

# Rule Book of Maari Ma Health Aboriginal Corporation

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An Indigenous Corporation registered under the  
*Corporations (Aboriginal and Torres Strait Islander) Act  
2006 (Cth)*

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

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# Rule Book of Maari Ma Health Aboriginal Corporation

## 1. Name

The name of the Corporation is Maari Ma Health Aboriginal Corporation.

## 2. Interpretation

### 2.1 Dictionary

In these Rules:

- (a) a word or expression defined in the CATSI Act and used, but not defined, in these Rules has the same meaning given to it in the CATSI Act when used in these Rules, and
- (b) the following capitalised words and phrases have the following meanings.

<b>Word or phrase</b>	<b>Meaning</b>
<i>Aboriginal Person or Aboriginal People</i>	a person or persons of the Aboriginal race of Australia.
<i>ACNC Act</i>	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
<i>AGM</i>	an annual general meeting of the Corporation.
<i>Board</i>	the Directors sitting together as the board of the Corporation.
<i>Business Day</i>	a day which is not a Saturday, Sunday or bank or public holiday.
<i>CATSI Act</i>	the <i>Corporations (Aboriginal and Torres Strait Islander) Act 2006</i> (Cth).
<i>Chairperson</i>	the Chairperson of the Corporation.
<i>Chairperson of the Directors' Meeting</i>	in relation to a Directors' Meeting, the person chairing the meeting in accordance with Rule 7.3.

<b>Word or phrase</b>	<b>Meaning</b>
<b><i>Chairperson of the General Meeting</i></b>	in relation to a General Meeting, the person chairing the meeting in accordance with Rule 5.4.
<b><i>Code of Conduct</i></b>	a code of conduct for: (a) Directors and other officers, and/or (b) staff adopted by resolution of the Board, or a code of conduct for the Members adopted by a resolution at a General Meeting.
<b><i>Communities</i></b>	the following towns and their surrounding villages and townships: (a) Wentworth/Dareton/Coomealla (b) Broken Hill / Silverton, (c) Wilcannia, (d) Menindee, (e) Ivanhoe, (f) Tibooburra, (g) Balranald.
<b><i>Contact Person</i></b>	the contact person of the Corporation.
<b><i>Corporation</i></b>	Maari Ma Health Aboriginal Corporation, ICN 2570.
<b><i>Corporations Act</i></b>	the <i>Corporations Act 2001</i> (Cth).
<b><i>Director</i></b>	a director of the Corporation.
<b><i>Directors' Meeting</i></b>	meetings of the Board.
<b><i>General Meeting</i></b>	a meeting of the Members, including the AGM and any special or extraordinary general meeting.
<b><i>Negotiable Instrument</i></b>	in relation to the Corporation, means: (a) a bill of exchange, promissory note, cheque or other negotiable instrument; or (b) an indorsement on, or order in, a bill of exchange, promissory note, cheque or other negotiable instrument; or (c) a letter of credit; of, or purporting to be issued or signed by or on behalf of, the Corporation.
<b><i>Objects</i></b>	the Corporation's objects as set out in Rule 3.1.

<b>Word or phrase</b>	<b>Meaning</b>
<i>Officer</i>	an officer of the Corporation.
<i>Register of Members</i>	the Corporation's register of Members which must be kept under Part 4-5 of the CATSI Act.
<i>Registrar</i>	the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under the CATSI Act.
<i>Rule Book and Rules</i>	this Rule Book of the Corporation and the Rules it contains.
<i>Secretary</i>	the secretary of the Corporation.
<i>Torres Strait Islander</i>	a descendant of an Indigenous inhabitant of the Torres Strait Islands.

## 2.2 Interpretation

In these Rules:

- (a) (**singular and plural**) words in the singular include the plural and vice versa;
- (b) (**includes**) the words “including”, “include” and “includes” are to be read without limitation;
- (c) (**statutes**) a reference to a statute is to be read as a reference to that statute, any subordinate legislation under it, and that statute and subordinate legislation as amended, re-enacted or replaced for the time being;
- (d) (**headings**) headings and notes are used for convenience only and are not intended to affect the interpretation of these Rules.

## 2.3 Interaction with CATSI Act

- (a) (**General**) The Corporation is registered as an Aboriginal and Torres Strait Islander Corporation under the CATSI Act and the CATSI Act contains many provisions that the Corporation must comply with in relation to its governance.
- (b) This Rule Book does not reproduce all of those provisions as Rules. This means that in relation to many topics it is necessary to refer to both this Rule Book and the CATSI Act.
- (c) This Rule Book is intended to be, and must be, entirely consistent with the CATSI Act, and:
  - (i) any inconsistency with the CATSI Act must be resolved in favour of the CATSI Act, and
  - (ii) where in relation to any Rule more than one interpretation is open, an interpretation that is consistent with the CATSI Act must be preferred.
- (d) (**Replaceable rules**) This Rule Book contains the entire “internal governance rules” of the Corporation for purposes of Part 3-2 of the CATSI Act. All the replaceable rules set out in the CATSI Act are replaced by these Rules and none of the replaceable rules apply to the Corporation.

