

The Rule book of

LAYNHAPUY HOMELANDS ABORIGINAL CORPORATION

ICN 7657

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 Laynhapuy Homelands Aboriginal Corporation

2. OBJECTIVES

The Corporation aims to

1. support the Yolngu members of the Laynhapuy homeland communities serviced by the Corporation through programs that deliver:
 - (a) maintenance and protection of country and culture
 - (b) employment, training and economic development opportunities
 - (c) good standards of communications and infrastructure in homelands
 - (d) good health, social welfare, community development and educational outcomes.
2. promote, in all of its work, the common good and benefit of its members.
3. operate and maintain a gift fund to be known as —The Laynhapuy Homelands Aboriginal Corporation Gift Fund¹ in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3. MEMBERS

3.1 Who is eligible?

A person may apply for membership if the person is:

- at least 18 years old
- a Yolngu person who is recognised as having a custodianship or residency right in the Laynhapuy homeland communities, in accordance with Yolngu tradition.

3.2 *How to become a member*

- 3.2.1** A person applies in writing.
- 3.2.2** A person is eligible under rule 3.1.
- 3.2.3** The directors approve the application by resolution at a directors' meeting.
- 3.2.4** The directors must consider all applications for membership within a reasonable period after they are received.
- 3.2.5** The person's name, address and date they became a member is put on the register of members.
- 3.2.6** 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.

3.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings
- be made a director
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- 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 the Corporation's rules
- let the Corporation know if they change their address
- treat other members with respect.

3.5 *Liability of members*

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

3.6 *How to stop being a member*

A person stops being a member if:

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

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

3.7 *Cancelling membership*

3.7.1 If a member:

- can't be contacted for two years
- misbehaves
- is not an Aboriginal person (i.e. they are not a Yolngu person)
- their membership can only be cancelled by special resolution at a general meeting.

3.7.2 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.

3.7.3 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 must give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can then only be removed at a general meeting by resolution.

3.8 *The register of members and former members*

3.8.1 The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- for former members, the date when they stopped being a member.

3.8.2 The register must be kept at the Corporation's document access address or registered office.

3.8.3 The register 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

The business of an AGM is set out below:

- confirming the minutes of the previous general meeting
- presentation of directors' report, general reports and financial reports
- ratifying the appointments of the directors chosen at the meetings of the Laynhapuyngu, Djalkarripuyngu, Miyarrkapuyngu homeland communities held before the AGM (every second year)
- choosing an auditor (if required) and agreeing on the auditor's 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.

The members can ask the directors to call a general meeting.

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

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.

4.4 General meeting Business

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

4.5 Notice for general meetings

4.5.1 At least 21 days' notice must be given.

4.5.2 Notice must be given to members, directors, officers (i.e. the CEO), the contact person and the auditor (if the Corporation has one).

4.5.3 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.

4.5.4 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.

4.5.5 A notice of meeting:

- sent by post is taken to be given seven 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.

4.6 Members' resolutions

4.6.1 Members can propose a resolution by giving notice of it to the Corporation.

Number of members	Number of members needed in Corporation to propose a resolution
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2–10 members

= 1 member

11–20 members

= 3 members

21–50 members

= 5 members

51 members or more

= 10 per cent of members

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

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

4.6.4 The Corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been sent out.

4.7 *Quorum at general meetings*

- 4.7.1** A quorum for a general meeting is 20 members.
- 4.7.2** 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*

- 4.8.1** The chairperson shall chair general meetings.
- 4.8.2** 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 an individual present to chair it.
- 4.8.3** The chairperson shall have the right to ask a member to leave a general meeting if the member is being disruptive to the meeting.

