



THE RULE BOOK

Winda-Mara Aboriginal Corporation

ICN: 1239

This model 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: **Winda-Mara Aboriginal Corporation**

2. Objectives

The corporation aims to:

- a) improve the health, housing, education and wellbeing of Aboriginal or Torres Strait Islander people;
- b) strengthen, revive and develop aboriginal or Torres Strait Island culture;
- c) create employment and small business opportunities for Aboriginal or Torres Strait Islander people;
- d) increase the capacity and skills of Aboriginal or Torres Strait Islander people;
- e) work in conjunction with, and in cooperation with, other Aboriginal or Torres Strait Islander organisations;
- f) continue to work with the Gunditj Mirring Traditional Owners Aboriginal Corporation with regard to management of Gunditjmara homelands and cultural protocols;
- g) develop partnerships with other relevant government and non-government agencies.

3. Membership Categories, Eligibility & Rights

Winda-Mara Aboriginal Corporation has one category of membership. This is a Voting Membership.

3.1 Voting Membership Eligibility

3.1.1 A voting membership is open to a person who is;

- a) At least 18 years of age;
- b) An Aboriginal or Torres Strait Islander person or a parent/guardian of an Aboriginal or Torres Strait Islander child;
- c) A resident within a 65 km radius of Heywood for the past six (6) months; and
- d) At the absolute discretion of the Board, a former member residing within a 65 km radius of Heywood can be accepted as a member
- e) At the absolute discretion of the Board, an application for membership for individual residing outside of the 65 km radius of Heywood can be accepted as a member

3.2 How to become a Voting Member

3.2.1 A person applies for voting membership in writing on the Winda-Mara Voting Membership application form. The application must be nominated and seconded by a current Voting Member of Winda-Mara Aboriginal Corporation.

3.2.2 The decision to accept a Voting Membership will be decided by a majority of Directors at a properly constituted Directors Meeting. In considering the suitability of an application for Voting Membership the Directors will consider;

- a) The persons eligibility under rule 3.1
- b) A majority of Directors agree to the applicant.

3.2.3 Upon being accepted as a Voting Member a person's Name, Date of Birth, Address, contact details and the date the Voting Membership was approved shall be entered into the Register of Members.

3.2.4 The Directors may refuse to accept a Voting Membership application. If they do so, the Board must notify the applicant in writing within 28 days of the decision and the reasons for it.

3.3 Voting Members Rights

A Voting Member can;

- a) Attend, speak and vote at a General Meeting
- b) Be made a Director of Winda-Mara Aboriginal Corporation
- c) Put forward resolutions at General Meetings
- d) Ask the Directors to call a General Meeting
- e) 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 Voting Members Responsibilities

A Voting Member;

- a) Must follow these rules
- b) Must comply with the Winda-Mara Code of Conduct, policies, procedures, etc.
- c) Treat other Members with respect

3.5 Liability of Members

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

3.6 How to stop being a Voting Member

A person stops being a Voting Member if;

- a) They resign in writing
- b) They die
- c) Their membership is cancelled

3.6.1 When a person stops being a Voting Member, the person's name, address and the date they stopped being a Voting Member is put on the register of former Voting Members.

3.7 Cancelling a Voting Membership

If a Voting Member may have their Voting Membership cancelled or removed if they;

- a) Cannot be contacted for two (2) years
- b) Misbehaves
- c) Fails to comply with the Winda-Mara Code of Conduct, policies, procedures, etc, or
- d) Is not an Aboriginal or Torres Strait Island person

- 3.7.1** The Voting Member can only have their Voting Membership removed or cancelled by Special Resolution at a General Meeting. The Directors must then send that person a copy of the Special Resolution to their last known address as soon as possible after it has been passed.
- 3.7.2** If a person is not eligible for Voting 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 Voting Member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The Voting Member can only be removed at a General Meeting by Special Resolution.

3.8 *The Register of Voting Members*

The Register of Voting Members must contain;

- a) Voting Members and Former Voting Members names & addresses
- b) The date when the names were put on the list
- c) If a Voting Member is not an Aboriginal or Torres Strait Islander
- d) For Former Voting Members, the date they stopped being a member.

3.8.1 The Register of Voting Members must be kept at the Corporation's document access address.

3.8.2 The Register of Voting Members must be available at the Corporation's 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:

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

4.3 *General meetings*

- a) A director can call a general meeting.
- b) Members can ask directors to call a general meeting.
- c) The directors must call the general meeting within 21 days.

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

4.4 *General meeting business*

General meetings are for:

- a) confirming the minutes of the previous general meeting
- b) completing the business specified 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:

- a) the place, date and time for the meeting
- b) the business of the meeting
- c) if a special resolution is being proposed, and what it is
- d) 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 by post to their address, sent by fax or sent by email.

A notice of meeting:

- a) sent by post is taken to be given three (3) days after it is posted
- b) 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 resolution by giving notice of it to the corporation.

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

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 general meeting which is being held more than 28 days after the notice has been sent out.