## 2.4 Interaction with the ACNC Act

- (a) **(General)** It is intended that the Corporation will also be registered as a charity under the ACNC Act, and it will therefore be necessary that the Corporation and its officers comply with applicable requirements of that Act, including the Governance Standards. It is essential that all officers are aware of and understand the Governance Standards.
- (b) **(Governance Standards)** This Rule Book is intended to be consistent with the Governance Standards and to assist the Corporation and its officers to comply with the Governance Standards. It is intended that compliance with the CATSI Act and this Rule Book, will entail compliance with the Governance Standards.
- (c) Any inconsistency between this Rule Book and the Governance Standards must be resolved in favour of the Governance Standards.
- (d) Where in relation to any Rule more than one interpretation is open, the interpretation that serves the intent in Subrule (b) must be preferred over one that does not.

## 3. Objects, functions and powers

### 3.1 Objects

- (a) **(Main Objects)** The Corporation's main Objects are to:
  - (i) relieve poverty, sickness, destitution, serious economic disadvantage, distress, dispossession, suffering and misfortune;
  - (ii) promote the prevention and control of disease; and
  - (iii) improve all aspects of health,  
amongst Aboriginal People in Western New South Wales.
- (b) **(Ancillary Objects)** The Corporation's ancillary Objects are to:
  - (i) promote the prevention and control of disease; and
  - (ii) improve all aspects of health,  
amongst people in Western New South Wales generally.

### **3.2 Functions**

- (a) The Corporation's functions are to advance its main Objects by:
  - (i) providing and facilitating the provision of medical and health care services, including primary health care services, to Aboriginal People in Western New South Wales; and
  - (ii) otherwise seeking to prevent and control disease amongst, and improve the health and wellbeing of, the Aboriginal People in Western New South Wales including, without limitation, by:
    - (A) providing other services or facilities which aim to prevent or control disease or improve health;
    - (B) providing health education;
    - (C) contributing to the development of public policy relevant to improving health and preventing and controlling disease;
- (b) The Corporation's functions are also to advance its ancillary Objects by providing similar services and taking similar action to prevent and control disease amongst, and improve the health and wellbeing of, people in Western New South Wales generally, but only to the extent that this may be conveniently done in conjunction with performing the functions in Subrule (a).
- (c) The Corporation also has the function of doing any other thing incidental to the performance of the functions in Subrules (a) and (b) and the attainment of its Objects.

### **3.3 Powers generally**

- (a) Subject to these Rules and the CATSI Act, the Corporation has the legal capacity and powers of an individual and all the powers of a body corporate.
- (b) The Corporation may, without limitation, pursue its Objects and perform its functions by conducting activities and providing services:
  - (i) in collaboration with others, including any subsidiary or related entity or a government agency;
  - (ii) pursuant to funding or other contracts with others, including a government agency;
  - (iii) on behalf of others, including a government agency; or
  - (iv) on a fee for service basis.



### **3.4 Limitation on powers – not for profit**

- (a) The assets and income of the Corporation must be applied solely in furtherance of its Objects and performance of its functions, and the Corporation must not distribute any income or assets directly or indirectly to the Members, except as provided in Subrule (b).
- (b) Nothing in paragraph (a) is intended to stop the Corporation doing the following things in good faith:
  - (i) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Corporation, or
  - (ii) making a payment to a member in carrying out the Corporation's charitable purposes.

## **4. The Members**

*Note: Chapter 4 of the CATSI Act contains many provisions about membership which the Corporation must comply with and which cannot be changed. These include provisions about:*

- *the process for applying for and being accepted for membership (see Division 144); and*
- *ceasing to be a member, including cancellation of membership (see Division 150); and*
- *the register of members and the register of former members which must be kept (see Part 4.5).*

*This Chapter of the Rule Book does not reproduce the generally applicable provisions of the CATSI Act in relation to membership. The Rules in this Chapter are particular to the Corporation (and can be changed).*

### **4.1 Who are the Members?**

- (a) The Members are:
  - (i) all those persons who became members of the Corporation upon registration, and
  - (ii) all those persons who have applied for Membership, whose applications have been accepted and whose names are entered on the Register of Members.
- (b) A person referred to in paragraph (a)(ii) becomes a member when his or her name is entered on the Register of Members.

