



The Rule Book of

SOUTH-WEST ABORIGINAL

MEDICAL SERVICE

ABORIGINAL CORPORATION

(ICN 2958)

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

The Rule Book Contents

1.	Name	3
2.	Objectives	3
3.	Members	4
4.	General meetings and AGMs (members' meetings).....	7
5.	Directors	15
6.	Contact person or secretary.....	24
7.	Records	24
8.	Finances	25
9.	Application of funds	25
10.	Gift fund rules.....	26
11.	Dispute resolution.....	26
12.	Changing the rule book.....	27
13.	Winding up.....	27
	Schedule 1—Application for membership form	29
	Schedule 2—Appointment of proxy form.....	30
	Schedule 3—Consent to become a director form.....	31

1. Name

The name of the Corporation is: South-West Aboriginal Medical Service Aboriginal Corporation.

2. Objectives

The objectives of the corporation are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering and misfortune among Aboriginal people, through the provision of holistic primary health care services and the delivery of a range of health education programs aimed at improving the standard of health of the Aboriginal people and others living in the South West region of Western Australia (the region).

The corporation aims to:

- (a) provide accessible and effective preventative health care to Aboriginal people in the region.
- (b) provide a forum for Aboriginal people in the region to discuss their requirements, needs and grievances concerning all matters relating to Aboriginal health and medical services.
- (c) provide information to Aboriginal people in the region relating to medical, health and welfare facilities and benefits.
- (d) sponsor, promote and encourage the maintenance and renewal of traditional Aboriginal medicine and culture.
- (e) support the self-determination, social development, education and training of Aboriginal people in the region.
- (f) work with and compliment other existing medical and health services.
- (g) deal and negotiate with government departments and other agencies and other bodies in matters relating to Aboriginal health.
- (h) participate with other Aboriginal organisations in projects for mutual benefit.
- (i) assist and encourage Aboriginal people in other parts of the region to establish their own medical services.
- (j) purchase, lease, or acquire property for the purpose of pursuing the corporation's objects on behalf of the Aboriginal community within the region.
- (k) build wealth within the corporation and establish a strong financial base to support future service delivery within the region.

(l) provide temporary accommodation for Aboriginal people requiring health services within the region.

(m) establish and operate a research centre to undertake innovative medical research to support and promote the objectives of the corporation.

“Region” means the native title claim boundaries of **Gnaala Karla Boodja** and **South West Boojarah** as identified on the map of the South West of Western Australia in Schedule 4 to this rule book.

3. Members

3.1 Who is eligible?

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

- at least 18 years old; and
- a person of Aboriginal descent; and
- normally and permanently resident in the region.

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

3.2 How to become a member

A person applies in writing on the prescribed form at Schedule 1 of this rule book.

A person needs to be eligible under rule 3.1.

The directors accept the application by resolution at a directors’ meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

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

The directors may in their absolute discretion refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation’s register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and

- the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is at Schedule 1 of this rule book.

3.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 5.5 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 4.6
- ask the directors to call a general meeting under rule 4.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 11
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

3.4 *Members' responsibilities*

A member must:

- follow the corporation's rules
- tell the corporation if they change their address or are normally and permanently resident within another region within 28 days
- treat other members, directors and staff with courtesy and respect
- comply with any code of conduct adopted by the corporation (by resolution passed by members at a general meeting) from time to time
- not behave in a way that significantly interferes with the operation of the corporation or corporation meetings
- attend general meetings (including AGMs) or give their apologies.

3.5 *No membership fee*

The members of the corporation are not required to pay fees to join or for ongoing membership of the corporation.

3.6 *Liability of members*

The members do not have to pay the corporation's debts if the corporation is wound up.

3.7 *How to stop being a member*

A person stops being a member if:

- they resign in writing (including fax or email)
- they pass away
- their membership is cancelled in accordance with rule 3.8 or 3.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

3.8 *Cancelling membership*

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two years
- misbehaves (behave in a way that significantly interferes with the operation of the corporation or corporation meetings)
- does not comply with any code of conduct adopted by the corporation (by resolution passed by members at a general meeting) from time to time
- is not an Aboriginal person.

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

3.9 *Directors' limited right to cancel membership*

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.1.

To do this, the directors must:

- write to the member to tell them:
 - the directors are going to cancel their membership
 - the member has 14 days to object to the planned cancellation
 - if the member objects, they must write to the corporation to say so.

- allow the member 14 days to object in writing to the intended cancellation

If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

3.10 The register/s of members and former members

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- the members registered region
- for former members, the date when they stopped being a member.

