

THE RULE BOOK



ICN 232

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 **Southern Aboriginal Corporation**.

2. **Objectives**

The central objectives of the corporation are to relieve the poverty, sickness, misfortune, disadvantage, distress, destitution and suffering of Aboriginal people primarily through the provision of services and the delivery of a range of programs aimed at improving the standard of lives of Aboriginal people living in the Albany, Bunbury and Narrogin Wards (the Wards) of Western Australia.

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

- 2.1 act as a resource agency for Aboriginal organisations, groups, enterprises and individuals in the Wards, and in particular to provide as requested:
 - (a) representation to Government and other organisations
 - (b) support for representation made by others
 - (c) advice and assistance
 - (d) reviews of functions and operations
 - (e) management and financial services;
- 2.2 provide social, cultural, economic, political, educational and recreational services to Aboriginal organisations, groups, enterprises and individuals when those services are not provided by other bodies;
- 2.3 give effect to the principles of self-management and self-determination for Aboriginal people by establishing, owning, investing in, sponsoring, maintaining, managing, leasing and otherwise fostering business enterprises and commercial ventures of any lawful kind;
- 2.4 promote, support, sponsor, engage in and facilitate the creation of opportunities for Aboriginal people in education, training, employment and private enterprise;
- 2.5 promote, support, sponsor, engage in and facilitate the provision to Aboriginal people of health, housing and other services;
- 2.6 acquire, hold and manage land, buildings, fixtures, chattels and other property for the benefit of Aboriginal people in the region;
- 2.7 help and encourage Aboriginal people in the region to maintain, restore, revitalise and renew their traditional language and culture;
- 2.8 help build trust and friendship between Aboriginal people and the non-Aboriginal community;
- 2.9 join with other Aboriginal organisations in undertaking projects of mutual benefits;

- 2.10 receive and effectively spend grants of money from the Commonwealth and State Governments or from other sources; and
- 2.11 operate a gift fund known as the Southern Aboriginal Corporation Gift Fund.

3. **Members**

3.1 **Who is eligible?**

To be eligible to be a member a person must be:

- at least 18 years old; and
- a person of Aboriginal descent; and
- normally and permanently resident in 1 of the 3 Wards, being Albany, Bunbury and Narrogin.

“Normally and permanently resident” is defined as residing in 1 of the Wards for a period of at least 6 months continuously, immediately prior to applying for membership, with an intention to reside permanently.

“Ward” means the Ward of Albany, Bunbury or Narrogin as set out in the Regional Council Election Rules (as amended) derived from section 113 of the *Aboriginal and Torres Strait Islander Commission Act 1989* by the Minister for Aboriginal and Torres Strait Islander Affairs and as may be varied from time to time.

3.2 **How to become a member**

A person applies on the prescribed form at Schedule 2 of this rule book.

A person is eligible under rule 3.1.

The directors must:

- consider all application for membership in the order that they are received and within a reasonable period after they are received by the corporation;
- consider and decide on applications for membership by resolution at a directors’ meeting.

The directors in their absolute discretion may refuse to accept a person’s membership application. If they do, they must notify the applicant in writing of the decision and the reasons for it.

The applicant is considered a member once their name, address and date they became a member is entered on the register of members.

3.3 **Membership fees**

A member must pay an annual membership fee of \$10-00 by 30 June each year.

Directors shall notify members in writing of the requirement to pay the annual membership fee by 30 April each year. This written notification shall include specific details on the form and methods of payment and process available to members to pay this fee.

Members whose annual fee is not paid by 30 June each year will be removed as members in accordance with rule 3.8.

3.4 **Members' rights**

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member satisfies the eligibility requirements under rule 5.5)
- 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)

The members do not have a right to share in the profits of the corporation if it is wound up.

3.5 **Members' responsibilities**

A member must:

- follow these rules and the CATSI Act
- tell the corporation within 28 days if they change their address or are normally and permanently resident within another Ward
- treat other members, directors and staff with courtesy and respect
- comply with the 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
- pay an annual membership fee of \$10-00 by 30 June each year.

