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Constitution of Central Australian Aboriginal Legal Aid Service

30 June 2016

CONTENTS

CLAUSE	PAGE
1. PRELIMINARY	1
1.1 Type of Company.....	1
1.2 Objects of the Company	1
1.3 Powers of the Company	1
1.4 Amending this document	1
1.5 Not-for-profit	1
1.6 Promotion and advocacy	1
1.8 Reading this document with the Act	2
1.9 Definitions	2
1.7 Interpretation of this document	4
2. MEMBERSHIP	4
2.1 Membership	4
2.2 Membership and eligibility.....	5
2.3 Membership Qualification	5
2.4 Application for Membership	5
2.5 Board approval of Applicants	5
2.6 Role of Members.....	5
2.7 Register.....	6
2.8 Limited liability of members	6
2.10 Expelling a member	6
2.11 When a person stops being a member	6
3. DIRECTORS.....	7
3.1 Number of Directors and composition of Board	7
3.2 Eligibility.....	7
3.3 Appointment by the Board	8
3.4 Election and appointment of Directors by general meeting	8
3.5 Retirement of Directors	9
3.7 Time of retirement.....	9
3.8 Cessation of Director's appointment	9
3.9 Removal from office	10
3.10 Too few Directors.....	10
3.11 Honorary Directors.....	10
3.12 Office bearers.....	10
4. ALTERNATE DIRECTORS	10
4.1 Appointment of Alternates	10
4.2 Notice of Board meetings.....	11
4.3 Obligations and entitlements of Alternates	11
4.4 Termination of appointment	11
4.5 Appointments and revocations in writing.....	11
5. POWERS OF THE BOARD.....	11
5.1 Powers generally	11
5.2 Exercise of powers	12
6. EXECUTING NEGOTIABLE INSTRUMENTS	12
7. DELEGATION OF POWERS OF THE BOARD.....	12
7.1 Power to delegate	12
7.2 Power to revoke delegation	12
7.3 Terms of delegation	12
7.4 Proceedings of committees	12

8.	DUTIES AND INTERESTS OF DIRECTORS	12
8.1	Compliance with duties under the Act, general law and the ACNC Act	12
8.2	Directors can hold other offices	13
8.3	Disclosure of interests	13
8.4	Director interested in a matter	13
8.5	Agreements with third parties	13
8.6	Obligation of secrecy	14
9.	DIRECTORS REMUNERATION	14
9.1	Restrictions on payments to Directors	14
9.2	Payments to Directors with Board approval	14
10.	OFFICERS' INDEMNITY AND INSURANCE	14
10.1	Indemnity	14
10.2	Insurance	15
10.3	Former officers	15
10.4	Deeds	15
11.	CHIEF EXECUTIVE OFFICER	15
11.1	Appointment and power of Chief Executive Officer	15
11.2	Eligibility	15
11.3	Responsibilities	16
11.4	Term	16
11.5	Retirement and removal of Chief Executive Officer	16
11.6	Termination of appointment of Chief Executive Officer	16
12.	PRINCIPAL LEGAL OFFICER	16
13.	CHIEF FINANCIAL OFFICER	16
14.	MANAGEMENT	16
15.	BOARD MEETINGS	17
15.1	Convening Board meetings	17
15.2	Meeting frequency	17
15.3	Notice of Board meeting	17
15.4	Use of technology	17
15.5	Chairing Board meetings	17
15.6	Quorum	18
15.7	Majority decisions	18
15.8	Procedural rules	18
15.9	Written resolution	18
15.10	Additional provisions concerning written resolutions	18
15.11	Valid proceedings	18
15.12	Other attendees at Board meetings	19
16.	MEETINGS OF MEMBERS	19
16.1	Annual general meeting	19
16.2	Calling meetings of members	19
16.3	Notice of meeting	19
16.4	Short notice	20
16.5	Postponement or cancellation	20
16.6	Fresh notice	20
16.7	Technology	20
16.8	Accidental omission	20
17.	PROCEEDINGS AT MEETINGS OF MEMBERS	20
17.1	Member present at meeting	20
17.2	Quorum	20

17.3	Quorum not present.....	20
17.5	Attendance at general meetings	21
17.6	Adjournment.....	21
17.7	Business at adjourned meetings	21
18.	DUTIES OF THE CHAIRPERSON.....	21
19.	PROXIES.....	22
19.2	One proxy.....	22
19.3	Deposit of proxy appointment forms	22
19.4	Appointment for a particular meeting, standing appointment and revocation.....	22
19.5	Position of proxy if member present.....	22
19.6	More than one current proxy appointments.....	22
19.7	Continuing authority	22
20.	ENTITLEMENT TO VOTE	23
20.1	Number of votes.....	23
20.2	Casting vote of Chairperson	23
20.3	Voting restrictions.....	23
20.4	Decision on right to vote.....	23
21.	HOW VOTING IS CARRIED OUT	23
21.1	Method of voting.....	23
21.2	Demand for a poll	24
21.3	When and how polls must be taken.....	24
22.	SECRETARY.....	24
22.1	Appointment of Secretary	24
22.2	Terms and conditions of office	24
22.3	Cessation of Secretary's appointment.....	24
22.4	Removal from office	25
23.	MINUTES	25
23.1	Minutes must be kept.....	25
23.2	Minutes as evidence	25
23.3	Inspection of minute books	25
24.	COMPANY SEALS	25
24.1	Common seal	25
24.2	Use of seals	25
24.3	Fixing seals to documents.....	26
24.4	Register of usage.....	26
25.	FINANCIAL REPORTS, AUDIT AND FINANCIAL YEAR	26
25.1	Company must keep financial records	26
25.2	Financial reporting	26
25.3	Audit or review	26
25.4	Inspection of financial records and books.....	26
25.5	Financial year.....	27
26.	REGISTER OF MEMBERS	27
27.	DISTRIBUTION OF SURPLUS ASSETS	27
28.	NOTICES	28
28.1	Notices by Company	28
28.2	When notice is given	28
28.3	Business days	29
28.4	Counting days	29

