

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

**Rule Book**

Adopted by special resolution of NCACCH on \_\_\_\_\_

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## **1.0 Name**

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

## **2.0 Objectives**

The objectives of the Corporation are:

- (a) to improve the health status of Aboriginal or/and Torres Strait Islander people through a holistic approach to client health and wellbeing;
- (b) to provide Aboriginal or/and Torres Strait Islander people access to culturally safe comprehensive primary health care;
- (c) to work in collaboration with key stakeholders to ensure that the Aboriginal and/or Torres Strait Islander people derive full benefit from service delivered;
- (d) to collect quality data and undertake evidence based research relating to the health and wellbeing of Aboriginal and/or Torres Strait Islander people; acting as custodians of the data ensuring its ethical and respectful use;
- (e) to advocate on behalf of Aboriginal or/and Torres Strait Islander people, bringing matters affecting their health and wellbeing before the public and to the attention of the appropriate authorities;
- (f) to effect change by increasing Aboriginal and/or Torres Strait Islander peoples' knowledge and understanding of optimal health across the lifespan;
- (g) to engage Aboriginal and/or Torres Strait Islander people in the design and delivery of programs and services; and
- (h) through ongoing professional development build the capacity of board, staff and volunteer workers to ensure the objectives of the Corporation are accomplished.

## **3.0 Membership of the Corporation**

### **3.1 Who is Eligible**

A Member must be:

- (a) at least 18 years old;
- (b) an Aboriginal and/or Torres Strait Islander person; and
- (c) currently residing in the NCACCH Service Region, having lived in this region for a period of at least six months.

### **3.2 How to Become a Member**

A person becomes a Member if:

- (a) the person applies in writing or on-line via the Corporation's membership application form;
- (b) the person is eligible for membership under rule 3.1;
- (c) the Directors accept the application by resolution at a meeting of the Board of Directors; and
- (d) the person's name and address are entered on the Members' Register.

### **3.3 Associate Members**

- (a) A person who is not Aboriginal and/or Torres Strait Islander may apply for membership as an Associate Member. Decisions on associate membership applications will be made by the Board of Directors.
- (b) An Associate Member must meet all other eligibility requirements under rule 3.1, except for identifying as Aboriginal and/or Torres Strait Islander.
- (c) An Associate Member has the same rights and responsibilities as a Member (including without limitation under rules 3.6 to 3.8 of this Rule Book), but is not:
  - (i) entitled to vote at meetings of the Corporation; or
  - (ii) entitled to stand for election as a Director.
- (d) A register will be kept for all Associate Members.
- (e) Associate Members' memberships shall cease in the same way as for a Member under this Rule Book.

### **3.4 Membership Application**

- (a) The Directors will consider applications on an ongoing basis and will ensure all applications for membership (both for Members and Associate Members), lodged prior to 30 June, are considered within a reasonable timeframe after they are received.
- (b) Approved applicant details will be recorded on the Members' Register or Associate Members' Register (as applicable) within 14 days of approval.
- (c) 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.
- (d) The Directors must not accept an application for Associate Membership if it would result in a breach of the Indigeneity requirement in the CATSI Act.
- (e) The membership roll (for Members and Associate Members) will close at 30 June each year and re-open for new and renewal memberships on the day following the Annual General Meeting.
- (f) A person does not become a Member or an Associate Member (as the case may be) until their name is entered on the Members' Register or Associate Members' Register (as applicable).

### **3.5 Membership Fees**

All Members and Associate Members of the Corporation are required to pay an annual membership fee of \$5.00. All membership fees must be paid on or before 30 June each year to retain membership for the following financial year.

### **3.6 Member Rights**

In addition to the rights in rules 3.6(c) to 3.6(j), a Member can:

- (a) vote at meetings of the Corporation; and
- (b) be elected and/or appointed as a Director (if the Member is eligible to be a Director – see rule 5.3).

A Member or Associate Member can:

- (c) attend and speak at meetings of the Corporation;
- (d) put forward resolutions at general meetings, including under rule 4.5;
- (e) ask the Directors to call a general meeting under rule 4.2;
- (f) look at the Members' Register or Associate Members' Register at no cost;
- (g) look at the minutes of general meetings and Annual General Meetings at no cost;
- (h) look at or receive a copy of the Rule Book at no cost;
- (i) raise a dispute and have a dispute dealt with using rule 12.0; and
- (j) view the books of the Corporation, if the Directors have authorised it, or if the Members have passed a resolution at a meeting which approves it.

