

The rule book of

**GANYBU HOUSING ABORIGINAL
CORPORATION**

(ICN: 8651)

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

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1. NAME

The name of the corporation is **Ganybu Housing Aboriginal Corporation (the Corporation)**.

2. DICTIONARY INTERPRETATION

2.1 Definitions

"**Aboriginal person/people**" means a person/people of the Aboriginal race of Australia.

"**Act**" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)* as amended from time to time and any regulations made under it.

"**Approved Institution**" means a Fund, which at the time of the gift falls within the description of an item in any of the tables in Subdivision 30-B of the ITAA, which has been established for charitable purposes;

"**AGM**" means the annual general meeting of the Corporation.

"**Application for membership form**" means the form included in Schedule 1 of this Rule Book.

"**Books and records**" 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 or bank or public holiday in the Northern Territory.

"**Contact person**" means a person elected or appointed according to rule 7 and "Secretary" has the same meaning.

"**Corporation**" means the corporation referred to at rule 1.

"**Deductible Contributions**" means a gift or contribution that is deductible under the ITAA;

"**Deductible Gift Recipient**" has the meaning given by the ITAA;

"**Director**" means a person who holds office as a Member, director or a skilled director of the Corporation appointed pursuant to rule 6.

"**Directors' meeting**" refers to meetings of the board of directors.

"**Fund**" means the public fund established pursuant to rule 13.2;

"**Fund Management Committee**" means the committee established pursuant to rule 13.3;

"**General meeting**" refers to both general meetings and annual general meetings of the Members of the Corporation called and held according to rule 5.

"**ITAA**" means the *Income Tax Assessment Act 1997 (Cth)* and its regulations as in force from time to time;

"**Member**" means a person whose name appears on the Register of Members.

"**Member director**" means a person who is a director of Laynhapuy Homelands Aboriginal Corporation and who is appointed by Laynhapuy to be a director under rule 6.5.

"Minutes" means the record of proceedings and resolutions passed at general meetings and/or directors' meetings.

"Objectives" means the objectives set out in rule 3.

"Officer" is a CEO, director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation, or could significantly affect the Corporation's financial standing.

"Poll" means voting at a general meeting by the Members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

"Register of members" means the register of Members kept according to rule 4.7.

"Registrar" means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed in accordance with the Act.

"Skilled directors" means a person appointed pursuant to rule 6.7.

"Special Resolution" means a resolution that has been passed by at least 75% of the votes cast in favour by Members entitled to vote on the resolution.

"Yolngu person" means a person who is of Yolngu descent or a person who is accepted as being Yolngu by the Yolngu people.

- 2.2 Unless the contrary intention appears, an expression used in this Rule Book that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act.
- 2.3 Words importing the singular number include the plural number and vice versa.
- 2.4 Words importing a particular gender include any other gender.
- 2.5 A reference to a person includes any other legal entity and vice versa.
- 2.6 A reference to a statute includes all regulations, subordinate legislation and amendments relating to that statute.
- 2.7 The model rules under the Act shall not apply to this corporation.
- 2.8 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photocopy, and other modes of representing or reproducing words in a visible form.
- 2.9 Headings and sub-headings have been included for ease of reference only and shall not form part of the context or limit or govern the construction of this Rule Book.

3. OBJECTS

3.1 The principal object of the Corporation is to construct housing in the Northern Territory for use by Aboriginal people within the Northern Territory.

3.2 Without limiting rule 3.1, and in recognition of the severe problems encountered by Aboriginal people and the disadvantaged circumstances in which they find themselves in relation to housing and accommodation, the Corporation shall advance its principal object by:

- (a) acquiring land for use as housing and accommodation for Aboriginal people;
- (b) constructing housing and facilities upon the above-mentioned land;
- (c) providing assistance to homeless persons in the Northern Territory and poverty affected Yolngu members;
- (d) making such housing and accommodation available to Aboriginal person in need, whether that be by lease (including by low rent and subsidised rent), licence, transfer of the property, or other means;
- (e) advocate on behalf of Aboriginal and Torres Strait Islander people in the Northern Territory in all matters relating to the provision of housing and accommodation; and
- (f) carrying out such other activities that the Corporation decides from time to time are necessary to further the objectives set out in this provision.