28.5	Notices to "lost" members.....	29
29.	DISPUTE RESOLUTION	29

CONSTITUTION OF CENTRAL AUSTRALIAN ABORIGINAL LEGAL AID SERVICE

1. PRELIMINARY

1.1 Type of Company

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) The liability of members is limited to the amount of the guarantee in Rule 2.8.

1.2 Objects of the Company

- (a) The Objects of the Company are to provide high quality and culturally appropriate legal aid services for Aboriginal persons in need of benevolent relief (by reason of poverty, sickness, suffering, distress, misfortune, disability, destitution or helplessness) within the Northern Territory and incidental and related activities in support of those legal aid services.
- (b) to do such other things as are ancillary to the Objects in Rule 1.2 **Error! Reference source not found..**

1.3 Powers of the Company

Subject to Rule 1.5, the Company has the following powers, which may only be used to promote its Objects:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Act.

1.4 Amending this document

- (a) Subject to Rule 1.4(b), the members may amend this document by passing a special resolution.
- (b) If the Company is a charity, the members must not pass a special resolution that amends this document if passing it causes the Company to no longer be a charity, and any resolution that purports to do so will be invalid.

1.5 Not-for-profit

Subject to Rules 0, 9.1 and 27, the Company must apply its income and assets solely towards promoting the Objects as stated in Rule 1.2. No part of the Company's income or assets may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.6 Promotion and advocacy

The Company may promote or oppose a change to any matter established by law, policy or practice in the Commonwealth, a State, a Territory or another country, if:

- (a) in the case of promoting a change – the change is in furtherance or in aid of one or more of the Objects mentioned in Rule 1.2; or
- (b) in the case of opposing a change – the change is in opposition to, or in hindrance of, one or more of the Objects mentioned in Rule 1.2.

However, if the Company is a charity, the Company must not pursue any "disqualifying purpose" (as that term is defined in the Charities Act).

1.7 **Certain payments allowed**

Rule 1.5 does not prevent the Company from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services (including the lending of money or a lease of premises) they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
- (b) making a payment to a member in carrying out the Company's charitable purposes.

1.8 **Reading this document with the Act**

- (a) The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the Rules set out in this document.
- (b) If and while the Company is a registered charity, the ACNC Act and the Act override any Rule in this document that is inconsistent with those Acts.
- (c) If the Company is not a registered charity (even if it remains a charity), the Act overrides any Rule in this document that is inconsistent with the Act.

1.9 **Definitions**

The following definitions apply in this document.

A Director means a director appointed as an A Director under Rule 3.4 and includes any person who becomes a Director in place of an A Director.

Aboriginal person means a person who:

- (a) is of Australian Aboriginal descent;
- (b) identifies as an Australian Aboriginal; and
- (c) is accepted as an Australian Aboriginal by the community in which they reside.

ACNC Act means the Australian Charities and Not-for-profits *Commission Act 2012* (Cth).

Act means the *Corporations Act 2001* (Cth).

Alternate means an alternate Director appointed under Rule 4.

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

B Director means a director appointed as a B Director under Rule 3.4 and includes any person who becomes a Director in place of a B Director.

Board means the Directors acting collectively under this document.

CAALAS Region means the region ordinarily serviced by CAALAS as shown on the map of the Northern Territory annexed to this Constitution and marked "A".

CC Act means the *Competition and Consumer Act 2010* (Cth).

Chairperson means the person who is, for the time being, the Chairperson of the Company under Rule 3.12.

Chief Executive Officer means the person appointed as chief executive officer in accordance with Rule 11.

Charities Act means the *Charities Act 2013* (Cth).

Company means the Central Australian Aboriginal Legal Aid Service or whatever its name is for the time being.

Director means a person who is, for the time being, a director of the Company, including an Elected Director, an Honorary Director and, where appropriate, an Alternate.

Elected Director means a Director appointed in accordance with Rule 3.3 or elected in accordance with Rule 3.4.

Honorary Director means a person who is, for the time being, a Director appointed in accordance with Rule 0.

Initial Directors has the meaning given to that term in Rule 3.4(a).

Initial Members means the people whose names are entered in the Register as a member of the Company on the date this document is approved by the members.

ITA Act means the *Income Tax Assessment Act 1997* (Cth).

Managing Director means a Chief Executive Officer who is a director.

member means an Aboriginal person whose name is entered in the Register as a member of the Company.

Objects mean the objects of the Company as stated in Rule 1.2.

Ordinary Membership means the category of membership described at Rule 0.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Register means the register of members kept as required by sections 168 and 169.

See sections
168 and 169

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

special resolution means a resolution:

- (i) which is stated in a notice of meeting of the Company's members and is also stated to be proposed as a special resolution, and
- (ii) is passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Strategic Plan means the strategic plan for the Company.