### 3.7 Member Responsibilities

Each Member and Associate Member must:

- (a) follow the Corporation's rules;
- (b) notify the Corporation of any change of their address;
- (c) comply with the code of conduct adopted by the Corporation;
- (d) treat other Members and Associate Members and the Directors with respect and dignity; and
- (e) not behave in a way that significantly interferes with the operations of the Corporation or of meetings of the Corporation.

### 3.8 Liability of Members

The Members and Associate Members do not have to pay the Corporation's debts if the Corporation is wound up.

### 3.9 How to Stop Being a Member

A person stops being a Member or an Associate Member if:

- (a) the person resigns in writing;
- (b) the person passes away; or
- ~~(c) the person fails to pay the membership fee in accordance with rule 3.5 by 30 June in each year;~~
- ~~(d) the person's membership is cancelled in accordance with rules 3.10 or 3.11; or~~
- ~~(e)(c) the person ceases to reside in the NCACGH Service Area.~~

When a person stops being a Member or Associate Member, the Corporation must put their name, address and the date they stopped being a Member or Associate Member on the register of Former Members or register of Former Associate Members (as applicable).

### 3.10 Cancelling Membership

A person's membership (as a Member or Associate Member, as applicable) can be cancelled by Members passing a special resolution at a general meeting if:

- (a) the Member or Associate Member cannot be contacted for two (2) years;
- (b) the Member or Associate Member ~~does not comply with the member responsibilities under rule 3.7~~ misbehaves; or
- (c) the Member is not an Aboriginal and/or Torres Strait Islander person (for 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 person's name, address and the date they stopped being a Member or Associate Member on the register of Former Members or register of Former Associate Members (as applicable).

### 3.11 Directors' Limited Right to Cancel Membership

- (a) For grounds not covered under rule 3.10, a person's membership as a Member or Associate Member (as applicable) may be cancelled by the Directors passing a resolution at a Board meeting if the Member or Associate Member (as the case may be):
  - (i) ~~is not or stops being eligible for membership as set out in rule 3.1 or 3.3 (as applicable); or~~
  - ~~(ii) has not paid the membership fee as required under rule 3.5.~~
- (b) Before cancelling a person's membership under rule 3.11(a)(i), the Directors must take all reasonable steps to ensure the Member or Associate Member (as the case may be) is not or has stopped being eligible under rules 3.1 or 3.3.
- (c) To cancel a membership under this rule 3.11, the Directors must write to the Member or Associate Member (as the case may be) to advise them:
  - (i) their membership is going to be cancelled, including the reason/s why; and
  - (ii) that the Member or Associate Member (as applicable) then has 14 days to object in writing to the cancellation.

**If the Member or Associate Member does not object**, the Directors must cancel the membership by passing a resolution at a Board meeting and provide the Former Member or Former Associate Member a copy of the resolution.

**If the Member or Associate 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 The Register/s of Members and Former Members

The Register/s of Members and Former Members must contain:

- (a) the names and addresses of Members, Associate Members, former Members and former Associate Members;
- (b) the date when each such member was added to the register;
- (c) whether or not the member is an Aboriginal and/or Torres Strait Islander person;

- (d) for former members, the date when they stopped being a Member or Associate Member (as applicable); and
- (e) for each member, the date when the annual membership fee was 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 Members' Register and Associate Members' Register (which contain details of current members) must be made available at each 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:

- (a) checking the Members' Register and Associate Members' Register;
- (b) confirmation of the minutes of the previous general meeting/Annual General Meeting;
- (c) presenting reports: general, financial, Directors;
- (d) asking questions about how the Corporation is managed;
- (e) the election of Directors; and
- (f) choosing an auditor and agreeing on their fee.

##### **4.2 Calling General Meetings**

In this rule 4.2, 'members' refers to Members and Associate Members.

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:

| <b>Number of members in Corporation</b> | <b>Number of members required to request 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 per cent of members                                       |

The member/s request must:

- (a) be in writing;
- (b) state any resolutions to be proposed at the meeting;



- (c) be signed by the members making the request;
- (d) nominate a member to be the contact member on behalf of the members making the request; and
- (e) 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 chair of the Board, 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:

- (a) be in writing;
- (b) set out the reasons why they wish to deny holding the meeting; and
- (c) 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:

- (a) confirming the minutes of the previous general meeting; and
- (b) 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:

- (a) each Member and Associate Member individually by post to their address or by email;
- (b) the Directors;
- (c) the contact person or secretary; and
- (d) the auditor.

