members must contain the following information about individual members:

- (a) the member's full name (including Aboriginal names if applicable)
- (b) the member's original registered address including Member Community
- (c) details of any changes of address including Member Community
- (d) details of the date of any change of address
- (e) the date on which the member's name was entered on the register.

6.3 Corporation to maintain register of former members

- (a) The corporation must set up and maintain a register of former members who ceased to be members since 01/07/07.
- (b) The corporation may maintain the register of former members in one document with the register of members.

6.4 Information on the register of former members

Subject to the commencement timeframe prescribed in subrule 6.3(a), 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.

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

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

The corporation must keep the register of members and the register of former members at:

- (a) the corporation's registered office if it is registered as a large corporation, or
- (b) the corporation's document access address if it is registered as a small or medium corporation.

6.5.2 Right to inspect registers

- (a) The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
- (b) If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (a) A member may inspect the registers without charge.
- (b) A person who is not a member may inspect the registers only on payment of any fee required by the corporation.

6.5.4 Right to get copies

The corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

- (a) asks for the copy, and
- (b) pays any fee (up to the prescribed amount) required by the corporation.

6.6 Making register of members available at AGM

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.

6.7 Provision of registers to Registrar

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.

7. Annual general meetings and general meetings

7.1 AGMs

7.1.1 Holding AGMs

The corporation must hold an AGM within 5 months after the end of its financial year.

7.1.2 Extension of time for holding AGMs

- (a) 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.
- (b) If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

7.1.3 Business of AGM

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous general meeting, except at the first AGM
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM
- (c) where the AGM is a relevant annual general meeting, the appointment of directors
- (d) the appointment and remuneration of the auditor (if any)
- (e) checking of details on the register of members (see rule 6.6(b))
- (f) asking questions about management of the corporation and asking questions of the corporation's auditor (if any) (see rule 7.15).

7.2 General meetings

7.2.1 Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2 Time and place of general meeting

- (a) A general meeting must be held at a reasonable time and place.
- (b) If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.

7.2.3 Business of general meeting

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting
- (b) all matters set out in the notice of the general meeting.

7.3 Calling general meetings

7.3.1 Directors may call meetings

The place, date and hour of every general meeting shall be determined by the directors and general meeting notices in accordance with subrule 7.4.4 shall be given by such person or persons as are authorised by the directors.

7.3.2 Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under subsection 201-5 of the Act.
- (b) A request under rule 7.3.2(a) must:
 - (i) be in writing
 - (ii) state any resolution to be proposed at the meeting
 - (iii) be signed by the members making the request
 - (iv) nominate a member to be the contact member on behalf of the members making the request
 - (v) be given to the corporation.

- (c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a members' request to call a general meeting

- (a) If the directors resolve:
 - (i) that a request under rule 7.3.2 is frivolous or unreasonable, or
 - (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the members as a whole,a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request.
- (b) An application must:
 - (i) be in writing
 - (ii) set out the ground on which the application is made
 - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the contact member (see rule 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested general meeting

- (a) The directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
 - (i) a director has applied to deny a request, and
 - (ii) the Registrar refuses that request,
 - (iii) the directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4 Requirement for notice of general meeting

7.4.1 Notice for general meeting

- (a) At least 21 days' notice must be given of a general meeting.
- (b) The corporation:
 - (i) may call an AGM on shorter notice, if all the members agree beforehand
 - (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
- (c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
 - (i) remove a director
 - (ii) appoint a director in place of a director removed or
 - (iii) remove an auditor.

Shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of general meeting to members and officers

- (a) The corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting
 - (ii) each director
 - (iii) the secretary (if any)
 - (iv) the contact officer (if any).
- (b) The Corporation may give the notice of meeting to a member personally, or by sending it by post, fax or other electronic means nominated by the member, or by publishing the notice in *The Katherine Times* and/or *The Northern Territory News* (or in the event of those newspapers being discontinued, in equivalent subsequently available Northern Territory-based newspapers).
- (c) A notice of meeting:
 - (i) sent by post is taken to be received 3 days after it is posted
 - (ii) sent by fax, or other electronic means, is taken to be received on the business day after it is sent.

7.4.3 Requirement to give notice of general meeting and other communications to auditor

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.

7.4.4 Contents of notice of general meeting

- (a) A notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this)
 - (ii) state the general nature of the meeting's business
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is
 - (iv) if a member is entitled to appoint a proxy, 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
 - (v) state that in the event of a quorum of members not being present within two hours of the commencement time for the meeting, the meeting will be automatically adjourned to the same commencement time and at the same place the following week
- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.5 Failure to give notice

- (a) Subject to 7.5(b), a general meeting or any proceeding at a general meeting, will not be invalid just because:
 - (i) the notice of the general meeting has accidentally not been sent, or
 - (ii) a person has not received the notice.

- (b) The members at a general meeting can resolve that a prior general meeting was invalid upon concluding that 50% or more of the total membership of the corporation failed to receive notice of that general meeting in circumstances where that failure was not due to the act or omission of the members concerned.

7.6 Members' resolutions

7.6.1 Notice of members' resolutions

- (a) 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 7.6.1(d).
- (b) A notice of a members' resolution must:
 - (i) be in writing
 - (ii) set out the wording of the proposed resolution
 - (iii) be signed by the members proposing to move the resolution.
- (c) 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.
- (d) For the purposes of rule 7.6.1(a), the required number of members is the greater of:
 - (i) the number of members prescribed by the Regulations and applicable to the corporation for the purposes of the giving of such a notice, or, if none is prescribed, 5 members, or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the corporation for the purposes of the giving of such a notice, or, if none is prescribed, 10% of the members.

