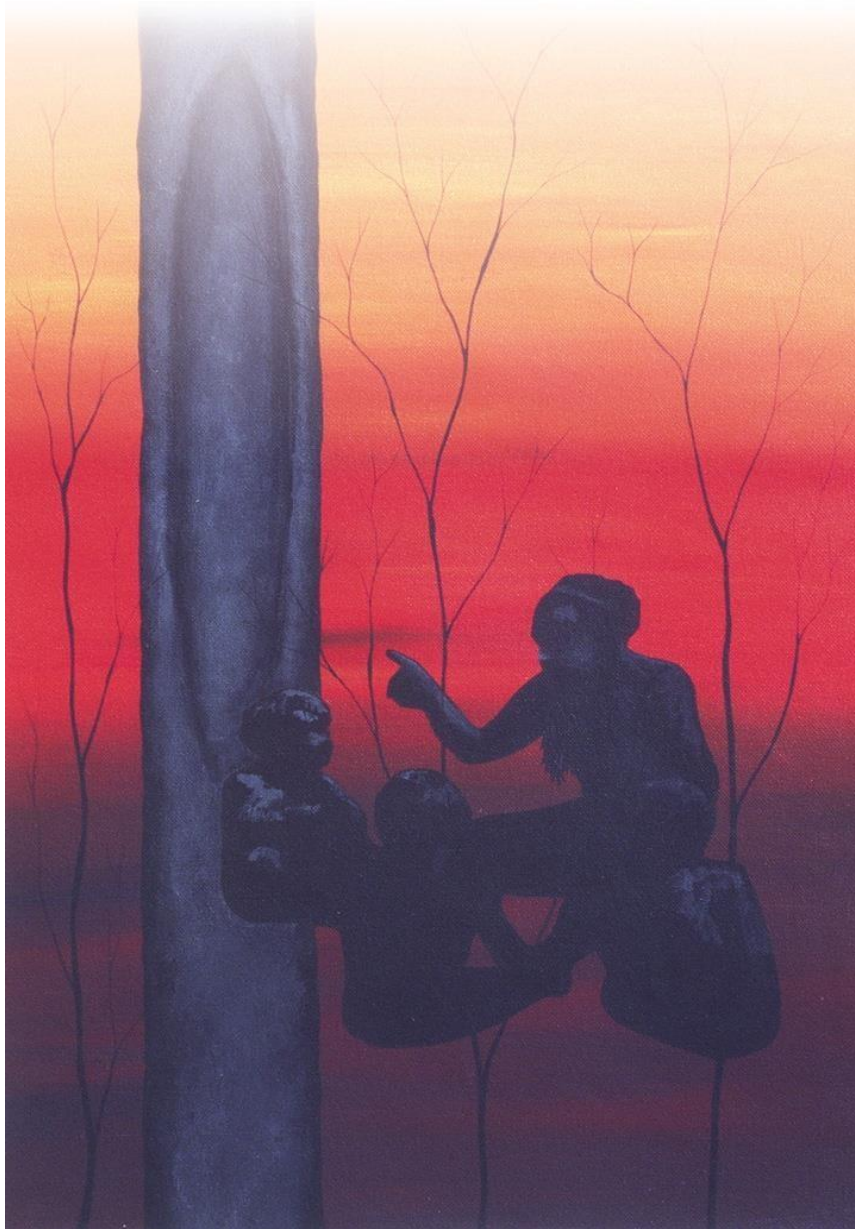


# The Rule Book of Njernda Aboriginal Corporation (ICN 1274)



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

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## **1. Name**

The name of the Corporation is: Njernda Aboriginal Corporation.

## **2. Objectives**

The Corporation will pursue charitable purposes only and to apply its income promoting such charitable purposes in accordance with the following:

- establish, maintain and expand medical, health, family and community services
- develop and implement policies and programs which improve health, physical, economic, spiritual and emotional wellbeing for Aboriginal peoples residing in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura
- establish, maintain and expand centres from which to deliver services to deliver health, family and community programs and contribute to social and recreational activities for Aboriginal peoples residing in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura
- empower and inspire innovation so that Aboriginal people may achieve pathways out of poverty
- receive funds, donations and titles to properties
- develop, establish and strengthen collaborative relationships or partnerships for the benefit of the members with:
  - other Aboriginal organisations;
  - Local, State and Commonwealth Governments;
  - specialist health providers;
  - education providers; or
  - other providers that enhance Aboriginal people;
- encourage the employment of Aboriginal peoples within the corporation and other organisations
- provide affordable and appropriate rental housing to Aboriginal peoples on low incomes and manage and maintain existing housing to meet the social, cultural and economic aspirations of communities serviced by the Corporation
- promote Aboriginal culture
- promote any other purpose beneficial to the community through the provision of any service or program as may be determined by the board of directors from time to time
- operate a public benevolent, charitable organisation that is not-for-profit and where all funds and revenue are directed toward achieving the objectives of the Corporation (whereby no part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the corporation, except in good faith in the promotion of the objectives of the Corporation.

### **3. Members**

#### **3.1 Categories of Members**

The Corporation has two (2) categories of members:

- Full Member
- Associate Member

A person will apply to be either a Full Member or Associate Member based on the eligibility requirements of rule 3.2.

#### **3.2 Who is eligible?**

##### **3.2.1 Who is eligible to be a Full Member**

To be eligible for admission as a Full Member the person must:

- be at least 18 years old
- be an Aboriginal and/or Torres Strait Islander person
- be a permanent resident of the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura
- agree to abide by the Rule Book, the Act and the Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website
- agree to act in the best interests of the Corporation
- not be a body corporate, company or any entity other than a person
- state his or her reasons for wishing to become a member
- complete and submit the Application for Membership form set out in Schedule 1 to this Rule Book.