The register/s of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

4. General meetings and AGMs (members' meetings)

4.1 AGM timing

An AGM must be held before the end of November each year.

4.2 AGM business

AGM business includes:

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

4.3 Calling general meetings

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members can request the directors to call a general meeting.

Number of members in corporation	Number of members required to request 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

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

Directors agree to the request

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

Directors apply to the Registrar to deny the request

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

4.4 General meeting business

General meetings business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of meeting.

4.5 Notice for General Meetings and AGMs

At least 21 days' notice must be given.

Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- 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, the exact wording of it
- any technology to be used in the meeting (if required)
- if a member can appoint a proxy.

Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

A reminder notice may be given to members within 7 days of the meeting

4.6 Members' resolutions

The required number of members can propose a resolution by giving notice of it to the corporation.

Number of members in corporation	Number of members required 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

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 members in the same way as rule 4.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

4.7 Quorum at general meetings and AGMs

The quorum for a general meeting shall be 20 members.

The quorum must be present during the whole meeting. If there is no quorum after 30 minutes, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

How to count the quorum

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 4.12 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- if rule 4.12 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

4.8 Chairing general meetings and AGMs

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

4.10 Voting at general meetings and AGMs

Each member has one vote.

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

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

4.11 Demanding a formal count (i.e. a poll)

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

4.12 Proxies at general meetings and AGMs

Members can appoint another member as their proxy to attend meetings and vote for them.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

Note: An appointment of proxy form is at schedule 2 of this rule book.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than **one** member.

4.13 Other people at general meetings and AGMs

The chairperson may allow any person other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.14 Postponing a general meeting or AGM

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

4.15 Region meetings

4.15.1 Holding Region meetings

The directors must hold a Region meeting for each Region at least twice every financial year.

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

4.15.2 Business of a Region meeting

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

- (i) confirmation of the minutes of the previous Region meeting;
- (ii) elections that may be required to be held in accordance with rule 5; and
- (iii) completing the business specified in the notice of the meeting.

4.15.3 Calling, frequency and notice of Region meeting

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

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

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

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

A notice of meeting:

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

All Region meetings must be completed not less than three (3) weeks prior to an AGM.

4.15.4 Contents of notice of Region meeting

A notice of Region meeting must:

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

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

4.15.5 Failure to give notice

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

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

4.15.6 Quorum of Region meetings

A quorum for the Region meeting shall be 3 people who must be members of the Region (as recorded in the register of members of the corporation) for which the Region meeting is held.

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

A Region meeting of the Corporation that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors, specify otherwise.

If no quorum is present at the resumed Region meeting within 30 minutes after the time for the meeting, the members of the Region present shall constitute a quorum.

4.15.7 Chairing Region meetings

The Directors may elect an individual to chair the Region meeting.

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

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

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

4.15.8 Voting at Region meetings

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

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

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

A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

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

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

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

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

A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

4.15.9 Proxies

Members can appoint another member from the region as their proxy to attend region meetings and vote for them.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

Note: An appointment of proxy form is at schedule 2 of this rule book.

The corporation must receive the proxy's appointment at least 48 hours before the region meeting.

A person must not be a proxy for more than **one** member from the region.

4.15.10 Postponing a region meeting

After notice has been given for a region meeting the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the region meeting by passing a resolution in a directors' meeting. A postponed region meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

5. Directors

Role of directors

The member directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation. The member directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

Independent non-member specialist ex-officio directors will have the right to receive notice of directors meetings, attend directors meetings, participate in discussions and provide advice, assistance and support to the directors at those meetings. However, independent non-member specialist ex-officio directors shall not have the right to vote at directors meetings.

5.1 Number of directors

There shall be **eight** member directors (including office bearers) and up to **two** independent non-member specialist ex-officio directors.

5.2 Classes of directors

There shall be two classes of directors:

- member directors, and
- independent non-member specialist ex-officio directors.

5.3 Composition of the board of directors

Independent non-member specialist ex-officio directors

The corporation may have a maximum number of two independent non-member specialist ex-officio directors.