Vice Chairperson means the person who is, for the time being, the Vice Chairperson of the Company under Rule 3.12.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following Rules also apply in interpreting this document, except where the context makes it clear that a Rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not incorporated or a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in Rule 1.9) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.
- (l) A reference to **\$** is to an amount in Australian currency.

2. MEMBERSHIP

2.1 Membership

- (a) Subject to the other provisions of this Rule 2, the members are:
 - (i) the Initial Members; and

- (ii) any other person admitted to membership of the Company in accordance with this document,

within the category of membership set out in Rule 2.2.

- (b) The Company must have at least one member.
- (c) The rights and obligations of members are personal and non-transferable.

2.2 **Membership and eligibility**

Ordinary Membership: Any Aboriginal person aged 18 years or more who is ordinarily resident in the CAALAS Region and whose application for membership has been approved by the Directors at a meeting of the Board. Ordinary Members are entitled to attend, speak and vote at general meetings of the Company and are eligible for election to the Board.

2.3 **Membership Qualification**

Any Aboriginal person ordinarily resident in the CAALAS Region who is at least 18 years old is qualified to be a Member.

2.4 **Application for Membership**

If any Aboriginal person wishes to be a Member, then they must first advise CAALAS in writing they wish to apply for membership. Upon receipt of such advice CAALAS must:

- (a) provide to each applicant for membership a form of statutory declaration which will require the applicant to detail the applicant's address within the CAALAS region and to provide such other information as may reasonably be required by CAALAS;
- (b) provide to each applicant an Application for Membership; and

must stipulate that the applicant must provide their statutory declaration and application for membership to CAALAS within 21 days of receipt of receipt of such documents.

2.5 **Board approval of Applicants**

- (a) In relation to each application for membership under Rule 2.4 the Board must determine whether the applicant is eligible for membership under Rule 2.3.
- (b) If the Board determines that the applicant is not eligible for membership under Rule 2.3 then the Board must notify the applicant in writing of its decision and the grounds for that decision.
- (c) Unless the information provided in the statutory declaration is disputed, the Board may rely on that statutory declaration as conclusive evidence of those facts.
- (d) Subject to rule 2.5(b) the Board must admit each applicant who applies for membership in accordance with these rules to membership.
- (e) The Board must not admit to membership a person who is not qualified to be a Member.

2.6 **Role of Members**

The role of a Member includes:

- (a) to participate in the appointment of Directors, as set out in this Constitution;

- (b) to facilitate communication between the Aboriginal community and CAALAS; and
- (c) such other roles as may be set out in this Constitution.

2.7 **Register**

CAALAS shall keep a register of Members in accordance with the Act.

2.8 **Limited liability of members**

If the Company is wound up each member undertakes to contribute to the assets of the Company an amount not exceeding \$10 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.9 **Resigning as a member**

A member may resign from the Company by giving written notice to the Board or the Secretary.

2.10 **Expelling a member**

- (a) The Board may, by resolution, expel from the Company any member:
 - (i) who does not comply with this document or any by-laws, Rules or regulations of the Company; or
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company,and remove that member's name from the Register.
- (b) At least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member that states:
 - (i) the allegations against the member;
 - (ii) the proposed resolution for the member's expulsion;
 - (iii) that the member has the opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the member notifies the Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the Company in general meeting.
- (c) The Company must expel a member and remove the member's name from the Register if a resolution is passed at a general meeting,(elected under Rule 2.10(b)(iv)), by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.
- (d) A member expelled from the Company does not have any claim on the Company, its funds or property.

2.11 **When a person stops being a member**

A person immediately ceases to be a member if they:

- (a) die;

- (b) resign in accordance with Rule **Error! Reference source not found.**;
- (c) are expelled under Rule 0;
- (d) are absent from the CAALAS Region for 12 consecutive months or longer, without the written consent of the Chairperson; or
- (e) have not responded within three months of a written request from the Secretary that they confirm in writing that they want to remain a member.

3. **DIRECTORS**

3.1 **Number of Directors and composition of Board**

- (a) Not including Alternates or Honorary Directors, the Company must have at least five Directors and, until otherwise decided by ordinary resolution, not more than eight Directors.
- (b) The Board is intended to ordinarily comprise ten Directors, being:
 - (i) eight Elected Directors; and
 - (ii) two Honorary Directors, provided the Board determines to have Honorary Directors.

3.2 **Eligibility**

- (a) An Elected Director must:
 - (i) unless otherwise determined by the Board, be a Member at the date of nomination for at least 1 year;
 - (ii) have an understanding of Aboriginal culture, to the reasonable satisfaction of the Board;
 - (iii) have experience working with :
 - (A) an Aboriginal organisation; or
 - (B) a not-for-profit organisation which is also a registered charity;
 - (iv) be ordinarily resident in the CAALAS Region; and
 - (v) have attended the Annual General Meeting immediately prior to the general meeting at which they seek to be elected, provided if such Annual General Meeting is not attended, then there must be a valid reason for the non-attendance, acceptable to the Board, whose determination must be made on reasonable grounds.
- (b) An Elected Director must not :
 - (i) be an employee or have been an employee for at least 3 years, prior to the date of their nomination, of the Company; or
 - (ii) be the auditor of the Company or any partner, director or employee of the auditor.

