

# **The Rule Book of the SNAICC - National Voice For Our Children (Aboriginal and Torres Strait Islander Corporation)**

ICN 8450

This Rule Book complies with the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*

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## 1 Name

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- 1.1 The name of the corporation is: the SNAICC - National Voice For Our Children (Aboriginal and Torres Strait Islander Corporation), otherwise known as “SNAICC” (in these Rules also called the “**Corporation**”).

## 2 Definitions and interpretation

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- 2.1 In these Rules, the following terms shall have the following meanings unless the subject or the context otherwise requires:

“**Aboriginal and Torres Strait Islander person**” has the same meaning as in the Act.

“**Aboriginal or Torres Strait Islander entity**” means an association, corporation or unincorporated association which is controlled either through its membership or its board of directors by Aboriginal and Torres Strait Islander people.

“**Act**” means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

“**Annual Subscription**” means the Annual Subscription payable by Members and Associates pursuant to these Rules.

“**Application Fee**” means the sum payable before a person is eligible for membership or to be an Associate pursuant to these Rules.

“**Associate**” means any service, organisation or individual, who:

- (a) is not eligible to be a Member;
- (b) works for the safety, development and well-being of Aboriginal and Torres Strait Islander children;
- (c) has agreed to accept the objectives of the Corporation; and
- (d) has been accepted as an Associate.

Associates are “observers” for the purposes of the Act and an Associate is not an “associate” for the purposes of the Act.

“**Association**” means the Secretariat of National Aboriginal and Islander Child Care Incorporated.

“**Chairperson**” means the Chairperson elected in accordance with Rule 10.27 and the Transition Chairperson under Rule 10.26.

“**Children**” means children and young people between 0 and 18 years of age.

“**Commissioner**” means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

“**Corporation**” means the SNAICC - National Voice for our Children (Aboriginal and Torres Strait Islander Corporation).

“**Council**” means the SNAICC Council established in accordance with Rule 9.

“**Council Member**” means a member of the SNAICC Council elected or appointed in accordance with Rule 9.

“**Director**” means a person elected or appointed according to Rule 10 to manage the affairs of the Corporation in accordance with the Act and these Rules.

**“Eligible Charity”** means a fund, authority or institution:

- (a) which is charitable at law;
- (b) gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and
- (c) if required under the Tax Act, has purposes similar to the purposes of the Corporation and which is not carried on for the profit or gain of its members.

**“Financial Year”** means each period of twelve months ending on 30<sup>th</sup> June provided that the first Financial Year shall be the period commencing on the date of registration of the Corporation and terminating on the next ensuing 30<sup>th</sup> June.

**“First Council Members”** means the first Council Members to be elected following registration who will replace the Transition Council.

**“General Meeting”** refers to both a Special General Meeting and an Annual General Meeting of the Corporation held according to Rule 8.

**“Gift Fund”** means the SNAICC Gift Fund, if any, established in accordance with Rule 4 .

**“Member”** means each person who is recorded as a Member in the Corporation’s register of Members.

**“Membership Year”** means each period of 12 months commencing on 1 July and ending on the next ensuing 30 June.

**“National Executive Members”** means the members of the National Executive of the Association at the time of registration of the Corporation.

**“Nominee”** means, in respect of a Member or an Associate who is not a natural person, the natural person nominated in accordance with Rule 5.14 who is authorised to exercise all the rights of that Member or Associate under this Rule Book.

**“Register”** means the register of Members and former Members.

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

**“Responsible Person”** means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on ASX Limited;
- (e) has received formal recognition from government for services to the community;  
or
- (f) is approved as a Responsible Person by the Commissioner.

**“Secretary”** means the person appointed from time to time in accordance with Rule 13 to perform the duties of a secretary or contact person of the Corporation.

**“Sector”** means all sectors working with Aboriginal and Torres Strait Islander Children and Families, and will be clarified by the Directors from time to time.

“**Tax Act**” means the *Income Tax Assessment Act 1997* (Cth).

“**Transition Council**” means the Council at the time of registration of the Corporation.

“**Treasurer**” means the person elected from time to time in accordance with Rule 10.32 to perform the duties of a treasurer of the Corporation.

## 2.2 In these Rules:

- (a) a reference to
  - (i) legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
  - (ii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions;
  - (iii) a Rule or schedule is a reference to a Rule or schedule, as the case may be, of this document;
- (b) words in the singular include the plural and vice versa;
- (c) any gender includes all other genders;
- (d) words importing persons include companies, corporations, partnerships, associations, institutions, bodies and entities (whether incorporated or not) and vice versa;
- (e) headings and notes are used for convenience and are not intended to affect the interpretation of these Rules;
- (f) a word or expression defined in the Act and used, but not defined, in these Rules has the same meaning given to it in the Act when used in these Rules; and
- (g) where time is to be calculated by reference to a day or event, that day or the day of the event is excluded.

## 3 Objectives

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### Principal objective

- 3.1 The principal objective for which the Corporation is established is to engage in activities that promote and accommodate a strong voice for Aboriginal and Torres Strait Islander children and families through a national body which reflects the views and concerns of Aboriginal and Torres Strait Islander families and children’s services and provides direct aid to and promotes the rights, needs and aspirations of Aboriginal and Torres Strait Islander children and families.

### Ancillary objectives

- 3.2 The Corporation aims to:
- (a) undertake activities towards the elimination of all forms of poverty and injustice which impact upon the lives of Aboriginal and Torres Strait Islander children;
  - (b) strengthen Aboriginal and Torres Strait Islander community based and controlled responses to the safety, development and well-being needs of Aboriginal and Torres Strait Islander children and families;
  - (c) undertake training, research, resource development and other activities to strengthen the capacity of Aboriginal and Torres Strait Islander community members and professionals to support the rights and needs of Aboriginal and Torres Strait Islander children, young people and families;

