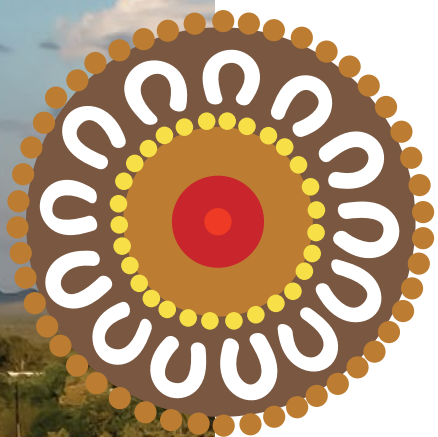


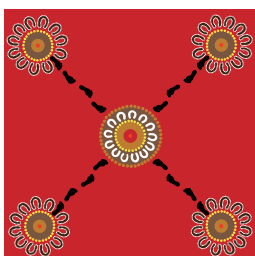


# The Rule Book of Marlagowyah Aboriginal Corporation

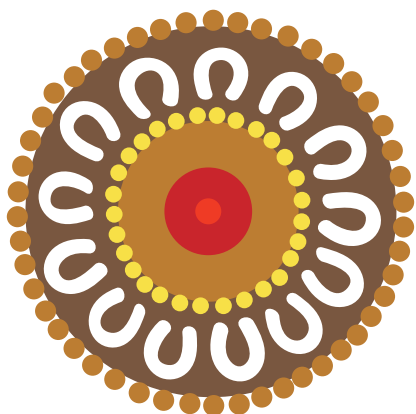
ICN 9387

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This rule book complies with the Corporations  
(Aboriginal and Torres Strait Islander) Act 2006.  
*Approved by a Delegate of the Registrar on  
DD Month YYYY*



**Marlagowyah**  
ABORIGINAL  
CORPORATION



# Table of Contents

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|                                                   |    |
|---------------------------------------------------|----|
| 1. Name .....                                     | 3  |
| 2. Objectives .....                               | 3  |
| 3. Members .....                                  | 4  |
| 4. General meetings and AGMs .....                | 7  |
| 5. Directors .....                                | 12 |
| 6. Contact person and secretary .....             | 17 |
| 7. Records .....                                  | 18 |
| 8. Finances .....                                 | 18 |
| 9. Application of funds .....                     | 19 |
| 10. Dispute resolutions .....                     | 19 |
| 11. Changing the Rule Book .....                  | 20 |
| 12. Gift fund rules .....                         | 20 |
| 13. Winding up .....                              | 21 |
| Schedule 1: Application for Membership Form ..... | 23 |
| Schedule 2: Appointment of Proxy Form .....       | 25 |
| Schedule 3: Consent to become a Director .....    | 27 |

# 1. Name

The name of the corporation is:

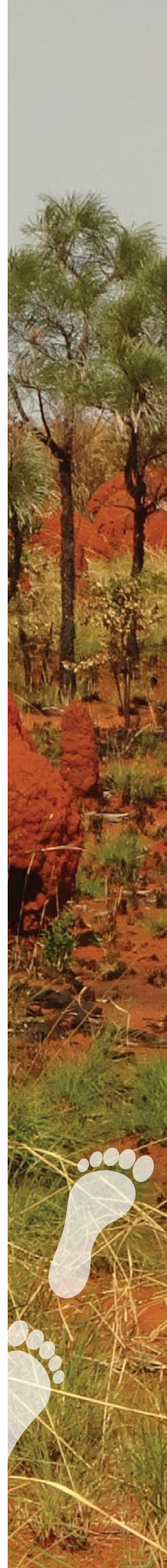
MARLAGOWYAH ABORIGINAL CORPORATION

## 2. Objectives

The objectives of the corporation are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering, and misfortune, among young Aboriginal and Torres Strait Islander people, through the process of supporting social, emotional and, economic development while developing mentoring and mediation services within the township of Halls Creek and the town-based Lundja (Red Hill), Mardiwah Loop, Nicholson Block, and Yardgee communities.