7.6.2 Consideration of members' resolutions

- (a) 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.
- (b) The corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- (c) The corporation does not have to give notice of a resolution if it is defamatory.

7.6.3 Members' statements to be distributed

- (a) Members may ask the corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting or
 - (ii) any other matter that may be considered at that general meeting.
- (b) This request must be:
 - (i) made by at least the required number of members under rule 7.6.3(f)
 - (ii) in writing
 - (iii) signed by the members making the request
 - (iv) given to the corporation.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

- (d) After receiving a request, the corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(a), the required number of members for the corporation is the greater of:
 - (i) the number of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, 5 members, or
 - (ii) the percentage of members prescribed by the Regulations and applicable to the corporation for the purposes of making such a request, or, if none is prescribed, 10% of the members.

7.7 Quorum for general meeting

7.7.1 Quorum

The quorum for a general meeting of the corporation's members is 25.

7.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, if an individual is attending both as a member and as a proxy, counting that individual only once.

7.7.3 Adjourned meeting where no quorum

- (a) A meeting of the corporation's members that does not have a quorum present within 4 hours after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.
- (b) If no quorum is present at the resumed meeting within 4 hours after the time for the meeting, the meeting is dissolved.

7.8 Chairing general meeting

- (a) The Chairperson of the corporation shall normally chair all general meetings of the corporation but if he or she is not present or does not wish to take the chair, the members present shall choose a chair.
- (b) The chair must adjourn a general meeting if the majority of members present agree or direct that the chair to do so.

7.9 Use of technology for general meeting

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 participate.

7.10 Auditor's right to be heard at general meetings

- (a) If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
- (b) 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.

- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at that meeting, or
 - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.11 Decisions at general meetings

Subject to subrule 8.4.1(b) and any decision which the Act or this Rule Book requires to be made by special resolution, decisions at general meetings shall be made by consensus of the members entitled to participate in the decision, or failing consensus, by voting in accordance with subrule 7.12.

7.12 Voting at general meetings

7.12.1 Entitlement to vote

- (a) At a general meeting, each member has 1 vote, both on a show of hands and a poll.
- (b) The chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.

7.12.2 Objections to right to vote

A challenge to a right to vote at a general meeting:

- (a) may only be made at the meeting, and
- (b) must be determined by a vote taken amongst the members present other than the person whose right to vote is objected to.

7.12.3 How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.12.4 Matters on which a member can demand a poll

- (a) At a general meeting, a poll may be demanded on any resolution.
- (b) A demand for a poll may be withdrawn.

7.12.5 When members can demand a poll

- (a) At a general meeting, a poll may be demanded by:
 - (i) at least 5 members entitled to vote on the resolution
 - (ii) members with at least 5% of the votes that may be cast on the resolution on a poll, or
 - (iii) the chair.

- (b) The poll may be demanded:
 - (i) before a vote is taken
 - (ii) before the voting results on a show of hands are declared, or
 - (iii) immediately after the voting results on a show of hands are declared.

7.12.6 When and how polls must be taken

- (a) At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

7.13 Resolutions without a general meeting

- (a) The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 7.13(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 7.13(a) is passed when the last member signs.
- (e) The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give members information or a document relating to the resolution—by giving members that information or document with the document to be signed
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution—by lodging a copy of the document to be signed by members
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution—by lodging a copy of the information or documents referred to in rule 7.13(e)(i).
- (f) The passage of the resolution satisfies any requirement in the Act, or the corporation's rules, that the resolution be passed at a general meeting.
- (g) This rule does not affect any rule of law relating to the assent of members not given at a general meeting.

7.14 Proxies

7.14.1 Who may appoint a proxy

A member who is entitled to attend and cast a vote at a general meeting may appoint another corporation member as proxy to attend and vote for them at the meeting.

7.14.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting
 - (ii) to vote (but only to the extent allowed by the appointment)
 - (iii) join in a demand for a poll.

- (b) A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting.
- (c) A person must not exercise proxies for more than 3 members:
However, a contravention of this rule 7.14.2(c) does not affect the validity of the votes cast.

7.14.3 Appointing a proxy

- (a) 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:
 - (i) the member's name and address
 - (ii) the corporation's name
 - (iii) the proxy's name or the name of the office held by the proxy
 - (iv) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the corporation.
- (c) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
 - (i) the proxy need not vote on a show of hands
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands
 - (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed
 - (iv) if the proxy is not the chair, the proxy need not vote by poll.
 - (v) this rule 7.14.3(c) does not affect how the person casts any votes they hold as a member.
- (d) 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:
 - (i) a list of persons willing to act as proxies, or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (e) An appointment of a proxy does not have to be witnessed.
- (f) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.14.4 Receipt of proxy documents

- (a) 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:
 - (i) the proxy's appointment
 - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced.

7.15 Questions at AGMs

7.15.1 Questions and comments by members on corporation management at AGM

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

7.15.2 Questions by members of auditors at AGM

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.

7.16 Adjourned meetings

7.16.1 When resolution passed after adjournment of meeting

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

7.16.2 Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

7.16.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

8. Directors of the corporation

8.1 Numbers of directors

8.1.1 The corporation must have not less than 9 and not more than 16 directors.

8.2 Eligibility to be a director

8.2.1 Eligibility for appointment as a director

- (a) Subject to rule 8.3.1(b), an individual is eligible for appointment as a director if he/she:
 - (i) is a member, and at least 18 years of age, and
 - (ii) is not an employee of the corporation.
- (b) An individual who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the Act may only be appointed as a director of the corporation if the appointment is made:
 - (i) with permission granted by the Registrar, or
 - (ii) with leave granted by the court.

