

v. 15 DECEMBER 2020



# THE RULE BOOK OF YILLI RREUNG HOUSING ABORIGINAL CORPORATION (ICN 4241)

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

## The rule book contents

1.	Name .....	3
2.	Objectives.....	3
3.	Members .....	3
3.1	Who is eligible?.....	3
3.2	How to become a member .....	4
3.3	Members' rights .....	4
3.4	Members' responsibilities .....	4
3.5	Membership fee .....	5
3.6	Liability of members .....	5
3.7	How to stop being a member.....	5
3.8	Cancelling membership.....	5
3.9	Directors' limited right to cancel membership .....	5
3.10	The register/s of members and former members .....	6
4.	General meetings and AGMs.....	6
4.1	AGM timing.....	6
4.2	AGM business.....	6
4.3	Calling general and AGM meetings .....	6
	Directors agree to the request .....	7
	Directors apply to the Registrar to deny the request.....	7
4.4	General meeting business.....	7
4.5	Notice for general meetings and AGMs .....	7
4.6	Members' resolutions .....	8
4.7	Quorum at general meetings and AGMs .....	8
	How to count the quorum .....	8
4.8	Chairing general meetings and AGMs .....	8
4.9	Using technology at general meetings and AGMs .....	9
4.10	Voting at general meetings and AGMs .....	9
4.11	Demanding a formal count (i.e. a poll) .....	9
4.12	Proxies at general meetings and AGMs .....	9
4.13	Other people at general meetings and AGMs.....	9
4.14	Postponing a general meeting or AGM.....	10
5.	Directors.....	10
5.1	Role of directors.....	10
5.2	Number of directors.....	10
5.3	Eligibility of directors .....	10
5.4	Majority of director requirements .....	10
5.5	How to become a director .....	11
5.6	Directors' terms of appointment and rotation .....	11
5.7	Independent or specialist non-member directors .....	11
5.8	How to fill casual vacancies.....	11
5.9	How to stop being a director.....	12
5.10	How to remove a director .....	12
5.11	Directors' and officers' duties .....	12
5.12	Conflict of interest .....	13
5.13	Payments to directors .....	13
5.14	Related party benefit .....	13
5.15	Delegation of directors' powers .....	13
5.16	Calling and giving notice of directors' meetings .....	13
5.17	Quorum for directors' meetings .....	14
5.18	Chairing directors' meetings.....	14
5.19	Using technology.....	14
5.20	Resolutions by directors .....	14
6.	Contact person or secretary .....	14
7.	Records .....	15
8.	Finances .....	15
9.	Application of funds.....	15
10.	Dispute resolution.....	16
	Seeking assistance from the Registrar .....	16
11.	Changing the rule book .....	16
12.	Gift fund rules .....	16
13.	Winding up.....	17
	Surplus assets of the corporation .....	17
	Surplus assets of gift funds.....	17
	<b>Schedule 1—Application for membership form.....</b>	<b>18</b>
	<b>Schedule 2—Appointment of proxy form.....</b>	<b>19</b>
	<b>Schedule 3—Consent to become a director form.....</b>	<b>20</b>
	<b>Glossary .....</b>	<b>21</b>



## 1. Name

The name of the corporation is: YILLI RREUNG HOUSING ABORIGINAL CORPORATION.

## 2. Objectives

The Corporation is committed to improving the living standards of Aboriginal and Torres Strait Islander People, largely but not confined to the Darwin region, by operating a business that will:

- operate at best practice in its provision of a high quality, culturally appropriate housing services that offers, affordable housing, and associated housing support services;
- buy, sell and supply of goods and services that are related to the business activities of the Corporation;
- construct, maintain and alter of buildings or works necessary or convenient for any of the objects or purposes of the Corporation;
- provide a stepping-stone for Aboriginal and Torres Strait Islander people into affordable home ownership;
- bring about sustainable economic development of the Corporation;
- form partnerships and alliances with other service providers to develop a holistic strategy in assisting Aboriginal and Torres Strait Islander people to access and sustain permanent affordable housing;
- promote awareness within the wider community of local Indigenous housing issues;
- promote and encourage Aboriginal and Torres Strait Islander employment within the Corporation, and assist its employees to develop skills that will contribute towards individual and corporate goals;
- provide a compressive housing support service to all Aboriginal and Torres Strait Islander people without discrimination; and
- undertake any other activities related or incidental to the principal activities of the Corporation where deemed to be appropriate by the Directors;

To operate and maintain a gift fund to be known as 'The Yilli Rreung Housing Aboriginal Corporation Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.