4. MEMBERS

4.1 Sole Member

Laynhapuy Homelands Aboriginal Corporation is the sole Member of the corporation.

4.2 Member's rights

A Member has the rights to:

- attend, speak and vote at general meetings;
- put forward resolutions at general meetings by providing the Secretary with notice of the resolution no less than 7 days prior to the meeting at which it is to be tabled;
- ask the directors to call a general meeting under rule 5.3; and
- 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 authorises that Member to do this).

4.3 Member's responsibilities

A Member must:

- follow the Corporation's rules; and
- let the Corporation know if they change their address.

4.4 Liability of Member

The Member is not liable to pay Corporation debts if the Corporation is wound up.

4.5 How to stop being a Member

A person stops being a Member if:

- they resign in writing to the Corporation;
- they die; or
- their membership is cancelled in accordance with this Rule Book.

The person's name, address and date they stopped being a Member is to be inserted on the Register of Members.

4.6 Cancelling membership

(a) If a Member:

- (i) cannot be contacted for 2 years;
- (ii) misbehaves or brings the Corporation into disrepute; or
- (iii) is not an Aboriginal person (i.e. they are not a Yolngu person),

their membership can be cancelled by special resolution at a general meeting.

(b) The directors must then send that person a copy of the special resolution at their last known address, as soon as practicable after it has been passed.

(c) If a person is not or ceases to be eligible for membership for some reason other than as set out in rule 4.6(a), the directors can cancel their membership by passing a resolution at a directors' meeting. Before the meeting of directors, the directors must give the Member 14 days notice of the proposed cancellation and advise the Member that they may object in writing. If the Member objects in writing to the Corporation, the directors cannot cancel the membership. The Member can then only be removed at a general meeting by resolution of Members.

4.7 The Register of Members and former Members

(a) The Register of Members must contain:

- (i) Members' and former Members' names and addresses;
- (ii) the date when the names were put on the Register of Members; and
- (iii) for former Members, the date when they stopped being a Member.

(b) The Register of Members must be kept at the Corporation's document access address or registered office.

(c) The Register of Members must be available at the AGM.

5. MEETINGS

5.1 AGM timing

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

5.2 AGM business

- (a) The business of an AGM is set out below:
- (i) confirming the minutes of the previous general meeting;
 - (ii) presentation of directors' report, general reports and financial reports;
 - (iii) choosing an auditor (if required) and agreeing on the auditor's fee;
 - (iv) checking the Register of Members; and
 - (v) asking questions about how the Corporation is managed.

5.3 General meetings

(a) A majority of directors can call a general meeting.

(b) The number of required Members to call a meeting are:

Number of Members of Corporation	Number of Members in Corporation 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 percent of Members

(c) If the directors receive a legitimate request from Members for a general meeting, they must call the general meeting within 21 days of receiving the request and the general meeting must be held with 45 days of receiving the request.

(d) The Members' request must:

- (i) be in writing;
- (ii) state any resolutions to be proposed at the meeting;
- (iii) be signed by the Members making 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.

5.4 General meeting business

- (a) General meetings are for:
 - (i) confirming the minutes of the previous general meeting; and
 - (ii) the business specified in the notice of the meeting.

