
Rule Book

Tangentyere Council Aboriginal Corporation

ICN 8280

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1 Name

The name of the corporation shall be Tangentyere Council Aboriginal Corporation (the **Corporation**).

2 Objectives

The central objects of the Corporation are to relieve the poverty, sickness, destitution, distress, suffering, misfortune or helplessness of Aboriginal people in central Australia and in particular: in recognition of the severe problems encountered by Aboriginal people in central Australia, and the unfortunate circumstances in which they find themselves.

The Corporation shall advance its central objects by the following means:

- (a) assisting Member Communities to develop appropriate means of managing their communities, and in so doing to assist in alleviating the significant social and economic problems that exist within Member Communities.
- (b) alleviating the plight of members of Member Communities, their families and visitors by improving their housing, living conditions and general standard of living.
- (c) arresting social disintegration within Member Communities by ensuring that all programs and actions are in accordance with their cultural values and practices.
- (d) co-ordinating and providing for consultation and co-operation between Member Communities in order that all members of the Corporation may benefit in accordance with these objects.
- (e) bringing the needs of Member Communities and their members, members' families and visitors before the Australian community, Governments and specialised agencies engaged in the provision of services to Aboriginal people, and in so doing attempt to overcome the problems that exist within the Aboriginal community of central Australia.
- (f) providing for consultation and co-operation between Member Communities and Governments and specialised agencies engaged in the provision of services to Aboriginal people in order that all members of the Corporation may benefit in accordance with these objects.
- (g) promoting knowledge and understanding by the Australian community of the special difficulties experienced by Aboriginal people as a minority within the community by the preparation and dissemination of information on the needs of Member Communities and their members, members' families and visitors.
- (h) fostering research into the needs of Member Communities and their members, members' families and visitors, and by so doing attempt to overcome their economic, social and cultural problems.
- (i) promoting training and employment opportunities for Aboriginal people living in central Australia and for the servants of the Corporation.
- (j) providing improved educational opportunities for Aboriginal people living in central Australia and for the servants of the Corporation.

- (k) improving the standard of living of members of the Corporation by engaging in activities related generally to the maintenance and restoration of the quality of the environment in central Australia.
 - (l) developing relationships with organisations with similar aims.
 - (m) assisting Aboriginal groups or organisations with similar aims and needs.
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3 Powers

Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out the objectives of the Corporation as set out in rule 2.

4 Dictionary

This Rule Book is the constitution of the Corporation as referred to in the Act. The Dictionary in Schedule 1:

- (a) defines some of the terms used in this Rule Book; and
 - (b) sets out the rules of interpretation which apply to this Rule Book.
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5 Membership of the Corporation

5.1 Classes of members

- (a) There are two classes of members of the Corporation:
 - (i) Member Communities; and
 - (ii) Ordinary Members.
- (b) The rights and ongoing requirements for each class of member are set out in Schedule 3.
- (c) If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.

5.2 Who is eligible to be a member of the Corporation

- (a) To be eligible for membership of the Corporation as a Member Community, a person must meet the eligibility criteria for a Member Community set out in Schedule 3.
- (b) To be eligible for membership of the Corporation as an Ordinary Member, a person must meet the eligibility criteria for an Ordinary Member set out in Schedule 3.

5.3 Representative of Member Community

- (a) A member of the Corporation that is a Member Community may appoint an individual to represent it and that person has all the powers of membership of the Corporation:
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- (i) at meetings of the Corporation's members;
 - (ii) at meetings of creditors;
 - (iii) relating to resolutions to be passed without meetings.
- (b) The appointment of a representative may be a standing one.
 - (c) An appointment may set out restrictions on the representative's powers. If the appointment applies to a particular position within the Member Community, the appointment must identify that position.
 - (d) A Member Community may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.

5.4 Members on registration

- (a) The members of the Corporation at the time the Corporation applies to be registered under the Act continue to be the members of the Corporation on registration, as follows:
 - (i) each body corporate member of Tangentyere Council Inc (ABN 81688672692), listed in Schedule 2, automatically becomes a Member Community; and
 - (ii) each member of Tangentyere Council Inc (ABN 81688672692) that is not a body corporate automatically becomes an Ordinary Member.
- (b) Each person referred to in rule (a) must be entered in the register of members in accordance with rule 6.1.

5.5 Becoming a member after registration

To become a member of the Corporation after the Corporation is registered under the Act, a person must:

- (a) want to become a member;
- (b) apply in writing, or through such other method as the board of directors decides from time-to-time;
- (c) satisfy the eligibility criteria that applies to their class of membership in accordance with rule 5.2;
- (d) have their application accepted by the directors of the Corporation; and
- (e) have their name entered on the Corporation's register of members.

5.6 Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) The directors must not accept an application for membership of the Corporation unless the applicant applies in accordance with these rules and meets the eligibility requirements for the relevant class of membership.

- (c) The directors may decline an application for membership even if the applicant has applied in accordance with these rules and complies with the eligibility requirements for the relevant class of membership. However, the directors must notify the applicant in writing of the decision and the reasons for it.

5.7 Entry on the register of members

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

5.8 Membership fees

The Corporation must not impose fees for membership.

5.9 How a person stops being a member of the Corporation

- (a) A person will stop being a member of the Corporation if:
 - (i) the person resigns as a member in accordance with rule 5.10;
 - (ii) the person dies;
 - (iii) the person's membership of the Corporation is cancelled in accordance with rule 5.11, 5.12, 5.13 or 5.14; or
 - (iv) if the member is a body corporate and it ceases to exist.
- (b) A person ceases to be a member of the Corporation when the member's name is removed from the register of members.