##### **3.2.2 Who is eligible to be an Associate Member**

To be eligible for admission as an Associate Member the person must:

- be at least 16 years old
- be an Aboriginal and/or Torres Strait Islander person
- have family (who is a Full Member of the Corporation) that reside in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura
- agree to abide by the Rule Book, the Act and the Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website
- agree to act in the best interests of the Corporation

- not be a body corporate, company or any entity other than a person
- state his or her reasons for wishing to become a member
- complete and submit the Application for Membership form set out in Schedule 1 to this Rule Book.

### **3.3      *How to become a member***

A person applies in writing in the form set out in Schedule 1 to this Rule Book.

A person needs to be eligible under Rule 3.2.

Note: An application for membership form is attached to this Rule Book at Schedule 1—Application for membership form

### **3.4      *Deciding Membership Applications***

The directors will consider membership applications at the first Director's meeting after the applications are received.

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

The directors accept the application by resolution at a directors' meeting of an individual as a member.

The directors must not accept an application for membership of the Corporation unless the applicant:

- applies according to rule 3.3
- meets all the eligibility for membership requirements of the relevant region of membership as set out in Rule 3.2.

The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.

The directors must not accept a membership application if it results in there being more Associate Members than Full Members of the Corporation.

However, they must notify the applicant in writing of the decision and the reasons for it.

Rule 12 shall apply where a dispute arises in relation to a decision about membership.

### **3.5      *Entry on the register of members***

If the directors accept a membership application, the applicant's name, address and date they became a member is put on the register of members.

A person does not become a member until their name is entered on the Corporation's register of members. This must be done within 14 days after the directors accept the membership application.

However, the Corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and
- the general meeting or AGM has not been held when the directors consider the person's application.

### **3.6 *Members' rights***

#### **3.6.1 *Full Members***

A Full Member can:

- attend, speak and vote at general meetings
- be made a member director (if the member is eligible to be a director—see rule 6.4 on eligibility of directors)
- put forward resolutions at general meetings
- ask the directors to call a general meeting under rule 4.3
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 12
- 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.

#### **3.6.2 *Associate Members***

An Associate Member can:

- attend at general meetings
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)

An Associate Member cannot:

- be appointed as a Director
- vote at general meetings



- put forward resolutions at general meetings
- ask the directors to call a general meeting under rule 4.3
- raise a dispute and have a dispute dealt with using rule 12
- look at the books of the Corporation.

### **3.7 *Members' responsibilities***

A member must:

- follow the Corporation's rules and the Act
- let the Corporation know within 28 days if they change their address
- treat other members with respect and dignity
- comply with the Member Code of Conduct as modified from time to time by the board of directors
- not behave in a way that significantly interferes with the operation of the Corporation or Corporation meetings.

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

### **3.8 *No membership fee***

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

### **3.9 *Liability of members***

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

### **3.10 *How to stop being a member***

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 3.11 or 3.12.

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.

### **3.11 *Cancelling membership***

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

- cannot be contacted for two years
- has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings
- the person is not an Aboriginal person (if this is a requirement for membership).

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 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.

### **3.12 Directors' limited right to cancel membership**

For grounds not covered by rule 3.11, 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 3.2.

Before cancelling the membership, 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.

### **3.13 The register/s of members and former members**

The Corporation must set up and maintain a register of members.

The register shall be divided into two (2) sections, one for each category of member, being:

- Full Member
- Associate Member.

For each category of membership, the register/s must contain:

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

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

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

## **4. General meetings and AGMs (members' meetings)**

### **4.1 AGM timing**

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

### **4.2 AGM business**

AGM business includes, but is not limited to:

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

### **4.3 Calling general meetings**

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

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

### ***Number of Full Members in Corporation Number of Full Members required***

	<b><i>to request a general meeting</i></b>
2 to 10 Full members	= 1 Full Member
11 to 20 Full Members	= 3 Full Members
21 to 50 Full Members	= 5 Full Members
51 members or more	= 10 per cent of Full 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.

#### **4.3.1 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.

#### **4.3.2 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.

No business other than that stated in the notice of meeting shall be transacted at a general meeting (or at any resumption of a general meeting following an adjournment).

## **4.5 Notice for general meetings and AGMs**

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

- each member individually
- the directors
- the contact person or secretary
- the auditor (if the Corporation has one).

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- confirm that the member cannot appoint a proxy.

Notices must be given to each member individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members)
- email (if an email address has been recorded for the member)
- short message service (SMS) (if a mobile phone number has been recorded for the member)

In addition, the Corporation is to give notice by:

- Sharing the notice through the Corporations social media channels;  
and
- Placing the notice on the Corporations website.

A notice of meeting:

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

## **4.6 Members' Resolutions**

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

***Number of Full Members in Corporation    Number of Full Members required***

***to propose a resolution***

2 to 10 Full Members	= 1 Full Member
11 to 20 Full Members	= 3 Full Members
21 to 50 Full Members	= 5 Full Members
51 Full Members or more	= 10 per cent of Full Members

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

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

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

#### ***4.7      Quorum at general meetings and AGMs***

***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	= the lesser of 10 per cent of members or 20 members

A quorum must be present during the whole meeting as determined and declared by the Chairperson. 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 available, otherwise at the discretion of the Chairperson). If there is still no quorum, the meeting is cancelled. If at any point during the meeting, there are insufficient members present to retain a quorum the meeting is to be adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson).