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.

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

3.8 **Cancelling membership**

If a member:

- cannot be contacted for 2 years

- misbehaves (behaves in a way that significantly interferes with the operation of the corporation or corporation meetings)
- does not comply with the code of conduct adopted by the corporation (by resolution passed by members at general meeting) from time to time
- is found not to be an Aboriginal person

their membership can only be cancelled by *special* resolution at a general meeting. If a member is removed by special resolution at a general meeting, the directors must 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 does not pay their membership fee before 30 June, is not eligible or ceases to be 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 written notice and give the member 14 days to object in writing. If the member objects, the directors cannot cancel the membership. The member can only then be removed by resolution at a general meeting.

3.9 The register of members and former members

The register must contain:

- members' and former members' names and addresses
- the date when the names were entered in the register
- the members registered Ward
- for former members, the date when they stopped being a member.

The register of members and former members can be maintained in one document.

Registers must be kept at the corporation's registered office or document access address and available at the annual general meeting (AGM).

4. Meetings – General meetings (including AGM's) and Ward meetings

4.1 Annual General Meeting

The corporation must hold an AGM before 30 November each year, unless it obtains an exemption from the Registrar.

4.2 AGM venue

The AGM must be held at a location within 3 Wards (Albany, Bunbury or Narrogin) on a rotational basis.

4.3 **AGM business**

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial and directors'
- to receive notification of the election of directors at the prior election ballots conducted in accordance with rule 5.6
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the corporation is managed.

4.4 **General meetings**

The directors by resolution at a properly constituted directors' meeting can call a general meeting.

The members can ask directors to call a general meeting. The request must be signed by at least 10% of the total number of members.

If a valid request for a general meeting is received, the directors must call the general meeting within 21 days or may apply to the Registrar for permission to deny the request.

4.5 **General meeting business**

General meetings are for:

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

4.6 **Notice of general meetings**

At least 21 days' notice must be given for all general meetings.

Notice must be given to members, directors, officers, the secretary 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
- whether a special resolution is being proposed, and if so what it is.

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

A notice of meeting:

- sent by post is taken to be given 3 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.

4.7 Members' resolutions at general meetings

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

The proposal must be signed by at least 10% of the total number 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 4.6).

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

4.8 Quorum at general meetings

The quorum for a general meeting shall be 20 members.

The quorum must be present at all times during the general meeting.

A general meeting of the corporation that does not have a quorum present within 1 hour after the time for the meeting set out in the notice, is adjourned to the same time of the same day in the next week and to the same place, unless the directors specify otherwise.

If no quorum is present at the resumed general meeting within 1 hour after the time for the meeting, the members present shall constitute a quorum.

4.9 Chairing general meetings

The chairperson of the corporation elected in accordance with rule 5.11 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 5.11 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 do not, the members must elect someone to do so.

4.10 Using technology at general meetings

General meetings can be held at more than one place using any technology that gives members a way of taking part, provided this is set out in the notice of meeting.

4.11 **Voting at general meetings**

Each member has 1 vote. The chair has 1 vote plus a casting vote (if he or she is a member).

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

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.)

On a show of hands, a declaration by chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

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.

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

4.12 **Demanding a poll at general meetings**

Any member entitled to vote on the resolution or the chair can demand a poll (that the vote be formally counted).

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

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 chair directs.

4.13 **Proxies are not allowed at general meetings**

A member is **not** entitled to appoint another member or person as proxy to attend meetings and vote for them.

4.14 **Ward meetings**

4.14.1 Holding Ward meetings

The directors must hold a Ward meeting for each Ward at least once every financial year.

The members of a Ward can ask directors to call a Ward meeting. The request must be signed by at least 10% of the total number of members of the Ward (as recorded on the corporation's register of members). If a valid request for a Ward meeting is received, the directors must call the Ward meeting within 21 days.

4.14.2 Business of a Ward meeting

The business of a Ward meeting may include any of the following:

- (i) confirmation of the minutes of the previous Ward meeting; and
- (ii) completing the business specified in the notice of the meeting.