### **4.2 Who can apply to become a Member (eligibility for Membership)?**

To be eligible for Membership, a person must be an individual who supports the Objects of the Corporation and who is:

- (a) at least 18 years of age;
- (b) an Aboriginal Person or a Torres Strait Islander; and
- (c) a permanent resident of one of the Communities.

#### **4.3 Membership application**

- (a) A person may apply in writing to become a member of the Corporation.
- (b) The form in Schedule 1 may be used for the purpose of applying for Membership.

#### **4.4 Determination of membership applications**

The Board is responsible for determining membership applications in accordance with the CATSI Act.

*Note: In relation to the procedure for determining membership applications, see s 144-10 of the CATSI Act.*

#### **4.5 Membership fees**

The Corporation must not impose fees for Membership.

#### **4.6 Members' responsibilities**

Each Member has the following responsibilities:

- (a) to comply with the CATSI Act and these Rules in relation to the affairs of the Corporation;
- (b) to notify the Corporation of any change in their address within 28 days;
- (c) to observe and comply with any applicable Code of Conduct;
- (d) to treat other Members, the Officers and staff with respect and courtesy;
- (e) not to behave in a disruptive manner at General Meetings, and
- (f) not to behave in a way that is prejudicial to the interests of the Corporation.

#### **4.7 Liability of Members**

The Members are not liable to contribute to the property of the Corporation on winding up.

#### **4.8 Ceasing to be a Member**

A person will cease to be a Member in accordance with the CATSI Act and Rule 4.9.

*Note: In relation to ceasing to be a member, see Division 150 of the CATSI Act.*

#### **4.9 Cancellation of Membership where a Member is ineligible**

- (a) The Board may, by resolution, cancel the Membership of a Member if the Member:
  - (i) is not eligible for Membership; or
  - (ii) has ceased to be eligible for Membership.
- (b) Before cancelling the Membership on this ground, the Board must give the Member notice in writing stating that:
  - (i) the Board intends to cancel the Membership for the reasons specified in the notice, and
  - (ii) the Member has 14 days to object to the cancellation of the Membership on the grounds that the Board is mistaken about the facts, and
  - (iii) the objection must be in writing and must state the bases on which it is asserted that the Board is mistaken about the facts.
- (c) If the Member does not object, the Directors must cancel the Membership.
- (d) If the Member does object:
  - (i) the Directors must not cancel the Membership; and
  - (ii) only the Corporation by resolution in General Meeting may cancel the Membership.
- (e) If the 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.

#### **4.10 Observers**

The Corporation does not have observers.

*Note: See Part 4-3 of the CATSI Act.*

#### **4.11 Registers of Members and former Members**

The Corporation may maintain its register of former Members in one document with the Register of Members.

*Note: In relation to the Register of Members, see Part 4-5 of the CATSI Act.*

## 5. General Meetings including the AGM

*Note: Part 5-2 of the CATSI Act contains many provisions general meetings (including the AGM) which the Corporation must comply with and which cannot be changed. These include provisions about:*

- *calling general meetings (see Subdivision 201-A and 201-B); and*
- *members' rights to put resolutions to general meetings (see Subdivision 201-C);*
- *holding general meetings (see Subdivision 201-D);*
- *an auditor's right to be heard at general meetings (see s.201-80);*
- *proxies at general meetings (see Subdivision 201-E);*
- *voting at general meetings (see Subdivision 201-F);*
- *the annual general meeting (see Subdivision 201-G);*
- *passing members resolutions without a meeting (see Division 204); and*
- *keeping minutes of meetings (see Part 5-4).*

*This Chapter of the Rule Book does not reproduce the generally applicable provisions of the CATSI Act about General Meetings. The Rules in this Chapter are particular to the Corporation (and can be changed).*

### 5.1 Calling General meetings

- (a) A General Meeting may be called by the Chairperson, or another Director, acting with the authority of a resolution of the Directors.
- (b) In addition, the Members may request a General Meeting in accordance with the CATSI Act.

*Note: In relation to calling General Meetings, see also ss 201-5 to 201-15 of the CATSI Act.*

### 5.2 Requirement for notice of General Meeting

- (a) Generally, at least 21 days notice must be given of any General Meeting.

*Note: See also s 201-20 of the CATSI Act.*

- (b) Notice of a General Meeting must otherwise comply with the CATSI Act.

*Note: In relation to notice requirements, see Subdivision 201-B of the CATSI Act.*

### 5.3 Quorum

- (a) The quorum for a General Meeting is 2 Members.
- (b) However, if the Corporation ever has just 1 Member, the quorum for a General Meeting is 1 Member.
- (c) A General Meeting that does not have a quorum present within 1 hour after the time for the meeting set out in the notice is adjourned to the same time of the same day in the next week, and to the same place, unless the Directors specify otherwise.
- (d) If no quorum is present at the resumed General Meeting within 1 hour after the time for the meeting, the meeting is dissolved.