#### ***How to count the quorum***

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 4.12 allows a non-member to hold a proxy for a member, count each non-member present at the meeting holding a proxy (if the non-member proxy holder holds more than one proxy, the non-member is only counted once)

- if rule 4.12 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them

if rule 4.12 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

#### **4.8 Chairing general meetings and AGMs**

The Chairperson will chair general meetings.

The members at a general meeting must elect a member to chair the meeting (or part of it) if:

- The Directors have not already elected a chairperson; or
- A previously elected chairperson is not available or does not want to chair the meeting.

The Chairperson may expel any member, director or observer from the meeting if the chairperson reasonably believes that the conduct of the member, director or observer contravenes the Code of Conduct as set out in Schedule 2 (as modified from time to time by the Board of Directors) to this Rule Book.

The Chairperson of the meeting will follow the agenda, including undertaking the business of the meeting in a timely fashion.

#### **4.9 Using technology at general meetings and AGMs**

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

#### **4.10 Voting at general meetings and AGMs**

Each Full Member has one vote.

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

Members must declare any pecuniary interest or conflict of interest in respect of a motion on the floor and must not cast a vote.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11. The Chairperson declares those voting members present.

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

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

At a General Meeting, a poll may be demanded on any resolution.

A demand for a poll may be withdrawn.

At a General Meeting, a poll may be demanded by:

- at least 5 members entitled to vote on the resolution; or
- the Chairperson.

The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

At a General Meeting, a poll on the election of a chairperson or on the question of an adjournment of a meeting must be taken immediately.

At a General Meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

#### **4.12 Proxies at general meetings and AGMs**

Proxies may not be appointed to attend or vote for members at general meetings and AGMs.

#### **4.13 Other people at general meetings and AGMs**

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member.



The Chairperson may allow any person (excluding an attorney) other than a Corporation director, member or auditor (such persons being referred to as Observers) to attend general meetings and AGMs. But the person cannot speak, propose or vote on resolutions.

The Chairperson is to read out the names of any Observers attending at the general meeting. If a member objects to any Observer being at the meeting, a vote to be held as to whether that Observer/s can attend the meeting.

#### **4.14 Postponing a general meeting or AGM**

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

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

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

## **5. Information meetings and newsletters**

To ensure that Members and others are provided with regular and timely information on the operations of the Corporation (including matters discussed by the Directors that are not subject to confidentiality restrictions), the Chief Executive Officer will conduct information meetings for members, stakeholders and other interested parties at least once every 3 months.

Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. No fees or reimbursements are to be paid to members who attend the information meetings.

At least 14 days' notice must be given for an Information Meeting.

Notices of Information Meetings must be given to each member individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members)
- email (if an email address has been recorded for the member)
- short message service (SMS) (if a mobile phone number has been recorded for the member)

In addition, the Corporation is to give notice of information Meetings by placing:

- Providing notice through its social media channels; and
- Placing the notice on its website

The Corporation will also issue a newsletter to Members at least once every 3 months. This can be done by sending by:

- post to their address (as recorded in the Register of Members); and
- email (if an email address has been recorded for the member)

The Corporation will place a copy of the newsletters on its website and share it through its social media channels.

## **6. Directors**

### **6.1 *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 set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

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.

### **6.2 *Number of directors***

The minimum number of directors of the Corporation is to be 5.

The maximum number of directors is to be of 7 (including up to 2 independent specialist directors).

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

### **6.3 *Composition of board of directors***

The board of directors of the Corporation shall be comprised as follows:

- a maximum number of 5 member directors, and
- up to 2 independent specialist directors

In order to avoid any actual or perceived conflict of interest and to ensure that the composition of the Board of Directors is fair, balanced and representative, not more than 1 person from an *Immediate Family* shall be eligible to be appointed as a director or hold office as a director at the same time.

#### **6.4 Eligibility of member directors**

An individual is eligible for appointment as a member director if he / she is an individual who:

- is a Full Member of the Corporation
- is not an employee at their time of appointment or during their appointment
- has consented in writing to be appointed as a director of the Corporation in the form set out at Schedule 2 of these rules
- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately
- has a current Working With Children Check or within two months of appointment, obtains a Working with Children Check. If a Working with Children Check is not provided within two months of appointment the Member Director's appointment is terminated immediately
- within two months of appointment, obtains a National Police Certificate. The Member Director's appointment is terminated immediately if a National Police Certificate:
  - is not provided within two months of appointment;
  - records a Serious Offence within the last 10 years;
  - records pending charges for a Serious Offence; or
  - records a conviction for a Serious Offence during the term of appointment
- within one month of appointment, signs the Director's Confidentiality Agreement. If a signed Director's Confidentiality Agreement is not provided within one month of appointment the Member Director's appointment is terminated immediately
- within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

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

- has been disqualified from managing Corporations;
- has been convicted of a Serious Offence in the last 10 years;
- is an employee at their time of appointment or during their appointment or within 12 months prior to their appointment as a director;
- does not obtain a Working with Children check within two months of appointment; or
- owes the Corporation more than \$1,000, except if members have approved the debt in accordance with Part 6.6 (Member Approval Need for Related Party Benefit) of the Act.

## **6.5      *Majority of director requirements***

All directors of the Corporation must be Full Members (other than the Independent Specialist Directors, if appointed).

The chief executive officer (CEO) may not be a director and is not to chair directors' meetings.