4.14.3 Calling, frequency and notice of Ward meeting

A Ward meeting must be held in a location within the Ward for which the meeting was called.

The Corporation must give 21 days' written notice of a Ward meeting to the following people:

- (i) each member of the Ward (as recorded on the corporation register of members);
- (ii) each director;
- (iii) the contact person / secretary (if any).

The Corporation may give the notice of meeting to a member personally or by sending it by post, fax or other electronic means.

A notice of meeting:

- (i) sent by post is taken to be received 3 days after it is posted;
- (ii) sent by fax or other electronic means, is taken to be received on the business day it is sent.

All Ward meetings must be completed not less than 3 weeks prior to an AGM.

4.14.4 Contents of notice of Ward meeting

A notice of Ward meeting must:

- (i) set out the place, date and time for the meeting;
- (ii) state the general nature of the meeting's business;
- (iii) include any resolutions to be put to the meeting.

The information included in a notice of a Ward meeting must be worded and presented clearly and concisely.

4.14.5 Failure to give notice

A Ward meeting, or any proceedings at a Ward meeting, will not be invalid just because:

- (i) the notice of the Ward meeting has accidentally not been sent; or
- (ii) a person has not received the notice.

4.14.6 Quorum of Ward meetings

A quorum for the Ward meeting shall be 20 people who must be members of the Ward (as recorded in the register of members of the corporation) for which the Ward meeting is held.

The quorum must be present at all times during the Ward meeting.

A Ward meeting of the corporation that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors, specify otherwise.

If no quorum is present at the resumed Ward meeting within 1 hour after the time for the meeting, the members of the Ward present shall constitute a quorum.

4.14.7 Chairing Ward meetings

The directors may elect an individual to chair the Ward meeting.

The members at a Ward meeting must elect an individual present to chair the meeting (or part of it) if:

- (i) the directors have not already elected a chair; or
- (ii) a previously elected chair is not available, or does not want to chair the meeting.

The chair must adjourn a Ward meeting if the majority of members present agree or direct the chair to do so.

4.14.8 Voting at Ward meetings

No member is eligible to vote in a Ward meeting if that member is not a registered member of that Ward (as recorded on the corporation's register of members).

Each member of the Ward has 1 vote. The chair has 1 vote and a casting vote only if they are a member of that Ward.

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

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.)

On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

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

Any member entitled to vote on the resolution or the chair can demand a poll (a formal count of the votes).

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

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 chair directs.

4.14.9 Proxies are not allowed at Ward meetings

A member is **not** entitled to appoint another member or person as proxy to attend Ward meetings and vote for them.

5. **Directors**

5.1 **Number of directors**

There shall be 7 member directors (including office bearers) and up to 2 independent non-member specialist directors.

5.2 **Classes of directors**

There shall be two classes of directors:

- Member directors; and
- Independent non-member specialist directors.

5.3 **Composition of the board of directors**

The board of directors of the corporation shall be comprised as follows:

- 7 member directors, comprising 3 members from the Albany Ward and 2 each from the Wards of Bunbury and Narrogin, and elected in accordance with rule 5.6.
- A maximum number of 2 independent non-member specialist directors.

5.4 **Majority of directors' requirements**

A majority of the directors of the corporation must:

- usually reside in Australia
- be members of the corporation
- not be employees of the corporation

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

5.5 Eligibility to be a member director

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

- be at least 18 years old
- be a member of the corporation
- be normally and permanently resident for a period of at least 6 months in the Ward the member nominates to represent
- 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, 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 disqualified from managing corporations under the CATSI Act
 - 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 3 years;
 - has not been declared bankrupt or insolvent under administration in the last 5 years,
 - is not indebted to the corporation or any controlled entity for a sum in excess of \$1,000-00.
- Provide the corporation with a signed “Consent to be a director” form prior to being appointed.

Note: Schedule 3 of this Rule Book provides a form that can be used for this purpose.

5.6 How to become a member director

The directors for each Ward shall be elected by all-postal voting in the year in which elections are due, prior to the Annual General Meeting.

