

THE RULE BOOK

North Australian Aboriginal Family Legal Service - Aboriginal Corporation

ICN: 4641

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

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1. NAME

The name of the corporation is **North Australian Aboriginal Family Legal Service - Aboriginal Corporation**.

2. OBJECTIVES

The corporation has been established to provide relief to the distress caused to Aboriginal and/or Torres Strait Islander people who are victims of family violence.

The objectives of the corporation are to:

- (a) provide holistic support to families that are victims of family violence
- (b) provide legal assistance in family matters to women, men and children in specified communities
- (c) reduce the incidence of violence and abuse in communities through community legal, education, early intervention and prevention and advocacy
- (d) increase the recognition of the problem of violence and abuse in communities through community legal education, early intervention and prevention and advocacy
- (e) facilitate long-term solutions to violence and abuse in communities through community education.
- (f) to operate and maintain a gift fund to be known as 'The North Australian Aboriginal Family Legal Service - Aboriginal Corporation Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.

The corporation will seek to advance these objectives by:

- (a) upholding and respecting the individuality of clients and building relationships with them that are based on an honest and information sharing approach
- (b) ensuring that all services reflect the needs of women, men and children in the delivery of Family Violence Prevention Programs
- (c) addressing the causal effects of family violence and the extreme disadvantage of Aboriginal and Torres Strait Islander people
- (d) working towards the elimination of family violence and the extreme disadvantage of Aboriginal and Torres Strait Islander people
- (e) promoting awareness, understanding and acknowledgment of the issues of family violence
- (f) providing legal advice, representation, referral and other related support services to Aboriginal and Torres Strait Islander victims of family violence
- (g) working cooperatively with all of the corporation's stakeholders
- (h) coordinating with, seeking to improve the accessibility of, and increasing the effectiveness of, other legal and related support services working to assist Aboriginal and Torres Strait Islander victims of family violence
- (i) liaising and coordinating with key agencies, including State and Commonwealth agencies, to ensure the availability of culturally appropriate service provision to Aboriginal and Torres Strait Islander victims of family violence

- (j) conducting training courses for employed, retained and voluntary staff of the corporation to enable them to assist in carrying out the objectives of the corporation
- (k) promoting the acquisition, by Aboriginal and Torres Strait Islander peoples, of recognised qualifications as will enable them to practice in professions related to the activities of the corporation
- (l) promoting and undertaking community education and awareness initiatives, and relevant research.

3. GUIDING PRINCIPLES

3.1 Family Violence Prevention Legal Service Operational Framework

The corporation will, in all its dealings, strive to adhere to the guiding principles of the Family Violence Prevention Legal Service Operational Framework, being:

- (i) to assist Aboriginal and Torres Strait Islander Peoples who are victims and survivors of family violence or sexual assault;
- (ii) to make its services accessible and appropriate for all victims and survivors of family violence or sexual assault, regardless of gender or age; and
- (iii) to be mindful of the principles that underpin the Family Violence Prevention Legal Service, which include, but are not limited to, acknowledging that:
 - all individuals have the right to be free from violence;
 - family violence is unacceptable;
 - the community has a responsibility to work towards the prevention of family violence; and
 - community engagement and education is a key element in family violence prevention.

3.2 Working together

The members and directors of the corporation will work together in a transparent, courteous and respectful way to ensure the staff of the corporation are given every opportunity to deliver the highest possible standards of service for the corporation's clients.

The members and directors will commit to work together in an open and transparent way to ensure that the corporation is governed in accordance with the requirements of the CATSI Act, other applicable Commonwealth and State laws and these rules.

4. POWERS OF THE CORPORATION

Subject to the CATSI Act and these rules, the corporation has the power to do anything lawful to carry out the objectives, except that:

- the corporation cannot charge application fees for membership or annual membership fees.
- the directors of the corporation shall not in any way dispose of, charge, mortgage, pledge, encumber or otherwise deal with an asset of the corporation which consists of or includes land without first obtaining approval of the members by way of a special resolution of members at a properly convened general meeting of the corporation.

A director or directors of the corporation do not have the power to make decisions on any matter on behalf of the corporation unless the decisions are made by proper resolutions passed by directors (see rule 7.21) or they have been delegated to do so (see rule 7.16).