## 3. Members

### 3.1 *Who is eligible?*

(i) A person who meets all of the following criteria is eligible for membership:

- A person who is at least 18 years of age;
- A person who:
  - (A) is an Aboriginal and Torres Strait Islander person; or
  - (B) a non-Aboriginal and Torres Strait Islander person, provided that at any one time there must not be more than one (1) non-Aboriginal and Torres Strait Islander member of the Corporation.
- A person who permanently resides within a distance of 250km of the Darwin GPO;
- A person who is not an employee of the Corporation;
- A person who is not an applicant for employment with the Corporation; and
- A person who was not employed by the Corporation during the five (5) year period prior to making an application for membership of the Corporation.

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

A person completes the membership application.

A person needs to be eligible under rule 3.1.

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

The directors must consider all applications for membership within a reasonable period after they are received.

The person's name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

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

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

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

## **3.3      *Members' rights***

A member can:

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

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

Each member has the following responsibilities:

- to comply with the Act and these rules
- to notify the corporation of any change in their address, phone number and email address within 28 days
- to comply with any code of conduct adopted by the corporation
- to treat other members and the directors with respect and dignity
- to adhere to the confidentiality of corporation business.
- to not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

- to declare any conflict of interest including but is not limited to, a material personal interest.

### **3.5 *Membership fee***

The corporation may charge membership fees the amount of the membership fee is to be determined by resolution in a general meeting

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

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

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

A person stops being a member if:

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

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

### **3.8 *Cancelling membership***

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

- can't be contacted for two (2) years
- Misbehaves.
- is not an Aboriginal or Torres Strait Islander person (if this is a requirement for membership).

The directors must give the person notice of seven (7) days for the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

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

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

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

To do this, the directors must:

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

**If the member does not object**, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution within seven (7) days.

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

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

The register/s must contain:

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

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

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

## **4. General meetings and AGMs**

### **4.1 AGM timing**

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

### **4.2 AGM business**

AGM business includes:

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

### **4.3 Calling general and AGM meetings**

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

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

Number of members in corporation    Number of members required to request a general meeting

2 to 10 members                    = 1 member

11 to 20 members                = 3 members

21 to 50 members                = 5 members

51 members or more              = 10 per cent of members

The members' request must:

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

- be given to the corporation's directors.

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

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

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

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

If the directors resolve that:

- the request is frivolous or unreasonable or
  - complying with the request would be contrary to the interests of the members as a whole
- a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

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

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

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

## **4.4 General meeting business**

General meetings business includes:

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

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

At least 21 days' notice must be given.

Notice must be given to:

- each member individually
- the directors
- the contact person or secretary

The notice must set out:

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

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



A notice of meeting:

- sent by post is taken to be given three (3) working days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

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

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

<b>Number of members in corporation</b>	<b>Number of members required to propose a resolution</b>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

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

The corporation must give notice of the resolution to all members in the same way as rule 4.5.

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

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

<b>Number of members in corporation</b>	<b>Number of members to make a quorum</b>
2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

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

To work out if there is a quorum:

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

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

The Chair Person chairs the meeting. If Chair Person not present, the Deputy Chair must chair the meeting. If they are not present the directors can elect another director.

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

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

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

Each member has one vote.

The chairperson has one vote (if he or she is a member) plus a casting vote.

A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

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

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

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

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

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

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

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

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

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

A non-member is not eligible to hold a proxy or attend a meeting.

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

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

A person must not be a proxy for more than two (2) members.

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

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

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

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

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

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

The directors must give 14 days' notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

## **5. Directors**

### **5.1 Role of directors**

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

The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

### **5.2 Number of directors**

The number of directors of the corporation is up to six (6).

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

### **5.3 Eligibility of directors**

A director (other than a director appointed under rule 5.7) must be:

- at least 18 years old
- be a member
- not be an employee of the corporation
- submit a resume
- has gone through the YRHAC skill matrix process
- must have the required skill set for the board
- sign the code of conduct and confidentiality.