Elections shall be conducted in accordance with “Policy Governing the Election of Directors”, adopted by the Corporation (by resolution passed by members at general meeting) from time to time.

The “Policy Governing the Election of Directors” shall determine the process for conducting the all-postal voting for each Ward, including:

- setting an election timetable (including the specification of a date for the closing of the electoral roll);
- receiving and accepting nominations;
- receiving and counting votes (including scrutineer arrangements and the circumstances and processes in which votes may be determined invalid or a Ward election declared invalid);
- determining and declaring the outcome of the vote; and
- any other specific election requirements.

Only those persons whose names are recorded as members on the register of members at the time of the prescribed closing of the electoral roll shall be entitled to vote in a director’s election and then, shall only be entitled to vote in the Ward in which they are registered.

A nomination for election to the board of directors must be in writing in the manner prescribed by the “Policy Governing the Election of Directors”.

The directors shall appoint, or delegate the chief executive officer the power to appoint a Returning Officer to conduct elections. The person appointed as 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.

A member may only vote once and is not entitled to appoint a proxy.

The successful candidates shall be the candidates in each Ward who receive the highest number of votes. The “Policy Governing the Election of Directors” will deal with a tied vote situation.

The corporation must send to the Registrar the directors’ 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.

5.7 **Eligibility to become an independent non-member specialist director**

A person is eligible for appointment as an independent non-member specialist director if he or she satisfied the following requirements:

- is at least 18 years of age;
- is an Australian resident;

- has not worked for or been paid by the corporation for services in a period of 12 months before their appointment (with the exception of any independent non-member specialist director that has been paid remuneration fees under 5.17, and who has been reappointed under 5.9.);
- has demonstrated skills and experience in financial management, corporate governance, accounting or a services delivery related skills;
- reputation of high repute and recognised integrity, and:
 - has not been disqualified from managing corporations under the CATSI Act
 - 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 3 years
 - has not been declared bankrupt or insolvent under administration in the last 5 years
 - not be indebted to the corporation or any controlled entity for a sum in excess of \$1,000-00.

A person must give the corporation their signed written consent to act as an independent non-member specialist director prior to their appointment.

Note: Schedule 3 of this Rule Book provides a form that can be used for this purpose.

5.8 **How to become an independent non-member specialist director**

The directors may appoint up to 2 independent non-member specialist directors.

Before such an appointment is made the directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party.

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 5.7 of this Rule Book.

5.9 **Term of appointment for member directors and independent non-member specialist directors**

The member directors are elected on rotation for a term of 2 years so that the appointment of half of the directors expires each year.

The independent non-member specialist directors may be appointed for a term not exceeding 2 years and are eligible for reappointment.

5.10 **Alternate directors**

With the other directors' approval, a director (appointing director) may appoint an alternate director (who must be from the appointing directors' Ward) to exercise some or all of the director's powers for a specified period.

If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.

The appointing director may terminate the alternate director's appointment at any time.

An appointment of an alternate director or its termination must be in writing. A copy must be given to the corporation.

5.11 **How to become an office bearer (chairperson and deputy chairperson)**

There shall be a chairperson and a deputy chairperson who shall be the office bearers of the corporation.

The chairperson and deputy chairperson shall be elected by the directors at the first directors' meeting after each AGM of the corporation.

5.12 **How to fill vacancies**

If at any time the number of member directors is less than 7, an additional director or directors may be appointed by the directors.

The directors can also appoint a member as a director to make up a quorum.

A person who is appointed as a member director to fill a casual vacancy will hold office until the next AGM of the corporation and is eligible for reappointment (subject to rule 5.5).

If a vacancy for an independent non-member specialist director occurs it must be filled as set out in rules 5.7 and 5.8 of this Rule Book.

5.13 **How to stop being a director**

A director passes away.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors as set out in rule 5.14 of this Rule Book.

A director is disqualified from managing a corporation.

5.14 How to remove a director

By the members at a general meeting:

- 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 just be given to everyone entitled to receive the notice of the meeting (see rule 4.6).

