Rule Book of

Karlup Aboriginal Corporation

ICN: 9728

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1. Name of the Corporation

The name of the Corporation is Karlup Aboriginal Corporation.

2. Definitions and interpretation

2.1 Definitions

Aboriginal and Torres Strait Islander person has the meaning given in section 700 of the CATSI Act.

Advisory Committee means a committee established pursuant to rule 11.3.

Annual General Meeting or **AGM** means a General Meeting held in accordance with rule 7.

Applicant means a person who has applied to become a Member in accordance with rule 5.4(a)(i).

Application means an application for Membership received in accordance with rule 5.4(a)(i).

Associations Act means the *Associations Incorporation Act 2015* (WA).

Auditor means the person, company or firm that is appointed as the auditor of the Corporation from time to time in accordance with rule 18.

Australian Accounting Standards means the standards of that name maintained by the Australian Accounting Standards Board created by section 226 of the *Australian Securities and Investments Commission Act 2001* (Cth).

Australian Auditing Standards means the standards made by the Auditing and Assurance Standards Board created by section 227A of the *Australian Securities and Investments Commission Act 2001* (Cth).

Board or **Board of Directors** means the board of Directors of the Corporation.

Books include a register, any record of information, financial reports or records, or documents of a Corporation however compiled, recorded or stored.

Business Day means a day which is not a Saturday, Sunday, public holiday or bank holiday in the city of Perth, Western Australia.

CATSI Act means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

Chairperson means the Director appointed under rule 13.4(a), and chairperson means either the Chairperson or a Director elected to be the chairperson for any Directors' meeting under rule 13.4(c) or any General Meeting under rule 8.12(b).

Code of Conduct is a list of rules with which the officers and Members of the Corporation must comply.

Commissioner of Taxation means a Commissioner of Taxation, second Commissioner of Taxation and Deputy Commissioner of Taxation as provided for in sections 4 and 7 of the *Taxation Administration Act 1953* (Cth).

Consensus means the general agreement among those present at a meeting held under this Rule Book as to a particular matter whereby differing points of view, if any, have been considered and reconciled and any decision is generally agreed, as determined by the Chairperson of the meeting. For the avoidance of doubt, a decision made by Consensus, does not necessarily require that the decision be agreed unanimously.

Contact Person means a person elected or appointed as contact person of the Corporation in accordance with rule 14.

Corporation means the corporation named in rule 1.

Corporations Act means the *Corporations Act 2001* (Cth).

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

Director means a person appointed as a director of the Corporation under rule 9.

Dispute means a dispute referred to in rule 19.

Document Access Address has the meaning given in the CATSI Act.

Expert Director means a person who satisfies the requirements of rule 9.5 and is appointed as a Director in accordance with rule 9.7(b).

Financial Year means the 12 month period ending on 30 June each year.

General Meeting refers to a general meeting of the Members called and held in accordance with rule 7.4.

Indigo Junction means Indigo Junction Incorporated (ABN 32 879 844 973)

Indigo Junction Director means a person who satisfies the requirements of rule 9.4 and is appointed as a Director in accordance with rule 9.7(a).

ITAA97 means *Income Tax Assessment Act 1997* (Cth).

Material Personal Interest includes any direct or indirect benefit that a Director may receive that has the capacity, or would reasonably be perceived to have the capacity, to materially influence that Director when casting their vote at Directors' meetings or General Meetings, subject to the exclusions detailed in the Rule Book.

Mediator means a person who is a member of, and accredited or registered as a mediator by Resolution Institute, or an equivalent body.

Member means any person who is a member of the Corporation under rule 5, and the term **Membership** has a corresponding meaning.

Members' Resolutions means a resolution proposed by the Members in accordance with rule 8.10.

Membership Fees has the meaning given in rule 5.6.

Negotiable Instrument has the meaning given in section 700 of the CATSI Act.

Objects means the objects referred to in rule 3.

Ordinary Resolution means a resolution that must be passed by a majority of the votes cast by the Members entitled to vote on the resolution.

Poll means a decision made by secret ballot as opposed to a show of hands and is conducted by Members signing a paper headed "for" or "against" a motion or resolution as the case may be.

Proposing Members has the meaning given in rule 8.10(c).

Register of Former Members means the list of former Members maintained under rule 6.2(b).

Register of Members means the list of Members maintained under rule 6.1.

Registered Charity means an entity registered as a charity by the Commissioner of the Australian Charities and Not-for-profits Commission under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Registered Office has the meaning given in the CATSI Act.

Registers means the Register of Members and the Register of Former Members.

Registrar has the meaning given in the CATSI Act.

Regulations means the *Corporations (Aboriginal and Torres Strait Islander) Regulations 2017* (Cth).

Request has the meaning given in rule 8.5(a).

Rule Book means this rule book and any amendments to, or substitutions for, it.

Secretary means a person elected or appointed as secretary of the Corporation in accordance with rule 14.

Special General Meeting or **SGM** means a General Meeting other than an AGM.

Special Resolution means, as the context requires:

(a) a resolution of the Corporation passed at a General Meeting by not less than 75% of the votes cast by the Members entitled to vote on a resolution of which written notice was provided in accordance with rule 8.7; or

(b) a resolution of the Board passed at a Directors' meeting by not less than 75% of the votes cast by the Directors entitled to vote on the resolution.

2.2 Interpretation

(a) In this Rule Book:

(i) words in the singular include the plural and vice versa;

(ii) any gender includes the other genders;

(iii) the words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;

(iv) a reference to:

(A) 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;

(B) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and

(C) a rule or schedule is a reference to a rule or schedule, as the case may be, of this document;

(v) headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;

(vi) a word or expression defined in the CATSI Act and used, but not defined, in this Rule Book has the same meaning given to it in the CATSI Act when used in this Rule Book;

(vii) if a word or phrase is defined its other grammatical forms have corresponding meanings; and

(viii) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.

(b) The replaceable rules set out in the CATSI Act do not apply to the Corporation except those which operate as mandatory rules for corporations incorporated under the CATSI Act.

(c) This interpretation clause applies unless inconsistent with the context.

2.3 Inconsistency with the CATSI Act

If there is any inconsistency in this Rule Book or with the CATSI Act, the CATSI Act will apply to the extent of the inconsistency.

3. Objects and Activities

3.1 Objects of the Corporation

The Objects of the Corporation are the following:

(a) to deliver housing solutions and support services for people who are homeless or at risk of homelessness, in particular to Aboriginal and Torres Strait Islander people;

(b) to ensure that services delivered to Aboriginal and Torres Strait Islander people are, as far as practicable;

(i) delivered in a culturally safe way; and

(ii) informed, led and delivered by Aboriginal and Torres Strait Islander people; and

(c) to do all such things which may be conducive to the attainment of the Objects, including to work in partnership with Indigo Junction.

3.2 Activities

The Corporation must operate solely for the purpose of promoting and advancing the Objects. However, the Corporation is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

3.3 Not-for-profit

(a) Subject to rule 3.3(b), the income and property of the Corporation must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member except in good faith in the promotion of the Objects.

(b) Subject to rule 12.7, rule 3.3(a) does not prohibit making a payment approved or ratified by the Board:

(i) for out-of-pocket travel and other expenses properly incurred by a Director in accordance with rule 12.4;

(ii) for any reasonable remuneration of a Director determined under rule 12.4;

(iii) for any reasonable remuneration of a Director or Member in their capacity as an employee;

(iv) in good faith for a good or service supplied to the Corporation by a Director (other than in the capacity as a Director of the Company) or Member, where:

(A) the supply has the prior approval of the Board; and

(B) the amount payable is a commercially reasonable payment for the supply; and

(v) for indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Corporation.

