

# **The Rule Book of Wirilu-Murra Yindjibarndi Aboriginal Corporation**

## **ICN 7483**

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: Wirilu-Murra Yindjibarndi Aboriginal Corporation.

## **2. Objectives**

The objectives of the Corporation are to:

- (a) Provide essential and urgent support in relation to the following for Yindjibarndi people:
  - (i) health and support;
  - (ii) education;
  - (iii) community support;
  - (iv) home support;
  - (v) employment; and/or
  - (vi) accessing opportunities.
- (b) Maintain cultural knowledge, respect and traditions of the Yindjibarndi people.
- (c) Support and empower the future generations of Yindjibarndi people.
- (d) Build, strengthen and support the Community.
- (e) Create a sustainable future for Yindjibarndi people through enterprise, investments, and a strong asset base.
- (f) Protect Yindjibarndi native title rights and interests.
- (g) Operate within a framework of accepted Australian good governance.

In carrying out its objectives, the Corporation shall ensure no portion of its funds or property are paid or applied directly or indirectly by way of dividends, bonus or otherwise however by way of profit to any member, except in accordance with Rule 11.

### **3. Membership**

#### **3.1 *Who is eligible?***

A member must:

- (a) be at least 18 years old; and
- (b) be recognised as a Yindjibarndi person according to Yindjibarndi lore and custom; and
- (c) make the declarations contained in the application for membership form.

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

- (a) A person applies in writing.
- (b) If a person is eligible under Rule 3.1 the directors may accept the application.
- (c) The person's name, address and date they became a member is put on the register of members.
- (d) The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

#### **3.3 *Members' rights***

- (a) A member can:
  - (i) attend, speak and vote at general meetings;
  - (ii) be made a director (unless disqualified or ineligible);
  - (iii) put forward resolutions at general meetings;
  - (iv) ask the directors to call a general meeting; and
  - (v) access the following books and records of the Corporation:
    - A. the register of members;
    - B. the minutes of meetings of members;
    - C. the Corporation's Rule Book; and
    - D. other documents as required by law.
- (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.

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

A member must:

- (a) follow these Rules;
- (b) let the Corporation know if they change their address;
- (c) treat other members with respect and dignity;
- (d) not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings;
- (e) not behave in a way that damages or may tend to cause significant damage to the Corporation whether or not that behaviour is wilful or reckless;
- (f) support the objectives of the Corporation;
- (g) agree to attend meetings of the Corporation and must not miss 2 consecutive AGM's without reasonable excuse;
- (h) participate in the Yindjibarndi Community; and
- (i) agree to comply with any policy, procedure, or code, as implemented from time to time by the members in respect to the conduct of members.

### **3.5 *Liability of members***

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

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

- (a) A person stops being a member if:
  - (i) they resign in writing;
  - (ii) they die; or
  - (iii) their membership is cancelled.
- (b) The person's name, address and date they stopped being a member is put on the register of former members.

### **3.7 *Cancelling membership***

- (a) If a member:
  - (i) can't be contacted for two years;
  - (ii) misbehaves; or

- (iii) is not an Aboriginal or Torres Strait Islander person,  
their membership can only be cancelled by special resolution at a general meeting in accordance with the CATSI Act.
- (b) Subject to Rule 3.7(c), if a member is not eligible for membership, ceases to be eligible for membership, or if the member has breached a provision of Rule 3.4 of this Rule Book or any other provision of this Rule Book relating to the conduct of members, the directors may cancel their membership by a two-thirds majority of the directors present at a meeting at which a resolution is put pursuant to this rule.
- (c) Before cancelling the membership, the directors must issue a show cause notice to the member asking the member to show cause why the member should not have their membership cancelled.
- (d) The notice must:
  - (i) be in writing;
  - (ii) be addressed to the member at the address that appears on the register;
  - (iii) provide adequate explanation for the reason for issuing the show cause notice; and
  - (iv) provide the member with a minimum of 14 days to submit a written reply or provide the member with an opportunity to attend the next Board meeting to discuss the matter, not later than 60 days from the date of issuance of the notice.
- (e) Where the chairperson receives notice from a member of their intention to respond in person, the chairperson must give notice in writing within 21 days to the member of the date of the next Board meeting.
- (f) A member who does not respond to a notice will be deemed to have no objection to their membership being cancelled and the directors may proceed to cancel the membership.
- (g) Where a member responds in writing to the Board, or speaks to the Board in response to a notice and following the hearing of the member, the Board must, within 21 days:
  - (i) issue a notice of cancellation of membership to the member; or
  - (ii) issue a notice in writing affirming the membership of the member; and/or
  - (iii) issue a notice to the member providing for an opportunity to rectify any outstanding issue.