The corporation aims to:

- Improve the opportunities and enhance the wellbeing of children and young people in Halls Creek by providing a coordinated approach to program and service delivery.
- Build capacity within the community to manage, oversee, and develop culturally based youth justice diversion and youth at risk services in Halls Creek.
- Seek ongoing operational funding to deliver sustainable and consistent programs and activities within Halls Creek and the four town-based Aboriginal communities targeted to children and young people and environmental health, either solely or in partnership or collaboration with other stakeholders.
- Operate community enterprises and build a strong financial base for community development activities and infrastructure.
- Help and encourage Marlagowyah members and other Aboriginal people of Halls Creek to keep and renew their traditional culture.
- Assist in the provision of care and support to young Aboriginal people affected by social injustice, specifically in the areas of education, health, housing, employment, and welfare of the community.
- Act as a forum and advocacy group to facilitate the exchange of information and skills, participation in, and maintenance of community development activities, community service delivery, employment, and housing for the Halls Creek Aboriginal community.
- To operate and maintain a gift fund to be known as 'The Marlagowyah Aboriginal Corporation 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 15 years old;
- an Aboriginal or Torres Strait Islander person; and
- a person who usually lives in the township of Halls Creek or surrounding Lundja, Mardiwah Loop, Nicholson Block, or Yardgee communities and have lived there for at least 24 months consecutively.

### 3.2 How to become a member

A person applies in writing.

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 the date they became a member is added to the register of members.

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.

The corporation must not enter a 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.

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.

Note: An application for membership form is provided in *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 register of members free of charge.
- Look at the minutes of general meetings and annual general meetings (AGMs) or get a copy (free of charge).
- Look at this Rule Book or get a copy (free of charge).
- Raise a dispute and have the dispute dealt with using rule 10.
- Look at the books of the corporation, if the directors have authorised it or if the members pass a resolution at the members meeting which approves it.

### 3.4 Members' responsibilities

A member must:

- Follow the corporation's rules.
- Let the corporation know if they change their residential or postal address.
- Treat other members with respect.

Members should also attend general meetings (including AGMs) or give their apologies.

### 3.5 No membership fee

The members of the corporation are not required to pay fees to join or for ongoing membership of the corporation.

### 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;
- move away from Halls Creek and/or the communities of Lundja, Mardiwah Loop, Nicholson Block, and Yardgee for a continuous period of more than 12 months;
- they pass away; or
- their membership is cancelled in accordance with rules 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 2 years;
- misbehaves;
- resides away from Halls Creek and/or the communities of Lundja, Mardiwah Loop, Nicholson Block, and Yardgee for a continuous period of more than 12 months; or
- is not an Aboriginal or Torres Strait Islander person.

The directors must give the person notice of 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.
  - That 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.

If the member objects, the directors cannot cancel their 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 and the date when each person's name was added to the register.
- 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 (members' meetings)

### 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: general, 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 meeting and AGM

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.

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, then 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 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 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.
- The directors.
- The contact person or secretary.
- 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, the exact wording of it.
- Any technology to be used in the meeting (if required).
- If a member can appoint a proxy.

Notices can be given to members personally, posted to their recorded address, sent by fax, or by email. In addition to individual notices, the corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom, by posting on local community noticeboards, or by social media.

A notice of meeting sent by:

- Email, or other electronic means, is taken to be given on the business day after it is sent.
- Post is taken to be given three days after it is posted



## 4.6 Members' resolutions

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

| Number of members in corporation | Number of members required to propose a resolution |
|----------------------------------|----------------------------------------------------|
| 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

| Number of members in corporation | Number of members required to propose a resolution |
|----------------------------------|----------------------------------------------------|
| 2 to 30 members                  | = 2 members                                        |
| 31 to 90 members                 | = 5 members                                        |
| 91 members or more               | = 10 members                                       |
| 51 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 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.

Under Rule 4.12 only members can be appointed as proxies, but each member is only counted once, regardless of how many members (to a maximum of three) have appointed them as their proxy.

## 4.8 Chairing general meetings and AGMs

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

## 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 tells the meeting whether they have received any proxy votes and how they are to be cast.

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

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 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 can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter 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 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.

The corporation must receive the proxy's appointment at least 72 hours before the meeting.

A person must not be a proxy for more than three members.

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



### 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, 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 to a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

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 reasonable notice of the postponement and give each member notice of the postponed meeting setting the new date, time, and place by the means specified in rule 4.5.

## 5. Directors

### 5.1 Role of the 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 3 to 12. This number includes up to one independent or specialist non member director appointed under rule 5.6.

### 5.3 Eligibility of directors

A director (other than a director appointed under rule 5.6) must:

- Be a member.
- Usually live in the town of Halls Creek or surrounding Lundja, Mardiwah Loop, Nicholson Block, or Yardgee communities and have lived there for at least 24 months.
- Have experience in the youth or community development sectors.

