

NCACCH

**The North Coast Aboriginal Corporation
for Community Health
ICN: 2924**

Rule Book

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1.0 Name

The name of the corporation is the North Coast Aboriginal Corporation for Community Health (NCACCH).

2.0 Objectives

The purpose of NCACCH is to provide a holistic and comprehensive primary healthcare service. It seeks to improve health and social outcomes to our Aboriginal and/or Torres Strait Islander community through:

- utilising its hybrid Brokerage and Aboriginal Medical Service model, including partnerships with primary healthcare and other specialised services, as a proactive strategy in delivering community wide Closing The Gap health status improvement initiatives
- fostering choice for Aboriginal and/or Torres Strait Islander community and their families to ensure access to cultural safe and inclusive health services
- provision of a diverse network of healthcare providers

3.0 Financial Membership of the Corporation

3.1 Who is Eligible

A member must be:

- 18 years and over
- an Aboriginal and/or Torres Strait Islander person
- currently residing in the NCACCH service region for a period of at least six months

3.2 How to Become a Member

- a person applies in writing or on-line via the membership application form
- the person is eligible for membership under section 3.1
- the directors accept the application by resolution at a Directors meeting
- a register will be kept for all members

3.3 Associate Member

- a person who is not Aboriginal and/or Torres Strait Islander may apply for associate membership. Decisions on associate membership applications will be made by the Board of Directors
- an associate member must meet all other eligibility requirements under section 3.1, except for identifying as Aboriginal and/or Torres Strait Islander as stated above
- an associate member has the same rights and responsibilities as a member, but are not entitled to vote at meetings of the Corporation, or to stand for election to the Board of Directors
- a register will be kept for all associate members
- Associate memberships cease in the same way as members

3.4 Membership Application

- The Directors will consider applications on an ongoing basis and will ensure all applications for membership, lodged prior to 30 June, are considered within a reasonable timeframe after they are received
- Approved applicant details will be recorded on the register of members within 14 days of approval

- The Directors may refuse to accept a membership application. If they do so, the applicant will be notified, with reasons why, within seven (7) working days of the decision
- The membership roll will close at 30 June each year and re-open for new and renewal memberships on the day following the Annual General Meeting

3.5 Membership Fees

- All members of the Corporation are required to pay an annual membership fee of \$5.00

3.6 Member Rights

A member can:

- attend and speak at general meetings
- vote, be elected or appointed as a director (if the member is eligible to be a director – see rule 5.8)
- 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 at no cost
- look at the minutes of general meetings and Annual General Meetings at no cost
- look at or receive a copy of the Rule Book at no cost
- raise a dispute and have a dispute dealt with using rule 14
- view the books of the corporation, if the Directors have authorised it, or the members pass a resolution at a members' meeting which approves it

3.7 Member Responsibilities

A member must:

- follow the corporation's rules
- notify the corporation of any change in address
- comply with the code of conduct adopted by the corporation
- treat other members and the Directors with respect and dignity
- not behave in a way that significantly interferes with the operations of the corporation or of corporation meetings

3.8 Liability of Members

The members do not have to pay the corporations debts if the corporation is wound up

3.9 How to Stop Being a Member

A person stops being a member if:

- the person resigns in writing
- the person passes away
- the person fails to renew their membership by 30 June
- the person's membership is cancelled in accordance with section 3.10 or 3.11
- the person ceases to reside in the NCACCH service area

3.10 Cancelling Membership

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

- The member cannot be contacted for two (2) years
- The member does not comply with the Member Responsibilities under rule 3.7
- Is not an Aboriginal or Torres Strait Islander person (for full members only)

The Directors must give the person notice of the cancellation of their membership to the person's last known address within seven (7) working days after the special resolution is passed.

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

3.11 Directors Limited Right to Cancel Membership

For grounds not covered under section 3.10, a person's membership may be cancelled by the Directors passing a resolution at a Board meeting if the member is not or stops being eligible for membership as set out in rule 3.1 or 3.3.

Directors must take all reasonable steps to ensure the member is not or has stopped being eligible under sections 3.1 or 3.3.

To cancel membership, the Directors must:

- write to the member to advise them their membership is going to be cancelled, including the reason/s why
- the member then has 14 days to object in writing to the cancellation

If the member does not object; the Directors must cancel the membership by passing a resolution at a Board meeting and provide 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

3.12 Observers

The corporation does not have observers.