5. MEMBERS

5.1 *Who is eligible?*

A person may apply for membership if the person:

- is at least 18 years of age; and
- is an Aboriginal and Torres Strait Islander person; and
- has not been convicted of an offence in the last five years that involved an act of family violence; and
- resides normally and permanently in one of the communities in the following wards:

DARWIN WARD

- Darwin
- Groote Eylandt (includes Angurugu, Alyangula and Umbakumba communities)
- Jabiru
- Kunbarllanjnja
- Galiwinku
- Milikapati
- Nhulunbuy (includes Yirrakala, Ski Beach, and Wallaby Beach communities)
- Nguiu
- Pirlangimpi
- Wadeye

KATHERINE WARD

- Katherine
- Barunga
- Beswick
- Borroloola
- Eva Valley
- Kalkarindji
- Gilkminggan
- Maronboy
- Minyerri
- Ngkurr
- Timber Creek
- Urapunga

- or any other Aboriginal communities in which the organisation is funded to provide services

5.2 *How to become a member*

To become a member a person must:

- be eligible to apply under rule 5.1
- submit a written application for membership form to the corporation (copy at schedule 1)
- have their application for membership approved by resolution at a directors meeting
- have their name, address and date they became a member put on the register of members.

The directors must consider all applications for membership in the order that they are received and within a reasonable period after they are received by the corporation.

The directors may, at any time, also request an applicant to provide a police clearance certificate (in a form acceptable to the directors) for the purposes of:

- determining whether the applicant satisfies membership eligibility criteria
- generally deciding whether the directors will accept the application.

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

5.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings
- be made a director
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- look at the following books and records of the corporation - the register of members, the minutes of general meetings and the audited financial statements
- look at other book and records of the corporation that are not subject to any privacy or confidentiality laws if the directors or the members have passed a resolution allowing them to do this.

The members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.

5.4 *Members' responsibilities*

A member must:

- follow the corporation rules
- let the corporation know if they change their address
- treat other members with courtesy and respect.
- not interfere with the operations of the corporation or of corporation meetings.

5.5 *Liability of members*

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

5.6 *How to stop being a member*

A person stops being a member if:

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

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

5.7 *Cancelling membership*

If a member:

- can't be contacted for two years; or
- misbehaves (i.e. the member behaves in a manner that significantly interfered with the operation of the corporation or the conduct of the corporation meetings); or
- is convicted of an offence that involved an act of family violence; or
- is not an Aboriginal or Torres Strait Islander person

their membership can only be cancelled by **special resolution** at a **general meeting**.

The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

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

The directors may, at any time, request that a member provide a police clearance certificate (in a form acceptable to the directors), which the directors may rely on to determine whether the member is not, or has ceased to be, eligible for membership.

5.8 *The register of members and former members*

The register must contain:

- the names and addresses of the members and the former members
- the date when the names were put on the register
- for former members, the date when they stopped being a member.

The register must be kept at the corporation's document access address or registered office.

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

6. MEETINGS

6.1 AGM timing

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

6.2 AGM business

The business of an AGM is set out below:

- confirmation of the minutes of the previous general meeting
- presentation of directors' report, general reports and financial reports
- appointment of directors - in accordance with rule 7.5
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- allowing time for questions about how the corporation is managed.

6.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

Number of members in corporation	Number of members needed to ask for a general meeting
2–10 members	= 1 member
11–20 members	= 3 members
21–50 members	= 5 members
51 members or more	= 10 per cent of members

6.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

6.5 Notice for general meetings

At least 21 days notice must be given for all AGMs and other general meetings.

The notices must be given to members, directors, officers, the contact person and the auditor (if the corporation has an auditor).

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is; and
- if the meeting is to be held in more than one place, the notice must specify the places and what technology will be used.

The notice can be given to all members in two or more of the following ways:

- personally (or in a manner that which accords with Aboriginal custom)

- sent by post to the members address
- sent by fax or by email
- by placing an advertisement in a newspaper that is published throughout the Northern Territory.

A notice of general meeting:

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

6.6 *Members' resolutions*

Members can propose a resolution by giving notice of it to the corporation.

Number of members in corporation	Number of members needed to propose a resolution
2–10 members	= 1 member
11–20 members	= 3 members
21–50 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 people entitled to it (rule 6.5).

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

6.7 *Quorum at general meetings*

The quorum for a general meeting of members is dependent on the number of members that the corporation has from time to time. This is set out in the following table:

Number of members in corporation	Number of members to make a quorum
30 or less members	= 2 members
31 to 90 members	= 5 members
91 members or more	= the greater of 10 members or 10% of the total membership

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. If there is still no quorum, the meeting is cancelled.