## **6.6      *Election of member directors***

The Corporation can appoint a director by the members passing a resolution at a general meeting or AGM. However, no member can be appointed as a member director at a general meeting unless the member has followed the process for nomination and set out below.

No members can nominate to be a member director from the floor at a general meeting.

### **6.6.1      *Consent / Nomination and election process***

- No later than 15 September in each year, the Chief Executive Officer will provide to all members details of the member director positions that will become vacant at the AGM in that year. At the time of giving this notice, the Chief Executive Officer will also provide a copy of the Nomination/Consent to become a Director Form (as attached at Schedule 3 of this rule book).
- Notice is to be given by sending by:
  - post to their address (as recorded in the Register of Members)
  - email (if an email address has been recorded for the member)
  - short message service (SMS) (if a mobile phone number has been recorded for the member)

In addition, the Corporation is to give notice by placing:

- Sharing the notice through the Corporations social media channels; and

- Placing the notice on the Corporations website
- Any member wishing to nominate for election as a member director at the AGM must complete and submit the Nomination/Consent to become a Director Form to the Corporation together with a resume (that outlines the candidates skills and abilities that they can offer to the Corporation in ensuring effective governance) no later than 15 October.
- When notice of the AGM is given to members, such notice is to attach (amongst other things) copies of the Nomination/Consent to become a Director Form and resume (with personal information redacted) that have been submitted by each member wishing to nominate for election as a member director at the AGM and meet the eligibility criteria as set out in Rule 6.4.
- A member who nominates for election as a member director must attend the AGM in person.
- If a member who has nominated for election as a member director does not attend the AGM in person, that members nomination will be treated as withdrawn.
- The procedure for voting by show of hands will be as follows:
  - The Chairperson will provide the name of each eligible nominee in alphabetical order (by surname)
  - The Chairperson will ask for a vote by show of hands for each nominee
  - The Secretary will count the show of hands and declare the number of votes for each nominee
  - The nominees receiving the greatest number of votes cast in their favour must be elected as directors, subject to the requirements that:
    - Not more than 1 person from an *Immediate Family* shall be eligible to be appointed as a director or hold office as a director at the same time; and
    - The maximum number of member directors is 7.
- A poll can be demanded in accordance with rule 4.11.

### **6.6.2 Notification to the Registrar**

The Corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

## **6.7 Eligibility to become an independent specialist director**

The directors may appoint one or 2 independent specialist directors for a term of up to 2 years.

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

- is not a member of the Corporation or have any financial or familial interests in it
- is at least 25 years of age
- is not an employee of the Corporation or any subsidiary of the Corporation
- was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
- has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the independent specialist directors' appointment is terminated immediately
- has a current Working With Children Check or within two months of appointment, obtains a Working with Children Check. If a Working with Children Check is not provided within two months of appointment the Independent Specialist Director's appointment is terminated immediately
- is independent and has demonstrated skills and experience in financial management, corporate governance, accounting, law, health, housing or other experience relevant to the Corporations objectives
- gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 3 of these rules
- within one month of appointment, obtains a National Police Certificate. The Independent Specialist Directors' appointment is terminated immediately if a National Police Certificate:
  - is not provided within one month of appointment;
  - records a Serious Offence within the last 10 years;
  - records pending charges for a Serious Offence; or
  - records a conviction for a Serious Offence during the term of appointment
- signs the Director's Confidentiality Agreement and Directors Code of Conduct prior to appointment

- has completed suitable governance training either prior to their appointment or within a period of six months following their appointment
- Has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within six months following their appointment.

A person is not eligible to become an Independent Specialist Director if the person:

- is a member of the Corporation or have any financial or familial interests in it
- was a Director of the Corporation within the last five (5) years
- is an employee of the Corporation or any subsidiary of the Corporation
- was an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
- has worked for or been paid by the Corporation for services in a period of 12 months before their appointment
- does not obtain a Working with Children check within two months of appointment
- has been disqualified from managing Corporations; or
- has been convicted of a Serious Offence in the last 10 years.

The Corporation must notify the Registrar of an independent specialist director's appointment and personal details or removal within 28 days after they are appointed or removed.

## **6.8      *How to become an independent specialist director***

The directors may appoint up to two independent specialist directors.

Before such an appointment is made the directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party (for example, by using the ORIC recruitment assistance program).

Prospective candidates for the positions of independent specialist directors must provide written evidence of their qualifications, experience and suitability to the role and participate in interviews conducted by the Board of Directors.

These candidates are evaluated using criteria adopted by the Board of Directors to determine their suitability based on information supplied by the candidates and information from other sources.

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 6.7 of this rule book.

## **6.9 Directors' terms of appointment and rotation**

### **6.9.1 Member directors**

Member directors are appointed at the annual general meeting on rotation for a term of two years, so that half the directors' appointments expire each year.

The member directors that meet the eligibility requirements of rule 6.4 are eligible to be re-elected.

To implement the rotational system:

- member directors appointed during the special administration period which commenced on 15 November 2021 will be appointed until the 2025 AGM – however two of them will stand down (with the option to nominate for re-election) at the 2024 AGM
- before the 2024 AGM the directors will decide by resolution at a directors' meeting prior to the 2024 AGM which two member directors will stand down. They will be eligible to be re-elected
- the remaining member directors' appointments will expire at the 2025 AGM
- from 2024 onwards, the terms of all member directorships will be two years
- the AGM minutes must record the term of each director appointed.

In accordance with section 246-25(4) of the CATSI Act, if the terms of all member directors expire so that there are no member directors appointed at a particular time, the member directors holding office immediately before the expiry will continue to hold office until the members appoint new member directors or reappoint the existing member directors by resolution at a General Meeting.