5.10 Resignation of a member

- (a) A member of the Corporation may resign by giving a resignation notice to the Corporation.
- (b) A resignation notice must be in writing.
- (c) The Corporation must remove the member's name from the register of current members of the Corporation within 14 days after receiving the resignation notice.

5.11 Membership may be cancelled due to ineligibility

- (a) The directors may, by resolution, cancel the membership of a member of the Corporation if the member does not meet the eligibility criteria for its class of membership set out in Schedule 3.

- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i) the directors intend to cancel the membership for the reasons specified in the notice; and
 - (ii) the member has 14 days to object to the cancellation of the membership; and
 - (iii) the objection must be in writing.
- (c) If the member does not object, the directors must cancel the membership.
- (d) If the member does object in accordance with rules (b)(ii) and (b)(iii), the directors must give the member a reasonable opportunity to appear before a meeting of directors and provide reasons as to why the membership should not be cancelled.
- (e) Provided the directors adhere to the process referred to in rules 5.11(a) to 5.11(d) above, any decision taken by the directors to cancel a membership is final.
- (f) If a membership is cancelled, the directors must notify the member of that cancellation in writing as soon as possible after the decision is made.

5.12 Membership may be cancelled if member cannot be contacted

- (a) The Corporation may cancel the membership of a member of the Corporation by special resolution in a general meeting if the Corporation:
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting; and
 - (ii) has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (b) If the Corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.13 Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person

- (a) The Corporation may cancel the membership of a member of the Corporation by special resolution in a general meeting if:
 - (i) in the case of a Member Community, the general meeting is satisfied that the organisation is not a body corporate in which a controlling interest is held by Aboriginal persons or Torres Strait Islander persons; or
 - (ii) in the case of an Ordinary Member, the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander person.
- (b) If the Corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.14 Membership may be cancelled if member misbehaves

- (a) The Corporation may cancel the membership of a member of the Corporation by special resolution in a general meeting if the general meeting is satisfied that the member has behaved in a way that significantly interfered with the operation of the Corporation or of Corporation meetings.
- (b) If the Corporation cancels a membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.15 Amending register of members after a membership is cancelled

Within 14 days of a member's membership being cancelled, the Corporation must remove that member's name from the register of current members of the Corporation.

6 Registers of members and former members

6.1 Corporation to maintain register of members and former members

- (a) The Corporation must set up and maintain a register of members and a register of former members.
- (b) The Corporation may maintain the register of former members in one document with the register of members.
- (c) The register of members and register of former members must contain the following information about each member of the Corporation:
 - (i) for an Ordinary Member, the member's given and family name and address, and for a Member Community, the member's name and address;
 - (ii) whether that member is an Ordinary Member or a Member Community; and
 - (iii) the date on which the member's name was entered on the register.
 - (iv) if applicable, the date on which the member ceased to be a member.

6.2 Location of registers

The Corporation must keep the register of members and the register of former members at the Corporation's registered office.

6.3 Right to inspect registers

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

6.4 Inspection fees

- (a) A member may inspect the registers without charge.

- (b) A person who is not a member may inspect the registers only on payment of any fee required by the Corporation.

6.5 Right to get copies

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

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

6.6 Making register of members available at Annual General Meeting

The Corporation must:

- (a) make the register of members available for inspection (without charge) by members at the Annual General Meeting; and
- (b) ask each member attending the Annual General Meeting to check and update their entry.

6.7 Provision of registers to Registrar

If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

7 General Meetings

General provisions

7.1 First general meeting within 3 months

The Corporation must hold its first general meeting within 3 months after the Corporation is registered.

7.2 Purpose of general meeting

A general meeting must be held for a proper purpose.

7.3 Time and place of general meeting

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

7.4 Business of general meeting

The business at each general meeting must include:

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

Calling general meetings

7.5 Directors may call meetings

The Chair or 3 directors may call a general meeting of the Corporation.

7.6 Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least the required number of members.
- (b) For the purposes of rule 7.6(a), the required number of members is as follows:

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 per cent of members

- (c) A request under rule 7.6(a) must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) nominate a member to be the contact member on behalf of the members making the request (the **Contact Member**); and
 - (v) be given to the Corporation.
- (d) Separate copies of a document setting out a request under rule 7.6 (a) may be used for signing by members if the wording of the request is identical in each copy.

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

- (a) If the directors resolve:
 - (i) that a request under rule 7.6 is frivolous or unreasonable; or
 - (ii) that complying with a request under rule 7.6 would be contrary to the interests of the members as a whole;

a director, nominated by the directors, may apply to the Registrar for permission to deny the request.
- (b) An application to the Registrar to deny the request must:

- (i) be in writing;
 - (ii) set out the ground on which the application is made; and
 - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the Contact Member notice that an application has been made.

7.8 Timing for a requested general meeting

- (a) Subject to rule 7.7, the directors must call the general meeting requested by members within 21 days after the request was sent to them.
- (b) If:
- (i) a director has applied to deny a request; and
 - (ii) the Registrar refuses that request;

the directors must call the meeting within 21 days after being notified of the Registrar's decision.

Notice for general meeting

7.9 Notice for general meeting

- (a) Subject to rule 7.9(b), at least 21 days' notice must be given of a general meeting (including an Annual General Meeting).
- (b) The Corporation:
- (i) may call an Annual General Meeting on shorter notice, if all the members agree beforehand;
 - (ii) may call any other general meeting on shorter notice, if at least 95 per cent of the members agree beforehand.
- (c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
- (i) remove a director;
 - (ii) appoint a director in place of a director removed; or
 - (iii) remove an auditor.

