



**BOURKE ABORIGINAL  
CORPORATION HEALTH SERVICE**

# **The Rule Book of Bourke Aboriginal Corporation Health Service (ICN 9365)**

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

## **The rule book contents**

<b>1.</b>	<b>Name.....</b>	<b>3</b>
<b>2.</b>	<b>Objectives.....</b>	<b>3</b>
<b>3.</b>	<b>Members.....</b>	<b>4</b>
<b>4.</b>	<b>General meetings and AGMs (members' meetings) .....</b>	<b>7</b>
<b>5.</b>	<b>Directors.....</b>	<b>13</b>
<b>6.</b>	<b>Contact person or secretary .....</b>	<b>20</b>
<b>7.</b>	<b>Records.....</b>	<b>21</b>
<b>8.</b>	<b>Finances.....</b>	<b>21</b>
<b>9.</b>	<b>Application of funds .....</b>	<b>22</b>
<b>10.</b>	<b>Dispute resolution.....</b>	<b>22</b>
<b>11.</b>	<b>Changing the rule book.....</b>	<b>23</b>
<b>12.</b>	<b>Gift fund rules.....</b>	<b>23</b>
<b>13.</b>	<b>Winding up.....</b>	<b>24</b>
	<b>Schedule 1—Application for membership form .....</b>	<b>25</b>
	<b>Schedule 2—Appointment of proxy form .....</b>	<b>26</b>
	<b>Schedule 3—Consent to become a director form .....</b>	<b>27</b>
	<b>Schedule 4—Definitions and interpretations .....</b>	<b>28</b>

## 1. Name

The name of the corporation is: Bourke Aboriginal Corporation Health Service (“BACHS”).

## 2. Objectives

The objectives of the corporation are to operate a primary health care service, initiated and operated by the local Aboriginal community to deliver holistic, comprehensive and culturally appropriate health care to the community.

Mindful of the heritage and structure of Aboriginal society and the role of elders and the Law in Aboriginal culture, The Rule book is drafted as an attempt to synchronise cultural models with corporate structures of governance and, compliance with prescribed requirements for the composition of the organisation’s governing committee is fully conscious that this obligation reflects a system of government that is intrinsically different from Aboriginal culture.

Notwithstanding the abovementioned acknowledgement, the directors of the corporation shall: conduct all its affairs and deliberations cognisant of this cultural heritage and its implicit imperatives; and ensure its actions are underpinned by:

- the laws of natural justice;
- the Aboriginal ethical values of trust, integrity and consensus; and
- the spirit of Aboriginal community control.

‘Aboriginal community control’ is defined as “the empowering of a Community through the adoption of appropriate organisational structures which enable all Aboriginal people in the local Community the opportunity to be represented as members and to be involved in the decision making process and, therefore, the right to participate and contribute to the goals, structure and operations of its services”.

The Objectives of the corporation also include the National Aboriginal Community Controlled Health Organisation (“NACCHO”) Principles relating to Aboriginal Health aims and objectives.

To operate and maintain a gift fund to be known as ‘The Bourke Aboriginal Corporation Health Service Gift Fund’ in accordance with the requirements of the *Income Tax Assessment Act 1997*.

## **3. Members**

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

A member must be:

- at least 18 years old
- an Aboriginal and/or Torres Strait Islander person
- a resident of the Bourke Local Government Area

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

A person applies to the directors by submitting to the corporation the application for membership form in Schedule 1 (application) signed by the applicant.

A person needs to be eligible under rule 3.1.

The directors accept the application by resolution at a directors' meeting.

The directors must consider all applications for membership at each meeting of the Board of Directors, received since the previous meeting.

The person's name, address 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 so, they must write to the applicant about the decision and the reasons for it. The reasons must be that the applicant does not meet one or more of the eligibility rules under rule 3.1.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

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

Note: An application for membership form is at Schedule 1—Application for membership form of this rule book.

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

A member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 5.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 4.6
- ask the directors to call a general meeting under rule 4.3
- look at the members' register free of charge
- look at the minutes of general meetings and AGMs free of charge
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 10
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

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

A member must:

- follow the corporation's rules
- let the corporation know if they change their address
- treat other members with respect.

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

### **3.5 *No membership fee***

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

### **3.6 *Liability of members***

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

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

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 3.8 or 3.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

### **3.8 Cancelling membership**

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

- can't be contacted for two years
- misbehaves
- is not an Aboriginal and/or Torres Strait Islander person (if this is a requirement for membership).