8.2.2 Consent to act as director

- (a) Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a director of the corporation.
- (b) The corporation must keep the consent.

8.3 Becoming a director by appointment

8.3.1 Becoming a director by appointment at a relevant annual general meeting

- (a) Subject to paragraphs (b), (c), (d) and (e), the corporation may by resolution at the annual general meeting in 2009 and every third annual general meeting thereafter (a "relevant annual general meeting"), appoint a person as a director.
- (b) In appointing directors at a relevant annual general meeting the members must ensure that the appointments include directors who are representative of the Member Communities itemised in subrule 5.2.2(a) and whose appointments have been preceded by the following nomination process:
 - (i) Rockhole Aboriginal Living Area - 4 directors permanently resident at the Rockhole Aboriginal Living area as nominated in accordance with paragraph (c)
 - (ii) Mailli Brumby Aboriginal Living Area - 4 directors permanently resident at the Mailli Brumby Aboriginal Living Area as nominated in accordance with paragraph (c)
 - (iii) Geyulkgan Ngurro Aboriginal Living Area – 1 director permanently resident at Walpiri Aboriginal Living Area as nominated in accordance with paragraph (c)
 - (iv) Katherine Town - 4 directors permanently resident at Katherine Town as nominated in accordance with paragraph (d)
 - (v) Jodetluk Aboriginal Living Area – 1 director permanently resident at Jodetluk Aboriginal Living Area as nominated in accordance with paragraph (c)
 - (vi) Binjari Aboriginal Living Area – 2 directors permanently resident at Binjari Aboriginal Living Area as nominated in accordance with paragraph (c)
- (c) The members permanently resident in each Member Community, other than the Town Member Community, shall meet during the two weeks prior a relevant annual general meeting and nominate from amongst the members permanently resident in their respective Member Community the number of directors allocated to their respective Member Community in accordance with paragraph (b). Each Member Community shall notify the CEO of its nominations prior to the commencement of the relevant annual general meeting.
- (d) At a relevant annual general meeting, those members permanently resident in Katherine Town who are present at the meeting shall nominate, either by consensus, or failing consensus, by voting, the number of directors to be appointed in accordance with paragraph (b)(iv). In the event of a vote being necessary such vote shall be by show of hands for each member nominated, or by secret ballot, and supervised by the chair of the meeting, and such scrutineers as he or she may appoint.
- (e) No person shall be nominated to be a director in accordance with paragraphs (c) or (d), or appointed as a director in accordance with paragraph (b), unless the person has consented to be appointed as director.

8.3.2 Filling of casual or original vacancies

- (a) As long as the maximum number of directors is not exceeded, the directors of the corporation may appoint a person as a director, but only after
 - (i) first having regard to the requirements relating to geographical representation set out in subrule 8.3.1(b); and then
 - (ii) consulting with the relevant Member Community from which the director is to be appointed; and
 - (iii) being satisfied that the person consents to being appointed as a director.
- (b) If the total number of directors does not make up a quorum, the residual directors may appoint interim directors under paragraph (a) to make up a quorum for a directors' meeting. A quorum for a directors meeting held for the purpose of filling vacancies under this paragraph shall be a majority of the remaining directors, and if only two remain shall be those two directors. Whilst such vacancies exist the directors may only act or continue to act for the purpose of filling the vacancies or calling a special general meeting.
- (c) If a person is appointed under paragraph (a), and if the next annual general meeting after their appointment is a relevant annual general meeting, that person shall hold office until the relevant annual general meeting, and shall be eligible for reappointment.
- (d) If a person is appointed under paragraph (a), and if the next annual general meeting after their appointment is not a relevant annual general meeting, the corporation must confirm the appointment by resolution at the next AGM. If the appointment is not confirmed, the person ceases to be a director of the corporation at the end of the AGM. A director whose appointed is confirmed in this way shall hold office until the next relevant annual general meeting, and shall be eligible for reappointment.

8.4 Term of appointment

- (a) Subject to paragraphs (c) and (d) of subrule 8.3.2, and this subrule, directors shall be appointed for terms of approximately three years, ending at the next relevant annual general meeting that occurs after the AGM at which the director was last appointed.
- (b) Subject to paragraph (d), a director must not be appointed for more than 3 years.
- (c) A director is eligible for reappointment.
- (d) If the terms of appointment of all of the 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.
- (e) If this Rule Book is approved in the year 2008 then:
 - (i) at the corporations AGM in 2009 all directors' terms of appointment shall end and a fresh appointment of directors shall take place in accordance with the procedures under this Rule Book.
 - (ii) prior to the AGM in 2009 the directors (formerly referred to as the "the Council") shall continue to hold office.
- (f) At each relevant annual general meeting all directors' terms of appointment shall end and a fresh appointment of directors shall take place in accordance with subrule 8.3.1.

8.5 How to become Chairperson of the corporation

- (a) The Chairperson is a director of the corporation and is elected by the directors from their number at their first directors' meeting after a relevant annual general meeting.
- (b) The Chairperson shall hold office for a 3 year term.
- (c) Upon any casual vacancy in the office of Chairperson, the directors shall elect from their number a replacement Chairperson who shall hold office until the next relevant annual general meeting.