6.8 *Chairing general meetings*

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

6.9 *Using technology*

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

6.10 Voting

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 general meeting may only be made at the meeting, and must be determined by the chairperson, 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 by placing voting cards in labelled ballot boxes).

The chairperson tells the meeting whether they have received any proxy votes and what they are.

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

6.11 Demanding a poll

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

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

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

6.12 Proxies

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

Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

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.

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

A member must not be a proxy for more than three members.

<p>Note: an appointment of proxy form template that may be used to appoint a proxy is attached at Schedule 2 of this Rule Book</p>

7. DIRECTORS

The directors (excluding professional directors) appointed at the end of the special administration on 29 June 2012 shall hold office until the AGM for the year ended 30 June 2013 is held and thereafter the provisions of this rule shall apply.

7.1 Number of directors

The minimum number is three directors (including any professional directors),

The maximum number is seven (including any professional directors).

The members shall decide on the number of directors prior to each election for directors

7.2 Eligibility requirements for member directors

A person is eligible to be appointed as a member director if they:

- are at least 18 years old
- are a member of the corporation (unless they are appointed under rule 7.8 as a professional director)
- are an Aboriginal or Torres Strait Islander person (unless they are appointed under rule 7.8 as a professional director).
- have demonstrated have knowledge and experience of family violence issues.

A person is **not** eligible to be appointed as a member director if they:

- are disqualified from managing corporations; or
- are a director of any other legal service that represents alleged perpetrators in family violence matters; or
- have been convicted of a criminal offence in the last five years; or
- are an employee of the corporation; or
- have been an employee of the corporation within the previous 12 months; or
- are a person who was a member director of the corporation up to one year prior to the appointment of the special administrator on 5 March 2012. The period of non-eligibility is two (2) years after the appointment of the special administrator is terminated.

Not more than one (1) person from each *immediate family* is eligible to be appointed or hold office as a member director at any one time.

A member of the *immediate family* of an employee of the corporation is not eligible to be appointed or hold office as a member director.

No two individuals that are living in the same community, or that have an association with the same community may be appointed as a member director unless the members of the corporation decide otherwise, by resolution at a general meeting or a ward meeting.

7.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people
- usually reside in Australia
- be members of the corporation

7.4 Composition of the board of directors

The board of directors will be made up as follows:

- up to four member directors plus
- up to three professional directors appointed under rule 7.8

When appointing member directors, the members should use their best endeavours to ensure that the composition of the directors is such that both the Darwin ward and the Katherine ward are equally represented.

7.5 How to become a member director

The corporation can appoint a member director in the following ways:

- by resolution passed at a general meeting, or
- the member directors for Darwin and Katherine wards can be appointed by a resolution passed at a ward meeting of the members of the corporation affiliated with each ward.

The ward meetings are to be held before the end of October each year.

The ward meeting will be called by the incumbent directors from each ward and they must give at least 7 days notice to the ward members for the ward meeting.

A person must give the corporation their consent in writing to act as a member director before being appointed as a member director.

The corporation must send the Registrar the director's personal details within 28 days after they are appointed.

Note: A *Notification of a change to corporation officers' details* form to register the changes can be obtained from the ORIC website or the changes can be made via online lodgement – www.oric.gov.au

Note: A consent form template that may be used for a director to give consent is at Schedule 3 of this rule book

Note: The professional directors are appointed by resolution passed at a directors meeting

7.6 Directors' terms of appointment

The member directors of the corporation are appointed for a term of two years

The member directors are eligible to be re-appointed.

The terms of office for any professional directors shall be as provided for in rule 7.8.

7.7 Alternate directors

With the other directors' approval, a director (**the appointing director**) may appoint an alternate director to exercise some or all of the appointing 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.

The appointment or termination of an alternate director must be made in writing and a copy must be given to the corporation.

7.8 How to become a professional director

The member directors may appoint a maximum of three professional directors (by resolution passed at a directors' meeting). The member directors must appoint a minimum of one professional director.

A professional director must be selected for their independence and skills in financial management, corporate governance, or the delivery of the services provided by the corporation.

To be eligible for appointment as a professional director a person must:

- be at least 18 years of age
- usually reside in Australia
- hold professional qualifications in accounting, finance, law, allied health or corporate governance
- have demonstrated experience as a director
- possess the ability to mentor and build capacity in other elected directors
- have cultural sensitivity and the desire to work with and for Indigenous people

A person does not need to be a member, or be eligible to be a member of the corporation to be a professional director.

