

# **The rule book of Anyinginyi Health Aboriginal Corporation (ICN 283)**

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

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## 1. Name

The name of the corporation is: Anyinginyi Health Aboriginal Corporation.

## 2. Objectives

The central objective of the corporation is the relief of the poverty, sickness, disempowerment, serious social and economic disadvantage, and dysfunction that affects the Aboriginal population of the Region.

The corporation shall advance its central objectives on a non-profit making basis by the following means:

- the operation, maintenance, and sustainable development of the Aboriginal Community Controlled Health Service known as "Anyinginyi Health Aboriginal Corporation".
- the promotion of "primary health care", meaning essential health care based on practical, scientifically sound and socially acceptable methods and technologies which address the main health problems faced by Aboriginal people in the Region through preventative, curative, rehabilitative and promoted services involving the treatment and prevention of disease and injury and the creation of the circumstances for community, family and individual social wellbeing.
- the promotion of culturally appropriate methods of managing and preventing health problems in the Region involving the recognition and support of the intrinsic role traditional health practices in the provision of primary and other health care services.**Error! Reference source not found.**
- the promotion within the Region of primary health care services that are universally accessible to the individuals and families comprising of the Aboriginal communities in the Region.
- the taking of effective and appropriate measures to enable the Aboriginal population of the Region to become increasingly empowered in relation to individual and community health and social wellbeing.
- the development of strategic alliances between entities/agencies responsible for the provision of health or health related services in the Region, including entities/agency responsible for providing essential services contributing to community and/or individual health status.
- the purchase/provision of complementary health or health-related services (including education programs) that are now required or may at any time in the future.
- the collation of Aboriginal health data from the Region for the purpose of policy development, advocacy, and research into Aboriginal and general population health in the Region.

- the receiving and spending of grant funding from government and other sources, and the maintenance of administration and financial procedures to ensure accountability to both the grant funding donors and the members of the corporation in relation to the use of such grant funding.
- the taking of appropriate measures to ensure that Aboriginal people in the Region participate individually or collectively in the identification of health needs, planning and development of programs, and the implementation of health care service strategies.
- the alleviation of social disintegration with the Aboriginal population of the Region and its various component communities by the fostering and support of culturally appropriate health programs.
- the provision of assistance to the Aboriginal communities in the Region in finding solutions to health and other related problems.
- the advocacy and disseminating of information within the general Australian population about:
  - the special difference experienced by Aboriginal people as a minority within the general Australian population;
  - the existing inequities in health status between the Aboriginal people of the Region and the general Australian population;
  - the need for support (including grant funding support) from government and other agencies in order for such problems to be overcome.
- the promotion of community development, and education / employment/training opportunities for the Aboriginal population of the Region.
- the promotion of the role and function of Aboriginal health workers in Aboriginal communities in the Region.

**“Region”** means the Barkly Regional Council Area

## **3. Members**

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

A member must:

- be at least 18 years old; and
- be a person of Aboriginal descent; and
- have lived in the Region for a continuous period of two years prior to application; and
- be of good character, integrity and won't bring the corporation into disrepute.
- not be an individual convicted of an offence within 2 years of the date of applying for membership against the Commonwealth, State or Territory law and sentenced, including a suspended sentence:
  - to imprisonment for three months or longer involving fraud or misappropriation of funds or
  - child abuse and/or neglect or
  - family violence
  - any other offence resulting in a sentence or suspended sentence for 1 year or longer

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

A person applies in writing.

A person needs to be eligible under rule 3.1.

The directors accept the application by resolution at a directors' meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

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

The directors may in their absolute discretion refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and
- the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is at Schedule 1—Application for membership form of this rule book.

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

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 5.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 4.6
- ask the directors to call a general meeting under rule 4.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 10
- look at the books of the corporation (which include a register, any record of information, financial reports or records, or documents of the corporation however compiled, recorded or stored) if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

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

A member must:

- follow the corporation's rules
- let the corporation know if they change their address
- treat other members with respect
- comply with the members code of conduct adopted by the corporation (by resolution passed by members at a general meeting) from time to time
- not behave in a way that significantly interferes with the operation of the corporation or corporation meetings.

Members should also attend general meetings (including AGMs) or give their apologies.

### **3.5 No membership fee**

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

### **3.6 Liability of members**

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

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

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 3.8 or 3.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

### **3.8 Cancelling membership**

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two years
- misbehaves (behaves in a way that significantly interferes with the operation of the corporation or corporation meetings)
- does not comply with the member or directors code of conducts adopted by the corporation
- is found not to be of Aboriginal descent.

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

### **3.9 Directors' limited right to cancel membership**

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.1.