4. Powers of the Corporation

4.1 General powers of the Corporation

(a) To the extent necessary or convenient to carry out, or incidental to carrying out, the Objects, the Corporation has the power to do anything lawful to carry out the Objects.

(b) This Rule Book does not contain all of the rules and laws which apply to the Corporation. The Corporation is also bound by commercial contracts, general law and legislation; including but not limited to the CATSI Act and the Regulations.

5. Membership of the Corporation

5.1 Initial Members

The initial Members of the Corporation are the persons and entities specified in the application to the Registrar to register the Corporation under the CATSI Act.

5.2 Minimum number of Members

The Corporation must have a minimum of 5 Members.

5.3 Eligibility for Membership

(a) A person is eligible to apply for Membership if the person is:

(i) 18 years of age or over;

(ii) an Aboriginal and Torres Strait Islander person; and

(iii) able to demonstrate a connection with:

(A) the geographical area of Midland and surrounding suburbs; or

(B) the Midland community.

5.4 Becoming a Member

(a) A person becomes a Member if the:

(i) person applies to the Board to become a Member and the application is in the form that the Board determines;

(ii) person is eligible for Membership;

(iii) Directors accept the application; and

(iv) person's name is entered on the Register of Members.

(b) The Board must:

(i) consider each Application in the order in which they are received; and

(ii) decide to accept or refuse the Application.

(c) The Board must refuse an Application:

(i) if the Applicant does not:

(A) apply in accordance with rule 5.4(a)(i); or

(B) meet the eligibility criteria in rule 5.3.

(d) The Board may refuse an Application in circumstances where the Applicant:

(i) has applied in accordance with rule 5.4(a)(i); and

(ii) meets the eligibility criteria in rule 5.3.

(e) Where the Board refuses an Application under rule 5.4(d), the Applicant must be notified in writing of the refusal and the reasons for it.

(f) A person's Membership takes effect when they are entered on the Register of Members.

5.5 Entry on the Register of Members

(a) If an Application is accepted, the Applicant's name must be entered on the Register of Members within 14 days.

(b) However, if:

(i) an Application is received after a notice has been given for the holding of a General Meeting; and

(ii) the General Meeting has not been held when the Directors consider the Application,

the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

5.6 Membership fees

The Corporation must not impose fees for Membership.

5.7 Members rights

(a) Each Member has rights under the CATSI Act and this Rule Book, including the right to:

(i) attend, speak and vote at a General Meeting;

(ii) put forward resolutions to be voted on at a General Meeting in accordance with rule 8.10;

(iii) ask the Directors to call a General Meeting in accordance with rule 8.5;

(iv) access the following books and records of the Corporation:

(A) the Registers, under rule 6.4(b);

(B) the minute books, under rule 17.9;

(C) the Rule Book, under rule 17.10; and

(D) certain reports prepared by or for the Directors and the Corporation, in accordance with the CATSI Act;

(v) ask the Directors to provide access to any other records or books of the Corporation in accordance with this Rule Book;

(vi) have any Disputes with another Member or with the Directors that relate to the business of the Corporation dealt with under the Dispute Resolution Process; and

(vii) be a Member until such time that the person is removed as a Member in accordance with rule 5.10.

(b) Members do not have the right to share in the profits of the Corporation or take part in the distribution of the Corporation's assets if it is wound up.

(c) If a Member believes that his or her rights have been breached or ignored by the Directors, the Member can use the dispute resolution process.

5.8 Members' responsibilities

Each Member has a responsibility to:

(a) comply with the CATSI Act and this Rule Book;

(b) notify the Corporation of any change in their address within 28 days of the change;

(c) comply with any Code of Conduct adopted by the Board;

(d) treat other Members and the Directors with respect and dignity;

(e) not behave in a way that significantly interferes with the:

(i) operation of the Corporation;

(ii) calling and holding of Directors' Meetings; or

(iii) calling and holding of General Meetings; and

(f) not make any public statement on behalf of the Corporation unless authorised by the Board.

5.9 Liability of Members

The Members are not liable to contribute to the property of the Corporation on winding up.

5.10 Ceasing to be a Member

(a) A person will stop being a Member if:

(i) the person resigns as a Member under rule 5.11;

(ii) the person dies; or

(iii) the person's Membership is cancelled under rule 5.12.

(b) A person ceases to be a Member when they are removed from the Register of Members.

(c) Within 14 days of a person ceasing to be a Member, the Corporation must:

(i) remove them from the Register of Members; and

(ii) enter the person on the Register of Former Members.

5.11 Resigning as a Member

A person may resign as a Member by giving a notice in writing to the Corporation, which takes effect on the date that it is received by the Corporation.

5.12 Cancellation of Membership

Member ceases to be eligible

(a) The Directors may, by resolution, cancel a person's Membership if the Member:

(i) is not eligible for Membership; or

(ii) has ceased to be eligible for Membership.

(b) Before cancelling the Membership, the Directors must give the Member notice in writing stating that:

(i) the Directors intend to cancel the Membership for the reasons specified in the notice; and

(ii) the Member has 14 days to object in writing to the cancellation of the Membership.

(c) If the Member does not object, the directors must cancel the membership.

(d) If the Member objects to the cancellation of Membership:

(i) the Directors must not cancel the Membership; and

(ii) the Corporation may, by resolution in General Meeting, cancel the Membership.

(e) If a Membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General Meeting) as soon as possible after it has been passed.

Member cannot be contacted

(f) The Corporation may cancel a Membership by a Special Resolution in a General Meeting if, during the continuous two year period before the General Meeting, the Corporation has:

(i) made two or more reasonable attempts to contact the Member at the address entered on the Register of Members for that Member; and

(ii) been unable to contact the Member.

(g) If the Corporation cancels a Membership under rule 5.12(f), the Directors must send that person a copy of the Special Resolution at their last known address, as soon as possible after the Special Resolution has been passed.

Member misbehaves

(h) The Corporation may cancel a Membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member has behaved in a way that significantly interfered with the:

(i) operation of the Corporation;

(ii) calling and holding of Directors' Meetings; or

(iii) calling and holding of General Meetings.

(i) If the Corporation cancels a Membership under rule 5.12(h), the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

Member is not an Aboriginal or Torres Strait Islander person

(j) The Corporation may cancel a Membership by Special Resolution in a General Meeting if the Corporation is satisfied that the Member is not an Aboriginal or Torres Strait Islander person.

(k) If the Corporation cancels a Membership under rule 5.12(j), the Directors must give that Member a copy of the Special Resolution, as soon as possible after it has been passed.

6. Registers

6.1 Corporation to maintain a Register of Members

The Corporation must set up and maintain a Register of Members.

6.2 Information on the Register of Members

(a) The Register of Members must state:

(i) the Member's full name;

(ii) the Member's address;

(iii) the Member's email address, if any;

(iv) the date on which the Member's name was entered on the Register of Members.

(b) The Register of Members may also contain any other name by which the Member is or was known.

6.3 Corporation to maintain a Register of Former Members

(a) The Corporation must set up and maintain a Register of Former Members which must state, in respect of people who have ceased to be a Member within the previous seven years:

(i) any information previously detailed in the Register of Members in respect of the person; and

(ii) the date on which the person ceased to be a Member.

6.4 Location of Registers

(a) The Corporation may maintain the Register of Former Members in one document with the Register of Members.

(b) The Corporation must keep the Registers:

(i) if the Corporation is a large corporation, at its Registered Office; or

(ii) if the Corporation is a small or medium corporation, at its Document Access Address.

