

The Rule Book of The Severn River, Ngarabal and Kwiambal Aboriginal Corporation. (ICN:9192)

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

The rule book contents

1. Name	3
2. Objectives	3
3. Members	4
4. Meetings	5
5. Directors	8
6. Contact person or secretary	11
7. Records	12
8. Finances	12
9. Application of funds	12
10. Winding up	13
11. Dispute resolution	13
12. Changing the rule book	13
Schedule 1—Application for membership form	14
Schedule 2—Appointment of proxy form	15
Schedule 3—Consent to become a director form	16

1. Name

The name of the corporation is: Severn River, Ngarabal and Kwiambal Aboriginal Corporation

2. Objectives

The corporation aims to:

1. Advance, maintain, preserve and protect the Ngarabal and Kwiambal and law, culture and heritage.
2. Advance, maintain, preserve, conserve and protect the sovereignty and self-determination of the Ngarabal and Kwiambal people's homelands on the Severn River and its catchment particularly Frasers Creek, Marlow Hill and its surrounding area; Deepwater, Edgerton, Pindaroi, Mole River and Nucoorilma Aboriginal Mission stations; the Beardy Plains and the border rivers and catchment areas in New South Wales and Queensland.
3. Advance the culture and heritage for the purposes of promoting and fostering culture, and caring for, preserving and protecting Ngarabal and Kwiambal
4. Promoting reconciliation, mutual respect and tolerance between the Ngarabal and Kwiambal and non-Indigenous Australians.
5. Acquisition of property, including land and housing for the Ngarabal and Kwiambal people to advance their social welfare.
6. Enhancing the natural environment of the Severn River, Ngarabal and Kwiambal lands and their border Rivers by undertaking projects to improve the cleanliness of rivers, lakes and man-made waterways which contribute water to rivers and lakes, in order to protect the habitat of native fish species and other species that rely on Australia's waterways, replanting Indigenous species of flora and fauna and eradicate not Indigenous species.
7. Advocate for the health of the Severn River and its border rivers and the lands of the Ngarabal and Kwiambal.
8. Employment, education and training for Ngarabal and Kwiambal people to advance the social welfare.
9. Research of the Ngarabal and Kwiambal homelands and people's who are traumatised by the stolen generations.
10. To operate and maintain a gift fund to be known as the 'The Severn River, Ngarabal and Kwiambal Aboriginal Corporation Gift Fund' in accordance with the requirements of the Income Tax Assessment Act 1997.

(Note: Ngarabal is also spelt Ngoorabal, Ngarrabal, Narbul, Marbul).

(Note: Kwiambal is also spelt Queenbul, Quienumble, Queenbulla, Kweembul)

(Note: the Severn River is also named the 'Sevens River')

3. Members

3.1 Who is eligible?

A member must be:

- At least 18 years old and
- An Aboriginal person who is a direct descendant of an apical ancestor who was born and lived on the Ngarabal or Kwiambal homeland and approved by the Native Title Services Corporation (NTSCorp).
- A partner of an Aboriginal descendant who is eligible for membership under the above criteria, who has assisted Ngarabal and Kwiambal people's sovereignty and self-determination.

3.2 How to become a member

A person applies in writing. A person is eligible under rule 3.1.

The directors:

- Accept the application by resolution at a directors' meeting.
- Must consider all applications for membership within a reasonable period after they are received.

The person's name, address and date they became a member is put on the register of members.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

3.3 Members' rights

A member can:

- Attend, speak and vote at general meetings
- Be made a director put forward resolutions at general meetings
- Ask the directors to call a general meeting look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 Members' responsibilities

A member must:

- Follow the corporation rules
- Let the corporation know if they change their address
- Treat other members with respect.

3.5 Liability of members

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

3.6 How to stop being a member

A person stops being a member if:

- they resign in writing, they die, or their membership is cancelled.
- The person's name, address and date they stopped being a member is put on the register of former members.

3.7 Cancelling membership

If a member:

- can't be contacted for two years
- misbehaves
- their membership can only be cancelled by special resolution at a general meeting.

