



THE RULE BOOK of Winnam Aboriginal and Torres Strait Islander Corporation (ICN 1065)

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

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Interpretations

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| (1) Bay area | as mentioned in Rule 3.1 (c) and throughout these rules means the Wynnum and Bay region of Brisbane as defined by the Directors from time to time or as determined by members at a General meeting. |
| (2) Employee | as mentioned in 3.1 and through these rules refers to any individual who has received a regular remuneration for any services, project, program or activity provided be it contractual, casual, part time or permanent. This rule does not apply to any volunteer who is rewarded or remunerated for out of pocket expenses. |
| (3) Falsified declaration | as mentioned in Schedule (1) means any falsification of an individual's declaration of membership eligibility be it intentional or not shall automatically render the members application invalid and the person's name shall be suspended under investigation and removed from the Corporation's register if so proven |
| (4) Misbehaves | as mentioned in rule 3.8 and throughout these rules means any 'Major to Sever' breach of the Corporations Codes (such as but not limited to Codes of Behaviour, Abuse, Harassment, Physical or Sexual Assault, Child Protection, Social Media, Drugs or Alcohol Abuse, breaches of Confidentiality). The level of misbehaviour shall be determined under the Breach, Sanction and Suspension Policy and any determination of misbehaviour shall be investigated under the Corporations Discipline Action, Suspension and Dismissal policy and procedures. |
| (5) Nominated Membership Fee | as mentioned in rule 3.1 means a fee determined by members that is never less than \$4's in value. |
| (6) Reasonable period | as mentioned in rule 3.2 refers to the time needed to receive, process, prepare and present the documentation at a meeting of directors – some applications though may take longer to process if investigation is required to support the information provided. If the application is to require more than what would be deemed to be a reasonable time the directors will be required to contact the applicant to determine how the matter should be addressed |
| (7) "mental incapacity" | as mentioned in rule 5.3 means the person has been diagnosed with medical condition or disability which affects thinking, reasoning and/or memory or individuals capacity to make informed decisions. eg but not limited to: intellectual disability, brain damage, dementia, stroke or one who suffers mental health issues (eg a psychotic illness) or affects their ability to communicate the decision to others. |
| (8) General Manager | as mentioned throughout these rules refers to the most senior paid manager of the corporation such as but not limited to GM, CEO as defined from time to time by the Corporation staffing structure and or employment agreements. |

1. Name

The name of the Corporation is: **Winnam Aboriginal and Torres Strait Islander Corporation.**

2. Objectives

The Corporation aims to:

- (1) to address the disadvantages experienced by Aboriginal people in the Bay area acknowledging the strengths and resilience of Aboriginal people to realise their potential.
- (2) to provide and assist Aboriginal and or Torres Strait Islander people in obtaining accommodation, housing with support;
- (3) to provide and administer hostel and aged care accommodation that meets the needs of Aboriginal and or Torres Strait Islander people;
- (4) to provide opportunities for Aboriginal and or Torres Strait Islander people in employment and economic participation;
- (5) to provide opportunities for training and development activities for Aboriginal and or Torres Strait Islander people to assist them in employment and economic participation;
- (6) to contribute to and support Aboriginal and or Torres Strait Islander people to improve health through physical activity, sport and recreation and fitness opportunities in the Bay area
- (7) to do such other things that promote the social, cultural and spiritual well-being of Aboriginal and or Torres Strait Islander people and the wider community;
- (8) to establish and maintain a fund upon which the Association may draw for the purpose of these objectives.
- (9) to operate and maintain a gift fund to be known as 'The Winnam Aboriginal and Torres Strait Islander Corporation' Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.

3. Members

3.1 Who is eligible?

Members must be:

- (a) at least 18 years of age at the time of becoming a member
- (b) an Aboriginal and or Torres Strait Islander person.
- (c) resident of the Bay area (see (1) Interpretations) who is not employed by the Corporation (see (2) Interpretations). The number of members in this class shall be unlimited.
- (d) financial and have pay the nominated membership fee determined by a Members resolution at the AGM (see (4) interpretation) in accordance with rule 3.5.

Failure to pay a membership fee may result in membership being cancelled or a member's entitlements see rule 3.9

3.2 How to become a new member

A person applies in writing under Schedule (1) and or (2).