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*

- 4.10.1** Each member has one vote.
- 4.10.2** The chairperson has one vote (if he or she is a member) plus a casting vote.
- 4.10.3** A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.
- 4.10.4** A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or by placing voting cards in labelled ballot boxes).
- 4.10.5** The chairperson of the meeting tells the meeting whether they have received any proxy votes and what they are.
- 4.10.6** The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 *Demanding a poll*

- 4.11.1 Any member entitled to vote on the resolution or the chair can demand a poll.
- 4.11.2 A poll can be held before or after a show of hands vote.
- 4.11.3 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.

4.12 *Proxies*

- 4.12.1 Members can appoint another member as proxy to attend meetings and vote for them.
- 4.12.2 Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
- 4.12.3 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.
- 4.12.4 The Corporation must receive the proxy's appointment at least 24 hours before the meeting.
- 4.12.5 A person must not be a proxy for more than two members.

4.13 *Wäņa Waṭaņu Gatherings*

- 4.13.1 Subject to the money being available, the corporation shall hold a meeting in a homeland community annually in July which will be called the Wäņa Waṭaņu Gathering, or such other title as the directors shall decide. The Wäņa Waṭaņu Gathering can be attended by members, homeland community residents and any other persons that the directors consider appropriate.
- 4.13.2 The corporation is not required to hold Wäņa Waṭaņu Gatherings if it does not have enough money to meet all costs of the Wäņa Waṭaņu Gatherings, including transport, facility costs and catering costs.
- 4.13.3 The directors will determine the venue and the business to be discussed at Wäņa Waṭaņu Gatherings.
- 4.13.4 The Secretary will issue notices to members, directors and officers of the corporation to inform them of the place, date and time of the Wäņa Waṭaņu Gathering and the business of the Gathering. At least 14 days' notice must be given.

5. DIRECTORS

5.1 *Number of directors*

5.1.1 The minimum number of directors is six (6) (including any non-member directors).

5.1.2 The maximum number of directors is nine (9) (including any non-member directors).

5.2 *Composition of the board of directors*

5.2.1 The board of directors will generally be comprised as follows:

- two members from different communities in the Djalkarripuyngu region
- two members from different communities in the Laynhapuyngu region
- two members from different communities in the Miyarrkapuyngu region
- one member who will be chosen by the six Yolngu directors. This person must be from a homeland that is not already represented by a director.
- two independent non-member directors

5.2.2 The three regions will be comprised of the following homelands:

- LAYNHAPUNGU (Barrkira, Barrarratjpi, Bawaka, Bukudal, Buymarr, Garrthalala, Gurkawuy, Gutjanan, Yangunbi, Yudu Yudu, Dhalinybuy, Galkila, Wandawuy)
- DJALKARRIPUYNGU (Balma, Baggunitji, Dhuruputjpi, Djarakpi, Gangan, Rrurungala, Yilpara)
- MIYARRKAPUYNGU (Bunhangara, Burrum, Dhamiyaka, Dhupuwamirri, Gurrumaru, Nalyindi, Raymangirr, Yalakan, Dhonydji, Mirngatja)

5.3 Eligibility of member directors

5.3.1 A person is eligible to be appointed as a member director if they:

- are at least 18 years old; and
- are a member of the Corporation

5.3.2 A person is not eligible to be appointed, or hold office, as a member director if they:

- have been disqualified from managing a corporation; or are the chief executive officer of the Corporation: or
- are an employee of the Corporation who is primarily based in the Yirrkala office: or
- owe the Corporation more than \$1,000, and the debt has been outstanding for more than 30 days.

5.4 Majority of director requirements

A majority of directors of the Corporation must:

- be individuals who are Yolngu people usually reside in Australia
- be members of the Corporation
- not be employees of the Corporation

5.5 How to become a member director

5.5.1 The six member directors will be chosen by the members of the Laynhapuyngu, Djalkarripuyngu, and Miyarrkapuyngu regions at meetings that are to be held prior to every second AGM.

5.5.2 In an election year, the three clan group meetings must be held at least two weeks before the AGM.

5.5.3 The seventh member director will be chosen prior to every second AGM by the six member directors after regional meetings have been held.

