



The RULE BOOK

Townsville Aboriginal and Torres Strait Islander Corporation for Health Services (TATSICHS)

ICN: 7681

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

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1. Name

- 1.1 The name of the Corporation is: Townsville Aboriginal and Torres Strait Islanders Corporation for Health Services (TATSICHS)
- 1.2 TATSICHS is also known as Townsville Aboriginal and Islanders Health Services (TAIHS) and will continue to trade as TAIHS.

2. Objectives

The Corporation aims to promote and advance the health, wellbeing and quality of life of, and to obtain health and wellbeing outcomes for, Aboriginal and Torres Strait Islander persons in the Corporation's service catchment .

The Corporation shall advance its primary objective undertaking one or more of the following activities:

- a) developing services which meet the health and well-being needs of Aboriginal and Torres Strait Islander peoples in the most appropriate way, having regard to their total well-being, and the importance of health and wellbeing promotion and preventative measures ;
- b) assisting in establishing an environment in which health care and community service providers can render a needed service in a cooperative and satisfying manner.
- c) providing education and promotion towards ensuring that Aboriginal and Torres Strait Islander people are fully informed of the options available to them for health and community services;
- d) providing Aboriginal and Torres Strait Islander persons with information and advice about personal health care and resources in order to encourage mutual responsibility for maintaining health;
- e) developing and maintaining relationships necessary to ensure evidence-based, coordinated and effective health and community services;
- f) providing a base for health and other agencies providing services in the Corporation's service catchment;
- g) developing outreach services and special clinics where necessary; and
- h) researching the needs of Aboriginal and Torres Strait Islander persons and evaluating new and existing services.

3. Members

3.1 Who is eligible?

A member must be at least 18 years of age and must reside within the Corporation's service catchment.

3.2 How to become a member

3.2.1. A person is eligible to become a member under rule 3.1.

3.2.2. A person applies in writing.

3.2.3. The Membership Applications must be accepted by a Resolution at a Directors' meeting.

3.2.4. Directors must consider all applications for membership within a reasonable period after they are received.

3.2.5. The person's name, address and date they became a member is entered on the Register of Members.

3.2.6. The directors may refuse to accept a membership application. If a membership application is deemed unsuccessful: the directors' must write to the applicant about the decision and the reasons for it.

Note: The Corporation MUST NOT charge any membership fees.

3.3 Members' rights

3.3.1. A member can:

- attend, speak and vote at general meetings
- be made a director
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- look at the books and records of the Corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 Members' responsibilities

3.4.1. A member must:

- follow the Corporation rules
- let the Corporation know if they change their address
- treat other members with respect.

3.5 Liability of members

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

3.6 How to stop being a member

3.6.1. A person stops being a member if:

- they resign in writing
- they become deceased
- their membership is cancelled.

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

3.7 Cancelling membership

If a member:

- can't be contacted for two years
- misbehaves

3.7.1 Their membership can only be cancelled by special resolution at a general meeting. A person whose membership is being cancelled must be given a right of reply in writing or in person (or through a representative) at a members meeting before the resolution is voted on. If the resolution is successful, the Directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

3.7.2 If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors' meeting. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members and former members

3.8.1. The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- if a member is not an Aboriginal or Torres Strait Islander person
- for former members, the date when they stopped being a member.

3.8.2 The register must be kept at the Corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

4. Meetings

4.1 AGM timing

4.1.1. AGMs must be held before the end of November each year.

4.2 AGM business

4.2.1. AGMs are for:

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

4.3 General meetings

4.3.1. A chairperson can call a general meeting.

4.3.2. Members can ask directors to call a general meeting.

4.3.3. The directors must call the general meeting within 21 days.

4.3.4. The Number of Members required to constitute a quorum:

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

4.4 General meeting business

4.4.1. General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

4.5 Notice for general meetings

- 4.5.1. At least 21 days' notice must be given.
- 4.5.2. Notice must be given to members, directors, officers, the contact person and the auditor (if the Corporation has one).
- 4.5.3. The notice must set out:
- the place, date and time for the meeting
 - the business of the meeting
 - if a special resolution is being proposed, and what it is
- 4.5.4. Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent by post to their address, sent by fax or sent by email.
- 4.5.5. 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

