

The Rule Book

of

Regional Anangu Services Aboriginal Corporation
(ICN 1902)



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 REGIONAL ANANGU SERVICES ABORIGINAL CORPORATION.

2. Interpretation

See **Schedule 1** for the meanings of terms and phrases used in this Constitution.

3. Objectives

The objectives of the corporation are:

- (a) Believing that Anangu have a comprehensive and distinctive set of rights and obligations as Indigenous Australians, owners of the Lands and custodians of the culture, the Corporation's charter is to provide, maintain and improve such infrastructure and services identified as necessary for Anangu to enjoy a standard of living commensurate with their fellow Australians by assisting in eliminating poverty, sickness, destitution, distress and helplessness of Anangu on the Lands.
- (b) The Corporation's activities include but are not limited to the provision of all services and infrastructures on the Lands.
- (c) In the context of respect for Aboriginal cultural values and practices and a commitment to consultation and cooperation, the Corporation will pursue its charter by the following means, including but not limited to:
 - i. Receiving and expending grant moneys from the Commonwealth and/or South Australian and from other sources deemed acceptable by the Board in pursuit of its objectives in this Constitution.
 - ii. Subject to appropriate funding, carry out water drilling and bore maintenance programs, construction and maintenance of houses, construction and maintenance of roads, aerodromes and other infrastructure, installation and maintenance of sewerage systems, installation and maintenance of reticulated water and power systems, collection and disposal of rubbish, provide other municipal and other services as determined from time to time by the Board and perform all other tasks necessary or ancillary to the provision of these services.
 - iii. Where deemed appropriate by the Board, facilitating the use of plant and equipment for Anangu organizations for purposes consistent with this Constitution.
 - iv. Identifying, providing and/or facilitating the training of Anangu and other Aboriginal people to equip them to undertake employment with, or contract to, the Corporation and its contractors or the wider community. Identifying and pursuing all opportunities for the Corporation and its contractors to employ or provide contracts to Anangu and other Aboriginal people.
 - v. Acting as a respected and credible source of information, counsel and advocacy to Governments, other Aboriginal organizations and other interested parties with regard to all matters envisaged by this Constitution.
 - vi. Identifying commercial opportunities and undertaking commercial activities which are deemed by the Board not to be inconsistent with this Constitution.
 - vii. Identifying environmental needs and implementing environmental programs which are deemed by the Board not to be inconsistent with this Constitution.

Note: If you want to change the objectives, the corporation will need to comply with rule 20.

4. Powers of the corporation

Subject to the Act and these rules, the corporation has the power to do anything lawful to carry out the objectives

Note: rule 10.2 deals with powers of the directors.

5. Membership of the corporation

5.1 Members by application

5.1.1 How to become a member after registration

A person becomes a member if:

- (a) the person wants to become a member,
- (b) the person applies in writing to the Corporation and personally signs the application,
- (c) the person is eligible for membership,
- (d) the directors accept the application, and
- (e) the person's name is entered on the register of members.

5.1.2 Who can apply to become a member (eligibility for membership)?

A person who is eligible to apply for membership must be an individual who is at least 18 years of age and an Anangu person

5.1.3 Deciding membership applications

- (a) The directors will consider and decide membership applications.
- (b) The directors must not accept an application for membership of the corporation unless the applicant:
 - (i) applies according to rule 5.1.1
 - (ii) meets all the eligibility for membership requirements.
- (c) The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.
- (d) However, they must notify the applicant in writing of the decision and the reasons for it.

5.1.4 Entry on the register of members

- (a) If the directors accept a membership application, the applicant's name must be entered on the register of members by the Corporation within 14 days.
- (b) However, if:
 - (i) the applicant applies for membership after a notice has been given for the holding of a general meeting, and
 - (ii) the meeting has not been held when the directors consider the application,then the corporation must not enter the person on the register of members until after the general meeting has been held.

5.2 Membership fees

The corporation must not impose fees for membership of the corporation.

5.3 Members rights and obligations

5.3.1 Members rights

- (a) Each member has rights under the Act and these rules including the rights set out

below. A member:

- (i) can attend, speak and vote at a general meeting of the corporation
 - (ii) cannot be removed as a member unless the directors and the corporation have complied with rule 5.6
 - (iii) can put forward resolutions to be voted on at a general meeting of the corporation in accordance with rule 7.6
 - (iv) can ask the directors to call a general meeting of the corporation in accordance with rule 7.3.2 (v) can access the following books and records of the corporation:
 - (A) the register of members, under rule 6.5
 - (B) the minute books, under rule 14.9
 - (C) the corporation's Constitution, under rule 14.11
 - (D) certain reports prepared by or for the directors and the corporation, in accordance with the Act
 - (vi) can ask the directors to provide access to any other records or books of the corporation in accordance with rule 14.10
 - (vii) can have any disputes with another member or with the directors dealt with under the process in rule 17.
- (b) Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.
- (c) If a member believes that his or her rights have been breached or ignored by the directors, the member can use the dispute resolution process in rule 17.

5.3.2 Members' responsibilities

Each member has the following responsibilities:

- (a) to comply with the Act and these rules
- (b) to notify the corporation of any change in their address within 28 days
- (c) to comply with any code of conduct adopted by the corporation
- (d) to treat other members and the directors with respect and dignity
- (e) to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

5.3.3 Liability of members

The members and former members of the Corporation are not liable to contribute towards the debts and liabilities of the Corporation on winding up or at all.

5.4 How a person stops being a member

5.4.1 A person will stop being a member if:

- (a) the person resigns as a member (see rule 5.5)
- (b) the person dies
- (c) the person's membership of the corporation is cancelled (see rules 5.6.1 to 5.6.4)

5.4.2 When a person ceases to be a member

A person ceases to be a member when the member's name is removed from the register of members as a current member of the corporation.

5.5 Resignation of member

A member may resign by giving a resignation notice to the Corporation:

- (a) A resignation notice must be in writing.
- (b) The corporation must remove the member's name from the register of current members of the corporation within 14 days after receiving the resignation notice.

5.6 Process for cancelling membership

5.6.1 Cancelling membership if member is not or ceases to be eligible

- (a) The directors may, by resolution, cancel the membership of a member if the member:
 - (i) is not eligible for membership or
 - (ii) has ceased to be eligible for membership,
- (b) Before cancelling the membership, the directors must give the member notice in writing stating that:
 - (i) the directors intend to cancel the membership for the reasons specified in the notice, and
 - (ii) the member has 14 days to object to the cancellation of the membership, and
 - (iii) the objection must be
 - (A) in writing, and
 - (B) specify the grounds of the objection.
- (c) If the member does not object, the directors must cancel the membership.
- (d) If the member does object as set out in rule 5.6.1(b)(iii):
 - (i) the directors have the discretion to consider objections and then determine whether to cancel the membership; or
 - (ii) the directors may refer the matter to the general meeting for resolution.
- (e) If a membership is cancelled, the directors must give the member a copy of the resolution (being either the resolution of the directors or the resolution of the general meeting) as soon as possible after it has been passed.

5.6.2 Membership may be cancelled if member cannot be contacted

- (a) The membership may be cancelled by special resolution in a general meeting if the corporation:
 - (i) has not been able to contact that member at their address entered on the register of members for a continuous period of two years before the meeting and
 - (ii) has made two or more reasonable attempts to contact the member during that 2-year period but has been unable to.
- (b) If the corporation cancels the membership, the directors must send that person a copy of the resolution at their last known address, as soon as possible after the resolution has been passed.

5.6.3 Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander or Anangu person

- (a) The corporation, by special resolution in a general meeting, may cancel the member's membership if the general meeting is satisfied that member is not an Aboriginal or Torres Strait Islander or Anangu person.
- (b) If the corporation cancels a person's membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.6.4 Membership may be cancelled if a member misbehaves

- (a) The corporation may cancel the membership by special resolution in a general

meeting if the general meeting is satisfied that member has behaved in a way that significantly interfered with the operation of the corporation or of corporation meetings.

- (b) If the corporation cancels a membership under this rule, the directors must give that person a copy of the resolution, as soon as possible after it has been passed.

5.6.5 Amending register of members after a membership is cancelled

- (a) Within 14 days of a member's membership being cancelled, the corporation must remove his or her name from the register of current members of the corporation.

6. Registers of members and former members

6.1 Corporation to maintain register of members

The corporation must set up and maintain a register of members.

6.2 Information on the register of members

6.2.1 Information about members

- (a) The register of members must contain the following information about individual members:
 - (b) the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known.
 - (c) the date on which the member's name was entered on the register.

6.3 Corporation to maintain register of former members

- (a) The corporation must set up and maintain a register of former members.
- (b) The corporation may maintain the register of former members in one document with the register of members.

6.4 Information on the register of former members

6.4.1 Information about former members

The register of former members must contain the following information about each individual who stopped being a member within the last 7 years:

- (a) the member's name (given and family name) and address
- (b) the date on which the individual stopped being a member.

The register may also contain any other name by which the individual is or was known.

6.5 Location and inspection of registers of members and former members

6.5.1 Location of registers

The corporation must keep the register of members and the register of former members at:

- (a) the corporation's registered office if it is registered as a large corporation, or
- (b) the corporation's document access address if it is registered as a small or medium corporation.

6.5.2 Right to inspect registers

- (a) The register of members and register of former members must be open for inspection by any person, and any person has a right to inspect the registers.
- (b) If a register is kept on a computer, the corporation must allow the person to inspect a hard copy of the information on the register (unless the person and the corporation agree that the person can access the information by computer).

6.5.3 Inspection fees

- (a) A member may inspect the registers without charge.
- (b) A person who is not a member may inspect the registers only on payment of any fee required by the corporation.