6.5 Inspection of Registers

(a) A Member may inspect the Registers without charge.

(b) A person who is not a Member may inspect the Registers upon payment of any fee required by the Corporation.

(c) The Corporation must give a person a copy of the Registers (or part of either Register) within 7 days if the person:

(i) asks for the copy; and

(ii) pays any fee (up to the prescribed amount) required by the Corporation.

6.6 Making Register of Members available at AGM

The Corporation must:

(a) make the Register of Members available for inspection by Members at the AGM; and

(b) ask each Member attending the AGM to:

(i) check their entry in the Register of Members; and

(ii) inform the Corporation of any corrections that need to be made to their entry in the Register of Members.

6.7 Providing Registers to Registrar

The Corporation must provide the Registrar with a copy of the Register of Members, or the Register of Former Members, within 14 days of a request to do so, or such longer period as the Registrar specifies.

7. Annual General Meetings (AGMs)

7.1 Holding AGMs

The Corporation must hold an AGM within 5 months after the end of each Financial Year.

7.2 Extension of time for holding AGMs

(a) The Corporation may apply to the Registrar to extend the period within which the Corporation must hold an AGM provided the application is made before the end of the period specified in rule 7.1.

(b) If the Registrar grants an extension, the Corporation must hold an AGM within the extended period specified by the Registrar.

7.3 Business of AGM

(a) The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

(i) confirmation of the minutes of the previous General Meeting;

(ii) the election of Directors;

(iii) the appointment and remuneration of the Auditor (if any);

(iv) checking of details on the Register of Members (see rule 6.6(b)); and

(v) asking questions about management of the Corporation and asking questions of the Corporation's Auditor (if any) (see rule 8.16).

(b) Members may only raise other matters for discussion at an AGM which are not on the agenda during any other business.

7.4 Questions at AGMs

The chairperson of an AGM must give Members a reasonable opportunity to ask questions about or make comments on the management of the Corporation.

7.5 Questions by members of auditors at AGM

If the Auditor or the Auditor's representative is at an AGM, the chairperson of the AGM must give Members a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's report;

(c) the accounting policies adopted by the Corporation in the preparation of the financial statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

8. General Meetings

The Corporation must hold its first General Meeting within 3 months after the Corporation is registered.

8.1 Purpose of General Meeting

A General Meeting must be held for a proper purpose.

8.2 Time and place of General Meeting

(a) A General Meeting must be held at a reasonable time and place.

(b) If the Directors change the place of a General Meeting, notice of the change must be given to each person who is entitled to receive a notice of a General Meeting.

8.3 Business of General Meeting

(a) The business at each General Meeting must include all matters set out in the notice of the General Meeting.

(b) Members may only raise other matters for discussion at a General Meeting which are not on the agenda during any other business.

8.4 Directors may call General Meetings

A majority of Directors may call a General Meeting of the Corporation.

8.5 Members requesting the calling of a General Meeting

Members may ask Directors to call General Meetings

(a) The Directors must call and arrange to hold a General Meeting on the request of at least the required number of Members specified under rule 8.5(b) (**Request**).

(b) For the purposes of rule 8.5(a), and in accordance with section 201-5 of the CATSI Act, the required number of Members is the greater of:

(i) the number of Members prescribed by the Regulations and applicable to the Corporation, or if none is prescribed, then 5 Members; or

(ii) the percentage of members prescribed by the Regulations and applicable to the Corporation, or if none is prescribed, then 10% of the Members.

(c) A Request must:

(i) be in writing;

(ii) state any resolution to be proposed at the General Meeting;

(iii) be signed by the Members making the request on the same page as the Request, either on one document or on separate identical copies of the Request;

(iv) nominate a Member to be the contact Member on behalf of the Members making the Request; and

(v) be given to the Corporation in its original format (not a photocopy).

Directors may apply to deny a Member's request to call a General Meeting

(d) If the Directors resolve that:

(i) a Request is frivolous or unreasonable; or

(ii) complying with a Request would be contrary to the interests of the Members as a whole,

a Director, on behalf of the Board, may apply to the Registrar for permission to deny the Request in accordance with section 201-10 of the CATSI Act.

(e) An application to the Registrar to deny a Request must:

(i) be in writing;

(ii) set out the ground on which the application to deny the Request is made; and

(iii) be made within 21 days after the Request was made.

(f) The Directors must, as soon as possible after making an application to deny the Request, give the contact Member (as nominated in the Request) notice that an application has been made to the Registrar to deny the Request.

Timing for a requested General Meeting

(g) If the Directors agree to a Request, they must call the General Meeting within 21 days after the Request was received by the Corporation.

(h) If the Board has applied to the Registrar for permission to deny a Request, then within 21 days after being notified of the Registrar's decision, the Board must:

(i) where the application is refused, call a General Meeting; or

(ii) where the application is granted, notify the contact Member of the Registrar's decision and confirm that a General Meeting will not be called.

8.6 Notice for General Meetings

(a) At least 21 days' notice must be given of a General Meeting.

(b) Subject to rule 8.6(c), the Corporation may:

(i) call an AGM on shorter notice if all the Members agree beforehand; and

(ii) call any other General Meeting on shorter notice if at least 95% of the Members agree beforehand.

(c) At least 21 days' notice must be given of a General Meeting at which a resolution is proposed to:

(i) remove a Director under rule 10.1;

(ii) appoint a Director in place of a Director removed under rule 10; or

(iii) remove the Auditor.

8.7 Requirement to give notice of General Meeting

The Corporation must give written notice of a General Meeting to:

(a) each Member entitled to vote at the General Meeting;

(b) each Director;

(c) the Secretary (if any);

(d) the Contact Person (if any);

(e) the Auditor (if any); and

(f) any Observer entitled to attend the meeting.

8.8 Contents of notice of General Meeting

(a) A notice of a General Meeting must:

(i) set out the place, date and time for the General Meeting (and, if the General Meeting is to be held in 2 or more places, the technology that will be used to do this);

(ii) state the general nature of the General Meeting's business;

(iii) if a Special Resolution is to be proposed at the General Meeting, set out an intention to propose it and state what it is; and

(iv) if a Member is entitled to appoint a proxy, contain a statement setting out:

(A) that the member has a right to appoint a proxy; and

(B) whether or not the proxy needs to be a Member.

(b) The information included in a notice of a General Meeting must be worded and presented clearly and concisely.

(c) The Corporation must give notice in accordance with rule 21.2.

8.9 Failure to give notice

A General Meeting, or any proceeding at a General Meeting, will not be invalid just because the notice of the General Meeting was accidentally not sent to a person or a person has not received the notice, unless a court declares proceedings at the General Meeting to be void, on the application of:

(a) the person concerned;

(b) a person entitled to attend the meeting; or

(c) the Registrar.

8.10 Members' Resolutions

(a) If a Member or Members wish to move a resolution at a General Meeting, a notice of that resolution must be given to the Corporation by at least the required number of Members specified under rule 8.10(c).

(b) The notice must set out the resolution in writing and must be signed by the Members proposing it (signed either on one document or on separate identical copies).

(c) For the purposes of rules 8.10(a) and 8.10(h), and in accordance with section 201-40 of the CATSI Act, the required number of Members (**Proposing Members**) is the greater of:

(i) the number of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice or, if none is prescribed, 5 Members; or

(ii) the percentage of Members prescribed by the Regulations and applicable to the Corporation for the purposes of the giving of such a notice or, if none is prescribed, 10% of the Members.

(d) If the Corporation has been given notice of a Members' Resolution it must be considered at the next General Meeting that occurs more than 28 days after the notice is given.