Shorter notice cannot be given for these kinds of meetings.

7.10 Contents of notice of general meeting

- (a) A notice of a general meeting must:
- (i) set out the place, date and time for the meeting;

- (ii) if the meeting is to be held in 2 or more places, state the technology that will be used to do this;
 - (iii) without limiting rule 7.31, state the general nature of the meeting's business; and
 - (iv) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is.
- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.11 Failure to give notice

A general meeting, or any proceeding at a general meeting, will not be invalid just because:

- (a) the notice of the general meeting has accidentally not been sent; or
- (b) a person has not received the notice.

7.12 Requirement to give notice of general meeting

- (a) The Corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting;
 - (ii) each director; and
 - (iii) the Corporation's auditor.
- (b) The Corporation may give the notice of meeting to a member in accordance with rule 18.

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

- (a) If the Corporation has an auditor, the auditor is entitled to attend any general meeting of the Corporation.
- (b) The Corporation must give its auditor (if any):
 - (i) notice of a general meeting in the same way that a member is entitled to receive notice; and
 - (ii) any other communications relating to the general meeting that a member is entitled to receive.
- (c) The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (d) The auditor is entitled to be heard even if:
 - (i) the auditor retires at that meeting; or

- (ii) that meeting passes a resolution to remove the auditor from office.
- (e) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.14 Use of technology for general meeting

The Corporation may hold a general meeting at 2 or more venues using any technology so long as that technology:

- (a) allows the Corporation to properly determine whether the participant is a member;
- (b) gives the members as a whole a reasonable opportunity to participate; and
- (c) allows the chair to properly count votes on a show of hands and on a poll.

Members' resolutions

7.15 Notice of members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the Corporation by the required number of members under rule 7.15(d).
- (b) A notice of a members' resolution must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) Members can propose a resolution by giving notice of 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 per cent of members
(e) The notice must set out the resolution in writing and must be signed by the members proposing it.	

- (f) The Corporation must consider the resolution at the next general meeting held more than 28 days after the notice has been sent out.

7.16 Consideration of members' resolutions

- (a) If the Corporation has been given notice of a members' resolution it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
- (b) The Corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- (c) The Corporation does not have to give notice of a resolution if it is defamatory.

7.17 Members' statements to be distributed

- (a) Members may ask the Corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting; or
 - (ii) any other matter that may be considered at that general meeting.
- (b) The request in rule 7.17(a) must be:
 - (i) made by at least the required number of members under rule 7.17(f);
 - (ii) in writing;
 - (iii) signed by the members making the request; and
 - (iv) given to the Corporation.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d) After receiving a request, the Corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.17(a), the required number of members for the Corporation is:

Number of members in Corporation	Number of members needed to ask for statements to be distributed
2 to 10 members	1 member
11 to 20 members	3 members

21 to 50 members	5 members
51 members or more	10 per cent of members

Quorum and adjournments

7.18 Quorum for general meeting

The quorum for general meetings shall be 25 of the Corporation's members, so long as at least 50% of the Member Communities are present.

7.19 Quorum to be present

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

7.20 Quorum at adjourned meetings

- (a) A meeting of the Corporation's members that does not have a quorum present within 2 hours after the time for the meeting set out in the notice, is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.
- (b) At that adjourned meeting, the quorum is 25 members, regardless of whether those members are Ordinary Members or Member Communities.
- (c) If no quorum is present at the resumed meeting within 2 hours after the time for the meeting, the meeting is dissolved.

7.21 Adjourned meetings

- (a) A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- (c) If a general meeting is adjourned for 30 days or more, at least 21 days' notice of the day, time and place of when the general meeting will be resumed must be given to:
 - (i) the members;
 - (ii) the directors;
 - (iii) the auditor; and
 - (iv) the secretary or contact person.

Chairperson

7.22 Chairing of General meetings

- (a) The president of the Corporation must preside as chair at each general meeting.

- (b) If the president is absent or is unwilling to act, then the vice president, if one has been appointed, must preside as chair at the meeting.
- (c) If both the president and vice president are absent or are both unwilling to act, then the members present at that meeting may elect a person present to chair the meeting.
- (d) The chair may adjourn a general meeting if the majority of members present agree or direct that the chair to do so.

Voting at General Meetings

7.23 Entitlement to vote

- (a) At a general meeting, each member has 1 vote, both on a show of hands and a poll.
- (b) When voting on a show of hands:
 - (i) each member is to be counted only once; and
 - (ii) the chair has a second or casting vote.
- (c) When voting on a poll:
 - (i) each member present may cast a vote in both his or her capacity as an Ordinary Member and as a representative of a Member Community appointed under rule 5.3; and
 - (ii) the chair has a casting vote in addition to any vote or votes he or she has as an Ordinary Member and a representative of a Member Community appointed under rule 5.3 (as the case may be).

7.24 Objections to right to vote

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

- (a) may only be made at the meeting, and
- (b) must be determined by the chair, whose decision is final.

7.25 How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) 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.

7.26 Matters on which members can demand a poll

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

7.27 When members can demand a poll

- (a) At a general meeting, a poll may be demanded by:
 - (i) at least 5 members entitled to vote on the resolution;
 - (ii) members with at least 5 per cent of the votes that may be cast on the resolution on a poll; or
 - (iii) the chair.
- (b) The poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

7.28 When and how polls must be taken

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

Special provisions relating to Annual General Meetings

7.29 Holding Annual General Meetings

- (a) The Corporation must hold an Annual General Meeting within 5 months after the end of its financial year.
- (b) The financial year of the Corporation is the period beginning on 1st July in each calendar year and ending on 30 June the following calendar year.

