

# THE RULE BOOK

## **Marra Worra Worra Aboriginal Corporation**

**ICN: 104**

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

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## **1. Name**

The name of the corporation is **Marra Worra Worra Aboriginal Corporation**

## **2. Objectives**

The corporation aims to:

- (a) co-ordinate the activities of its members insofar as those activities are in furtherance of these objectives;
- (b) provide accounting, medical and other community services for its members;
- (c) support the social development of its members in all ways;
- (d) help to bring about the self support of its members by the development of economic projects and industries;
- (e) support education, job training, health services, work and housing for its members;
- (f) help and encourage its members to manage their affairs upon their own lands;
- (g) help and encourage its members to keep and renew their traditional culture;
- (h) help to build trust and friendship between its members and other people;
- (i) provide direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness;
- (j) participate with other Aboriginal corporations in projects for their mutual benefit; and
- (k) receive and spend grants of money from the Government of the Commonwealth, State or from other sources.

## **3. Members**

### ***3.1 Who is eligible?***

A member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person who lives at Fitzroy Crossing or in the surrounding area.

### ***3.2 How to become a member***

A person applies in writing.

A person is eligible under rule 3.1.

The directors agree.

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

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

### **3.3 *Members' rights***

A member:

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

### **3.4 *Members' responsibilities***

A member:

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

### **3.5 *Liability of members***

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

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

A person stops being a member if:

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

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

### **3.7 Cancellling membership**

If a member:

- can't be contacted for two years
- misbehaves or fails to comply with the corporation's code of conduct adopted by members from time to time at general meetings.
- is not an Aboriginal or Torres Strait Islander person

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

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

### **3.8 The register of members**

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal and Torres Strait Islander members)
- for former members, the date when they stopped being a member.

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

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

## **4. Meetings**

### **4.1 AGM timing**

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

#### 4.2 *AGM business*

AGMs are for:

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

#### 4.3 *General meetings*

A majority of directors can call a general meeting

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

#### 4.4 *General meeting business*

General meetings are for:

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

#### 4.5 *Notice for general meetings*

At least 21 days notice must be given.

The notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

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

A notice of meeting:

- sent by post is taken to be given 3 days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent
- may be hand delivered

#### **4.6 *Members' resolutions***

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

<b>Number of members in corporation</b>	<b>Number of members needed to propose a resolution</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10% of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

#### **4.7 *Quorum at general meetings***

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
30 or less members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10% of the total membership

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**

Decisions at any general meeting of the corporation must be decided by consensus or, in the absence of consensus after reasonable effort having been made to reach consensus, by a poll conducted by secret ballot.

Where a poll is required each member present will have one vote and decisions decided by majority of votes (unless otherwise specified within these rules).

#### **4.11 Demanding a poll**

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

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

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

#### **4.12 Proxies**

There shall be no proxy voting.

### **5. Directors**

#### **5.1 Number of directors**

The number of directors of the corporation is decided at the general meeting.

The minimum number is 5 directors (including the chairperson elected in accordance with rule 5.6 and independent or specialist non-member directors appointed in accordance with rule 5.7), and the maximum number is 12 directors (including the chairperson elected in accordance with rule 5.6 and independent or specialist non-member directors appointed in accordance with rule 5.7).

Directors shall be made up from each of the five main language groups, Bunuba, Gooniyandi, Walmajarri, Wangkatjungka and Nygingka.



## **5.2 Eligibility of directors**

A director must be:

- at least 18 years old
- a member of the corporation (unless they are appointed as an independent or specialist non-member director under rule 5.7.)
- an Aboriginal person who resides in the Fitzroy Valley district of the Kimberley, WA (unless they are appointed as an independent or specialist non-member director under rule 5.7.)
- not an employee of the corporation, other than the chief executive officer; who may be a director but cannot be the chairperson of the corporation or chair general meetings or directors' meetings.

Ten directors shall be made up from each of the five main language groups, Bunuba, Gooniyandi, Walmajarri, Wangkatjungka, Nygingka.

Note: The eligibility requirements for independent non-member specialist directors are set out in rule 5.7 below.

## **5.3 Majority of director requirements**

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- be members of the corporation

The chief executive officer may not be a director of the corporation.

## **5.4 How to become a director**

The corporation can appoint a director by resolution passed by its members 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 AGM on rotation for a term of two years, so that half the directors' appointments expire each year. They are eligible to be re-elected.

## **5.6 How to become chairperson**

The chairperson shall be elected by the directors at the first directors meeting held after each annual general meeting from the elected directors.

### **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 for their independence or skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities, or both.

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

### **5.8 *How to fill vacancies***

Directors can fill casual director vacancies, including the chairperson.

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

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

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

### **5.10 How to remove a director**

By the members:

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

By other directors:

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

### **5.11 Directors' and officers' duties**

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- must sign the corporation's *Confidentiality Agreement* upon appointment to the position
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

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

### **5.12 Conflict of interest (material personal interest)**

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

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

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

### **5.13 Payment**

The directors may be paid remuneration for attending directors' meeting and for completing other official business on behalf of the corporation.

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

The rate of remuneration must be determined by the members by resolution at each general meeting.

### **5.14 Delegation**

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

- another director
- a committee of directors
- 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**

Directors must meet at least every three months.

The directors will usually decide at a meeting when and where the next meeting will be.

A director can call a meeting by giving reasonable notice to all the other directors.

### **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**

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chair.

### **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 resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote.

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

## **6. Secretary/Contact person**

The directors appoint a secretary or a contact person.

The secretary or contact person must be at least 18 years old.

The secretary or contact person must give the corporation their consent in writing to become a secretary/contact person.

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

The secretary or contact person must pass on any corporation correspondence which they receive to at least one of the directors within 14 days.

## **7. Records**

The corporation must keep the:

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

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

## **8. Finances**

All money of the corporation must be deposited into the corporation's bank account.

The corporation must give receipts for all money it receives in cash.

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

The directors may delegate this task to the chief executive officer, the corporate services manager or other management personnel as approved by the board.

All accounts must be approved for payment at a directors' meeting. The directors may delegate this task to the chief executive office, corporate services manager or other management personnel as approved by the board.

## **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 unless it is in accordance with its objectives as per clause 2.

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

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

## **10. Winding up**

The winding up of the corporation shall be in accordance with 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,

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 be to another organisation within the Fitzroy Valley region of Western Australia which is a public benevolent institution for the purposes of the Commonwealth Taxation Act.**

## **11. Dispute resolution**

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors or any of the dispute parties may ask the Registrar for assistance.

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

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

**Schedule 1—Application for membership form**

**APPLICATION FOR MEMBERSHIP**

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*(insert name of corporation)*

I, \_\_\_\_\_  
*(first name of applicant)* *(last name of applicant)*

(Note: corporation's rules may permit corporate applicants.)

of

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*(address of applicant)*

hereby apply for membership of

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(name of corporation)

I declare that I am eligible for membership.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_