(e) The Corporation must give all its Members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way as it gives notice of a General Meeting.

(f) The Corporation does not have to give notice of a resolution if the resolution is defamatory.

(g) Members may ask the Corporation to give all the Members a statement about:

(i) a resolution that is proposed to be moved at the General Meeting; or

(ii) any other matter that may be considered at that General Meeting.

(h) This request to give the Members a statement must be:

(i) made by at least the specified number of Members provided in rule 8.10(c);

(ii) in writing;

(iii) signed by the Members making the request; and

(iv) given to the Corporation.

(i) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy.

(j) After receiving a request, the Corporation must distribute a copy of the statement to all its Members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant General Meeting.

(k) The Corporation does not have to comply with a request to distribute a statement if it is defamatory.

8.11 Quorum for General Meeting

(a) The quorum for a General Meeting is 4 Members.

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

(c) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:

(i) if a Member has appointed more than 1 proxy, only 1 of them will be counted, and

(ii) if an individual is attending both as a Member and as a proxy, counting that individual only once.

(d) A General Meeting that does not have a quorum present within 3 hours after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise.

(e) If no quorum is present at the resumed meeting within 1 hour after the time for the resumed meeting, the meeting is dissolved.

8.12 Chairing a General Meeting

(a) The Directors may elect an individual to chair General Meetings.

(b) The Members at a General Meeting must elect a Director present to chair the meeting (or part of it) if:

(i) the Directors have not already elected a chairperson; or

(ii) a previously elected chairperson is not available or does not want to chair the meeting.

(c) The chairperson must adjourn a General Meeting if the majority of Members present agree or direct that the chairperson do so.

8.13 Use of technology for General Meeting

The Corporation may hold a General Meeting at 2 or more places using any technology that gives the members as a whole a reasonable opportunity to participate.

8.14 Auditor's right to be heard at General Meeting

(a) If the Corporation has an Auditor, the Auditor is entitled to attend any General Meeting of the Corporation.

(b) The Auditor is entitled to be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor in their professional capacity.

(c) The Auditor is entitled to be heard even if:

(i) the Auditor retires at that meeting; or

(ii) that meeting passes a resolution to remove the Auditor from office.

(d) The Auditor may authorise a person in writing as the Auditor's representative for the purpose of attending and speaking at any General Meeting.

8.15 Voting at General Meetings

(a) At a General Meeting, each Member that has voting rights in accordance with rule 5.7 has one vote, both on a show of hands and a Poll.

(b) The chairperson shall have a casting vote and also any vote he or she has as a member.

(c) A challenge to a right to vote at a General Meeting:

(i) may only be made at the meeting; and

(ii) must be determined by the chairperson, whose decision is final.

(d) Other than as specified in this Rule Book or the CATSI Act, a resolution put to the vote at a General Meeting must be decided by Ordinary Resolution on a show of hands unless a Poll is demanded.

(e) On a show of hands, a declaration by the chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of proxies received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded for or against.

(f) Members have a right to appoint a proxy to attend and vote on their behalf at a General Meeting. The person appointed as a Member's proxy must be an individual.

(g) Before a vote is taken the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

8.16 Demanding a Poll

(a) At a General Meeting, a Poll may be demanded on any resolution.

(b) A demand for a Poll may be withdrawn.

(c) At a General Meeting, a Poll may be demanded by:

(i) at least 5 Members entitled to vote on the resolution;

(ii) Members with at least 5 percent of the votes that may be cast on the resolution on a Poll; or

(iii) the chairperson of the General Meeting.

(d) The Poll may be demanded:

(i) before a vote is taken;

(ii) before the voting results on a show of hands are declared; or

(iii) immediately after the voting results on a show of hands are declared.

8.17 Disruptions to General Meetings

(a) If the chairperson or Directors in their opinion consider that a person in attendance at a General Meeting is disrupting the General Meeting, the chairperson, or one of the Directors, may give verbal notice to that person that he or she is disrupting the General Meeting.

(b) If the person continues to disrupt the General Meeting, the chairperson, or a Director, may give a second verbal notice to that person that he or she is disrupting the General Meeting.

(c) If, after 2 verbal notices, the person continues to disrupt the General Meeting, the chairperson, or a Director, can direct that person to be removed from the General Meeting and request that they leave the meeting area.

8.18 Adjourned meetings

(a) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

(b) Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

8.19 Postponing a General Meeting

(a) After notice has been given for a General Meeting, 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).

(b) The Directors must give reasonable notice of the postponement and give each member notice of the postponed meeting setting out the new date, time and place.

8.20 Circulating resolutions of Members

(a) The Members may pass a resolution without a General Meeting being held if all the Members entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.

(b) Separate copies of a document under this rule 8.20 may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

(c) A resolution under rule 8.20(a) is passed when the last Member signs or sends a written communication as the case may be.

(d) Auditors cannot be removed by a resolution without a General Meeting.

8.21 Rights of proxies

(a) Subject to this rule 8, a proxy appointed to attend and vote for a Member has the same rights as the Member:

(i) to speak at the meeting;

(ii) to vote (but only to the extent allowed by the appointment); and

(iii) join in a demand for a poll.

(b) A proxy's authority to speak and vote for a Member at a meeting is suspended if the Member is present at the meeting.

(c) A person must not exercise proxies for more than 3 Members. However, a contravention of this rule 8.21(c) does not affect the validity of the votes cast.

8.22 Appointing a proxy

(a) An appointment of a proxy is valid if it is signed or otherwise authenticated as prescribed by the Regulations, by the member making the appointment and contains the following information:

(i) the Member's name and address;

(ii) the Corporation's name;

(iii) the proxy's name or the name of the office held by the proxy; and

(iv) the meetings at which the appointment may be used.

(b) An undated appointment is taken to have been dated on the day it is given to the Corporation.

(c) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

(i) the proxy need not vote on a show of hands;

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;

(iii) if the proxy is the chairperson, the proxy must vote by poll, and must vote as directed;

(iv) if the proxy is not the chairperson, the proxy need not vote by poll; and

(v) if a proxy is also a member, this rule 8.22(c) does not affect how the person casts any votes they hold as a Member.

(d) A person who contravenes this rule commits an offence under the CATSI Act, but only if the person's appointment as a proxy resulted from the Corporation sending to Members:

(i) a list of persons willing to act as proxies; or

(ii) a proxy appointment form holding the person out as being willing to act as a proxy.

(e) An appointment of a proxy does not have to be witnessed.

(f) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

8.23 Receipt of proxy documents

(a) For an appointment of a proxy for a meeting to be effective, the following documents must be received by the Corporation at least 48 hours before the meeting:

(i) the proxy's appointment; and

(ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.

(b) If a meeting has been adjourned an appointment and any authority received by the Corporation at least 48 hours beforehand is still valid when the meeting resumes.

(c) The period of notice for appointing proxies may be reduced.

9. Directors of the Corporation

9.1 Directors on Registration

A person becomes a Director, Secretary or Contact Person of the Corporation on registration of the Corporation if the person is specified in the application for registration and they have given their consent.

9.2 Number and composition of Directors

(a) The Corporation must have a minimum of 5 and a maximum of 9 Directors, which must include:

(i) at least 2 Indigo Junction Directors; and

(ii) at least 2 Expert Directors.

(b) An individual may be appointed as both an Indigo Junction Director and an Expert Director. For the avoidance of doubt, a person appointed as both an Indigo Junction Director and an Expert Director will only have 1 vote.

(c) A majority of the Directors of the Corporation must be:

(i) individuals who are Aboriginal and Torres Strait Islander persons; and

(ii) Members.