## 5.4 Chairing General Meetings

- (a) The Chairperson of a General Meeting is:
  - (i) the Chairperson;
  - (ii) if the Chairperson is unavailable or unable to chair the meeting, the Deputy Chairperson; or
  - (iii) if neither the Chairperson nor the Deputy Chairperson are available or able to chair the meeting, a Director present elected by the Members to chair the meeting; or
  - (iv) if a Chairperson has not been elected, a Director present elected by the Directors to chair the meeting.
- (b) The Chairperson of a General Meeting must adjourn the meeting if the majority of Members present agree or direct him or her to do so.

## 5.5 Proxies

*Note: In relation to proxies, see generally Subdivision 201-E of the CATSI Act.*

- (a) A Member who is entitled to attend and cast a vote at a General Meeting may appoint another Member as proxy to attend and vote for them at the meeting.
- (b) A proxy appointed to attend and vote for a Member has the same rights as the Member:
  - (i) to speak at the General Meeting
  - (ii) to vote (but only to the extent allowed by the appointment)
  - (iii) join in a demand for a poll.
- (c) A proxy's authority to speak and vote for a Member at a General Meeting is suspended if the Member is present at the meeting.
- (d) For an appointment of a proxy for a General Meeting to be effective, the following documents must be given to the Corporation at least 48 hours before the meeting:
  - (i) the proxy's appointment
  - (ii) if the appointment is signed by the appointer's attorney, the authority or a certified copy of the authority.
- (e) If a meeting has been adjourned, an appointment and any authority received by the Corporation at least 48 hours before the resumption of the General Meeting are effective for the resumed part of the meeting.
- (f) The period of notice for appointing proxies may be reduced in the notice of the General Meeting.

## 5.6 Entitlement to vote at a General Meeting

- (a) **(Number of votes)** At a General Meeting, each Member has 1 vote, both on a show of hands and a poll.
- (b) **(Chairperson's casting vote)** The Chairperson of the General Meeting has a casting vote in addition to the vote he or she has as a Member.
- (c) **(Objections to right to vote)** A challenge to a right to vote at a General Meeting:
  - (i) may only be made at the meeting, and
  - (ii) must be determined by the Chairperson of the General Meeting, whose decision is final.

## 5.7 Voting at General Meetings

- (a) A resolution put to the vote at a General Meeting must be decided by simple majority on a show of hands unless a poll is demanded.
- (b) Before a vote is taken the Chairperson of the General Meeting must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the Chairperson of the General Meeting is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson of the General Meeting nor the minutes need to state the number or proportion of the votes recorded for or against.

## 5.8 Polls

- (a) At a General Meeting, a poll may be demanded on any resolution.
- (b) At a General Meeting, a poll may be demanded by:
  - (i) at least 5 Members entitled to vote on the resolution
  - (ii) Members with at least 5% of the votes that may be cast on the resolution on a poll, or
  - (iii) the Chairperson of the General Meeting.
- (c) At a General Meeting, a poll demanded on a matter other than the question of an adjournment must be taken when and in the manner the Chairperson of the General Meeting directs.
- (d) At a General Meeting, a poll on the question of an adjournment must be taken immediately.

## 6. The Directors and other officers

*Note: Chapter 6 of CATSI Act contains many provisions about Directors and other officers which the Corporation must comply with and which cannot be changed. These include provisions about:*

- *the minimum and maximum number of directors (see Division 243);*
- *resignation, retirement or removal of directors (see Division 249);*
- *remuneration of directors (see Division 252);*
- *appointment of secretaries and contact persons (see Part 6-3);*
- *duties and powers of directors and other officers (Part 6-4); and*
- *disqualification from managing corporations (Part 6-5).*

*This Chapter of the Rule Book does not reproduce the generally applicable provisions of the CATSI Act. The Rules in this Chapter are particular to the Corporation (and can be changed).*

### 6.1 Number of Directors

The Corporation must not have more than 9 Directors, being:

- (a) up to 7 Ordinary Directors – 1 for each of the 7 Communities, appointed pursuant to Rules 6.4 to 6.5; and
- (b) up to 2 Independent Directors appointed pursuant to Rule 6.6.

### 6.2 Who may be a Director?

- (a) A person may be appointed as an Ordinary Director for one of the Communities only if he or she is:
  - (i) a Member; and
  - (ii) a permanent resident of that Community.
- (b) A person may be appointed as an Independent Director only if he or she:
  - (i) is an Aboriginal person who is at least 18 years old; and
  - (ii) is not a Member.