6.5.4 Right to get copies

The corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:

- (a) asks for the copy, and
- (b) pays any fee (up to the prescribed amount) required by the corporation.

6.6 Making register of members available at AGM

The corporation must:

- (a) make the register of members available for inspection (without charge) by members at the AGM
- (b) ask each member attending the AGM to check and update their entry.

6.7 Provision of registers to Registrar

If the Registrar requests a copy of the register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies.

7. Annual general meetings (AGMs) and general meetings

7.1 AGMs

7.1.1 Holding AGMs

- (a) The corporation must hold an AGM within 5 months after the end of its financial year.

7.1.2 Extension of time for holding AGMs

- (a) The corporation may apply to the Registrar to extend the period within which the corporation must hold an AGM, provided the application is made before the end of that period.
- (b) If the Registrar grants an extension, the corporation must hold its AGM within the extended period specified by the Registrar.

7.1.3 Business of AGM

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous general meeting, except at the first AGM
- (b) the consideration of the reports that under Chapter 7 of the Act are required to be

presented at the AGM

- (c) the appointment and remuneration of the auditor (if any)
- (d) checking of details on the register of members (see rule 6.6(b))
- (e) asking questions about management of the corporation and asking questions of the corporation's auditor (if any) (see rule 7.14).

7.2 General meetings

7.2.1 Purpose of general meeting

A general meeting must be held for a proper purpose.

7.2.2 Time and place of general meeting

- (a) A general meeting must be held at a reasonable time and place.
- (b) If the directors change the place of a general meeting, reasonable notice of the change as determined by whatever means the directors consider appropriate must be given to each person who is entitled to receive it.

7.2.3 Business of general meeting

The business at each general meeting must include:

- (a) confirmation of the minutes of the previous general meeting
- (b) all matters set out in the notice of the general meeting.

7.3 Calling general meetings

7.3.1 Director may call meetings

A general meeting may be called by a majority of the board of directors present in person at a meeting of the board of directors.

7.3.2 Members may ask directors to call general meetings

- (a) The directors must call and arrange to hold a general meeting on the request of at least 10% of the members or the percentage of members prescribed by the Act.
- (b) A request under rule 7.3.2(a) must:
 - (i) be in writing.
 - (ii) state any resolution to be proposed at the meeting.
 - (iii) be signed by the members making the request.
 - (iv) nominate a member to be the contact member on behalf of the members making the request, and
 - (v) be given to the corporation.
- (c) Separate copies of a document setting out a request under rule 7.3.2(a) may be used for signing by members if the wording of the request is identical in each copy.

7.3.3 Directors may apply to deny a members' request to call a general meeting

- (a) If the directors resolve:
 - (i) that a request under rule 7.3.2 is frivolous or unreasonable, or
 - (ii) that complying with a request under rule 7.3.2 would be contrary to the interests of the members as a whole,
 - (iii) a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request.

- (b) An application must:
 - (i) be in writing
 - (ii) set out the ground on which the application is made
 - (iii) be made within 21 days after the request was made.
- (c) The directors must, as soon as possible after making an application, give the contact member (see 7.3.2(b)(iv)) notice that an application has been made.

7.3.4 Timing for a requested general meeting

- (a) The directors must call the meeting within 21 days after the request was sent to them.
- (b) If:
 - (i) a director has applied to deny a request, and
 - (ii) the Registrar refuses that request,
 - (iii) the directors must call the meeting within 21 days after being notified of the Registrar's decision.

7.4 Requirement for notice of general meeting

7.4.1 Notice for general meeting

- (a) At least 21 days' notice must be given of a general meeting.
- (b) The corporation:
 - (i) may call an AGM on shorter notice, if all the members agree beforehand
 - (ii) may call any other general meeting on shorter notice, if at least 95% of the members agree beforehand.
- (c) At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:
 - (i) remove a director
 - (ii) appoint a director in place of a director removed or
 - (iii) remove an auditor.

Shorter notice cannot be given for these kinds of meetings.

7.4.2 Requirement to give notice of general meeting to members, officers and observers

- (a) The corporation must give written notice of a general meeting to the following people:
 - (i) each member entitled to vote at the meeting
 - (ii) each director
 - (iii) the secretary
- (b) The corporation may give the notice of meeting to a member in accordance with rule 18.2.

7.4.3 Requirement to give notice of general meeting and other communications to auditor

The corporation must give its auditor:

- (a) notice of a general meeting in the same way that a member is entitled to receive notice
- (b) any other communications relating to the general meeting that a member is entitled to receive.

7.4.4 Contents of notice of general meeting

- (a) A notice of a general meeting must:

- (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this)
 - (ii) state the nature of the meeting's business
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is
 - (iv) if a member is entitled to appoint a proxy, contain a statement setting out:
 - (A) that the member has a right to appoint a proxy
 - (B) whether or not the proxy needs to be a member of the corporation
- (b) The information included in a notice of a general meeting must be worded and presented clearly and concisely.

7.5 Failure to give notice

A general meeting, or any proceeding at a general meeting, will not be invalid just because:

- (a) the notice of the general meeting has accidentally not been sent or
- (b) a person has not received the notice.

7.6 Members' resolutions

7.6.1 Notice of members' resolutions

- (a) If a member or members wish to move a resolution at a general meeting, a notice of that resolution must be given to the corporation by at least the required number of members under rule 7.6.1(d).
- (b) A notice of a members' resolution must:
 - (i) be in writing
 - (ii) set out the wording of the proposed resolution
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (d) For the purposes of rule 7.6.1(a), the required number of members is the greater of:
 - (i) 5 members, or
 - (ii) 10% of the members
 except where the Act prescribes a different required number of members.

7.6.2 Consideration of members' resolutions

- (a) If the corporation has been given notice of a members' resolution it must be considered at the next general meeting that occurs more than 28 days after the notice is given.
- (b) The corporation must give all its members notice of that resolution at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of a general meeting.
- (c) The corporation does not have to give notice of a resolution if it is defamatory.

7.6.3 Members' statements to be distributed

- (a) Members may ask the corporation to give all its members a statement about:
 - (i) a resolution that is proposed to be moved at the general meeting or
 - (ii) any other matter that may be considered at that general meeting.
- (b) This request must be:
 - (i) made by at least the required number of members under rule 7.6.3(f)
 - (ii) in writing
 - (iii) signed by the members making the request

- (iv) given to the corporation.
- (c) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (d) After receiving a request, the corporation must distribute a copy of the statement to all its members at the same time, or as soon as possible afterwards, and in the same way, as it gives notice of the relevant general meeting.
- (e) The corporation does not have to comply with a request to distribute a statement if it is defamatory.
- (f) For the purposes of rule 7.6.3(a), the required number of members for the corporation is the greater of:
 - (i) 5 members, or
 - (ii) 10% of the members
 except where the Act prescribes a different required number of members.

7.7 Quorum for general meeting

7.7.1 Quorum

The quorum for a meeting of the corporation's members is 5% of the members.

7.7.2 Quorum to be present

- (a) The quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present, individuals attending as proxies will be counted as follows:
 - (i) if a member has appointed more than 1 proxy or representative, only 1 of them will be counted, and
 - (ii) if an individual is attending both as a member and as a proxy, counting that individual only once.

7.7.3 Adjourned meeting where no quorum

- (a) A meeting of the corporation's members that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the directors specify otherwise.
- (b) If no quorum is present at the resumed meeting within 1 hour after the time for the meeting, the meeting is dissolved.

7.8 Chairing general meeting

General meetings will be chaired in accordance with rule 22.

7.9 Use of technology for general meeting

The corporation may hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

7.10 Auditor's right to be heard at general meetings

- (a) If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation.
- (b) The auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.
- (c) The auditor is entitled to be heard even if:

- (i) the auditor retires at that meeting, or
 - (ii) that meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as the auditor's representative for the purpose of attending and speaking at any general meeting.

7.11 Voting at general meetings

7.11.1 Entitlement to vote

- (a) At a general meeting, each member has 1 vote, both on a show of hands and a poll.
- (b) The chair has a casting vote, and also, if he or she is a member, any vote he or she has as a member.
- (c) Each member must hold membership for 6 months before he or she is permitted to vote at a general meeting.

7.11.2 Objections to right to vote

A challenge to a right to vote at a general meeting:

- (a) may only be made at the meeting, and
- (b) must be determined by the chair, whose decision is final.

7.11.3 How voting is carried out

- (a) A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded for or against.

7.11.4 Matters on which a members can demand a poll

- (a) At a general meeting, a poll may be demanded on any resolution.
- (b) A demand for a poll may be withdrawn.

7.11.5 When members can demand a poll

- (a) At a general meeting, a poll may be demanded by:
 - (i) at least 5 members entitled to vote on the resolution
 - (ii) members with at least 5% of the votes that may be cast on the resolution on a poll, or
 - (iii) the chair.
- (b) The poll may be demanded:
 - (i) before a vote is taken
 - (ii) before the voting results on a show of hands are declared, or
 - (iii) immediately after the voting results on a show of hands are declared.

7.11.6 When and how polls must be taken

- (a) At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (b) At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs.