4.7 *Quorum at general meetings*

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

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

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*

- a) Each member has one vote.
- b) The chairperson has one vote (if he or she is a member) plus a casting vote.
- c) A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- d) 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.)
- e) The chairperson tells the meeting whether they have received any proxy votes and what they are.
- f) The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 *Demanding a poll*

- a) Any member entitled to vote on the resolution, or the chair can demand a poll.
- b) A poll can be held before or after a show of hands vote.

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

4.12 Proxies

- a) Members can appoint a person as proxy to attend meetings and vote for them.
- b) Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
- c) A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.
- d) The corporation must receive the proxy's appointment at least 48 hours before the meeting.
- e) A person must not be a proxy for more than three (3) members.

5. Directors

5.1 Number of directors

- a) The number of directors of the corporation is decided by resolution at a general meeting.
- b) The number of Directors is 7.
- c) A Chairperson, Secretary and Treasurer must be elected by the Directors.

5.2 Eligibility of directors

A director must be:

- a) at least 18 years old
- b) a member of the Corporation; and
- c) an Aboriginal or Torres Strait Islander person.

5.3 Majority of director requirements

A majority of directors of the corporation must:

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

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

5.4 How to become a director

The Corporation can appoint a Director by resolution passed at a General Meeting. Directors must give the Corporation their consent in writing to be a Director.

5.5 Directors' terms of appointment and rotation

Directors are appointed at the Annual General Meeting for a term of two (2) years, so that half the Directors' appointments expire each year. Directors are eligible to be re-elected.

To implement the rotation system:

- a) the Directors of the Corporation at the time these rules were approved will only hold office until the next AGM and will be eligible to be re-elected;
- b) at the next AGM half of the directors (including the Chairperson if you have one) will be appointed for a term of two (2) years. The other Directors will be appointed for a term of one (1) year. The AGM minutes must record the term of each Director appointed.

5.6 How to become an office bearer Chairperson, vice- chairperson & Treasurer

At the first Directors' meeting after the AGM, the Directors elect the office bearers of the Corporation from the Directors. There shall be;

- a) Chairperson,
- b) a vice chairperson, and
- c) a treasurer

who shall be the office bearers.

5.7 How to become an independent or specialist non-member Director

The directors may appoint non-member directors. Non-member directors may be selected because they're independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

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

5.8 How to fill vacancies

- a) Directors can fill casual director vacancies, including office bearers.
- b) Directors can appoint someone 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 of Winda-Mara stops being a Director when a;

- a) Director dies
- b) Director resigns in writing
- c) Director's appointment expires
- d) Director is removed as a Director by the members or other Directors
- e) Director is disqualified from managing a Corporation
- f) Director fails to comply with Winda-Mara Codes, policies, Rules or Board decisions.

5.10 *How to remove a director*

By the members:

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

By other directors:

- a) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- b) Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- c) 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) a duty of care and diligence
- b) a duty of good faith
- c) a duty to disclose a conflict of interest (material personal interest)
- d) a duty not to improperly use position or information
- e) 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 a 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.

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

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.13 *Payment*

Directors are not paid, unless they are employees of the Corporation, or 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 may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Delegation

Directors can pass a resolution to delegate any of their powers to:

- a) another director
- b) a committee of directors
- c) an employee of the corporation

5.15 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.

5.16 Directors' meetings

- a) Directors must meet at least every three months.
- b) The directors will usually decide at a meeting when and where the next meeting will be.
- c) A director can call a meeting by giving reasonable notice to all the other directors.

5.17 Quorum for directors' meetings

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

5.18 Chairing directors' meetings

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

5.19 Using technology

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

5.20 Resolutions at directors' meetings

- a) A resolution of directors must be passed by a majority of the votes.
- b) The chairperson has a vote, plus a casting vote.
- c) Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person

- a) The contact person or secretary must be at least 18 years old.
- b) The directors appoint a contact person.

- c) The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.
- d) The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- e) The contact person or secretary must give the corporation their consent in writing to become a contact person before being appointed.

7. **Records**

The corporation must keep the:

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

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

8. **Finances**

The corporation must follow these procedures.

- a) All money of the corporation must be deposited into a corporation bank account.
- b) The corporation must give receipts for all money it receives.
- c) All cheques, withdrawal forms and other banking documents must be signed by at least two (2) Directors.

All accounts must be approved for payment at a Directors Meeting.

9. **Application of funds**

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

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

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

10. **Winding up**

The winding up of the corporation will follow the CATSI Act.

10.1 Resolution to distribute surplus assets

Subject to Rule 10.2, where;

- a) the Corporation is wound up
- b) after all debts and liabilities have been taken care of and costs of winding up have been paid, surplus assets of the Corporation exist,
- c) the members may pass a Special Resolution relating to the distribution of the surplus assets of the Corporation.

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

11. *Dispute resolution*

- a) If a dispute arises, the parties must first try to resolve it themselves.
- b) If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- c) The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- d) The directors or any of the dispute parties may ask the Registrar for assistance.
- e) The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- f) If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

12. *Changing the rule book*

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

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

- a) rule book changes
- b) special resolution
- c) minutes of the meeting.

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