5.5.4 The member directors must give the Corporation their consent in writing to act as a director before being appointed.

5.5.5 The Corporation must send the Registrar the director's personal details within 28 days after they are appointed. The Corporation can use the Registrar's Notification of a change to corporation officers' details form.

5.6 *Election by ballot*

- 5.6.1 If the number of nominations exceeds the number of vacancies for directors, ballots for those positions must be conducted at the regional meetings.
- 5.6.2 The ballot must be conducted in a manner determined from time to time by the members at the regional meetings, but preferably by reaching consensus through discussion.
- 5.6.3 The names of the members chosen to be the member directors at the clan group meetings must be tabled at the AGM and their appointments confirmed by resolution.

5.7 *Directors' terms of appointment*

- 5.7.1 The member directors are appointed at the AGM for a term of two years (2) four years subject to members' approval, effective as of September 2018.
- 5.7.2 The member directors may re-appoint the seventh member Director for one additional term of two years without an election at the Annual General Meeting.
- 5.7.3 They are eligible to be re-elected.

5.8 *How to become an independent or specialist non-member director*

- 5.8.1 The member directors must appoint two non-member directors.
- 5.8.2 The non-member directors will be selected for their skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities.
- 5.8.3 The non-member directors are appointed for the term specified by the member directors at the time of their appointment.
- 5.8.4 The non-member directors cannot be appointed for a term of more than two years, but they can be re-appointed.
- 5.8.5 A person must give the Corporation their signed consent, to act as a non-member director, before they are appointed.

5.9 *How to become the chairperson or deputy chairperson*

- 5.9.1 There shall be a chairperson and a deputy chairperson of the Corporation.
- 5.9.2 They will be elected from the member directors at the first directors' meeting following the AGM in every second year.

5.9.3 The chairperson and deputy chairperson can be removed from these positions by a resolution passed at a directors' meeting.

5.10 *How to fill vacancies*

5.10.1 The member directors can fill director vacancies (including the chairperson and deputy chairperson positions) taking into account the eligibility requirements set out in rules 5.1, 5.2 and 5.3.

5.10.2 If a vacancy occurs from the six elected directors, then the vacancy must be filled by a person who is from the same clan region.

5.10.3 If a vacancy occurs to the seventh member director position (i.e. the person chosen by the six elected member directors) then the six elected member directors may choose a replacement. The replacement must be from a homeland that is not already represented.

5.10.4 The appointment of any member directors must be confirmed by resolution at the next general meeting or they stop being a director.

5.11 *Alternate directors*

- With the other directors' unanimous approval, a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.
- If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- The appointing director may terminate the alternate's appointment at any time.
- An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.
- 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.

5.12 *How to stop being a director*

5.12.1 A person stops being a director of the Corporation if:

- they die
- they resign in writing
- the term of their appointment expires
- they are removed as a director by the members or the other directors they are disqualified from managing a corporation

- they become indebted to the Corporation for more than \$1,000 and the debt has been outstanding for more than 30 days.

5.12.2 The Corporation must notify the Registrar within 28 days after a person stops being a director.

5.12.3 The Corporation can use the Registrar's Notification of a change to corporation officers' details form

5.13 *How to remove a director*

5.13.1 The members may remove a director (including a non-member director) at any time by passing a resolution at a general meeting provided that the following has occurred:

- 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);
- 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).

5.13.2 The directors may only remove another director (including a non-member director) in the following way:

- 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.
- if the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

5.14 *Directors' and officers' duties*

5.14.1 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) a duty not to improperly use position or information
- a duty to ensure that the Corporation does not trade while insolvent.

5.14.2 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 CATSI Act or this rule book requires the Corporation to exercise in a general meeting.

5.15 Delegation

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

- another director
- a committee of directors
- an employee of the Corporation.