7.12 Resolutions without a general meeting

- (a) The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document stating that they are in favour of it.
- (b) Auditors cannot be removed by a resolution without a general meeting.
- (c) Separate copies of a document under rule 7.12(a) may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) A resolution under rule 7.12(a) is passed when the last member signs.
- (e) The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the Act:
 - (i) to give members information or a document relating to the resolution—by giving members that information or document with the document to be signed
 - (ii) to lodge with the Registrar a copy of a notice of meeting to consider the resolution—by lodging a copy of the document to be signed by members
 - (iii) to lodge a copy of a document that accompanies a notice of meeting to consider the resolution—by lodging a copy of the information or documents referred to in rule 7.12(e)(i).
- (f) The passage of the resolution satisfies any requirement in the Act, or the corporation's rules, that the resolution be passed at a general meeting.
- (g) This rule does not affect any rule of law relating to the assent of members not given at a general meeting.

7.13 Proxies

7.13.1 Who may appoint a proxy

- (a) A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting.
- (b) The person appointed as a member's proxy must be an individual.
- (c) The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote.

7.13.2 Rights of proxies

- (a) Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member:
 - (i) to speak at the meeting
 - (ii) to vote (but only to the extent allowed by the appointment)
 - (iii) join in a demand for a poll.
- (b) A proxy's authority to speak and vote for a member at a meeting is not suspended if the member is present at the meeting but only the member or the proxy (but not both) can speak or vote on any resolution.
- (c) A person must not exercise proxies for more than 3 members:

However, a contravention of this rule 7.13.2(c) does not affect the validity of the votes cast.

7.13.3 Appointing a proxy

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the Act, by the member making the appointment and contains the

following information:

- (i) the member's name and address
 - (ii) the corporation's name
 - (iii) the proxy's name or the name of the office held by the proxy
 - (iv) the meetings at which the appointment may be used.
- (b) An undated appointment is taken to have been dated on the day it is given to the corporation.
- (c) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (i) the proxy need not vote on a show of hands
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands
 - (iii) if the proxy is the chair, the proxy must vote by poll, and must vote as directed
 - (iv) if the proxy is not the chair, the proxy need not vote by poll.
 - (v) If a proxy is also a member, this rule 7.13.3(c) does not affect how the person casts any votes they hold as a member.
- (d) A person who contravenes this rule commits an offence under the Act, but only if the person's appointment as a proxy resulted from the corporation sending to members:
- (i) a list of persons willing to act as proxies, or
 - (ii) a proxy appointment form holding the person out as being willing to act as a proxy.
- (e) An appointment of a proxy does not have to be witnessed.
- (f) A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

7.13.4 Receipt of proxy documents

- (a) For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the corporation at least 48 hours before the meeting:
- (i) the proxy's appointment
 - (ii) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority.
- (b) If a meeting has been adjourned an appointment and any authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.
- (c) The period of notice for appointing proxies may be reduced.

7.14 Questions at AGMs

7.14.1 Questions and comments by members on corporation management at AGM

The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation.

7.14.2 Questions by members of auditors at AGM

If the corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit
- (b) the preparation and content of the auditor's report
- (c) the accounting policies adopted by the corporation in the preparation of the financial statements

- (d) the independence of the auditor in relation to the conduct of the audit.

7.15 Adjourned meetings

7.15.1 When resolution passed after adjournment of meeting

A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed.

7.15.2 Business at adjourned meetings

Only unfinished business is to be transacted at a general meeting resumed after an adjournment.

7.15.3 Re-notification of adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.

8. Directors of the corporation

8.1 Numbers of directors

8.1.1 Minimum number of directors

- (a) The Corporation must have a minimum of 6 and may have a maximum of 10 Anangu directors.
- (b) Executive Employees of the Corporation cannot be directors.

8.1.2 Maximum number of non-Anangu directors

The Corporation must have 3 non-Anangu directors.

8.2 Community Consent

8.2.1 Community consent

Subject to rule 29, each Community may (or must be given an opportunity to) provide the Corporation with a resolution of its members consenting to the representation of its members by the Chairperson, Deputy Chairperson or other nominee holding a position on the board of directors of the Corporation.

8.2.2 Withdrawal of consent

A Community may withdraw its consent to representation by providing the Corporation with a resolution of its members to that effect passed in accordance with the Community's Constitution.

8.3 Composition of the Board of Directors

8.3.1 Anangu directors

- (a) Subject to rule 29, the Chairperson of each Community duly elected in accordance with that Community's Constitution shall be automatically appointed as an Anangu director of the Corporation ("the Anangu directors"), subject to the Chairperson confirming that he or she is a member of the Corporation or otherwise making application for membership of the Corporation.
- (b) If the Chairperson of a Community

- (i) does not consent to be appointed as a director;
- (ii) is not a member of the Corporation;
- (iii) resigns as an Anangu Director;
- (iv) is disqualified from managing the Corporation under Part 6-5 of the Act; or
- (v) is removed as a director

the Deputy Chairperson of that Community, or in the event that (i), (ii), (iii), (iv) or (v) apply to the Deputy Chairperson, a nominee of the Community Council of one of the members of that Council, shall be automatically appointed as the Anangu director representing that Community subject to the Deputy Chairperson or nominee, as the case, may be confirming that they are a member of the Corporation.

- (c) In the event that (i), (ii), (ii), (iv) or (v) in (b) above apply to a Community Council nominee Anangu director, a further nominee of the Community Council of one of the members of that Council, shall be automatically appointed as the Anangu director representing that Community subject to the new nominee confirming that he or she is a member of the Corporation.

8.3.2 Non-Anangu directors

- (a) The Anangu Directors must appoint three (3) non-Anangu to become directors on the board of directors on the terms and conditions agreed in writing by the board of directors.
- (b) The terms and conditions of the appointment must be ratified by a resolution of members at the first general meeting following the appointment.
- (c) The terms and conditions must be available for inspection by members on request.

8.4 Eligibility to be a director

8.4.1 Majority of director requirements

- (a) A majority of the directors of the corporation must be individuals who are Aboriginal and Torres Strait Islander persons.
- (b) A majority of the directors must ordinarily reside in Australia.
- (c) A majority of the directors must be members.
- (d) A majority of the directors must not be employees of the corporation.

8.4.2 Consent to act as director or alternate director

- (a) Before a person is appointed as a director or alternate director, that person must give the corporation a signed consent to act as a director of the corporation.
- (b) The corporation must retain the consent.

8.5 Term of appointment

- (a) Anangu directors will be appointed for two (2) years.
- (b) After the expiration of one (1) year from the date of their appointment, the positions of director and alternate director may be exchanged so that the alternate director becomes the director and vice versa.
- (c) Non-Anangu directors may be appointed for a period of up to two (2) years and will be eligible for reappointment at the expiration of their term.

8.6 Alternate directors

- (a) Each of the Anangu directors must appoint an alternate director. The alternate director

must be appointed on or before:-

- i. the first meeting of the board of directors at which they attend; or
 - ii. the first meeting of the board of directors after the Community Council has nominated a new alternate director.
- (b) An alternate director must be the Deputy Chairperson of the Community, or a member of the Community Council nominated by the Council, and must be a member of the Corporation.
- (c) An alternate director may only exercise the appointing director's powers when the appointing director is unable to attend a meeting of the board of directors.
- (d) If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.
- (e) An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

8.7 How a person ceases to be a director

8.7.1 A person ceases to be a director if:

- (a) the Community elects in accordance with its Constitution another Chairperson
- (b) the person dies
- (c) a director resigns as a director
- (d) the person is removed as a director by the members as provided for in rule 8.9.1
- (e) the person is removed as a director by the other directors as provided for in rule 8.9.2, or
- (f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act.

8.8 Resignation of director

- (a) A director may resign as a director by giving notice of resignation in writing to the corporation.
- (b) A notice of resignation must be in writing.

8.9 Process for removing a director

8.9.1 Removal by members

- (a) The corporation may, by resolution in general meeting, remove a director from office despite anything in:
 - (i) the corporation's constitution
 - (ii) an agreement between the corporation and the director concerned, or
 - (iii) an agreement between any or all members of the corporation and the director concerned.
- (b) A notice of intention to move a resolution to remove a director must be given to the corporation at least 21 days before the meeting is to be held. However, if the corporation calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than 21 days after the notice is given.
- (c) The corporation must give the director concerned a copy of the notice as soon as

possible after it is received.

- (d) The director concerned is entitled to put his or her case to members by:
 - (i) giving the corporation a written statement for circulation to members (see rules 8.9.1(e) and (f))
 - (ii) speaking to the motion at the meeting (whether or not the director concerned is a member).
- (e) The corporation is to circulate the written statement given under rule 8.9.1(d)(i) to members by:
 - (i) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so, or
 - (ii) if there is not time to comply with rule 8.9.1(e)(i), having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (f) The written statement given under rule 8.9.1(d)(i) does not have to be circulated to members if it is defamatory.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director, or
 - (ii) any other director,is to retire is to be worked out as if the replacement director had become a director on the day on which the replaced director was last appointed a director.

8.9.2 Removal by other directors

- (a) The only ground on which the directors may remove a director from office is that they fail without reasonable excuse to attend 3 or more consecutive directors' meetings. The directors may remove a director by resolution.
- (b) Rule 8.9.2(a) operates despite anything in:
 - (i) the corporation's constitution
 - (ii) an agreement between the corporation and the director concerned, or
 - (iii) an agreement between any or all members and the director concerned.
- (c) Before removing the director concerned, the directors must give the director concerned notice in writing:
 - (i) stating that the directors intend to remove the director concerned from office because they have failed without reasonable excuse to attend 3 or more consecutive directors' meetings
 - (ii) stating that the director concerned has 14 days to object in writing to the removal
- (d) If the director concerned does not object, the directors must remove the director concerned.
- (e) If the director concerned does object:
 - (i) the directors cannot remove the director concerned
 - (ii) the corporation, by resolution in general meeting, may remove the director in accordance with rule 8.9.1.
- (f) If the director concerned is removed, the corporation must give them a copy of the resolution as soon as possible after the resolution has been passed.
- (g) If a person is appointed to replace a director removed under this rule, the time at which:
 - (i) the replacement director or
 - (ii) any other director,
 - (iii) is to retire is to be worked out as if the replacement director had become director on the day when the replaced director was last appointed a director.