- (h) A person who has had their membership cancelled by the Board may make an application for review of the decision at the next general meeting of members. An application for a review of the decision must:
  - (i) be made in writing;
  - (ii) be addressed to the Board; and
  - (iii) be received by the Board of directors within 21 days of the applicant receiving notice that membership has been cancelled.
- (i) Upon receipt of a request for review of a decision to cancel membership the Board must:
  - (i) within 21 days acknowledge receipt of the request in writing addressed to the applicant;
  - (ii) place the application for review on the agenda of the next general meeting;
  - (iii) inform the applicant of the date of the next general meeting at least 14 days prior to the date of the general meeting;
  - (iv) inform the applicant at least 14 days prior to the date of the general meeting of the time they may be present to put their case to the general meeting; and
  - (v) where the next general meeting is less than 14 days from the date of receipt of the application for review, the Board is not bound by the time limits provided for in Rule 3.7(i).
- (j) The general meeting of members may rescind the cancellation on a majority vote. Failure to achieve a majority vote will be confirmation of the decision of the Board.
- (k) A person whose membership has been cancelled will not be eligible to re-apply for membership without approval at a general meeting.

### **3.8 *The register of members and former members***

- (a) The Corporation must keep a register of current and former members that includes:
  - (i) names and addresses;
  - (ii) the date when the names were put on the register; and
  - (iii) for former members, the date when they stopped being a member.
- (b) It must be kept at the Corporation's document access address or registered office. The register of members must be available at the annual general meeting (**AGM**).

## **4. Meetings**

### **4.1 AGM timing**

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

### **4.2 AGM business**

AGMs are for:

- (a) confirming the minutes of the previous general meeting;
- (b) presenting reports: general, financial, directors’;
- (c) electing directors;
- (d) choosing an auditor (if required) and agreeing on the fee;
- (e) checking the register of members; and
- (f) asking questions about how the Corporation is managed.

### **4.3 General meetings**

- (a) A general meeting must be called for a proper purpose.
- (b) A director can call a general meeting and members can ask directors to call a general meeting.
- (c) The directors must call the general meeting within 21 days.

<b>Number of members in Corporation</b>	<b>Number of members needed to ask for a general meeting</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

### **4.4 General meeting business**

General meetings are for:

- (a) confirming the minutes of the previous general meeting; and
- (b) everything in the notice of the meeting.



## **4.5 Notice for general meetings**

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

## **4.6 Members' resolutions**

- (a) Members can propose a resolution by giving notice of it to the Corporation.

<b>Number of members in Corporation</b>	<b>Number of members needed 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

- (b) The notice must set out the resolution in writing and must be signed by the members proposing it.
- (c) The Corporation must give notice of the resolution to all people entitled to it (see Rule 4.5).
- (d) The Corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice has been sent out.

## **4.7 Quorum at general meetings**

<b>Number of members in Corporation</b>	<b>Number of members to make a quorum</b>
or less members	= 2 members
to 90 members	= 5 members
91 members or more	= 10 per cent of 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. If there is still no quorum, the meeting is cancelled.

## **4.8 Chairing general meetings**

The chairperson will chair general meetings. If they are not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

## **4.9 Using technology**

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

## **4.10 Voting**

- (a) Each member has one vote.
- (b) The chair has one vote (if he or she is a member) plus a casting vote.
- (c) A resolution at a general meeting should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by majority vote.
- (d) A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final.
- (e) A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands - for example, by writing on a voting paper or placing marbles in labelled jars).
- (f) The chair tells the meeting whether they have received any proxy votes and what they are.
- (g) The chair declares the results of the vote, on a show of hands, or when a poll is demanded.

## **4.11 Demanding a poll**

- (a) Any member entitled to vote on the resolution or the chair can demand a poll. A poll can be held before or after a show of hands vote.
- (b) A poll on the election of a chair or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chair directs.