- 4.6.1. Members can propose a resolution by giving notice of it to the corporation. The number of Members required to constitute a quorum:

Number of members in Corporation	Number of members needed to propose a resolution
2–10 members	= 1 member
11–20 members	= 3 members
21–50 members	= 5 members
51 members or more	= 10 % members

- 4.6.2. The notice must set out the resolution in writing and must be signed by the members proposing it.
- 4.6.3. The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).
- 4.6.4. The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been sent out.

4.7 Quorum at general meetings

- 4.7.1. The quorum must be present during the whole meeting.
- 4.7.2. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.
- 4.7.3 A quorum will comprise 10% of the membership eg if 200 members then 20 members must be in attendance to form a quorum at an AGM. The majority of attendees at the AGM must be made up of ordinary members, i.e. non-directors of the Corporation. Thus, if 20 members then 11 people minimum must be ordinary members.

4.8 Using Technology

- 4.8.1 General meetings can be held at more than one place using any technology that gives members a way of taking part.
- 4.8.2 Members will be assisted to attend meetings via the use of technologies.

4.9 Chairing general meetings

- 4.8.1. The chairperson shall chair general meetings.
- 4.8.2. If the chairperson is not available or declines to chair a general meeting, the directors must elect another director to chair the meeting. However, if all directors decline, then the members present must elect an individual present to chair it.

4.10 Voting

- 4.10.1 Each member has one vote.
- 4.10.2 The chairperson has one vote (if he or she is a member) plus a casting vote.
- 4.10.3 A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- 4.10.4. A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)
- 4.10.5. The Chairperson declares the results of the vote, on a show of hands, or when a poll is demanded. Both the Chairperson and the minutes need to state the number or proportion of the votes recorded for or against.

4.11 Demanding a poll

- 4.11.1. Any member entitled to vote on the resolution or the chair can demand a poll.
- 4.11.2. A poll can be held before or after a show of hands vote.
- 4.11.3. A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies

4.12.1. Members cannot appoint a person as proxy to attend general meetings and vote for them.

5. Directors

5.1 Number of directors

5.1.1. The number of directors of the corporation is decided by resolution at a general meeting.

5.1.2. The minimum number is three directors (including independent or specialist non-member directors) and the maximum number is seven directors (including independent or specialist non member directors)

5.2 Eligibility of directors

5.2.1. A director must:

- be at least 18 years of age
- be an Aboriginal or Torres Strait Islander person (excluding independent or specialist non-member directors appointed in accordance with rule 5.6)
- not be a current employee of the Corporation or a past employee with a current or outstanding grievance with the corporation
- be a member of the corporation for the past twelve months (excluding independent or specialist non-member directors appointed in accordance with rule 5.6)
- reside in the corporation's catchment area

5.2.2 No person can be elected or appointed as a director where it is deemed that their election or appointment would result in two or more directors being "related".

"Related" is defined as:

- **a parent, child, sibling, spouse/partner, brother or sister in law by marriage or defacto;**
- **an uncle or aunt or first cousin by blood or marriage;**
- **persons associated by way of employment, partnership, shareholding or beneficial interest;**
- **persons associated in any other way that shall be deemed to be material and/or a personal interest at law.**

5.3 Majority of director requirements

5.3.1 A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people
- usually reside in the corporation's service catchment area
- be members of the corporation

5.4 How to become a director

5.4.1. The corporation can appoint a director by resolution passed at a general meeting.

5.4.2 Directors must give the corporation their consent in writing to act as a director before being appointed.

5.4.3 The corporation must send the Registrar the director's personal details within 28 days after they are appointed. The corporation can use the Registrar's Notification of a change to corporation officers' details form.

