



RULE BOOK

Sunrise Health Service Aboriginal Corporation

ICN 4170

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

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1. Name

The name of the corporation is: Sunrise Health Service Aboriginal Corporation (the corporation).

2. Objectives

The objectives of the corporation are to:

- assist in the relief of sickness, poverty and disadvantage among Aboriginal people, particularly those living in the Katherine East region, through the provision of primary health services.
- take effective and appropriate measures to enable membership communities to become increasingly self-reliant and assume maximum responsibility for their own health and well-being, including:
 - promoting and where possible facilitating the allocation of appropriate housing within membership communities to Aboriginal Health Workers and other local Indigenous staff and/or trainees working in health or health-related positions.
 - facilitating the placement of resident doctors and other health professionals in membership communities.
 - the implementation of any other available and appropriate strategies for maximising opportunities for treatment within membership communities rather than in hospitals in larger population centres.
- develop strategic alliances between Aboriginal and “mainstream” (including Commonwealth, Territory and local government) entities/agencies responsible for the provision of health or health-related services in the Katherine East region for the purpose of achieving the corporation’s primary objective and with particular emphasis on coordination of health service planning and health service delivery.
- purchase/provide health or health-related services that are now required or may at any time in the future be required by the persons normally and permanently residing in the Katherine East region (including secondary health or health-related services, such as dentistry, optometry and other allied health therapies).
- develop and subsequently purchase/provide public health and education programs appropriate for the people of the Katherine East region.
- collate Indigenous health data from the Katherine East region for the purpose of policy development and advocacy for the Aboriginal and general population health in the Katherine East region.
- receive and spend grant funding from government and other sources, and the maintenance of administrative and financial procedures to ensure accountability to both the grant funders, the members of the corporation and member communities in relation to the use of such grant funding.
- take appropriate measures to ensure that membership communities participate individually or collectively in the identification of health needs, planning and

development of programs, and the implementation of health care service strategies.

- support membership communities by fostering culturally appropriate health programs.
- provide assistance to membership communities in finding solutions to problems of drug and alcohol abuse and dependency.
- disseminate information within the wider Australian community about:
 - the difficulties experienced by Aboriginal people in the Katherine east region including difficulties associated with remoteness.
 - the existing inequalities in health status between the Aboriginal people of the Katherine East region and the wider Australian community.
 - the need for support from governmental and other agencies in order for such problems to be overcome.
- promote community development, education and employment and training opportunities for membership communities, in particular the employment and training of local Aboriginal people chosen by the community to be Aboriginal Health Workers.
- promote the role and function of Aboriginal Health Workers by lobbying for and advocacy of the following principles:
 - that Aboriginal Health Workers should be enabled to achieve a maximum degree of skill and professional development by ongoing education and support.
 - that positive measures should be taken to ensure that non-Aboriginal health professionals employed by any service providers (for the purpose of providing health and health-related services) perform functions that assist and support Aboriginal Health Workers rather than replacing them;
- promote culturally appropriate methods of managing and preventing health problems in the Katherine East region involving the recognition and support of the vital role of traditional health practitioners and birth attendances in the provision of primary and other health care services.

To operate and maintain a gift fund to be known as 'The Sunrise Health Service Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years old

- an Aboriginal person who has normally and permanently resided in a membership community in the Katherine East region (refer Schedule 1) for a continuous period of two years prior to applying for membership.

The corporation's membership communities are listed at Schedule 1.

Note 'normally and permanently' resides describes an arrangement whereby the individual concerned has his or her principal dwelling at a membership community and is recorded as being a resident of that membership community by his or her employer or provider of benefits.

A member may move within the membership communities, as outlined in Schedule 1, without affecting their membership.

3.2 *How to become a member*

A person applies in writing.

A person needs to be eligible under rule 3.1.

The directors accept the application by resolution at a directors' meeting (except in the two-month period preceding the AGM).

The directors 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.

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.

However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

- a person applies for membership after a notice has been given for a general meeting or AGM, and
- the general meeting or AGM has not been held when the directors consider the person's application.

Note: An application for membership form is at Schedule 2 – Application for membership form.

3.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings.
- be made a director (if the member is eligible to be a director—see rule 5.3 on eligibility of directors).
- put forward resolutions at general meetings, including under rule 4.6.
- ask the directors to call a general meeting under rule 4.3.
- look at the members' register free of charge.
- look at the minutes of general meetings and AGMs free of charge.
- look at the rule book or get a copy (free of charge).
- raise a dispute and have a dispute dealt with using rule 11.
- look at the books of the corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

3.4 *Members' responsibilities*

A member must:

- follow the corporation's rules.
- let the corporation know if they change their address.
- treat other members, directors and staff with courtesy and respect.
- comply with the code of conduct adopted by the corporation (by resolution passed by members at a general meeting) from time to time.
- not behave in a way that significantly interferes with the operation of the corporation or corporation meetings.