Membership of the Australian Institute of Company Directors (AICD) is preferred.

A person must give the corporation their written consent to act as a professional director of the corporation before being appointed as a professional director.

Each professional director is appointed for the term specified by the directors in their appointment. A professional director cannot be appointed for a term of more than two years, but they can be reappointed.

7.9 How to fill vacancies

The member directors can fill director vacancies taking into account the eligibility requirements for directors (rule 7.2) and the composition of the board of directors (rule 7.4).

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

The directors can only appoint someone to make up a quorum when the number of appointed members directors is less than two or when the number of appointed professional directors is less than one.

7.10 How to stop being a director

A person stops being a director if:

- the person dies, or
- the person resigns in writing as a director, or
- the term of the person's appointment as a director expires, or
- the person is removed as a director by the members or the other directors (in accordance with rule 7.11) or
- the person is disqualified from managing a corporation.

The corporation must notify the Registrar of the director's details within 28 days after they stop being a director.

Note: A *Notification of a change to corporation officers' details* form to register the changes can be obtained from the ORIC website or the changes can be made via online lodgement – www.oric.gov.au

7.11 How to remove a director

The members may remove a director (including professional directors) at any time by passing a resolution at a general meeting provided that:

- a notice for a resolution to remove a director is given to the corporation at least 21 days before the next general meeting (or AGM), the notice must set out in detail all of the reasons why the resolution is being proposed
- the corporation has given the director concerned a copy of the notice as soon as possible.
- the director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (rule 6.5).

The directors can only remove other directors (including professional directors) in the following way:

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

7.12 Directors' and officers' duties

The duties are:

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

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

7.13 Conflict of interest (material personal interest)

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

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 material personal interest must not:

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

unless allowed to do so under the CATSI Act.

7.14 Payment

A director can be paid a salary or sitting fees as their work as a director. Directors salary or sitting fees will be determined at a general meeting.

The directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in rules 7.13 and 7.15).

The corporation may reimburse the directors' travel and other expenses to attend corporation meetings or to attend to other corporation business.

7.15 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as 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.

7.16 Delegation

A director or directors of the corporation do not have the power to make decisions on any matter on behalf of the corporation unless the decisions are made by proper resolutions passed by directors (see rule 7.21).

However, the directors can pass a resolution to delegate any of their powers to:

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

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

7.17 Directors' meetings

The directors must hold a directors' meeting at least once every three months.

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

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

7.18 Quorum for directors' meetings

The quorum for a directors' meeting shall be a majority of directors.

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

7.19 Chairing directors' meetings

The directors can elect a director to chair their meetings.

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

7.20 Using technology

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

7.21 Resolutions at directors' meetings

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

The chairperson has a vote, plus a casting vote.

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

7.22 Reporting for directors' meetings

The CEO must provide the following reports to each director at least one week before each directors' meeting:

- up-to-date financial reports that include, but need not be limited to:
 - a balance sheet
 - a profit and loss statement
 - list of creditors
 - list of debtors
 - confirmation that the bank accounts have been reconciled to the general ledger.
- a report on the activities from each office that includes, but is not limited to:
 - an activity statement that includes, but is not limited to (the number of clients serviced, the type of services provided, comments about the outcomes of the services provided)
 - staff movements (i.e. any changes, leave, unscheduled absences, performance)
 - a copy of any reports prepared for the Attorney-General's Department.

The directors may also arrange for one of the staff from each of the offices to attend each directors' meeting (on a rotational basis - in person or by telephone) to present a brief report to the directors on matters pertaining to their region.

8. CONTACT PERSON OR SECRETARY

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

The directors appoint a contact person or secretary.

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

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

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

The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers' details* form)

Note: "small" and "medium" corporations have a contact person, "large" corporations have a secretary

9. RECORDS

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

These records must be kept at the corporation's document access address or registered office.

Note: "small" and "medium" corporations have a document access address, "large" corporations have a registered office.

10. FINANCES

The corporation must follow these procedures.

- all money of the corporation must be deposited into a corporation bank account.
- the corporation must give receipts for all money it receives.
- all payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- all accounts must be approved for payment at a directors' meeting or in accordance with delegations approved by the directors.
- all cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors or in accordance with delegations approved by the directors.