### **6.9.2 Independent Specialist Directors**

Independent specialist directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two (2) years, but they can be reappointed.

## **6.10 How to fill casual vacancies**

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting even if the total number of directors of the Corporation is not enough to make up that quorum.



A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 6.11) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 6.4 (if the casual vacancy is a member director position) or rule 6.7 (if the casual vacancy is an independent specialist director).

In filling a casual vacancy for is an independent specialist director, the board must follow rule 6.8.

The term of an appointment made to fill a casual vacancy is for the period to the next Annual General Meeting. The person is eligible for re-elected.

## **6.11      *How to stop being a director***

A person stops being a director if:

- the person passes away;
- the person resigns in writing;
- the person's term of appointment expires;
- the person is removed as a director by the members or the other directors as provided for in these rules;
- the person is disqualified from managing a Corporation;
- the person ceases to be a member, but was a member when he/she became a director (for member directors only);
- a National Police Certificate:
  - records a Serious Offence within the last 10 years;
  - records pending charges for a Serious Offence; or
  - records a conviction for a Serious Offence during the term of appointment
- the person does not provide a National Police Certificate within two months of appointment (member directors only);
- the person does not provide a National Police Certificate within one month of appointment (independent specialist directors only);
- the person does not provide a current Working with Children check within two months of appointment;
- the person is disqualified from managing a Corporation;
- the person does not sign a Director's Confidentiality Deed within one month of appointment;
- the person is employed by the Corporation; or
- the person does not sign a Director's Code of Conduct within one month of appointment.

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

## **6.12     *How to remove a director***

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the Corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director.)
- The Corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the Corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the other directors:

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

## **6.13     *Directors' and officers' duties***

The duties are:

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

## **6.14     *Functions, powers and duties of Directors, Chairperson and Chief Executive Officer***

### **6.14.1    *Directors***

The business of the Corporation is to be managed by or under the direction of the Board of Directors. In doing so, the directors set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

The Board of Directors may exercise all the powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in General Meeting.

In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors consider to have expertise in the matter under consideration.

The Board of Directors shall appoint the Chief Executive Officer by resolution on such terms and conditions (including remuneration) as the Board of Directors determine.

#### **6.14.2 Chairperson**

The role of the Chairperson is to:

- preside at Directors' meetings in accordance with these Rules;
- preside at General Meetings in accordance with these Rules;
- liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation; and
- provide leadership and guidance to the other Directors.

#### **6.14.3 Chief Executive Officer**

The Chief Executive Officer shall have the responsibilities as set out in their employment agreement (as amended from time to time by agreement between the parties). Without limiting the terms of any employment agreement, the Chief Executive Officer shall have responsibility for the day-to-day running of the Corporation including (but not limited to):

- Implementing the strategic plan, overseeing its progress and reporting to the Board;
- Staff recruitment and management;
- Financial administration;
- Internal practices, policies and procedures; and
- such other matters as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The functions of the Chief Executive Officer are to:

- advise the Directors in relation to the functions of the Corporation under the Act and any other written law;
- ensure that advice and information is available to the Directors so that informed decisions can be made;

- cause decisions of the Board of Directors to be implemented;
- liaise with the Chairperson on the Corporations' affairs and the performance of the Corporation's functions;
- perform any other functions specifically or delegated by or imposed by the Act or any other written law as a function to be performed by the Chief Executive Officer; and
- such other functions as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The Chief Executive Officer must provide reports to each Director at least 1 week before each Directors meeting, that include but are not limited to:

- up-to-date financial reports that include, but not be limited to:
  - a balance sheet
  - a profit and loss statement (both for the most recent month and year to date) setting out actual results versus budget and by cost centre and consolidated
  - explanations of variances greater than 10%
  - list of aged creditors
  - list of debtors
  - confirmation the bank accounts have been reconciled
- an operations report

At all times when performing the responsibilities and functions set out in this rule, the Chief Executive Officer shall comply with the terms of their employment agreement, the policies and procedures of the corporation, these Rules and the Act.

For the avoidance of doubt, the matters set out above are at the discretion of the Board in overseeing the performance of the Chief Executive Officer, including the terms of their employment and the roles and responsibilities contained therein.

## **6.15 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.

The declaration of any conflicts of interests for each Directors will be a standing agenda item at the commencement of all Directors meetings.

### **6.16 Standing notice about an interest**

A director may give the other Directors standing notice of an interest in a matter and the nature of and extent of the interest.

A Director may give standing notice of an interest in a matter at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given and before the interest becomes a material personal interest.

A Director gives standing notice to the other directors individually and the Corporation in writing and it must be tabled at the next Directors' meeting immediately after it is given.

### **6.17 Payments to directors**

The Directors may be paid such sitting fee / remuneration as is determined by resolution of members in general meeting or at an AGM.

In considering a resolution for payment of remuneration of directors, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board.

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

The Corporation must disclose on an individual basis the total remuneration and expenses paid to all directors in the audited financial statements published by the Corporation annually and otherwise as required by law.

### **6.18 Related party benefit**

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

## **6.19      *Delegation of directors' powers***

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

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

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

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

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

All delegations are to be in writing and recorded in a Delegations Register. All delegation are to be reviewed by the Board of Directors on an annual basis.

## **6.20      *Calling and giving notice of directors' meetings***

Directors will meet as often as is considered necessary for the good functioning of the Corporation, but must meet at least every two 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.

## **6.21      *Quorum for directors' meetings***

The quorum for directors meetings is a majority of member directors.