7.30 Extension of time for holding Annual General Meetings

- (a) The Corporation may apply to the Registrar to extend the period referred to in rule 7.29(a), provided the application is made before the end of that period.
- (b) If the Registrar grants an extension, the Corporation must hold its Annual General Meeting within the period specified by the Registrar.

7.31 Business of Annual General Meeting

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

- (a) confirmation of the minutes of the previous general meeting, except at the first Annual General Meeting;
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be presented at the Annual General Meeting;

- (c) the election of directors;
- (d) the election of the officers of the Corporation;
- (e) the appointment and remuneration of the auditor;
- (f) checking of details on the register of members; and
- (g) asking questions about management of the Corporation and asking questions of the Corporation's auditor.

7.32 Questions at Annual General Meetings

The chair of an Annual General Meeting must give members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

7.33 Questioning auditors at Annual General Meeting

If the Corporation's auditor or the auditor's representative is at an Annual General Meeting, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Corporation in the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

8 Directors of the Corporation

8.1 Minimum number of directors

The Corporation must have at least 3 directors.

8.2 Maximum number of directors

The Corporation must not have more than 18 directors.

8.3 Board of directors

- (a) The Corporation's board of directors shall consist of:
 - (i) the President of each of the Member Communities; and
 - (ii) up to 1 person appointed by the Four Corners Committee; and
 - (iii) up to 1 person appointed by the Women's Committee.
- (b) The initial directors will be those persons specified in the application for registration of the Corporation if they have given their consent in accordance with rule 8.5. Thereafter the persons having the right to appoint a director may exercise that right of appointment at each Annual General Meeting (subject to rules 8.4, 8.5 and 8.6).

- (c) The term of each director expires at the Annual General Meeting following his or her appointment under rule 8.3(a).
- (d) A director whose term has expired is eligible for reappointment.

8.3A Officers

- (a) The directors shall appoint the secretary or contact person from among their number.
- (b) The members in a general meeting may appoint the president and vice president from among the directors.

8.4 Majority of director requirements

- (a) All of the directors of the Corporation must be individuals who are Aboriginal or Torres Strait Islander persons.
- (b) All of the directors must ordinarily reside in Australia.
- (c) All of the directors must be members.
- (d) All of the directors must not be employees of the Corporation.

8.5 Consent to act as director

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

8.6 Disqualified directors

An individual who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6–5 of the Act may only be appointed as a director of the Corporation if the appointment is made:

- (a) with permission granted by the Registrar, or
- (b) with leave granted by the court.

8.7 How a person ceases to be a director

A person ceases to be a director if:

- (a) the person dies;
- (b) the person resigns as a director in accordance with rule 8.8;
- (c) the term of the person's appointment as a director expires;
- (d) the person is removed as a director by the members in accordance with rule 8.9;

- (e) the person is removed as a director by the other directors in accordance with rule 8.10; or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6–5 of the Act.

8.8 Resignation of director

- (a) A director may resign as a director by giving notice of resignation to the Corporation.
- (b) A notice of resignation must be in writing.

8.9 Removal of a director by members

- (a) The Corporation may, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the director concerned; or
 - (iii) an agreement between any or all members of the Corporation and the director concerned.
- (b) A notice of intention to move a resolution to remove a director must be given to the Corporation at least 21 days before the general meeting at which the resolution is to be put to members. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The Corporation must give the director concerned a copy of the notice as soon as possible after it is received.
- (d) The director concerned is entitled to put his or her case to members by:
 - (i) giving the Corporation a written statement for circulation to members; or
 - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member).
- (e) The Corporation is to circulate the written statement given under rule 8.9(d)(i) to members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - (ii) if there is not time to comply with rule 8.9(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.9(d)(i) does not have to be circulated to members if it is defamatory.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:

- (i) the replacement director; or
- (ii) any other director;

is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed as a director.

8.10 Removal of a director by other directors

- (a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 8.10(a) operates despite anything in:
 - (i) the Corporation's Rule Book;
 - (ii) an agreement between the Corporation and the director concerned; or
 - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - (i) stating that the directors intend to remove the director concerned from office because that director has failed without reasonable excuse to attend 3 or more consecutive directors' meetings;
 - (ii) stating that the director concerned has 14 days to object in writing to the removal; and
 - (iii) stating that the objection must be:
 - (A) in writing; and
 - (B) given to the corporation within the period of 14 days from the day the notice is given.
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object in accordance with rule 8.10(c):
 - (i) the directors cannot remove the director concerned; and
 - (ii) the Corporation, by resolution in general meeting, may remove the director in accordance with rule 8.9.
- (f) If the director concerned is removed, the Corporation must give that director a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director or

- (ii) any other director,

is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director.

9 General duties of directors

- (a) The directors, secretary and other officers must comply with the duties imposed on them by the Act and the general law. These include:
 - (i) a duty of care and diligence
 - (ii) a duty of good faith;
 - (iii) a duty of disclosure of material personal interests;
 - (iv) a duty not to improperly use position or information; and
 - (v) a duty to prevent insolvent trading.
- (b) The directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee.

10 Functions, powers and duties of directors

10.1 Powers of directors

- (a) The business of the Corporation is to be managed by or under the direction of the directors.
- (b) The directors may exercise all the powers of the Corporation except any that the Act or this Rule Book requires the Corporation to exercise in general meeting.