9. General duties

9.1 General duties

- (a) The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law and by the Code of Conduct (see rule 24). These may include, for example:
 - (i) a duty of care and diligence
 - (ii) a duty of good faith
 - (iii) a duty of disclosure of material personal interests (see rule 10.3)
 - (iv) a duty not to improperly use position or information
 - (v) a duty to prevent insolvent trading.
- (b) The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.

10. Functions, powers and duties of directors

10.1 Functions of the board of directors

The functions of the board of directors include:-

- (a) To prepare policies and guidelines to meet the Corporation's objectives, including but not limited to:-
 - i. Planning the local and regional level for the development and future requirements of Anangu;
 - ii. Providing services and facilities that benefit Anangu, the Lands and all residents and visitors of the Lands (including general public services or facilities, health, welfare or community services or facilities, and cultural or recreational services or facilities);
 - iii. Providing for the welfare, well-being and interests of Anangu and groups within the Anangu community;
 - iv. Taking measures to protect the Lands from natural and other hazards and to mitigate the effects of such hazards;
 - v. To manage, develop, protect, restore, enhance and conserve the environment in an ecologically sustainable manner, and to improve amenity;
 - vi. To provide infrastructure for the Anangu community and for development within its area (including infrastructure that helps to protect any part of the local or broader community from any hazard or other event, or that assists in the management of any area);
 - vii. To promote the Lands and to provide an attractive climate and locations for the development of business, commerce, industry and tourism; and
 - viii. To establish or support organisations or programs that benefit Anangu;
- (b) To provide advice to and assist the General Manager with the management of the Corporation.

10.2 Powers of directors

The directors may exercise all the powers of the corporation except any power that the Act or the Corporation's constitution requires the Corporation to exercise in a general meeting.

10.3 Duty of director to disclose material personal interests

- (a) A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless rule 10.3(b) says otherwise.
- (b) A director does not need to give notice of an interest under rule 10.3(a) if:
 - (i) the interest:
 - (A) arises because the director is a member and is held in common with the other members
 - (B) arises in relation to the director's remuneration as a director
 - (C) relates to a contract the corporation is proposing to enter into that is subject to

- approval by the members and will not impose any obligation on the corporation if it is not approved by the members
- (ii) all the following conditions are satisfied:
 - (A) the director has already given notice of the nature and extent of the interest and its relation to the affairs of the corporation under rule 10.3(a)
 - (B) if a person who was not a director when the notice under rule 10.3(a) was given is appointed as a director, the notice is given to that person
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice or
 - (iii) the director has given a standing notice of the nature and extent of the interest and that notice is still effective.
- (c) The notice required by rule 10.3(a) must:
 - (i) give details of:
 - (A) the nature and extent of the interest
 - (B) the relation of the interest to the affairs of the corporation
 - (ii) be given at a directors' meeting as soon as possible after the director becomes aware of their interest in the matter.
 - (iii) The details must be recorded in the minutes of the meeting.
 - (d) A contravention of this rule 10.3 by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

10.4 Remuneration

- (a) Directors may be paid provided the remuneration is agreed to by the Corporation by resolution in general meeting.
- (b) Rule 10.4(a) does not prevent a director who is an employee of the corporation from receiving remuneration as an employee of the corporation,
- (c) The corporation may pay the directors' travelling and other expenses that the directors incur:
 - (i) in attending directors' meetings or any meetings of committees of directors
 - (ii) in attending any general meetings of the corporation
 - (iii) in connection with the corporation's business.

10.5 Negotiable instruments

- (a) Any 2 directors of the corporation may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (b) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

10.6 Delegation

- (a) The directors may by resolution delegate any of their powers except this power of delegation to
 - (i) a committee of directors
 - (ii) a director
 - (iii) an employee of the corporation, or
 - (iv) any other person.
- (b) A delegate must exercise the powers delegated in accordance with any directions of the directors.
- (c) The exercise of a power by a delegate is as effective as if the directors had exercised it.

10.7 Member approval needed for related party benefit

- (a) For the corporation, or an entity that the corporation controls, to give a financial benefit to a related party of the corporation:

- (i) the corporation or entity must:
 - (A) obtain the approval of the members in the way set out in Division 290 of the Act, and
 - (B) give the benefit within 15 months after the approval, or
 - (ii) the giving of the benefit must fall within an exception to the requirement for member approval set out in Division 287 of the Act.
- (b) If:
- (i) the giving of the benefit is required by a contract
 - (ii) the making of the contract was approved in accordance with rule 10.7(a)(i)(A) and
 - (iii) the contract was made:
 - (A) within 15 months after that approval, or
 - (B) before that approval, if the contract was conditional on the approval being obtained, member approval for the giving of the benefit is taken to have been given and the benefit need not be given within the 15 months.

11. Directors' meetings

11.1 Frequency of directors meetings

The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once every 2 months.

11.2 Calling and giving notice of directors' meetings

- (a) The directors will normally determine the date, time and place of each directors' committee meeting at the previous meeting.
- (b) A directors' meeting may be called by a director giving reasonable notice individually to every other director.
- (c) The date, time and place for a directors' meeting must not unreasonably prevent a director attending.
- (d) Reasonable notice of each directors' meeting must be given to each director. The notice must state:
 - (i) the date, time and place of the meeting
 - (ii) the general nature of the business to be conducted at the meeting
 - (iii) any proposed resolutions.
- (e) A resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under rule 11.2(d) or in giving notice of any changes to the item, date or place of the directors' meeting.

11.3 Quorum at directors' meetings

The quorum for a directors' meeting is a majority of the directors, where consent to act has been provided, and the quorum must be present at all times during the meeting.

11.4 Chairing directors' meetings

Directors' meetings will be chaired in accordance with rule 22.

11.5 Use of technology

11.5.1 A directors' meeting may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

11.5.2 A director's meeting by means of telephone link will be taken to be a meeting of the board of directors if notice of the meeting is given to all directors and each participating director is capable of communicating with every other participating director during the

meeting.

11.6 Resolutions at directors' meetings

11.6.1 Passing of directors' resolutions

- (a) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary in addition to any vote they have as a director.

11.6.2 No Circulating Resolutions

- (a) Directors' resolutions may only be passed at a meeting of directors.

12. Secretary

12.1 Requirements for secretary

12.1.1 Who may be a secretary

- (a) Only an individual who is at least 18 years of age may be appointed as a secretary of the corporation.
- (b) A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation under Part 6-5 of the Act may only be appointed as a secretary if the appointment is made with:
 - (i) the Registrar's permission under section 279-30(7) of the Act, or
 - (ii) the leave of the court under section 279-35 of the Act.

12.1.2 Consent to act as secretary

- (a) The corporation must receive a signed consent from a person to act as secretary of the corporation, before that person is appointed as secretary of the corporation
- (b) The corporation must keep each consent received under rule 12.1.2(a).

12.2 How a secretary is appointed

The directors appoint a secretary.

12.3 Terms and conditions of office

A secretary holds office on the terms and conditions (including remuneration) that the directors determine.

12.4 Duties of secretary

12.4.1 Secretary must pass on communications received

While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to a least one of the directors and to the General Manager each communication received by that person for the corporation within 14 days after receiving it.

12.4.2 Effectiveness of acts by secretaries

- (a) An act done by the secretary is effective even if their appointment is invalid because the corporation or secretary did not comply with the corporation's constitution or the Act.
- (b) Rule 12.4.2(a) does not deal with the question whether an effective act by a

secretary:

- (i) binds the corporation in its dealings with other people or
- (ii) makes the corporation liable to another person.

13. Execution of document and the common seal of the Corporation

13.1 Corporation may have common seal

- (a) The corporation may have a common seal.
- (b) If the corporation does have a common seal:
 - (i) the corporation must set out on it the corporation's name and ICN
 - (ii) the common seal must be kept by a person nominated by the directors.
 - (iii) the corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

13.2 Execution of documents

13.2.1 Agent exercising corporation's power to make contracts etc.

The corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the corporation's express or implied authority and on behalf of the corporation. The power may be exercised without using a common seal.

13.2.2 Execution of documents (including deeds) by the corporation

- (a) The corporation may execute a document without using a common seal if the document is signed by:
 - (b) 2 directors
 - (c) a director and a secretary (if any),
- (d) If the corporation has a common seal, the corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 directors
 - (ii) a director and a secretary,
- (e) The corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 13.2.2(a) or 13.2.2(d).
- (f) This rule 13.2.2 does not limit the ways in which the corporation may execute a document (including a deed).

14. Finances and record keeping

14.1 Application of funds and property

- (a) Subject to the Act and the corporation's constitution, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.
- (b) Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member or director of the corporation.
- (c) Nothing in rule 14.1(b) is intended to prevent:
 - (i) the payment in good faith of reasonable wages to a member or director who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or
 - (ii) reasonable payment in good faith to a member or director for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).