By the Ward members at a Ward meeting:

- Members of an individual Ward who wish to remove a director for that Ward can do so at a meeting requested, called and conducted in accordance with rule 4.14.
- The notice of the meeting should include appropriate resolutions stating the intent to remove the director and to appoint a replacement director.
- The notice of the meeting must also include a nomination form to allow for filling any casual vacancy created by the passing of the proposed removal resolution.
- If the director is removed as per the resolution, the members present will appoint the replacement director from among the nominees received prior to the meeting or received at the meeting, by election conducted at the Ward meeting. If no nominations are received, the directors' position remains vacant.
- A director appointed to fill a casual vacancy by their Ward remains a director until the next AGM and is eligible for reappointment.

By other directors:

- Directors can only remove a director if the director fails to attend 3 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.

Note: A reference to a director can also be interpreted as more than one director in the above rule.

5.15 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 their position of director or information gained through that position
- A duty to not trade while insolvent

The business of the corporation is to be managed by or under the direction of all 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 general meeting.

5.16 **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.

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 in question

unless the director is allowed to do so under division 268 of the CATSI Act.

5.17 **Payment**

The directors are to 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

Directors may be paid if they are employed by the corporation, or 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 rules 5.15 and 5.16).

5.18 **Delegation**

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

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

5.19 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.

5.20 Directors' meetings

The directors of the corporation must meet at least every 3 months.

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

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

5.21 Quorum for directors' meetings

A majority of the directors must be present at all times during the directors' meeting. If the corporation has appointed one or more independent non-member specialist director, at least one must be present to form a quorum.

5.22 Chairing directors' meetings

The chairperson of the corporation elected in accordance with rule 5.11 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 5.11 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.

5.23 Using technology

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

5.24 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. **Contact person or secretary**

The corporation's contact person or secretary must be at least 18 years old.

The directors appoint a contact person or secretary.

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

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

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

Note: 'small' and 'medium' sized corporations have a contact person; 'large' sized corporations have a secretary.

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 or secretary
- financial records that correctly record and explain its financial position and financial performance and that would enable true and fair financial reports to be prepared and audited.

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

8. **Finances**

The corporation must follow the procedures set out below:

- All money of the corporation must be deposited into the corporations' bank account
- When appropriate, the corporation must give receipts for money it receives
- All cheques, withdrawal forms and other banking documents must be signed by at least 2 directors or in accordance with delegations approved by resolution at a directors' meeting
- All invoices must be approved for payment at a directors' meeting or in accordance with delegations approved by resolution at a directors' meeting
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payments.

9. **Application of funds**

The directors can use the money and property of the corporation to carry out its business.

They cannot give the money and property to members of the corporation.

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

- to a member in their capacity as an employee (i.e. wages); or
- to a member under a contract for goods or services provided.

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.

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

11. **Changing the rule book**

The rule book can be changed by the members passing a special resolution at a general meeting.

The proposed changes must be set out in the notice for the general meeting.

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

- a copy of the changes
- a copy of the minutes of the meeting

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

12. **Sub-committees**

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

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

- have a quorum of 3 at its meetings, unless the sub-committee resolves that a larger number shall be the quorum;
- appoint 1 of its members to be responsible for calling meetings of the sub-committee and inform the directors of the name of the responsible person.

13. **The Southern Aboriginal Corporation Gift Fund**

13.1 **The gift fund**

The corporation shall maintain a gift fund to be called – The Southern Aboriginal Corporation Gift Fund to which

- (a) gifts of money or property for the purposes of the objects of the Southern Aboriginal Corporation are to be made
- (b) any money received by the corporation because of those gifts is to be credited
- (c) no other money or property other than that stated at (b) can be received.

13.2 **Use of gift funds**

The corporation shall use the following only for the objectives of the Southern Aboriginal Corporation:

- (a) Gifts made to the gift fund
- (b) Any money received because of such gifts.

13.3 **Receipts**

Receipts issued for gifts to the gift fund shall state:

- (a) the full name of the corporation's gift fund
- (b) the Australian Business Number of the corporation
- (c) the fact that the receipt is for a gift.