5.5 Notice for general meetings

- (a) At least 21 days' notice of a general meeting must be given.
- (b) Notice must be given to Members, directors, officers (i.e. the CEO), the contact person/Secretary and the auditor (if the Corporation has one).
- (c) The notice must set out:
 - (i) the place, date and time for the meeting;
 - (ii) the business of the meeting;
 - (iii) if a special resolution is being proposed, the wording of it; and
 - (iv) that a Member can appoint a proxy.
- (d) Notices can be given to Members personally (or in a manner which accords with Yolngu custom), sent by post to their address, sent by fax or sent by email.
- (e) A notice of meeting:
 - (i) sent by post is taken to be given 7 days after it is posted; or
 - (ii) sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

5.6 Members' resolutions

- (a) Members can propose a resolution by giving notice of it to the Corporation. The number of Members required in order to propose a resolution are as follows:

Number of Members of Corporation	Number of Members in corporation needed to propose a resolution
2–10 Members	= 1 Member
11–20 Members	= 3 Members
21–50 Members	= 5 Members
51 Members or more	= 10 percent of Members

- (b) The notice to the corporation must set out the resolution in writing and must be signed by the Members proposing it.
- (c) The Corporation must give notice of the resolution to all people entitled to it (see rule 5.5).

- (d) The Corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been given to the Corporation by the Members.

5.7 Quorum at general meetings

A quorum for a general meeting is:

- (a) if there is 1 Member; that Member; and
- (b) if there is more than 1 Member, $\frac{1}{2}$ of the number of Members plus 1 (rounding to the next whole number).

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned for 7 days at the same time and location. If there is still no quorum at the adjourning meeting, the meeting is cancelled.

5.8 How to count the quorum

- (a) To work out if there is a quorum:
 - (i) count each Member present at the meeting (if a Member also holds a proxy, that Member is only counted once);
 - (ii) if rule 5.13 allows a non-member to hold a proxy for a Member, count each non-member present at the meeting holding a proxy (if the non-member proxy holder holds more than one proxy, the non-member is only counted once);
 - (iii) if rule 5.13 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 5.13 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.

5.9 Chairing general meetings

- (a) The chairperson shall chair general meetings.
- (b) If the chairperson is not available or declines to chair a general meeting, the deputy chairperson shall chair the meeting. However, if both are absent from the meeting then the Members present must elect a director and failing a director be willing and able to act, an individual Member present to chair it.
- (c) The chairperson shall have the right to ask a Member to leave a general meeting if the Member is being disruptive to the meeting.

5.10 Using technology

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

5.11 Voting

- (a) The sole Member may pass a resolution by recording it and signing the record.

5.12 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 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 chairperson directs.

5.13 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 2 Members.
- (f) Where a Member is a corporation, that corporation may appoint a proxy to represent it at general meetings. If no proxy is approved, 1 director or officer of the corporation is permitted to exercise the rights of the corporation at a general meeting, including right to vote.

6. DIRECTORS

6.1 Number of directors

- (a) The minimum number of directors is three (3) (including any non-Member directors).
- (b) The maximum number of directors is five (5) (including any non-Member directors).

6.2 Composition of the board of directors

- (a) The board of directors will consist of up to a maximum of 5 directors comprised as follows:
 - (i) Not less than 3 persons who are appointed by Laynhapuy Homelands Aboriginal Corporation in accordance with rule 6.5; and
 - (ii) 2 independent skilled directors if appointed pursuant to rule 6.7.

6.3 Eligibility of Member directors

- (a) A person is eligible to be a director must, be at least 18 years old.
- (b) A person is not eligible to be appointed, or hold office, as a Member director if they:
 - (i) have been disqualified from managing a corporation;
 - (ii) are an employee of the Corporation who is primarily based in the Yirrkala office: or
 - (iii) owe the Corporation more than \$1,000, and the debt has been outstanding for more than 30 days.

6.4 Majority of director requirements

- (a) At all times a majority of directors of the Corporation must:
 - (i) be individuals who are Yolngu people and who are also directors of Laynhapuy Homelands Aboriginal Corporation;
 - (ii) usually reside in Australia; or
 - (iii) not be employees of the Corporation.