A person is not eligible to become a director as per requirement of the CATSI (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)).

### **5.4 Majority of director requirements**

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people
- reside within a distance of 250km of the Darwin GPO
- be members of the corporation

The chief executive officer (CEO) may not be a director.

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

The corporation can appoint an appropriate (see 5.3) director by the members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting and appoint a member to fill the vacancy until the director returns or until the next AGM (see rule 5.8).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director and comply with section 5.4 of corporation rule book and have the skills required by the board at that time.

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

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

Directors (other than those appointed under rule 5.7)

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

To implement the rotation system:

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

## **5.7      *Independent or specialist non-member directors***

Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as an independent or specialist non-member director, the person must give the corporation their written consent to become a director and complete the corporation skills matrix .

Independent or specialist non-member directors are appointed for the term specified by the directors in their appointment. Independent or specialist non-member directors can be appointed for a term of one year, and they can be reappointed.

Independent or specialist non-member directors are not eligible to vote.

## **5.8      *How to fill casual vacancies***

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

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.9) and so the position of that director is vacant.

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

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

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

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

A person stops being a director if:

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

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

## **5.10     *How to remove a director***

By resolution of the members in a general meeting:

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

By the other directors:

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

## **5.11     *Directors' and officers' duties***

The duties are:

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

## **5.12 Conflict of interest**

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

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

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

## **5.13 Payments to directors**

A director cannot be paid a salary or sitting fees for their work as directors.

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

## **5.14 Related party benefit**

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

## **5.15 Delegation of directors' powers**

The directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- a member

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

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

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

Directors must meet at least every three months.

Directors may invite members to a director meeting. Members do not have the right to vote at these meetings.

All directors and members must be given reasonable notice of a meeting.

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

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

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

A majority of the directors must be present at all times during the meeting.

The number of directors required to make up a quorum in a directors' meeting are majority of directors.

The directors may not appoint a person as a director (eligible under 5.3) to make up a quorum for a directors' meeting.

### **5.18 Chairing directors' meetings**

There must be a chair for each directors' meeting.

Directors must elect a chair during the first directors' meeting after the AGM.

If the chairperson is not at the meeting, the directors must elect a director present to chair the meeting (other than the CEO).

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

### **5.19 Using technology**

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

### **5.20 Resolutions by directors**

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

- Each director has one vote.
- Members do not have the right to vote at directors' meetings.
- The chairperson of the meeting also has a casting vote if the vote is equal. Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

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

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

The directors appoint a contact person/secretary.

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

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

The contact person/secretary must pass on any correspondence received to at least one director, preferably chairperson, within 7 days.

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

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

## **7. Records**

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names, addresses and appointments and cessation dates of directors, officers and the contact person/secretary
- written financial records.
- register of actions and resolutions.
- strategic plan and a business plan.

All documents must be version controlled and updated periodically.

## **8. Finances**

The corporation must keep written financial records that:

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

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

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

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

## **9. Application of funds**

The corporation is a not-for-profit corporation.

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

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

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



## 10. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

### Seeking assistance from the Registrar

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

For more information on members' rights see rule 3.3

## 11. Changing the rule book

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

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

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

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

## 12. Gift fund rules

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

- to be named 'The Yilli Rreung Housing Aboriginal Corporation Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the corporation
- which must have credited to it any money received by the corporation because of those gifts.

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

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

- Receipts issued for gifts to the gift fund must state:
- the full name of the corporation

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

As soon as:

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

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

Allocation of gift fund is regulated under Yilli Rreung Housing Aboriginal Corporation Policy (Policy A022)

## **13. Winding up**

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

Where:

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

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

The surplus assets must not be given to any director or member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

All remaining community housing assets in a participating jurisdiction on winding up will be transferred to another registered community housing provider or to a housing agency in the jurisdiction in which the asset is located.

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

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

## Schedule 1—Application for membership form

### YILLI RREUNG HOUSING ABORIGINAL CORPORATION (ICN 4241)

Application for membership

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

apply for membership of the corporation.