The notice must set out:

- (a) the place, date and time for the meeting;
- (b) the business of the meeting;
- (c) any special resolutions being proposed (exact wording must be provided);
- (d) any technology to be used in the meeting; and
- (e) 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:

- (a) sent by post is taken to be given three days after it is posted; and
- (b) sent by fax or email is taken to be given on the business day it is sent.

#### 4.5 Members' Resolutions

In this rule 4.5, 'members' refers to Members and Associate Members.

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               | = 10 per cent of 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 rule 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  |

Associate Members are not counted in the above quorum requirements.

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**

- (a) Each Member has one vote, both on a show of hands and a poll.
- (b) The chairperson has one vote (if he/she/they are a Member) plus a casting vote.
- (c) A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson of the meeting, whose decision is final.
- (d) A resolution is decided by majority, either by show of hands or a poll (if demanded under clause 4.9(g)) ~~or ballot.~~
- (e) The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

(f) The chairperson declares the results of the vote.

(f)(g) Either the chairperson or any Member entitled to vote on the resolution can demand a poll. 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.

#### **4.10 Proxies at General Meetings and AGMs**

- (a) Members can appoint another Member as their proxy to attend meetings and vote for them.
- (b) The Corporation must receive the proxy's appointment at least 48 hours before the meeting.
- (c) A Member can only appoint one proxy.
- (d) A person appointed by a Member as their proxy must be a Member.
- (e) 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 and dated by the Member.

#### **4.11 Other People at General Meetings and Annual General Meetings**

The chairperson of the meeting may allow any person (excluding an attorney) other than a 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**

- (a) 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 for doing so.

- (b) 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.
- (c) 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:

- (a) oversee the running of the Corporation on behalf of all Members and Associate Members;
- (b) make decisions about the affairs of the Corporation;
- (c) should be aware of what the Corporation and its employees are doing; and
- (d) 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 requires the Corporation to exercise 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:

- (a) be a Member (as per rule 3.1);
- (b) be at least 18 years of age;
- (c) usually reside in Australia;
- (d) be an Aboriginal and/or Torres Strait Islander person; and
- (e) have or obtain a Director Identification Number (Director ID) on appointment.

A person is not eligible to be a Director if:

- (a) they are an employee of the Corporation;
- (b) they have been disqualified from managing corporations; or
- (c) a family member of the person is currently appointed as Director.

### **5.4 How to Become a Director**

- (a) The Corporation can appoint a Director by the Members passing a resolution at an Annual General Meeting.
- (b) If there is a casual vacancy in the directorship, the other Directors can pass a resolution in a Board meeting if an interim Director is required to fill a vacancy (refer to rule 5.6).
- (c) Prior to being appointed as a Director, the person must give the Corporation their consent in writing to act as a Director.

- (d) 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**

- (a) For Directors appointed at an Annual General Meeting, there is a rotation system, so that a portion of the Directors must retire at each Annual General Meeting.
- (b) At each Annual General Meeting:
  - (i) any Director appointed to fill a casual vacancy or as an additional Director must retire; and
  - (ii) at least one-third of the remaining Directors must retire.
- (c) The Directors who must retire at each Annual General Meeting under rule 5.5(b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they otherwise agree on which Directors retire at the Annual General Meeting.
- (d) Other than a Director appointed under rule 5.6, a Director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- (e) Each Director must retire at least once every two years.
- (f) A Director who retires under rule 5.5(b) may nominate for election or re-election.
- (d) The Annual General Meeting minutes must record the term of each Director appointed.

### **5.6 How to Fill Casual Vacancies**

- (a) The Directors can appoint a person to fill a casual vacancy.
- (b) A casual vacancy is where a person stops being a Director before their term of appointment expires (refer to rule 5.7) and so the position of that Director is vacant.
- (c) The term of the appointment made to fill the casual vacancy is until the next Annual General Meeting.
- (d) 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.
- ~~(e) The Board of Directors may terminate the casual vacancy appointment at any time.~~

- ~~(f)~~(e) The Directors may fill a casual vacancy even if the number of Directors is reduced to less than the number required for a quorum.