6.5 Appointment of Member director

- (a) Laynhapuy Homelands Aboriginal Corporation is entitled to appoint 3 persons as directors, 2 of which must be the Chairperson and Vice-Chairperson for the time being of Laynhapuy Homelands Aboriginal Corporation and 1 of which is to be either a director or member of Laynhapuy Homelands Aboriginal Corporation.
- (b) Laynhapuy Homelands Aboriginal Corporation is to notify the Corporation of its appointees in writing from time to time.
- (c) Such appointees shall hold office for a period of 3 years or until otherwise removed by Laynhapuy Homelands Aboriginal Corporation or otherwise removed or terminated in accordance with the provisions of this Rule Book.
- (d) Notwithstanding any other provision of this Rule Book, the position of a director appointed by Laynhapuy Homelands Aboriginal Corporation pursuant to rule 6.5(a) will automatically be terminated upon the expiry or the termination for any reason of the membership of the Laynhapuy Homelands Aboriginal Corporation and the director shall sign all documents and do all things necessary to record their resignation and removal as director.

6.6 Directors' terms of appointment

- (a) The Member directors and the Skilled directors are appointed for a term of three years.
- (b) They are eligible to be re-appointed.

6.7 Appointment of Skilled directors

- (a) The Board has the power at any time and from time to time to appoint up to 2 Skilled directors.
- (b) A Skilled director is a person the Board considers has skills or expertise in law, finance, banking and/or construction that are required on the Board or would benefit the Board and whose appointment is approved by Laynhapuy Homelands Aboriginal Corporation;
- (c) A Skilled director appointed under this rule 6.7 is not required to be a Member of the Corporation.
- (d) A Director appointed under this rule 6.7 shall hold office until the earlier of:
 - (i) The end of the Director's tenure;
 - (ii) The Director resigning or being otherwise removed in accordance with the provisions of this Rule Book; or
- (e) The Board determining that the Director is to be removed as a Director, which the Board may do at any time and without the necessity for assigning any reason. A person must give the Corporation their signed consent, to act as a non-member director, before they are appointed.

6.8 How to become the chairperson or deputy chairperson

- (a) There shall be a chairperson and a deputy chairperson of the Corporation. Both roles must be filled by Member directors unless there are no Member directors at a given time.
- (b) They will be elected from the Member directors at the first directors' meeting following the AGM in every year.
- (c) The chairperson and deputy chairperson can be removed from these positions by a resolution passed at a directors' meeting.

6.9 How to fill vacancies

- (a) If a vacancy occurs from the 3 Member directors, then the vacancy must be filled by a person who falls within the definition of 'Member directors' and in accordance with rule 6.5.
- (b) If a vacancy occurs to the skilled directors, the Member directors may at their discretion appoint a replacement.

6.10 Alternate directors

- (a) With the other directors' unanimous approval, a director (appointing Member director) may appoint an alternate to exercise some or all of the director's powers for a specified period. Any appointment of an alternate by a Member director must have the prior written approval of Laynhapuy Homelands Aboriginal Corporation. If the appointing Member director asks the Corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- (b) The appointing director may terminate the alternate's appointment at any time.

- (c) An appointment of an alternate or its termination must be in writing. A copy must be given to the Corporation.
- (d) The Registrar must be given a copy of the notice of the appointment and termination of an alternate director within 28 days after the appointment or termination occurs.

6.11 How to stop being a director

- (a) A person stops being a director of the Corporation if:
 - (i) they die;
 - (ii) they resign in writing;
 - (iii) the term of their appointment expires;
 - (iv) they are removed as a director by the Members or the other directors (if a Skilled director);
 - (v) they are disqualified from managing a corporation; or
 - (vi) they become indebted to the Corporation for more than \$1,000 and the debt has been outstanding for more than 30 days.
- (b) The Corporation must notify the Registrar within 28 days after a person stops being a director.

6.12 How to remove a director

- (a) The Members may remove a director (including a Skilled director) at any time by passing a resolution at a general meeting provided that the following has occurred:
 - (i) a notice of a resolution to remove a director must be given to the Corporation at least 21 days before the next general meeting (or AGM);
 - (ii) the Corporation must give the director concerned a copy of the notice as soon as possible; and
 - (iii) 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 5.5).
- (b) The directors may only remove another director (including a Skilled director) in the following way:
 - (i) if a director fails to attend three or more consecutive directors' meetings without a reasonable excuse, the director may be removed by a resolution passed by the directors at a directors' meeting subject to the directors giving the director a notice in writing setting out their intentions and 14 days to object in writing;
 - (ii) if the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution of Members.