9.3 Eligibility to be a Director

(a) An individual is only eligible for appointment as a Director if the individual is:

(i) at least 18 years of age;

(ii) an Australian resident;

(iii) not disqualified from managing:

(A) corporations under the Corporations Act or the CATSI Act; or

(B) incorporated associations under the Associations Act or under any other equivalent legislation in another Australian jurisdiction;

(iv) not disqualified from being a responsible entity for the purposes of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

(v) able to produce a National Police Certificate which is acceptable to the Board in its discretion;

(vi) does not have commitments that would conflict with the commitments of a Director of the Corporation; and

(vii) has the qualifications and experience determined by the Board from time to time.

(b) In assessing whether a person satisfies the eligibility criteria for a Director position, regard may be had to any information supplied by that person and any information obtained from other sources.

9.4 Eligibility for appointment as an Indigo Junction Director

In addition to fulfilling the eligibility requirements specified in rule 9.3, an individual is only eligible for appointment as an Indigo Junction Director if the individual is a current Director of Indigo Junction.

9.5 Eligibility for appointment as an Expert Director

(a) In addition to fulfilling the eligibility requirements specified in rule 9.3, an individual is only eligible for appointment as an Expert Director if the individual satisfies all of the following requirements:

(i) has demonstrated experience and expertise in at least one or more the following areas:

(A) corporate governance;

(B) strategic planning and implementation;

(C) communication;

(D) business development or business management;

(E) finance, accounting or financial management; or

(F) legal;

(ii) has at least 2 years' experience within the last 5 years as a director of an Australian company governed by the Corporations Act or a corporation governed by the CATSI Act, or a committee member of an incorporated association governed by the Associations Act or the equivalent legislation in another jurisdiction;

(iii) has completed, or commits to undertake within 1 year, recognised and credible governance training;

(iv) is financially literate;

(v) possesses leadership experience, and qualities reflecting a proven record of accomplishment and ability to work with others; and

(vi) has recognised specialist skills and acumen to assist with the Objects.

(b) In assessing whether a person satisfies the above criteria, regard may be had to any information supplied by that person and any information obtained from other sources.

9.6 Consent to act as a Director

(a) A person must not be appointed a Director unless, prior to his or her appointment, that person has provided a signed consent to the Corporation to act as a Director.

(b) The Corporation must keep the consent.

9.7 Appointment of Directors

(a) Indigo Junction Directors are to be appointed by the Board on nomination from Indigo Junction.

(b) Subject to 9.7(a), Directors are to be elected by Ordinary Resolution of the Corporation.

(c) The Board may determine the rules which govern the election of Directors.

(d) Within 28 days after their appointment a Director must, if the Director has a Material Personal Interest in a matter that relates to the affairs of the Corporation, give the other Directors notice of the interest in accordance with rule 12.3.

9.8 Directors may appoint other Directors to make up a quorum or fill a vacancy

(a) As long as the maximum number of Directors is not exceeded and subject to the eligibility requirements in rules 9.3, 9.4 and **Error! Reference source not found.** (as applicable), the Directors of the Corporation may appoint a person as a Director to make up a quorum for a Directors' meeting or to fill a casual vacancy.

(b) If a person is appointed under rule 9.8(a), the Corporation must confirm the appointment by resolution at the Corporation's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the Annual General Meeting.

9.9 Rotation and term of appointment

(a) Subject to this Rule Book and section 246-25 of the CATSI Act, a Director holds office until the earlier of:

(i) the conclusion of the second Annual General Meeting following their appointment; or

(ii) the date on which the Director vacates their office under this Rule Book.

(b) Provided that a Director must not be appointed for more than 2 years, in order to implement a system of rotation, the Board must at its first Board meeting following the approval of this Rule Book, determine by agreement (or by lot to the extent agreement is not reached) which:

(i) one half of the Directors will hold office until the conclusion of the first Annual General Meeting following approval of this Rule Book; and

(ii) one half of the Directors will hold office until the conclusion of the second Annual General Meeting following approval of this Rule Book.

(c) A Director is deemed, upon the passing of the service period determined under this rule 9.9, to have retired from their office of Director and is eligible to be re-elected to the Board.

(d) A Director must not hold office for a continuous period of more than 3 consecutive terms.

(e) If a Director is appointed to fill a vacancy under rule 9.8 or by the Members to replace a removed Director under rule 10, the replacement Director may hold office until the earlier of:

(i) the balance of the term for which the replaced Director would have held office had that replaced Director not retired or been removed or that office not become vacant; or

(ii) the date on which the replacement Director retires or is removed or the office becomes vacant by virtue of such other rule of this Rule Book,

and the Director's period in office filling a vacancy shall count towards their service period for the purpose of rule 9.9(d).

9.10 How a person ceases to be a Director

A person ceases to be a Director if:

(a) the person dies;

(b) the person resigns as a Director as provided for in rule 9.11;

(c) the term of the person's appointment as a Director expires;

(d) the person is no longer eligible to be a Director under rule 9.3;

(e) the person becomes of unsound mind or a person whose property is liable to be dealt with in any way under a law relating to mental health;

(f) the person is removed as a Director by the Members as provided for in rule 10.1;

(g) the person is removed as a Director by the other Directors as provided for in rule 10.2; or

(h) where the person is an Indigo Junction Director, Indigo Junction provides the Corporation with written notice of its nomination of a replacement Indigo Junction Director.

9.11 Resignation of a Director

A Director may resign as a Director by giving notice of resignation in writing to the Corporation.

10. Process for Removing a Director

10.1 Removal by Members

(a) The Corporation may, by Ordinary Resolution in a General Meeting, remove a Director from office despite anything in:

(i) this Rule Book;

(ii) an agreement between the Corporation and the Director concerned, or

(iii) an agreement between any or all Members of the Corporation and the Director concerned.

(b) A notice of intention to move a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting is to be held. However, if the Corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.

(c) The Corporation must give the Director concerned a copy of the notice as soon as possible after it is received.

(d) The Director concerned is entitled to put his or her case to Members by:

(i) giving the Corporation a written statement for circulation to Members (see rules 10.1(e) and 10.1(f)); and

(ii) speaking to the motion at the meeting (whether or not the Director concerned is a Member).

(e) The Corporation is to circulate the written statement given under rule 10.1(d)(i) to Members by:

(i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or

(ii) if there is not time to comply with rule 10.1(e)(i), having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.

(f) The written statement given under rule 10.1(d)(i) does not have to be circulated to Members if it is defamatory.

(g) If a person is appointed to replace a Director removed under this rule, the time at which:

(i) the replacement Director, or

(ii) any other Director,

is to retire is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed a Director.

10.2 Removal by other Directors

(a) The only ground on which the Directors may remove a Director from office is that they fail without reasonable excuse to attend 3 or more consecutive Directors' meetings.

(b) Rule 10.2(a) operates despite anything in:

(i) this Rule Book;

(ii) an agreement between the Corporation and the Director concerned; or

(iii) an agreement between any or all Members and the Director concerned.

(c) Before removing the Director concerned, the Directors must give the Director concerned notice in writing stating that:

(i) the Directors intend to remove the Director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings; and

(ii) the Director concerned has 14 days to object in writing to the removal.

(d) If the Director concerned does not object, the Directors must remove the Director concerned.

(e) If the Director concerned does object:

(i) the Directors cannot remove the Director concerned; and

(ii) the Corporation, by Ordinary Resolution in General Meeting, may remove the Director in accordance with rule 10.1.

(f) If the Director concerned is removed, the Corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.