To do this, the directors must:

- write to the member to tell them:
  - the directors are going to cancel their membership
  - the member has 14 days to object to the planned cancellation
  - if the member objects, they must write to the corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.

If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

### **3.10 The register/s of members and former members**

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- if a person is not an Aboriginal or Torres Strait Islander person (if rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members)
- for former members, the date when they stopped being a member.

The register/s of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

## **4. General meetings and AGMs (members' meetings)**

### **4.1 AGM timing**

An AGM must be held before the end of November each year.

### **4.2 AGM business**

AGM business includes:

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

### **4.3 Calling general meetings**

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

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

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

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

### ***Directors agree to the request***

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

### ***Directors apply to the Registrar to deny the request***

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole
- A director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

## ***4.4 General meeting business***

General meetings business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of meeting.

## ***4.5 Notice for general meetings and AGMs***

At least 21 days' notice must be given.

Notice must be given to:

- each member individually (where the member has a personal address)
- the directors
- the contact person or secretary
- the auditor (if the corporation has one).

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)

Voting by proxy is not accepted.

Notices must be given to each member individually where the member has a personal address. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice the corporation will give notices to members of component Aboriginal communities by putting notices on notice boards through relevant organisations and agencies in those communities. Notices can also give notice in a manner which follows Aboriginal custom.

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

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

The required number of members can propose a resolution by giving notice of it to the corporation.

| <b>Number of members in corporation</b> | <b>Number of members required to propose a resolution</b> |
|-----------------------------------------|-----------------------------------------------------------|
| 2 to 10 members                         | = 1 member                                                |
| 11 to 20 members                        | = 3 members                                               |
| 21 to 50 members                        | = 5 members                                               |
| 51 members or more                      | = 10 per cent of members                                  |

The notice must set out the resolution in writing and must be signed by the members proposing it.

The corporation must give notice of the resolution to all members in the same way as rule 4.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

## **4.7 Quorum at general meetings and AGMs**

| <b>Number of members in corporation</b> | <b>Number of members to make a quorum</b> |
|-----------------------------------------|-------------------------------------------|
| 2 to 30 members                         | = 2 members                               |
| 31 to 90 members                        | = 5 members                               |
| 91 members or more                      | = 15 members                              |

The quorum must be present during the whole meeting. If there is no quorum after two hours, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

### ***How to count the quorum***

To work out if there is a quorum:

- count each member present at the meeting.

## **4.8 Chairing general meetings and AGMs**

The chairperson of the corporation elected in accordance with rule 5.8 shall chair general meetings. If the chairperson is not available, or does not want to chair the general meeting the deputy chairperson elected in accordance with rule 5.8 shall chair the general meeting.

If the chairperson or deputy chairperson has not been elected or the chairperson or deputy chairperson are not available or decline to chair the meeting the directors can elect an individual to chair the meeting. If they don't, the members must elect someone to do so.

## **4.9 Using technology at general meetings and AGMs**

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

## **4.10 Voting at general meetings and AGMs**

Each member has one vote.

The chairperson has one vote (if he or she is a member) and does not have a casting vote in a tied vote situation.

A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11.

The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

#### **4.11 Demanding a formal count (i.e. a poll)**

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

#### **4.12 Proxies at general meetings and AGMs**

Members cannot appoint proxies to attend meetings and vote for them.

#### **4.13 Other people at general meetings and AGMs**

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member, whether personally or through a proxy.

The chairperson may allow any non-member person to attend general meetings and AGMs. But the person cannot propose or vote on resolutions. The chairperson's decision is final.

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

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

## **5. Directors**

### **5.1 *Role of directors***

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation. Directors set the vision and identify goals to achieve their vision. Directors must be active in setting good strategic direction for sustainable and stable organisational operations.

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

### **5.2 *Classes, number and composition of directors***

There shall be two classes of directors:

- member directors; and
- independent non-member specialist ex-officio directors

There shall be twelve directors, consisting of nine member directors (including executive officers) and three independent non-member specialist ex-officio directors.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

The composition of the board of directors shall be as follows:

- nine member directors; comprising:
  - seven directors from the Tennant Creek township and surrounds
  - one director from the Elliot township and surrounds
  - one director from the Ali Curung community and surrounds
- up to three independent non-member specialist ex-officio directors

### **5.3 Eligibility of directors**

To be eligible to become a director, a person must:

- be at least 18 years old
- be a member of the corporation (other than a director appointed under rule 5.7)
- have lived in the Region for a continuous period of three years
- apply prior to nominating to be a Director and obtain a current Ochre Card within 3 months of election
- agree to comply with the code of conduct for directors adopted by the corporation.
- substantially satisfies the following qualifications and requirements:
  - experience in managing a corporation, or previous experience as a director of a corporation for at least a 2 year period in the last 5 years, or holds a relevant qualification in corporate governance
  - commitment to uphold the legal duties, good governance principals, responsibilities and obligations of a director
  - absence of other commitments which would restrict the ability of the person to act effectively as a director
- have reputation of high repute and recognised integrity and:
  - has not been a director of a corporation placed under special administration, pursuant to section 487-10 of the CATSI Act, or which has been otherwise wound-up, in the last five years,
  - has not been declared bankrupt or insolvent under administration in the last five years,
  - is not be indebted to the corporation or any community controlled entity for a sum in excess of \$1000.

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

- does not meet requirements of rule 5.3
- has been disqualified from managing corporations
- is an employee or paid consultant of the corporation
- is an individual convicted of an offence (within 2 years of the date of nominating to be a director of the corporation) against the Commonwealth, State or Territory law and sentenced including suspended sentences:
  - to imprisonment for three months or longer involving fraud or misappropriation of funds
  - for child abuse and/or neglect
  - family violence
  - alcohol and other drugs
  - any other offence resulting in a sentence or suspended sentence for 1 year or longer

Provide the corporation with a signed “consent to be a director” form prior to being appointed.

Note: Schedule 2 of this rule book provides a form that can be used for this purpose.

#### **5.4 Majority of director requirements**

A majority of directors of the corporation must:

- be individuals who are Aboriginal
- usually reside in Australia
- be members of the corporation

#### **5.5 How to become a director**

The corporation may appoint/elect directors:

- at an AGM of the corporation or
- a general meeting held in Tennant Creek, Elliot and Ali Curung prior to the AGM (at which the appointment of directors is required).

A member may only vote once and is not entitled to appoint a proxy for voting purposes in the elections. The members name must recorded on the register of members at the time of the AGM or general meeting, and then, shall only be entitled to only vote in one of the Tennant Creek township or Elliot township or Ali Curung Community elections as the member’s name is registered on the corporation’s register of members.

A nomination for election to the board of directors must be in writing and in a manner approved by the directors of the corporation.

The directors shall appoint, or delegate to the General Manager the power to appoint a returning officer to conduct the elections. The returning officer must not:

- be a member of the corporation
- be a person who might be considered to have a material interest in the election outcomes.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 5.9).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

The corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

## **5.6 *Directors' terms of appointment***

Directors (other than those appointed under rule 5.7) are appointed for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

## **5.7 *Independent or specialist non-member ex-officio directors***

Independent or specialist non-member ex-officio directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

The directors may appoint independent or specialist non-member ex-officio directors by passing a resolution in a directors' meeting.

Before being appointed as an independent or specialist non-member ex-officio director, the person must give the corporation their written consent to become a director.

Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a term of one year, and they can be reappointed.

Independent or specialist non-member ex-officio directors shall have no voting rights at directors meetings or AGM's or general meetings of the corporation.

## **5.8 How to become an executive officer**

There shall be a chairperson, a deputy chairperson, a treasurer and a board secretary who shall be the executive officers of the corporation.

The executive officers shall be elected by the directors at the first directors' meeting after each AGM of the corporation.

## **5.9 How to fill casual vacancies**

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.10) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 5.3 and any criteria that apply to the particular vacancy (including rule 5.2).

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

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

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- the director ceases to be a member, but was a member when they became a director
- the director becomes an employee or paid consultant of the corporation
- the director ceases or is unsuccessful in obtaining a current Ochre Card
- the director is convicted of an offence against the Commonwealth, State or Territory law and sentenced including a suspended sentence:
  - to imprisonment for three months or longer involving fraud or misappropriation of funds
  - for child abuse and/or neglect
  - family violence
  - alcohol and other drugs
  - any other offence resulting in a sentence for 1 year or longer

The corporation must send the Registrar a notice within 28 days after a person stops being a director.

## **5.11 How to remove a director**

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the other directors:

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

## **5.12 Directors' and officers' duties**

The duties are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty to disclose a conflict of interest
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

### **5.13 Conflict of interest**

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest. This is by means of the organisational conflicts of interest register and/or as arising during director meetings.

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

### **5.14 Payments to directors**

The directors may be paid remuneration for attending directors' meetings, general meetings and approved attendance at corporation business. The rate of remuneration will be set by the members at the annual general meeting, or at any other general meeting called for that purpose.

The remuneration must not be paid from funds provided to the corporation in relation to government contracts unless the contract specifically allows the funds to be used in this way.

The corporation may pay the directors travelling and other expenses that the directors' incur:

- to attend directors' meetings or any meetings of committees of directors
- to attend any general meetings of the corporation
- in connection with the corporation's business.

### **5.15 Related party benefit**

If a corporation wants to give a financial benefit to a director or other related party (including a spouse, child or parent of a director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

## **5.16 Delegation of directors' powers**

The directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation
- any other person.