14.2 Minutes of meetings

14.2.1 Obligation to keep minutes

- (a) The corporation must keep minute books in which it records within 1 month of:
 - (i) proceedings and resolutions of general meetings
 - (ii) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
 - (iii) resolutions passed by members without a meeting
- (b) The minutes of the meeting may only be kept:
 - (i) in writing, or by means of an audio, or audio-visual, recording.
- (c) The corporation must ensure that either:
 - (i) the chair of the meeting, or
 - (ii) the chair of the next meeting,
 - (iii) signs those minutes within a reasonable time after the first meeting.
- (d) The corporation must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (e) The corporation must keep its minute books at:
 - (i) its registered office if it is registered as a large corporation, or
 - (ii) its document access address if it is registered as a small or medium corporation.
- (f) A minute that is recorded and signed in accordance with this rule 14.2.1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

14.2.2 Contents of minutes of the meetings

The minutes of the meetings must include clear information on and accurate detail about:-

- (a) All matters discussed at the meeting;
- (b) Each resolution passed;
- (c) Each resolution proposed but not passed;
- (d) In relation to resolutions passed by directors or a committee of directors, the names of the directors present at the meeting and details of the proposed resolution;

14.3 Constitution and records about officers, etc.

The corporation must keep:

- (a) an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution)
- (b) written records relating to:
 - (i) the names and addresses of the corporation's current officers and secretary or contact person (as the case may be)
 - (ii) the corporation's registered office (if any)
 - (iii) the corporation's document access address (if any)

14.4 Financial records

14.4.1 Obligation to keep financial records

The corporation must keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance
- (b) would enable true and fair financial reports to be prepared and audited. This obligation extends to transactions undertaken as trustee.

14.4.2 Period for which financial records must be retained

The financial records must be retained for 7 years after the transactions covered by the records are completed.

14.5 Physical format

If the records that the corporation is required to keep under rules 14.3 and 14.4 are kept in electronic form:

- (a) the records must be convertible into hard copy;
- (b) that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

14.6 Right of access to corporation books by director or past director

- (a) A director may inspect the books of the corporation (other than its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party
 - (ii) which that person proposes in good faith to bring, or
 - (iii) which that person has reason to believe will be brought against him or her.
- (b) A person who has ceased to be a director may inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding:
 - (i) to which that person is a party
 - (ii) which that person proposes in good faith to bring, or
 - (iii) which that person has reason to believe will be brought against him or her.
 - (iv) This right continues for 7 years after the person ceased to be a director.
- (c) A person authorised to inspect books under this rule 14.7 for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.
- (d) The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule 14.7.
- (d) This rule 14.7 does not limit any right of access to corporation books that a person has apart from this rule 14.7.

14.7 Access to financial records by directors

- (a) A director has a right of access to the records that the corporation is required to keep under rule 14.3 or rule 14.4.
- (b) On application by a director, the court may authorise a person to inspect on the director's behalf the records that the corporation is required to keep under rule 14.3 or rule 14.4 subject to any other orders the court considers appropriate.
- (c) A person authorised to inspect records under rule 14.8(b) may make copies of the records unless the court orders otherwise.

14.8 Members' access to minutes

- (a) If the corporation is registered as a large corporation, the corporation must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The

books must be made available for inspection each business day.

- (b) If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members, at its document access address, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available within 7 days of a member's written request for inspection.
- (c) The corporation must make minutes available free of charge.
- (d) A member may ask the corporation in writing for a copy of:
 - (i) any minutes of a meeting of the corporation's members or an extract of the minutes or
 - (ii) any minutes of a resolution passed by members without a meeting.

Note: The member may ask the corporation for an English translation under ss. 376-5(3) of the Act if the minutes are not in the English language.
- (e) If the corporation does not require the member to pay for the copy, the corporation must send it:
 - (i) within 14 days after the member asks for it or
 - (ii) within any longer period that the Registrar approves.
- (f) If the corporation requires payment for the copy, the corporation must send it:
 - (i) within 14 days after the corporation receives the payment or
 - (ii) within any longer period that the Registrar approves.
- (g) The amount of any payment the corporation requires cannot exceed 50 cents per page.

14.9 Inspection of books by members

The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.

14.10 Access to governance material

14.11.1 Corporation to provide member with rules, if requested.

If a member asks for a copy of the corporation's Constitution, the corporation must provide it:

- (a) free of charge and
- (b) within 7 days.

14.10.2 Registered office

If the corporation is registered as a large corporation, the corporation must make available for inspection by members and officers at its registered office, its Constitution. This Constitution must be available for inspection each business day.

14.10.3 Document access address

If the corporation is registered as a small or medium corporation, the corporation must make available for inspection by members and officers at its document access address, its Constitution. This Constitution must be made available for inspection within 7 days of a member's or officer's written request for inspection.

14.10.4 General provisions regarding access to rules

- (a) The Constitution of the corporation includes:
 - (i) the corporation's constitution
 - (ii) any replaceable rules that apply to the corporation
 - (iii) any other material concerning the internal governance of the corporation that is prescribed.

15. Auditor

The corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

16. Annual reporting

The corporation must comply with the annual reporting requirements set out in the Act.

17. Internal Dispute resolution process

This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:

- (a) members
- (b) members and directors, or
- (c) directors.

17.1 Informal negotiations

If a dispute arises, the parties must first try to resolve it themselves on an informal basis.

17.2 Giving of dispute notice

- (a) If the dispute is not resolved in accordance with rule 17.1 within 10 business days, any party to the dispute may give a dispute notice to the other parties.
- (b) A dispute notice must be in writing, and must say what the dispute is about.
- (c) A copy of the notice must be given to the corporation.

17.3 Seeking assistance from the Registrar

Seeking assistance from the Registrar about the meaning of the Act or the corporation's Constitution

- (a) If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the Act or the corporation's Constitution, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- (b) The Registrar's opinion will not be binding on the parties to a dispute.

17.4 Referring dispute to the directors

The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the corporation receives the dispute notice.

17.5 Referring dispute to a general meeting

- (a) If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the corporation receives dispute notice.
- (b) When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules.

18. Notices

18.1 General

Notices of directors' meetings given under rule 11.2 can be given in writing, by email, by telephone or orally, if all the directors agree to notice being given in that way.

18.2 How a notice to a member may be given

Unless the Act or these rules require otherwise, a notice or communication may be given:

- (a) personally
- (b) left at a member's address as recorded in the register of members
- (c) sent by pre-paid ordinary mail to the member's address as recorded in the register of members
- (e) sent by fax to the member's current fax number for notices (if the member has nominated one)
- (e) sent by email to the member's current email address (if the member has nominated one)
- (f) by radio broadcast in the local area
- (g) by notification in local newspapers, or
- (h) by advertisement on community noticeboards.

18.3 When notice taken as being given

Unless the Act or these rules require otherwise, if a notice or communication:

- (a) is given by post, it is taken to have been given 3 days after posting
- (b) is given by fax or other electronic communication, it is taken to have been given on the business day after it is sent
- (c) is given by radio broadcast, notification in local newspapers or advertisement on community noticeboards, it is taken to have been given 2 business days after such broadcast, notification or placement of advertisement.
- (d) is given:
 - (i) after 5:00 pm in the place of receipt or
 - (ii) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or public holiday in that place.

19. Winding up

19.1 Resolution to distribute surplus assets

Subject to rule 19.2, where:

- (a) the corporation is wound up
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist,

the members may pass a special resolution relating to the distribution of the surplus assets of the corporation.

19.2 No distribution of surplus asset to members

The distribution of surplus assets must not be made to any member, or director, or to any person to be held on trust for any member.

20. Amendment of the constitution

20.1 Corporation wants to change this constitution

For the corporation to change its constitution, the following steps must be complied with:

- (a) the corporation must pass a special resolution effecting the change
- (b) if, under the corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with
- (c) the corporation must lodge certain documents under rule 20.2
- (d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.

20.2 Corporation to lodge copy of changes

- (a) If there is no extra requirement, within 28 days after the special resolution is passed, the corporation must lodge with the Registrar:
 - (i) a copy of the special resolution
 - (ii) a copy of those parts of the minutes of the meeting that relate to the passing of the special resolution
 - (iii) a directors' statement signed by 2 directors to the effect that the special resolution was passed in accordance with the Act and the corporation's constitution, and
 - (iv) a copy of the constitutional change.
- (b) If a change is not to have effect until an extra requirement has been complied with, the corporation must lodge:
 - (i) the documents referred to in rule 20.2(a)
 - (ii) proof that the extra requirement has been met, within 28 days after it has been met.
- (c) If the Registrar directs the corporation to lodge a consolidated copy of the corporation's constitution as it would be if the Registrar registered the change, it must do so.

20.3 Date of effect of change

A constitutional change under this rule 20 takes effect on the day the change is registered.

21. General Manager

21.1 Appointment of General Manager

- (a) There will be a General Manager for the Corporation.
- (b) The General Manager will be appointed by a resolution of the board of directors or by 75% of members at a General Meeting called for the purpose of appointing (or removing and appointing) a General Manager.
- (c) A person who –
 - (i) has been convicted of an offence involving dishonesty; or
 - (ii) has been removed from any office for conduct involving dishonesty; or
 - (iii) is, or has been, disqualified from managing corporations under Chapter 2D Part 2D.6 of the *Corporations Act 2001* of the Commonwealth (or any other act related to the management of Corporations),shall not be eligible for appointment as the General Manager.

- (d) The General Manager will be appointed under a written contract setting out:-
 - (i) the terms and conditions (including conditions as to remuneration) of the appointment as determined by the board of directors;
 - (ii) the term of the appointment;
 - (iii) whether the General Manager is eligible for reappointment at the expiration of the term of the appoint;
 - (iv) that the General Manager has a right to appeal to an independent arbitrator in the event that the General Manager is of the opinion that the Powers of Removal of General Manager contained in 22.3 have been unreasonably exercised;
 - (v) the General Manager's duties, including but not limited to:-
 - (i) recording and distributing the minutes of meetings; and
 - (ii) ensuring that a Dispute Resolution clause is inserted into every written agreement entered into by the Corporation.