5.5 Directors' terms of appointment

5.5.1. Directors are appointed at the AGM for a term of three years. They are eligible to be re-elected for two additional terms.

5.6 How to become an independent or specialist non-member director

5.6.1. The directors may appoint a maximum of two non-member directors. Non-member directors may be selected because they are independent and have qualifications/experience for immediate appointment, including recognised knowledge, expertise and experience at a level commensurate with the size and financial status of the corporation in one or more of the following areas: financial management, corporate governance, accounting, law or primary health and community service.

5.6.2. Non-member directors must give the corporation their written consent to become a director before being appointed. Non-member directors are appointed for the term specified by the directors in their appointment. Non-member directors cannot be appointed for a term of more than two years, but they can be reappointed.

5.7 Chairperson

5.7.1 The Chairperson has the right to ask the Directors to vote to instruct a Director(s) to leave the meeting if the Director(s) is being disruptive to the meeting.

5.8 How to fill vacancies

5.8.1. Directors can fill casual director vacancies, including the chairperson.

5.8.2. Directors can appoint someone as a director to make up a quorum. The appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 How to stop being a director

5.9.1. A director stops being a director, when he/she:

- becomes deceased
- resigns, formally in writing.
- his/her appointment expires
- is removed as a director by the members or the other directors.
- is disqualified from managing a corporation.

5.9.2 The corporation must send the Registrar the director's personal details within 28 days after they stop being a director. The corporation can use the Registrar's Notification of a change to corporation officers' details form

5.10 How to remove a director

5.10.1. By the members:

- 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).
- 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 statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

5.10.2. By other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable explanation.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the member does not object, they are removed from the board of directors.
- If the member objects, he or she is then suspended until the next general meeting, where the members shall decide whether or not the director is terminated.

5.11 Directors' and officers' duties

5.11.1. The duties are:

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

5.11.2. The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

5.12 Conflict of interest (material personal interest)

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

5.12.2. 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.

5.12.3. A director who has a material personal interest must not:

- be present at the Directors' meeting while the matter in question is being considered
- vote on the matter unless allowed to do so under the CATSI Act.

5.13 Payment

5.13.1. Annual remuneration of \$7,440.00 for Directors and \$9,300.00 for the Chairperson (plus superannuation as required by the law) and increased annually by CPI each year may be paid.

5.13.2. Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in 5.12 and 5.14). The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Related party benefit

5.14.1. If a corporation wants to give a financial benefit to a director or related party (such as 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.

5.15 Delegation

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

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

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

5.16 Finance Audit and Risk Committee

5.16.1. Within four weeks of being appointed the directors shall commission the formulation of a professional Finance Audit and Risk Committee.

5.16.2. Membership of the Finance Audit and Risk Committee shall have four (4) members, those being:

- Two directors
- A professional qualified accountant that holds registration as either a CPA or Chartered Accountant and is not an employee of the corporation and does not undertake work on behalf of the corporation.
- One professional executive that holds as a minimum an undergraduate university degree, in management, accounting, business, law or other relevant qualifications; and is not an employee of the corporation and does not undertake work on behalf of the corporation.

5.16.3. The Finance Audit and Risk Committee shall set its own agenda and shall hold complete autonomy, but will report to the board.

5.16.4. The Finance Audit and Risk Committee shall be entitled to review any document of the corporation and ask questions of any person that has connection to the corporation

5.16.5. The purpose of the committee includes but is not limited to ensuring the corporation fulfils all fiduciary and corporate governance responsibilities in relation to the corporation's financial reporting, application of corporation funds, application of accounting policies, financial management and internal control, risk management and compliance systems and to oversee and monitor the accountability process and the quality of internal and external financial and risk management reporting.