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

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

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.1.

To do this, the directors must:

- write to the member to tell them:
  - the directors are going to cancel their membership
  - the member has 14 days to object to the planned cancellation
  - if the member objects, they must write to the corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.

**If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

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

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- if a person is not an Aboriginal and/or Torres Strait Islander person (if rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members)
- for former members, the date when they stopped being a member.

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

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

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

### **4.1 AGM timing**

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

### **4.2 AGM business**

AGM business includes:

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

### **4.3 Calling general meetings**

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

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

<b>Number of members in corporation</b>	<b>Number of members required to request 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 per cent of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

#### ***Directors agree to the request***

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

#### ***Directors apply to the Registrar to deny the request***

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

#### **4.4 General meeting business**

General meetings business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of meeting.

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

At least 21 days' notice must be given.

Notice must be given to:

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

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- if a member can appoint a proxy.

Notices must be given to each member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to individual notice a corporation can also give notice in a manner which follows Aboriginal and/or Torres Strait Islander custom.

A notice of meeting:

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

- made by publishing the notice in the local newspaper, is taken to be given on the business day after it is published
- made by publishing the notice on radio and/or social media platform and/or community noticeboard, is taken to be given on the business day after it is published

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

The required number of members can propose a resolution by giving notice of it to the corporation.

<b>Number of members in corporation</b>	<b>Number of members required 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 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 members in the same way as rule 4.5.

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

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

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
2 to 30 members	= 2 members
31 to 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 and at the same place. If there is still no quorum, the meeting is cancelled.

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

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 4.12 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- if rule 4.12 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

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

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

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

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

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

Each member has one vote, including current Directors and the Chairperson.

A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the current chairperson, based on a resolution. Only members at the meeting may vote on a right to vote resolution. The determination of the chairperson is final.

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

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

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

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

Members can appoint another member as their proxy to attend meetings and vote for them.

A person appointed by a member as their attorney under a power of attorney may not give a proxy to another member or person to attend meetings and vote for them.

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.

Note: An appointment of proxy form is at Schedule 2—Appointment of proxy form of this rule book.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than one member.

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

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

The chairperson may allow any person (excluding an attorney) other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

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

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

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

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

### **5. Directors**

#### **5.1 Role of directors**

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation.

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.

#### **5.2 Number of directors**

The maximum number of directors is nine. This number includes up to three specialist independent non-member directors.

The minimum number of directors is five. This number includes up to two specialist independent non-member directors.

There must always be a majority of member directors.

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

### **5.3 Eligibility of directors**

A director must be:

- at least 18 years old
- a member
- an Aboriginal and/or Torres Strait Islander person
- a resident of the Bourke Local Government Area

Specialist independent directors need only be at least 18 years old and add skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities

Directors must consent in writing to be appointed as a director using the Consent to become a director form in Schedule 3

Directors must within two months of appointment, obtain a National Police Certificate and a working with children clearance. If a working with children clearance and a National Police Certificate (NPC) are not provided within two months of appointment or the NPC records a criminal offence within the last 10 years, the director's appointment is terminated immediately.

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

- has been disqualified from managing corporations;
- has been convicted of a crime involving fraudulent behaviour;
- has been convicted of a serious offence;
- has been convicted of a crime against a child;
- has been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months.
- is an employee of the corporation;
- is an undischarged bankrupt;
- was a director of Bourke Aboriginal Health Service Limited (BAHS) or Bourke Aboriginal Corporation Health Service (BACHS) at any time from 1 August 2019 until BACHS was placed under special administration on 15 December 2020. These people are not eligible to be appointed as a director for four (4) years from 18 June 2021;
- was CEO of Bourke Aboriginal Health Service Limited (BAHS) or Bourke Aboriginal Corporation Health Service (BACHS) at any time from 1 August 2019 until BACHS was placed under special administration on 15 December 2020. These people are not eligible to be appointed as a director for four (4) years from 18 June 2021.

## **5.4 Majority of director requirements**

A majority of directors of the corporation must:

- be individuals who are Aboriginal and/or Torres Strait Islander people
- usually reside in Australia
- be members of the corporation

The chief executive officer (CEO) cannot be a director but may be a member.

## **5.5 How to become a director**

The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 5.9).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

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

## **5.6 Specialist independent directors**

There must be a minimum of one and a maximum of three specialist independent (non-member) directors.

Specialist independent non-member directors shall be appointed to add skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

The directors may appoint specialist independent directors by passing a resolution in a directors' meeting. Before being appointed as a specialist independent director, the person must give the corporation their written consent to become a director and undergo and pass a national police check.