- (d) promote the early childhood development needs of Aboriginal and Torres Strait Islander children;
- (e) advocate for the cultural, emotional, social, spiritual, physical and economic needs of Aboriginal and Torres Strait Islander children and families;
- (f) support public awareness and understanding of the historical and contemporary practices whereby Aboriginal and Torres Strait Islander children have been forcibly removed from their families and the ongoing consequences of these practices;
- (g) assist in the provision of relief from poverty, sickness, suffering and distress for Aboriginal and Torres Strait Islander children and families, including (but without being limited to) the provision of:
  - (i) resources and training for Aboriginal and Torres Strait Islander communities and community organisations to encourage, assist, promote and provide quality services for the care and wellbeing of Aboriginal and Torres Strait Islander children and families;
  - (ii) resources, training and advice for Members, the wider community, government, and non-government organisations to encourage, assist, promote and provide quality services for the care and wellbeing of Aboriginal and Torres Strait Islander children and families;
  - (iii) support and assistance for Aboriginal and Torres Strait Islander communities to develop independent and sustainable responses to the needs of Aboriginal and Torres Strait Islander children and families; and
  - (iv) support and assistance for Members to develop independent and sustainable responses to the needs of Aboriginal and Torres Strait Islander children and families;
- (h) undertake or promote research work relevant to Aboriginal and Torres Strait Islander children's development, safety, and wellbeing;
- (i) collaborate with other Aboriginal and Torres Strait Islander people, governments, corporations, non-government agencies, the corporate sector, foundations, institutions, international organisations, professionals and others in pursuing the rights of Aboriginal and Torres Strait Islander children and utilise their resources and facilities to provide and achieve the principal purposes of the Corporation;
- (j) advocate for the right of all Aboriginal and Torres Strait Islander children to grow up in a community free from child abuse, child neglect and the harmful effects of violence through redressing its causes, including poverty;
- (k) support the development of policy positions on issues affecting Aboriginal and Torres Strait Islander children and promote Aboriginal and Torres Strait Islander perspectives on such issues to governments, other relevant bodies and the broader community;
- (l) strengthen the collective voice advocating for the rights of Aboriginal and Torres Strait Islander children and young people;
- (m) highlight and seek recognition of the positive contribution Aboriginal and Torres Strait Islander children and families make to their communities and the nation;
- (n) disseminate information relating to the programs and services provided by the Corporation and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books and other literary matters as are conducive to the Corporation's principal purposes;
- (o) seek and co-ordinate funding from Federal, State and Local Governments, the philanthropic and private sectors in the form of grants, gifts, donations and bequests committed to the principal purposes of the Corporation;

- (p) encourage, promote and create greater community awareness and understanding of the principal purposes of the Corporation;
- (q) do all such other things as are incidental or conducive to the attainment of the principal purposes of the Corporation.

## **4 Gift fund**

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- 4.1 The Corporation may establish and maintain for the objectives of the Corporation in Rule 3, a gift fund to be known as “The SNAICC Gift Fund” in accordance with the requirements of the Tax Act:
- (a) to which gifts of money, property or other contributions for those purposes are to be made;
  - (b) to which any money or other contributions received by the Corporation because of those gifts is to be credited; and
  - (c) that does not receive any other money, property or contributions.
- 4.2 If a gift fund is established it will not be used for the purposes of profit or gain to the Members of the Corporation and the gifts made to the Gift Fund and any money or other contributions received because of those gifts will be applied solely towards the promotion of the objectives of the Corporation and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Corporation.
- 4.3 The Corporation will maintain a separate bank account for the Gift Fund and will comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.
- 4.4 The Gift Fund will be administered by a committee of not less than three persons appointed by the Directors, a majority of whom must be Responsible Persons.
- 4.5 The Gift Fund committee referred to above will have the sole responsibility for decisions regarding the use and application of all gifts and contributions made to the Gift Fund and any money or other contributions received because of those gifts for the purposes set out in the objectives of the Corporation.
- 4.6 In accordance with the Tax Act, receipts issued for gifts or other contributions must state:
- (a) the name of the Corporation and Gift Fund;
  - (b) the ABN of the Corporation and Gift Fund and the Indigenous Corporation Number (ICN) of the Corporation; and
  - (c) the fact that the receipt is for a gift or contribution.

## **5 Members**

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- 5.1 The Corporation must have at least five Members.

### **Members on registration**

- 5.2 All Full Members and Affiliate Members of the Association will be Members of the Corporation upon registration of the Corporation.
- 5.3 Their names must be entered on the register of Members.

### **Members by application**

- 5.4 A person is eligible to apply for membership if they have paid their Application Fee and:
- (a) are an Aboriginal or Torres Strait Islander entity that works for childhood development, safety or well-being; or
  - (b) are a Director.
- 5.5 A person seeking admission to membership who is an entity (and not a natural person) must nominate a natural person, who is an Aboriginal and/or Torres Strait Islander person, to be its Nominee in accordance with Rule 5.14.
- 5.6 A person becomes a Member if the person:
- (a) is eligible to apply for membership and applies in accordance with Rule 5.7;
  - (b) is accepted for membership in accordance with Rule 5.9; and
  - (c) has their name entered on the Register of Members.
- 5.7 An application of a person for membership of the Corporation must:
- (a) be made in writing in the form set out in Schedule 1;
  - (b) be accompanied by the Application Fee;
  - (c) include an acknowledgement that the Member accepts the objectives of the Corporation; and
  - (d) be lodged with the Secretary of the Corporation.
- 5.8 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Directors.
- 5.9 Upon an application being referred to the Directors, the Directors shall determine, in their absolute discretion, whether to approve or to reject the application.
- 5.10 Upon an application being rejected by the Directors, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected and return the Application Fee.
- 5.11 Upon an application being approved by the Directors, the Secretary must, as soon as practicable notify the applicant in writing that he/she has been approved for membership.
- 5.12 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.
- 5.13 However, if a person applies for membership after a notice has been given for the holding of a General Meeting and the meeting has not been held at the time that the Directors consider the application then the Corporation must not enter the person on the register of Members until after the relevant General Meeting has been held.

### **Nominee**

- 5.14 A nomination for the purpose of Rules 5.5 and 6.3 must:
- (a) be in writing;
  - (b) be signed or executed by the body corporate or entity seeking membership or to become an Associate;
  - (c) be delivered to the Secretary, or to such other person as the Directors determines, from time to time; and



- (d) accompany the application referred to in either Rule 5.7 or 6.4.
- 5.15 A Nominee may be removed or replaced as follows:
- (a) where the Nominee is not a Director or Council Member, by written notice to the Secretary, signed or executed by the body corporate or entity which nominated that Nominee; or
  - (b) where the Nominee is a Director or Council Member, by written notice to the Secretary, signed or executed by the body corporate or entity which nominated that Nominee, and then with the approval of the Directors. If the Directors approve the replacement of a Nominee who is a Director or Council Member the incoming Nominee will also be the Director or Council Member.
- 5.16 If the Directors do not approve the removal or replacement of a Nominee in accordance with 5.15(b) then the new Nominee will be appointed but will not be a Council Member or a Director and a new Council Member or Director will be appointed in accordance with the procedures in this Rule Book for filling casual vacancies.
- 5.17 Where a Nominee is removed or replaced the Secretary will make the appropriate entries in the Register.