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

## **6.22      *Chairing directors' meetings***

Director meetings shall be chaired by the Chairperson.

The Board must elect a Member Director to be Chairperson and determine the period that the Member Director will act as Chairperson.

The Board must elect a Member Director to be Deputy Chairperson and determine the period that the Member Director will act as Deputy Chairperson.

If the Chairperson is absent or unwilling or unable to act, directors' meetings shall be chaired by the Deputy Chairperson.

If both the Chairperson and the Deputy Chairperson are absent or unwilling or unable to act, the directors present shall appoint a director to chair the meeting, provided that the director appointed as chair must be a member director.

### **6.23      *Using technology***

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

### **6.24      *Resolutions by directors***

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

- Each director (including independent specialist directors, if appointed) has one vote.
- The Chairperson of the meeting also has a casting vote (if required).

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

### **6.25      *Sub-committees***

The directors may at any time by resolution appoint a sub-committee in its discretion and shall determine the composition, powers and functions of such sub-committees.

The directors may appoint as members of a sub-committee:

- at least one (1) director who is also a member of the Corporation; and
- such other persons as the directors think fit, whether or not those persons are members of the Corporation, provided that a sub-committee member who is not a member of the Corporation is not entitled to vote.

The quorum at a meeting of a sub-committee shall be three (3) members of the sub-committee, one (1) of whom must also be a director who is also a member.

Reasonable notice of each sub-committee meeting shall be given to each member of the sub-committee.

Any decision made by the sub-committee must come to the directors as a recommendation to be endorsed prior to implementation.

### **6.26      *Alternate directors***

A director cannot appoint an alternate director.

## **7. Secretary**

The directors are to appoint a secretary. The secretary must be at least 18 years old.

The directors decide the secretary's pay and terms and conditions of employment, if any. The secretary must be appropriately qualified to undertake the role, including, but not limited to:

- Experience in a similar role;
- Qualifications in corporate secretarial matters; and
- Demonstrated knowledge of the Corporations Rules and the Act.

If a director is appointed as Secretary, the person is not entitled to any further sitting fee/remuneration paid as a Director as is determined by a resolution of Full Members in general Meeting or AGM.

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

The secretary must give the Corporation their consent in writing to become a secretary before being appointed.

The Corporation must send the Registrar the secretary's details within 28 days after they are appointed.

## **8. Records**

The Corporation must keep at its document access address/registered office the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

## **9. Finances**

The Corporation must keep written financial records that:

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

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



The Corporation must follow these procedures.

- 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.

## **10. Annual Reporting and Audit**

The Corporation must comply with the annual reporting requirements set out in the Act.

The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the Act and /or accounting standards):

- a. The following information regarding the Directors who held office during the financial year:
  - i. The number of Board meetings held during the financial year;
  - ii. Details, by Director, of the number of Board meetings the Director attended;
  - iii. Details, by Director, of the remuneration and allowances paid to the Director during the financial year;
- b. The following information regarding information meetings and newsletters held/issued during the financial year:
  - i. The number of information meetings held, their date and their location;
  - ii. The number of newsletters issued and their date of issue.

The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

## **11. 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.

The disposal of an asset with a value exceeding \$100,000 must be approved by members in general meeting or at an AGM.

## **12. Dispute resolution**

Any dispute between:

- Members
- Members and directors
- Directors
- Applicants for membership

must try and be resolved by the parties on an informal basis.

If the dispute is not resolved by the parties within one month, any party may give a dispute notice to the other party/ies.

The dispute notice must:

- be in writing
- must say what the dispute is about
- must be given to the Corporation.

The directors must make a reasonable effort to help the parties resolve the dispute through mediation 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. The general meeting should be held within three months after the Corporation receives a notice of dispute.

## **12.1 Seeking assistance from the Registrar**

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the 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 3.6.

## **13. 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.

## **14. Gift fund rules**

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

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

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

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

Receipts issued for gifts to the gift fund must state:

- the full name of the Corporation

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

As soon as:

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

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

## **15. Winding up**

### **15.1 Surplus assets of the Corporation**

Where:

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

members are to resolve 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 at law, which has similar objectives to the Corporation and whose rules prohibits distributions or payments to its members from the surplus assets.

### **15.2 Surplus assets of gift funds**

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

## **16. Execution of Documents**

### **16.1 Corporation may have common seal**

(a) The Corporation may have a common seal.

(b) If the Corporation does have a common seal:

- (i) the Corporation must set out on it the Corporation's name and ICN

- (ii) the common seal must be kept by a person nominated by the directors.
- (iii) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

## **16.2 Agent exercising Corporation's power to make contracts etc.**

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's expressor implied authority and on behalf of the Corporation. The power may be exercised without using a common seal.

## **16.3 Execution of documents (including deeds) by the Corporation**

- (a) The Corporation may execute a document without using a common seal if the document is signed by:
  - (i) 2 directors
  - (ii) a director and a secretary (if any), or
  - (iii) if the Corporation has only 1 director, that director.
- (b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
  - (i) 2 directors
  - (ii) a director and a secretary, or
  - (iii) if the Corporation has only 1 director, that director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 16.3(a) or 16.3(b).
- (d) This rule 16.3 does not limit the ways in which the Corporation may execute a document (including a deed).'

## **17. Definitions and interpretation**

### **17.1 Definitions**

In this Rule Book, unless the contrary intention appears:

- (a) **Aboriginal person** means a person who is of Aboriginal or Torres Strait Islander descent, who identifies as an Aboriginal or Torres Strait Islander person and is accepted by the Aboriginal or Torres Strait Islander community in which they live as an Aboriginal or Torres Strait

Islander person.