Specialist independent directors will be appointed for a term of two years and are eligible for reappointment.

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

Directors are appointed for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year. Directors are eligible to be re-elected.

All member and specialist independent directors appointed on the completion of the special administration on 18 June 2021 will be appointed until the 2023 AGM.

At the 2023 AGM half of the directors' appointments will expire. The remaining directors' appointments will expire at the 2024 AGM. The directors will decide which directors will be standing down by resolution at a directors meeting prior to the 2023 AGM. The directors standing down will be eligible to be re-elected. All new directors appointed at the 2023 AGM will be appointed for a term of two years. The AGM minutes must record the term of each director appointed.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. They are eligible to be re-elected.

To implement the rotation system:

- Half of the directors of the corporation at the time these rules are approved will only hold office until the next AGM and must retire. They are eligible to be re-elected.
- The directors will agree on which directors retire at the AGM. If the directors cannot agree, they must decide by lot conducted by the directors.
- At every subsequent AGM those directors that did not retire at the previous AGM must retire. They are eligible to be re-elected.
- Newly elected directors have a term of two years, which ends at the second AGM after they take office. If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.
- The AGM minutes must record the term of each director appointed.

## **5.8 Alternate Directors**

Alternate Directors are not permitted.

## **5.9 How to fill casual vacancies**

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

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.10) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 5.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

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

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- the director ceases to be a member but was a member when they became a director.

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

## **5.11 How to remove a director**

By resolution of the members in a general meeting:

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

By the other directors:

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

## **5.12 Directors' and officers' duties**

The duties are:

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

## **5.13 Conflict of interest**

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

## **5.14 Payments to directors**

A director cannot be paid a sitting fee for their work as a director.

Directors may not be employed by the corporation.

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

## **5.15 Related party benefit**

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

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

Directors must meet at least every three months.

All directors must be given reasonable notice of a directors' meeting.

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

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

## **5.17 Quorum for directors' meetings**

A majority of the directors must be present at all times during the meeting. Of the directors present there must be a majority of member directors at all times during the meeting.

## **5.18 Chairing directors' meetings**

The board of directors must elect a Chair at the first directors meeting following the end of the special administration on 18 June 2021. That Chair will remain in position until the 2022 AGM.

Thereafter, the Chair of the board of the corporation shall be elected by the directors at the first directors meeting after each AGM.

The Chair must be a member director

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting.

The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### **5.19 Using technology**

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

### **5.20 Resolutions by directors**

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

- Each director has one vote.
- The chairperson of the meeting also has a casting vote (if required).

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

## **6. Contact person or secretary**

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

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

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

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

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

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

## 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/secretary
- written financial records.

## 8. Finances

The corporation must keep written financial records that:

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

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

The financial records must be retained for seven years after the transactions covered by the records are completed.

## 9. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- payment to a member in carrying out the corporation's objectives.

## 10. 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 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 it at a general meeting.

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

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

## 11. Changing the rule book

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

Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

- rule book changes
- special resolution
- minutes of the meeting.

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

## 12. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

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

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

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

Receipts issued for gifts to the gift fund must state:

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

As soon as:

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

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

## 13. Winding up

### ***Surplus assets of the corporation***

Where:

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

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to an Aboriginal community controlled health organisation.

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

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

# Schedule 1—Application for membership form

Bourke Aboriginal Corporation Health Service

ICN 9365

## Application for membership

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

\_\_\_\_\_ (last name of applicant)

of \_\_\_\_\_ (address of applicant)

\_\_\_\_\_

apply for membership of the corporation.

I declare that I am eligible for membership as per section 3.1 of the Bourke Aboriginal Corporation Health Service Rule Book.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of applicant \_\_\_\_\_

Date \_\_\_\_\_

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### Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

## Schedule 2—Appointment of proxy form

Bourke Aboriginal Corporation Health Service

ICN 9365

### Appointment of proxy

I, \_\_\_\_\_ (full name of member)

of \_\_\_\_\_ (address of member)

am a member of the corporation.

I appoint \_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation  
(annual general meeting or other general meeting, as the case may be) to be held on  
/ / (insert date of meeting) and at any adjournment of that meeting.

Signature of member  
appointing proxy

Date

NOTE: A proxy vote may be given to the people listed at rule 4.12.  
(For more about proxies see rule 4.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Please return your completed form to the corporation **at least 48 hours before** the meeting.