### **Members' rights**

- 5.18 A Member can, in accordance with these Rules:
- (a) attend, speak and vote at General Meetings;
  - (b) be made a Director (if the Member is eligible to be a Director);
  - (c) put forward resolutions at General Meetings;
  - (d) ask the Directors to call a General Meeting;
  - (e) look at the Register free of charge;
  - (f) look at the minutes of General Meetings free of charge;
  - (g) look at the Rule Book or get a copy (free of charge);
  - (h) raise a dispute and have a dispute dealt with; and
  - (i) look at the books of the Corporation if the Directors have authorised it or the Members have passed a resolution at a General Meeting which approves it.
- 5.19 Members have no right of access to the minutes of Directors' meetings and any access will be at the discretion of the Directors.
- 5.20 The Directors may refuse to permit a Member to inspect records of the Corporation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Corporation.

### **Members' responsibilities**

- 5.21 A Member must:
- (a) follow the Corporation's Rules;
  - (b) let the Corporation know within 28 days if they change their address;
  - (c) treat Members and Associates with respect;
  - (d) pay the Annual Subscription; and
  - (e) not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

- 5.22 Members should also attend General Meetings (including Annual General Meetings) or give their apologies.

### **Annual Subscription and Application Fee**

- 5.23 The Application Fee for membership shall be \$200 unless otherwise determined by the Corporation by resolution in General Meeting.
- 5.24 The Annual Subscription for Members shall be \$200 unless otherwise determined by the Corporation by resolution in General Meeting.
- 5.25 The Directors are entitled to determine that different fees or subscriptions are payable in respect of any Members or that no fees or subscriptions are payable by one or more Members.

### **Liability of Members**

- 5.26 The Members do not have to pay the Corporation's debts if the Corporation is wound up.

### **Default by Members**

- 5.27 If an Annual Subscription is payable in any Membership Year and a Member fails to pay the Annual Subscription, in whole or in part, in any Membership Year for more than 60 days after the due date for payment:
- (a) all of the rights and privileges of that Member will be automatically suspended until the Annual Subscription, or such part which is payable and remains outstanding, is paid or until the Member's membership has been determined; and
  - (b) the Secretary will give notice to that Member requiring payment of the Annual Subscription, or such part of the Annual Subscription which is payable and remains outstanding.
- 5.28 If any Member fails to pay the Annual Subscription, or any part which is payable and remains outstanding for more than 60 days after service of the notice to the Member in accordance with these Rules, the Member will automatically cease to be a Member and the Secretary must notify that Member accordingly.

### **How to stop being a Member**

- 5.29 A person stops being a Member if:
- (a) they resign in writing;
  - (b) they pass away;
  - (c) their membership is cancelled in accordance with Rule 5;
  - (d) the Annual Subscription is not paid and their membership ceases in accordance with Rule 5.28; or
  - (e) the Member is a body corporate and it ceases to exist.
- 5.30 When a person stops being a Member the Corporation must:
- (a) put their name, address and the date they stopped being a Member on the Register of former Members;
  - (b) remove information about that person, other than their name and the date on which they ceased to be a Member, from the Register, within 14 days; and
  - (c) notify the Members of the person ceasing to be a Member, within 14 days.

### **Cancelling Membership – general**

- 5.31 A person's membership can be cancelled by members passing a special resolution at a General Meeting if the member:
- (a) cannot be contacted for two years; or
  - (b) behaves in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.
- 5.32 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.
- 5.33 Before cancelling the membership, the Directors must give the Member notice in writing stating that:
- (a) the Directors intend to cancel the membership for the reasons specified in the notice; and
  - (b) the Member has 14 days to object to the cancellation of the membership; and
  - (c) the objection must be in writing.
- 5.34 If the Member does not object, the Directors must cancel the membership.
- 5.35 If the Member does object then the dispute resolution process in Rule 18 applies.

### **If a membership is cancelled**

- 5.36 If a membership is cancelled, the Directors must give the Member a copy of the resolution (being either the resolution of the Directors or the resolution of the General meeting) as soon as possible after it has been passed.
- 5.37 Within 14 days of a Member's membership being cancelled, the Corporation must remove their name from the Register of current Members of the Corporation.

## **6 Associates**

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- 6.1 All Associates and natural person members of the Association at the time of registration of the Corporation will be Associates of the Corporation upon registration of the Corporation.
- 6.2 A person is eligible to apply to be an Associate if they have paid their Application Fee and:
- (a) are a non-Aboriginal or Torres Strait Islander entity that works for childhood development, safety or well-being; or
  - (b) are a natural person who works for childhood development, safety or well-being.
- 6.3 A person seeking to become an Associate who is an entity (and not a natural person) must nominate a natural person, to be its Nominee in accordance with Rule 5.14.

### **How to become an Associate**

- 6.4 A person becomes an Associate if the person:
- (a) is deemed to be an Associate by operation of Rule 6.1 ; or
  - (b) is eligible to apply to be an Associate by operation of Rule 6.2 and applies in accordance with Rule 6.5; and
  - (c) is accepted as an Associate in accordance with Rule 6.7.

- 6.5 An application of a person to be an Associate of the Corporation must:
- (a) be made in writing in the form set out in Schedule 2;
  - (b) be accompanied by the Application Fee;
  - (c) include an acknowledgement that the Associate accepts the objectives of the Corporation; and
  - (d) be lodged with the Secretary of the Corporation.
- 6.6 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Directors.
- 6.7 Upon an application being referred to the Directors, the Directors shall determine, in their absolute discretion, whether to approve or to reject the application.
- 6.8 Upon an application being rejected by the Directors, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected and return the Application Fee.
- 6.9 Upon an application being approved by the Directors, the Secretary must, as soon as practicable notify the applicant in writing that he/she has been approved as an Associate.

### **Associates' rights**

- 6.10 Associates can, in accordance with these Rules:
- (a) receive notice of meetings;
  - (b) attend and speak at General Meetings (but not vote); and
  - (c) look at the Rule Book or get a copy (free of charge).

### **Associates' Responsibilities**

- 6.11 An Associate must:
- (a) follow the Corporation's Rules;
  - (b) treat Members and other Associates with respect;
  - (c) pay the Annual Subscription; and
  - (d) not behave in a way that significantly interferes with the operation of the Corporation or of Corporation meetings.

