

THE RULE BOOK

Riverina Medical and Dental Aboriginal Corporation

ICN 745

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 Riverina Medical and Dental Aboriginal Corporation

2. Objectives

The corporation aims to improve the health and well-being of Aboriginal and Torres Strait Islander people residing in Wagga Wagga and its surrounds, as determined by the Directors from time to time.

3. Members

3.1 *Who is eligible?*

A member must be:

- at least [18] years of age; and
- an Aboriginal or Torres Strait Islander person normally and permanently resident within 50 km of Wagga Wagga Central Business District.

3.2 *How to become a member*

A person applies in writing by completing a membership form.

A person is eligible under rule 3.1. The directors agree.

The person's name and date they became a member is put on the register of members.

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

3.3 *Members' rights*

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 *Members' responsibilities*

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect.

3.5 *Liability of members*

The liability of a member of the corporation to contribute towards the payment of the debts and liabilities of the corporation or the costs, charges and expenses of the winding up of the corporation is limited to the amount, if any, unpaid by the member in respect of membership in the event that membership fees apply.

3.6 *How to stop being a member*

A person stops being a member if:

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

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

3.7 Cancellling membership

If a member:

- can't be contacted for two years (see Section 150-25 of the CATSI Act)
- misbehaves (see section 150-35 of the CATSI Act) or
- is not an Aboriginal or Torres Strait Islander person (see section 150-30)

the member can only be removed by special resolution at a general meeting. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

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

3.8 The register of members

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal and Torres Strait Islander members)
- for former members, the date when they stopped being a member. It must be kept at the corporation's document access address.

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

4. Meetings

4.1 AGM timing

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

4.2 AGM business

AGMs are for:

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

4.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days' notice must be given.

Notice must be given to members, directors, officers, the contact person and 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, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

A notice of meeting:

- sent by post is taken to be given 3 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*

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in corporation

2 to 10 members

11 to 20 members

21 to 50 members

51 members or more

Number of members needed to propose a resolution

= 1 member

= 3 members

= 5 members

= 10% of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5). The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 *Quorum at general meetings*

A quorum shall be 10% of the members.

The quorum must be present during the whole meeting.

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- if convened on the requisition of members, is to be dissolved; or
- in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated

by written notice to members given before the day to which the meeting is adjourned) at the same place.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

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

4.10 Voting

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

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

A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

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

4.11 Demanding a poll

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

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

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

4.12 Proxies

Proxies are not allowed.

5. Directors

5.1 Number of directors

The number of elected Directors is 7 directors (including office bearers).

5.2 Eligibility of directors

A director must be:

- at least 18 years old; and
- a member of the corporation (but not an employee)
- an Aboriginal or Torres Strait Islander person, unless appointed as a non-member Director by the board under clause 5.7.

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- members of the corporation
- not be employees of the corporation.

5.4 How to become a director

The corporation will elect Directors at a general meeting.

Directors must give the corporation their consent in writing to be a director.

A maximum of one person from a family can be elected or appointed to the board.

For the purposes of this clause a 'Family member' is defined as person's:

- Husband or Wife.
- Partner in a De facto relationship as defined under the Family Law Act.
- Brother or sister, including half-brother or half-sister.
- Parent or child, including step-parent or step-child.

The Election Policy shall set out how to resolve an election result where two or more candidates who meet the definition of Family Members would otherwise be elected to the board

5.5 Directors' terms of appointment and rotation

Directors are appointed at every second annual general meeting for a two year term.

5.6 How to become an office bearer (chairperson, vice-chairperson, treasurer)

At the first directors' meeting after each AGM, the directors elect the office bearers of the corporation from the directors.

There shall be a Chairperson, a Vice-chairperson and a Treasurer who shall be the office bearers.

5.7 How to become a non-member director

The directors may appoint up to two non-member directors. Non-member directors may be selected for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

Non-member directors must give the corporation their consent in writing to be a director before being appointed. Non-member directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

Non-member Directors do not have voting rights in the Board Room, nor are they members of the Corporation.

5.8 How to fill vacancies

For the purposes of these rules, a casual vacancy in the office of a director occurs if the member:

- dies, or
- ceases to be a member of the corporation, or
- becomes a bankrupt within the meaning of the Bankruptcy Act 1966, or
- resigns office by notice in writing given to the secretary, or
- is removed from office under rule 5.10, or
- becomes a mentally incapacitated person, or
- is absent from all directors meetings held during a period of 6 months or 3 consecutive meetings.

Directors can fill casual director vacancies, including office bearers.

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

5.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors. A director is disqualified from managing a corporation.

5.10 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- 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 statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

- Directors can only remove a director if the director fails to attend directors meetings for 6 months or three or more consecutive directors meetings.
- 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 by resolution.