10.2 Duty of director to disclose material personal interests

- (a) A director who has a material personal interest in a Corporation matter must give notice of the interest to the other directors.
- (b) The notice required by rule 10.2(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest;
 - (B) the relation of the interest to the affairs of the Corporation;
 - (ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
- (c) These details must be recorded in the minutes of the meeting.
- (d) A director who has a material personal interest must not be present at the board meeting while the matter in question is being considered or vote on the matter unless permitted to do so under the Act.

- (e) A contravention of this rule 10.2 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

10.3 Remuneration

- (a) The directors may be paid remuneration, the amount of which is to be determined by the Corporation by resolution at a general meeting.
- (b) Rule 10.3(a) does not prevent

reasonable payments (having regard to the market costs of obtaining similar goods or services) to the director for a contract for goods or services, provided that rule 10.2 has been complied with.
- (c) The Corporation may pay the directors' travelling and other expenses that the directors incur:
 - (i) in attending directors' meetings or any meetings of committees of directors;
 - (ii) in attending any general meetings of the Corporation; or
 - (iii) in connection with the Corporation's business.

10.4 Negotiable instruments (cheques).

Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed in a way consistent with the Corporation's policies, as amended from time-to-time.

10.5 Delegation

- (a) The directors may by resolution delegate any of their powers to:
 - (i) a committee of directors in accordance with rule 10.6; or
 - (ii) an individual in accordance with rule 10.7.
- (b) The exercise of a power by a delegate is as effective as if the directors had exercised it.

10.6 Delegation to committees

- (a) The directors may resolve to:
 - (i) establish one or more committees consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it altogether.

- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
- (c) The directors may continue to exercise all of their powers despite any delegation made under this rule.

10.7 Delegation to individuals

- (a) The directors may resolve to delegate any of their powers:
 - (i) to one or more directors;
 - (ii) to one or more members; or
 - (iii) to one or more employees.
- (b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (d) The directors may continue to exercise all of their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position.

10.8 Member approval needed for Related Party benefit

For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a Related Party of the Corporation:

- (a) the Corporation or entity must:
 - (i) obtain the approval of the members in the way set out in Division 290 of the Act, and
 - (ii) give the benefit within 15 months after the approval; or
- (b) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.

11 Directors' meetings

11.1 Convening of meetings of directors

- (a) The directors will determine the date, time and place of each directors' meeting.
- (b) The president or any 3 directors may call a directors' meeting, giving reasonable notice to every other director.

11.2 Notice of directors' meetings

- (a) Reasonable notice of each directors' meeting must be given to each director. The notice must state:
 - (i) the date, time and place of the meeting and, if relevant, the form of technology for, the meeting;
 - (ii) the general nature of the business to be conducted at the meeting; and
 - (iii) any proposed resolutions
- (b) A resolution passed at a directors' meeting is not invalid just because a director did not receive notice of the meeting provided that:
 - (i) the notice was not received because of accident or error;
 - (ii) reasonable attempts were made to contact the director;
 - (iii) before or after the meeting, the director notifies the Corporation of his or her agreement to the resolution; or
 - (iv) the director attended the meeting.
- (c) [The requirement for providing reasonable notice of any proposed resolutions set out in clause (a)(iii) does not apply in the following circumstances:
 - (i) where the substance of the proposed resolution is of an urgent nature; and
 - (ii) where the resolution is unanimously passed by all directors present at the relevant meeting.]

11.3 Chair and deputy-chair

- (a) The President of the Corporation shall chair directors' meetings.
- (b) The President must preside as chair at each directors' meeting unless he or she is unable to attend or unwilling to act.
- (c) If the chair is unable to attend a directors' meeting or unwilling to act, then the Vice President must preside as chair of that meeting.
- (d) If both the chair and deputy-chair are unable to attend a directors' meeting or are unwilling to act, then the directors present at that meeting must elect a person from among their number to preside as chair for that meeting.

11.4 Quorum at directors' meetings

The quorum for a directors' meeting is a majority of the directors, and the quorum must be present at all times during the meeting.

11.5 Use of technology

- (a) A directors' meeting may be called or held using any technology so long as that technology:

- (i) allows the directors to properly determine whether the participant is a director;
 - (ii) gives the directors as a whole a reasonable opportunity to participate; and
 - (iii) allows the chair to properly count votes on a show of hands and on a poll.
- (b) The use of the technology must be consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

11.6 Passing of directors' resolutions

- (a) A resolution of the directors must be passed by a majority of the vote cast by directors entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary in addition to any vote he or she has as a director.

11.7 Circulating resolutions

- (a) The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document under rule 11.6(a) may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) A resolution under rule 11.6(a) is passed when the last director signs.

12 Secretary and contact person

Requirements for secretary or contact person

12.1 Who may be a secretary or contact person

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

12.2 Consent to act as secretary or contact person

- (a) The Corporation must receive a signed consent from a person to act as secretary or contact person of the Corporation, before that person is appointed as secretary or contact person of the Corporation.
- (b) The Corporation must keep each consent received under rule 12.2(a).

12.3 Becoming a secretary or a contact person on registration

A person becomes a secretary or a contact person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the Corporation.

12.4 How a secretary or contact person is appointed

The directors may remove and appoint a secretary or contact person.

12.5 Terms and conditions for secretaries

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

12.6 Terms and conditions of contact person's appointment

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

Duties of secretary and contact person

12.7 Contact person must pass on communications received

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

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

must pass on to at least one of the directors each communication received by that person for the Corporation as soon as possible but no later than 14 days after receiving it.