- (a) A person needs to be eligible and financial as described under rule 3.1.
- (b) The directors accept the application by resolution at a directors' meeting.
- (c) The directors must consider all applications for membership within a reasonable period (see (6) Interpretations) after they are received.
- (d) The person's name, address, financial status and date they became a member is put on the register of members.
- (e) The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.
- (f) A person does not become a member until their name is entered on the Corporation's register for the given year. This must be done within 14 days after the directors accept the membership application. However, the Corporation must not enter a person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:
 - (i) a person applies for membership after a notice has been given for a general meeting or AGM, and
 - (ii) the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is under Schedule 1 Schedule 2— Annual Application for Renewal of membership form or Schedule 2 - Application for Renewal of membership form of this rule book.

3.3 Members' rights

A Member can:

- (a) attend, speak and vote at general meetings—see rule 3.2, 3.5
- (b) be made a director (if the member is eligible to be a director—see rule 5.3 on eligibility of directors)
- (c) put forward resolutions at general meetings, including under rule 4.6
- (d) ask the directors to call a general meeting under rule 4.3
- (e) look at the members' register free of charge
- (f) look at the minutes of general meetings and AGMs free of charge
- (g) look at the rule book or get a copy (free of charge)
- (h) raise a dispute and have a dispute dealt with using rule 11
- (i) look at the books of the Corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

3.4 Members' responsibilities

A member must:

- (a) comply with the Act and these rules
- (b) to pay any required application fee or annual fee
- (c) let the Corporation know if they change their address within 28 days
- (d) to comply with any code of conduct adopted by the Corporation
- (e) treat other members, directors, employee, volunteers and supporters with respect and dignity.
- (f) not behave in a way that significantly interfere with the operations of the Corporation or of Corporation meetings

Members should also attend general meetings (including AGMs) or give their apologies.

3.5 Membership fee

- (a) The Corporation can establish an application fee and an annual membership fee for members, to be determined at a general meeting of the members
- (b) Membership shall be renewed annually by payment of the membership fee before 30 June preceding that year.

3.6 Liability of members

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

3.7 How to stop being a member

A person stops being a member if:

- they resign in writing
- they pass away
- they are not an Aboriginal and or Torres Strait Person
- they become an employee of the Corporation (see (2) Interpretations)
- they no longer live in the Bay area (see (1) Interpretations)
- their membership is cancelled in accordance with rule 3.8 or 3.9.

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

3.8 Cancelling membership

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

- can't be contacted for two years
- misbehaves (see (3) Interpretations)
- is not an Aboriginal and or Torres Strait Islander person
- is no longer residing in the Bay Area (see (1) Interpretations)
- Is no longer financial

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

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

3.9 Directors' limited right to cancel membership

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

To do this, the directors must:

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

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

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

3.10 The register/s of members and former members

The register/s must contain:

- the names and addresses of members and former members
- for directors the number of years they have resided in accordance with the eligibility criteria to be a director who is a member
- the date when each person's name was added to the register
- if a person is not an Aboriginal or Torres Strait Islander person
- if the person is over 18 years of age
- the date and dollar (\$) amount paid and receipted
- for former members, the date when they stopped being a member.

A register of members must be kept separate to the former member's register and these register/s of members and former members must be kept at the Corporation's registered office.

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

4. General meetings and AGMs (members' meetings)

4.1 AGM timing

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

4.2 AGM business

AGM business includes:

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

4.3 Calling general meetings

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

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

| Number of members in Corporation | Number of members required to request a general meeting |
|---|--|
| 2 to 10 members | = 1 member |
| 11 to 20 members | = 3 members |
| 21 to 50 members | = 5 members |
| 51 members or more | = 10 per cent of members |

The members' request must:

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

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

Directors agree to the request

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

Directors apply to the Registrar to deny the request

If the directors resolve that:

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

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

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

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

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

4.4 General meeting business

General meetings business includes:

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

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given.

Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- the auditor.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting

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

A notice of meeting:

- if sent by post is taken to be given three days after it is posted

- if sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- If posted on social media or the Corporation’s website, is taken to be given on the day it has been posted

Failure to Give Notice will not affect the validity of a General Meeting or any proceedings at a general meeting because:

- the notice of general meeting has accidentally not been sent or
- a person has not received the notice

4.6 Members’ resolutions

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

| Number of members in Corporation | Number of members required to propose a resolution |
|---|---|
| 2 to 10 members | = 1 member |
| 11 to 20 members | = 3 members |
| 21 to 50 members | = 5 members |
| 51 members or more | = 10 per cent of members |

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

The Corporation must give notice of the resolution to all members in the same way as rule 4.5.