### **5.7 How to Stop Being a Director**

A person stops being a Director if:

- (a) the Director passes away;
- (b) the Director resigns in writing;
- (c) the Director's term of appointment expires;

- (d) the Director is removed as a Director by the members or the other Directors (refer to rule 5.8);
- (e) the Director is disqualified from managing a corporation; or
- ~~(f) the Director ceases to be a Member; or~~
- ~~(g)(f) 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) 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 (alternatively, the Members and Associate Members can also request a meeting for the purpose of removing a Director (refer to rule 4.2)).
- (b) The Corporation must give the Director concerned a copy of the notice as soon as possible.
- (c) The Director can give the Corporation a written statement and speak at the meeting. The written statement must be given to all Members and Associate Members entitled to receive a notice of the meeting (refer to rule 4.4).

By the other Directors:

- (a) Directors can only remove another Director if the Director fails to attend three (3) or more consecutive Board meetings without a reasonable excuse.
- (b) Directors must give the Director concerned a notice in writing and they must give the Director 14 days to object in writing.
- (c) If the Director objects, they cannot remove the Director. The Director can only then be removed at a general meeting or Annual General Meeting by resolution of the Members.

### 5.9 Directors' and Officers' Duties

The duties are the:

- (a) duty of care and diligence;
- (b) duty of good faith and to act in the best interests of the Corporation;
- (c) duty to disclose a conflict of interest;
- (d) duty not to improperly use position or information; and
- (e) duty to not trade while insolvent.

### 5.10 Conflict of Interest

- (a) 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.

- (b) 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.
- (c) A Director who has a conflict of interest must not be present at the meeting while the matter in question is being discussed or vote on the matter, unless they have been granted approval by:
  - (i) the other Directors (that do not have a conflict of interest) passing a resolution that:
    - (A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Corporation; and
    - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or
  - (ii) the Registrar in writing.

### **5.11 Payments to Directors**

- (a) A Director cannot be paid a salary or sitting fees for their work as a Director.
- (b) Subject to rule 5.12, 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.
- (c) 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:

- (a) another Director;
- (b) a committee of Directors or sub-committees; or
- (c) the contact person and/or Executive Officer of the Corporation.

If a delegation is approved the:

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

## **6.0 Board Meetings**

### **6.1 Calling and Giving Notice of Board Meetings**

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

## **6.2 Quorum for Board Meetings**

- (a) A quorum is made up of ~~at least three (3)~~ a majority of the Directors.
- (b) A quorum must be present at all times during the Board meeting.

## **6.3 Chairing Board Meetings**

- (a) There must be an elected chair for each Board meeting.
- (b) 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.
- (c) 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 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**

- (a) Directors pass a resolution at a Board meeting by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) Each Director has one (1) vote.
- (c) The chair of a meeting has a casting vote (if required).
- (d) Directors can pass a resolution without a Board meeting if a majority of Directors entitled to vote on the resolution sign a statement stating they are in favour of the resolution set out in the document. A resolution passed under this rule is passed when the last Director signs.
- (e) Separate copies of a document under rule 6.5(d) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

## **7.0 Contact Person or Secretary**

- (a) The Directors must appoint a contact person/secretary.
- (b) The contact person/secretary must be at least 18 years of age.
- (c) 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:
  - (i) the Registrar's permission under section 279-30(7) of the CATSI Act, or
  - (ii) the leave of the court under section 279-35 of the CATSI Act.



- (d) Prior to appointment, the contact person/secretary must sign a consent to act as the contact person/secretary of the Corporation.
- (e) The Directors decide the contact person/secretary's pay, terms and conditions of employment and other matters in respect of the contact person/secretary's role.
- (f) The contact person/secretary must pass on any correspondence received on behalf of the Corporation to at least one of the Directors within 14 days.
- (g) The Corporation must send the Registrar the name and contact information for the contact person/secretary 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:

- (a) the Corporation must set out on it the Corporation's name and ICN.
- (b) the common seal must be kept by a person nominated by the Directors.
- (c) 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**

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

## **9.0 Records**

The Corporation must keep the:

- (a) minutes of meetings (in writing only);
- (b) rule book (constitution);
- (c) Register/s of Members and Former Members;
- (d) names and addresses of Directors, officers and the contact person/secretary; and
- (e) written financial records.

These records must be kept at the Corporation's 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:

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

The Corporation must follow these procedures:

- (a) the Corporation must give receipts for all money it receives;
- (b) all money of the Corporation must be deposited into a Corporation bank account;
- (c) all accounts must be approved for payment at a Board meeting or in accordance with valid delegations;
- (d) all cheques, withdrawals, EFT transactions and other banking documents must be signed by at least two (2) persons authorised by the Directors;
- (e) all payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment; and
- (f) the Corporation must keep adequate records of all cash withdrawals from the Corporation's bank accounts (ie 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 (7) years after the transactions covered by the records are completed.