Member directors

The Corporation must have 8 eight member directors, comprising:

- (a) 4 directors who are also members, who usually reside in the Bunbury/Australind/Eaton Region and who are elected by the members of the Bunbury/Australind/Eaton Region;
- (b) 1 director who is also a member who usually resides in the Busselton/Donnybrook/Boyupbrook Region and is elected by the members from the Busselton Donnybrook/Boyupbrook Region;
- (c) 1 director who is also a member who usually resides in the Manjimup/Bridgetown Region and who is elected by the members from the Manjimup /Bridgetown;

(d) 1 director who is also a member who usually resides in the Collie Region and who is elected by the members from the Collie Region; and

(f) 1 director who is also a member who usually resides in the Brunswick Junction/Harvey/Waroona/Yarloop Region and who is elected by the members from the Brunswick Junction/Harvey/Waroona/Yarloop Region.

5.4 Majority of directors requirements

A majority of the directors of the corporation must:

- usually reside in Australia
- be members of the corporation

5.5 Eligibility to be a member director

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

- be at least 18 years old
- be a member of the corporation for at least twelve months
- be normally and permanently resident for a period of at least twelve months in the Region the member nominates to represent
- substantially satisfies the following qualifications and requirements:
 - financial literacy;
 - leadership experience;
 - experience in managing a corporation, or previous experience as a director of a corporation for at least a 2 year period in the last 5 years, or holds a relevant qualification in corporate governance or can demonstrate a preparedness to question, challenge and critique, and a willingness to understand and commit to the highest standards of governance;
 - commitment to uphold all the legal duties, responsibilities and obligations of a Director;
 - absence of other commitments which would restrict the ability of the person to act effectively as a Director;
 - has not been convicted in a criminal proceeding or named a subject of a pending criminal proceeding (excluding traffic violations and other minor offences) in the last five years. Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall not be subject to any Court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity in the last five years; and

- standing and respect within the Noongar People; and
- is able to produce a current National Police Certificate.
- Not be a current employee of the corporation.
- Provide the corporation with a signed “consent to be a director” form prior to being appointed.

Note: Schedule 2 of this rule book provides a form that can be used for this purpose.

5.6 How to become a member director

The directors shall be elected by the following election options:

- Postal election; OR
- A ballot election conducted in each Region in the year in which elections are due, prior to the annual general meeting; OR
- Elections conducted at Region meetings held in accordance with rule 4.15.

Election Policy

Elections shall be conducted in accordance with the “Policy Governing the Election of Directors”, covering each of the above election options and as adopted by the corporation (by resolution passed by members at general meeting) from time to time.

The “Policy Governing the Election of Directors” shall determine the process for conducting the elections in each Region, including:

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

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

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

The directors shall appoint, or delegate the chief executive officer the power to appoint, a Returning Officer to conduct elections. The person appointed as Returning Officer must not:

- be a member of the corporation
- be a person who might be considered to have a material interest in the election outcomes.

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

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

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

5.7 Eligibility to become an independent non-member specialist ex-officio director

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

- is at least 18 years of age
- is an Australian resident
- has not worked for or been paid by the corporation for services in a period of 12 months before their appointment (with the exception of any independent non-member specialist director that has been paid remuneration fees under 5.17, and who has been reappointed under 5.9.)
- has demonstrated skills and experience in financial management, corporate governance, accounting or a services delivery related skill;
- reputation of high repute and recognised integrity and:
 - has not been disqualified from managing corporations under the CATSI Act
 - has not been a Director a corporation placed under special administration, pursuant to section pursuant to Section 487-10 of the CATSI Act, or which has been otherwise wound-up, in the last three years,
 - has not been declared bankrupt or insolvent under administration in the last 5 years,
 - is not be indebted to the corporation or any controlled entity for a sum in excess of \$1000.
 - Not be a current employee of the corporation

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

Note: A consent form that may be used for director’s consent is at Schedule 2 of this rule book.

5.8 How to become an independent non-member specialist ex-officio director

The directors may appoint up to two independent non-member specialist ex-officio directors.

Before such an appointment is made the directors must conduct a proper merit selection process, seeking details of candidates who are considered eligible from the selection committee (referred to in rule 5.6) as to a preferred pool of candidates for appointment.

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

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

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

Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year.

To implement the rotational system:

- the directors of the corporation at the time of the registration of this rule book 24 March 2016 will only hold office until the 2016 AGM of the corporation and will be eligible for re-appointment.
- at the 2016 AGM of the corporation:
 - o half of the directors will be appointed for a term of two years, and
 - o the other half of the directors will be appointed for a term of one year; and
- at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for two years.

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

5.10 Alternate directors

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

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

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

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

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

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

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

5.12 How to fill casual vacancies

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.13) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 5.5 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

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

5.13 How to stop being a director

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the member director is removed as a director by the members or the other directors in accordance with rule 5.14
- the director is disqualified from managing a corporation
- the director ceases to be a member, but was a member when they became a director.
- the director ceases to meet the eligibility criteria for being a director as outlined in rule 5.5 for member directors and 5.7 for independent non-member specialist ex-officio directors.