8.6 Alternate directors

- (a) At the first directors meeting after a relevant annual general meeting the directors shall appoint a person who is eligible to be a director, and who consents to be a director, to be the Alternate director of the corporation.
- (b) Subject to paragraph (c), the Alternate director may act as an alternate director of the corporation in the event that one of the directors is unable to exercise some or all of his powers as director.
- (c) With the other directors' approval a director (appointing director) may appoint the Alternate director to act as an alternate director and thereby exercise some or all of the appointing director's powers for a specified period.
- (d) In the event that
 - (i) the Alternate director is unable or unwilling to accept his appointment as an alternate director under paragraph (c), or
 - (ii) the Alternate director is already acting as an alternate director in accordance with an appointment under paragraph (c),
 - (iii) with the other director's approval a director (appointing director) may appoint an alternate director to exercise some or all of the appointing director's powers for a specified period, but in so doing the appointing director must have regard to the geographical requirements set out in subrule 8.3.1(b) - this would normally require the appointing director to appoint a person who permanently resides in the same Member Community as the appointing director.
- (e) If the appointing director (within the meaning of paragraphs (c) or (d) asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- (f) The appointing director may terminate the alternate's appointment at any time.
- (g) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

8.7 How a person ceases to be a director

8.7.1 A person ceases to be a director if:

- (a) the person dies
- (b) the person resigns as a director as provided for in rule 8.8
- (c) the term of the person's appointment as a director expires
- (d) the person is removed as a director by the members as provided for in rule 8.9.1
- (e) the person is removed as a director by the other directors as provided for in rule 8.9.2, or

- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

8.8 Resignation of director

A director may resign as a director by giving notice of resignation in writing to the corporation.

8.9 Process for removing a director

8.9.1 Removal by members

- (a) The corporation may, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the corporation's constitution
 - (ii) an agreement between the corporation and the director concerned, or
 - (iii) an agreement between any or all members of the corporation and the director concerned.
- (b) 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 is to be held. However, if the corporation calls a meeting after the 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.
- (c) The corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members by:
 - (i) giving the corporation a written statement for circulation to members (see rules 8.9.1(e) and (f))
 - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member).
- (e) The corporation is to circulate the written statement given under rule 8.9.1(d)(i) to members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
 - (ii) if there is not time to comply with rule 8.9.1(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.9.1(d)(i) does not have to be circulated to members if it is defamatory.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director, or
 - (ii) 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.

8.9.2 Removal by other directors

- (a) 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 remove a director by resolution.
- (b) Rule 8.9.2(a) operates despite anything in:
 - (i) the corporation's constitution

- (ii) an agreement between the corporation and the director concerned, or
 - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
- (i) 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
 - (ii) stating that the director concerned has 14 days to object in writing to the removal
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
- (i) the directors cannot remove the director concerned
 - (ii) the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.9.1.
- (f) 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.

9. General duties

9.1 General duties

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These include:
- (i) a duty of care and diligence
 - (ii) a duty of good faith
 - (iii) a duty of disclosure of material personal interests (see rule 10.2)
 - (iv) a duty not to improperly use position or information
 - (v) a duty to prevent insolvent trading.
- (b) In circumstances where the corporation has acted or has purported to act as trustee, the directors may be liable for debts and other obligations incurred by the corporation to the extent provided for in Section 271-1 of the Act.

10. Functions, powers and duties of directors

10.1 Powers of directors

- (a) The business of the corporation is to be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting.

10.2 Duty of directors, officers and employees to disclose material personal interests

10.2.1 Duty of directors to disclose material personal interests

- (a) 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 10.2.1(b) says otherwise.

- (b) A director does not need to give notice of an interest under rule 10.2.1(a) if:
 - (i) the interest:
 - (A) arises because the director is a member and is held in common with the other members
 - (B) 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
 - (ii) all the following conditions are satisfied:
 - (A) 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(a)
 - (B) if a person who was not a director when the notice under rule 10.2.1(a) was given is appointed as a director, the notice is given to that person
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice or
 - (iii) the director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (c) The notice required by rule 10.2.1(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest
 - (B) the relation of the interest to the affairs of the corporation
 - (ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
 - (iii) The details must be recorded in the minutes of the meeting.
- (d) 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.

10.2.2 Disclosure of material personal interest by an officer or employee

- (a) An officer or employee of the corporation who has a material personal interest in any contract or arrangement made or proposed to be made with the corporation shall disclose his or her interest at the first meeting of the directors at which the contract or arrangement is considered.
- (b) The notice required by paragraph (a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest
 - (B) the relation of the interest to the affairs of the corporation
 - (ii) be given at a directors' meeting as soon as possible after the employee becomes aware of their interest in the matter.
 - (iii) The details must be recorded in the minutes of the meeting.

10.3 Remuneration

- (a) No director shall receive remuneration other than a flat rate sitting fee set at a half daily rate or a full daily rate as determined by the directors from time to time.
- (b) Paragraph (a) does not prevent reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 10.2 has been complied with.

- (c) The corporation may pay the directors' travelling and other expenses that the directors incur:
 - (i) in attending directors' meetings or any meetings of committees of directors
 - (ii) in attending any general meetings of the corporation
 - (iii) in connection with the corporation's business.
- (d) Expenses for the purposes of paragraph (c) of this subrule may include lost wages resulting from a director taking time off from his/her regular employment, provided that confirmation and quantification of the loss is provided in writing by the director's employer.

