

# THE RULE BOOK

— condensed

## **Mandjah Boodjah Aboriginal Corporation**

**ICN: 4502**

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 **Mandjah Boodjah Aboriginal Corporation**

Mandjah Boodjah – is our spiritual meeting place of respect on heart land. At Mandjah Boodjah we respect and support elders and strengthen culture by living in harmony, overcoming racial intolerance and teaching our children and others the Nyoongar traditions of being the “Carers of Everything”.

## **2. Nature of the Corporation**

The corporation is a not-for-profit organisation established to act in a manner consistent with that of a public benevolent institution and which is a body that may receive deductible gifts under the Income Tax Assessment Act 1997 as amended from time to time under any legislative provision enacted in substitution for those provisions.

## **2. Objectives**

The corporation aims to:

The principal object for which the Corporation is established is to own land or to have a leasehold interest in land for the following purposes:

- (a) To recognise the prior ownership of land by Indigenous people and maintain a clear commitment to the rights of Indigenous people to negotiate and participate fully in land issues.
- (b) The relief of poverty and disadvantage caused by sickness, ageing, housing stress and homelessness.
- (c) To recognise the significance of land in the maintenance and renewal of traditional culture and to enhance the physical, social, cultural, spiritual and economic well-being of present and future generations of Indigenous people.
- (d) To provide and maintain co-operative housing, under the control and management of its members, for the purposes of providing affordable accommodation to low to moderate income earners, within a culturally supportive, safe, sustainable and diverse community.
- (e) To establish, restore and maintain Indigenous cultural landscapes with native vegetation amidst facilities and housing based on the principles of ecological sustainable living.
- (f) To create a harmonious Indigenous community which respects the contributions and knowledge of community elders in providing leadership, values and supports keeping, renewing and promoting traditional Indigenous culture and values co-existence with people of diverse backgrounds.
- (g) To support principles, processes and programs which value reconciliation, multiculturalism, and recognise the social, cultural and spiritual value of diversity among people to create a sustainable and healthy community.

- (h) To promote awareness in the wider community of Indigenous culture, sustainable practices, multiculturalism and support economic community initiatives which promote self-sufficiency and co-operation.
- (i) The establishment of an Indigenous cultural and educational centre within our supportive and sustainable community village, under the control and management of its members, for the purpose of providing a community meeting place and facilities for educational and cultural programs for members and the wider Indigenous and non-Indigenous community.
- (j) To operate and maintain a gift fund to be known as “The Mandjah Boodjah Gift Fund” in accordance with the requirements of the Income Tax Assessment Act 1997.

### **3. Members**

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

A member must be:

- at least [18] years of age; and
- an Aboriginal or Torres Strait Islander person who is, or has been invited to become a resident of the properties managed by the corporation;
- signs a statement to the effect that the person applying for membership understands the rules of the corporation and agrees to abide by them;
- pays a fee determined by the corporation at a general meeting;
- participates in a “welcome to mandjah boodjah” ceremony;
- a non-Indigenous person who is a ‘minority’ resident of the properties managed by the corporation.

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

A person applies in writing.

A person is eligible under rule 3.1.

The directors agree.

#### **3.3 *Members’ rights***

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting

- can look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

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

A member:

- must follow these rules
- lets the corporation know if they change their address
- treats other members with respect.

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

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

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

A person stops being a member if:

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

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

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

If a member:

- can't be contacted for two years
- misbehaves or
- the member can only be removed by special resolution at a **general meeting**. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a **directors meeting**. Before the meeting, directors need to give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

### ***3.8 The register of members***

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the list
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non- Aboriginal and Torres Strait Islander members)
- for former members, the date when they stopped being a member.

It must be kept at the corporation's document access address.

It 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:

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

### **4.3 General meetings**

A director can call a general meeting.

Members can ask directors to call a general meeting.

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% of members

### **4.4 General meeting business**

General meetings are for:

- confirming the minutes of the previous general meeting
- everything in the notice of the meeting.

### **4.5 Notice for general meetings**

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

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

Members can propose a notice of a resolution and then give 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% 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 people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

#### ***4.7 Quorum at general meetings***

A quorum shall be five members of the corporation.

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

#### ***4.8 Chairing general meetings***

The chairperson will chair general meetings. If the chairperson is 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***

Each member has one vote. The chair has one vote (if he or she is a member).

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.)

The chair tells the meeting that proxy votes are not permitted.

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

#### ***4.11 Demanding a poll***

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.

#### ***4.12 Proxies***

Members are not permitted to appoint a person as proxy to attend meetings and vote for them.

### **5. Directors**

#### ***5.1 Number of directors***

The number of directors of the corporation is decided at the general meeting.

The minimum number is 3 directors (including office bearers), and the maximum number is 7 directors (including office bearers).