6.13 Directors' and officers' duties

- (a) The duties are:
 - (i) a duty of care and diligence;
 - (ii) a duty of good faith;
 - (iii) a duty to disclose a conflict of interest (material personal interest);
 - (iv) a duty not to improperly use position or information; and
 - (v) a duty to ensure that the Corporation does not trade while insolvent.
- (b) The business of the Corporation is to be managed under the direction of directors. The directors may exercise all the powers of the Corporation except any that the Act or this Rule Book requires the Corporation to exercise in a general meeting.

6.14 Delegation

- (a) Directors can pass a resolution to delegate any of their powers to:
 - (i) another director;
 - (ii) a committee of directors; or
 - (iii) an employee of the Corporation.
- (b) The delegate must follow the directions of the directors when using the delegated powers.

6.15 Sub-committee

- (a) The Sub-committee must keep minutes of its meeting and provide to the Board within 14 days of each meeting.

6.16 Conflict of interest (material personal interest)

- (a) A director who has a material personal interest in a Corporation matter must tell the other directors.
- (b) 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.
- (c) A director who has a material personal interest must not:
 - (i) be present at the directors' meeting while the matter in question is being considered; or
 - (ii) vote on the matter,

unless allowed to do so under the Act.

6.17 Payment

- (a) The directors cannot be paid a salary for their work as directors of the Corporation. However, subject to the availability of funds from a suitable funding source, the directors can be paid sitting fees for time spent attending properly constituted directors' meetings and other meetings where they are required to attend for Corporation business (except AGMs and general meetings), and the Members have approved the payment of fees by resolution.
- (b) The directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in rule 6.176 and 6.18).
- (c) The Corporation may pay the directors' reasonable travelling and other expenses for attending meetings or conducting other Corporation business.

6.18 Related party benefit

If a Corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with part 6.6 of the Act and, where required, follow the procedure to get the approval of the Members.

6.19 Directors' meetings

- (a) Directors must meet at least once every three months.
- (b) The directors will usually decide at a meeting when and where the next meeting will be. The chairperson or the deputy chairperson can call a directors' meeting.
- (c) A majority of the directors can call a directors' meeting.

6.20 Quorum for directors' meetings

A majority of the directors (and at least 2 Member directors) must be present at all times during the meeting.

6.21 Chairing directors' meetings

- (a) The chairperson shall chair directors' meetings.
- (b) If the chairperson is not available or declines to chair a directors' meeting, the deputy chairperson shall chair the meeting. However, if both are absent from the meeting then the directors present must elect an individual present to chair it.
- (c) The chairperson shall have the right to ask a director to leave a directors meeting if the director is being disruptive to the meeting.

6.22 Resolutions at directors' meetings

- (a) Each director present at the meeting has a deliberative vote.
- (b) A question arising at a directors meeting must be decided by a majority of votes.
- (c) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

6.23 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all directors can adequately participate and agree to it. This may be a standing agreement.

6.24 Reporting for directors' meetings

The CEO must provide reports and other information as requested by the directors from time to time.

7. CONTACT PERSON OR SECRETARY

- (a) The Contact person or Secretary must be at least 18 years old.
- (b) The directors appoint a Contact person or Secretary.
- (c) The directors decide the Contact person or Secretary's terms and conditions of appointment and/or employment, if any.
- (d) The Contact person or Secretary must pass on any correspondence received to at least 1 of the directors within 7 days.
- (e) The Contact person or Secretary must give the Corporation their consent in writing to become a Contact person/Secretary before being appointed.
- (f) The Corporation must send the Registrar a Contact person or Secretary's personal details within 28 days after they are appointed.