12.8 Secretary must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to at least one of the directors each communication received by that person for the Corporation as soon as possible but no later than 14 days after receiving it.

12.9 Effectiveness of acts by secretaries

- (a) An act done by the secretary is effective even if their appointment is invalid because the Corporation or secretary did not comply with the Corporation's Rule Book or the Act.
- (b) Rule 12.9(a) does not deal with the question of whether an effective act by a secretary:
 - (i) binds the Corporation in its dealings with other people; or
 - (ii) makes the Corporation liable to another person.

13 Execution of document and the common seal of the Corporation

13.1 Corporation may have common seal

- (a) The Corporation may, but does not have to, have a common seal.
- (b) If the Corporation does have a common seal:
 - (i) the Corporation must set out on it the Corporation's name and ICN; and
 - (ii) the common seal must be kept by a person nominated by the directors.
- (c) The Corporation may have a duplicate common seal which must be a copy of the common seal with the words 'duplicate seal' added.

13.2 Agent exercising Corporation's power to make contracts etc.

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

13.3 Execution of documents (including deeds) by the Corporation

- (a) The Corporation may execute a document without using a common seal if the document is signed by:
 - (i) 2 directors; or
 - (ii) a director and a secretary (if any).
- (b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 directors; or
 - (ii) a director and a secretary.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 13.3(a) or 13.3(b).
- (d) This rule 13.3 does not limit the ways in which the Corporation may execute a document (including a deed).

14 Finances and record keeping

14.1 Minutes of meetings

- (a) The Corporation must keep minute books in which it records within 1 month:
 - (i) proceedings and resolutions of general meetings;

- (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors); and
 - (iii) resolutions passed by directors without a meeting.
- (b) The minutes of the meeting may be kept:
 - (i) in writing; or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audiovisual, recording of the meeting, each person attending the meeting must state their name.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that the chair of the meeting signs those minutes within a reasonable time after the first meeting, or that the chair of the next meeting signs them at the next meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio visual, recording, the Corporation must ensure that the chair of that meeting signs a declaration under rule 14.1(f) within a reasonable time after that meeting, or that the chair of the next meeting signs a declaration under rule 14.1(f) at the next meeting.
- (f) The declaration under this rule 14.1(f) must:
 - (i) identify the audio, or audio-visual, recording;
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a directors' resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minute books at its registered office.
- (i) A minute that is recorded and signed in accordance with this rule is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

14.2 Rule book and records about officers, contact person, etc.

The Corporation must keep:

- (a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the Act and the terms of the Rule Book);
- (b) written records relating to:
 - (i) the names and addresses of the Corporation's current officers and secretary or contact person (as the case may be);

- (ii) the Corporation's registered office (if any); and
- (iii) the Corporation's document access address (if any).

14.3 Financial records

- (a) The Corporation must keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) would enable true and fair financial reports to be prepared and audited.
- (b) The obligation in rule 14.3(a) extends to transactions undertaken as trustee.
- (c) The financial records must be retained for 7 years after the transactions covered by the records are completed.

14.4 Physical format

If the records that the Corporation is required to keep under rules 14.2 and 14.3 are kept in electronic form:

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

14.5 Place where records are kept

The records that the Corporation is required to keep under rules 14.2 and 14.3 must be kept at the Corporation's registered office.

14.6 Right of access to Corporation books by director or past director

- (a) A director or past director may inspect the books of the Corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party;
 - (ii) which that person proposes in good faith to bring; or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) The right of past directors to inspect documents described in 14.6(a) expires 7 years after the person ceased to be a director.
- (c) A person authorised to inspect books under this rule 14.6 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) The Corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.6.
- (e) This rule 14.6 does not limit any right of access to Corporation books that a person has apart from this rule 14.6.

14.7 Access to financial records by directors

- (a) A director has a right of access to the records that the Corporation is required to keep under rule 14.2 or rule 14.3.
- (b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the Corporation is required to keep under rule 14.2 or rule 14.3 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 14.7(b) may make copies of the records unless the court orders otherwise.

14.8 Members' access to minutes

- (a) The Corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members. The books must be made available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) The Corporation must make minutes available free of charge.
- (c) A member may ask the Corporation in writing for a copy of any minutes of a meeting of the Corporation's members or an extract of the minutes.
- (d) If the Corporation does not require the member to pay for the copy, the Corporation must send it:
 - (i) within 14 days after the member asks for it; or
 - (ii) within any longer period that the Registrar approves.
- (e) If the Corporation requires payment for the copy, the Corporation must send it:
 - (i) within 14 days after the Corporation receives the payment; or
 - (ii) within any longer period that the Registrar approves.
- (f) The amount of any payment the Corporation requires cannot exceed 50 cents per page.

14.9 Inspection of books by members

Without limiting rule 6 insofar as it relates to inspection of the register of members, a member may, upon reasonable notice to the directors, inspect any books, records or documents of the Corporation, provided the information obtained is only used for a proper purpose in connection with membership of the Corporation. In the case of directors' minutes and resolutions, the directors may, at their complete discretion, refuse to provide all or some of the directors' minutes or provide such records in a redacted form.

14.10 Access to Rule Book

- (a) The Corporation must make this Rule Book available for inspection by members and officers at its registered office, each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.
- (b) If a member asks for a copy of this Rule Book, the Corporation must provide it:

- (i) free of charge; and
 - (ii) within 7 days.
-

15 Audits

- (a) The Corporation may be required to have its financial report for a financial year audited.
 - (b) The auditor's report must describe:
 - (i) any defect or irregularity in the financial report;
 - (ii) the auditor's opinion as to:
 - (A) whether the financial report is in accordance with the Act, the regulations and/or any applicable determinations made by the Registrar;
 - (B) whether the auditor has been given all information, explanations and assistance necessary for the conduct of the audit;
 - (C) whether the corporation has kept financial records sufficient to enable the financial report to be prepared and audited;
 - (D) whether the corporation has kept other records and registers as required by this Act; and
 - (E) any other matter specified in the regulations.
 - (c) The auditor must be independent of the Corporation.
-

16 Annual reporting

- (a) The Corporation must prepare and lodge certain reports in accordance with Part 7-3 of the Act. These include:
 - (i) a general report in relation to each financial year;
 - (ii) any reports (which might include a financial report, or directors' report, for a financial year) that are required by the regulations; and
 - (iii) any other reports that are required by the Registrar.
 - (b) All these reports must be lodged with the Registrar.
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17 Dispute resolution process

17.1 Dispute resolution

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

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

17.2 Informal negotiations

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

17.3 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 17.2 within 14 days, any party to the dispute may give a dispute notice to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the Corporation.

17.4 Seeking assistance from the Registrar

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

17.5 Referring dispute to the directors

The directors must make a reasonable effort to help the parties resolve the dispute within 28 days after the Corporation receives the dispute notice.

17.6 Referring dispute to a general meeting

- (a) If the directors cannot resolve the dispute within 28 days after receiving the dispute notice, it must hold a general meeting of the Corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the Corporation receives the dispute notice.
- (b) When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.

18 Notices

Notices will be given in accordance with the Act and the Corporation's policies (which must be consistent with the Act), as amended from time to time.

19 Not-for-profit

The assets and income of the Corporation shall be applied solely in furtherance of the objectives described at rule 2 and no portion shall be distributed directly or indirectly to the members of the Corporation except:

- (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 of the member as an employee);
 - (b) reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided); or
 - (c) as payment of reasonable and proper rent for premises let by any member to the Corporation.
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20 Winding up

20.1 Winding up

- (a) If upon the winding up or dissolution of the Corporation there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must not be paid to, or distributed amongst members, but must be given or transferred to an organisation or organisations that:
 - (i) has objects or purposes similar to those of the Corporation;
 - (ii) by its constituent rules, prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Corporation; and
 - (iii) is endorsed under Commonwealth taxation laws to receive tax deductible gifts.
- (b) The decision as to which organisation is, or which organisations are, to be the recipient of the Surplus Assets distributed in accordance with rule 20.1(a):
 - (i) is to be determined by the directors at or before the winding up or dissolution of the Corporation; or
 - (ii) if required, by the Court.
- (c) Any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

20.2 Liability of members

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

20.3 Loss of endorsement

If the endorsement of the Corporation as a deductible gift recipient is revoked, the following assets remaining after the payment of the Corporation's liabilities must be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- (a) deductible gifts of money or property received for the purpose of the Corporation;
- (b) deductible contributions made in relation to an eligible fundraising event held to raise funds for the purpose of the Corporation; and

- (c) money received by the Corporation because of such deductible gifts and contributions.
-

21 Amendment of the Rule Book

21.1 Corporation wants to change this Rule Book

For the Corporation to change this Rule Book, the following steps must be complied with:

- (a) the Corporation must pass a special resolution effecting the change;
- (b) if, under the Corporation's Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;
- (c) the Corporation must lodge certain documents under rule 21.2; and
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

21.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the special resolution is passed, the Corporation must lodge with the Registrar:
 - (i) a copy of the special resolution;
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution;
 - (iii) a directors' statement signed by:
 - (A) 2 directors; or
 - (B) if there is only 1 director, that director,to the effect that the special resolution was passed in accordance with the Act and the Corporation's Rule Book; and
 - (iv) a copy of the Rule Book change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:
 - (i) the documents referred to in rule 21.2(a); and
 - (ii) proof that the extra requirement has been met,within 28 days after it has been met.
- (c) If the Registrar directs the Corporation to lodge a consolidated copy of the Corporation's Rule Book as it would be if the Registrar registered the change, it must do so.

21.3 Date of effect of change

A Rule Book change under this rule 21 takes effect on the day the change is registered.

Schedule 1—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; or
- (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; or
 - (iv) Torres Strait Islander and Aboriginal persons.

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

Annual General Meeting means a general meeting held in accordance with rules 7.29-7.33.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays, public holidays and Tangentyere Day in the Northern Territory

Contact Member means a member nominated by a group of members requesting a General Meeting to receive advice from the directors about the outcome of the request

Contact person means a person elected or appointed according to rule 12.

Corporation means Tangentyere Council Incorporated (to be renamed Tangentyere Council Aboriginal Corporation following registration under the Act).

Director means a person elected or appointed according to rule 9 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 11.

Four Corners Committee means a sub-committee comprised of senior Aboriginal men who advise on the integration of traditional law, contemporary issues and matters of executive responsibility.

General meeting refers to both special general meetings and Annual General Meetings of the members of the Corporation called and held according to rule 7.

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 10.2.

Member Community means each entity listed in Schedule 2.

Officer is a director, 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.

Ordinary Member means any person which satisfies the eligibility criteria set out in column 2 of Schedule 3.

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 6.1.

Register of former members means the register of former members kept according to rule 6.1.

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

Replaceable rule is a rule under the Act that can be applied as is or changed.

Rule Book means this document, which consists of Set Laws and other rules relating to the internal governance of the Corporation.