### **Annual Subscription and Application Fee**

- 6.12 The Application Fee for Associates shall be \$200 unless otherwise determined by the Corporation by resolution in General Meeting.
- 6.13 The Annual Subscription for Associates shall be \$200 unless otherwise determined by the Corporation by resolution in General Meeting.
- 6.14 The Directors are entitled to determine that different fees or subscriptions are payable in respect of any Associate or that no fees or subscriptions are payable by one or more Associates.

### **How to stop being an Associate**

- 6.15 A person stops being an Associate if:
- (a) they resign in writing;
  - (b) they pass away;

- (c) the Annual Subscription is not paid and the process in Rule 5.27 and 5.28 is followed as though a reference to a Member in Rules 5.27 and 5.28 is a reference to an Associate;
- (d) the Associate is a body corporate and it ceases to exist; or
- (e) the Directors in their absolute discretion determine that the person has not complied with their responsibilities as an Associate under Rule 6.11 and is no longer eligible to be an Associate and informs the person in writing of this decision.

## **7 The Register of Members and former Members**

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- 7.1 The Corporation must set up and maintain a register of Members and former Members.
- 7.2 The Register must contain:
- (a) the names and addresses (including any electronic form of address) of Members and former Members;
  - (b) the date when each person's name was added to the Register;
  - (c) whether the Member is an individual or an entity;
  - (d) for former Members, the date when they stopped being a Member; and
  - (e) any other information which the Directors consider necessary.
- 7.3 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.
- 7.4 The Register shall be available for inspection, at any reasonable time, free of charge, by any Member upon request.
- 7.5 A Member may make a copy of entries in the Register.
- 7.6 The Register must be made available at the Annual General Meeting.

## **8 General Meetings**

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### **Annual General Meeting timing**

- 8.1 An Annual General Meeting must be held before the end of November each year.
- 8.2 The Directors may determine the date, time and place of the Annual General Meeting of the Corporation.
- 8.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

### **Annual General Meeting business**

- 8.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 8.5 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding General Meeting;
  - (b) to receive from the Treasurer reports upon the transactions of the Corporation during the last preceding Financial Year;
  - (c) to receive other reports;

- (d) to check the Register of Members;
- (e) to ask questions about how the Corporation is managed; and
- (f) to choose an auditor (if required) and agree on the fee.

### Calling General Meetings

8.6 The Directors may call a General Meeting by passing a resolution in accordance with Rule 12.

8.7 The required number of Members can request the Directors to call a General Meeting.

<u>Number of Member in Corporation</u>	<u>Number of Members required to request a General Meeting</u>
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

8.8 The Members' request must:

- (a) be in writing;
- (b) state the reason for the meeting and any resolutions to be proposed at the meeting;
- (c) be signed by the Members making the request;
- (d) nominate a Member to be the contact Member on behalf of the Members making the request; and
- (e) be given to the Corporation.

8.9 Within 21 days of receiving the request the Directors must either call the General Meeting or, in accordance with this Rule 8, apply to the Registrar to deny the request.

8.10 If the Directors agree to the request they must call the General Meeting within 21 days of receiving the Members' request.

8.11 If the Directors resolve that:

- (a) the request is frivolous or unreasonable; or
- (b) complying with the request would be contrary to the interests of the Members as a whole,

a Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request to call a General Meeting.

8.12 The Directors' application to the Registrar to deny the Members' request must:

- (a) be in writing;
- (b) set out the reasons why they wish to deny holding the meeting; and
- (c) be made within 21 days after the Members' request for a meeting was made.

8.13 The Directors must give notice to the contact Member that they have applied to the Registrar to deny the request.

### **General meeting business**

8.14 General Meetings business includes:

- (a) confirming the minutes of the previous General Meeting; and
- (b) considering the business or resolutions in the notice of meeting.

### **Notice for General Meetings and Annual General Meetings**

8.15 At least 21 days' notice must be given.

8.16 Notice must be given to:

- (a) each Member individually;
- (b) the Directors;
- (c) the Secretary; and
- (d) the auditor (if the Corporation has one).

8.17 Notice should be given to each Associate.

8.18 The notice must set out:

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

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

8.20 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

8.21 A notice of meeting

- (a) sent by pre-paid post is taken to be given and received:
  - (i) on the day on which the relevant postal service estimates delivery will occur; or
  - (ii) on the first day of the period during which the relevant postal service estimates delivery will occur;
  - (iii) based on the most recent estimate published by the relevant postal service as at the date on which the notice is sent.
- (b) sent by fax, email or other electronic means, is taken to be given on the business day after it is sent.

### Members' resolutions

8.22 The required number of Members can propose a resolution by giving notice of it to the Corporation.

<u>Number of Members in Corporation</u>	<u>Number of Members required to propose a resolution</u>
2 to 10 Members	= 1 Members
11 to 20 Members	= 3 Members
21 to 50 Members	= 5 Members
51 Members or more	= 10 per cent of Members

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

8.24 The Corporation must give notice of the resolution to all Members in the same way as Rule 8.19.

8.25 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.

### Quorum at General Meetings and Annual General Meetings

8.26 No item of business shall be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

8.27 Fifteen Members or 50% of Members plus one, whichever is the lesser amount, constitute a quorum for the conduct of the business of a General Meeting.

8.28 The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until a date (within 30 days), place and time agreed by those at the meeting. If there is still no quorum, the meeting is cancelled.

8.29 Only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

### How to count the quorum

8.30 To work out if there is a quorum:

- (a) count each Member present at the meeting (if a Member also holds a proxy, that Member is only counted once);
- (b) if a Member has appointed a proxy and the Member is also present at the meeting, do not count the Member's proxy holder;
- (c) if a General Meeting is held by audio or audio-visual technology:
  - (i) a Member is treated as present if the Member is able to hear and be heard by all others attending; and
  - (ii) unless the chair of the meeting is notified that a Member is leaving the meeting, the Member will be assumed to have been present for the duration of the meeting.
- (d) if a meeting is held using any other technology consented to by all Members, the Directors must determine the basis on which Members are treated as present.



### **Chairing General Meetings and Annual General Meetings**

- 8.31 The Chairperson, or in his/her absence, the Deputy Chairperson, shall preside as chair of the meeting at each General Meeting of the Corporation.
- 8.32 If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, a majority of Members present can elect one of their number to preside as chair of the meeting at the General Meeting.

### **Using technology at General Meetings and Annual General Meetings**

- 8.33 General Meetings and Annual General Meetings 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.