8. RECORDS

- (a) The Corporation must keep the:
 - (i) minutes of meetings (in writing or as an audio or video recording);
 - (ii) rule book (constitution);
 - (iii) Register of Members (including former Members);
 - (iv) names and addresses of directors, officers and the contact person; and
 - (v) financial records that correctly record the Corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.
- (b) These records must be kept at the Corporation's document access address or registered office.

9. FINANCES

- (a) The Corporation must follow these procedures.
 - (i) all money of the Corporation must be deposited into a Corporation bank account.
 - (ii) the Corporation must give receipts for all money it receives.
 - (iii) all payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
 - (iv) all accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
 - (v) all cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors, or by at least two persons who hold an authority which has been properly delegated by the directors under rule 6.14.

10. APPLICATION OF FUNDS

- (a) Directors can use the money and property of the Corporation to carry out the Corporation's business. They cannot give the money and property to Members of the Corporation.
- (b) This rule does not stop the Corporation from making reasonable payment to:
 - (i) a Member in their capacity as an employee; or
 - (ii) a Member under a contract for goods or services provided on commercial, arm's length terms.

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 (Dispute Notice).
- (c) The Dispute Notice must be in writing and must adequately say what the dispute is about. It must be given to the Corporation and each party to the dispute.
- (d) The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- (e) If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting to decide.
- (f) The directors or any of the dispute parties may ask the Registrar for assistance.

12. CHANGING THE RULE BOOK

- (a) This 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.
- (b) 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:
 - (i) Rule Book changes;
 - (ii) special resolution; and
 - (iii) minutes of the meeting.
- (c) The changes do not take effect until the new/amended rule book is registered by the Registrar.

13. GIFT FUND RULES

13.1 Obligations to Government

- (a) If the Corporation is endorsed by the Commissioner of Taxation as a Deductible Gift Recipient:
 - (i) the Corporation must not act or fail to act in such a way as to cause the Commissioner of Taxation to revoke the endorsement of the Corporation as a Deductible Gift Recipient under the ITAA;
 - (ii) the Corporation must advise the Commissioner of Taxation or relevant authority at the time in writing before, or as soon as practicable after, the Corporation ceases to be entitled to be endorsed as a Deductible Gift Recipient; and
 - (iii) in the event that the Commissioner of Taxation or relevant authority at the time revokes that endorsement all moneys, properties and benefits held by the Corporation must be transferred to an Approved Institution in accordance with rule 15.

13.2 Fund

- (a) The Corporation may establish and maintain a public Fund to be called the "Ganybu Housing Aboriginal Corporation Gift Fund" for the specific purpose of supporting the objects of the Corporation. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the ITAA.
- (b) The Fund is not to receive any other money or property other than gifts of money or property for its objects.
- (c) The Fund and the Corporation must each be operated on a non-profit basis.
- (d) The Corporation must maintain the Fund as a public fund on behalf of the Corporation in order that gifts to the Fund are deductible for income tax purposes under the ITAA.