13.4 **Closure of gift fund**

The gift fund will be closed at the first occurrence of:

- (a) the winding up of the gift fund
- (b) the revocation of the corporation as a deductible gift recipient under subdivision 30-BA of the *Income Tax Assessment Act 1976*.

Any surplus assets of the gift fund shall be transferred to another fund, authority or institution, which has similar objects to the corporation and which is a body that may receive tax deductible gifts under subdivision 30-B of the *Income Tax Assessment Act 1997* as amended from time to time under legislative provision enacted in substitution for those provisions.

13.5 Separate account for gift fund

The corporation shall maintain a separate bank account for the gift fund.

14. Winding up

The winding up of the corporation shall be in accordance with the CATSI Act and Community Housing Regulatory Framework.

14.1 Community Housing Asset

All remaining Community Housing Assets are to be transferred to another Registered Community Housing Provider in Western Australia or to the Housing Authority.

14.2 Transfer of surplus assets

Subject to rule 14.2, where the corporation is wound up, or being dissolved, the amount that remains after dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for profit or gain of its individual members.

14.3 No distribution to members

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

If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, excluding all Community Housing Assets, the members can pass a special resolution about how to distribute those assets. Surplus assets of the corporation cannot be given to any member or any person to be held on trust for any member.

Dictionary and Interpretation

1. Dictionary

In this rule book

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

Aboriginal and Torres Strait Islander person means the following:

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

Alternate director means a person appointed according to rule 5.10.

Annual general meeting or **AGM** means a general meeting held in accordance with rule 4.

Applicant means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 3.2.

Application for membership form means the form included in Schedule 2 – Application for membership form.

Books include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

Business day means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

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

Community Housing Regulatory Framework means the Community Housing Regulatory Framework 2016 published by Housing Authority to regulate Community Housing Providers.

Community Housing Assets means:

- a) land and/or premises transferred to the provider by the Housing Authority, but does not include land or land and premises that THE Housing Authority sells at market value to the provider.
- b) land and/or premises acquired by the provider wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
 - i) funding provided directly by the Housing Authority
 - ii) GST input tax credits claimed by the Provider in connection with any supplies which are funded wholly or in part by the Housing Authority
- c) a legal interest in land and/or premises acquired by the provider wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority
- d) land and/or premises acquired by the Provider wholly or in part with borrowings leveraged off or cash flow generated from any assets in the Provider's portfolio in which the Housing Authority has or had an interest.
- e) land and/or premises where the Housing Authority identified as having an interest in any legal agreement.
- f) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has previously had an interest.
- g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.

Constitution means the set of special rules that govern the activities of a particular corporation or its members. The constitution includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed.

Contact person means a person elected or appointed according to rule 6.

Corporation means the corporation referred to at rule 1.

Director means a person elected or appointed according to rule 5 to manage the affairs of the corporation in accordance with the Act and these rules.

Directors' meeting refers to the meetings of the directors held according to rule 5.20.

Dispute or conflict resolution means the process set out in rule 10.

General meeting refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 4.

Housing Authority means the statutory body corporation established under the Housing Act 1980 (WA).

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

Material personal interest has the meaning given to it in rule 5.16.

Member means a person whose name appears on the register of members.

Objectives means the objectives set out in rule 2.

Officer is a director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation, or could significantly affect the corporation's financial position.

Poll means voting at a general meeting by the members signing a paper headed 'for' or 'against' a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

Register of members means the register of members kept according to rule 3.2.

Registered Community Housing Provider means an organisation who provides community housing and has successfully achieved registration under the Community Housing Regulatory Framework as a tier 1, 2 or 3 provider.

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

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

Secretary means a person elected or appointed according to rule 6.

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

Surplus assets has the meaning given in rule 14.