The corporation must send the Registrar a notice within 28 days after a person stops being a director.

5.14 How to remove a director

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director.)
- 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 written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the Region members at a Region meeting:

- Members of an individual Region who wish to remove a director for that Region can do so at a meeting requested, called and conducted in accordance with rule 4.15
- The notice of the meeting should include appropriate resolutions stating the intent to remove the director and to appoint a replacement director.
- The notice of the meeting must also include a nomination form to allow for filling any casual vacancy created by the passing of the proposed removal resolution.
- If the director is removed as per the resolution, the members present will appoint the replacement director from among the nominees received prior to the meeting or received at the meeting, by election conducted at the Region meeting.

A director- appointed to fill a casual vacancy by their Region remains a director is for the balance of the term remaining on the vacant position.

By the 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 or AGM by resolution.

5.15 Directors' and officers' duties

The duties are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty to disclose a conflict of interest
- a duty not to improperly use position or information

- a duty to not trade while insolvent.

For more information on duties of directors and officers see www.oric.gov.au.

5.16 Conflict of interest

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

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

A director who has a conflict of interest must not:

- be present at a directors' meeting while the matter in question is being considered
- vote on the matter

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

For more information on conflict of interest see www.oric.gov.au.

5.17 Payments to directors

The Directors will be paid remuneration provided the remuneration is determined by the corporation by resolution in a general meeting; provided corporation monies are available for this purpose, and provided the payment of such remuneration does not conflict with any of the Corporation's funding agreements.

Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

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

5.18 Related party benefit

If a corporation wants to give a financial benefit to a director or other related party (including a spouse, child or parent of a director) it must comply with Part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

For more information about related party benefits see www.oric.gov.au.

5.19 Delegation of directors' powers

The directors can pass a resolution to delegate any of their powers to:

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

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

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

5.20 Calling and giving notice of directors' meetings

Directors must meet at least every three months.

All directors must be given reasonable notice of a directors' meeting.

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.

5.21 Quorum for directors' meetings

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

5.22 Chairing directors' meetings

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

5.23 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting.

5.24 Resolutions by directors

Directors pass a resolution at a directors' meeting by a majority of the votes.

Each member director has one vote (note: non-member specialist ex-officio directors shall not have the right to vote at directors meetings).

- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person or secretary

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

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

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

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

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

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

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/secretary
- written financial records.

These records must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

8. Finances

The corporation must keep written financial records that:

- correctly record and explain its transactions, financial position and performance
- would enable true and fair financial reports to be prepared and audited.

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

The financial records must be retained for seven years after the transactions covered by the records are completed.

9. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- payment to a member in carrying out the corporation's objectives.

10. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named ‘The South-West Aboriginal Medical Service Aboriginal Corporation Gift Fund’
- which must receive gifts of money or property for the purposes (objectives) of the corporation.
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

- the full name of the corporation
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
- the fact that the receipt is for a gift.

As soon as:

- the gift fund is wound up, or
- the corporation’s endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

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 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 it at a general meeting.

Seeking assistance from the Registrar

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's 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.
- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

12. Changing the rule book

The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

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

- rule book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.

13. Winding up

Surplus assets of the corporation

Where:

- the corporation is wound up, and
- after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

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

Surplus assets of gift funds

If the Australian Tax Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.

Schedule 1—Application for membership form

(insert name and ICN of Aboriginal and Torres Strait Islander corporation)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: Aboriginal Torres Strait Islander neither

Signature of applicant

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of directors' decision to the applicant	Date:

Schedule 2—Appointment of proxy form

(insert name and ICN of Aboriginal and Torres Strait Islander corporation)

Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

_____ (insert date of meeting)

and at any adjournment of that meeting.

Signature of member
appointing proxy:

Date:

NOTE: A proxy vote may be given to the people listed at rule 4.12.
(For more about proxies see rule 4.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation **at least 48 hours before** the meeting.

Schedule 3—Consent to become a director form

(insert name and ICN of Aboriginal and Torres Strait Islander corporation)

Consent to become a director

I, _____ (first and last name of person)

of _____ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date of birth is _____ (date of birth)

and my place of birth was _____ (place of birth)

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

- have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- are an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations

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

Signature of person

Date

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

Schedule 4—MAP OF REGION