10.4 Negotiable instruments

- (a) Any 2 directors of the corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.5 Delegation by directors

- (a) Subject to paragraphs (d) and (e) of this subrule, the directors may by resolution delegate any of their powers to:
 - (i) a committee of directors
 - (ii) a director
 - (iii) an employee of the corporation, or
 - (iv) a Committee comprising directors and such other persons as the directors may have appointed to the Committee or permitted the Committee to enlist in accordance with the delegation.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is as effective as if the directors had exercised it.
- (d) Any delegation made by the directors pursuant to this rule must be the subject of a formal and valid resolution, and in the case of a delegation to a staff member, the precise terms of the delegation should be noted in or on the Wurli-Wurlingjang Aboriginal Corporation Policies and Procedures Manual.
- (e) The directors shall cause to be prepared and maintained a Delegations Manual which shall comprise an itemised chronological order record of all delegations made by the directors pursuant to this rule, setting out in respect of each delegation:
 - (i) numerical identifier;
 - (ii) name and/or position of delegation holder (or holders in the case of a delegation to a subcommittee);
 - (iii) date of the resolution granting the delegation;
 - (iv) date of signed staff member contract or variation of staff member contract (if applicable);
 - (v) full particulars of the nature and extent of the delegation and all limits (including dollar value limit), restrictions and conditions determined by the directors as to its exercise (if a summary of the relevant resolution, this wording to correspond accurately to the wording of that resolution).

10.6 Member approval needed for related party benefit

- (a) For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:
 - (i) the corporation or entity must:
 - (A) obtain the approval of the members in the way set out in Division 290 of the Act, and
 - (B) give the benefit within 15 months after the approval, or
 - (ii) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
 - (i) the giving of the benefit is required by a contract
 - (ii) the making of the contract was approved in accordance with rule 10.6(a)(i)(A) and
 - (iii) the contract was made:
 - (A) within 15 months after that approval, or
 - (B) before that approval, if the contract was conditional on the approval being obtained,

member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

11. Directors' meetings

11.1 Frequency of directors meetings

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 3 months.

11.2 Calling and giving notice of directors' meetings

- (a) The directors will normally determine the date, time and place of each directors' committee meeting at the previous meeting.
- (b) A directors' meeting may be called by a director giving reasonable notice individually to every other director.
- (c) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
- (d) Reasonable notice of each directors' meeting must be given to each director. The notice must state:
 - (i) the date, time and place of the meeting
 - (ii) the general nature of the business to be conducted at the meeting
 - (iii) any proposed resolutions.
- (e) Subject to paragraph (f) a resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under rule 11.2(d) or in giving notice of any changes to the item, date or place of the directors' meeting.
- (f) In the event of the directors concluding that at a previous directors' meeting a third or more of the directors did not receive notice of the meeting through no fault of their own, the directors may declare a resolution passed at that meeting to be invalid for any purposes other than contractual or other dealings with third parties conducted on the basis of the reliance of the third party on the validity of the resolution, or on acts undertaken by the corporation or on its behalf pursuant to the resolution.

11.3 Quorum at director's meetings

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

The Chairperson shall chair each directors' meeting. In the event of the Chairperson being unwilling to chair a particular meeting, or in the event of the absence of the Chairperson, the other directors present shall elect or appoint one of their number to chair the meeting.

11.5 Use of technology

A directors' meeting may be called or held using any technology consented to by all the 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

11.6.1 Passing of directors' resolutions

- (a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- (b) The director chairing the meeting shall have a casting vote.

11.6.2 Circulating resolutions

- (a) the directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under rule 11.6.2(a) may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 11.6.2(a) is passed when the last director signs.

12. Secretary and contact person

12.1 Requirements for secretary or contact person

12.1.1 Who may be a secretary or contact person

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

12.1.2 Consent to act as secretary or contact person

- (a) The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation
- (b) The corporation must keep each consent received under rule 12.1.2(a).

12.2 Initial secretary or a contact person

- (a) The first secretary or contact person after approval of this Rule Book shall be the contact person or secretary appointed under its previous constitution as amended by the Act.
- (b) The designation of the person referred to in paragraph (a) as secretary or contact person shall depend on the registered status of the corporation as either
 - (i) a small or medium corporation, or
 - (ii) a large corporation.

12.3 How a secretary or contact person is appointed

The directors appoint a secretary or contact person.

12.4 Terms and conditions of office

12.4.1 Terms and conditions of office for secretaries

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

12.4.2 Terms and conditions of contact person's appointment

A contact person's appointment is subject to the terms and conditions (including remuneration) that the directors determine.

12.5 Duties of secretary and contact person

12.5.1 Contact person must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the contact person, a person:

- (a) appointed with his or her consent as the contact person, or
- (b) determined to be the contact person,

must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

12.5.2 Secretary must pass on communications received

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 a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.

12.5.3 Effectiveness of acts by secretaries

An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.

13. Execution of document and the common seal of the Corporation

13.1 Corporation may have common seal

- (a) The corporation may have a common seal.
- (b) If the corporation does have a common seal:
 - (i) the corporation must set out on it the corporation's name and ICN
 - (ii) the common seal must be kept by a person nominated by the directors.

- (iii) The corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

13.2 Execution of documents

13.2.1 Agent exercising corporation's power to make contracts etc.

The corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the corporation's express or implied authority and on behalf of the corporation. The power may be exercised without using a common seal.

13.2.2 Execution of documents (including deeds) by the corporation

- (a) The corporation may execute a document without using a common seal if the document is signed by:
 - (i) 2 directors, or
 - (ii) a director and the CEO.
- (b) If the corporation has a common seal, the corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 directors, or
 - (ii) a director and the CEO
- (c) The corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 13.2.2(a) or 13.2.2(a)(ii).
- (d) This rule 13.2.2 does not limit the ways in which the corporation may execute a document (including a deed).

14. Finances and record keeping

14.1 Application of funds and property

- (a) Subject to the Act and the corporation's constitution, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.
- (b) Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation, except by way of special payments for the relief of poverty and hardship.
- (c) Nothing in rule 14.1(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
 - (ii) reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

14.2 Minutes of meetings

14.2.1 Obligation to keep minutes

- (a) The corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and resolutions of general meetings
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
 - (iii) resolutions passed by members without a meeting
 - (iv) resolutions passed by directors without a meeting.
- (b) The minutes of the meeting may be kept:
 - (i) in writing, or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) 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:
 - (i) each person attending the meeting states their name and
 - (ii) 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.
- (d) If the minutes of the meeting are kept in writing, the corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
 - (iii) signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
 - (iii) signs a declaration under rule 14.2.1(f) within a reasonable time after the first meeting.
- (f) The declaration under this rule 14.2.1(f) must:
 - (i) identify the audio, or audio-visual, recording
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) If the corporation has only 1 director, that director must sign the minutes of the making of a declaration by that director within a reasonable time after the declaration is made.
- (i) The corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large corporation, or
 - (ii) its document access address if it is registered as a small or medium corporation.

- (j) A minute that is recorded and signed in accordance with this rule 14.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

14.3 Constitution and records about officers, contact person, etc.

The corporation must keep:

- (a) an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution)
- (b) written records relating to:
 - (i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be)
 - (ii) the corporation's registered office (if any)
 - (iii) the corporation's document access address (if any).

14.4 Financial records

14.4.1 Obligation to keep financial records

The corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance
- (b) would enable true and fair financial reports to be prepared and audited.

This obligation extends to transactions undertaken as trustee.

14.4.2 Period for which financial records must be retained

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

14.5 Physical format

If the records that the corporation is required to keep under rules 14.3 and 14.4 are kept in electronic form:

- (a) the records must be convertible into hard copy;
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

14.6 Place where records are kept

If the corporation is registered as:

- (a) a large corporation, the records that the corporation is required to keep under rules 14.3 and 14.4 must be kept at the corporation's registered office, or
- (b) a small or medium corporation, the records that the corporation is required to keep under rules 14.3 and 14.4 must be kept at the corporation's document access address.

14.7 Right of access to corporation books by director or past director

- (a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party
 - (ii) which that person proposes in good faith to bring, or
 - (iii) which that person has reason to believe will be brought against him or her.

- (b) For 7 years after a former director ceases to be a director, that person may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party
 - (ii) which that person proposes in good faith to bring, or
 - (iii) which that person has reason to believe will be brought against him or her.
- (c) A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- (e) This rule 14.7 does not limit any right of access to corporation books that a person has apart from this rule 14.7.

14.8 Access to financial records by directors

- (a) A director has a right of access to the records that the corporation is required to keep under rule 14.3 or rule 14.4.
- (b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under rule 14.3 or rule 14.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 14.8(b) may make copies of the records unless the court orders otherwise.

14.9 Members' access to minutes

- (a) 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 and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.
- (c) The corporation must make minutes available free of charge.
- (d) A member may ask the corporation in writing for a copy of:
 - (i) any minutes of a meeting of the corporation's members or an extract of the minutes or
 - (ii) any minutes of a resolution passed by members without a meeting.

Note: The ss.376-5(3) of the Act provides that the member may ask the corporation for an English translation if the minutes are not in the English language.

- (e) If the corporation does not require the member to pay for the copy, the corporation must send it:
 - (i) within 14 days after the member asks for it or
 - (ii) within any longer period that the Registrar approves.

- (f) If the corporation requires payment for the copy, the corporation must send it:
 - (i) within 14 days after the corporation receives the payment or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the corporation requires under this subrule cannot exceed 50 cents per page.

14.10 Inspection of books by members

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

14.11 Access to governance material

14.11.1 Corporation to provide member with rules, if requested

If a member asks for a copy of the corporation's rule book, the corporation must provide it:

- (a) free of charge and
- (b) within 7 days.

14.11.2 Registered office

If the corporation is registered as a large corporation, the corporation must make available for inspection by members and officers at its registered office, its rule book. This rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

14.11.3 Document access address

If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers at its document access address, its rule book. This rule book must be made available for inspection within 7 days of a member's or officer's written request for inspection.

14.11.4 General provisions regarding access to internal governance framework rules

- (a) The rule book of the corporation comprises its internal governance framework rules for the purposes of Section 72-5(7) of the Act and includes:
 - (i) the corporation's constitution
 - (ii) any replaceable rules that apply to the corporation
 - (iii) any other material concerning the internal governance of the corporation that is prescribed.
- (b) Access to the corporation's rule book pursuant to rule 14.11.3 shall satisfy the corporation's access compliance obligation under Section 72-5(4) of the Act.

15. Auditor

The corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

16. Annual reporting

The corporation must comply with the annual reporting requirements set out in the Act.

17. Disputes

17.1 Dispute resolution process

This rule 17 sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:

- (a) members
- (b) members and directors, or
- (c) directors.

17.2 Informal negotiations

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

17.3 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 17.2 within 10 business days, any party to the dispute may give a dispute notice to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the corporation.

17.4 Seeking assistance from the Registrar

Seeking assistance from the Registrar about the meaning of the Act or the corporation's rule book

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

17.5 Referring dispute to the directors

The directors must make a reasonable effort to help the parties resolve the dispute within 2 months after the corporation receives the dispute notice.

17.6 Referring dispute to a general meeting

- (a) If the directors cannot resolve the dispute within 2 months after receiving the dispute notice, it must call a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the corporation receives dispute notice.
- (b) When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.

18. Notices

18.1 General

- (a) Unless the Act or these rules otherwise requires, notices must be given in writing (including by fax).
- (b) Notices of directors' meetings given under rule 11.2(b) can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.

18.2 How a notice to a member may be given

Unless the Act or these rules require otherwise, a notice or communication may be given:

- (a) personally
- (b) left at a member's address as recorded in the register of members
- (c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members
- (d) sent by fax to the member's current fax number for notices (if the member has nominated one)
- (e) sent by email to the member's current email address (if the member has nominated one)
- (f) by publication in a newspaper.

18.3 When notice taken as being given

Unless the Act or these rules require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given 3 days after posting
- (b) is given by fax, it is taken to have been given on the business day after it is sent
- (c) is published in a newspaper, it is taken to have been given on the business day after it is published
- (d) is given:
 - (i) after 5:00 pm in the place of receipt or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

19. Winding up

19.1 Resolution to distribute surplus assets

Subject to subrule 19.2, where the members wish to voluntarily wind up the corporation, or where proceedings have been commenced by a non-member to wind up the corporation, the members shall pass a special resolution at a general meeting specifying a fund or other incorporated entity to which the surplus property and funds of the corporation (if any) not subject to any trust, charge, or other enforceable restriction or obligation shall be transferred. Subject to any trust, charge, or other enforceable restriction or obligation in respect of any particular item of surplus property, such fund or incorporated entity shall be a fund or incorporated entity which:

- (a) carries out its functions in whole or in part in the Katherine Region;
- (b) has as its central object a central object which is equivalent to or which substantially subsumes the central object of the corporation;
- (c) is a fund or entity under the Rules, constitution, or other governing documentation of which the distribution of assets to individual members or beneficiaries is prohibited;
- (d) is a public benevolent institution for the purposes of any Commonwealth taxation Act and meets the requirements of the ITAA 1997.

19.2 No distribution of surplus assets to members

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

20. Amendment of the constitution

20.1 Corporation wants to change this constitution

For the corporation to change its constitution, the following steps must be complied with:

- (a) the corporation must pass a special resolution effecting the change
- (b) the corporation must lodge certain documents under rule 20.2
- (c) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

20.2 Corporation to lodge copy of changes

- (a) Within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:
 - (i) a copy of the special resolution
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution
 - (iii) a directors' statement signed by 2 directors to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and
 - (iv) a copy of the constitutional change.
- (b) If the Registrar directs the corporation to lodge a consolidated copy of the corporation's constitution as it would be if the Registrar registered the change, it must do so.

20.3 Date of effect of change

A constitutional change under this rule 20 takes effect on the day the change is registered.

21. Establishment and operation of Gift Fund

- (a) Prior to seeking or finalising endorsement by the Australian Taxation Office as Deductible Gift Recipient ("DGR"), tax deductible donation, gift or money or property, the corporation shall establish and maintain a separate gift fund consistent with the provisions within sub-sections 30-125 (4) to (7) of the ITAA 1997 or such equivalent legislation as may replace it, and shall utilise that gift fund in relation to the receipt of any tax deductible donation or gift of money or property.
- (b) The gift fund shall be:
 - (i) maintained for the central object of the Corporation;
 - (ii) the sole account into which such gifts are deposited;
 - (iii) used exclusively for the crediting of such gifts;
 - (iv) used, or its funds disseminated, only in a manner consistent with the public benevolent institutional purposes outlined in the Corporation's objects as set out in rule 3.

- (c) Governance of the fund shall be consistent with the relevant provisions within ITAA 1997 and relevant provisions within these Rules.
- (d) At the first occurrence of the winding up of the gift fund, the winding up of the corporation, or the revocation of endorsement of the corporation as a DGR, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to another organisation which:
 - (i) carries out its functions in whole or in part in the Katherine Region;
 - (ii) has as its central object a central object which is equivalent to or which substantially subsumes the central object of the Corporation;
 - (iii) is a public benevolent institution for the purposes of any Commonwealth taxation Act;
 - (iv) is an entity, which has been endorsed as a DGR, or to which income tax deductible gifts can be made pursuant to any legislation which replaces ITAA 1997.
- (e) For the purposes of applying the term “funds of the corporation” in rule 19.1, the gift fund shall be deemed part of the “funds of the corporation”.

Schedule 1 – Interpretation

1. Dictionary

Aboriginal person means a person of the Aboriginal race of Australia.

Aboriginal and Torres Strait Islander person means the following:

- (a) An Aboriginal person;
- (b) A Torres Strait Islander;
- (c) An Aboriginal and Torres Strait Islander person;
- (d) A Torres Strait Islander and Aboriginal person;
- (e) An Aboriginal and Torres Strait Islander corporation;
- (f) A body corporate prescribed by name in the regulations made under the Act;
- (g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - (i) Aboriginal persons;
 - (ii) Torres Strait Islanders;
 - (iii) Aboriginal and Torres Strait Islander persons;
 - (iv) Torres Strait Islander and Aboriginal persons.