3.3 **Appointment by the Board**

Replaces
sections 201H

Subject to this document, and to the number of Directors for the time being fixed under Rule 3.1 not being exceeded, the Board may appoint a person to be an Elected Director, to fill a casual vacancy, at any time except during a general meeting. Any Elected Director so appointed shall serve the same term as the Director they replace.

3.4 **Election and appointment of Directors by general meeting**

Replaces
section 201G

- (a) The Initial Directors, being A Directors and B Directors, are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the Company, being the persons named in the Schedule
- (b) Apart from the Initial Directors, and subject to section 201E and to Rule 3.1, the Company may elect Elected Directors by ordinary resolution.
- (c) Not less than 50 days before the date of an Annual General Meeting at which an election of Directors is to take place, the Secretary shall cause a notice to be published in 2 successive editions of each of the Centralian Advocate and the Tennant Creek Times, advising members of the forthcoming Annual General Meeting, and the Board vacancies that will occur and inviting nominations to fill the scheduled vacancies on the Board.
- (d) Members who wish to nominate to be a Director shall notify the Secretary in writing of their nomination, such notification to be received by the Secretary at least 30 days before the Annual General Meeting.
- (e) The eligibility of members who wish to stand for election, will be assessed by the Board against the criteria set out at Rule 3.2.
- (f) Eligible members standing for election to the Board will be notified in writing by the Secretary of their eligibility prior to the notice calling the Annual General Meeting. Such members nomination will be included in the required notice of the Annual General Meeting.
- (g) Non eligible nominees for the Board will be notified by the Secretary in writing prior to the calling of the Annual General Meeting. Reasons for non- eligibility will be provided in writing upon request in writing by the non- eligible member. The Board's decision on eligibility will be final.
- (h)
 - (i) Directors elected at General Meetings, including Annual General Meetings, shall take office upon declaration by the Chairperson of election results at the relevant General Meeting.
 - (ii) If the number of nominees for the Board are equal to or less than the number of Director positions vacant then the nominees shall be deemed elected.
 - (iii) Members shall each have 1 vote.
 - (iv) The Chairperson shall not have a casting vote at such election.
 - (v) If 2 or more nominees receive the same number of votes then there shall be a further ballot to determine who is elected.
 - (vi) Prior to voting taking place each nominee's statement, if made, as to why they should be elected as a director shall be read by either the Chairperson or by the nominee

(vii) The process for the election shall be determined by the Chairperson.

3.5 **Retirement of Directors**

Subject to Rule 3.6,

- (a) At the second Annual General Meeting following the General Meeting at which this constitution was adopted the A directors shall retire but shall be eligible for re-election provided they are eligible in accordance with Rule 3.2.
- (b) At the fourth Annual General Meeting following the General Meeting at which this Constitution was adopted the B Directors shall retire but shall be eligible for re-election provided that they are eligible as candidates in accordance with Rule 3.2.
- (c) At each successive second Annual General Meeting after the fourth Annual General Meeting referred to in Rule 3.5(b), the A Directors and then the B Directors shall retire, but shall be eligible for re-election, on an alternating rotating basis, so that the term of each Director is 4 years.
- (d) A Returning Officer shall be appointed to oversee the election of Directors at an Annual General Meeting at which elections take place.
- (e) An Elected Director who retires under this Rule 3.5 is eligible for re-election.

3.6 **Term of Directors**

The maximum consecutive terms of Elected Directors is 12 years.

3.7 **Time of retirement**

An Elected Director's retirement under Rule 3.5 takes effect at the end of the relevant Annual General Meeting unless the Elected Director is re-elected at that meeting.

3.8 **Cessation of Director's appointment**

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act), or by any other applicable law, to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend (either personally or by an Alternate) three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under Rule 3.9;
- (g) ceases to be eligible to act as a Director under Rule 3.2
- (h) has been an Elected Director for 12 consecutive years.

Rule 3.9(e)
replaces
section 203A

3.9 **Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution, and subject to section 203D, may remove a Director from office.

3.10 **Too few Directors**

If the number of Directors is reduced below the minimum required by Rule 3.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

3.11 **Honorary Directors**

- (a) The Board may at any time appoint any person, who the Board determines will bring required skills and experience to the Board to enable the Board to advance the Objects, to be an Honorary Director to fill the positions provided for in Rule 3.1(b)(ii).
- (b) An Honorary Director will hold office for such term as the Board may determine of up to three years, but will be eligible for reappointment for a further term of up to three years.
- (c) An Honorary Director is not required to retire under Rule 3.5 but (subject to any contract between the Company and that Honorary Director) and subject to Rule 3.11(b) is otherwise subject to the same rules as the other Directors.
- (d) An Honorary Director:
 - (i) may, but need not necessarily be, a Non-Aboriginal;
 - (ii) must not be the auditor of the Company or any partner, director or employee of the auditor; and
 - (iii) is not entitled to vote at Board meetings or General Meetings.

3.12 **Office bearers**

The Directors will elect from among their number the following office bearers:

- (a) Chairperson; and
- (b) Vice Chairperson.

4. **ALTERNATE DIRECTORS**

4.1 **Appointment of Alternates**

- (a) Subject to Rule 4.1(b), Elected Directors may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.
- (b) An Alternate must satisfy the eligibility requirements set out in Rule 3.2.