21.2 Functions of General Manager

The functions of the General Manager are:-

- (a) to implement the resolutions of the board of directors and the Corporation (members) in a timely and efficient manner; and
- (b) to undertake responsibility for the day-to-day operations and affairs of the Corporation; and
- (c) to ensure that records required under the Act are properly kept and maintained; and
- (d) to discharge any duties under the Act relating to financial and annual reports; and
- (e) to ensure that the assets and resources of the Corporation are properly managed and maintained; and
- (f) to exercise, perform or discharge any other powers, functions or duties conferred on the General Manager by this Constitution.

21.3 Removal of General Manager

The General Manager may only be removed by a majority of the board of directors or 75% of members at a General Meeting, if the General Manager:-

- (a) becomes physically or mentally incapable of carrying out official duties satisfactorily; or
- (b) fails, without reasonable excuse, to carry out official duties to the performance standards specified in the instrument of appointment; or
- (c) fails to comply with a function or duty imposed on the General Manager by this Constitution; or
- (d) engages in serious misconduct; or
- (e) is convicted of an indictable offence; or
- (f) becomes bankrupt or applies to take the benefit of a law for the relief of insolvent debtors; or
- (g) breaches his or her contract of employment with the Corporation.

22. Chairperson and Deputy Chairperson

22.1 Chairperson

- (a) The directors must elect a director to be the Chairperson of the Corporation after each annual general meeting.

- (b) The Chairperson will hold the position until the election of a new Chairperson following the next annual general meeting and is eligible for re-election.
- (c) The Chairperson must chair all director's meetings and general meetings at which the Chairperson is present and capable.
- (d) The Chairperson must adjourn a general meeting if the majority of members present agree or direct that the Chairperson to do so.

22.2 Deputy Chairperson

- (a) The directors must elect a director to be the Deputy Chairperson of the Corporation after each annual general meeting.
- (b) The Deputy Chairperson will automatically take over all rights, responsibilities and duties of the Chairperson when the Chairperson is absent or otherwise unable to perform the duties of Chairperson.

22.3 Replacement of Chairperson or Deputy Chairperson

- (a) The Chairperson or the Deputy Chairperson may be replaced by the directors at a director's meeting where:-
 - (i) a majority of directors are dissatisfied with the performance of duties by the Chairperson or Deputy Chairperson;
 - (ii) the Chairperson or Deputy Chairperson is permanently incapacitated or deceased;
 - or
 - (iii) the Chairperson or Deputy Chairperson is no longer an Anangu Director.
- (b) If a Chairperson and a Deputy Chairperson have not been elected or the Chairperson and the Deputy Chairperson are not available or do not want to chair a particular directors meeting, then the directors present at the directors meeting must elect a director present to chair the meeting.
- (c) If a Chairperson and a Deputy Chairperson have not been elected or the Chairperson and the Deputy Chairperson are not available or do not want to chair a particular general meeting, then the members present at the general meeting must elect a director present to chair the meeting.

23. Indemnity

- (a) The Corporation must take out Directors and Officers Insurance to indemnify its directors, Secretary and Executive Employees.
- (b) The board of directors may also, in its absolute discretion, indemnify its directors, Secretary and Executive Employees against any action taken against them that arises out of their positions as directors, Secretary or Executive Employees of the Corporation and that is not covered by insurance.

24. Code of Conduct

- (a) The Code of Conduct in Schedule 3 is to be observed by the board of directors and all staff of the Corporation.
- (b) The Code of Conduct does not form part of this Constitution and may be amended from time to time by the board of directors.
- (c) The board of directors must every two years complete (and, as appropriate, implement) a review of its Code of Conduct.
- (d) The Code of Conduct must not diminish a right under any Act or law.
- (e) A person is entitled to inspect (without charge) the Code of Conduct during the ordinary office

hours at the principal office of the Corporation.

- (f) A person is entitled, on payment of a reasonable fee, to a copy of the Code of Conduct.

25. Banking

- (a) Official receipts shall be issued for all cash and cheques received by the Corporation. Receipts are not required to be issued for EFT, direct credit receipts.
- (b) All funds of the Corporation shall, in the first instance, be deposited in a bank account of the Corporation no later than the first working day following the day of receipt or as soon as possible thereafter.
- (c) All cheques and withdrawals and transactions shall be signed jointly by two signatories. The signatories shall be members of the staff of the Corporation nominated by the General Manager and approved by the board of directors.
- (d) All transactions undertaken electronically shall be conducted by two authorised persons using security equipment provided by the bank. The authorised persons shall be members of the staff of the Corporation nominated by the General Manager and approved by the board of directors.

26. Application of Funds and Property

All funds and property of the Corporation not subject to any special trust shall be available at the discretion of the board of directors for the purpose of carrying out the objects of the Corporation, provided that no portion thereof shall be paid or applied directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any member, but nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Corporation, officer, servant, agent or employee of the Corporation for or in return for services actually rendered to the Corporation.

27. Accounts

- (a) Proper accounts and records shall be kept by such person as the board of directors appoints, of the transactions and affairs of the Corporation. The board of directors shall do all things necessary to ensure all payments out of the money of the Corporation are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Corporation and over the incurring of liabilities by the Corporation.
- (b) Accounts shall be passed for payment by the board of directors or under the authority of a delegation approved by the board of directors for this purpose.
- (c) The board of directors shall, as soon as practicable after each 30 June, cause to be prepared a Director's Report consisting of all details required to be included by the Registrar in any annual reports.

28. Application of the Act

The Corporation will, in addition to these rules, be subject to the Act as amended from time to time. If there is an inconsistency between this Constitution and the Act, the Act will apply to the extent of that inconsistency.

29. Transitional Provisions

- (a) 'APSAC transitional period' means from the date of the registration of this Constitution by the Registrar until 30 November 2009.
- (b) On registration of this Constitution the appointment of all directors of the Corporation is terminated, and the automatic appointment of Anangu directors under rule 8.3.1 then applies.
- (c) The automatic appointment of Anangu directors under rule 8.3.1 is valid during the APSAC transitional period whether or not the Anangu directors are elected by their Community in accordance with the Community's Constitution.

- (d) Before the end of the APSAC transitional period each Community must provide a written resolution of consent under rule 8.2.1 or a withdrawal of consent under rule 8.2.2 to the Corporation.
- (e) Until a Community responds under paragraph (d) above, the Community will be taken to consent under rule 8.2.1.
- (f) Before the end of the APSAC transitional period each Community must elect a Chairperson and Deputy Chairperson in accordance with their Constitution.

Schedule 1 – Interpretation

1. Dictionary

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

Aboriginal and Torres Strait Islander person means the following:

- a) An Aboriginal person;
- b) A Torres Strait Islander;
- c) An Aboriginal and Torres Strait Islander person;
- d) A Torres Strait Islander and Aboriginal person;
- e) An Aboriginal and Torres Strait Islander corporation;
- f) A body corporate prescribed by name in the regulations made under the Act
- g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - a. Aboriginal persons;
 - b. Torres Strait Islanders;
 - c. Aboriginal and Torres Strait Islander persons;
 - d. Torres Strait Islander and Aboriginal persons.

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

Alternate director means a person appointed according to **rule 8.6**.

Anangu means a person who is a member of the Pitjantjatjara, Yankunytjatjara or Ngaanyatjarra people.

Annual general meeting or AGM means a general meeting held in accordance with **rule 7.1**.

Applicant means a person who is eligible to become a member of the corporation and has applied to become a member according to **rule 5.1**.

Application for membership form means the form included in **Schedule 4—Application for membership form**

Board of directors or Board means the people elected or appointed according to **rule 8** to manage the affairs of the corporation in accordance with the Act and these rules.

Board of directors' minute book means the books and records in which the minutes of all directors' meetings (made under **rule 14.2.1**)

Books 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.

Common seal means the common seal of the corporation referred to in **rule 13**.

Communities (Community) means the Aboriginal communities and organisations (or an Aboriginal community or organisation) on the Lands as identified in Schedule 2.

Constitution means the set of special rules that govern the activities of a particular corporation or its members. The constitution includes corporation rules, recommended rules that have been either adopted or changed, replaceable rules that have been changed, rules that the corporation has added, and set laws that have been changed.

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

Council means the governing body of the respective Communities.

Director means a person who holds office as a member of the board of directors of the corporation according to **rule 8**.

Directors' meeting refers to meetings of the board of directors held according to **rule 11**.

Dispute has the meaning given in **rule 17**.

Dispute resolution process means the process set out in **rule 17**.

Executive Employees of the Corporation are the General Manager, the Manager of Corporate Services, the Operations Manager, the Chief Financial Officer, the Training Manager, the Regional Liaison Officer and the Community Communities Officer.

General meeting refers to both special general meetings and annual general meetings of the members of the corporation called and held according to **rule 7**.

General meeting minute book means the books and records in which the minutes of all general meetings (made under **rule 14.2.1**) and copies of any written resolutions passed without a general meeting (under **rule 7.12**) are kept.

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

Material personal interest has the meaning given to it in **rule 10.3**.

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

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

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.

Proxy form means the form included in **Schedule 5—Appointment of proxy**.

Proxy means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member, according to **rule 7.13**.

Registered native title body corporate or RNTBC means a prescribed body corporate whose name and address are registered on the National Native Title Register under the *Native Title Act 1993*.

Register of members means the register of members kept according to **rule 5.1.4**.

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

Replaceable rule is a rule under the **Act** that can be either apply as is or changed.