### **Voting at General Meetings and Annual General Meetings**

- 8.34 Each Member has one vote.
- 8.35 The chair of the meeting has one vote plus a casting vote.
- 8.36 A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chair of the meeting, whose decision is final.
- 8.37 A resolution is decided by majority on a show of hands, unless a poll is demanded under Rule 8.39. The chair of the meeting tells the meeting whether they have received any proxy votes and how they are to be cast.
- 8.38 The chair of the meeting declares the results of the vote, on a show of hands, or when a poll is demanded.

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

- 8.39 Either the chair of the meeting or any Member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.
- 8.40 A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.
- 8.41 A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

### **Proxies at General Meetings and Annual General Meetings**

- 8.42 Members can appoint another Member as their proxy to attend meetings and vote for them.
- 8.43 A Member can only appoint one other Member as their proxy at any one time.
- 8.44 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.
- 8.45 A notice appointing a proxy is at Schedule 3.
- 8.46 The Corporation must receive the proxy's appointment at least 48 hours before the meeting.
- 8.47 A person must not be a proxy for more than three Members.

### **Other people at General Meetings and Annual General Meetings**

- 8.48 The chair of the meeting may allow any person other than a Corporation Director, Member, Associate or auditor to attend General Meetings and Annual General Meetings. But the person cannot propose or vote on resolutions.

### **Postponing a General Meeting or Annual General Meeting**

- 8.49 After notice has been given for a General Meeting or Annual General Meeting the Directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).
- 8.50 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.
- 8.51 The Directors must give reasonable notice of the postponement and give each Member individually a notice of the postponed meeting setting the new date, time and place in accordance with Rule 8.19.

## **9 SNAICC Council**

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- 9.1 There will be a Council of the Corporation called the SNAICC Council which will:
- (a) inform and advise strategy and policy of the Corporation; and
  - (b) elect the non-specialist Directors from among the Council Members.
- 9.2 The Council will have 17 Members comprising two Members from each state or territory and the Chairperson but the Transition Council may have a different number of Members.
- 9.3 The Council Members will be appointed or elected in accordance with this Rule.

### **Transition Council**

- 9.4 All National Executive Members of the Association will be Council Members at the time of registration of the Corporation and will be the Transition Council.
- 9.5 At the first Council Meeting following registration of the Corporation all members of the Transition Council must resign and the term of the First Council Members will commence.

### **Election of Council**

- 9.6 The Members of the Corporation will elect the Council Members.
- 9.7 Elections of the First Council Members will take place before the first Council Meeting following registration of the Corporation in accordance with policies and procedures ratified by the Association.
- 9.8 Elections of all subsequent Council Members will take place in accordance with policies and procedures developed by the Chief Executive Officer and ratified at a General Meeting.
- 9.9 Council Members for each state or territory will be elected only by the members of that state or territory. The 2 Council Members elected from each state or territory must be from different Sectors.
- 9.10 The Chairperson will be automatically appointed as a Council Member.

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

- 9.11 The Council can appoint a person as a Council Member to fill a casual vacancy.
- 9.12 The Council can make this appointment without a Council meeting if all Council Members sign a statement saying that they are in favour of the appointment.
- 9.13 A casual vacancy is where a person stops being a Council Member before their term of appointment expires and so the position of that Council Member is vacant.
- 9.14 The person appointed must be a Member and be from the relevant state or territory.
- 9.15 The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

### **Council terms of appointment and rotation**

- 9.16 Council Members are appointed for two years and must retire at the end of their term.
- 9.17 Council Members are eligible to be re-elected for a maximum of four consecutive terms.
- 9.18 Council Members will be elected on rotation system.
- 9.19 To implement the rotation system:
  - (a) half of the First Council Members will be elected for a term of one year and half will be elected for a term of two years; and
  - (b) The election of Council Members following the First Council Members will be for two years.

### **Council Meetings**

- 9.20 The Council will meet at least twice a year at its own cost or by arrangement determined by the Directors.
- 9.21 The Council must hold an Annual Council Meeting prior to the Annual General Meeting each year on the same day as the Annual General Meeting or on the closest possible preceding day.
- 9.22 Annual Council Meeting business includes:
  - (a) the election of Directors;
  - (b) confirming the minutes of the previous Annual Council Meeting; and
  - (c) considering the business or resolutions in any notice of meeting.
- 9.23 The Council will hold such other meetings as determined by the Council
- 9.24 All Council Members must be given reasonable notice of a Council Meetings which must include the general nature of the business to be conducted.

### **Chairing Council Meetings**

- 9.25 The Chairperson will chair each Council Meeting.
- 9.26 If the Chairperson is not available, the Deputy Chairperson will chair the meeting.
- 9.27 If neither the Chairperson nor the Deputy Chairperson is available the Council Members must elect a Director present to chair the meeting.

### **Using technology**

- 9.28 Council Meetings can be held at more than one place using any technology, as long as all Council Members agree to it. The type of technology to be used may be set out in the notice for a Council Meeting.

### **Quorum for Council Meetings**

- 9.29 A majority of Council Members constitutes a quorum for a Council Meeting.
- 9.30 If a Council Meeting is held by audio or audio-visual technology:
- (a) a Council Member is treated as present if the Council Member is able to hear and be heard by all others attending; and
  - (b) unless the chair of the meeting is notified that a Council Member is leaving the meeting, the Council Member will be assumed to have been present for the duration of the meeting.
- 9.31 If a meeting is held using any other technology consented to by all Council Members, the Council Members must determine the basis on which Council Members are treated as present.

### **Resolutions by Council Members**

- 9.32 Council Members pass a resolution at a Council Meeting by a majority of the votes.
- 9.33 Each Council Member has one vote.
- 9.34 The chair of the meeting also has a casting vote (if required).
- 9.35 Council Members can pass a resolution without a Council Meeting if all Council Members sign a statement saying that they are in favour of it.

### **Conflict of interest**

- 9.36 A Council Member who has, or thinks they may have, a conflict of interest in a Council matter must tell the other Council Members. This includes, but is not limited to, a material personal interest.
- 9.37 The Council Member must give details of what the interest is and how it relates to the business of the Council. These details must be given at a Council Meeting as soon as possible, and must be recorded in the minutes of the meeting.
- 9.38 A Council Member who has a conflict of interest must not:
- (a) be present at a Council Meeting while the matter in question is being considered; and
  - (a) vote on the matter,
- unless they have been granted approval by the other Council Members (those that do not have a conflict of interest) passing a resolution.