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

The Corporation does not have to give notice of a Resolution if it is defamatory.

4.7 Quorum at general meetings and AGMs

| Number of members in Corporation | Number of members to make a quorum |
|---|---|
| 2 to 30 members | = 2 members |
| 31 to 90 members | = 5 members |
| 91 members or more | = 10 members |

The quorum must be present during the whole meeting. If there 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.

How to count the quorum

To work out if there is a quorum count each member present at the meeting and any member who has entered the meeting via the use of technology if the use of technology has been offered under the Notice of Meeting (see rule 4.9)

4.8 Chairing general meetings and AGMs

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

Note: A Person appointed by the directors or the members to chair the general and AGM does not have to be a member of the Corporation and if they are not a member then they shall not be entitled to vote.

4.9 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used **must be set out in the notice of meeting** and not taken.

4.10 Voting at general meetings and AGMs

A member who is eligible to vote (3.1, 3.5) on the register of members is entitled to cast one (1) vote and said entitled member shall be entitled to take part and vote in a General Meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen (if technology has been included in notice of meeting) under these rules, therefore there will be no proxy voting (see rule 4.12) or any casting votes allowed.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11.

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

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

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

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

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

4.12 Proxies at general meetings and AGMs

Proxies may not be appointed to attend or vote for members at general meetings or AGM

4.13 Other people at general meetings and AGMs

Irrespective of a person's interest in the Corporation general meetings and AGM are not meeting that can be open to the community - they are meetings defined by law for our members to conduct business on behalf of the Corporation and as such the following rules shall be applied:

- (a) Observers, non-members, employees (other than the General Manager (as described in (8) Interpretation who is required to attend if available), tenants, program or service participants who are not members shall not be able to attend general meetings and AGMs of the Corporation; though
- (b) The Directors by resolution at a meeting of directors may invite specific individuals as an invited guest such as but not limited to a representative of ORIC, independent chairperson, Auditor or local member or presenters.
- (c) The auditor is entitled to attend any general meeting of the Corporation. However, the cost of the auditor attending the meeting will only be met by the Corporation if the Corporation has requested this attendance.
- (d) The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity. This applies even if the auditor retires at that meeting or that meeting passes a resolution to remove the auditor from office.
- (e) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting
- (f) A representative of the directors will present the list of invitees to the members at the start of proceedings or when they so deem to be appropriate.
- (g) An invited guest may not propose or vote or speak unless the guest has been invited under the notice of meeting to do so. (the individual may only then speak to the matters relevant to their attendance or role)
- (h) A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend, speak or vote for the member at general meetings and or AGMs of the Corporation

4.14 Postponing a general meeting or AGM

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

- the death of a community person or
- major community event that will impede member's attendance
- a natural disaster

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

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

4.15 Minutes of Meetings

- (a) The Corporation must keep minute books in which it records within one month:
 - (i) proceedings and resolutions of general meetings
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
 - (iii) resolutions passed by members without a meeting
 - (iv) resolutions passed by directors without a meeting.
- (b) The minutes of the meeting may be kept:
 - (i) in writing, or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that, on the recording, each person attending the meeting states their name.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the Corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,declare the contents of the recording and signs the cover sheet as a record of those minutes within a reasonable time after the first meeting.
- (f) The declaration under rule (e) must:
 - (i) identify the audio, or audio-visual, recording
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minute books at its document access address.
- (i) A minute that is recorded and signed in accordance with this rule 7.2 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

5. 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, and should always be aware of what the Corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the Corporation.

The 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 Number of directors

The Corporation must have at least five (5) directors and no more than nine (9) and least five (5) of this number must be members and a maximum of three (3) maybe independent or specialist non-member directors (see Rule 5.7) and if the General Manager of the Corporation (as described in (8) Interpretations) is appointed by the directors as an independent Director, they shall be non-voting.

The number of independent or specialist non-member directors must not exceed or equal the number of member directors at any given time see rule 5.4.