The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed. If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors' meeting. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members and former members

The register must contain: members' and former members' names and addresses the date when the names were put on the register if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members) for former members, the date when they stopped being a member. The register must be kept at the corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

4. Meetings

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

4.2 AGM business AGMs are for:

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

4.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

Number of members Number of members needed in corporation to ask for a general meeting:

- 2–10 members = 1 member
- 11–20 members = 3 members
- 21–50 members = 5 members
- 51 members or more = 10 per cent of members

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- completing the business specified in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

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

Notices:

- can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom),
- sent by post to their address,
- sent by fax or sent by email or other electronic media such as the corporations website and Facebook page.

A notice of meeting sent by post is taken to be given three days after it is posted sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

4.6 Members' resolutions

Members can propose a resolution by giving notice of it to the corporation. Number of members Number of members needed in corporation to propose a resolution

- 2–10 members = 1 member
- 11–20 members = 3 members
- 21–50 members = 5 members
- 51 members or more = 10 per cent of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

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

4.7 Quorum at general meetings

Number of members Number of members in corporation to make a quorum

- 30 or less members = 2 members
- 31 to 90 members = 5 members
- 91 members or more = 10 members

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

4.8 Chairing general meetings

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

4.9 Using technology

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

4.10 Voting each member has one vote.

- The chairperson has one vote (if he or she is a member) plus a casting vote.
- A resolution at a general meeting should be decided by consensus (discussion and agreement).
- If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by majority vote.
- A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

- A resolution can be decided by majority on a show of hands, unless a poll is demanded. (A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)
- The chairperson tells the meeting whether they have received any proxy votes and what they are.
- The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 Demanding a poll

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

4.12 Proxies Members

A member can appoint a person as proxy to attend meetings and vote for them.

Proxies can also speak at meetings and join in demanding a poll.

They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting. A person must not be a proxy for more than three members.

5. Directors

5.1 Number of directors

The number of directors of the corporation is decided at the general meeting. The minimum number is five directors and the maximum number is 12 directors (including any non-member directors).

5.2 Eligibility of directors

A director must be: at least 18 years old and a member of the Corporation.

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal people usually reside in Australia
- be members of the corporation
- The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

5.4 How to become a director

The corporation can appoint a director by resolution passed at a general meeting. Directors must give the corporation their consent in writing to act as a director before being appointed. The corporation must send the Registrar the director's personal details within 28 days after they are appointed. The corporation can use the Registrar's Notification of a change to corporation officers' details form.

5.5 Directors' terms of appointment and rotation

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

5.7 How to become an office bearer (for example, chairperson, vice chairperson, treasurer)

The office bearers are directors of the corporation and are elected at the AGM.

5.8 How to fill vacancies

Directors can fill casual director vacancies, including office bearers. Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 How to stop being a director

- A director dies.
- A director resigns, in writing.
- A director's appointment expires.
- A director is removed as a director by the members or the other directors.
- A director is disqualified from managing a corporation.

The corporation must send the Registrar the director's personal details within 28 days after they stop being a director. The corporation can use the Registrar's Notification of a change to corporation officers' details form

5.10 How to remove a director

By the members:

A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting (or AGM).

The corporation must give the director concerned a copy of the notice as soon as possible. The director can give the corporation a written statement and speak at the meeting.

The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors: Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.

Directors must give the director a notice in writing and they must give the director

14 days to object in writing. If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

5.11 Directors' and officers' duties

The duties are:

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

The business of the corporation is to be managed by or under the direction of directors. The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

5.12 Conflict of interest (material personal interest)

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

A director who has a material personal interest must not:

be present at the directors' meeting while the matter in question is being considered vote on the matter unless allowed to do so under the CATSI Act.

5.13 Payment

A director can be paid sitting fees for their work as directors. 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 exercised any duty to disclose a conflict of interest and has followed the processes detailed in 5.12 and 5.14). The corporation may pay the directors' travelling and other expenses for attending meetings or to do with other corporation business.

5.14 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse, child or parent of a director) it must comply with part 6.6 of the CATSI Act and, where required, follow the procedure to get the approval of the members.

5.15 Delegation Directors can pass a resolution to delegate any of their powers to:

Another director a committee of directors an employee of the corporation. The delegate must follow the directions of the directors when using the delegated powers.