## **4.12 Proxies**

- (a) Members can appoint another member as proxy to attend meetings and vote for them. Members can only appoint a person who is not a member as proxy with the prior approval of the Board.
- (b) Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
- (c) A proxy appointment must contain the member's name and address, the Corporation's name, the proxy's name, the meeting where the proxy is going, it must be signed by the member.
- (d) The Corporation must receive the proxy's appointment at least 48 hours before the meeting.
- (e) A person must not be a proxy for more than one member, other than directors who may be a proxy for more than one member.

# **5. Directors**

## **5.1 Number of directors**

- (a) The minimum number of directors is 3 directors and the maximum number of directors is 8 directors, comprised of:
  - (i) no more than 6 directors who are members of which no more than 3 can be female and no more than 3 can be male (unless there are insufficient nominations to appoint at least 3 females and 3 males); and
  - (ii) no more than 2 independent directors.
- (b) If the number of directors falls below the minimum set by the Corporation, the directors must appoint at least the number of directors required to reach the minimum number required.
- (c) If the number of directors falls below the minimum required for more than 30 days, the directors must call a general meeting of members and the meeting must elect at least the minimum number of directors required.

- (d) If the number of directors falls below the minimum number required, the directors may not make decisions except those necessary to appoint new directors or to call a general meeting of members to elect new directors.

## **5.2 Eligibility of directors**

A director of the Corporation must:

- (a) be at least 18 years old;
- (b) except for an independent director have been a member for more than 12 months prior to the date of the meeting at which the election of directors is to take place; and
- (c) not be bankrupt.

## **5.3 Majority of director requirements**

- (a) A majority of directors of the Corporation must:
  - (i) be individuals who are Aboriginal or Torres Strait Islander people;
  - (ii) usually reside in Australia;
  - (iii) be members of the Corporation; and
  - (iv) not be employees of the Corporation.
- (b) The Corporation manager may be a director but cannot chair directors' meetings.

## **5.4 How to become a director**

- (a) To be eligible for election as a member director a person must be nominated. The nomination:
  - (i) must be on the form prescribed by the Corporation and attached at Schedule 3; and
  - (ii) must be signed by the person being nominated and two members; and
  - (iii) must be submitted not later than at the general meeting at which the member wants to stand for election as a director.
- (b) The Corporation can appoint a director by resolution passed at a general meeting. The Board may appoint up to 2 non-member independent directors.
- (c) In appointing an independent director, the Board may consider the candidate's expertise and skills in:
  - (i) financial management;
  - (ii) corporate governance;

- (iii) community development;
  - (iv) government relations;
  - (v) law; or
  - (vi) any other relevant specialist field that will be of benefit to the Corporation's activities.
- (d) Directors must give the Corporation their consent in writing to become a director.
- (e) The Corporation must send the Registrar the directors' personal details within 28 days after they are appointed. The Corporation can use the Registrar's *Notification of a change to Corporation officers' details* form.

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

- (a) A director who is a member will continue to be a director for a term of 2 years from the date of their appointment except as otherwise set out in this Rule 5.
- (b) An independent director will be appointed for a term of 1 year.
- (c) 50% of the member directors elected at the first AGM after this Sub-Rule 5.5 takes effect (rounded down to the nearest whole number if an odd number of member directors is elected at that AGM) will only hold office until the next AGM.
- (d) The directors to which this Rule shall apply will be determined by agreement between the directors. If the directors are not able to reach agreement on this, a random draw will be conducted to determine which directors this Rule will apply to.
- (e) At every subsequent AGM an election shall be held to fill any available vacancies for member directors. Where there is an extension in time granted for holding an AGM at which directors are to be elected, the term of directors shall extend to the date of the AGM, provided their 2 year term has not expired. A director is eligible for re-election or re-appointment.

### **5.6 How to become an office bearer (for example, chairperson or vice-chairperson)**

- (a) At the first directors' meeting after each AGM, the directors elect the office bearers of the Corporation from the directors.
- (b) There shall be a chairperson, and a deputy chairperson who shall be the office bearers.

### **5.7 How to fill vacancies**

- (a) Directors can fill casual director vacancies, including office bearers. Directors can appoint someone as a director to make up a quorum.

- (b) In the case of a member director, their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

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

- (a) A director dies.
- (b) A director resigns, in writing.
- (c) A director's appointment expires.
- (d) A director is removed as a director by the members or the other directors.
- (e) A director is disqualified from managing a Corporation.