5.11 Directors' and officers' duties

The duties are:

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

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

5.12 Conflict of interest (material personal interest)

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

This notice must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.

A director who has a material personal interest must not:

- be present at the directors' meeting while the matter in question is being considered;
- vote on the matter in question unless allowed to do so under the CATSI Act.
- be present at the directors meeting while the matter in question is being considered

5.13 Payment

Directors are not paid unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

The Corporation will pay the Directors a training fee of \$150 per day to attend training relevant to the Directors volunteer role (this does not include attending Board Meetings, General Meetings, Annual General Meetings, Special Meetings, Forums and conferences etc.). The Corporation may also pay the directors a travel allowance and incidentals for attending meetings or to do with other corporations business such as Directors Governance Training.

5.14 Delegation

Directors can delegate, by passing a resolution, any of their powers to:

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

6. Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

7. Directors' meetings

Directors must meet at least every three months.

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

7.1 *Quorum for directors' meetings*

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

7.2 *Chairing directors' meetings*

The directors can elect a director to chair their meetings. They must decide how long that director will be the chair.

7.3 *Using technology*

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

7.4 *Resolutions at directors' meetings*

A resolution of directors must be passed by a majority of the votes. The chair has a vote, plus a casting vote.

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

8. Contact person

The contact person must be at least 18 years old. The directors appoint a contact person.

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

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

The contact person must give the corporation their consent in writing to become contact person.

9. Records

The corporation must keep the:

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

They must be kept at the corporation's document access address.

10. Finances

All money of the corporation must be deposited into the corporation's bank account. The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting or in accordance with a valid delegation.

11. Application of funds

Directors can use the money and property of the corporation, not subject to any special trust or conditions by funders, to carry out its objectives.

Directors cannot give the money and property to members of the corporation. Subject to the CATSI Act and the corporation's rules, no portion of the funds or property of the corporation may be paid or distributed to any member of the corporation.

This rule does not prevent: (a) the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities as an employee); or (b) reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where they are to be provided).

12. Winding up

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

Resolution to distribute surplus assets

Where:

- the corporation is wound up
- 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 members may pass a special resolution relating to the distribution of the surplus assets of the corporation, provided that any assets are transferred to
- another organisation in Australia which is a public benevolent institution for the purposes of any commonwealth taxation act; and
- where possible, to incorporated member organisations of the AH&MRC, being Aboriginal Controlled Medical or Health Services within the State of New South Wales, or to the Aboriginal Health and Medical Research Council of New South Wales, but such organisations shall have rules preventing the distribution of property to its individual members and shall qualify under Item 4.1.4 of the table in subsection 30-45 (1) of the Income Assessment Act 1997.

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

13. 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.

If the dispute is about the CATSI Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.

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

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

14. Sub Committees

The directors may at any time appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee shall:

- have a quorum of three (3) at its meetings, unless the sub-committee resolves that a larger number shall be the quorum;
- appoint one of its members to be responsible for calling meetings of the
- sub-committee and inform the directors of the name of the responsible person.

15. Deductible Gift Recipient

As the corporation has been endorsed by the Australian Taxation Office as a Deductible gift Recipient (DGR), prior to any receipt of a tax deductible donation, gift of money or property, the corporation shall establish and maintain a separate gift fund consistent with the provisions within subsections 30-125 (4) to (7) of the Income Tax Assessment Act 1997 or as amended from time to time.

The gift shall be maintained:

- for the principal purpose of the corporation
- as the sole account into which such gifts are deposited; and used exclusively for crediting such gifts; and
- shall only be used, or its funds disseminated, consistent with the public benevolent institutional purposes outlined in the Aims and objectives within the Rules of the corporation

The name of the gift fund shall be the Riverina Medical and Dental Aboriginal Corporation Gift Deductible Fund and the governance of the fund shall be consistent with relevant provisions within the Income Tax Assessment Act 1997, as amended from time to time and relevant section within the Rules of the corporation.

At the first occurrence of either the winding up of the Gift Fund, or the revocation of endorsement of the corporation as a DGR, any surplus assets of the Gift Fund, remaining after the payment of the liabilities attributable to it, shall be transferred to another organisation in the Riverina area which is a public benevolent institution for the purposes of any Commonwealth Taxation Act and to which income tax deductible gifts can be made, and where possible, to incorporated Aboriginal Community controlled Health Services within the State of New South Wales or to the Aboriginal Health and Medical Research Council of New South Wales, being public benevolent institutions to which income tax deductible gifts can be made.

Schedule 1—Application for membership form

Application for membership

Riverina Medical and Dental Aboriginal Corporation (ICN 745)

I, _____

(first name of applicant)

(last name of applicant)

of _____

(address of applicant)

hereby apply for membership of Riverina Medical and Dental Aboriginal Corporation

I declare that I am eligible for membership.

Signed:

Date: