

# THE RULE BOOK

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## Urapuntja Aboriginal Corporation

**ICN: 127**

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

## CONTENTS

1. Name .....	3
2. Objectives .....	3
3. Members .....	3
4. Meetings .....	5
5. Directors .....	7
6. Contact person .....	10
7. Records .....	11
8. Finances .....	11
9. Application of funds .....	11
10. Winding up .....	11
11. Dispute resolution.....	12
Schedule 1—Application for membership form .....	13

## **1. Name**

The name of the corporation is **Urapuntja Aboriginal Corporation**

## **2. Objectives**

The corporation aims to:

- a) promote the development of the Corporation and of the Aboriginal people and communities in the area of the Corporation;
- b) assist the Aboriginal communities in the area of the Corporation to attain self-sufficiency through sound economic projects and enterprises;
- c) enable the Aboriginal communities in the area of the Corporation to act together to achieve their objects and to promote the well being and interests of those communities;
- d) receive and spend income, grants, loans made to the Corporation and to hold property;
- e) support and encourage the Traditional law, language and culture of the Aboriginal communities in the area of the Corporation;
- f) speak on behalf of the Corporation on matters that are of importance to the Aboriginal communities in the area of the Corporation;
- g) assist the Aboriginal communities in the area of the Corporation to develop local self government and facilities upon their own land and to this end to act through the Central Land Council to seek freehold title to these lands.

## **3. Members**

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

A member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person normally and permanently resident in the following communities: Antarrengeny, Ngkwarlerlanem, Arnkawenyerr, Atheley, Arawarr, Atite, Atnarara, Ngkwelay, Arlparra, Atneltyey, Tommyhawk Swamp, Ankerrapw, Artekerr, Camel Camp; or all such other locations as the Directors shall form time to time determine.

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

A person applies in writing.

A person is eligible under rule 3.1.

The directors agree.

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

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

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

A member:

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

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

A member:

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

### **3.5 *Liability of members***

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

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

A person stops being a member if:

- they resign in writing
- they die
- their membership is cancelled.

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

### **3.7 *Cancelling membership***

If a member:

- can't be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person

the member can only be removed by special resolution at a **general meeting**. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

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

### **3.8 *The register of members***

The register must contain:

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

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

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

## **4. Meetings**

### **4.1 *AGM timing***

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

### **4.2 *AGM business***

AGMs are for:

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

### **4.3 *General meetings***

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

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

General meetings are for:

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

#### **4.5 Notice for general meetings**

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

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

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

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

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

<b>Number of members in corporation</b>	<b>Number of members needed to propose a resolution</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

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

#### **4.7 Quorum at general meetings**

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
30 or less members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

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

#### **4.8 Chairing general meetings**

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

#### **4.9 Using technology**

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

#### **4.10 Voting**

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

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.)

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

#### **4.11 Demanding a poll**

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

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

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.

#### **4.12 Proxies**

There shall be no proxy voting.

### **5. Directors**

#### **5.1 Number of directors**

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

The minimum number is 3 directors (including office bearers), and the maximum number is 20 directors (including office bearers).

Each community listed in rule 3.1 may choose two members from their Community (one male and one female) to represent that community as directors.

#### **5.2 Eligibility of directors**

A director must be:

- at least 18 years old
- a member of the corporation

#### **5.3 Majority of director requirements**

A majority of directors of the corporation must:

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

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

#### **5.4 *How to become a director***

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

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

#### **5.5 *Directors' terms of appointment and rotation***

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

#### **5.6 *How to become an office bearer (chairperson, vice-chairperson and treasurer)***

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

There shall be a chairperson, a vice chairperson and a treasurer who shall be the office bearers.

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

The directors may appoint non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

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

#### **5.8 *How to fill vacancies***

Directors can fill casual director vacancies, including office bearers.

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

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

A director dies.

A director resigns, in writing.

A director's appointment expires.

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

A director is disqualified from managing a corporation.

#### **5.10 *How to remove a director***



By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

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

### ***5.11 Directors' and officers' duties***

The duties are:

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

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

### ***5.12 Conflict of interest (material personal interest)***

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

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

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 allowed to do so under the CATSI Act.

### ***5.13 Payment***

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

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

#### **5.14 Delegation**

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

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

#### **5.15 Related party benefit**

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

#### **5.16 Directors' meetings**

Directors must meet at least every three months.

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

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

#### **5.17 Quorum for directors' meetings**

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

#### **5.18 Chairing directors' meetings**

The directors can elect a director to chair their meetings.

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

#### **5.19 Using technology**

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

#### **5.20 Resolutions at directors' meetings**

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

The chair has a vote, plus a casting vote.

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

## **6. Contact person**

The contact person must be at least 18 years old.

The directors appoint a contact person.

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

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

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

## **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
- financial records.

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

## **8. Finances**

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

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

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

## **9. Application of funds**

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 payment:

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

## **10. Winding up**

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

### **10.1 Resolution to distribute surplus assets**

Subject to rule 10.2, where:

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

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

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

## **11. Dispute resolution**

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

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

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

The directors or any of the dispute parties may ask the Registrar for assistance.

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

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

Schedule 1—Application for membership form

**APPLICATION FOR MEMBERSHIP**

\_\_\_\_\_

*(insert name of corporation)*

I, \_\_\_\_\_

*(first name of applicant)*

*(last name of applicant)*

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

of

\_\_\_\_\_

*(address of applicant)*

hereby apply for membership of

\_\_\_\_\_  
\_\_\_\_\_  
(name of corporation)

I declare that I am eligible for membership.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_