3.13 The Register/s of Members and Former Members

The Register/s must contain:

- the name and address of members and former members
- the date when each member was added to the register
- if the member is not Aboriginal and/or Torres Strait Islander
- for former members, the date when they stopped being a member
- date of annual membership fee paid

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

The register of members must be made available at the Annual General Meeting.

4.0 General Meetings and Annual General Meetings

Annual General Meetings must be held prior to the end of November each year.

4.1 Business of Annual General Meeting

The business of an Annual General Meeting includes:

- checking the register of members
- confirmation of the minutes of the previous General Meeting/Annual General Meeting
- presenting reports: general, financial, Directors
- asking questions about how the corporation is managed
- the election of Directors
- choosing an auditor and agreeing on the fee

4.2 Calling General Meetings

The Directors can call a General Meeting or Annual General Meeting by passing a resolution in a Board meeting or by circulating a resolution. In addition, the required number of members can request the Directors to call a general meeting.

The following table outlines the required number of members to request 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	= 25 members

The member/s 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 21 days of receiving the request, the Directors must either call the meeting or apply to the Registrar to deny the request.

4.2.1 Directors Apply to Registrar to Deny the Request

If the Directors resolve that the request is frivolous, unreasonable or if complying with the request would be contrary to the interests of the members as a whole, the Chairperson, on behalf of all 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 request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the member/s 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. It is the responsibility of the contact member to notify all other members that signed the general meeting request.

4.3 General Meeting Business

General Meeting business includes:

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

4.4 Notice for General Meetings and AGMs

At least 21 days' notice must be given. Notice must be given to:

- each member individually by post to their address or by email
- the Directors
- the contact person or secretary
- the auditor

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- any special resolutions being proposed (exact wording must be provided)
- any technology to be used in the meeting
- if a member can appoint a proxy

Notice may also be provided in a manner which follows Aboriginal and/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 email is taken to be given on the business day it is sent

4.5 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 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	= 25 members

The notice 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 section 4.2.

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.

4.6 Quorum at General Meetings and Annual General Meetings

Number of Members in Corporation	Number of Members Required to be in Attendance at a General Meeting
2 to 10 members	= 2 members
11 to 20 members	= 3 members
21 to 50 members	= 4 members
51 members or more	= 25 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, 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.

To work out if there is a quorum, count each member present at the meeting (if a member holds a proxy, that member is only counted once).

4.7 Chairing General Meetings and Annual General Meetings

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

4.8 Use of Technology for General Meetings and Annual General Meetings

The corporation may hold a General Meeting or Annual General Meeting at more than one place using any technology that gives members a way of taking part. The type of technology to be used must be set out in the notice of meeting.

4.9 Voting at General Meetings and Annual General Meetings

- Each member has one vote
- The chairperson has one vote (if he/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, either by show of hands or ballot.
- 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

4.10 Proxies at General Meetings and AGMs

- The Corporation must receive the proxy's appointment at least 48 hours before the meeting
- Members can appoint another member as their proxy to attend meetings and vote for them
- Members can only appoint one proxy
- A person appointed by a member as their proxy must be a member
- A proxy appointment must contain the members' name and address, the corporations name, the proxy's name, the meeting where the proxy is going, and it must be signed and dated by the member

4.11 Other People at General Meetings and Annual General Meetings

The Chairperson may allow any person (excluding an attorney) other than a corporation director, member, or auditor to attend General Meetings and Annual General Meetings. The person cannot propose or vote on resolutions.

4.12 Postponing a General Meeting or Annual General Meeting

- After notice has been given for a General Meeting or Annual General Meeting, the Directors can decide to postpone the meeting if there are exceptional reasons.
- The Directors will postpone the meeting by passing a resolution in a Board 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.

5.0 Directors

5.1 Role of Directors

The Directors:

- oversee the running of the corporation on behalf of all members
- make decisions about the affairs of the corporation
- be aware of what the corporation and its employees are doing
- manage or set the direction for managing the business of the corporation

The Directors may exercise all the powers of the corporation, except any that the CATSI Act or this Rule Book that requires the corporation to apply in a general meeting.

5.2 Numbers of Directors

The number of directors of the corporation will be a minimum of five (5) and maximum of seven (7).