### 6.3 Disqualification

- (a) A person is disqualified from being appointed to office, or from remaining in office, as a Director if he or she is or becomes:
  - (i) an employee of the Corporation; or
  - (ii) disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the CATSI Act.
- (b) Despite paragraph (a), a person who is an employee of the Corporation may be appointed as a Director if, prior to his or her appointment, he or she undertakes to resign that employment within 7 days of being appointed as a Director.
- (c) If a person referred to paragraph (b) is appointed as a Director and fails to resign his or her employment with the 7 day period as required, he or she is disqualified from remaining in office as a Director.

#### **6.4 Election and appointment of Ordinary Directors**

- (a) At every third AGM, all Ordinary Directors then remaining in office will retire and one Ordinary Director is to be elected for each of the 7 Communities in accordance with this Rule.

##### **Nominations**

- (b) To be a candidate for election as an Ordinary Director for one of the 7 Communities, an eligible individual must be nominated.
- (c) A nomination must:
  - (i) be signed by a Member who is a permanent resident of the Community;
  - (ii) be seconded by another Member who is a permanent resident of the Community;
  - (iii) be signed by the individual, confirming his or her consent to the nomination; and
  - (iv) include a statement confirming that he or she:
    - (A) is eligible for appointment as an Ordinary Director for that Community; and
    - (B) is not disqualified from being a Director.
- (d) The nomination form in Schedule 3 may be used for nominations.
- (e) Nominations must be given to the Secretary (or his or her nominee) not less than 7 days prior to the General Meeting at which the election takes place.

##### **Candidates**

- (f) At the General Meeting, the Chairperson of the General Meeting will advise the meeting of all candidates who appear to be eligible for election and who have been nominated in accordance with this Rule. Any discussion about a candidate's entitlement to be appointed and hold office as a Director will then take place, and the Chairperson of the General Meeting will determine any disputes. This will result in a pool of confirmed eligible candidates.

##### **Election of candidates**

- (g) If there is only one eligible candidate for the office of Ordinary Director for a Community, that candidate will stand elected.
- (h) If there are two or more eligible candidates for a Community, an election will take place by a show of hands amongst Members present at the General Meeting from that same Community. The candidate with the highest number of votes will stand elected.

##### **When retirement and appointment take effect**

- (i) Subject to Subrule (j), the retirement of outgoing Ordinary Directors and the appointment of incoming Ordinary Directors is effective on and from the close of the General Meeting.
- (j) The appointment of an Ordinary Director is effective only if he or she has consented to the appointment in writing as required by s 246-10 of the CATSI Act.



## **6.5 Casual vacancies and appointment of replacement Ordinary Directors**

- (a) If an Ordinary Director ceases to be a Director during his or her term, a casual vacancy will occur.
- (b) Generally, a casual vacancy is to be filled at the next General Meeting using the procedure in Rule 6.4.
- (c) However, this Rule does not prevent the urgent replacement of an Ordinary Director by the other Directors if the replacement is required urgently to comply with law. In such cases, the remaining Directors may fill the casual vacancy with a person who is eligible for appointment, but the appointment will only be effective until the next General Meeting.

## **6.6 Appointment of Independent Directors**

- (a) The Directors may appoint an Independent Director by a resolution of the Directors.
- (b) The Directors may appoint a person to be an Independent Director only if they are satisfied that the person:
  - (i) has relevant qualifications, skills or industry experience which will be of benefit to the Corporation;
  - (ii) is not disqualified from being a Director; and
  - (iii) may be lawfully appointed.
- (c) Subject to these Rules and to law, the Directors may appoint an Independent Director on such terms as they see fit.
- (d) If the Directors appoint an Independent Director, they must ensure that the appointment and terms of the appointment are reported to the Members at the next General Meeting.

## **6.7 Term of office**

- (a) Subject to sub-rule (c), the term of office for an Ordinary Director begins on the date of his or her appointment and ends:
  - (i) upon his or her retirement and the appointment of his or her replacement in accordance with these Rules, or
  - (ii) 3 years after the date of appointment, whichever happens first.
- (b) Subject to sub-rule (c), the term of office for an Independent Director is as determined when he or she is appointed, but may not exceed 3 years.
- (c) If sub-rules (a) and (b) would result in their being no Directors, the Directors' terms are extended until the next General Meeting occurring after the expiry of the term of the Director whose appointment was last to expire.
- (d) All Directors are eligible for reappointment.

## 6.8 Ceasing to be a Director

- (a) A Director may resign as a Director by giving written notice of resignation to the Corporation.
- (b) A Director will cease to be a Director if he or she becomes disqualified under Rule 6.3.
- (c) A Director will otherwise cease to be a Director in accordance with the CATSI Act.