5.15.2 The delegate must follow the directions of the directors when using the delegated powers.

5.16 Sub-committee

5.16.1 The directors may at any time appoint a sub-committee from its members and shall determine the responsibilities and powers of the sub-committee.

5.16.2 Unless otherwise decided by the directors, a sub-committee shall:

- consist of at least three directors;
- appoint one of its members to be responsible for calling meetings of the sub-committee and inform the directors of the name of the responsible person.

5.17 Conflict of interest (material personal interest)

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

5.17.2 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.

5.17.3 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 unless allowed to do so under the CATSI Act.

5.18 Payment

- 5.18.1** The directors cannot be paid a salary for their work as directors of the Corporation.
- 5.18.2** 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, general meetings and the bi-annual regional clan group meetings).
- 5.18.3** The amount that can be paid to directors for sitting fees to attend meetings must be set by a resolution passed by the members at a general meeting (section 252-1(2) of the CATSI Act).
- 5.18.4** 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 5.17 and 5.19).
- 5.18.5** The Corporation may pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business.
- 5.18.6** In recognition for the Chairperson being available no less than five hours per week for Laynha business in the Laynha Resource Centre, the Chairperson shall receive
- An amount set by the members at the Annual General Meeting as a weekly fee.
 - Provision of a vehicle for the Chairperson's full private use with a limit of one full tank of fuel per week.
 - Provision of accommodation subject to a valid Rental Tenancy Agreement with weekly rental to be deducted automatically each fortnight.

5.19 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 CATSI Act and, where required, follow the procedure to get the approval of the members.

5.20 Directors' meetings

- 5.20.1 Directors must meet at least every three months.
- 5.20.2 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.
- 5.20.3 A director can ask the chairperson to call a directors' meeting. A majority of the directors can call a directors' meeting.

5.21 Quorum for directors' meetings

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

5.22 Chairing directors' meetings

- 5.22.1 The chairperson shall chair director meetings.
- 5.22.2 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.
- 5.22.3 The chairperson shall have the right to ask a director to leave a directors meeting if the director is being disruptive to the meeting.

5.23 Resolutions at directors' meetings

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

5.24 Using technology

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

5.25 Reporting for directors' meetings

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

6. CONTACT PERSON OR SECRETARY

- 6.1.1** The contact person or secretary must be at least 18 years old.
- 6.1.2** The directors appoint a contact person or secretary.
- 6.1.3** The directors decide the contact person or secretary's terms and conditions of employment, if any.
- 6.1.4** The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- 6.1.5** The contact person or secretary must give the Corporation their consent in writing to become a contact person before being appointed.
- 6.1.6** The Corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See Notification of a change to corporation officers' details form)

7. RECORDS

- 7.1.1** 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 that correctly record and explain the Corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.
- 7.1.2** These records must be kept at the Corporation's document access address or registered office.

8. FINANCES

The Corporation must follow these procedures:

- all money of the Corporation must be deposited into a Corporation bank account. The Corporation must give receipts for all money it receives.
- all payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- 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 directors, or by at least two persons who hold an authority which has been properly delegated by the directors under rule 5.15.

9. APPLICATION OF FUNDS

- 9.1 Directors can use the money and property of the Corporation to carry out its business.
- 9.2 They cannot give the money and property to members of the Corporation.
- 9.3 This rule does not stop the Corporation from making reasonable payment to:
- a member in their capacity as an employee
 - a member under a contract for goods or services provided.

10. DISPUTE RESOLUTION

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

11. CHANGING THE RULE BOOK

- 11.1.1** The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.
- 11.1.2** 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 rule book changes special resolution minutes of the meeting.
- 11.1.3** The changes do not take effect until the new rule book is registered by the Registrar.

