

THE RULE BOOK

Burringurrah Community Aboriginal Corporation

ICN: 593

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

CONTENTS

1. Name	3
2. Objectives.....	3
3. Members.....	3
4. Meetings	5
5. Directors	7
6. Circle of elders	10
7. Sub committees	11
8. Contact person.....	11
9. Records.....	11
10. Finances.....	11
11. Application of funds.....	12
12. Winding up.....	12
13. Dispute resolution	12
14 Change of corporation name or rules	13
Schedule 1—Application for membership form.....	14

1. Name

The name of the corporation is Burringurrah Community Aboriginal Corporation

2. Objectives

The corporation aims to:

- (a) support the social, cultural, and economic development of its members and their families in all appropriate ways;
- (b) help to bring about the self support of its members by the development of economic activities and enterprises;
- (c) support education, training, and employment for its members;
- (d) advocate on behalf of its members for access to quality health, housing, and family support services
- (e) help and encourage its members to manage their affairs upon their own lands;
- (f) help and encourage its members to keep and renew their traditional culture;
- (g) help to build trust and friendship between its members and other people;
- (h) participate with other Aboriginal corporations and associations in projects for their mutual benefit;
- (i) work in partnership with other corporations and entities to ensure ongoing social, cultural and economic engagement of the corporation and its members within the Upper Gascoyne region and further a field
- (j) receive and spend grants of money from government, corporate, community, and philanthropic organisations;

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years of age and
- an Aboriginal and Torres Strait Islander person and
- a resident of the Burringurrah community for a continuous period of 3 months before making the application for membership.

3.2 How to become a member

A person applies in writing.

A person is eligible under rule 3.1.

The directors agree.

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

*Rules of Burringurrah Community Aboriginal Corporation,
approved by the Delegate of the Registrar, Karen Nicholson on 7 June 2010.*

3.3 *Members' rights*

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can 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*

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect.

3.5 *Liability of members*

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

3.6 *How to stop being a member*

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.
- they no longer normally reside in the Burringurrah Community and have not lived in the community for the past 12 months (this is known as the 'residence clause').

The person's name 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 or
- is not an Aboriginal or Torres Strait Islander person

the member can only be removed by special resolution at a general meeting. 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.

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 need to 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*

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal and Torres Strait Islander members)
- for former members, the date when they stopped being a member.
- the current list of names and addresses of the cultural advisory groups

It must be kept at the corporation's document access address.

It must be available at the annual general meeting (AGM).

4. Meetings

4.1 *AGM timing*

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

4.2 *AGM business*

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*

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

4.4 *General meeting business*

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

4.5 *Notice for general meetings*

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and 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, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

4.6 *Members' resolutions*

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in corporation	Number of members needed to propose a resolution
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% 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 people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 *Quorum at general meetings*

Number of members in corporation	Number of members to make a quorum
30 or less members	= 2 members
31 to 94 members	= 5 members
95 members or more	= 10 members

The quorum must be present during the whole meeting. If there's no quorum after one hour, the meeting is adjourned until the next week at the same time. If there's still no quorum, the meeting is cancelled.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

General meetings can be held at more than one place using any technology that gives members a way of taking part.

4.10 Voting

Each member has one vote. The chair has one vote (if he or she is a member) plus a casting vote.

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.)

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

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

4.12 Proxies

Proxy voting is not permitted.

5. Directors

5.1 Number of directors

The number of directors of the corporation is decided at the general meeting.

The minimum number is 5 directors (including office bearers), and the maximum number is 9 directors (including office bearers and any independent or specialist non-member directors).

5.2 Eligibility of directors

A director (other than an independent or specialist non-member director) must be:

- at least 18 years old
- a member of the corporation
- an Aboriginal and Torres Strait Islander person.

A member of the circle of elders cannot become a director.

5.3 *Majority of director requirements*

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- members of the corporation
- not be employees of the corporation.

The chief executive officer may be a director but cannot chair the directors' meetings.

5.4 *How to become a director*

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

Directors must give the corporation their consent in writing to be a director.

5.5 *Directors' (other than independent specialist or non-member directors) terms of appointment and rotation*

Directors are appointed at the annual general meeting for a term of one year. They are eligible to be re-elected.