Replaces
section 201

4.2 **Notice of Board meetings**

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

4.3 **Obligations and entitlements of Alternates**

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if also a Director, has a separate right to vote as Alternate;
- (c) must not be an Alternate for more than one Elected Director
- (d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and
- (e) with the approval of the Board, is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

4.4 **Termination of appointment**

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs which would cause the Alternate to cease to be a Director under Rule 0 if the Alternate were a Director.

4.5 **Appointments and revocations in writing**

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until the appointment or revocation, as the case may be, is provided to the Company.

5. **POWERS OF THE BOARD**

5.1 **Powers generally**

Replaces
section 198A

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

5.2 **Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with Rule 15; or
- (b) in accordance with a delegation of the power under Rule 7.

6. **EXECUTING NEGOTIABLE INSTRUMENTS**

Replaces
section 198B

Negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company by being signed in such manner as the Board decides provided at least one signatory must be the Chief Executive Officer.

7. **DELEGATION OF POWERS OF THE BOARD**

7.1 **Power to delegate**

The Board may delegate any of its powers as permitted by section 198D.

7.2 **Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

7.3 **Terms of delegation**

- (a) A delegation of powers under Rule 7.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.
- (c) A delegation must be recorded in the Company's minute book.

7.4 **Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the Rules of this document which regulate the meetings and proceedings of the Board.

8. **DUTIES AND INTERESTS OF DIRECTORS**

8.1 **Compliance with duties under the Act, general law and the ACNC Act**

Each Director must comply with their duties under the Act and under the general law, which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the Company;
- (c) not to misuse their position as a Director;

- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in Rule 8.3;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

8.2 **Directors can hold other offices**

A Director may:

- (a) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (b) be a creditor of any corporation (including the Company) or partnership; or
- (c) enter into any agreement with the Company.

8.3 **Disclosure of interests**

Each Director must comply with the general law in respect of disclosure of conflicts of interest or duty and with section 191 in respect of disclosure of material personal interests.

8.4 **Director interested in a matter**

- (a) Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:
 - (i) a Director may be counted in a quorum at a Board meeting that considers, and may, only as permitted under section 195, vote on, any matter in relation to which that Director has a conflict of interest or duty;
 - (ii) the Company may proceed with any transaction in relation to which a Director has an interest or conflict of duty and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iii) the Director may retain any benefits accruing to the Director under the transaction; and
 - (iv) the Company cannot avoid the transaction merely because of the existence of the Director's interest or conflict of duty.
- (b) If the interest is required to be disclosed under section 191, paragraph 8.4(a)(iii) applies only if it is disclosed before the transaction is entered into.

8.5 **Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of a conflict of interest or duty; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

8.6 **Obligation of secrecy**

Every Director and the Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this Rule. A Director or Secretary must do so if required by the Company.

9. **DIRECTORS REMUNERATION**

9.1 **Restrictions on payments to Directors**

Subject to Rule 9.2 and Rule 10, the Company may only pay fees or other remuneration to a Director for acting as a Director, as approved by the Members in General Meeting, up to a maximum of \$2,000 per annum.

9.2 **Payments to Directors with Board approval**

With the approval of the Board, the Company may;

- (a) pay the Chief Executive Officer such remuneration for acting as Chief Executive Officer as may be approved by the Board. Such remuneration is to be paid by the Company and may consist of salary and bonuses;
- (b) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; and
- (c) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

10. **OFFICERS' INDEMNITY AND INSURANCE**

10.1 **Indemnity**

- (a) Subject to and so far as permitted by Act, and any other applicable law:
 - (i) the Company must indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against any Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
 - (ii) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.
- (b) In this Rule 10, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and

expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

10.2 **Insurance**

Subject to the Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

10.3 **Former officers**

The indemnity in favour of officers under Rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

10.4 **Deeds**

Subject to the Act, the and any other applicable law, the Company may, without limiting a person's rights under this Rule 10, enter into an agreement with or execute a deed in favour of a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this Rule 10 on any terms and conditions that the Board thinks fit.

11. **CHIEF EXECUTIVE OFFICER**

11.1 **Appointment and power of Chief Executive Officer**

Replaces
section 198C
and 201J

- (a) Subject to Rule 11.5, the Board may appoint a person to be the Chief Executive Officer for a specified term. Subject to this document, a Chief Executive Officer, if a Director, has all the duties, and can exercise all the powers and rights, of a Director.
- (b) The Board may delegate any of the powers of the Board to a Chief Executive Officer:
 - (i) on the terms and subject to any restrictions the Board decides; and
 - (ii) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.
- (c) The initial Chief Executive Officer will be the person set out in the Schedule
- (d) This Rule 10.1 does not limit Rule 7.
- (e) The remuneration of the Chief Executive Officer shall be determined by the Board.

11.2 **Eligibility**

- (a) The Chief Executive Officer must:
 - (i) be Aboriginal;
 - (ii) have an understanding of Aboriginal culture;
 - (iii) have experience working with or for:
 - (A) an Aboriginal organisation; or
 - (B) a not-for-profit organisation which is also a registered charity; and

- (b) The Chief Executive Officer must not be the auditor of the Company or any partner, director or employee of the auditor.

11.3 **Responsibilities**

- (a) The Chief Executive Officer shall:
 - (i) be answerable to the Board; and
 - (ii) present a report at each Board meeting detailing operations of CAALAS since the last meeting of the Board and any material matters relating to CAALAS.

11.4 **Term**

The maximum consecutive period for which a person can be Chief Executive Officer is 10 years, with no one term of appointment being greater than 4 years.