11. APPLICATION OF FUNDS

Directors can use the money and property of the corporation to carry out its business. They cannot give the money and property to members of the corporation.

Note: This rule does not stop the corporation from making reasonable payment to:

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

12. DISPUTE RESOLUTION

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

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

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

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

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

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

13. CHANGING THE RULE BOOK

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

Within 28 days after the resolution is passed, the corporation must send the Registrar a completed *Request to change corporation rule book form* together with 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.

Note: A *Request to change corporation rule book form* to register the changes can be obtained from the ORIC website or the changes can be made via online lodgement – www.oric.gov.au

14. THE NORTH AUSTRALIAN ABORIGINAL FAMILY LEGAL SERVICE - ABORIGINAL CORPORATION GIFT FUND

- 14.1 The corporation shall maintain for the main purpose of the corporation a gift fund:
- (a) to be named ‘The North Australian Aboriginal Family Legal Service - Aboriginal Corporation Gift Fund’
 - (b) which must receive gifts of money or property for the purposes of the objectives of the corporation
 - (c) which must have credited to it any money received by the corporation because of those gifts.
- 14.2 The gift fund cannot receive any money or property other than that stated at 14.1(b).
- 14.3 The corporation shall use gifts made to the gift fund and any money received because of them **only** for the principal purpose of the corporation.
- 14.4 Receipts issued for gifts to the gift fund must state:
- (a) the full name of the corporation
 - (b) the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation
 - (c) the fact that the receipt is for a gift.
- 14.5 As soon as:
- (a) the gift fund is wound up, or
 - (b) 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. WINDING UP

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

Subject to the rule below in relation to the distribution of surplus assets, where the corporation is wound up, or being dissolved, the amount that remains after dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for profit or gain of its individual members.

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

Dictionary

"**Aboriginal person**" means a person of the Aboriginal race of Australia.

"**Annual general meeting or AGM**" means a general meeting held under rule 4.

"**Applicant**" means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 5.2.

"**Application for membership form**" means the form included in Schedule 1 of these rules

"**Books and records**" include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

"**Business day**" means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

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

"**Contact person**" means a person elected or appointed according to rule 8.

"**corporation**" means the corporation referred to at rule 1.

"**Director**" means a person who holds office as a member director or a professional director of the corporation according to rule 7.

"**Directors' meeting**" refers to meetings of the board of directors held according to rule 7.18.

"**Dispute**" has the meaning given in rule 12.

"**Dispute resolution process**" means the process set out in rule 12.

"**General meeting**" refers to both general meetings and annual general meetings of the members of the corporation called and held according to rule 6.

Immediate family means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother, step brother, step sister or step-children.

"**Indigenous Corporation Number or ICN**" means that number given by the Registrar to the corporation on registration.

"**Member**" means a person whose name appears on the Register of members.

"**Minutes**" means the record of proceedings and resolutions passed at general meetings and/or directors' meetings

"**Objectives**" means the objectives set out in rule 2.

"**Officer**" is a director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the corporation or a person who makes decisions that affect a substantial part of the business of the corporation; or could significantly affect the corporation's financial standing.

"**Poll**" means voting at a general meeting by the members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

"**Ward**" means the area referred in rules at 5.1

"**Register of members**" means the register of members kept according to rule 5.8.

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

"**Related party benefit**" is the giving of a financial benefit to a person or group with a close relationship to the corporation. Related parties include directors, their immediate family members or corporations/entities they control.

"**Resolution**" means a resolution that has been passed by a majority of the persons (i.e. members or directors) entitled to vote on the resolution.

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

"**Surplus assets**" has the meaning given in rule 16.

Schedule 2—Appointment of proxy form

NORTH AUSTRALIAN ABORIGINAL FAMILY LEGAL SERVICE - ABORIGINAL CORPORATION

Appointment of proxy

I, _____ (full name of member)

Of _____ (address of member)

am a member of **North Australian Aboriginal Family Legal Service Aboriginal Corporation** (name of Aboriginal and Torres Strait Islander corporation)

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

_____ (date of meeting)

and at any adjournment of that meeting.

Signature of member _____

Date _____

NOTE: A proxy vote may be given to a member of the corporation or another person.

Schedule 3 - Consent to act as a director form

CONSENT TO BECOME A DIRECTOR

I, _____ (full name of person)

of _____ (address of person)

give consent to become a director of **North Australian Aboriginal Family Legal Service - Aboriginal Corporation** as nominated at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) held on:

_____ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* 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 the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

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.