Related Party means a person described as a related party as defined in s 293.1 of the Act. These include:

- (a) directors of the Corporation as well as their spouses, parents and children;
- (b) directors of an entity that controls the Corporation as well as their spouses, parents and children; and
- (c) an entity controlled by any of the persons referred to in (a) and (b) above (unless that entity is also controlled by the Corporation).

Secretary means a person elected or appointed according to rule 12.

Set Law means provisions extracted from the Act.

Special general meeting means a general meeting other than an annual general meeting.

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

Surplus Assets means, following the winding up or dissolution of the Corporation, any property or moneys remaining once all debts and liabilities have been satisfied.

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

Tangentyere Day means a community day held once a year on a date nominated by the Corporation.

Women's Committee means a sub-committee comprised of senior Aboriginal women who advise on the integration of traditional law, contemporary issues and matters of executive responsibility.

2 Interpretation

2.1 General

- (a) A member is to be taken to be present at a general meeting if the member is present in person.
- (b) A director is to be taken to be present at a meeting of directors if the director is present in person.
- (c) Where a provision of this Rule Book establishes an office of chair, the chair may be referred to as a chairman or chairwoman, as the case requires.
- (d) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) In this Rule Book, headings and underlinings are for convenience only and do not affect the interpretation of this Rule Book and, unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any Corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws

varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and

- (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2.2 Application of the CATSI Act

- (a) This Rule Book is to be interpreted subject to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (**the Act**).
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act, has the same meaning as in that provision.
- (c) Subject to paragraph (b), unless the contrary intention appears, an expression in a rule that is defined in the Act has the same meaning as in that section.

2.3 Exercise of powers

- (a) The Corporation may exercise in any manner permitted by the Act any power which under the Act a Corporation may exercise if authorised by its Rule Book.
- (b) Where this Rule Book provides that a person or body may do a particular act or thing and the word "may" is used, the act or thing may be done at the discretion of the person or body.
- (c) Where this Rule Book confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this Rule Book confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this Rule Book confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) subject to any contract between the Corporation and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - (iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.

- (f) Where this Rule Book confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this Rule Book confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this Rule Book confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2.4 Replaceable rules not to apply

The replaceable rules contained in the Act from time to time do not apply to the Corporation.

2.5 Single member Corporation

If at any time the Corporation has only one member then, unless the contrary intention appears:

- (a) a reference in a rule to the “members” is a reference to that member; and
- (b) without limiting paragraph (a), a rule which confers power or imposes an obligation on the members to do a particular act or thing confers that power or imposes that obligation on that member.

Schedule 2 – Member Communities

The following communities are Member Communities of the Corporation:

- (a) Ilperle-Tyathe Association Inc;
- (b) Aper-Alwerrkng Association Inc;
- (c) Mt Nancy Housing Association Inc;
- (d) Anthelk-Ewlpaye Association Inc;
- (e) Nyewente Association Inc;
- (f) Akngwertnarre Association Inc;
- (g) Ewyenper-Atwatye Association Inc;
- (h) Yarrenyty-Arltere Association Inc;
- (i) Anthepe Housing Association Inc;
- (j) Inarlenge Community;
- (k) Ilyperenye Association Inc;
- (l) Ilparpa Aboriginal Corporation;
- (m) Mpwetyerre Aboriginal Corporation;
- (n) Karnte Aboriginal Corporation;
- (o) Lhenpe Artnwe Aboriginal Corporation; and
- (p) Irrkerlantye Aboriginal Corporation

Schedule 3 – Members of the Corporation

Type of Member	Eligibility Criteria	Ongoing requirements	Rights
Ordinary Member	<p>To be eligible for membership as an Ordinary Member, a person must be:</p> <ul style="list-style-type: none"> (a) an individual who is at least 18 years of age and an Aboriginal or Torres Strait Islander person; and (b) a member of a Member Community that is recorded on that Member Community's register of members. 	<p>An Ordinary Member is required to:</p> <ul style="list-style-type: none"> (a) comply with the Act and these rules; (b) notify the Corporation of any change in their address within 28 days; (c) comply with any code of conduct adopted by the Corporation; (d) treat other members and the directors with respect and dignity; and (e) not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings. 	<p>An Ordinary Member:</p> <ul style="list-style-type: none"> (a) can attend, speak and vote at a general meeting of the Corporation; (b) cannot be removed as a member unless the directors and the Corporation have complied with this Rule Book; (c) can put forward resolutions to be voted on at a general meeting of the Corporation in accordance with this Rule Book; (d) can ask the directors to call a general meeting of the Corporation in accordance with this Rule Book; (e) can access the following books and records of the Corporation: <ul style="list-style-type: none"> • the register of members; • the minute books of the members' meetings (see 14.1); • the Corporation's Rule Book; and • certain reports prepared by or for the directors and the Corporation, in

Type of Member	Eligibility Criteria	Ongoing requirements	Rights
			<p>accordance with the Act;</p> <p>(f) can ask the directors to provide access to any other records or books of the Corporation in accordance with rule 14; and</p> <p>(g) can have any disputes with another member or with the directors dealt with under the process in rule 17.</p>
Member Community	To be eligible for membership as a Member Community, a person must be a body corporate of at least 10 members in which a controlling interest is held by Aboriginal persons or Torres Strait Islanders.	Same as for an Ordinary Member as described above.	<p>A Member Community has all the rights of an Ordinary Member as well as:</p> <p>(a) the right to nominate a representative in accordance with 5.3;</p> <p>(b) the right to representation on the board of directors in accordance with 8.3.</p>