12. GIFT FUND RULES

- 12.1.1** The Corporation shall maintain for the main purpose of the Corporation a gift fund:
- to be named the “Laynhapuy Homelands Aboriginal Corporation Gift Fund
 - which can receive gifts of money or property for the purposes of the objectives of the Corporation
 - which can have credited to it any money received by the Corporation because of those gifts.
- 12.1.2** The gift fund cannot receive any money or property other than that stated at 12.1.2.
- 12.1.3** The Corporation shall use gifts made to the gift fund and any money received because of them only for the principle purpose of the Corporation.
- 12.1.4** 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
- 12.1.5** 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 Income Tax Assessment Act 1997 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. CHIEF EXECUTIVE OFFICER

- 13.1.1** 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.
- 13.1.2** 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 5.15. The directors shall take all steps necessary to ensure that there are clear separation of powers between the directors and the CEO.
- 13.1.3** 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:
- 13.1.4** they become bankrupt or insolvent under administration; or
- 13.1.5** they become incapable of holding office because of disqualification by a Court; or by reason of infirmity, absence or any other reason
- 13.1.6** a majority of not less than three quarters of the directors is of the opinion that the CEO has ceased to effectively carry out the duties of the position.

14. WINDING UP

- 14.1.1** The winding up of the Corporation will follow the CATSI Act.
- 14.1.2** If on the winding up or dissolution of the Corporation, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- 14.1.3** The surplus assets must be given or transferred to another organisation that
- has similar objects or purposes;
 - is not carried on for profit or gain to its individual members; and
 - is determined by resolution of the members.

Dictionary

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

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

"**Annual general meeting or AGM**" means a general meeting held under rule 4.

"**Applicant**" means a person who is eligible to become a member of the Corporation and has applied to become a member according to rule 3.2.

"**Application for membership form**" means the form included in Schedule 1 of these rules

"**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 place concerned.

"**Clan group meetings**" mean the meetings held under rule 5.3

"**Contact person**" means a person elected or appointed according to rule 8.

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

"**Director**" means a person who holds office as a member director or a professional director of the Corporation according to rule 7.

"**Directors' meeting**" refers to meetings of the board of directors held according to rule 7.18.

"**Dispute**" has the meaning given in rule 12.

"**Dispute resolution process**" means the process set out in rule 12.

"**General meeting**" refers to both general meetings and annual general meetings of the members of the Corporation called and held according to rule 6.

"**Indigenous Corporation Number or ICN**" means that number given by the Registrar to the Corporation on registration.

"**Member**" means a person whose name appears on the Register of members.
—Minutes means the record of proceedings and resolutions passed at general meetings

and/or directors' meetings

"**Objectives**" means the objectives set out in rule 2.

"**Officer**" is a 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 5.8.

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

—**Related party benefit** is the giving of a financial benefit to a person or group with a close relationship to the Corporation. Related parties include directors, their immediate family members or Corporations/entities they control.

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

"Surplus assets" has the meaning given in rule 16.

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

Schedule 1—Application for membership form

Laynhapuy Homelands Aboriginal Corporation (ICN 7657)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership Laynhapuy Homelands Aboriginal Corporation.

I declare that I am eligible for membership.

I am: Aboriginal Torres Strait Islander neither

Signature of applicant

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of directors' decision to the applicant	Date:

Schedule 2—Appointment of proxy form

Laynhapuy Homelands Aboriginal Corporation (ICN 7657)

Appointment of proxy

I, _____ (full name of member)
of _____ (address of member)

am a member of h Laynhapuy Homelands Aboriginal 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 **Error! Reference source not found.**
(For more about proxies see rule **Error! Reference source not found.** 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

Laynhapuy Homelands Aboriginal Corporation (ICN 7657)

Consent to become a director

I, _____ (first and last name of person)

of _____ (residential address, a postal address is not sufficient)

give consent to become a director of Laynhapuy Homelands Aboriginal Corporation.

I confirm my date of birth is _____ (date of birth)

and my place of birth was _____ (place of birth)

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

- have been convicted of an offence under the 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
- 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.