- (b) **Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- (c) **Annual General Meeting (AGM).**
- (d) **Corporation** means Njernda Aboriginal Corporation.
- (e) **Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored, but does not include medical records of any patients of the Corporation.
- (f) **Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.
- (g) **Calendar year** means a period from and including 1 January to 31 December in a year.
- (h) **Chairperson** means the director appointed to hold the position of chairperson pursuant to Rule 6.22 of this Rule Book.
- (i) **Common Seal** means the common seal of the Corporation.
- (j) **Deputy Chairperson** means the director appointed to hold the position of deputy chairperson pursuant to Rule 6.22 of this Rule Book.
- (k) **Director** means a person elected or appointed according to clause 6 to manage the affairs of the Corporation in accordance with the Act and this Rule Book.
- (l) **General Meeting** refers to both Special General Meetings and Annual General Meetings of the Members of the Corporation.
- (m) **Immediate family** means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, children, stepfather, stepmother or siblings. It is also extends to customary or defacto adoption arrangements.
- (n) **Material Personal Interest** means a personal interest that has the capacity to influence a Director's consideration of, and vote on, a particular matter.
- (o) **Members Code of Conduct** means the Members Code of Conduct Policy as set out in Schedule 2 of this rule book as modified from time to time by the Board of Directors.
- (p) **Member** means any person whose name appears on the Register of Members.
- (q) **Objectives** means the Corporation's objectives set out in clause 2.
- (r) **Officer** is a Director, Secretary, manager, 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 position.

- (s) **Registrar means** the Registrar of the Office of the Registrar of Indigenous Corporations.
- (t) **Reside** means to dwell permanently (or for a considerable time) or to have one's settled or usual abode in or at a particular place.
- (u) **Serious Offence** means an offence against a law of the Commonwealth, a State or a Territory that is punishable by imprisonment for 12 months or more.
- (v) **Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members present at a General Meeting and entitled to vote on the resolution.

## **17.2 Interpretation**

In this Rule Book:

- (a) Words in the singular include the plural and vice versa;
- (b) Any gender includes the other genders;
- (c) The words 'including', 'include' and 'includes' are to be read without limitation;
- (d) A reference to:
  - (i) Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
  - (ii) Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and
  - (iii) A clause or schedule is a reference to a clause or schedule, as the case may be, of this document;
- (e) Headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (f) A word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book;
- (g) If a word or phrase is defined its other grammatical forms have corresponding meanings;
- (h) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded; and
- (i) Any inconsistency with the Act is to be resolved in favour of the Act.
- (j) Where there is ambiguity as to the extent of the powers of the

Corporation, the ambiguity shall be resolved in favour of the Corporation and a broad interpretation shall be applied so as not to narrow the powers of the Corporation.



SCHEDULE 1—APPLICATION FOR MEMBERSHIP FORM  
**NJERnda ABORIGINAL CORPORATION**  
**ICN: 1274**

## Application for membership

### Membership Contact Information

Full Name					
Other Names					
Address					
Suburb		State		Post Code	
Date of Birth					
Phone Number					
Email Address					

### Preferred method of receiving communications

I request that all communications from the Corporation be sent to me as follows:

	Tick ( ✓ )
By Post	<input type="checkbox"/>
By Email	<input type="checkbox"/>
By Short Message Service (SMS)	<input type="checkbox"/>

### Category of Membership being applied for

I am applying for the following category of membership:

	Tick ( ✓ ) one box only
Full Member	<input type="checkbox"/>
Associate Member	<input type="checkbox"/>

To be successful in your application for membership of Njernda Aboriginal Corporation, you are required to satisfy the membership criteria set out below. ***If you are unable to meet the requirements below, your application will not be successful and returned as incomplete or requesting further information.***

## Membership Criteria (Full Member)

Tick (✓) once completed

1. Provide Membership Contact Information in the table above.	<input type="checkbox"/>
2. Be 18 years of age, show <b>one</b> form of identification a. provide a copy of your birth certificate; or b. provide a copy of your drivers license; or c. provide alternative identification	<input type="checkbox"/>
3. Be an Aboriginal and/or Torres Strait Islander person	<input type="checkbox"/>
4. Declare you are a permanent resident, for at least the last 6 months of the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura	
5. Declare you will abide by the Rule Book, Code of Conduct and act in the best interests of the Corporation.	<input type="checkbox"/>
6. Not be a body corporate, company or any entity other than a person	<input type="checkbox"/>
7. Provide reasons for wishing to become a member.	<input type="checkbox"/>

## Membership Criteria (Associate Member)

Tick (✓) once completed

1. Provide Membership Contact Information in the table above.	<input type="checkbox"/>
2. Be 16 years of age, show <b>one</b> form of identification a. provide a copy of your birth certificate; or b. provide a copy of your drivers license; or c. provide alternative identification	<input type="checkbox"/>
3. Be an Aboriginal and/or Torres Strait Islander person	<input type="checkbox"/>
4. Declare that you have family (who is a Full Member) that resides in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala, and Mathoura	
5. Declare you will abide by the Rule Book, Code of Conduct and act in the best interests of the Corporation.	<input type="checkbox"/>
6. Not be a body corporate, company or any entity other than a person.	<input type="checkbox"/>
7. Provide reasons for wishing to become a member.	<input type="checkbox"/>

## Declaration

I, \_\_\_\_\_ (Full name of applicant),

apply for membership of the Njernda Aboriginal Corporation:

Tick (✓) box

**Full Member Declaration**

I declare that I am eligible to become a Full Member and confirm that I:

- am over 18 years of age
- am an Aboriginal and/or Torres Strait Islander person
- am a permanent resident of the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala, Mathoura and
- will abide by the Rule Book, the Act and the Member Code of Conduct
- will act in the best interests of the Corporation

The Rule Book of Njernda Aboriginal Corporation (ICN: 1274).  
Registered by a Delegate of the Registrar on 17 June 2022.