11.5 **Retirement and removal of Chief Executive Officer**

A Chief Executive Office, if a Director, is not subject to automatic retirement under Rule 3.5 but (subject to any contract between the Company and the Chief Executive Officer) is otherwise subject to the same rules regarding resignation, removal and retirement from office as the other Directors.

11.6 **Termination of appointment of Chief Executive Officer**

Replaces
section 203F

The appointment of a Chief Executive Officer terminates if the Board removes the Chief Executive Officer from the office of Chief Executive Officer which (without affecting the rights of the Chief Executive Officer under any contract with the Company), the Board has power to do, whether or not the appointment was expressed to be for a specified term.

12. **PRINCIPAL LEGAL OFFICER**

- (a) The Board shall appoint a Principal Legal Officer.
- (b) A person may not be appointed as Principal Legal Officer unless they are qualified to hold an unrestricted practising certificate in accordance with the Legal Practitioners Act, as amended.
- (c) The Principal Legal Officer shall be responsible to the Chief Executive Officer for the administration of the legal staff and the provision of legal services by CAALAS and shall report to the Chief Executive Officer on any matters affecting the legal operation of CAALAS.

13. **CHIEF FINANCIAL OFFICER**

- (a) The Board shall appoint a Chief Financial Officer.
- (b) The Chief Financial Officer shall be responsible to the Chief Executive Officer for the day to day management of finance, administration, human resource and information technology functions of CAALAS.

14. **MANAGEMENT**

- (a) Management of the Company is vested in the Board.
- (b) The Company will be managed on a day to day basis by the Chief Executive Officer who will report and be responsible to the Board for the Company's activities and

operations, which will be conducted in all material aspects in accordance with the Operation Plan applicable at the time and the Board directions from time to time.

- (c) The Chief Executive Officer will be responsible for:
- (i) implementation of and compliance with the Operations Plan;
 - (ii) provision to the Board of full information relating to all major activities of the Company.

15. **BOARD MEETINGS**

15.1 **Convening Board meetings**

Replaces
section 248C

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

15.2 **Meeting frequency**

The Board will meet quarterly, with at least one meeting in Tennant Creek, unless otherwise determined by the Board.

15.3 **Notice of Board meeting**

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
 - (i) each Director; and
 - (ii) each Alternate in respect of whom the Appointor has given notice under Rule 4.2 requiring notice of Board meetings to be given to that Alternate; and
- (b) may give that notice orally (including by telephone) or in writing (including by electronic mail or facsimile),

but accidental failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

15.4 **Use of technology**

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the Chairperson of the meeting is located.

15.5 **Chairing Board meetings**

Replaces
section 248E

Board meetings shall be chaired by the Chairperson. If the Chairperson is not present, the Vice Chairperson will chair the meeting. If neither the Chairperson nor the Vice Chairperson are present within 30 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

15.6 **Quorum**

Replaces
section 248F

Unless the Board decides otherwise, the quorum for a Board meeting is five Directors, and a quorum must be present for the whole meeting. An Alternate who is also a Director may only be counted once toward a quorum. Directors and the Secretary are treated as present at a meeting held by audio or audio-visual communication if they are able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors and the Secretary are treated as present.

15.7 **Majority decisions**

Replaces
section 248G

A resolution of the Board is passed if a majority of the votes cast by Directors entitled to vote on the resolution are in favour of it. The Chairperson of a Board meeting has a casting vote.

15.8 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

15.9 **Written resolution**

Replaces
section 248A

If all the Directors entitled to receive notice of a Board meeting and to vote on a resolution receive a document containing the resolution, and a majority of the Directors for the time being sign the document stating that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director required to constitute a majority of the Directors for the time being signs the document.

15.10 **Additional provisions concerning written resolutions**

For the purpose of Rule 15.9:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointer of that Alternate has signed the document;
- (c) signature of a document by the Appointer of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

15.11 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

15.12 **Other attendees at Board meetings**

- (a) In addition to the Directors, Board meetings may be attended by:
 - (i) If not a Director ,the Chief Executive Officer;
 - (ii) the Principal Legal Officer; and
 - (iii) such other employees of the Company who may from time to time be called on to provide advice to the Board.
- (b) These attendees may speak at Board meetings but may not vote and will not form part of the quorum.

16. **MEETINGS OF MEMBERS**

16.1 **Annual general meeting**

The Company must hold an Annual General Meeting:

- (a) within 18 months after its registration as a company; and thereafter
- (b) at least once in each calendar year and within 5 months after the end of its financial year.

16.2 **Calling meetings of members**

A meeting of members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

Rule 13.2(a)
replaces
section 249C

16.3 **Notice of meeting**

- (a) Subject to Rule 16.4, at least 21 days' written notice of a meeting of members must be given individually to:
 - (i) each member (whether or not the member is entitled to vote at the meeting);
 - (ii) each Director (other than an Alternate); and
 - (iii) to the auditor.
- (b) Subject to Rule 3.4(c), notice of the date time and place and purpose of the meeting must be broadcast on at least one Centralian Australian Aboriginal controlled radio or television station. As well such notice must also be placed in a prominent position in each office of CAALAS.
- (c) Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

16.4 **Short notice**

Subject to sections 249H(3) and (4):

- (a) if the Company has elected to convene a meeting of members as the Annual General Meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

16.5 **Postponement or cancellation**

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of members;
- (b) cancel a meeting of members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

16.6 **Fresh notice**

Replaces
section 249M

If a meeting of members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

16.7 **Technology**

See section
249S

The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

16.8 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

17. **PROCEEDINGS AT MEETINGS OF MEMBERS**

17.1 **Member present at meeting**

If a member has appointed a proxy to act at a meeting of members, that member is taken to be present at a meeting at which the proxy is present.