5.3 Eligibility of Directors

A Director must:

- be a financial member (as per rule 3.1)
- be at least 18 years of age
- be an Aboriginal and/or Torres Strait Islander person
- have or obtain a Director Identification (Director ID) on appointment

A person is not eligible to be a Director if:

- they are an employee of the corporation
- they have been disqualified from managing corporations
- a family member is currently appointed as Director

5.4 How to Become a Director

- The corporation can appoint a Director by the members passing a resolution at an Annual General Meeting
- The Directors can pass a resolution in a Board meeting if an interim Director is required to fill a vacancy (refer to rule 5.6)
- Prior to being appointed as a Director, the person must give the corporation their consent in writing to act as a Director
- The corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed

5.5 Directors' Term of Appointment and Rotation

- For Directors appointed at an Annual General Meeting, there is a rotational system, whereas a portion of the Directors must retire at each Annual General Meeting
- Directors can be re-elected on a continuing basis
- Newly elected Directors are appointed on a two (2) year term
- The Annual General Meeting minutes must record the term of each Director appointed

The rotation system is based on three (3) Director positions becoming vacant in one year, and then the other four (4) director positions becoming vacant in the next year.

If a Director is replaced during their term, the interim Director must retire at the next Annual General Meeting

- The interim Director can be re-elected if nominated

5.6 How to Fill Casual Vacancies

A casual vacancy is where a person stops being a Director before their term of appointment expires (refer to rule 5.5) and so the position of that Director is vacant.

- The term of the appointment made to fill the casual vacancy is until the next Annual General Meeting
- The Directors can appoint a person to fill a casual vacancy
- The person filling the casual vacancy must meet the Director eligibility criteria (refer to rule 5.3) and any other criteria that applies to the particular vacancy
- The Board of Directors may terminate the casual vacancy appointment at any time

5.7 How to Stop Being a Director

A person stops being a Director if:

- the Director passes away
- the Director resigns in writing
- the Directors term of appointment expires
- the Director is removed as a Director by the members or the other Directors (refer to rule 5.8)
- the Director is disqualified from managing a corporation
- The Director ceases to be a financial member, but was a financial member when they became a Director
- The Director subsequently becomes employed by the corporation (refer to rule 5.3)

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

5.8 How to Remove a Director

By resolution of the members in a general meeting:

- A notice of resolution to remove a Director must be given to the corporation at least 21 days before the next general meeting or Annual General Meeting
- The members can request a meeting for the purpose of removing a Director (refer to rule 4.3)
- 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 all members entitled to receive a notice of the meeting (refer to rule 4.5)

By the Other Directors:

- Directors can remove another Director if they fail to attend three (3) or more consecutive Board meetings without an acceptable reason
- Directors can remove another Director if they no longer meet the Director requirements (refer to rule 5.7)
- Directors must give the Director concerned a notice in writing and they must give the Director 14 days to object in writing
- if the Director objects, they cannot be removed. The Director can only then be removed at a General Meeting or Annual General Meeting by resolution

5.9 Director' and Officers Duties

The duties are:

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

5.10 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 Board meeting as soon as possible and must be recorded in the minutes of the meeting.
- A Director who has a conflict of interest, can be present at the meeting while the matter in question is being discussed, however they cannot vote on the matter.

5.11 Payments to Directors

- A Director cannot be paid a salary or sitting fees for their work as a Director
- Directors may be contracted to provide a good or service to the Corporation as long as the Director has fulfilled any duty to disclose a conflict of interest (refer to rule 5.10) and the payment is fair and reasonable
- The Corporation may pay a Director/s for travel allowance and/or other expenses incurred whilst attending meetings or to do with other Corporation business

5.12 Related Party Benefit

If the Corporation wants to provide a financial benefit to a Director or other related party (including 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

5.13 Delegation of Directors Powers

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

- another Director
- a committee of Directors or sub-committees
- contact officer of the Corporation

If delegation is approved the:

- delegate/s must follow the directions of the Directors when using the delegated powers.
- exercise of the power by the delegate/s is as effective as if the Directors had exercised it themselves
- delegate/s must report to the Directors on the exercise of their delegated power

6.0 Board (Directors) Meetings

6.1 Calling and Giving Notice of Board (Directors') Meetings

- Directors must meet at least 4 times a year
- All Directors must be given reasonable notice of a Board (Director) meeting
- Directors will normally determine the date, time and place of each Board (Directors') meeting at the previous meeting
- A Director can call a meeting by giving reasonable notice to all other Directors