### **How to remove a Council Member**

- 9.39 A Council Member can be removed by resolution of the Members in a General Meeting according to the following process:
- (a) a notice for a resolution to remove a Council Member must be given to the Corporation at least 21 days before the next General Meeting. (Alternatively, the Members can request a meeting for the purpose of removing a Council Member.);

- (a) the Corporation must give the Council Member concerned a copy of the notice as soon as possible; and
- (b) the Council Member can give the Corporation a written statement and speak at the General Meeting. The written statement must be given to everyone entitled to notice of the meeting.

## **10 Directors**

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- 10.1 The affairs of the Corporation shall be managed by or under the direction of the Directors.
- 10.2 The Directors may exercise all the powers of the Corporation except any that the Act or this Rule Book requires the Corporation to exercise in a General Meeting.
- 10.3 The Directors shall appoint the Chief Executive Officer of the Corporation.

### **Number of Directors**

- 10.4 Subject to the Act, there will be nine Directors. This number includes six Directors elected by and from the Council, two specialist Directors, and one Chairperson.
- 10.5 The Directors do not have the ability to appoint alternate Directors.

### **Eligibility and Requirements of Directors**

- 10.6 A Director must be an Aboriginal and Torres Strait Islander individual who is at least 18 years old.
- 10.7 A majority of Directors must:
  - (a) usually reside in Australia; and
  - (a) not be employees of the Corporation.
- 10.8 The Chief Executive Officer may not be a Director or the Chairperson and may not chair meetings of the Directors.
- 10.9 An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Act may only be appointed as a Director of the Corporation if the appointment is made:
  - (a) with permission granted by the Registrar, or
  - (b) with leave granted by a court.

### **Election of Directors**

- 10.10 Upon registration of the Corporation there will be six Directors appointed by the Association.
- 10.11 The term of the Directors who hold office on registration will count as a term for the purposes of calculating the number of consecutive terms of a Director.
- 10.12 The Council will elect six Directors from among the Council Members comprising:
  - (a) a Deputy Chairperson of the Corporation who will be automatically appointed as a Director; and
  - (b) five additional Directors.

- 10.13 The Directors will appoint two specialist Directors who may be but will not necessarily be Members of the Corporation. Upon appointment as Directors they will become Members.
- 10.14 When appointing specialist Directors the Directors will have regard to the skills matrix and identified skills required for Directors prepared by the Directors or a committee of the Directors from time to time.
- 10.15 The Directors will elect a Chairperson of the Corporation in accordance with Rule 10.27.
- 10.16 Before being appointed a Director the person must give the Corporation their consent in writing to act as a Director in the form set out in Schedule 4.
- 10.17 The Corporation must notify the Registrar of the Director's appointment and personal details within 28 days after they are appointed.

### **Terms of appointment and rotation of Directors**

- 10.18 Directors are elected or appointed for a maximum of two years but they are eligible to be re-elected or appointed for a maximum of four consecutive terms.
- 10.19 Directors will be elected on rotation for a two-year term, so that the appointment of half of the Directors expires each year.
- 10.20 To implement the rotation system:
- (a) the Directors on registration of the Corporation will only hold office until the first Council Meeting and will be eligible for re-election;
  - (b) at the first Council Meeting the eight Directors who were Directors upon registration of the Corporation, and who do not include the Transition Chairperson, will resign.
  - (c) six Directors will be elected from the First Council Members, which will include a Deputy Chairperson;
  - (d) half of these Directors will be elected for a term of one year and half (including the Deputy Chairperson) will be elected for a term of two years;
  - (e) when the Directors appoint two specialist Directors, the term of one will expire on the same date as those Directors who were appointed for a term of one year and the term of the other will expire on the same date as those Directors who were appointed for a term of two years; and
  - (f) The appointment of any Directors following those appointed in accordance with sub-rules (a) to (d) above, will be for two years, unless the appointment is to fill a casual vacancy.

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

- 10.21 The Directors can appoint a person as a Director to fill a casual vacancy.
- 10.22 A casual vacancy is where a person stops being a Director before their term of appointment expires and so the position of that Director is vacant.
- 10.23 The person appointed must meet the Director eligibility criteria in Rule 10.6 and any criteria that apply to the particular vacancy.
- 10.24 The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.
- 10.25 However, a person's appointment to fill a casual vacancy must be confirmed by Council passing a resolution at the next Council Meeting if they are a non-specialist Director or at

the next Director's meeting if they are a specialist director otherwise the person stops being a Director at the end of the Council or Directors' meeting.

### **Transition Chairperson**

10.26 The Transition Chairperson will be elected by the members of the Association and will hold the position of Chairperson and Director of the Corporation from the date of registration of the Corporation until the third Annual Council Meeting.

### **Chairperson**

10.27 The Chairperson of the Corporation will be elected by the Directors.

10.28 The first Chairperson to follow the Transition Chairperson will be elected by the Directors prior to the third Annual Council Meeting. This Chairperson will take office for a two year term commencing on the date of the third Annual Council Meeting.

10.29 The Chairperson:

- (a) must be an Aboriginal or Torres Strait Islander person;
- (b) does not need to be a Member prior to being elected;
- (c) must be elected on the basis of suitability according to criteria developed by the Directors; and
- (d) must be eligible to be a Director of the Corporation.

10.30 Upon election the Chairperson will become a Director and Member of the Corporation.

10.31 The Chairperson shall be elected for a term of two years and shall be eligible for re-election for a maximum of four terms but if the Chairperson is already a Director at the time of their election as Chairperson then they shall only be eligible for re-election such that their maximum consecutive period as a Director does not exceed 8 years.

### **Treasurer**

10.32 The Directors shall appoint one of the Directors to be a Treasurer, in accordance with a procedure approved from time to time by the Directors.

10.33 The Treasurer shall ensure that:

- (a) records are kept by the Corporation of all receipts and payments and other financial transactions;
- (b) a budget is prepared for each financial year and this it is presented to the Directors for approval;
- (c) financial reports including a statement of performance against the budget is presented to each meeting of the Directors; and
- (d) all financial statements required by the Act and funding bodies are prepared and submitted.

### **How to stop being a Director**

10.34 A person stops being a Director if:

- (a) the Director passes away;
- (b) the Director resigns in writing;
- (c) the Director's term of appointment expires;
- (d) the Director is removed as a Director by the Members or the other Directors;

- (e) the Director is disqualified from managing a corporation; or
- (f) the Director ceases to be a Member.