A person is not eligible to become a director if the person has been disqualified from managing corporations.

## 5.4 How to become a director

The corporation can appoint a 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 to fill the vacancy (see rule 5.7).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director.

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

Note: An appointment of director form is at *Schedule 3 — Consent to become a Director Form* of this rule book.

## 5.5 Directors terms of appointment and rotation

Directors (other than those appointed under rule 5.6) are appointed for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

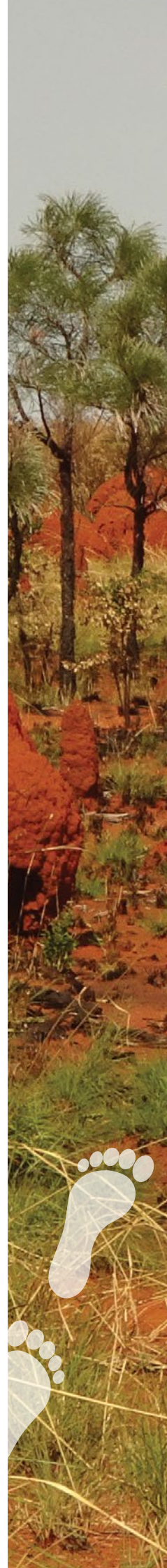
If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

The AGM must record the date of election and term of each director.

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.
- Where all directors of the corporation are newly elected at an AGM after these rules are approved, then half of the directors will only hold office until the next AGM and must retire. They are eligible to be re-elected.
- In either of those situations, the directors will agree on which directors retire at the next AGM. If the directors cannot agree, they must decide by a lot 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.
- If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.





## 5.6 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. This may include an appointment of an Elder for cultural governance.

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

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

Note: An appointment of director form is at *Schedule 3 — Consent to become a Director Form* of this rule book.

## 5.7 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 5.8), so the position of that director is vacant, or where a director position is not filled by resolution of the preceeding AGM.

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 AGM, otherwise the person stops being a director at the end of that AGM.

## 5.8 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.

## 5.9 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, 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 reasonable excuse.
- Directors must give that director 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.

## 5.10 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.

## 5.11 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 those details 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, or
- vote on the matter,

unless they have been granted approval by:

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



## 5.12 Payments to directors

A director cannot be an employee of the corporation.

A director can be paid sitting fees for their work as set at an AGM.

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

## 5.13 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.

## 5.14 Delegation of directors' powers

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

- another director;
- a committee of directors;
- an employee of the corporation; or
- any other person.

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.

## 5.15 Calling and giving notice of directors' meeting

Directors must meet at least every three months.

All directors must be given reasonable notice of a directors' 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.

## 5.16 Quorum for directors' meetings

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting.

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

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

### **5.18 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.

### **5.19 Resolutions by directors**

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

Each director (including independent or specialist non-member directors) has one vote.

The chairperson of the meeting also has a casting vote (if required).

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 and large corporations have a Secretary.

The directors appoint the Contact Person/Secretary.

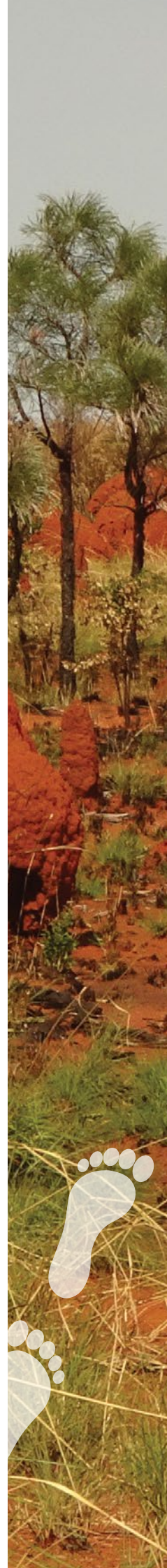
The Contact Person/Secretary must be at least 18 years old.

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 of the directors within 14 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 and addresses of directors, officers, and the Contact Person/Secretary
- Written financial records.

## 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 from the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- 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 from 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; or
- 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.