(g) If a person is appointed to replace a Director removed under this rule, the time at which:

(i) the replacement Director; or

(ii) any other Director,

is to retire is to be worked out as if the replacement Director had become Director on the day when the replaced Director was last appointed a Director.

11. General Duties

11.1 General Duties

(a) The Directors, Secretary, other officers and employees must comply with the duties imposed on them by the CATSI Act and the general law. These may include, for example:

(i) a duty of care and diligence;

(ii) a duty of good faith, and to act in the best interests of the Corporation;

(iii) a duty of disclosure of material personal interests (see rule 12.3);

(iv) a duty not to improperly use position or information; and

(v) a duty to prevent insolvent trading.

(b) The Directors will be liable for debts and other obligations incurred by the Corporation while acting, or purporting to act, as trustee to the extent provided for in section 271-1 of the CATSI Act.

11.2 Code of Conduct

The Board may develop a Code of Conduct that must be complied with by all Directors, officers and Members of the Corporation.

11.3 Advisory Committee

(a) Subject to rule 11.3(b), the Board may establish Advisory Committees as required, to advise the Corporation on any matter relating to the Corporation.

(b) Unless inconsistent with this Rule Book, the Board may:

(i) appoint and remove Advisory Committee members, or make provision for the appointment and removal of Advisory Committee members;

(ii) specify that the Advisory Committee consists of a single individual or a number of individuals;

(iii) determine the functions of any Advisory Committee;

(iv) make and amend the rules governing the proceedings and conduct for each Advisory Committee; and

(v) determine the remuneration (if any) of any Advisory Committee members.

(c) The opinion or decisions of an Advisory Committee are recommendations only and do not bind the Board in any way.

12. Functions, Powers and Duties of Directors

12.1 Powers of Directors

(a) The business of the Corporation is to be managed by or under the direction of the Directors.

(b) The Directors may exercise all of the powers of the Corporation except any that the CATSI Act or this Rule Book requires the Corporation to exercise in a General Meeting.

12.2 Functions of Directors

The functions of the Directors shall include, but not be limited to:

(a) overseeing and taking responsibility for the management, administration and staffing of the Corporation; and

(b) managing and controlling the affairs of the Corporation in accordance with this Rule Book and the CATSI Act.

12.3 Duty of Director to disclose Material Personal Interests

(a) A Director who has a Material Personal Interest in a matter that relates to the affairs of the Corporation must give the other Directors notice of the interest unless rule 12.3(b) says otherwise.

(b) A Director does not need to give notice of an interest under rule 12.3(a) if:

(i) the interest:

(A) arises because the Director is a Member and is held in common with the other Members;

(B) arises in relation to the Director's remuneration as a Director; or

(C) relates to a contract the Corporation is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Corporation if it is not approved by the Members; or

(ii) all the following conditions are satisfied:

(A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Corporation under rule 12.3(a);

(B) if a person who was not a Director when the notice under rule 12.3(a) was given, is appointed as a Director, the notice is given to that person; and

(C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or

(iii) the Director has given a standing notice of the nature and extent of the interest and that notice is still effective.

(c) The notice required by rule 12.3(a) must:

(i) give details of:

(A) the nature and extent of the interest; and

(B) the relation of the interest to the affairs of the Corporation; and

(ii) be given at a Directors' meeting as soon as possible after the Director becomes aware of their interest in the matter.

(d) The details referred to in rule 12.3(c)(i) must be recorded in the minutes of the Directors' meeting referred to in rule 12.3(c)(ii).

(e) A contravention of this rule by a Director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

(f) A Director who has disclosed a Material Personal Interest in a matter that is being considered at a Directors' meeting must not be present while the matter is being considered or vote on the matter, unless the Directors who do not have a Material Personal Interest in the matter have passed a resolution that:

(i) identifies the Director, the nature and extent of the Director's Material Personal Interest in the matter and its relation to the affairs of the Corporation; and

(ii) states that those Directors are satisfied that the Material Personal Interest should not disqualify the Director from voting or being present.

12.4 Remuneration

(a) The Directors may be paid such reasonable remuneration as the Members in a General Meeting decide.

(b) Rule 12.4(a) does not prevent:

(i) a Director who is an employee of the Corporation from receiving remuneration as an employee of the Corporation; or

(ii) reasonable payments (having regard to the market costs of obtaining similar goods or services) to the Director for a contract for goods or services, provided that rules 12.3 and 12.7 have been complied with.

(c) The Corporation may pay the Directors' travelling and other expenses that the Directors incur:

(i) in attending Directors' meetings or any meetings of committees of Directors;

(ii) in attending any General Meetings of the Corporation; and

(iii) in connection with the Corporation's business.

12.5 Negotiable Instruments

(a) Any 2 Directors of the Corporation may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument, subject to Board approval.

(b) The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

12.6 Delegation

(a) The Directors may by resolution delegate any of their powers to:

(i) a committee of Directors;

(ii) a Director;

(iii) a sub-committee of the Corporation;

(iv) an employee of the Corporation; or

(v) any other person.

(b) A delegate must exercise the powers delegated in accordance with any directions of the Directors, this Rule Book and the CATSI Act.

(c) The exercise of a power by a delegate is as effective as if the Directors had exercised it.

12.7 Member approval needed for related party benefit

(a) For the Corporation, or an entity that the Corporation controls, to give a financial benefit to a related party of the Corporation:

(i) the Corporation or entity must:

(A) obtain the approval of the Members in the way set out in Division 290 of the CATSI Act, and

(B) give the benefit within 15 months after the approval; or

(ii) the giving of the benefit must fall within an exception to the requirement for Member approval set out in Division 287 of the CATSI Act.

(b) If:

(i) the giving of the benefit is required by a contract;

(ii) the making of the contract was approved in accordance with rule 12.7(a)(i)(A); and

(iii) the contract was made:

(A) within 15 months after that approval; or

(B) before that approval, if the contract was conditional on the approval being obtained,

Member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

13. Directors' Meetings

13.1 Frequency of Directors' meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

13.2 Calling and giving notice of Directors' meetings

(a) The Directors will normally determine the date, time and place of each Directors' meeting at the previous meeting.

(b) 2 or more Directors may convene a meeting of the Directors whenever they think fit.

(c) The date, time and place for a Directors' meeting must not unreasonably prevent a Director attending.

(d) Unless the Directors resolve otherwise, at least 7 days' notice of a Directors' meeting must be given. The notice must state:

(i) the date, time and place of the meeting; and

(ii) the general nature of the business to be conducted at the meeting.

(e) A resolution passed at a Directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the Directors' meeting under rule 13.2(d), or in giving notice of any changes to the item, date or place of the Directors' meeting.

13.3 Quorum at Directors' meetings

The quorum for a Directors' meeting is a majority of the Directors and the quorum must be present at all times during the meeting.

13.4 Chairperson of Directors

(a) The Board must elect one of the Directors as Chairperson of the Board and may decide the period for which that Director is to be the Chairperson.

(b) Subject to this Rule Book, the Chairperson must preside as chairperson at each Directors' meeting.

(c) The Directors present at the meeting must elect one of the Directors as chairperson of the meeting if:

(i) there is no Chairperson;

(ii) the Chairperson is not present within 10 minutes after the time appointed for the meeting; or

(iii) the Chairperson is present within that time but is not willing to act as chairperson of the meeting.

13.5 Observers

The Board may invite persons, including employees and Members to the Directors' meetings as Observers only.

13.6 Use of technology

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

13.7 Resolutions at Directors' meetings

(a) A meeting of the Board, at which a quorum is present, may exercise all the powers and discretions vested in or exercisable by the Directors under this Rule Book.