The delegate must meet director eligibility conditions and follow the directions of the directors when using the delegated powers.

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

## **5.17 Calling and giving notice of directors' meetings**

Directors must meet at least every three months.

All directors must be given reasonable notice of a directors' meeting.

At the last directors meeting of the calendar year, the directors will usually decide and determine the directors meeting schedule for the following calendar year. Changes to this directors meeting schedule will be notified by giving reasonable notice to all the directors.

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

A majority of the directors (excluding independent or specialist non-member ex-officio directors) must be present at all times during the meeting.

## **5.19 Chairing directors' meetings**

The chairperson of the corporation elected in accordance with rule 5.8 shall chair directors meetings. If the chairperson is not available, or does not want to chair the directors meeting the deputy chairperson elected in accordance with rule 5.8 shall chair the directors meeting.

If the chairperson or deputy chairperson has not been elected or the chairperson or deputy chairperson are not available or decline to chair the meeting the directors can elect another director or individual to chair the directors' meeting.

## **5.20 Using technology**

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

## **5.21 Resolutions by directors**

Directors pass a resolution at a directors' meeting by a majority of the votes.

- Each director (excluding independent or specialist non-member ex-officio directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting if all directors (excluding independent or specialist non-member ex-officio directors) sign a statement saying that they are in favour of it.

## **5.22 Sub-committees**

The directors may at any time appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee shall:

- have a quorum of three at its meetings, unless the sub-committee resolves that a larger number shall be the quorum;
- appoint one of its members to be responsible for calling meetings of the sub-committee and inform the directors of the name of the responsible person.

## **5.23 Alternate directors**

A director may not appoint an alternate director to exercise any of his/her powers as a director.

## **6. Contact person or secretary**

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

The contact person/secretary must be at least 18 years old.

The directors decide the contact person/secretary's pay and terms and conditions of employment, if any.

The contact person/secretary must pass on any correspondence received to at least one of the directors within 14 days.

The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

## **7. Records**

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

## 8. Finances

The corporation must keep written financial records that:

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

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

## 9. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

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

## **10. Dispute or conflict resolution**

If a dispute or conflict arises, the parties must first try to resolve it themselves.

If the dispute or conflict is not resolved within 10 business days, any party may give a dispute or conflict notice to the other parties.

The dispute or conflict notice must be in writing and must say what the dispute or conflict is about. It must be given to the corporation.

The directors must help the parties resolve the dispute or conflict within 20 business days after the corporation receives the notice, in accordance with the Dispute and Conflict Handling Policy, adopted by the corporation (by resolution passed by members at general meeting) from time to time.

If the dispute or conflict remains unresolved, it must be put to the members to resolve at a general meeting.

### ***Seeking assistance from the Registrar***

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI 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.
- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

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

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

Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

- rule book changes
- special resolution
- minutes of the meeting.

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

## 12. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named ‘The Anyinginyi Health Aboriginal Corporation Gift Fund’
- which must receive gifts of money or property for the purposes (objectives) of the corporation
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

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

As soon as:

- the gift fund is wound up, or
- the corporation’s endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

## 13. Winding up

### ***Surplus assets of the corporation***

Where:

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

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

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

### ***Surplus assets of gift funds***

If the Australian Tax Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.

## Schedule 1—Application for membership form

### Anyinginyi Health Aboriginal Corporation (ICN 283)

Application for membership

I, \_\_\_\_\_ (first name of applicant)

\_\_\_\_\_ (last name of applicant)

of \_\_\_\_\_ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership and commit to the Anyinginyi Health Members Code of Conduct conditions of Clause 3.1 of the rule book.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of applicant

Date

.....

#### Corporation use only

|                                                                                                                        |          |
|------------------------------------------------------------------------------------------------------------------------|----------|
| Application received                                                                                                   | Date:    |
| Application tabled at directors' meeting held on                                                                       | Date:    |
| Directors consider applicant is eligible for membership                                                                | Yes / No |
| Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed) | Date:    |
| Directors have sent notification of directors' decision to the applicant                                               | Date:    |

## Schedule 2—Consent to become a director form

### Anyinginyi Health Aboriginal Corporation (ICN 283)

Consent to become a director

I, \_\_\_\_\_ (first and last name of person)

of \_\_\_\_\_ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date of birth is \_\_\_\_\_ (date of birth)

and my place of birth was \_\_\_\_\_ (place of birth)

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

- meet and agree to meet the eligibility of directors conditions of Clause 5.3 of the rule book for term of appointment
- have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations

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

I agree to meet the eligibility of directors conditions of Clause 5.3 of the rule book for term of appointment.

Signature of person

Date