Resolution means a resolution, other than a special resolution, that has been passed by a majority of the votes cast by members or directors entitled to vote on the resolution at a general meeting or director's meeting respectively.

Constitution means a document consisting of **set laws** under the CATSI Act, the corporation's **constitution** and any **replaceable rules** that apply to the corporation).

Secretary means a person elected or appointed according to **rule 12**.

Set law means provisions extracted from the **Act**.

Special general meeting or SGM means a general meeting other than an annual general meeting.

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 19**.

The Lands means the lands as defined in the *Anangu Pitjantjatjara Yankunytjatjara Land Rights Act 1981*.

Torres Strait Islander means a descendant of an indigenous inhabitant of the Torres Strait Islands.

2. Interpretation

In these rules:

- (a) words in the singular include the plural and vice versa
- (b) the words 'including', 'include' and 'includes' are to be read without limitation
- (c) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules

Schedule 2 – Communities

1. Amata Community (Association)

Including Wallany, Wintawatu, Harry Creek, Walitjara, Ulkiya, Old Ulkiya, Tupul, Murunyi and Kunamata.

2. Pukatja Community (also known as Ernabella)

3. Kaltjiti Community (Aboriginal Corporation) (also known as Fregon)

Including Officer Creek, Watinuma, McCaul Bore, Centre Bore, Putatja, Double Tank, Morrison Bore, Irintata, Shirley Bore, Stockyard, West Bore No 1, West Bore No 2, Tjilpil No 1, Tjilpil No 2, Tjilpil No 3, Mulga Bore, Bob's Bore, Aparawilintja, Paw Paw, Kalpi, Pocket Well, Walalkara and Makiri.

4. Mimili Community (Association)

Including Corkwood Bore, Perenti Bore, Lennon's Swamp, Pigeon Bore, Ronald's Bore, Rob's Well, Kulitjara, Victory Well, Shannons, Wanmarra, Blue Hill, Gap Well, Boundary Bore, Antara, Undada, Wildcat Bore, Parakylia Bore, Maynard Bore, Sandy's Bore and Teeta Bore.

5. Iwantja Community Incorporated (also known as Indulkana)

Including Emu Rock Hole, Railway Bore, Lennon's Swamp, Urnerina, Marble Hill, Witjintitja, Rocky Well, Inparangu, Ininti, Inyinintyin, Wawi, Sailors Well, Wilkaru, Mintabe, Wallatina and Irriyanukutjara.

6. Wattaru Community (Aboriginal Corporation)

Including Kalyapiti.

7. Pipalyatjara Community (Association)

8. Pitjantjatjara Homelands Council (Aboriginal Corporation) (also known as Kalka)

Including Nyikukura, Mangu, Aparatjara, Old Aparatjara, Tjintalka, Malara, Putaputa, Willi Willi, Kunatjaru, Kuntjaru, Makurapiti and Ilitjara.

9. Murpatja Homelands Council (Aboriginal Corporation)

Including Nyapari, Kanpi, Angatja, Umpulkulu and Tankaanu.

10. Anilalya Council (Aboriginal Corporation) Also known as Turkey Bore.

Including Araleun, Womikata, New Well, Eagle Bore, Ulaypal, Ngarautjara, Itjinpiri, Racecourse, Tjutjunpiri, Balfour's Well, David's Well, Tjatja, Warrabillinna, Tjiwuru Bore, Blackhill No 1, Blackhill No 2, Blackhill No 3, Umpakanta, Aeroplane No 1, Aeroplane No 2, Donald's Well, Young's Well, Wintuwintujara, Katjikatjijara, Boomdoomyanna (Birthday Creek), Kenmore Swamp, Yunyarinyi, Echo Hill, Gosse Bore and Ilykuwaratja.

Schedule 3 – Code of Conduct

Code of Conduct for Board of Directors, General Manager, Secretary and All Staff

Introduction

This Code of Conduct provides a framework for appropriate behaviour for all staff of the Corporation, including the Secretary, General Manager and the board of directors. While it is not intended to cover all issues that may arise, this Code provides a framework within which staff can address ethical issues which may arise through the daily business of the Corporation.

This Code establishes a standard by which staff and management:

1. conduct themselves towards other staff or colleagues, staff representatives, government authorities and the general community;
2. perform their duties and obligations to the Corporation;
3. fulfil the functions and objectives of the Corporation; and
4. practice fairness and equity.

The Code is established on the organisational values of integrity, honesty, conscientiousness, compassion, courtesy, fairness, and respect.

The successful development of an ethical environment relies on individuals being responsible for their own professional behaviour within the provisions of this Code, policies of the Corporation, obligations of Federal and State legislation and relevant industrial instruments.

In this Code,

‘Staff’ includes all staff of the Corporation, the General Manager, the Secretary and the board of directors.

‘Conflicts of interest’ are assessed in terms of the likelihood that staff possessing a particular interest could be influenced, or might appear to be influenced, in the performance of their duties.

‘Public comment’ includes public speaking engagements, comments on radio and television, expressing views in letters to the newspapers or in books, journals or notices, or where it might be expected that the publication or circulation of the comment will spread to the community at large.

Policy

1. The Corporation expects staff to be diligent, impartial, courteous, conscientious and respectful in the performance of their duties and obligations to the Corporation and the community.
2. Staff should be guided by the Corporation’s objectives when dealing with other staff and the community.
3. The board of directors and the General Manager are responsible for the implementation and the maintenance of this Code.

The Code

Contents

1. Responsibility of Staff
2. Personal and Professional Behaviour
3. Natural Justice, Fairness and Equity
4. Use of the Corporation's Facilities and Equipment
5. Privacy and Use of Personal and Official Information
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10. Acceptance of Commissions, Gifts or Benefits
11. Influence to Secure Advantage
12. Public Comment and Use of Official Information
13. Personal Relationships Between Family Members
14. Staff Physical Presentation
15. Discrimination and harassment
16. Alcohol or Substance Abuse or Misuse
17. Outside Employment
18. Breaches of the Code of Conduct
19. Clarification of the Code

1 Responsibility of Staff

- 1.1. All staff have a responsibility to comply with any relevant legislation, the Constitution, Corporation procedures and this Code, and perform their duties effectively.
- 1.2. All staff have a responsibility to obey lawful and reasonable directions. If a staff member has reason to question the lawfulness of a direction, they are to discuss the matter with the General Manager. The lawfulness of a resolution cannot be questioned under this section.
- 1.3. Staff are to implement in an impartial manner the policies, decisions and resolutions of the board of directors that are relevant to their work.

2 Personal and Professional Behaviour

- 2.1. Staff must perform the duties associated with their position to the best of their ability diligently, impartially and conscientiously. In the performance of their duties, staff must:
 - 2.1.1. exercise proper courtesy, consideration, sensitivity, fairness and equity in their dealings with members, the community and fellow staff members;
 - 2.1.2. comply with legislative and industrial obligations and administrative policies;
 - 2.1.3. avoid harassing or intimidating behaviour towards any other person;

- 2.1.4. take reasonable care to protect their own health and safety and physical and mental health and safety of others;
- 2.1.5. fulfil their Equal Employment Opportunity and Occupational Safety & Health obligations;
- 2.1.6. maintain adequate documents to support decisions made;
- 2.1.7. treat all persons with courtesy and sensitivity to their rights and provide all necessary and appropriate assistance;
- 2.1.8. strive to obtain value for Corporation money spent and avoid waste and extravagance in the use of Corporation resources;
- 2.1.9. not take or seek to take improper advantage of any official information gained in the course of Corporation employment;
- 2.1.10. act responsibly when becoming aware of any unethical behaviour or wrong doing by any employee. Such information must be forwarded to the General Manager;
- 2.1.11. continuously improve work performance. All staff endeavour to actively pursue quality improvements; and
- 2.1.12. at all times portray a positive and professional image of the Corporation, its programs and services, including not using language which will offend other staff, members or visitors;
- 2.1.13. not make disparaging remarks about other staff members.

3 Natural Justice, Fairness and Equity

- 3.1. The principles of natural justice must be observed at all times.
- 3.2. Staff who are required to investigate complaints against other staff, or issues affecting staff, are expected to act consistently, promptly, and fairly.
- 3.3. Decisions involving individuals must be made on the basis of factual information and must be made in accordance with established procedures.
- 3.4. When using any authorised powers, staff must ensure that they take all relevant factors into consideration and have regard to the particular merits of each case.

4 Use of the Corporation's Facilities and Equipment

- 4.1. Staff must take all possible care in the use of Corporation property, goods, services and information and ensure they are used efficiently, carefully and honestly.
- 4.2. Unless permission has been granted by the General Manager, Corporation resources are not to be used for private purposes.

5 Privacy and Use of Personal and Official Information

- 5.1. Staff have an obligation to ensure that confidential information (including personal and commercial information) is secured against loss, misuse or unauthorised access, modification or disclosure.
- 5.2. Staff have a duty to maintain the confidentiality, integrity and security of official information for which they are responsible.

6 Information Technology

- 6.1. Staff must not access information which they are not authorised to access or use, and must not allow any other person access for any reason.
- 6.2. Staff must take all reasonable precautions, including password maintenance and file protection measures to prevent unauthorised access.
- 6.3. Staff have an obligation to maintain the security and confidentiality of the information systems over which they have responsibility or control and that are owned, leased or used under licence or by agreement by the Corporation.