*Note: In relation to ceasing to be a Director, see also ss 249-1 to 249-15 and s 279-1(5) of the CATSI Act.*

## 6.9 Chairperson and Deputy Chairperson

- (a) **(Election of Chairperson)** At the first Directors' Meeting after each regular election of Ordinary Directors, the Directors are to elect a Director to be the Chairperson and another to be the Deputy Chairperson.
- (b) **(Term of office)** A Director elected as the Chairperson or Deputy Chairperson holds that office
  - (i) until the expiry of his or her term of office as a Director; or
  - (ii) upon them otherwise ceasing to be a Director pursuant to these Rules, whichever happens first.
- (c) A Director may be elected as Chairperson or Deputy Chairperson for a second and any subsequent term.
- (d) **(Roles of Chairperson)** The particular roles of the Chairperson are:
  - (i) to preside at, and maintain order at, General Meetings and Directors' Meetings;
  - (ii) consistent with the decisions of the Directors, to represent the Corporation between Directors' Meetings; and
  - (iii) consistent with the decisions of the Directors, to make public statements on behalf of the Corporation.
- (e) **(Role of Deputy Chairperson)** The particular role of the Deputy Chairperson is to perform the roles of the Chairperson if the Chairperson is unavailable.

## 6.10 Remuneration of Directors

- (a) The Directors may be paid remuneration.
- (b) Directors' remuneration is to be as determined by a resolution of the Members.

*Note: In relation to Directors' remuneration, including Members' rights to know about Directors' remuneration, see also Division 252 of the CATSI Act.*

## 6.11 Secretary and Contact Person

- (a) The Corporation must have a Secretary and Contact Person.
- (b) The Secretary and Contact Person may be the same person and may be the Chief Executive Officer.
- (c) The Secretary and Contact Person hold office on the terms and conditions (including remuneration) that the Directors determine.

*Note:* In relation to the appointment and the roles of Secretary and Contact Person, see also Part 6-3 of the CATSI Act.

## 6.12 Duties of Directors and other Officers

*Note:* In relation to Directors' duties see Divisions 265 to 271 of the CATSI Act.

Directors and other Officers have the duties, including general duties and duties of disclosure, provided in the CATSI Act.

## 6.13 Powers of Directors

- (a) **(Powers generally)** The business of the Corporation is to be managed under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Corporation except any that the CATSI Act or these Rules requires the Corporation to exercise in General Meeting.
- (c) **(Negotiable instruments)** Any 2 Directors may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.
- (d) The Directors may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- (e) **(Delegation)** The Directors may, by resolution, delegate any of their powers in relation to a particular matter to:
  - (i) the Chairperson or another Director;
  - (ii) a committee of Directors; or
  - (iii) the Chief Executive Officer.
- (f) The Directors may, by resolution, delegate any of their powers generally to the Chief Executive Officer.

*Note:* In relation to Directors' powers generally, see Division 274 of the CATSI Act.

## 6.14 Code of Conduct

The Directors must observe and comply with any applicable Code of Conduct.

## 6.15 Indemnity and insurance

- (a) **(Indemnity)** The Corporation indemnifies each Director and other Officer out of the assets of the Corporation, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Director or other Officer.
- (b) In this Rule, “to the relevant extent” means:
- (i) To the extent that the Corporation is not precluded by Law from doing so, and
  - (ii) For the amount that Director or other Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (c) The indemnity is a continuing obligation and is enforceable by a Director or other Officer even though that person may no longer be a Director or Officer.
- (d) **(Insurance)** To the extent permitted by Law, and if the Directors consider it appropriate, the Corporation may pay or agree to pay a premium for a contract insuring a Director or other Officer (or former Director or other Officer) against any liability incurred by the person as a Director or other Officer.

## 7. Directors Meetings

*Note: Part 5-3 of the CATSI Act contains provisions about Directors’ Meetings which the Corporation must comply with and which cannot be changed. These include provisions about:*

- *the use of technology for holding directors’ meetings (see s.212-10); and*
- *quorum at directors’ meetings (see s.212-20);*
- *passing directors’ resolutions without a meeting (see Division 215); and*
- *keeping minutes of meetings (see Part 5-4).*

*This Chapter of the Rule Book does not reproduce the generally applicable provisions of the CATSI Act about Directors Meetings. The Rules in this Chapter are particular to the Corporation (and can be changed).*

### 7.1 Frequency of Directors meetings

The Directors will meet as often as the Directors consider necessary for the good functioning of the Corporation, but must meet at least once every 3 months.