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

2. Interpretation

(rules for understanding these rules)

In these rules:

- a) words in the singular include the plural and vice versa
- b) any gender includes the other genders
- c) the words 'including', 'include' and 'includes' are to be read without limitation
- d) a reference to:
 - i) legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being
 - ii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions
 - iii) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document
- e) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules
- f) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules
- g) if a word or phrase is defined its other grammatical forms have corresponding meanings
- h) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded
- i) any inconsistently with the Act is to be resolved in favour of the Act.

Application for Membership of Southern Aboriginal Corporation

Please complete all sections of this application and sign the declaration for consideration.

Applicant's Personal Details

Title:	<input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Ms <input type="checkbox"/> Miss <input type="checkbox"/> Other _____		
First Name:		Middle Name:	
Surname:			
Preferred Name:			
Date of Birth:		I am:	<input type="checkbox"/> Aboriginal <input type="checkbox"/> Torres Strait Islander <input type="checkbox"/> Neither

Applicant's Contact Details

Residential Address:	Street #:		Unit #	
	Street Name:			
	Suburb:			
Period of residence at above address:	_____ Years _____ Months			
Postal Address: <i>If different from residential address</i>				
Mobile Phone #:		Home Phone #:		
Email Address:				
Preferred Contact:	<input type="checkbox"/> Post <input type="checkbox"/> Email <input type="checkbox"/> Phone <input type="checkbox"/> SMS <input type="checkbox"/> Other _____			

Applicant's Family Details – please complete if known

	Mother's Family		Father's Family
Mother's Name/ Maiden Name:		Father's Name:	
Grandmother's Maiden Name:		Grandmother's Maiden Name:	
Grandfather's Name:		Grandfather's Name:	

Eligibility of the Applicant

The Applicant must be:

- At least 18 years of age or over;
- A person of Aboriginal descent or a descendant of an Indigenous inhabitant of the Torres Strait Islands; and
- Residing in one of the Wards (Albany / Bunbury / Narrogin) for a period of at least 6 months continuously immediately prior to applying for membership, with an intention to reside permanently.

Declaration by the Applicant

I acknowledge that an annual fee of \$10.00 is required to maintain my membership, which is to be paid by bank transfer upon notification of my successful application, and thereafter no later than 30 June of each financial year.

I will notify the Southern Aboriginal Corporation's Contact Person or Secretary in writing of any future changes to my address or other contact details.

I hereby express my interest in becoming a member of the Southern Aboriginal Corporation ICN 232.

I agree to abide by, and be bound by, the rules of the corporation.

Applicant's Name:	
Signature of Applicant:	
Date:	

Return your completed Application for Membership

Via Post: Southern Aboriginal Corporation; PO Box 5277; ALBANY WA 6332.

Via Email: reception@sacorp.com.au

To view a copy of the rule book, or to fill this form out online go to:

<https://www.sacorp.com.au/membership>

For questions or help with filling out the form, please contact us on (08) 9842 7777.

What happens next

All fully completed applications for Membership of Southern Aboriginal Corporation are reviewed and determined by resolution at a Board of Directors meeting.

Incomplete applications will not be accepted or considered.

Applicants will be notified in writing of the Board's decision regarding their membership application. In cases where an application is declined, the Board will provide the applicant with the reasons for the refusal.

An applicant is officially recognised as a member once the membership fee has been received and receipted, and their name, address, and membership commencement date have been recorded in the register of members.

Corporation use only

Applicant's Name:		
Application received	Date:	
Application tabled at directors' meeting held on	Date:	
Directors consider applicant is eligible for membership	Yes/No	
Directors have sent notification of directors' decision to the applicant	Date:	
Membership fee paid	Date:	
Directors enter name, address and date on register of members	Date:	
Applicant's member registration number	Number:	



CONSENT TO BECOME A DIRECTOR

I, _____ (First and Last name)

of _____

(Residential address – a postal address is not sufficient)

give consent to become a director of **Southern Aboriginal Corporation**.

I confirm my date of birth was ____/____/____

and my place of birth was _____

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punished by imprisonment for at least 3 months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

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

(Signature of person)

(Date)

Note: This form should be completed and given to the Corporation before the person is appointed as a director – section 246-10(1) of the CATSI Act.