5.16 Directors' meetings

Directors must meet at least every twelve months. The directors will usually decide at a meeting when and where the next meeting will be. A director can call a meeting by giving reasonable notice to all the other directors.

Notices for directors' meetings are to be given personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent by post to their address, sent by fax or sent by email or other electronic media such as the corporations website and Facebook page.

Meetings can take place through electronic sources such as the telephone or skype.

5.17 Quorum for directors' meetings

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

5.18 Chairing directors' meetings

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

5.19 Using technology

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

5.20 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes. The chairperson has a vote, plus a casting vote. Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person or secretary

- The contact person or secretary must be at least 18 years old.
- The directors appoint a contact person or secretary.
- The directors decide the contact person or secretary's pay and terms and conditions of employment, if any.
- The contact person or secretary must pass on any correspondence received to at least one of the directors within 14 days.
- The contact person or secretary must give the corporation their consent in writing to become a contact person before being appointed.
- The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed.

7. Records

The corporation must keep the: minutes of meetings (in writing or as an audio or video recording) rule book (constitution) register of members and former members names and addresses of directors, officers and the contact person financial records that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited. These records must be kept at the corporation's document access address or registered office.

8. Finances

The corporation must follow these procedures.

- All money of the corporation must be deposited into a corporation bank account. The corporation must give receipts for all money it receives.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors.

9. Application of funds

Directors can use the money and property of the corporation to carry out its business. They cannot give the money and property to members of the corporation. Note: This rule does not stop the corporation from making reasonable payment to: a member in their capacity as an employee a member under a contract for goods or services provided.

10. Winding up

The winding up of the corporation will follow the CATSI Act. If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over the members can pass a special resolution about how to distribute those assets. But surplus assets of the corporation cannot be given to any member or any person to be held on trust for any member.

11. Dispute resolution

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

12. Changing the rule book

The rule book can be changed by passing a special resolution at a general meeting with over 80% of the Directors and 80% of members at the meeting agreeing to the amendment. The proposed changes must be set out in the notice of the general meeting. Within 28 days after the resolution is passed, the corporation must send the Registrar a completed Request to change corporation rule book form together with copies of the: rule book changes special resolution minutes of the meeting. The changes do not take effect until the new rule book is registered by the Registrar.

**Schedule 1—Application for membership form
Severn River, Ngarabal and Kwiambal Aboriginal Corporation.**

ICN: 9192

Application for membership

I _____, (first name of applicant)

_____ (last name of applicant)

Of _____

_____ (address of applicant)

Apply for membership of the Severn River, Ngarabal and Kwiambal Culture and Heritage Aboriginal Corporation.

Attached is the proof of my ancestry.

Signature of applicant

Date

.....

Office use only

Application tabled at directors' meeting held Date:

Directors confirmed applicant is eligible for membership

Yes / No

Entered on register of members Date:

.....

Chairperson's signature

Schedule 2—Appointment of proxy form

Severn River, Ngarabal and Kwiambal Aboriginal Corporation.

ICN: 9192

Appointment of proxy

I, _____ (full name of member)

of

_____ (address of member)

am a member of Severn River, Ngarabal and Kwiambal Aboriginal Corporation.

I appoint _____ (full name of proxy)

of

_____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation
(annual general meeting or other general meeting, as the case may be) to be held on

_____ (date of meeting)

and at any adjournment of that meeting.

Signature of member _____

Date _____

NOTE: A proxy vote may be given to a member of the corporation or another person.

**Schedule 3—Consent to become a director form
Severn River, Ngarabal and Kwiambal Aboriginal Corporation**

ICN: 9192

Consent to become a director

I, _____ (full name of person)
of

_____ (address of person)

give consent to become a director of the

Severn River, Ngarabal and Kwiambal Aboriginal Corporation

as nominated at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) held on:

_____ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing corporations if they: have been convicted of an offence under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) that is punishable by imprisonment for more than 12 months have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months are an undischarged bankrupt have signed a personal insolvency agreement and have not kept to the agreement have been disqualified under the Corporations Act 2001 from managing corporations.

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

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.