## Schedule 3—Consent to become a director form

**Bourke Aboriginal Corporation Health Service**

**ICN 9365**

### Consent to become a director

I, \_\_\_\_\_ (full name of person)

Of \_\_\_\_\_ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date of birth is \_\_\_\_\_ (date of birth)

and my place of birth was \_\_\_\_\_ (place of birth)

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

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

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person \_\_\_\_\_

Date \_\_\_\_\_

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

## Schedule 4—Definitions and interpretations

In these rules:

***Aboriginal and Torres Strait Islander person*** means the following:

- (a) an Aboriginal person;
- (b) a Torres Strait Islander;
- (c) an Aboriginal and Torres Strait Islander person;
- (d) a Torres Strait Islander and Aboriginal person;
- (e) an Aboriginal and Torres Strait Islander corporation;
- (f) a body corporate prescribed by name in the regulations for the purposes of this paragraph; (g) a body corporate that falls within a class of bodies specified in the regulations for the purposes of this paragraph;
- (h) a body corporate in which a controlling interest is held by any, or all, of the following persons:
  - (i) Aboriginal persons;
  - (ii) Torres Strait Islanders;
  - (iii) Aboriginal and Torres Strait Islander persons;
  - (iv) Torres Strait Islander and Aboriginal persons.

***Aboriginal person*** means a person of the Aboriginal race of Australia who identifies as an Aboriginal person and who is accepted by the Aboriginal community as an Aboriginal person.

***Aboriginal Community Controlled Health Service*** means an incorporated Aboriginal community controlled organisation, having Rules preventing the distribution of property to individual members of the organisation, which is governed by an Aboriginal board of management elected by a local Aboriginal community membership and provides culturally appropriate primary health care and health related services to the Community which it serves.;

***Act*** means the Corporations (Aboriginal and Torres Strait Islander) Act (“CATSI Act”), as amended;

***Active member*** means a person who has been accepted as a member by the Board of Directors; who has paid any levy or membership fee as determined from time to time by the members and who regularly attends meetings of the corporation;

***Associate Member*** is a person elected as an Associate Member by the Board of Directors. An Associate Member has attendance and speaking rights to all General Meetings of the corporation and can be invited to attend and provide advice to the Board of Directors but has no voting rights nor can be elected to the position of being a director of the corporation (except as provided for in Rule 5.7);

**Auditor** means the registered company auditor or auditors of firm or firms of auditors for the time being of the corporation, appointed pursuant to the provisions of the Corporations Act and/or the CATSI Act;

**Bourke Local Government Area** means the area governed by the Bourke Shire Council;

**Corporation** means the Bourke Aboriginal Corporation Health Service;

**Chairperson** means the person appointed to act in this position by the Board of Directors;

**Community control** in reference to a body either directly or indirectly involved in the provision of primary health care to Aboriginal persons means for the purposes of these Rules that the body satisfies the following criteria:

- (a) the body is incorporated as an independent legal entity;
- (b) the body is governed in accordance with a Rule Book which guarantees control of the body by Aboriginal persons and the objects and corporate governance clauses of which are consistent with and supportive of the principle of self-determination for Aboriginal persons;
- (c) the body is subject to mandatory accountability processes including the holding of annual general meetings which are open to all Aboriginal persons in the community or communities to which the body provides primary health care services and including the regular election of a governing committee/Directors responsible for management and corporate governance.

**Director or director** means a person who has been elected by members at a General Meeting of the corporation to be a director on the Board of Directors, or who has been appointed by the Board of Directors by way of casual vacancy to be a director, consistent with the provisions of the CATSI Act, and who has signed the *Consent to Act as a Director* form required by ORIC as per Schedule 3 of The Rule Book.

**Extra-Ordinary General Meeting** means a general meeting of the Company other than an Annual General Meeting, called for a specific purpose or purposes.

**Member or member** means a member of the corporation as set out in Rule 3.2;

**Member** may refer to Members and/or Associate Members;

**Non-Member Director or Independent Non-Member Director** means an independent or specialist director appointed by the Board in accordance with Rule 5.7;

***Torres Strait Islander*** means a member of the Torres Strait Islands race and their descendants who identifies as, and is accepted, the Torres Strait Islander community as a Torres Strait Islander person.

***Expressions used in these Rules have the same meanings as those in the Act;***

***Unless otherwise stated:***

- (a) words in the singular number include the plural and vice versa; and
- (b) any inconsistency between these rules and the Act shall be resolved in favour of the Act.