- (e) The Corporation must ensure that the Fund is registered for the purposes of obtaining Deductible Gift Recipient status.
- (f) Members of the public are to be invited to make gifts of money or property to the Fund for the objects of the organisation.
- (g) The Corporation may establish and maintain commercial contracts and other arrangements for the purpose of the Objects.
- (h) Without derogating from the generality of the objects, the Corporation may also:
 - (i) solicit donations, gifts and bequests to carry out, or for the benefit of, the objects described, including by conducting fundraising initiatives; and
 - (ii) solicit, apply for and source other forms of financial assistance, including without limitation grant funding or government financial assistance, to carry out, or for the benefit of, the objects described.
- (i) Where a gift to an Approved Institution must be made for a specific purpose identified in the relevant provisions of Subdivision 30-B of the Act the Corporation may provide the money, property or benefit to or for the Approved Institution only for the specified purpose.
- (j) The release of monies from the Fund account and the management of, and sale of Fund assets must be authorised by the Fund Management Committee. Members of the Fund Management Committee permanently located in Australia must be the only signatories to the Fund account.
- (k) The Fund shall be administered by the Fund Management Committee, and in the administration of the Fund the Fund Management Committee shall have regard to:
 - (i) the management of the Fund as well as other property which may from time to time be under the control of the Fund in accordance with the Corporation's objects;
 - (ii) the involvement of community groups who may have an interest in or expertise in matters relating to the objects.
- (l) None of the monies or the property accumulated by the Fund shall be distributed to Members of the Corporation or the Corporation, except to defray reasonable and proper remuneration for administration services associated with maintenance of the Fund.
- (m) Should the Fund be wound up any surplus money or assets must be transferred to another Fund with the same objects.
- (n) The Corporation enshrines into this Constitution its policy of not acting as a mere conduit for the donation of money or property to other organisations or persons. The policy of the Corporation is that the allocation of funds or property to other organisations or persons will be made in accordance with the objects and powers of the Corporation and the Corporation will not be influenced by the expressed preference or interest of a particular donor to the Corporation or to the Fund.
- (o) The Corporation shall not act as a mere collection agency for monies intended by the donor to be transferred on to other preferred organisations or persons.
- (p) No Member shall be entitled to any benefit or advantage from the Corporation which is not shared equally by every Member.

13.3 Fund Management Committee

(a) **Constitution**

From a date to be determined by the Members of the Corporation there shall be constituted a Fund Management Committee of this Corporation.

(b) **Appointments**

- (i) The Fund Management Committee shall consist of a minimum of 3 persons, the majority of whom shall be "Responsible Persons".
- (ii) The Corporation shall appoint the Fund Management Committee.
- (iii) The Members will by ordinary resolution appoint 3 persons to the Fund Management Committee at the annual general meeting of the Corporation. In addition the Chairman of the Board is to be appointed to the Fund Management Committee.
- (iv) All appointments to the Fund Management Committee shall be for a term of 2 years.
- (v) Where a person ceases to be a member of the Fund Management Committee the Fund Management Committee may appoint a person to act as replacement until the next annual general meeting of the Corporation, at which a replacement will be appointed to the vacant position.
- (vi) Every member of the Fund Management Committee must keep secret all aspects of all business of the Corporation, except to the extent necessary to enable the person to perform their duties to the Corporation.
- (vii) The Fund Management Committee shall elect from among them a Chairman, Vice Chairman and Secretary.
- (viii) A person may hold a position on both the Board and the Fund Management Committee at the same time.

(c) **Powers and Duties**

- (i) The Fund Management Committee:
 - A. will consider any projects nominated by themselves and any projects nominated by the Board and determine the projects to be nominated for consideration at Fund Management Committee meetings;
 - B. determine which projects it shall approve;
 - C. may give directions to the Board and the Board shall carry out those directions provided the directions are within the power of the Corporation;
 - D. shall meet at least once within every 3 months; and
 - E. shall cause minutes to be made of all meetings, including resolutions and proceedings at all meetings of the Fund Management Committee and such minutes shall be signed by the Chairman of the next succeeding meeting.
- (ii) The quorum necessary for the transaction of the business of the Fund Management Committee shall be 3.

13.4 Establishment and Operation of Gift Account

- (a) The Corporation must open and maintain a bank account for the Fund (Gift Account):
 - (i) to identify and record gifts and Deductible Contributions;
 - (ii) to identify and record any money received by the Fund because of those gifts and Deductible Contributions; and
 - (iii) that does not identify and record any other money or property.
- (b) The Corporation must use the Gift Account only for the purpose of the Fund.
- (c) To avoid any doubt, it is declared that the Gift Account forms part of the Corporation.
- (d) The Corporation may receive capital and other money and give valid receipts for all purposes including those of any statute and the Corporation must issue receipts for all gifts.
- (e) Receipts must state the information required by section 30-228 of the ITAA and any guidelines issued by a Governmental department or authority.