5.3 Eligibility of directors

A director (other than a director appointed under rule 5.7) must be:

- (a) at least 18 years' old
- (b) a member who is fully compliant and financial
- (c) an Aboriginal and or Torres Strait Islander person.
- (d) a person who has been permanently residing in the Bay area (see (1) Interpretations) for a period of 2 years immediately prior to the AGM at which they seek election, or
- (e) a person who is residing in the Bay area and who has resided in the Bay area for a period of at least 5 years at any time prior to the AGM at which they seek election.

If the individual is a tenant of the Corporation, the person is eligible only if their appointment would not result in more than one (1) director being tenants or

If the individual is a close relative of the other directors, the person is eligible only if their appointment would not result in more than 25% of the directors being close relatives within the same family. (A close relative is a parent, spouse, grandparent, child, grandchild or sibling).

If the individual is a close relative of a corporation employee (see (2) Interpretations), the person is eligible only if their appointment would not result in more than 25% of directors being close relatives within the same family to employee/s. (A close relative is a parent, spouse, grandparent, child, grandchild or sibling)

A person is not eligible to become a director if the person:

- (f) has been disqualified from managing Corporations.
- (g) has been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months
- (h) has been diagnosed with “mental incapacity” (see (7) interpretations)
- (i) is an employee (see (3) Interpretations and rule 5.2)
- (j) has been an employee within the previous 5 years.
- (k) is a former employee who has been dismissed from the Corporation due to poor performance or behaviour.
- (l) is a former director who has been removed by the members in a general meeting from serving as a director of the Corporation because of their behaviour or poor performance within the previous 5 years.

5.4 Majority of director requirements

A majority of directors of the Corporation must:

- reside in Bay area
- be members of the Corporation
- not be employees of the Corporation.

5.5 How to become a director

- (a) The Corporation can appoint a director by the members passing a resolution at a general meeting or AGM.
- (b) If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors’ meeting to fill the vacancy (see rule 5.8).
- (c) Before 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.
- (e) All prospective nominees will be required to complete the Corporations Directors nomination form in order to clarify their eligibility to be a director before they are eligible for election.
- (f) If any position has only one valid nomination the members present and entitled to vote will vote to accept or reject the nomination based on the nominee’s ability to meet director’s duties, if it is known. If there is doubt that the nominee possesses the ability or time to fill the position, the nomination shall be rejected, and the position shall remain vacant until it can be filled in accordance with (rule 5.8)
- (g) If after a vote has been conducted and the nominees for one (1) position remains tied and deadlocked, the members present and entitled to vote can vote to accept or reject both candidates and extend the number of directors by one

(Note: a vote to extend the number of directors by one can only occur if the number of directors does not exceed 12)

5.6 Directors' terms of appointment and rotation

- (a) Directors (other than those appointed under rule 5.7) are appointed for two-year terms so that the appointments of half the directors expires each year.
- (b) At each Annual General Meeting (AGM) of the Corporation, the members of the Board must retire from office in line with subrule (c) and are eligible, on nomination, for re-election if they continue to be an eligible member of the corporation.
- (c) At the Annual General Meeting of the Association held on odd years, all director positions with an odd number as defined by the corporation organisational structure, shall be declared vacant. At the Annual General Meeting of the Corporation held on even years all even numbered positions similarly held shall be declared vacant. Any Board member whose position has been declared vacant under this sub-rule shall be eligible upon nomination for re-election if they continue to be an eligibility member of the corporation.
- (d) At the first meeting of directors after the AGM the directors shall appoint its Chairperson (if it is decided that the chair is not to be rotated) and any other position/s it deems necessary from its number by way of secret ballot of directors.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

5.7 Independent or specialist non-member directors

- (a) Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities.
- (b) The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.
- (c) Before being appointed as an independent or specialist non-member director, the person must give the Corporation their written consent to become a director.
- (d) Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a term of one year, and they can be reappointed.

5.8 How to fill casual vacancies

- (a) The directors can appoint a person as a director to fill a casual vacancy.
- (b) A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.9) and so the position of that director is vacant.
- (c) The person must meet the director eligibility criteria in rule 5.3 and any criteria that applies to the particular vacancy.
- (d) The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.
- (e) However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.
- (f) The directors may fill a casual vacancy even if the number of directors is reduced to less than the number required for a quorum.