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

The directors may appoint not more than 2 non-member directors. An independent or specialist non-member director has no voting rights. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

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

5.7 *How to become an office bearer (chairperson, vice-chairperson treasurer)*

At the first director's meeting after each AGM, the directors elect the office bearers of the corporation from the directors.

There shall be a Chairperson, a Vice Chairperson and a Treasurer who shall be the office bearers.

5.8 *How to fill vacancies*

Directors can fill casual director vacancies, including office bearers.

Directors can appoint someone as a director to make up a quorum. Their 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*

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

5.10 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- 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).

By 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 by resolution.

5.11 Directors' and officers' duties

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.

The directors must meet at least once each year, one month or more before the current AGM, to review whether all members comply with the residence clause and may choose to cancel a non-compliant membership in accordance with rule 3.7.

5.12 Conflict of interest (material personal interest)

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

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

5.13 Payment

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Delegation

Directors can delegate, by passing a resolution, any of their powers to:

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

5.15 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

5.16 Directors' meetings

Directors must meet at least every three months.

The directors will usually decide at a meeting when and where the next meeting will be.

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

5.17 Quorum for directors' meetings

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

5.18 Chairing directors' meetings

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chair.

5.19 Using technology

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

5.20 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Circle of elders

There shall be a Men's Circle of Elders and a Women's Circle of Elders who will advise the directors and the CEO/manager on issues relating to culture, social affairs and land. Each Circle of Elders will be made up of between 3 and 6 senior people, selection will be based on merit, respect, integrity and the wisdom the person brings to the Circle as recognized by the members of the Corporation.

A director selected by each Circle of Elders shall sit with the Circle of Elders when they meet. The Circle of Elders will meet as and when needed and at least once each year with the directors.

Members of these Elders' Circles will be identified in the members list. The first Circle of Elders will be selected by the members at the first annual general meeting held after the registration of these rules.

If the number of people in either Circle of Elders falls below 4, the directors shall fill the vacancy at their next meeting with advice from the sitting Circle of Elders

7. Sub committees

The Directors may appoint sub-committees for any period and purpose. They must be chaired by a Director, have a quorum of 3 or more, and may include non-members.

They must report to the Directors at the next Directors' meeting following any subcommittee meeting.

8. Contact person

The contact person must be at least 18 years old.

The directors appoint a contact person.

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

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

The contact person must give the corporation their consent in writing to become a contact person.

9. 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
- financial records.

They must be kept at the corporation's document access address.

10. Finances

All money of the corporation must be deposited into the corporation's bank account.

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors or one director and the corporation's executive officer or manager.

All accounts must be approved for payment at a directors' meeting.

11. Application of funds

Directors can use the money and property of the corporation, not subject to any special trust or conditions by funders, to carry out its objectives.

Directors cannot give the money and property to members of the corporation. Subject to the CATSI Act and the corporation's rules, no portion of the funds or property of the corporation may be paid or distributed to any member of the corporation.

This rule does not prevent: (a) 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 as an employee); or (b) reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where they are to be provided).

12. Winding up

The winding up of the corporation shall be in accordance with the CATSI Act.

10.1 Resolution to distribute surplus asset

Subject to rule 10.2, where:

- (a) the corporation is wound up
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist,

the members may pass a special resolution relating to the distribution of the surplus assets of the corporation.

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

13. Dispute resolution

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

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

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

If the dispute is about the CATSI Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

14 Change of corporation name or rules

The name or rules of the corporation may only be altered by a special resolution passed by a majority of not less than three-fourths (3/4) of the members present at a general meeting.

The proposed changes must be specified in the notice of the general meeting.

The corporation must, within 28 days, after making the changes, send the changes to the Registrar.

The changes take effect when they are approved by the Registrar.

APPLICATION FOR MEMBERSHIP

(insert name of corporation)

I, _____
(first name of applicant) *(last name of applicant)*

(Note: corporation's rules may permit corporate applicants.)

of

(address of applicant)

hereby apply for membership of

(name of corporation)

I declare that I have lived in the Burringurrah Community for the past 3 months and am eligible for membership.

Signed: _____

Date: _____