6.2 Quorum for Board (Directors) Meetings

- A quorum is made up of a majority of the Directors
- There must be a minimum of three (3) Directors to make up a quorum
- A majority of the Directors must be present at all times during the meeting

6.3 Chairing Board (Director) Meetings

- There must be an elected chair for each Board (Director) 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
- When electing a chair, the Directors must decide how long that Director will be the chair ie one off or a specific length of time. The Directors may remove a chair (but not their appointment as a Director) by a resolution of the Directors

6.4 Use of Technology

Board (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.

6.5 Resolutions by Directors

- Directors pass a resolution at a Board (Directors) meeting by a majority of the votes
- Directors can pass a resolution without a Board (Directors) meeting if all Directors respond accordingly stating they are in favour of it.
- If a resolution is passed outside of a Board (Directors) meeting, the decision must be included and ratified at the next meeting
- Each Director has one (1) vote
- The chair of a meeting has a casting vote (if required)

7.0 Contact Person or Secretary

- Small and medium size 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 of age
- A person who is disqualified from managing an Aboriginal and/or Torres Strait Islander corporation under the CATSI Act may only be appointed as a contact person/secretary if the appointment is made with:
 - the Registrar's permission under section 279-30(7) of the Act, or
 - the leave of the court under section 279-35 of the Act.
- Prior to appointment, the contact person/secretary must sign a consent to act as the contact person/secretary of the corporation
- The Directors decide the contact person/secretaries pay, terms and conditions of employment (if any) etc
- The contact person/secretary must pass on any correspondence received to at least one of the Directors within 14 days
- The corporation must send the Registrar the contact person/secretary details within 28 days after they are appointed

8.0 Execution of Document/s and Common Seal

8.1 Common Seal

If the corporation has a common seal:

- the corporation must set out on it the corporation's name and ICN
- the common seal must be kept by a person nominated by the Directors
- the corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added

8.2 Execution of Documents

- 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
- The Corporation may execute a document without using a common seal if the document is signed by two (2) Directors/Contact Person/Secretary
- 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 two (2) Directors/Contact Person/Secretary

9.0 Records

The Corporation must keep the:

- minutes of meetings (in writing only)
- rule book (constitution)
- register of financial members, associate 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 Corporations document access address, or if it is a large Corporation, at its registered office.

10.0 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

The Corporation must follow these procedures:

- must give receipts for all money it receives
- deposit all moneys received into a Corporation bank account
- accounts must be approved for payment at a Board (Directors) meeting or in accordance with valid delegations
- all cheques, withdrawals, EFT transactions and other banking documents must be signed by at least two (2) persons authorised by the Directors
- all payments made out of the Corporations money must be supported by adequate documents which explain the nature and purpose of the payment
- the Corporation must keep adequate records of all cash withdrawals from the Corporations bank accounts (ie records that show the cash was used for a proper purpose and in accordance with the Corporations objectives)

The financial records must be retained for seven (7) years after the transactions covered by the records are completed

11.0 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 (refer to rule 2.0)
- The Directors cannot directly or indirectly give 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 employer or under a contract for goods and services provided
 - Payment to a member in carrying out the Corporations objectives

12.0 Dispute Resolution

- If a dispute arises, the parties must first try to resolve it themselves on an informal basis.
- If the dispute is not resolved within ten (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 and provided to the Corporation
- The Directors must help the parties resolve the dispute within twenty (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

12.1 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 Corporations 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 Registrars 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 formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved (refer to rule 3.6 on members rights)

13.0 Changing the Rule Book (Constitution)

- The rule book can only be changed by the members passing a special resolution at a General Meeting or an Annual General Meeting. 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

14.0 Gift Fund Rules

- The Corporation shall maintain for the main purposes of the Corporation a gift fund:
 - to be named “The North Coast Aboriginal Corporation for Community Health” 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 (ABN) and the Indigenous Corporation Number (ICN) for the corporation (if applicable)
 - the fact that the receipt is a gift
- As soon as:
 - the gift fund is wound up, or
 - the Corporations 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*

15.0 Winding Up

15.1 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 and can only be given to a charitable organisation/s with similar charitable purposes

15.2 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 that gives tax deductible receipts for donations.