5.16.6. All financial business of the corporation shall be tabled before the Finance Audit and Risk Committee for assessment to determine and gauge if the corporation is maintaining income and expenses within its budget and funding agreements

5.16.7. All expenses, incurred by senior staff to do with travel, incidentals and other individual expenditure shall be tabled before the Finance Audit and Risk Committee for assessment to determine and gauge proper purposes, cost efficiency and cost effectiveness.

5.17 Directors' meetings

5.17.1. Directors must meet at least every three months.

5.17.2. The directors will decide when and where the next meeting will be held.

5.17.3. A director can call a meeting by giving reasonable notice to all the other directors.

5.18 Quorum for Directors' meetings

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

5.19 Chairing Directors' meetings

5.19.1. The chairperson shall chair director meetings.

5.19.2. If the chairperson is not available or declines to chair a Directors' meeting, then the directors present must elect an individual present to chair it.

5.19.3. The chairperson shall have the right to ask a director to leave a Directors meeting if the director is being disruptive to the meeting.

5.20 Using technology

5.20.1. Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.21 Resolutions at Directors' meetings

5.21.1. Each director present at the meeting has a deliberative vote.

5.21.2. A question arising at a Directors meeting must be decided by a majority of votes.

5.21.3. If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

6. Contact person or secretary

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

6.2. The directors appoint a contact person or secretary.

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

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

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

6.6. The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers' details* form)

7. Records

7.1 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
- financial records that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

7.2 These records must be kept at the corporation's document access address or registered office.

8. Finances

8.1 The corporation must follow these procedures.

- All money of the corporation must be deposited into a corporation bank account.
- The corporation must give receipts for all money it receives.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- All accounts must be approved for payment 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 directors or as otherwise delegated by directors.

9. Application of funds

9.1 The income property and assets of the corporation is to be used and applied solely for the purpose of the objects of the corporation.

9.2 No portion of the income, property or assets will be distributed, paid or transferred by way of dividend, bonus or otherwise amongst its members

Note: This rule does not stop the corporation from making reasonable payment to:

- a member in their capacity as an employee
- a member under a contract for goods or services provided.

10. Winding up

- 10.1 The winding up of the corporation will follow the CATSI Act.
- 10.2 If on the winding up or dissolution of the corporation, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- 10.3 On dissolution of the corporation, the assets of the corporation remaining after the satisfaction of all the liabilities must be transferred to some Institution that:
 - (a) is determined by resolution of the members.
 - 3 (b) has similar objects or purposes;
 - 4 (c) is not carried on for profit or gain to its individual members.

11. Dispute Resolution

- 11.1 If a dispute arises, the parties must first try to resolve it themselves.
- 11.2 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- 11.3 The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- 11.4 The directors or any of the dispute parties may ask the Registrar for assistance.
- 11.5 The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- 11.6 If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

12. Changing the rule book

- 12.1 The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.
- 12.2 Within 28 days after the resolution is passed, the corporation must send the Registrar a completed *Request to change corporation rule book form* together with 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.

13. Gift Fund Rules

- 13.1 The corporation shall maintain for the main purpose of the corporation a gift fund:
- to be named the “*Townsville Aboriginal and Islanders Torres Strait Islander Corporation for Health Services Gift fund*”
 - which can receive gifts of money or property for the purposes of the objectives of the corporation
 - which can have credited to it any money received by the corporation because of those gifts.
- 13.2 The gift fund cannot receive any money or property other than that stated at 13. (1) (b).
- The corporation shall use gifts made to the gift fund and any money received because of them **only** for the principle purpose of the corporation.
 - Receipts issued for gifts to the gift fund must state:
 - (a) the full name of the corporation
 - (b) the Australian Business Number (*if applicable*) and the Indigenous Corporation Number (ICN) of the corporation
 - (c) the fact that the receipt is for a gift.
- 13.3 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 *Income Tax Assessment Act 1997* 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*.