5.9 How to stop being a director

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors see rule 5.10
- the director is disqualified from managing a Corporation
- the director ceases to be a member see rule 3.1

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

5.10 How to remove a director

By resolution of the members in a general meeting:

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

By the other directors:

- (d) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings. (3 months); or
- (e) If they have been found guilty of a level 3 breach the Corporation code (see (3) misbehaved Interpretations)
- (f) Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- (g) If the director objects, they cannot remove the director. The director can only then be removed at a general meeting or AGM by resolution.

5.11 Directors' and officers' duties

The duties are:

- (a) a duty of care and diligence
- (b) a duty to abide the Corporation's codes, policies and procedures
- (c) a duty of good faith and to act in the best interests of the Corporation
- (d) a duty to disclose a conflict of interest
- (e) a duty not to improperly use position or information
- (f) a duty to not trade while insolvent.

5.12 Conflict of interest

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

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

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

5.13 Payments to directors

- (a) A director cannot be paid a salary or sitting fees for their work as directors.
- (b) Directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation

(so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the Corporation).

- (c) The Corporation may pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business and out of pocket expenses determined under the volunteer management policies and procedures

5.14 Related party benefit

The Corporation does not to give a financial benefit to a director or other related party.

5.15 Delegation of directors' powers

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

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

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

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

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

Negotiable instruments - The directors of the Corporation may delegate to an employee the ability to accept, endorse or otherwise execute a negotiable instrument, within specified limitations.

Decision to enter into major contracts (with a monetary value exceeding \$5,000 or as otherwise determined by the Corporation's policy) will be made by resolution at a directors' meeting.

5.16 Calling and giving notice of directors' meetings

Directors must meet at least every three months.

- All directors must be given reasonable notice of a directors' meeting.
- The directors will usually decide at a meeting when and where the next meeting will be.
- A director can call a meeting by giving reasonable notice to all the other directors.

Directors can hold 'executive sessions' where at a director's meetings or part of a directors meeting staff are not in attendance including the General Manager even if they are also a director.

The minutes of any executive session should indicate that the directors met in executive session, and report on the topic of the discussion, although the specifics (such as the amount of a lawsuit settlement) may be confidential and appear only in a set of confidential-to-the-board minutes or other notes.

Rules on conducting 'Executive Sessions' as defined by ORIC have been added to provide better information and support for the directors

5.17 Quorum for directors' meetings

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting if on appointment the number of directors of the Corporation does not exceed the maximum number of directors allowed for in rule 5.1.

5.18 Chairing directors' meetings

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

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

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

5.19 Using technology

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

5.20 Resolutions by directors

Directors pass a resolution at a directors' meeting by a majority of the votes. If the votes are equal, the motion, matter, or resolution shall be determined to retain the status quo.

- (a) Each director has one vote.
- (b) Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact Officer or Secretary

- (a) The Corporation shall have a Corporation secretary and this person shall be the General Manager (see (8) Interruptions) and if not the

General Manager then it should be another paid individual who can meet the obligations stipulated under the act.

- (b) The directors shall appoint a Corporation secretary.
- (c) The Corporation secretary must be at least 18 years old.
- (d) The directors decide the position terms and conditions of employment.
- (e) The Corporate Secretary must pass on any correspondence received to at least one of the directors within 14 days.
- (f) The Corporate Secretary must give the Corporation their consent in writing to become a secretary before being appointed.
- (g) The Corporation must send the Registrar a secretary person's details within 28 days after they are appointed.

7. Records and Common Seal

7.1 Records

The Corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording) see rule 7.2
- rule book (constitution) incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- the Corporation's registered office and document access address.
- written financial records.

7.2 Minutes of meetings

- (a) The Corporation must keep minute books in which it records within one month:
 - (i) proceedings and resolutions of general meetings
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
 - (iii) resolutions passed by members without a meeting
 - (iv) resolutions passed by directors without a meeting.
- (b) The minutes of the meeting may be kept:
 - (i) in writing, or
 - (ii) by means of an audio, or audio-visual, recording.
- (c) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording of the meeting, the Corporation must ensure that, on

- the recording, each person attending the meeting states their name.
- (d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either
- (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
- signs those minutes within a reasonable time after the first meeting.
- (e) If the minutes of the meeting are kept by means of an audio, or audio-visual, recording, the Corporation must ensure that either:
- (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
- declare the contents of the recording and signs the cover sheet as a record of those minutes within a reasonable time after the first meeting.
- (f) The declaration under subrule (e) must:
- (i) identify the audio, or audio-visual, recording
 - (ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded
 - (iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.
- (g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (h) The Corporation must keep its minute books at its document access address.
- (i) A minute that is recorded and signed in accordance with this rule 7.2 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