17.2 **Quorum**

Replaces
sections 249T
(1) and (2)

The quorum for a meeting of members is 15 Ordinary Members. Each individual present may only be counted once toward a quorum. If a member has appointed more than one proxy only one of them may be counted towards a quorum.

17.3 **Quorum not present**

Replaces
sections
249T(3) and
(4)

If a quorum is not present within 30 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present within 30 minutes after the time for the adjourned meeting then the meeting is cancelled.

17.4 Chairing meetings of members

Replaces sections 249U(1) to (3)

- (a) If the Board has appointed a Director to chair Board meetings, that Director, if present, shall chair meetings of members.
- (b) If:
 - (i) there is no Director who the Board has appointed to chair Board meetings for the time being; or
 - (ii) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the members present must elect a member or Director present to chair the meeting.

17.5 Attendance at general meetings

See section 249V

- (a) Every member has the right to attend all meetings of members.
- (b) Every Director has the right to attend and speak at all meetings of members.
- (c) The auditor has the right to attend any meeting of members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

17.6 Adjournment

Replaces section 249U(4)

The Chairperson of a meeting of members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

17.7 Business at adjourned meetings

Replaces section 249W(2)

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

18. DUTIES OF THE CHAIRPERSON

- (a) The Chairperson must be well informed about the activities of CAALAS, including the future goals and directions.
- (b) The Chairperson must have a good working knowledge of the Constitution and an awareness of all the duties of office holders and committees.

- (c) The Chairperson will chair meetings as follows:
 - (i) in an impartial and objective manner;
 - (ii) direct overall business, including establishing the agenda, and behaviour;
 - (iii) control the timing of meetings;
 - (iv) control the order of speakers;
 - (v) maintain focussed discussion on the topic;
 - (vi) determine when discussion on a topic should finish.

19. PROXIES

19.1 Each member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that:

See section
249X

- (a) complies with section 250A(1); or
- (b) is in a form and mode, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Board.

19.2 Proxy

- (a) A person may only be a proxy for one member.
- (b) A proxy must be a member.

19.3 Deposit of proxy appointment forms

An appointment of a proxy is not effective for a particular meeting of members unless the proxy appointment form or a certified copy of it are received by the Company in accordance with section 250B(3) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

19.4 Appointment for a particular meeting, standing appointment and revocation

A member may appoint a proxy to act at a particular meeting of members or make a standing appointment and may revoke any appointment.

19.5 Position of proxy if member present

The appointment of a proxy is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy is not entitled to vote, and must not vote, as the member's proxy or on the resolution.

19.6 More than one current proxy appointments

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Rule.

19.7 Continuing authority

An act done at a meeting of members by a proxy is valid even if, before the act is done, the appointing member:

Replaces
section
250C(2)

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

20. ENTITLEMENT TO VOTE

20.1 Number of votes

Replaces section 250E(2)

Subject to sections 250BB(1) and 250BC:

- (a) each member has one vote on a show of hands or a poll; and
- (b) a member who is present and entitled to vote and is also a proxy of another member has two votes on a show of hands.

20.2 Casting vote of Chairperson

Replaces section 250E(3)

If an equal number of votes is for and against a resolution at a meeting of members the Chairperson of the meeting has a casting vote.

--- Voting restrictions

If:

- (a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250BB(1), on a show of hands the vote is invalid and the Company must not count it and on a poll Rule 21.3(c) applies.

20.4 Decision on right to vote

Replaces section 250G

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the Chairperson, whose decision is final.

21. HOW VOTING IS CARRIED OUT

21.1 Method of voting

Replaces sections 250J(1) and (2)

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under Rule 21.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the Chairperson's declaration of a decision on a show of hands is final.

21.2 **Demand for a poll**

See section
250L

A poll may be demanded on any resolution (except a resolution concerning the election of the chairperson of a meeting) by:

- (a) at least three members entitled to vote on the resolution; or
- (b) the Chairperson of the meeting.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

21.3 **When and how polls must be taken**

Replaces
section 250M

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to Rule 21.3(c), in the manner that the Chairperson of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to Rule 21.3(c), in the manner that the Chairperson of the meeting directs;
- (c) votes which sections 250BB(1) or 250BC require to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

22. **SECRETARY**

22.1 **Appointment of Secretary**

See section
204D

- (a) The Board:
 - (i) must appoint at least one individual; and
 - (ii) may appoint more than one individual,to be a Secretary either for a specified term or without specifying a term.

22.2 **Terms and conditions of office**

Replaces
section 204F

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

22.3 **Cessation of Secretary's appointment**

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;

- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under Rule 22.4.

22.4 **Removal from office**

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

23. **MINUTES**

23.1 **Minutes must be kept**

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under Rule 7);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

23.2 **Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

23.3 **Inspection of minute books**

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B.

24. **COMPANY SEALS**

24.1 **Common seal**

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

24.2 **Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

24.3 **Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

24.4 **Register of usage**

The Secretary must keep a register which records reasonable details of each document signed by the Company under common seal.