(b) Where possible, decisions or resolutions of the Board will be by Consensus.

(c) If a Consensus cannot be reached the question shall be voted on at the same meeting on the same day and the decision shall be carried where a majority of the Directors present and entitled to vote, vote in favour of the decision at the meeting.

(d) The chairperson shall have a casting vote, in addition to any vote he or she has as a Director.

13.8 Circulating resolutions of Directors

(a) The Directors may pass a resolution without a Directors' meeting being held, if:

(i) all the Directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document; or

(ii) all Directors entitled to vote on the resolution deliver written communication using any technology consented to by all the Directors that they are in favour of the resolution set out in the communication.

(b) Separate copies of a document under this rule 13.8(a)(i) may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

(c) A resolution under rule 13.8(a) is passed when the last Director signs or sends a written communication as the case may be.

13.9 Power to remove Directors from a meeting

The Directors may, by majority, require a Director to leave a meeting if they reasonably consider that the Director's conduct is inappropriate behaviour, including:

(a) the use of offensive or abusive language which is directed to any person, object or thing; or

(b) attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.

14. Secretary and Contact Person

14.1 Requirements for Secretary or Contact Person

(a) Only an individual who is at least 18 years of age may be appointed as a Secretary or Contact Person of the Corporation.

(b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander Corporation under Part 6-5 of the CATSI Act may only be appointed as a Secretary or Contact Person if the appointment is made with:

(i) the Registrar's permission; or

(ii) the leave of the court under the CATSI Act.

(c) The Corporation must receive a signed consent from a person to act as Secretary or Contact Person of the Corporation, before that person is appointed.

(d) The Corporation must keep each consent received under this rule 14.1(c).

14.2 Becoming a Secretary or Contact Person on Registration

A person becomes a Secretary or a Contact Person of the Corporation on registration of the Corporation, if the person is specified in the application with his or her consent as a proposed Secretary or Contact Person of the Corporation.

14.3 How a Secretary or Contact Person is appointed after Registration

The Directors appoint a Secretary or Contact Person.

14.4 Terms and conditions of office

A Secretary or Contact Person holds office on the terms and conditions (including remuneration) that the Directors determine.

15. Duties of Secretary and Contact Person

15.1 Contact Person must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the Contact Person or Secretary, a person:

(a) appointed with his or her consent as the Contact Person or Secretary; or

(b) determined to be the Contact Person,

must pass on to a least one of the Directors each communication received by that person for the Corporation within 14 days after receiving it.

15.2 Effectiveness of acts by Secretaries

(a) An act done by the Secretary is effective even if their appointment is invalid because the Corporation or Secretary did not comply with this Rule Book or the CATSI Act.

(b) Rule 15.2(a) does not deal with the question whether an effective act by a Secretary:

(i) binds the Corporation in its dealings with other people; or

(ii) makes the Corporation liable to another person.

16. Execution of documents

16.1 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 express or implied authority and on behalf of the Corporation.

16.2 Execution of documents (including deeds) by the Corporation

(a) The Corporation may execute a document if the document is signed by:

(i) 2 Directors; or

(ii) a Director and a Secretary (if any).

(b) 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 rule 16.2(a).

(c) This Corporation may delegate authority to a person(s) to execute a document.

(d) This rule 16.2 does not limit the ways in which the Corporation may execute a document (including a deed).

17. Finances and record keeping

17.1 Application of funds and property

(a) Subject to the CATSI Act and this Rule Book, all funds or property of the Corporation not subject to any special trust can be used at the discretion of the Directors to carry out the Objects.

17.2 Minutes of meetings

(a) The Corporation must keep minute books in which it records within 1 month:

(i) proceedings and resolutions of General Meetings;

(ii) proceedings and resolutions of Directors' meetings;

(iii) resolutions passed by Members without a meeting; and

(iv) resolutions passed by Directors without a meeting.

(b) The minutes of the meeting may be kept:

(i) in writing; or

(ii) by means of an audio or audio-visual recording.

(c) If the minutes of the meeting are kept by means of an audio or audio-visual recording of the meeting, the Corporation must ensure that, on the recording, each person attending the meeting states their name, and if a person attending the meeting holds a proxy, the person states the name of the person for whom the person is acting as proxy.

(d) If the minutes of the meeting are kept in writing, the Corporation must ensure that either:

(i) the chair of the meeting; or

(ii) the chair of the next meeting,

signs those minutes within a reasonable time after the first meeting.

(e) If the minutes of the meeting are kept by means of an audio or audio-visual recording, the Corporation must ensure that either:

(i) the chair of the meeting; or

(ii) the chair of the next meeting,

signs a declaration under rule 17.2(f) within a reasonable time after the first meeting.

(f) The declaration under this rule 17.2(f) must:

(i) identity the audio or audio-visual recording;

(ii) if the recording is not a recording of the whole of the meeting, identify the part of the meeting that is recorded; and

(iii) declare that the recording constitutes the minutes of the meeting or that part of the meeting.

(g) The Corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

(h) Minutes that are recorded and signed in accordance with this rule 17.2 are evidence of the proceeding, resolution or declaration to which they relate, unless the contrary is proved.

17.3 Rule Book and records about officers etc

The Corporation must keep:

(a) an up-to-date copy of its Rule Book (incorporating any changes to the Rule Book made in accordance with the CATSI Act and the terms of the Rule Book); and

(b) written records relating to:

(i) the names and addresses of the Corporation's current officers and Secretary or Contact Person;

(ii) the Corporation's Registered Office (if any); and

(iii) the Corporation's document access address (if any).

17.4 Financial records

(a) The Corporation must keep written financial records that:

(i) correctly record and explain its transactions and financial position and performance;

(ii) would enable true and fair financial reports to be prepared in accordance with Australian Accounting Standards;

(iii) would enable those financial records to be audited in accordance with Australian Auditing Standards; and

(iv) comply with the record keeping and reporting requirements in the CATSI Act (or any other applicable law).

(b) The financial records must be retained for 7 years after the transactions covered by the records are completed.

17.5 Physical format

If the records that the Corporation is required to keep under rules 17.3 and 17.4 are kept in electronic form:

(a) the records must be convertible into hard copy; and

(b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

17.6 Place where records are kept

If the Corporation is registered as:

(a) a large corporation, the records that the Corporation is required to keep under rules 17.2, 17.3 and 17.4 must be kept at the Corporation's Registered Office; or

(b) a small or medium corporation, the records that the Corporation is required to keep under rules 17.2, 17.3 and 17.4 must be kept at the Corporation's document access address.

17.7 Right of access to Corporation books by Director or past Director

(a) A Director (or a person who has acted as a Director within the last 7 years) may inspect the Books of the Corporation (other than its financial records) for the purposes of a legal proceeding:

(i) to which that person is a party;

(ii) which that person proposes in good faith to bring; or

(iii) which that person has reason to believe will be brought against him or her.

(b) A person authorised to inspect the Books under this rule 17.7 for the purposes of a legal proceeding may make copies of the Books for the purposes of those proceedings.

(c) This rule 17.7 does not limit any right of access to the Books of the Corporation that a person has apart from this rule 17.7.

17.8 Access to financial records by Directors

(a) A Director has a right of access to the records that the Corporation is required to keep under rule 17.3 or rule 17.4.

(b) On application by a Director, the court may authorise a person to inspect on the Director's behalf the records that the Corporation is required to keep under rule 17.3 or rule 17.4 subject to any other orders the court considers appropriate.

(c) A person authorised to inspect records under rule 17.8(b) may make copies of the records unless the court orders otherwise.