#### **11.0 Application of Funds**

- (a) The Corporation is a not for profit corporation.
- (b) The Directors can use the money and property of the Corporation to carry out its objectives (refer to rule 2.0).
- (c) 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:
  - (i) a reasonable payment to a Member or Associate Member in their capacity as an employee or under a contract for goods and services provided; or
  - (ii) payment to a Member (or Associate Member) in carrying out the Corporation's objectives.

#### **12.0 Dispute Resolution**

- (a) If a dispute arises, the parties must first try to resolve it themselves on an informal basis.
- (b) If the dispute is not resolved within ten (10) business days, any party may give a dispute notice to the other parties.
- (c) The dispute notice must be in writing and must say what the dispute is about and provided to the Corporation.
- (d) The Directors must help the parties resolve the dispute within twenty (20) business days after the Corporation receives the notice.
- (e) 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

- (a) 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.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.
- (c) 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 member rights).

## 13.0 Changing the Rule Book (Constitution)

- (a) 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.
- (b) Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:
  - (i) rule book changes;
  - (ii) special resolution; and
  - (iii) minutes of the meeting,
- (c) The changes do not take effect until the new rule book is registered by the Registrar.

## 14.0 Gift Fund Rules

- (a) The Corporation shall operate and maintain for the main purposes of the Corporation (and in accordance with the requirements of the *Income Tax Assessment Act 1997*) a gift fund:
  - (i) to be named "The North Coast Aboriginal Corporation for Community Health Gift Fund";
  - (ii) which must receive gifts of money or property for the purposes (objectives) of the Corporation; and
  - (iii) which must have credited to it any money received by the Corporation because of those gifts.
- (b) The gift fund cannot receive any money or property other than that for the purposes (objectives) of the Corporation.
- (c) 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.
- (d) Receipts issued for gifts to the gift fund must state:
  - (i) the full name of the Corporation;
  - (ii) the Australian Business Number (ABN) and the Indigenous Corporation Number (ICN) for the Corporation (if applicable); and
  - (iii) the fact that the receipt is a gift.

- (e) As soon as:
  - (i) the gift fund is wound up, or
  - (ii) 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*.

## **15.0 Winding Up**

### **15.1 Surplus Assets of the Corporation**

Where:

- (a) the Corporation is wound up; and
- (b) 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, Associate Member or to any person to be held on trust for any Member or Associate 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.

## Definitions

|                                    |  |
|------------------------------------|--|
| <b>Annual General Meeting</b>      | An annual general meeting of the Members and Associate Members of the Corporation, held in accordance with this Rule Book  |
| <b>Associate Member</b>            | A person entered in the Associate Members' Register as an Associate Member of the Corporation in accordance with rule 3.3 and who has not ceased to be an Associate Member in accordance with this Rule Book                                 |
| <b>Associate Members' Register</b> | The register of Associate Members of the Corporation   |
| <b>Board</b>                       | All or some of the Directors of the Corporation, acting together as a board  |
| <b>Board meeting</b>               | A meeting of the Board of the Corporation  |
| <b>CATSI Act</b>                   | <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i>   |
| <b>Corporation</b>                 | The corporation referred to in rule 1.0  |
| <b>Directors</b>                   | The directors of the Corporation   |
| <b>Former Associate Member</b>     | A person who ceased being an Associate Member of the Corporation within the last 7 years   |
| <b>Former Member</b>               | A person who ceased being a Member of the Corporation within the last 7 years  |
| <b>Member</b>                      | A person entered in the Members' Register as a Member of the Corporation in accordance with rules 3.1 and 3.2 and who has not ceased to be a Member in accordance with this Rule Book, or, where the context requires, the proxy of a Member |
| <b>Members' Register</b>           | Register of Members of the Corporation   |
| <b>NCACCH Service Region</b>       | Sunshine Coast Regional Council and Gympie Region, or all other such locations that the directors may from time to time determine  |

**Registers of Members and Former Members**

The Register/s which record the Members, Associate Members, Former Members and Former Associate Members of the Corporation

**Registrar**

Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the CATSI Act

**Rule Book**

The rule book (constitution) of the Corporation (this document)

MARK-UP