10.35 The Corporation must send the Registrar a notice within 28 days after a person stops being a Director.

#### **How to remove a Director**

10.36 A Director can be removed by resolution of the Members in a General Meeting according to the following process:

- (a) a notice for a resolution to remove a Director must be given to the Corporation at least 21 days before the next General Meeting. (Alternatively, the Members can request a meeting for the purpose of removing a Director.);
- (b) the Corporation must give the Director concerned a copy of the notice as soon as possible; and
- (c) the Director can give the Corporation a written statement and speak at the General Meeting. The written statement must be given to everyone entitled to notice of the meeting.

10.37 A Director can be removed by resolution of the other Directors according to the following process:

- (a) Directors can only remove a Director if the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse;
- (b) Directors must give the Director a notice in writing and they must give the Director 14 days to object in writing; and
- (c) if the Director objects, they cannot remove the Director. The Director can only then be removed by a resolution at a General Meeting.

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

10.38 The duties of a Director are:

- (a) a duty of care and diligence;
- (b) a duty of good faith and to act in the best interests of the Corporation;
- (c) a duty to disclose a conflict of interest;
- (d) a duty not to improperly use position or information; and
- (e) a duty to not trade while insolvent.

#### **Conflict of interest**

10.39 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.

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

10.41 A Director who has a conflict of interest must not:

- (a) be present at a Directors' meeting while the matter in question is being considered; and
- (b) vote on the matter,

unless they have been granted approval by:



- (c) the other Directors (those that do not have a conflict of interest) passing a resolution; or
- (d) the Registrar in writing.

### **Payments to Directors**

- 10.42 A Director cannot be paid a salary or sitting fees for their work as Directors.
- 10.43 Directors may be paid if they are employed by the Corporation, or if they have a contract to provide goods or services to the Corporation (so long as the Director has fulfilled any duty to disclose a conflict as required by this Rule Book and the payment is fair and reasonable to the Corporation).
- 10.44 The Corporation may pay the Directors' travelling and other expenses for attending meetings or to do with other Corporation business.

### **Related party benefit**

- 10.45 If the 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 Act and, where required, follow the procedure to get the approval of the Members.

### **Delegation of Directors' powers**

- 10.46 The Directors can pass a resolution to delegate any of their powers to:
- (a) another Director;
  - (b) a committee; or
  - (c) an employee of the Corporation.
- 10.47 Any committee appointed by the Directors according to these Rules must include at least one Director and may include other persons who may but do not need to be Members.
- 10.48 The delegate must follow the directions of the Directors when using the delegated powers.
- 10.49 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.
- 10.50 Delegates must report to Directors on the exercise of their delegated power.

## **11 Committees**

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The Directors can establish working groups, advisory groups and sub-committees which can be standing committees or established for specific purposes and determined periods of time.

## **12 Directors' meetings**

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### **Calling and giving notice of Directors' meetings**

- 12.1 Directors must meet at least every three months.
- 12.2 All Directors must be given reasonable notice of a Directors' meeting which must include the general nature of the business to be conducted.

- 12.3 The Directors will usually decide at a meeting when and where the next meeting will be.
- 12.4 A Director can call a meeting by giving reasonable notice to all the other Directors.
- 12.5 A majority of Directors may resolve to allow any person other than a Director to attend Directors meetings as an observer or adviser but the person cannot propose or vote on resolutions.

#### **Quorum for Directors' meetings**

- 12.6 A majority of the Directors constitutes a quorum for Directors meetings.
- 12.7 The Directors do not have the ability to appoint a Director to make up a quorum.
- 12.8 If a Directors meeting is held by audio or audio-visual technology:
- (a) a Director is treated as present if the Director is able to hear and be heard by all others attending; and
  - (b) unless the chair of the meeting is notified that a Director is leaving the meeting, the Director will be assumed to have been present for the duration of the meeting.
- 12.9 If a meeting is held using any other technology consented to by all Directors, the Board must determine the basis on which Directors are treated as present.

#### **Chairing Directors' meetings**

- 12.10 The Chairperson will chair each Directors' meeting.
- 12.11 If the Chairperson is not available, the Deputy Chairperson will chair the meeting.
- 12.12 If neither the Chairperson nor the Deputy Chairperson is available the Directors must elect a Director present to chair the meeting.

#### **Using technology**

- 12.13 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.

#### **Resolutions by Directors**

- 12.14 Directors pass a resolution at a Directors' meeting by a majority of the votes.
- 12.15 Each Director (including independent or specialist Directors) has one vote.
- 12.16 The chair of the meeting also has a casting vote (if required).
- 12.17 Directors can pass a resolution without a Directors' meeting if all Directors sign a statement saying that they are in favour of it.
- 12.18 Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 12.19 The resolution is passed when the last director signs.

## **13 Secretary**

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- 13.1 The Directors must appoint a Secretary who does not need to be a Member of the Corporation.
- 13.2 The Secretary must be at least 18 years old.

- 13.3 The Directors decide the Secretary's pay and terms and conditions of employment, if any.
- 13.4 The Secretary must pass on any correspondence received to at least one of the Directors within 14 days.
- 13.5 The Secretary must give the Corporation their consent in writing to become the Secretary before being appointed.
- 13.6 The Corporation must send the Registrar a Secretary's details within 28 days after they are appointed.

## **14 Records**

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- 14.1 The Secretary must keep, for the Corporation, the following records:
- (a) minutes of meetings (in writing or as an audio or video recording);
  - (b) Rule Book (constitution);
  - (c) Register of Members and former Members;
  - (d) names and addresses of Directors, officers and the Secretary;
  - (e) written financial records;
  - (f) a record of the internal policies of the Corporation;
- 14.2 These records must be kept at the Corporation's document address or, if a large corporation, at its registered office.

## **15 Finances**

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- 15.1 The Corporation must keep written financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) would enable true and fair financial reports to be prepared and audited.
- 15.2 The Corporation must follow these procedures.
- (a) The Corporation must give receipts for all money it receives.
  - (b) All money of the Corporation must be deposited into a Corporation bank account.
  - (c) All accounts must be approved for payment at a Directors' meeting or in accordance with valid delegations.
  - (d) 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.
  - (e) All payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
  - (f) 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).
  - (g) The financial records must be retained for seven years after the transactions covered by the records are completed.
  - (h) The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

## **16 Application of funds**

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- 16.1 The Corporation is a not-for-profit Corporation.
- 16.2 The Directors can use the money and property of the Corporation to carry out its objectives.
- 16.3 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) a reasonable payment to a Member in their capacity as an employee or under a contract for goods or services provided; or
  - (b) payment to a Member in carrying out the Corporation's objectives.