17.9 Members' access to minutes

(a) If the Corporation is registered as a large corporation, the Corporation must make available for inspection by Members, at its registered office, the minute books for the meetings of its Members and for resolutions of Members passed without meetings. These books must be made available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

(b) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members, at its document access address, the minute books for the meetings of its Members and for resolutions of Members passed without meetings. These books must be made available within 7 days of a Member's written request for inspection.

(c) The Corporation must make its minute books available for inspection free of charge.

(d) A Member may ask the Corporation in writing for a copy of:

(i) any minutes of a meeting of the Corporation's Members or an extract of the minutes; or

(ii) any minutes of a resolution passed by Members without a meeting.

(e) If the Corporation does not require the Member to pay for the copy, the Corporation must send it:

(i) within 14 days after the Member asks for it; or

(ii) within any longer period that the Registrar approves.

(f) If the Corporation requires payment for the copy, the Corporation must send it:

(i) within 14 days after the Corporation receives the payment; or

(ii) within any longer period that the Registrar approves.

(g) The amount of any payment the Corporation requires cannot exceed $1.00 per page or such other amount as is prescribed by the Regulations.

17.10 Access to governance material

(a) If a Member asks for a copy of this Rule Book, the Corporation must provide it within 7 days and free of charge.

(b) The Corporation must make this Rule Book available for inspection by Members and officers at its Registered Office. This Rule Book must be available for inspection each Business Day from at least 10 am to 12 noon and from at least 2 pm to 4 pm.

(c) If the Corporation is registered as a small or medium corporation, the Corporation must make available for inspection by Members and Officers at its document access address, this Rule Book. This Rule Book must be made available for inspection within 7 days of a Member's or officer's written request for inspection.

(d) This Rule Book includes:

(i) this Rule Book;

(ii) any replaceable rules that apply to the Corporation; and

(iii) any other material concerning the internal governance of the Corporation that is prescribed under section 72-5(7) of the CATSI Act.

18. Audit

The Board must appoint an Auditor to ensure that any requirements set out in the CATSI Act relating to the examination or auditing of the Corporation's financial records are complied with.

19. Dispute Resolution Process

(a) The Dispute Resolution Process set out in in this rule 19 applies to disputes that are internal to the operation of the Corporation arising between any of the Directors, Members or any one or more of them.

(b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days of the date of the meeting, arrange to hold a meeting in the presence of a Mediator.

(d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(e) The Mediator, in conducting the mediation, must:

(i) give the parties to the mediation process every opportunity to be heard;

(ii) allow due consideration by all parties of any written statement submitted by any party; and

(iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(f) The Mediator must not determine the dispute.

(g) The mediation must be confidential and without prejudice.

20. Winding up

(a) Subject to section 526-20 of the CATSI Act, the Corporation may be wound up if:

(i) the Corporation so resolves by a Special Resolution of a General Meeting convened for that purpose; and

(ii) the Members are given at least 21 days' notice specifying the intention to propose the resolution as a Special Resolution.

(b) The Special Resolution proposed under rule 20(a) shall specify a corporation or fund established for the benefit of Aboriginal People to which the property and funds of the Corporation shall be transferred provided such corporation or fund:

(i) is incorporated in Australia;

(ii) is a Registered Charity;

(iii) has objects similar to the Objects of the Corporation;

(iv) is endorsed as a Deductible Gift Recipient; and

(v) prohibits distributions or payments of its or their income and property among its members to an extent at least as great as is imposed on the Corporation under or by virtue of rule 3.3 of this Rule Book.

(c) The Secretary or Contact Person shall, within 3 weeks after the passing of a Special Resolution in accordance with rule 20(a), lodge with the Registrar a notice, in the prescribed form, of the passing of the resolution and a copy of the resolution.

(d) Any surplus funds, property or assets shall, after payment of the Corporation's debts, be given or transferred to the corporation or fund specified in the Special Resolution proposed in accordance with rule 20(b).

(e) No payment shall be made to a Member upon winding up other than as is authorised by this Rule Book.

21. Communication and Notices

21.1 General

(a) Unless the CATSI Act or this Rule Book otherwise requires, notice must be given in writing (including by electronic means).

(b) Notices of Directors' meetings given under rule 13.2 can be given in writing, by email, by telephone or orally, if all the Directors agree to notice being given in that way.

21.2 How a notice to a Member may be given

Unless the CATSI Act or this Rule Book require otherwise, a notice may be given to a Member by one or more of the following methods:

(a) personally;

(b) by leaving it at a Member's address as recorded in the Register of Members;

(c) by sending it by pre-paid ordinary mail to the Member's address as recorded in the Register of Members or an alternative address (if any) nominated by the Member;

(d) by sending it to the fax number (if any) or electronic address (if any) nominated by the Member; or

(e) by sending it to the Member by other electronic means (if any) nominated by the Member.

21.3 When notice taken as being given

Unless the CATSI Act or this Rule Book require otherwise, if a notice or communication:

(a) is given by pre-paid ordinary mail, it is taken to have been given 7 days after posting;

(b) is given by fax, or other electronic means, it is taken to have been given on the Business Day after it is sent; and

(c) is given:

(i) after 5:00pm in the place of receipt; or

(ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00am on the next day which is not a Saturday, Sunday or public holiday in that place.

22. Amendment of the Rule Book

22.1 Corporation wants to change the Rule Book

For the Corporation to change the Rule Book, the following steps must be complied with:

(a) the Corporation must pass a Special Resolution effecting the change;

(b) if, under the Rule Book, there are further steps that must also be complied with to make a change, those steps must be complied with;

(c) the Corporation must lodge certain documents with the Registrar under rule 22.2; and

(d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

22.2 Corporation to lodge copy of changes

(a) If there is no extra requirement, within 28 days after the Special Resolution is passed, the Corporation must lodge with the Registrar:

(i) a copy of the Special Resolution;

(ii) a copy of those parts of the minutes of the meeting that relate to the passing of the Special Resolution;

(iii) a Directors' statement signed by 2 Directors to the effect that the Special Resolution was passed in accordance with the CATSI Act and the Rule Book; and

(iv) a copy of the change to the Rule Book.

(b) If a change is not to have effect until an extra requirement has been complied with, the Corporation must lodge:

(i) the documents referred to above; and

(ii) proof that the extra requirement has been met,

within 28 days after it has been met.

(c) If the Registrar directs the Corporation to lodge a consolidated copy of the Rule Book as it would be if the Registrar registered the change, it must do so.

22.3 Date of effect of change

A change to the Rule Book under this rule 22 takes effect on the day the change is registered.

23. Revocation of endorsement as a Deductible Gift Recipient

23.1 Application

This rule applies if the Corporation is endorsed as a Deductible Gift Recipient.

23.2 Definitions

For the purposes of this rule 23:

(a) Deductible Contribution means:

(i) a contribution of money or property as described in column 2 of item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or

(ii) a contribution of money as described in column 2 of item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the purpose of the Corporation.

23.3 Revocation of Endorsement

(a) Upon the revocation of the Corporation's endorsement as a Deductible Gift Recipient, the Corporation will transfer any surplus gifts of money, property or Deductible Contributions and any money received because of such gifts of money, property or Deductible Contributions to another Deductible Gift Recipient that:

(i) is incorporated in Australia;

(ii) is a Registered Charity;

(iii) has objects similar to the objects of the Corporation;

(iv) prohibits distributions or payments of its or their income and property among its members to an extent at least as great as is imposed on the Corporation under or by virtue of rule 3.3 of this Rule Book; and

(v) is approved by Special Resolution of the Members.

Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.