### **5.9 *How to remove a director***

- (a) By the members:
  - (i) 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).
  - (ii) The Corporation must give the director concerned a copy of the notice as soon as possible.
  - (iii) The director can give the Corporation a written statement and speak at the meeting.
  - (iv) The statement must be given to everyone entitled to notice of the meeting (see Rule 4.5).
- (b) By other directors:
  - (i) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
  - (ii) Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
  - (iii) If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

### **5.10 *Directors' and officers' duties***

- (a) The duties of directors include but are not limited to:
  - (i) the duty to act with care and diligence; and
  - (ii) the duty to act in good faith and for a proper purpose; and
  - (iii) the duty to disclose a conflict of interest (material personal interest); and

- (iv) the duty not to improperly use position or information; and
  - (v) the duty to be properly informed about the financial position of the Corporation; and
  - (vi) the duty to not trade while insolvent; and
  - (vii) be an honest, fit and proper person; and
  - (viii) agree to act in the best interests of the Corporation and not do anything wilfully, recklessly or carelessly to damage or harm the Corporation; and
  - (ix) agree to undertaking training and development for directors.
- (b) The directors cannot delegate their duties to non-directors. The business of the Corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the Corporation except any that the CATSI Act or this Rule Book requires the Corporation to exercise in general meeting.

### **5.11 Conflict of interest (material personal interest)**

- (a) A director who has a material personal interest in a Corporation matter must tell the other directors.
- (b) They must give details of what the interest is and how it relates to the Corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.
- (c) A director who has a material personal interest must not:
  - (i) be present at the directors' meeting while the matter in question is being considered; or
  - (ii) vote on the matter,
 unless allowed to do so under the CATSI Act.

### **5.12 Payment**

- (a) The directors are entitled to be paid remuneration as determined by resolution at a general meeting.
- (b) Directors are also entitled to be paid if they are employees of the Corporation or they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).
- (c) The Corporation may also pay the directors' travelling and other expenses for attending meetings or to do with other Corporation business.

### **5.13 Delegation**

- (a) Directors can pass a resolution to delegate any of their powers to:
  - (i) another director;
  - (ii) a committee of directors; or
  - (iii) an employee of the Corporation.
- (b) The delegate must follow the directions of the directors when using the delegated powers. A delegation of power does not include a delegation of director duties or responsibility.

### **5.14 Related party benefit**

If a Corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

### **5.15 Directors' meetings**

- (a) Directors must meet at least every two months.
- (b) The directors will usually decide at a meeting when and where the next meeting will be.
- (c) A director can call a meeting by giving reasonable notice to all the other directors. The directors may delegate the calling of meetings to another person such as a Board secretary.

### **5.16 Quorum for directors' meetings**

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

### **5.17 Chairing directors' meetings**

The directors can elect a director to chair their meetings. They must decide how long that director will be the chair.

### **5.18 Using technology**

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



## **5.19 Resolutions at directors' meetings**

- (a) A resolution of directors must be passed by a majority of the votes. The chair has a vote, plus a casting vote.
- (b) Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it. The resolution becomes effective when the last director signs the resolution.

## **5.20 Independent directors**

- (a) The Board may appoint up to two non-member independent directors.
- (b) In appointing an independent director, the Board may consider the candidate's expertise and skills in:
  - (i) financial management;
  - (ii) corporate governance;
  - (iii) community development;
  - (iv) government relations;
  - (v) law; or
  - (vi) any other relevant specialist field that will be of benefit to the Corporation's activities.
- (c) The independent director must give the Corporation his or her consent in writing to be a director before being appointed.
- (d) The independent director will be appointed for a term of one year. They are eligible to be re-appointed.
- (e) Such re-appointment must be recorded as a resolution by the directors, which must be made without the independent director present.

## **6. Contact Person or Secretary**

- (a) The contact person or secretary must be at least 18 years old. The directors appoint a contact person or secretary, which may or may not be a director.
- (b) The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.
- (c) The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- (d) The contact person or secretary must give the Corporation their consent in writing to become a contact person before being appointed.

- (e) The Corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. The Corporation can use the Registrar's *Notification of a change to Corporation officers' details* form.

## **7. Public statements**

- (a) The chairperson is authorised to make public statements on behalf of the Corporation.
- (b) The Corporation manager is authorised to make public statements on behalf of the Corporation.
- (c) The directors may authorise by a majority any other person to make a public statement on behalf of the Corporation.
- (d) The directors by a majority may withdraw the authority of any individual to make public statements.