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

Alternate director means a person appointed according to **rule 8.6**.

annual general meeting or **AGM** means a general meeting held in accordance with **rule 7.1**.

applicant means a person who is eligible to become a member of the corporation and has applied to become a member according to **rule 5.2**

application for membership form means the form included in **Schedule 2—Application for membership form**

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.

CEO means the person employed by the corporation as its Chief Executive Officer.

circulating resolution means a resolution of the directors passed according to **rule 11.6.2**.

common seal means the common seal of the corporation referred to in **rule 13**.

constitution means the set of special rules that govern the activities of a particular corporation or its members. The constitution 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.

contact person means a person elected or appointed according to **rule 12** (as the case may be)

corporation means the corporation referred to at **rule 1**.

director means a person who holds office as a director of the corporation according to **rule 8**.

directors means the groups of person appointed according to **rule 8** to manage the affairs of the corporation in accordance with the Act and this Rule Book, and except where the context indicates otherwise, shall refer to the directors acting together in the exercise of their collective authority.

directors' meeting refers to meetings of the directors held according to **rule 11**.

directors' minute book means the books and records in which the minutes of all directors' meetings (made under **rule 14.2.1**) and copies of any written resolutions passed without a directors' meeting (under **rule 11.6.2**) are kept.

dispute has the meaning given in **rule 17**.

dispute resolution process means the process set out in **rule 17**.

financial year of the corporations means the period beginning on 1st July in each year and ending on the next 30th June.

general meeting refers to both special general meetings and annual general meetings of the members of the corporation called and held according to **rule 7**.

general meeting minute book means the books and records in which the minutes of all general meetings (made under **rule 14.214.1**) and copies of any written resolutions passed without a general meeting (under **rule 7.13**) are kept.

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

ITAA 1997 means the *Income Tax Assessment Act 1997* (or any equivalent subsequent legislation).

Katherine Region means the Katherine Region, as defined by the Northern Territory of Australia Pastoral Map, dated August 1990.

Katherine Town means the land area within the Katherine Town Boundaries as identified for the purposes of the operations of the Katherine Town Council

material personal interest has the meaning given to it in **rule 10.2**.

member means a person whose name appears on the **Register of members**.

Member Community means a community which is a Member Community of the corporation pursuant to **rule 5.2.2**.

objectives means the objectives set out in **rule 3**.

officer is a director, corporation secretary, administrator, special administrator, receiver, 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 standing.

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.

Chairperson means the director who has been elected to the office of Chairperson of the corporation under **subrule 8.5**.

proxy form means the form included in **Schedule 3—Appointment of proxy**.

proxy means a member who has been appointed to attend, speak and vote at a general meeting on behalf of another member, according to **rule 7.14.4**.

relevant annual general meeting means an AGM at which the corporation normally appoints persons to be directors as referred to in **rule 8.3.1(a)**.

Register of members means the register of members kept according to **rule 5.3**.

Registrar means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed in accordance with the **Act**.

replaceable rule is a rule under the Act that can be either apply as is or changed.

rule book means a document consisting of **set laws** under the CATSI Act, the corporation's **constitution** and any **replaceable rules** that apply to the corporation),

secretary means a person elected or appointed according to **rule 12** (as the case may be).

set law means provisions extracted from the **Act**.

special general meeting or SGM means a general meeting other than an annual general meeting.

special resolution means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

surplus assets means assets not subject to any special trust or charge which remain the property of the corporation after the repayment of all debts and the discharge of all liabilities.

Rule Book means this document (including schedules).

Torres Strait Islander means a descendant of an indigenous inhabitant of the Torres Strait Islands.

Town Member Community means the Member Community referred to in **rule 5.2.2(a)(v)**.

2. Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa
- (b) Words importing the masculine gender also import the feminine and where appropriate the neutral
- (c) the words 'including', 'include' and 'includes' are to be read without limitation
- (d) a reference to 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 for the time being
- (e) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- (f) 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
- (g) any inconsistency with the Act is to be resolved in favour of the Act.
- (h) A strike through of text in this document indicates that that particular section of text from the standard form ORIC document is not included in this Wurli-Wurlingjang Aboriginal Corporation Rule Book (however, there are other sections of non-applicable text from the standard form ORIC document which have been deleted rather than struck through).

Schedule 1 – Application for membership form

APPLICATION FOR MEMBERSHIP

Corporations (Aboriginal and Torres Strait Islander) Act 2006

(Name of corporation)

I, _____
(First name) *(Family name)*

Of

(address)

Hereby apply for membership of the

(Name of corporation)

I declare that:

1. the address set out above is my permanent residential address;
2. if granted membership my postal address for the purpose of my being sent notices by the Corporation will be

(set out postal address details – if the same as residential address write “as above”)

3. if granted membership I will notify the Corporation of any change in my residential and/or postal address;
4. if granted membership I will comply with all member obligations set out in the Corporation’s Rule Book.

Signed: _____

Date: _____

Schedule 2 – Proxy form

APPOINTMENT OF PROXY

Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____

(First name)

(Family name)

Of

(address of member)

Being a member of

(Name of corporation)

Hereby appoint

(Full name of proxy)

Of

(address of proxy)

being a member of that Aboriginal and Torres Strait Islander Corporation, 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 the _____ day of _____ 20____ and at any adjournment of that meeting.

(Optional – if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here)

Signed:

(Signature of member appointing proxy)

Date: _____

NOTE: A person must not exercise proxies for more than 3 members.