13.5 CHIEF EXECUTIVE OFFICER

- (a) The Corporation may appoint a full-time chief executive officer (CEO) to manage the operations of the Corporation and to promote the objects for which the Corporation is established. The CEO must report to the directors on the operations of the Corporation in such form and frequency as the directors determine.
- (b) The role of the CEO is to manage the day-to-day operations of the Corporation in line with any delegations set by the directors under rule 6.14. The directors shall take all steps necessary to ensure that there are clear separation of powers between the directors and the CEO.
- (c) If the Corporation appoints a CEO, they must be engaged under a contract of employment which specifies all relevant matters including duties, term of the contract, and remuneration. The contract must also have provisions that terminate his/her contract if:
 - (i) they become bankrupt or insolvent under administration;
 - (ii) they become incapable of holding office because of disqualification by a Court; or
 - (iii) by reason of infirmity, absence or any other reason a majority of at least three quarters of the directors is of the opinion that the CEO has ceased to effectively carry out the duties of the position.

14. NON-PROFIT NATURE OF THE CORPORATION

14.1 Non-profit

- (a) The assets, income, property, profits, and financial surplus of the Corporation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members, directors, or trustees of the Corporation.
- (b) Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the Corporation and not be influenced by the preference of the donor.
- (c) Nothing in this Rule Book prevents:
 - (i) the payment, in good faith, of reasonable and proper compensation to any officer or servant of the Corporation, or to any Member or Directors of the Corporation, in return for any services actually rendered to the Corporation or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Corporation bankers for overdrawn accounts on money borrowed from a Member; and
 - (iii) the payment of the reasonable and proper rent for premises demised or let by any Member or Director to the Corporation.

15. WINDING UP

- (a) The winding up of the Corporation will follow the Act.
- (b) Where assets remain after the winding-up or dissolution of the Corporation and satisfaction of all its debts and liabilities, they may not be paid to nor distributed among the Members but must be given to or transferred to another corporation, authority or institution having objects similar to the objects of the Corporation and which is not carried on for profit or gain of its individual Members, and whose Constitution or Rule Book prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Corporation under or by virtue of this Rule Book, which company, corporation, authority or institution is to be determined by the Members of the Corporation at or before the time of the dissolution.

Schedule 1 — Application for membership form

GANYBU HOUSING ABORIGINAL CORPORATION (ICN: 8651)

I, _____
 (full name of applicant) of

 (address of applicant)

apply for membership of **GANYBU HOUSING ABORIGINAL CORPORATION**.

I declare that I am eligible for membership of the Corporation.

 Signature of Applicant

Date: _____

.....

Office use only

Application tabled at director's meeting held	Date:
Directors confirmed applicant is eligible for membership and approved membership	YES / NO
Entered on register of Members	Date:
Member advised of acceptance or non-acceptance of application	Date:

 Chairperson's signature

Schedule 2 — Appointment of proxy form

Appointment of proxy

I, _____
(full name of Member)

of _____
(address of Member)

am a Member of **GANYBU HOUSING ABORIGINAL CORPORATION (ICN: 8651)**.

I appoint _____ *(full name of proxy)*
of _____

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 _____
and at any adjournment of that meeting. *(date of meeting)*

Signature of Member

Date: _____

NOTE: A proxy vote may be given to a Member of the corporation or another person, as set out in rule 5.13. This completed proxy form is required to be returned to the Corporation no later than 48 hours before the meeting to which it applies. (More on information about proxies see rule 4.12 and section 201-90 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.)

Schedule 3 — Consent to become a director form

Consent to become a director

I, _____ (full name of person)

of _____ (address of person)

give consent to become a director **GANYBU HOUSING ABORIGINAL CORPORATION**
(ICN: 8651) as elected at the general meeting of the corporation (annual general meeting or

other general meeting, as the case may be) held on _____ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- 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;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement; or
- have been disqualified under the *Corporations Act 2001 (Cth)* from managing corporations, and I will notify the Corporation if any of the above events occur after my appointment.

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

Signature of Member

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.