## **8. Records**

- (a) The Corporation must keep the:
  - (i) minutes of meetings (in writing or as an audio or video recording);
  - (ii) Rule Book (constitution);
  - (iii) register of members and former members;
  - (iv) names and addresses of directors, officers and the contact person; and
  - (v) financial records (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals).

They must be kept at the Corporation's document access address or registered office.

- (b) The Corporation must keep written financial records that:
  - (i) correctly record and explain its transactions and financial position and performance; and
  - (ii) would enable financial reports to be prepared and audited consistent with the Australian Accounting Board Standards or any Standards that may replace or supersede the Australian Accounting Board Standards and any other applicable laws.

This obligation extends to transactions undertaken as trustee.

- (c) The financial records must be retained for the period prescribed by law but in any event must be retained for at least 5 years after the transactions covered by the records are completed.
- (d) If any the records that the Corporation is required to keep are kept in electronic form:
  - (i) the records must be convertible into hard copy; and
  - (ii) the hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.

## **9. Finances**

All money of the Corporation must be deposited into the Corporation's bank account. The Corporation must give receipts for all money it receives.

## **10. Corporation Manager**

Subject to the direction of the Board and the objectives of the Corporation, the Corporation manager is responsible for overseeing the day-to-day business, management and safe operations of the Corporation in line with the delegated authority approved by the directors.

## **11. Application of Funds**

- (a) The Corporation's income and property must be applied solely towards promoting the objectives of the Corporation. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any members or directors.
- (b) Directors can use the money and property of the Corporation to carry out its business. They cannot give the money and property to members of the Corporation except in accordance with this Rule Book and any related policies of the Corporation.

Note: This Rule does not stop the Corporation from making reasonable payment as permissible in accordance with its charitable status to:

- a member in their capacity as an employee or officer; or
- a member under a contract for goods or services provided; or
- a member by way of special assistance in accordance with the objectives set out in Rule 2 as approved by the directors.

## **12. Gift Fund Requirements**

- (a) The Corporation may (and will, if required under the Tax Act), establish and maintain, for the specific purposes set out in Rule 12, the gift fund:
  - (i) to which gifts of money, contributions or property for those purposes are to be made;
  - (ii) to which any money received by the Corporation because of those gifts, contributions or property is to be credited; and
  - (iii) that does not receive any other money, contributions or property.

### **12.1 Rules applying to the gift fund**

- (a) The gift fund will not be maintained for the purpose of profit or gain to the members of the Corporation.
- (b) All gifts or contributions made to the gift fund and any money received because of those gifts or contributions will be applied solely towards the promotion of the objects of the Corporation set out in Rule 2 and no portion of the gift fund will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Corporation.
- (c) The Corporation must maintain a separate bank account for the gift fund and must comply with subdivision 30-BA of the *Income Tax Assessment Act 1997 (Tax Act)* with respect to the administration of the gift fund.
- (d) The gift fund will be administered by a committee of not less than three persons appointed by the management committee (the gift fund committee), a majority of which must be Responsible Persons. The gift fund committee will have the sole responsibility for decisions regarding the use and application of all gifts or contributions made to the gift fund and any money received because of those gifts or contributions for the purposes set out in Rule 2.
- (e) In accordance with the Tax Act, receipts issued for gifts must state:
  - (i) the name of the Corporation;
  - (ii) the ABN applicable to the Corporation; and
  - (iii) the fact that the receipt is for a gift.
- (f) Rules # and # apply only if the Corporation is required to establish a gift fund by the Tax Act unless otherwise determined by the management committee.

### **12.2 Winding up the gift fund**

If the Corporation's endorsement as a deductible gift recipient is revoked or the gift fund is wound up (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation to which income tax deductible gifts can be made:

- (a) gifts of money, contributions or property for the principal purpose of the Corporation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Corporation; and
- (c) money received by the Corporation because of such gifts and contributions.

### **13. Winding Up**

If the Corporation is wound up all surplus assets after the satisfaction of all debts and liabilities shall be transferred to another charitable organisation to with similar purposes which is not carried on for the profit or gain of its individual members, or applied for similar charitable purposes.