## **7.2 Calling and giving notice of Directors' Meetings**

- (a) A Directors' Meeting may be called by the Chairperson, another Director, or the Secretary, giving reasonable notice individually to every Director.
- (b) The date, time and place for a Directors' Meeting must not unreasonably prevent a Director attending.
- (c) Notices of Directors' Meetings can be given in writing, by email, by telephone or orally (if all the Directors agree to notice being given in that way).
- (d) Notice of a Directors' Meeting must state:
  - (i) the date, time and place of the meeting; and
  - (ii) the general nature of the business to be conducted at the meeting.
- (e) Notice of a Directors' Meeting must be given the Secretary and Contact Person and to the Chief Executive Officer.
- (f) A resolution passed at a Directors' Meeting will not be invalid only because of an accidental mistake or omission in relation to giving notice of the meeting.

## **7.3 Chairing Directors' Meetings**

The Chairperson of a Directors' Meeting is:

- (a) the Chairperson;
- (b) if the Chairperson is unavailable or unable to chair the meeting, the Deputy Chairperson; or
- (c) if neither the Chairperson nor the Deputy Chairperson are available or able to chair the meeting, a Director present elected by the Directors to chair the meeting; or
- (d) if a Chairperson has not been elected, a Director present elected by the Directors to chair the meeting.

## **7.4 Passing resolutions at Directors' Meetings**

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The Chairperson of the Directors' Meeting has a casting vote if necessary in addition to the vote he or she has as a Director.

## 8. Chief Executive Officer and staff

### 8.1 Corporation must have a Chief Executive Officer

- (a) The Directors must ensure that the Corporation employs or engages a suitably qualified and experienced person to be the Chief Executive Officer, and must ensure that he or she has delegated to him or her all of the powers required to perform his or her roles.
- (b) The Chief Executive Officer may not be a Director.
- (c) The particular roles of the Chief Executive Officer are:
  - (i) the general management of the Corporation's business, including the delivery of services;
  - (ii) the engagement, direction and dismissal of staff;
  - (iii) the provision of advice to the Directors in relation to the Corporation's affairs and the attainment of its objects;
  - (iv) the implementation of the of the Directors' resolutions; and
  - (v) day to day financial management;
  - (vi) the day to day administration and oversight of the Corporation's affairs generally.

### 8.2 Code of Conduct

The Chief Executive Officer, and all staff, must observe and comply with any applicable Code of Conduct.

### 8.3 Attendance at meetings

The Chief Executive Officer is entitled to attend each General Meeting and Directors' Meeting.

## 9. Miscellaneous

### 9.1 Inspection of books by members

The Directors, or the Members by a resolution passed at a General Meeting, may authorise a Member to inspect the books of the Corporation.

## 9.2 Dispute resolution process

- (a) **(General)** This Rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the Corporation or how the CATSI Act or this Rule Book applies, which arises between:
  - (i) Members
  - (ii) Members and Directors, or
  - (iii) Directors.
- (b) **(Informal negotiations)** If a dispute arises, the parties must first try to resolve it themselves on an informal basis.
- (c) **(Giving of dispute notice)** If the dispute is not resolved in accordance with paragraph (b) within 10 Business Days, any party to the dispute may give a dispute notice to the other party or parties, and:
  - (i) the dispute notice must be in writing and must say what the dispute is about.
  - (ii) a copy of the notice must be given to the Corporation.
- (d) **(Seeking assistance from the Registrar)** If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the CATSI Act or these Rules, 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.
- (e) **(Referring dispute to the Directors)** If a dispute notice is given to the Corporation, the Directors must make a reasonable effort to help the parties resolve the dispute within 20 Business Days after the Corporation receives the notice.
- (f) **(Referring dispute to a General Meeting)** If the Directors cannot resolve the dispute within 20 Business Days, the Corporation must hold a General Meeting and put the matter to the Members to resolve. The General Meeting must be held within 3 months after the Corporation receives the dispute notice. When passing any resolution about a dispute, the Members in the General Meeting are subject to the CATSI Act and these Rules.

### 9.3 Notices

- (a) **(Writing)** Unless the CATSI Act or these Rules require otherwise, notices must be given in writing.
- (b) **(How notices may be given)** Unless the Act or these Rules require otherwise, a notice or communication may be given:
  - (i) personally
  - (ii) left at a Member's address as recorded in the Register of Members,
  - (iii) sent by pre-paid ordinary mail to the Member's address as recorded in the Register of Members,
  - (iv) sent by fax to the Member's current fax number for notices (if the member has nominated one),
  - (v) sent by email to the Member's current email address (if the member has nominated one), or
  - (vi) by notifying the Member in accordance with s 201-25(4) of the CATSI Act.
- (c) **(When notice by post, fax or other electronic means is given)** A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the Business Day after it is transmitted.
- (d) **(When notice under s.201-25(3)(e) of the CATSI Act is given)** A notice of meeting given to a Member using the method in s.201-25(3)(e) of the CATSI Act is taken to be given on the business day after the day on which the Member is notified that the notice of meeting is available.