7.3 Common Seal

- (a) The Corporation shall have a Common Seal which shall be kept in the custody of the Corporation secretary. The Corporation must set out on the Common Seal the Corporation's name and ICN; and
- (b) The Common Seal shall not be used or placed on any document unless authorised by the directors or a general meeting of the Corporation. If the common seal is placed on any document, three (3) member directors shall sign the document.

8. Finances

8.1 Financial Records

The Corporation must keep written financial records that:

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

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

The Corporation must follow these procedures.

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

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

8.2 Financial Accounts

The Directors will determine the number of accounts required from time to time. The Corporation though will be required to keep a separate bank account to general funds for the express purpose of managing the Corporations obligations to:

- (1) Asset Sinking Funds
- (2) Staff entitlements and superannuation
- (3) Gift Funds (if deemed necessary)
 - (a) The Asset Sinking fund –
 - (i) the \$ dollar value to be collected and allocated to the sinking fund each budget cycle shall be determined by the Directors under advice from the Corporation's finance committee and auditor
 - (ii) expenditure from this account may only be expended on asset, facility and major equipment development, purchases, repair, maintenance or replacement; and
 - (iii) if Directors wish to extract funds from the Asset account for items or services not related to subclause (ii) then the directors must seek 75% of members agreement at a General Meeting to utilise

the funds differently.

- (b) Staff Entitlements fund –
 - (i) in accordance with good financial management practise staff entitlements shall be allocated in each budget cycle and
 - (ii) as such actual entitlements \$value is to be transferred at least every month to this fund.
 - (iii) All funds in this account may only ever be used to pay staff entitlements and superannuation or pay-out obligations
 - (iv) The Finance Committee may set ceiling \$values for Staff entitlement funds account from time to time in accordance with industry practise
- (c) The Gifts funds account as mentioned in subrule (4)(d) (if applicable) must be registered with the Australian Tax Office and managed in accordance with the regulations.

8.3 Financial Duties

The Corporation to remain solvent shall be achieved by applying good financial management practise across all its business and as such;

- (a) will operate with a fully functional Finance Committee and said committee shall be a minimum of (3) and a maximum of four (4) in number and the following personnel will form this committee:
 - (i) one of your own Directors
 - (ii) General Manager
 - (iii) Representative from the Professional Financial Services
 - (iv) Appointed Auditor of the Corporation.
- (b) ensure the Corporations suppliers tender for the right to supply goods and services; and
 - (i) ensure no tender exceeds three (3) years
 - (ii) after three (3) years ensure a tender is put to the open market to assess if the best value and service is being offered
- (c) The Duty of Finance Committee shall be to:
 - (i) provide the Directors with appropriate financial advice that ensures the Corporation can grow and prosper.
 - (ii) assist with the development of the Annual Budget; and
 - (iii) conduct quarterly review of the Corporations Budget and financial position performance and report its findings and recommendations to the directors; and
 - (iv) oversee the Corporations financial policy and procedural development and implementation
- (d) The duty of Directors shall be to:

- (i) ensure the Corporation, Directors, workforce and supporters operate in accordance with the Corporations financial policies, procedures and minimise financial risk;
 - (ii) have a fully functioning Financial Committee whose task is to oversee financial and budget matters and provide advice to the directors
 - (iii) set, administer and manage payment and payment compliancy and ordering systems utilising modern financial purchasing practise and risk reduction strategies and approve all account coding of in order to improve reporting;
 - (iv) approve the annual budget linked to the Corporations Business Plan; and
 - (v) ensure the approved budget reports the projected income and expenditure costs against the previous year's actual income and expenditure.
- (e) The duty of Professional Person's or company responsible for Finance (Accountants or Bookkeeper):
- (i) manage and record the financial records in accordance with the Corporation's financial policies, management and administration procedures and good financial management practise; and
 - (ii) keep the financial records electronically and stored in the cloud to mitigate risk; and
 - (iii) provide a written financial report at every official monthly meeting of the board that reports at least the budgeted (expected) income and expenditure forecast against the actual income and expenditure and those specific items requiring the director's attention for the report period and produce the most recent bank statements for all directors to view and sign.
 - (IV) manage the electronic payment, purchase order system, supplier tenures and cash management systems internally and externally in accordance with financial policy;
 - (v) actively participate as a member/s of the Corporations finance committee
 - (vi) keep a detailed asset register and report in the manner required by the finance committee, directors and as determined by the Corporations financial policy;
 - (vii) as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared in the manner required by the regulations.