### **14. Dispute Resolution**

- (a) If a dispute arises, the parties must first try to resolve it themselves.
- (b) If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- (c) The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- (d) The directors or any of the dispute parties may ask the Registrar for assistance.
- (e) The directors must help the parties resolve the dispute within 20 business days after the Corporation receives the notice.
- (f) If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

### **15. Changing the Rule Book**

- (a) The Rule Book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting.
- (b) Within 28 days after the resolution is passed, the Corporation must send the Registrar:
  - (i) a copy of the changes;
  - (ii) a copy of the minutes of the meeting; and
  - (iii) a request to change Corporation Rule Book form.
- (c) The changes do not take effect until the new Rule Book is registered by the Registrar.

## Schedule 1 - Application for membership form

To avoid delays in the approval process please ensure you provide the required information:

- Copy of Applicant's birth certificate
- Copy of family tree or;
- Copy of any documents that explain your Yindjibarndi ties

SECTION 1 - APPLICANT DETAILS			
First Name	Middle Name	Last Name	
SECTION 2 – PERSONAL DETAILS			
Date of Birth:			
Residential Address:		Town Post Code	
Postal Address:		Town Post Code	
Email Address:		Mobile:	
SECTION 3 – APPLICANT MOTHER'S DETAILS			
Father of Applicant:			
Grandmother Name:		Grandfather Name:	
SECTION 4 – APPLICANT FATHER'S DETAILS			
Mother of Applicant:			
Grandmother Name:		Grandfather Name:	
SECTION 5 – CHILDREN'S DETAILS			
Child 1:		Child 3:	
Child 2:		Child 4:	

*If more than four (4) children, please attach documents.*

By signing this Application, I declare the following:

- I am at least 18 years old; and
- I am recognised as a Yindjibarndi person according to Yindjibarndilore and custom; and
- I support the objectives of the Corporation; and
- I agree to attend meetings of the Corporation; and
- I participate in the Yindjibarndi Community; and
- I agree to comply with this Rule Book; and
- I agree to comply with any policy, procedure, or code, as implemented from time to time by the members in respect to the conduct of members.

#### SECTION 6 – SIGN AND DATE

Member Signature:		Date:	
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#### OFFICE USE ONLY

Date application Received:	
Date application Approved or Declined: <i>(If declined – give reason)</i>	
Date entered on WMYAC Members List:	
Date entered on WMYAC Member Assistance Register:	
Date entered on WMYAC Member Mail-Out List:	
Date entered on ORIC website:	

## Schedule 2 - Proxy form

Appointment of proxy

Wirilu-Murra Yindjibarndi Aboriginal Corporation

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

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

being a member of Wirilu-Murra Yindjibarndi Aboriginal Corporation

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

being a member of the Corporation or person otherwise approved by the Board

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 the \_\_\_\_\_ day \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of that meeting.

(Optional - if member wishes to specify the way the proxy is to vote on a particular resolution, include additional information here).

Signed: \_\_\_\_\_  
(Signature of member appointing proxy)

Date: \_\_\_\_\_

NOTE: A proxy must be a member unless prior approval has been obtained from the Board and a proxy must not exercise proxies for more than 1 member.



## Schedule 3 - Nomination and Consent to become a director form

Nomination to be a director

Wirilu-Murra Yindjibarndi Aboriginal Corporation

The following two members submit a nomination for a member to be a director:

Name of Member 1 \_\_\_\_\_

Address of Member 1 \_\_\_\_\_

Signature of Member 1 \_\_\_\_\_

Date \_\_\_\_\_

Name of Member 2 \_\_\_\_\_

Address of Member 2 \_\_\_\_\_

Signature of Member 2: \_\_\_\_\_

Date \_\_\_\_\_

The above members nominate the following member to be a director:

Nominated Member's Name \_\_\_\_\_

Consent to become a director

Wirilu-Murra Yindjibarndi Aboriginal Corporation

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 was \_\_\_\_\_ (date of birth)

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

I confirm/ agree that I:

- am at least 18 years old;
- have been a member for more than 12 months prior to the date of the meeting at which the election of directors is to take place;
- am not bankrupt;
- am a fit and proper person;
- agree to act in the best interests of the Corporation and not do anything wilfully, recklessly or carelessly to damage or harm the Corporation;
- accept the nomination to be a director; and
- agree to undertaking training and development for directors.

I also acknowledge I am automatically disqualified from managing corporations if I:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement;
- have been disqualified under the Corporations Act 2001 from managing corporations;
- and I will notify the Corporation if any of the above events occur after my appointment.

Signature of person:

Date:

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

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