I declare that I am eligible for membership.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of applicant

\_\_\_\_\_

Date

\_\_\_\_\_

### Corporation use only

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

## Schedule 2—Appointment of proxy form

YILLI RREUNG HOUSING ABORIGINAL CORPORATION (ICN 4241)

Appointment of proxy

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

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

am a member of the corporation.

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

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

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

\_\_\_\_\_ (insert date of meeting)

and at any adjournment of that meeting.

Signature of  
member appointing  
proxy:

\_\_\_\_\_

Date:

\_\_\_\_\_

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

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

## Schedule 3—Consent to become a director form

### YILLI RREUNG HOUSING ABORIGINAL CORPORATION (ICN 4241)

Consent to become a director

I, \_\_\_\_\_ (first and last name of person)

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

give consent to become a director of the corporation.

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

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

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

- have been convicted of an offence under the CATSI Act that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations
- Not adhering to the corporation code of conduct
- If I apply for a position in the corporation

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

Signature of person

\_\_\_\_\_

Date

\_\_\_\_\_

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

## Glossary

“ABN” (Australian Business Number) has the meaning given by section 41 of the A New Tax System (Australian Business Number) Act 1999.

“Aboriginal and Torres Strait Islander Corporation” is a corporation registered under Corporations (Aboriginal and Torres Strait Islander) Act (CATSI Act).

“Aboriginal and Torres Strait Islander person” means the following:

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

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

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

“AGM” means an Annual General Meeting of an Aboriginal and Torres Strait Islander corporation.

“Asset” means:

- (a) any legal or equitable estate or interest in real or personal property, whether actual, contingent or prospective; and
- (b) any right, power, privilege or immunity, whether actual, contingent or prospective.

“Audit” means an audit conducted for the purposes of CATSI Act.

“Board” the four directors elected or appointed according to rule five to manage the affairs of the corporation in accordance with the Act and these rules.

“Business day” means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

“Constitution” is an instrument (other than CATSI Act):

- (a) constituting, or defining the constitution of, an Aboriginal and Torres Strait Islander corporation; or
- (b) governing the activities of such a corporation or its members.

“Corporations Act” means the Corporations Act 2001.

"Contact person" means a person elected or appointed according to rule 6.

“Director” means a person who holds office as a member of the board of directors of the corporation according to rule 5.

“Directors’ meeting” means a meeting of directors of an Aboriginal and Torres Strait Islander corporation.

“Financial records” includes:

(a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

(b) documents of prime entry; and

(c) working papers and other documents needed to explain:

- (i) the methods by which a financial report is made up; and
- (ii) adjustments to be made in preparing a financial report.

“General meeting” means a general meeting of the members of an Aboriginal and Torres Strait Islander corporation. Refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 4.

“Liability” means any liability, duty or obligation, whether actual, contingent or prospective.

“ICN” (Indigenous Corporation Number) means the number given by the Registrar to an Aboriginal and Torres Strait Islander corporation on registration under subsection 26-1(2).

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

"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.

“Property” means any legal or equitable estate or interest (whether present or future and whether vested or contingent) in real or personal property of any description and includes a thing in action.

"Proxy form" means the form included in Schedule 2 - Appointment of proxy form.

"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 4.12.

“Quorum” means the minimum number of members that must be present at any meetings to make the meeting valid. A majority of the directors must be present at all times during the director’s meeting to make a quorum. Two members (if the corporation has 10 members or less) must be present at all times during the general meeting to make a quorum.

"Register of members" means the register of members kept according to rule 3.2.

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

“Related party” has the meaning given by CATSI ACT section 293-1.

"Secretary" means a person elected or appointed according to rule 6.

"Special general meeting" means a general meeting other than an annual general meeting.

"Special resolution" means, in relation to an Aboriginal and Torres Strait Islander corporation, a resolution:

(a) of which notice as set out in paragraph 201-35(1)(c) has been given; and

(b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

"Spouse" of a person includes a de facto partner of the person within the meaning of the Acts Interpretation Act 1901.

"YRHAC" means Yilli Rreung Housing Aboriginal Corporation

### **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) a reference to legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being

(d) headings and notes are used for convenience only and are not intended to affect the interpretation of these rules

(e) a word or expression defined in the Act and used, but not defined, in these rules has the same meaning given to it in the Act when used in these rules

(f) any inconsistency with the Act is to be resolved in favour of the Act.