7 Conflicts of Interest

- 7.1. The onus is on the individual staff member to notify the General Manager or the board of directors if a potential or actual conflict of interest arises.
- 7.2. The Corporation expects staff to:
 - 7.2.1. declare any conflict of interest; and
 - 7.2.2. avoid any detrimental outcome as a result of a conflict of interest.
- 7.3. An employee of the Corporation must declare any conflict to a director or the General Manager. The employee must whatever action the director or General Manager decides is necessary to avoid or resolve the conflict of interest.
- 7.4. If the General Manager or a director has a direct or indirect personal or pecuniary interest in a matter in relation to which he or she is required or authorised to act in the course of official duties, he or she—
 - 7.4.1. must, as soon as reasonably practicable, disclose to the board of directors full and accurate details of the interest; and
 - 7.4.2. must not, unless the board of directors otherwise determines, act in relation to the matter.
- 7.5. If the General Manager is prohibited from acting in relation to a matter under clause 6.4, the board of directors must immediately appoint the Secretary to act in the position of General Manager:-
 - 7.5.1. in relation only to the matter to which the conflict relates; or
 - 7.5.2. if in the opinion of the board of directors the conflict is substantial but that clause 7.11 does not apply, to act for the duration of the conflict.
- 7.6. If the General Manager or a director makes a disclosure of interest and complies with the other requirements of clause 7.4 in respect of a proposed contract—
 - 7.6.1 the contract is not liable to be avoided by the board of directors; and
 - 7.6.2. the General Manager or the director is not liable to account to the board of directors for profits derived from the contract.
- 7.7. If the General Manager or a director fails to make a disclosure of interest in respect of a proposed contract, the contract is liable to be avoided by the board of directors.
- 7.8. A contract may not be avoided under clause 7.7 if a person has acquired an interest in property the subject of the contract in good faith for valuable consideration and without notice of the contravention.
- 7.9. If the General Manager or a director has or acquires a personal or pecuniary interest, or is or becomes the holder of an office, such that it is reasonably foreseeable that a conflict might arise with his or her official duties, the General Manager or the director must, as soon as reasonably practicable, disclose to the board of directors full and accurate details of the interest or office.
- 7.10. A disclosure under this section must be recorded in the minutes of the board of directors.
- 7.11. If, in the opinion of the board of directors, a particular interest or office of the General Manager or the director is of such significance that the holding of the interest or office is not consistent with the proper discharge of the official duties of the General Manager or the director, the board of directors may require the General Manager or the director either to divest himself or herself of the interest or office or to resign from the office of General Manager or director (and non-compliance with the requirement constitutes a failure to comply with a duty and may form the basis for termination).
- 7.12. The General Manager or director is exempt from this section in respect of an interest in a matter—
 - 7.12.1. while he or she remains unaware that he or she has an interest in the matter, but in any proceedings against the General Manager or the director the burden will lie on the General Manager or director to prove that he or she was not, at the material time, aware of his or her interest; or
 - 7.12.2. that is shared in common with Anangu generally, or a substantial section of Anangu.

8 Financial Interests

- 8.1. Staff must avoid any financial involvement or undertaking that could directly or indirectly compromise or undermine the performance of their Corporation duties or the Corporation's objectives or activities.
- 8.2. Financial conflict of interest may arise where a staff member, who has a financial interest in a company, partnership or other business is in a position to influence contracts or transactions between the Corporation and that business.
- 8.3. This conflict may extend to any business undertaking in which staff and their immediate family or the staff member is acting in direct competition with the Corporation's activities or interests for personal gain.

9 Resolution of Conflicts of Interest

- 9.1. To resolve or manage a conflict of interest which occurs or could occur, the following options, among others, may apply:-
 - 9.1.1. the General Manager recording the details of the conflict and taking no further action in relation to the conflict because the potential for conflict is minimal or can be eliminated by disclosure or effective supervision;
 - 9.1.2. the General Manager removing the staff member from the particular activity or decision where the conflict arises and documenting this;
 - 9.1.3. the staff member transferring from the area of work or particular task where the conflict arises without disadvantage;
 - 9.1.4. the General Manager checking and endorsing (if appropriate) all departmental action with respect to the matter creating the conflict;
 - 9.1.5. the General Manager referring the decision to the board of directors;
 - 9.1.6. the staff member relinquishing the personal interest;
 - 9.1.7. the staff member restricting their personal interest so that it does not impinge on the workplace.

10 Acceptance of Commissions, Gifts or Benefits

- 10.1. Staff must not accept a gift, secret commission or a benefit if the gift or the benefit could be seen as inducing the staff member to act to the detriment of the Corporation's interests.
- 10.2. As a general rule, no staff member must accept a gift or benefit if it could be seen by the public, knowing the full facts, as intended or likely to cause that person to:
 - 10.2.1. perform their job in a particular way, which the person would not normally do, or
 - 10.2.2. deviate from the proper or usual course of duty.
- 10.3. Staff must not take advantage or seek to take advantage of their position in the Corporation to obtain a benefit, either for themselves or for someone else.
- 10.4. Staff may accept a personal gift of little value (\$100 or less) of a type generally used by the donor for promotional purposes, or moderate acts of hospitality, only if there is no additional cost to the Corporation.

11 Influence to Secure Advantage

- 11.1. No staff member shall elicit the improper influence or interest of any person to obtain promotion, transfer or other advantage.

12 Public Comment and Use of Official Information

- 12.1. Public comment by Corporation staff should not imply that the comment, although made in a private capacity, is in some way an official comment by the Corporation.
- 12.2. A staff member should disclose confidential or restricted information or documents acquired in the course of their employment only when required to do so by law, in the course of their duty, when called to give evidence in court, or when proper authority has been given. Approval to release confidential information must be sought from the General Manager and board of directors.

- 12.3. In circumstances where staff are requested to provide information they should provide it in a timely and accurate manner and which complies with the principles of Freedom of Information, confidentiality, and the rights of the individual.
- 12.4. Where staff are privy to information of a restricted nature which may compromise the position of the Corporation or infringe on the privacy of members of the Corporation the information should not be divulged.

13 Personal Relationships

- 13.1. As a general principle, staff must endeavour to adhere to the following:
- 13.1.1. no staff member should participate in the procedures for selection, performance appraisal, termination or transfer of any person with whom they have, or have had, a close personal relationship; and
- 13.1.2. the existence of a close personal relationship with a staff member should not constitute a bar to the employment, promotion, granting of tenure or transfer of any individual.

14 Staff Physical Presentation

- 14.1. In order to promote a positive image of the Corporation, and to ensure safe work practices, staff must:
- 14.1.1. Dress appropriately and responsibly for their duties with particular concern for safety
- 14.1.2. Dress and behave in a manner which demonstrates professionalism;
- 14.1.3. Maintain a high standard of personal hygiene.

15 Discrimination and harassment

- 15.1. The General Manager must take appropriate steps to ensure that the workplace is free from all forms of harassment and unlawful discrimination and ensure that staff are informed of the principles of equal opportunity.
- 15.2. Staff must not harass or discriminate against any person on the grounds of race (including colour, ethnic background or national identity), sex, marital status, disability, sexual preference, age, political or religious conviction, transgender or carer's responsibilities.
- 15.3. Harassment or discrimination may constitute an offence under the *Anti-Discrimination Act 1977*.
- 15.4. If a staff member is abused or harassed, the staff member must report the circumstances to the General Manager.

16 Alcohol or Substance Abuse or Misuse

- 16.1. The Corporation expects that staff will carry out their duties safely and refrain from any conduct including, alcohol or substance abuse or misuse.
- 16.2. Staff must not be under the influence of alcohol or other substances while they are at work.
- 16.3. Staff must ensure that the health and safety of other staff members and third parties is not endangered by such misuse.
- 16.4. Under no circumstances are staff to take or consume alcohol on the Lands.

17 Outside Employment

- 17.1. The Corporation will not restrain the activities of staff outside working hours provided staff obligations to the Corporation are not undermined or compromised.

18 Breaches of the Code of Conduct

- 18.1. Any complaint of a breach of this Code by an employee shall be referred to a director or the General Manager, and any complaint against a director or the General Manager shall be referred to the board of directors.

- 18.2. The director, the General Manager or the board of directors will arrange for an investigation of the breach to be conducted and if necessary, appoint suitably experienced and/or qualified external consultants to investigate the complaint.
- 18.3. Provided the complaint is not frivolous or vexatious, an investigation shall take place and be conducted promptly. The director, board of directors or the General Manager will respond to the complainant within 24 hours of receipt of the complaint.
- 18.4. All complaints will be treated as confidential.
- 18.5. The person the subject of the complaint is entitled to respond.
- 18.6. Following resolution of the complaint, follow up will be undertaken by the board of directors or the General Manager within two weeks and/or as appropriate thereafter.
- 18.7. Staff must be aware that the Corporation through the board of directors of the General Manager may apply sanctions if this Code of Conduct Policy is breached. Depending on the nature of the breach various sanctions maybe applied:
 - 18.7.1. counselling;
 - 18.7.2. actions as prescribed under the various award provisions;
 - 18.7.3. suspension; or
 - 18.7.4. laying of criminal charges or civil action.

19 Clarification of the Code

- 19.1. Where there is doubt as to the application of the Code, or the appropriate course of action to be adopted, staff affected must discuss the matter with the General Manager or a director.
- 19.2. If there is any conflict between this Code and legislation, the provision of the legislation will prevail. If staff are in doubt about the interpretation of the Code then the matter must be discussed with a more staff member, or the General Manager.

Schedule 4 – Application for membership form

APPLICATION FOR MEMBERSHIP
Corporations (Aboriginal and Torres Strait Islander) Act 2006

I, _____
(First of given name) *(Surname)*

Note: corporation's rules may permit corporate applicants.

Of _____
(address)

Hereby apply for membership of the:-

(Name of corporation)

I declare that I am eligible for membership.

Signed: _____ Date: _____