#### ***5.2 Eligibility of directors***

A director must be:

- at least 18 years old
- a member of the corporation
- an Aboriginal and Torres Strait Islander resident or who has been invited to become a resident of a property managed by the corporation.
- A non-Indigenous resident member of the Corporation is allowed so long as a majority of directors are Aboriginal and Torres Strait Islander people.

#### ***5.3 Majority of director requirements***

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander persons (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- members of the corporation
- not be employees of the corporation.

The chief executive officer may be a director but cannot chair the directors' meetings.



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

The corporation can appoint a director by resolution passed at a general meeting.

Directors must give the corporation their consent in writing to be a director.

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

Directors are appointed at the annual general meeting for a term of two years. They are eligible to be re-elected.

#### **5.6 *How to become an office bearer (chairperson, vice-chairperson, treasurer)***

At the first director's meeting after each AGM, the directors elect the office bearers of the corporation from the directors.

There shall be a Chairperson, Vice-Chairperson and Treasurer who shall be the office bearers.

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

Directors can fill casual director vacancies, including office bearers.

Directors can appoint someone as a director to make up a quorum. 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 director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

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

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors meetings without a reasonable excuse.
- 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 by resolution.

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

The duties are:

- a duty of care and diligence
- a duty of good faith
- a duty to disclose a conflict of interest (material personal interest)
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

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

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

This notice 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.

#### ***5.12 Payment***

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

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

#### ***5.13 Delegation***

Directors can delegate, by passing a resolution, any of their powers to:

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

#### ***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***

Directors must meet at least every three months.

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.

#### ***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 resolution of directors must be passed by a majority of the votes.

The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

### **6. Contact person**

The contact person must be at least 18 years old.

The directors appoint a contact person.

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

The contact person must pass on any correspondence received to at least one of the directors within 14 days.

The contact person must give the corporation their consent in writing to become a contact person.

### **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 and addresses of directors, officers and the contact person
- financial records.

They must be kept at the corporation's document access address.

### **8. 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.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting.

## **9. Application of funds**

Directors can use the money and property of the corporation, not subject to any special trust or conditions by funders, to carry out its objectives. Directors cannot give the money and property to members of the corporation. Subject to the CATSI Act and the corporation's rules, no portion of the funds or property of the corporation may be paid or distributed to any member of the corporation.

This rule does not prevent: (a) the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities as an employee); or (b) reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where they are to be provided).

## **10. Winding up**

The winding up of the corporation shall be in accordance with the CATSI Act.

If upon the winding up of the corporation there remains, after satisfaction of all debts and liabilities, any property or monies, that property or monies shall not be paid to or distributed amongst members of the Corporation. That property or monies shall not be transferred or paid to another corporation, company, authority or institution, which has similar objects to the Corporation, which is not carried on for the profit or gain of individual members and which is a body that may receive tax deductible gifts under the Income Tax Assessment Act 1997 as amended from time to time under any legislative provision enacted in substitution for those provisions.

## **11. 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.

If the dispute is about the CATSI Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.

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 at a general meeting.

## **12. Sub-Committees**

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

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

- have a quorum of three (3) at its meetings, unless the sub-committee resolves that a larger number shall be a quorum;
- appoint one of its members to be responsible for calling meetings of the sub-committee and inform the directors of the name of the responsible person.

## **13. Gift Fund**

- (1) The corporation shall maintain for the main purpose of the corporation a gift fund:
  - (a) To be named “The Mandjah Boodjah Gift Fund”
  - (b) Which can receive gifts of money or property for the purposes of the objectives of the corporation
  - (c) Which can have to credited to it any money received by the corporation because of those gifts.
- (2) The gift fund cannot receive any money or property other than that stated at (b).
- (3) The corporation shall use gifts made to the gift fund and any money received because of them only for the principle purpose of the corporation.
- (4) Receipts issued for gifts to the gift fund must state:
  - (a) The full name of the corporation
  - (b) The Australian Business number and the Indigenous Corporation Number of the corporation.
  - (c) The fact that the receipt is for a gift.
- (5) As soon as:
  - (a) The gift fund is wound up, or
  - (b) 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, authority or institution, which has similar objectives to the corporation. The body must also be able to received tax deductible gifts under division 30 of the Income Tax Assessment Act 1997.

## **APPLICATION FOR MEMBERSHIP**

\_\_\_\_\_  
*(insert name of corporation)*

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

(Note: corporation's rules may permit corporate applicants.)

of

\_\_\_\_\_  
*(address of applicant)*

hereby apply for membership of

\_\_\_\_\_  
\_\_\_\_\_  
(name of corporation)

I declare that I am eligible for membership.

Signed: \_\_\_\_\_

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