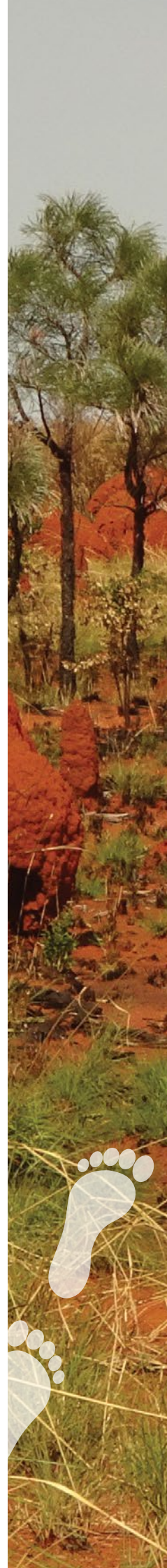
The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

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, then 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 can maintain for the main purposes (objectives) of the corporation a gift fund, to be named 'The Marlagowyah Aboriginal Corporation Gift Fund', which can receive gifts of money or property for the purposes (objectives) of the corporation and 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 (see rule 2).

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. That body must also be able to receive tax deductible gifts under division 30 of the Income Tax Assessment Act 1997.

# 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.

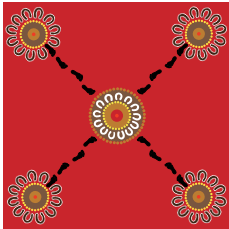
The surplus assets must not be given to any member, or to any other natural person, and can only be given to a charitable organisation/s with similar charitable purposes.

## **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.







# Marlagowyah

ABORIGINAL  
CORPORATION

## Schedule 1: Application for Membership Form

I, \_\_\_\_\_ *(First name of applicant)*

\_\_\_\_\_ *(Last name of applicant)*

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

via \_\_\_\_\_ *(Postal 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 \_\_\_\_\_ *(Signature of member appointing proxy)*

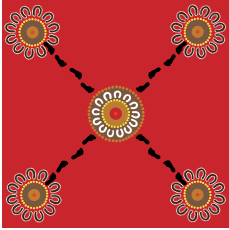
Date      /      /

### Corporation use only

|                                                                |          |
|----------------------------------------------------------------|----------|
| Application received                                           | Date:    |
| Application tabled at directors' meeting                       | Date:    |
| Directors consider applicant is eligible for membership        | Yes / No |
| Directors approve the application                              | Yes / No |
| If approved, new members' details added to register of members | Date:    |
| Applicant notified of directors' decision                      | Date:    |

Marlagowyah Aboriginal Corporation – ICN 9387





# Marlagowyah

ABORIGINAL  
CORPORATION

## Schedule 2: Appointment of Proxy Form

I, \_\_\_\_\_ *(Full name of applicant)*

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

am a member of the corporation.

I appoint \_\_\_\_\_ *(Full name of proxy)*

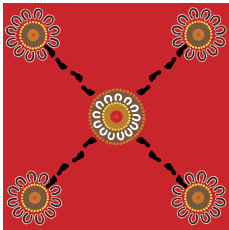
of \_\_\_\_\_  
*(Address of proxy)*

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 \_\_\_\_\_ *(Signature of member appointing proxy)*

Date     /     /





# Marlagowyah

## ABORIGINAL CORPORATION

### Schedule 3: Consent to Become a Director Form

|                                                       |                                                                 |
|-------------------------------------------------------|-----------------------------------------------------------------|
| I,                                                    | (Full name of person)                                           |
| <hr/>                                                 |                                                                 |
| of                                                    | (Residential address,<br>a postal address is<br>not sufficient) |
| <hr/>                                                 |                                                                 |
| give consent to become a director of the corporation. |                                                                 |
| I confirm my date of birth is                         | / / (Date of birth)                                             |
| <hr/>                                                 |                                                                 |
| and my place of birth was                             | (Place of birth)                                                |
| <hr/>                                                 |                                                                 |
| my director ID is                                     | (Director ID number)                                            |
| <hr/>                                                 |                                                                 |

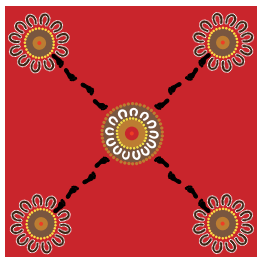
I declare that I am not disqualified from managing corporations, within the meaning of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) and that I:

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

and I agree to notify the corporation as soon as possible if any of the above events occur after my appointment.

|                     |      |   |   |
|---------------------|------|---|---|
| Signature of Person | Date | / | / |
| <hr/>               |      |   |   |

*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.*



**Marlagowyah**  
ABORIGINAL  
CORPORATION