- am not a body corporate, company or any entity other than a person

OR

Tick (✓) box

Associate Member Declaration

I declare that I am eligible to become a Full Member and confirm that I:

- am over 18 years of age
- am an Aboriginal and/or Torres Strait Islander person
- have family who is a Full Member who resides in the areas bounded by the towns Echuca, Barmah, Gunbower, Rochester, Moama, Lockington, Tongala and Mathoura
- will abide by the Rule Book, the Act and the Member Code of Conduct
- will act in the best interests of the Corporation
- am not a body corporate, company or any entity other than a person

The reason/s I wish to become a member of Njernda Aboriginal Corporation are:

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Signature of applicant: \_\_\_\_\_ Date: \_\_\_\_\_

**Corporation use only**

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

SCHEDULE 2—NOMINATION/CONSENT TO BECOME A DIRECTOR

**NJERnda ABORIGINAL CORPORATION**

**ICN: 1274**

**Nomination / Consent to become a director**

**ALL SECTIONS OF THIS FORM MUST BE COMPLETED**

**SECTION A – PERSONAL DETAILS**

I, \_\_\_\_\_ (print full name)  
(print residential  
address, a postal  
address is not  
sufficient)

of: \_\_\_\_\_

Phone: \_\_\_\_\_ (print telephone  
number)

Email: \_\_\_\_\_ (print email  
address)

nominate and, if appointed, give consent to become a director of the Corporation.

I confirm my date of  
birth is

\_\_\_\_\_ (date of birth)

and my place of birth  
is

\_\_\_\_\_ (place of birth)

And my Director

Identification Number is

\_\_\_\_\_ (director  
identification  
number)

**SECTION B – DISCLOSURE OF INTERESTS**

I also set out the following as standing notice to the Directors of the Corporation under Rule 6.16 and section 268-1 and 268-10 of the Act regarding directors duty to disclose material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:

2. I declare I have the following associations with other Corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. I hold the following appointments whereby duties or interests might be created in conflict with my duties as a Director of the Corporation:

4. I set out below any other material personal interest which relates to the affairs of the Corporation:

#### **SECTION C – RELEVANT EXPERIENCE AND/OR QUALIFICATIONS**

(insert details of relevant experiment/qualifications for the role of director)

#### **SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE**

I **acknowledge** I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the Act) that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

and I will notify the Corporation within 14 days if any of the above events occur after my appointment.

I **acknowledge** that my appointment as a Director is subject to the Rules of the Corporation and the Act.

In circumstances where this form has been completed to nominate for a member director position, I **consent** to this form and my resume being sent to members as set out in rule 6.6 of the rule book on the basis that all personal information in Section A (other than my name) is redacted.

I **confirm** that I meet the eligibility criteria to be appointed a Director as detailed in:

<b>For Member Directors – Rule 6.4, being:</b>	<b>For Independent Specialist Directors – Rule 6.7, being:</b>
is a Full Member of the Corporation	is not a Member of the Corporation or have any financial or familial interests in it
has consented in writing to be appointed as a Director of the Corporation using the form set out in Schedule 2 to these Rules	Is an Aboriginal and/or Torres Strait Islander person
has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2	is at least 25 years of age
within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately	within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately
Has a current Working with Children check or within two months obtains a Working with Children Check. If a Working with Children check is not provided within two months of appointment the Member Director's appointment is terminated immediately	Has a current Working with Children check or within two months obtains a Working with Children Check. If a Working with Children check is not provided within two months of appointment the Director's appointment is terminated immediately
is not an employee at their time of appointment, during their appointment or within 12 months prior to their appointment as a director	is not an employee of the Corporation or any subsidiary of the Corporation
within two months of appointment, obtains a National Police Certificate. If a National Police Certificate: <ul style="list-style-type: none"> <li>• is not provided within two months of appointment</li> <li>• records a Serious Offence within the last 10 years</li> <li>• records pending charges for a Serious Offence</li> <li>• records a conviction for a Serious Offence during the term of appointment</li> </ul> the appointment as a Director is terminated immediately	was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
within one month of appointment, signs the Director's Confidentiality Agreement. If a signed Director's Confidentiality Agreement is not provided within one month of appointment the Member Director's appointment is terminated immediately	has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately	within one month of appointment, obtains a National Police Certificate. If a National Police Certificate: <ul style="list-style-type: none"> <li>• is not provided within two months of appointment</li> <li>• records a Serious Offence within the last 10 years</li> <li>• records pending charges for a Serious Offence</li> <li>• records a conviction for a Serious Offence during the term of appointment</li> </ul> the appointment as a Director is terminated immediately
has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment	is independent and have demonstrated skills in financial management, corporate governance, accounting, law or the health sector

	Do not owe the Corporation more than \$1,000, or if so, such debt has been approved by members in accordance with Part 6.6 of the Act		gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 2 of these Rules
			signs the Director's Confidentiality Agreement and Director's Code of Conduct prior to appointment
			has completed suitable governance training either prior to their appointment or within a period of six months following their 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 Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the Act