## **17 Spokesperson**

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- 17.1 The Chairperson shall act as a spokesperson for the Corporation unless the Directors have appointed an alternative spokesperson.
- 17.2 The spokesperson shall make statements in accordance with previously agreed policy or, in an emergency, determined in accordance with principles determined from time to time by the Directors, following consultation with at least two Directors.

## **18 Dispute resolution**

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- 18.1 This Rule sets out the steps which must be taken to resolve any disagreement or dispute about the affairs of the Corporation between:
- (a) Members;
  - (b) Associates;
  - (c) Members and Directors; or
  - (d) Directors.
- 18.2 If a dispute arises, the parties must first try to resolve it themselves.
- 18.3 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- 18.4 The dispute notice must be in writing and must say what the dispute is about. It must be given to the Corporation.
- 18.5 The Directors must help the parties resolve the dispute within 20 business days after the Corporation receives the notice.
- 18.6 If the Directors cannot resolve the dispute they can:
- (a) hold a meeting in the presence of a mediator chosen by the parties to the dispute or, in the absence of agreement, appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice);
  - (a) put it to the Members to resolve the dispute at a General Meeting; or
  - (b) follow any dispute resolution policy that has been developed by the Directors and approved by a General Meeting.
- 18.7 If a mediator is appointed the mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;

- (b) allow due consideration by all parties by any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

18.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **19 Seal and execution of documents**

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- 19.1 The Corporation may have a common seal.
- 19.2 If the Corporation does have a common seal it must include the Corporation's name and ICN.
- 19.3 The common seal must be kept in the custody of a person nominated by the Directors.
- 19.4 The common seal may be affixed to an instrument if:
- (a) the Directors have authorised it; and
  - (b) the fixing of the seal is witnessed by two Directors or a Director and the Chief Executive Officer.
- 19.5 Any 2 Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

## **20 Changing the Rule Book**

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- 20.1 The Rule Book can be changed by the Members passing a special resolution at a General Meeting or an Annual General Meeting. The proposed changes must be set out in the notice of the meeting.
- 20.2 Within 28 days after the resolution is passed, the Corporation must send the Registrar copies of the:
- (a) Rule Book changes;
  - (b) special resolution; and
  - (c) minutes of the meeting.
- 20.3 The changes do not take effect until the new Rule Book is registered by the Registrar.

## **21 Winding up or cancellation**

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- 21.1 If at the first occurrence of:
- (a) the winding up or cancellation of the Corporation; or
  - (b) the Corporation ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act,

there remains, after satisfaction of all debts and liabilities of the Corporation any surplus assets of the Corporation, the remaining surplus assets shall not be paid to or distributed among the Members of the Corporation but shall be transferred to:

- (c) institutions having objects similar to the purposes of the Corporation and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Corporation; or
  - (d) Eligible Charities; or
  - (e) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- 21.2 If on the winding up or dissolution of the Gift Fund or the revocation of the endorsement of the Corporation as a deductible gift recipient under subdivision 30-BA of the Tax Act (whichever is the earlier) there remains any money or property in the Gift Fund, the remaining money or property shall be transferred to one or more Eligible Charities.
- 21.3 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 21 must be made in accordance with those conditions.
- 21.4 The identity of an Eligible Charity for the purposes of this Rule 21 will be determined by the Directors at or before the time of winding up or cancellation of the Corporation, the Corporation ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Corporation as a deductible gift recipient and (where applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.

## **22 Liability**

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- 22.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Corporation shall be held indemnified against any personal loss in respect of such liability.

**Schedule 1—Application for Membership form**

**SNAICC - National Voice for our Children (Aboriginal and Torres Strait Islander Corporation)  
(ICN 8450)**

I .....

(full name/name of organisation and ABN (in any))

of .....

(address of applicant)

apply for Membership of the Corporation.

I declare that I am/ the entity is eligible for Membership under one of the following categories:

- an Aboriginal or Torres Strait Islander entity that works for childhood development, safety or well-being; or
- a Director of SNAICC - National Voice for our Children (Aboriginal and Torres Strait Islander Corporation)

I agree to accept the objectives of the Corporation.

I confirm that I have paid the membership fee.

Signature of applicant: .....Date:.....

OR

Contact details of Member organisation:

Name: .....

Signature: .....

Position: .....

Email: .....

Telephone: .....Date:.....

**Corporation use only**

Application received	Date:
Application tabled at Directors' meeting held on	Date:
Directors consider applicant is eligible for Membership	Yes / No
Directors have sent notification of Directors' decision to the applicant	Date:
Application Fee received	Date:
Nominee advised If Corporate member	Yes/No

**Schedule 2—Application to be an Associate**

**SNAICC - National Voice for our Children  
(Aboriginal and Torres Strait Islander Corporation) (ICN 8450)**

I .....  
(full name/name of organisation and ABN (in any))

of .....  
(address of applicant)

apply to be an Associate of the Corporation.

I declare that I am not eligible to be a Member of the Corporation but I agree to accept the objectives of the Corporation.

I declare that I am/ the entity is eligible to be an Associate under one of the following categories:

- a non-Aboriginal or Torres Strait Islander entity that works for childhood development, safety or well-being; or
- a natural person who works for childhood development, safety or well-being

I confirm that I have paid the Application Fee.

Signature of applicant: .....Date:.....

OR

Contact details of Associate organisation:

Name: .....

Signature: .....

Position: .....

Email: .....

Telephone: .....Date: .....

**Corporation use only**

Application received	Date:
Application tabled at Directors' meeting held on	Date:
Directors consider applicant is eligible to be an Associate	Yes / No
Directors have sent notification of Directors' decision to the applicant	Date:
Application fee received	Date:
Nominee advised If Corporate member	Yes/No



**Schedule 3 —Form of appointment of proxy**

I.....

of.....

being a Member of the **SNAICC - National Voice for our Children (Aboriginal and Torres Strait Islander Corporation)**

appoint.....

of.....

being a Member of that Corporation, as my proxy to vote for me on my behalf at the General Meeting of the Corporation (Annual General Meeting or Special General Meeting, as the case may be) to be held on the .....day of ..... 20 ..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed .....

Date .....

### Schedule 4 —Consent to become a Director form

#### SNAICC - National Voice for our Children (Aboriginal and Torres Strait Islander Corporation) (ICN 8450)

Consent to become a Director

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

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

give consent to become a Director of the Corporation.

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

of birth is

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

birth was

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

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

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.