### 9.4 Distribution on Winding up

- (a) In the event that the Corporation is dissolved or wound up, any surplus assets must not be distributed to a Member or former Member.
- (b) Subject to the CATSI Act and any other applicable Law, and to any court order, any surplus assets that remain after the Corporation is dissolved or wound up must be distributed to one or more charities:
  - (i) with charitable purposes similar to, or inclusive of, those set out in Rule 3,
  - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Corporation, and
  - (iii) if the Corporation is a deductible gift recipient, which is also a deductible gift recipient, or which are also deductible gift recipients.



# Schedule 1 – Application for Membership form

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## APPLICATION FOR MEMBERSHIP

I,.....  
(Full name)

of.....  
(Address)

hereby apply for Membership of Maari Ma Health Aboriginal Corporation.

I declare that I support Maari Ma's objects and that I am:

1. at least 18 years of age;
2. an Aboriginal Person; and
3. a permanent resident of the Community indicated below (or one of its surrounding villages or townships):

- Wentworth/Dareton/Coomealla
- Broken Hill / Silverton,
- Wilcannia,
- Menindee,
- Ivanhoe,
- Tibooburra,
- Balranald.

I agree to be bound by and comply with the Rule Book of Maari Ma Health Aboriginal Corporation.

Signed: .....

Dated: .....

# Schedule 2 – Appointment of proxy form

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## Appointment of Proxy

*Note: Proxy forms must be given to Maari Ma Health Aboriginal Corporation no later than 48 hours before the AGM/General Meeting is scheduled to start.*

I,.....  
(Full name)

of.....  
(Address)

being a member of Maari Ma Health Aboriginal Corporation, hereby appoint

.....  
(Full name of proxy)

of.....  
(Address of proxy)

who is also a member of Maari Ma Health Aboriginal Corporation, as my proxy to vote for me on my behalf at the AGM/General Meeting to be held

on the .....day of.....20.....,

and at any adjournment of that meeting.

.....

Signature of Member appointing the proxy

Date.....

# Schedule 3 – Nomination for Director form

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## Nomination of Candidate for the Office of Director

*Note: Nomination forms must be given to Maari Ma Health Aboriginal Corporation no later than 7 days before the AGM/General Meeting is scheduled to start.*

<b>The Community for which the nomination is made</b>	
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This is a nomination for appointment to office as a director of Maari Ma Health Aboriginal Corporation for the following Community ( <i>tick the box of the relevant Community</i> ):	
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- |  |
|--|
| <input type="checkbox"/> Wentworth/Dareton/Coomealla |
| <input type="checkbox"/> Broken Hill / Silverton,    |
| <input type="checkbox"/> Wilcannia,                  |
| <input type="checkbox"/> Menindee,                   |
| <input type="checkbox"/> Ivanhoe,                    |
| <input type="checkbox"/> Tibooburra,                 |
| <input type="checkbox"/> Balranald.                  |

<b>Details of the nominee</b>	
-------------------------------	--

Name:	
-------	--

Address:	
----------	--

Email:	
--------	--

Phone:	
--------	--

**Nomination**

I nominate the person named above for office as a director of Maari Ma Health Aboriginal Corporation for the Community named above.

I confirm that I am a member of Maari Ma Health Aboriginal Corporation who is permanent resident of that Community.

Signed:

Name:

Address:

Date:

**Seconding of nomination**

I second the nomination of the person named above for office as a director of Maari Ma Health Aboriginal Corporation for the Community named above.

I confirm that I am a member of Maari Ma Health Aboriginal Corporation who is permanent resident of that Community.

Signed:

Name:

Address:

Date:

**Acceptance of nomination and consent to appointment**

1. I accept nomination for office as a director of Maari Ma Health Aboriginal Corporation for the Community named above.
2. I confirm that my address and contact details shown above are correct.
3. I state that I am:
  - a. a member of Maari Ma Health Aboriginal Corporation, and
  - b. a permanent resident of the Community named above.

4. I also state that I am not disqualified from being a director of Maari Ma Health Aboriginal Corporation. That is:
- a. I am not an employee of the Maari Ma  
 (or)  
 I am an employee of Maari Ma but undertake to resign my employment within 7 days if I am appointed as a director,  
 (delete whichever is not applicable)  
 and
  - b. I have read the attached ORIC fact sheet<sup>1</sup> and I am satisfied that I am not disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.
5. I hereby consent to being appointed as a director of Maari Ma Health Aboriginal Corporation if I am elected.

Signed:	
Date:	

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<sup>1</sup> Please see the attached ORIC fact sheet about being disqualified from managing corporations under the CATSI Act.