25. **FINANCIAL REPORTS, AUDIT AND FINANCIAL YEAR**

25.1 **Company must keep financial records**

- (a) The Board must cause the Company to keep written financial records that:
 - (i) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (ii) would enable true and fair financial statements to be prepared and, if required by Part 2M.3, audited,and must allow a Director and, where the financial statements are required by Part 2M.3 to be audited or reviewed, the auditor to inspect those records at all reasonable times.
- (b) The Company must retain its records for at least 7 years.
- (c) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

25.2 **Financial reporting**

If required by Part 2M.3, the Board must cause the Company to prepare a financial report and a directors' report that comply with that Part and must report to members in accordance with section 316A.

25.3 **Audit or review**

If required by Part 2M.3, the Board must cause the Company's financial report for each financial year to be audited or reviewed and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

25.4 **Inspection of financial records and books**

Subject to Rule 23.3 and section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

Replaces
section 247D

25.5 **Financial year**

The Company's financial year is from 1 July to the following 30 June, unless the Directors pass a resolution to change the financial year.

26. **REGISTER OF MEMBERS**

- (a) The Company must set up and maintain a register of members.
- (b) In accordance with section 169, the Register (as amended from time to time) must contain the following information:
 - (i) the name and address of each member;
 - (ii) the date on which the entry of the member's name in the Register is made;
 - (iii) the name and details of each person who stopped being a member within the last seven years;
 - (iv) the date on which the person stopped being a member; and
 - (v) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

27. **DISTRIBUTION OF SURPLUS ASSETS**

- (a) Subject to the Act and any other applicable law, and any court order, any surplus assets (including "gift funds" as defined in Rule 27(d)) that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in Rule 1.2;
 - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company; and
 - (iii) that is or are deductible gift recipients within the meaning of the ITA Act.
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- (c) If the Company's deductible gift recipient endorsement, if the Company has one, is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of this Rules 27, as decided by the Directors.
- (d) For the purpose of this Rule:
 - (i) **gift funds** means:
 - (A) gifts of money or property for the principal purpose of the Company;
 - (B) contributions made in relation to a fund-raising event held for the principal purpose of the Company; and

(C) money received by the Company because of such gifts and contributions.

(ii) **contributions** and **fund-raising event** have the same meaning as in Division 30 of the ITA Act.

28. **NOTICES**

28.1 **Notices by Company**

A notice is properly given by the Company to a member if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the member to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that member's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that member; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that member

28.2 **When notice is given**

A notice to a member by the Company is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day - on the next business day; and
- (c) if it is sent by mail:
 - (i) within Australia - one business day after posting; or
 - (ii) to a place outside Australia - three business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

Replaces
section
249J(4)

28.3 **Business days**

For the purposes of this Rule, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

28.4 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

28.5 **Notices to "lost" members**

If:

- (a) on two or more consecutive occasions a notice served on a member in accordance with this Rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This Rule ceases to apply if the member gives the Company notice of a new address.

29. **DISPUTE RESOLUTION**

- (a) Subject to Rule 29(d), the dispute resolution procedure in Rule 29(c) applies to all disputes and disagreements under this document between a member or Director and:
 - (i) one or more members, in relation to the Company;
 - (ii) one or more Directors, in relation to the Company or
 - (iii) the Company.
- (b) A member must not start a dispute resolution procedure under this Rule in relation to a matter which is the subject of any expulsion procedure under Rule 0 until that expulsion procedure under Rule 0 has been completed.
- (c) Prior to commencing any proceedings in a court or tribunal or before any authority or board, the following must occur:
 - (i) those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it;
 - (ii) if those involved in the dispute do not resolve it under this Rule, they must within 14 days:
 - (A) tell the Directors about the dispute in writing;
 - (B) agree or request that a mediator be appointed; and
 - (C) attempt in good faith to settle the dispute by mediation;

- (iii) the mediator must:
 - (A) be chosen by agreement of those involved; or
 - (B) where those involved do not agree:
 - (aa) for disputes between members, a person chosen by the Directors; or
 - (bb) for all other disputes, a person chosen by either the Commissioner for the time being of the Australian Charities and Not-for-profits Commission or the President for the time being of the law institute or society in the state or territory in which the Company has its registered office;
- (iv) a mediator chosen by the Directors under Rule 29(c)(iii)(B)(aa):
 - (A) may be a member or former member of the Company;
 - (B) must not have a personal interest in the dispute; and
 - (C) must not be biased towards or against anyone involved in the dispute;
- (v) when conducting the mediation, the mediator must:
 - (A) allow those involved a reasonable chance to be heard;
 - (B) allow those involved a reasonable chance to review any written statements;
 - (C) ensure that those involved are given natural justice; and
 - (D) not make a decision on the dispute;
- (vi) the costs of the mediation will be shared equally between the parties to it; and
- (vii) where:
 - (A) the mediation has not occurred within six weeks of the date the mediator is appointed under Rule 29(c)(iii); or
 - (B) the mediation fails to resolve the Dispute,

then a party will be entitled to commence proceedings in a court or tribunal or before any authority or board.
- (d) This Rule does not apply in respect of proceedings for urgent or interlocutory relief.

SCHEDULE

Initial Directors

A Directors

- (a) Betty Campbell
- (b) Joan Corby

B Directors

- (a) Donna McMasters
- (b) Nataline Ross;
- (c) Terry Tilmouth

Chief Executive Officer

Eileen Van Iersel