9. Application of funds

The Corporation is a not-for-profit Corporation.

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

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

- (a) a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- (b) payment to a member in carrying out the Corporation's objectives.
- (c) the payment in good faith of a reasonable recognition or rewards to a volunteer of the Corporation.

10. Gift fund rules

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

- to be named 'The *Winnam Aboriginal and Torres Strait Islander Corporation* Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the Corporation
- which must have credited to it any money received by the Corporation because of those gifts.

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

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

Receipts issued for gifts to the gift fund must state:

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

As soon as:

- the gift fund is wound up, or
- the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*
- any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

11. Dispute resolution

- If a dispute arises, the parties must first try to resolve it themselves.
- If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

- The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- The directors must help the parties resolve the dispute within 20 business days after the Corporation receives the notice.
- If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

11.1 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 Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

12. Changing the rule book

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

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

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

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

13. Winding up

13.1 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.

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

13.2 Community Housing assets of the Corporation

In this clause 'Community Housing Asset', 'Corresponding Law', 'Housing Agency', 'Participating Jurisdiction' and 'Registered Provider' have the same meanings as in the *Housing Act 2003 (Qld)*.

Despite clauses 13.1 and 13.2 each Community Housing Asset remaining after satisfaction of the Corporation's Liabilities must be transferred as follows:

- Each remaining Community Housing Asset of the Corporation in Queensland must be transferred under s37H(2)(a) of the *Housing Act 2003 (Qld)*; and
- Each remaining Community Housing Asset of the Corporation located in a Participating Jurisdiction must be transferred under the Corresponding Law of that Participating Jurisdiction to:
 - (i) The Housing Agency in the Participating Jurisdiction;
 - (ii) Another Registered Provider in the Participating Jurisdiction; or
 - (iii) Another entity as prescribed under the Corresponding Law.

13.3 Surplus assets of gift funds

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

Schedule 1—Application for New membership form

Annual Membership commences on 1 July in each year and ceases on 30 June in the following year.

ICN 1065 Winnam Aboriginal and Torres Strait Islander Corporation

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of the Corporation.

I declare that I am eligible for membership.

I am: Over 18 years old on completion of this form

I am: Aboriginal Torres Strait Islander &/or Both Live in the Bay area

Membership Fee Paid Date:

Manner of Payment Cash Cheque EFT Credit Card

Note: falsifying the membership eligibility declaration will be considered a fraudulent act and as such shall result in immediate removal of membership as a breach of the Rule Book and Codes of the Corporation.

Signature of applicant

Date

.....

Corporation use only

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

Schedule 2— Annual Application for Renewal of membership form

Annual Membership commences as of 1 July in each year and ceases on 30 June in the following year.

ICN 1065 Winnam Aboriginal and Torres Strait Islander Corporation

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of the Corporation.

I declare that I am eligible for membership.

I Live in the Bay area

Membership Fee Paid Date:

Manner of Payment Cash Cheque EFT Credit Card

Note: falsifying the membership eligibility declaration will be considered a fraudulent act and as such shall result in immediate removal of membership as a breach of the Rule Book and codes of the Corporation.

Signature of applicant

Date

.....

Corporation use only

| | |
|--|----------|
| Application received | Date: |
| Membership Fee received and cleared | Date: |
| Application tabled at directors' meeting held on | Date: |
| Directors consider applicant is eligible for membership | Yes / No |
| Directors enter name, address and date on register of members | Date: |
| Directors have sent notification of directors' decision to the applicant | Date: |

Schedule 3—Consent to become a director form

ICN 1065 Winnam Aboriginal and Torres Strait Islander Corporation

Consent to become a director

I, _____ (first and last name of person)

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

give consent to become a director of the Corporation.

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

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

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

- have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing Corporations
- and I will notify the Corporation if any of the above events occur after my appointment.

Signature of
person

Date

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