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

3.5 *No membership fee*

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

3.6 *Liability of members*

The members are not liable for the corporation's debts if the corporation is wound up.

3.7 *How to stop being a member*

A person stops being a member if:

- they resign in writing.
- they pass away.
- their membership is cancelled in accordance with rule 3.8 or 3.9.

When a person stops being a member the corporation must put their name, address and the date they stopped being a member on the register of former members.

3.8 *Cancelling membership by the members*

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- can't be contacted for two years.
- misbehaves (behaves in a way that significantly interferes with the operation of the corporation or corporation meetings).
- does not comply with the code of conduct adopted by the corporation (by resolution passed by members at general meeting) from time to time.
- is not an Aboriginal or Torres Strait Islander person.

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

When a person's membership is cancelled the corporation must put their name, address and the date they stopped being a member on the register of former members.

3.9 *Directors' limited right to cancel membership*

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.1.

To do this, the directors must:

- write to the member to tell them:
 - the directors are going to cancel their membership.
 - the member has 14 days to object to the planned cancellation.
 - if the member objects, they must write to the corporation to say so.
- allow the member 14 days to object in writing to the intended cancellation.

If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting and then give the former member a copy of the resolution.

If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

3.10 *The register/s of members and former members*

The register/s must contain:

- the names and addresses of members and former members.
- the date when each person's name was added to the register.
- for former members, the date when they stopped being a member.

The register/s of members and former members must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

The register of members must be made available at the AGM.

4. General meetings and AGMs (members' meetings)

4.1 *AGM timing*

An AGM must be held before the end of November each year.

4.2 *AGM business*

AGM business includes:

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

4.3 *Calling general meetings*

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members can request the directors to call a general meeting.

Number of members in corporation	Number of members required to request a general meeting
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The members' request must:

- be in writing.
- state any resolutions to be proposed at the meeting.
- be signed by the members making the request.
- nominate a member to be the contact member on behalf of the members making the request.
- be given to the corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

Directors agree to the request

If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.

Directors apply to the Registrar to deny the request

If the directors resolve that:

- the request is frivolous or unreasonable or.
- complying with the request would be contrary to the interests of the members as a whole.

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing.
- set out the reasons why they wish to deny holding the meeting.
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

4.4 General meeting business

General meetings business includes:

- confirming the minutes of the previous general meeting.
- considering the business or resolutions in the notice of meeting.

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given.

Notice must be given:

- each member individually.
- to the directors.
- to the contact person or secretary.
- to the auditor (if the corporation has one).
- by posting notice on notice boards commonly used by the communities.
- by advertising in the Katherine Times.

The notice must set out:

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

Notices 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 a corporation can also give notice by way of publication in a newspaper in general circulation in the Katherine East region or in a manner which follows Aboriginal or Torres Strait Islander custom.

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

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

Number of members in corporation	Number of members required to propose a resolution
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

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

The corporation must give notice of the resolution to all members in the same way as rule 4.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

4.7 *Quorum at general meetings and AGMs*

Number of members in corporation	Number of members to make a quorum
2 to 30 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 and at the same place. If there is still no quorum, the meeting is cancelled.

4.8 *How to count the quorum*

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once).
- if rule 4.13 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them.
- if rule 4.13 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

4.9 Chairing general meetings and AGMs

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

Note the person elected by the members to chair the meeting may be a person other than a member of the corporation who the members consider to be impartial and to have relevant experience in the chairing of meetings.

4.10 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

4.11 Voting at general meetings and AGMs

Each member has one vote.

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

A challenge to a right to vote at a meeting may only be made at the meeting, and must be determined by the chairperson, whose decision is final.

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.12. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

4.12 Demanding a formal count (i.e. a poll)

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

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

A poll demanded on any matter must be taken immediately. The chair of the meeting directs how the poll will be taken.

4.13 Proxies at general meetings and AGMs

Members can appoint another member as their proxy to attend meetings and vote for them.

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

Note: An appointment of proxy form is at Schedule 3—Appointment of proxy / alternate director form.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A member must not be a proxy for more than one other member.

4.14 Other people at general meetings and AGMs

The chairperson may allow any person other than a corporation director, member, proxy or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.15 Postponing a general meeting or AGM

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The directors postpone the meeting by passing a resolution in a directors' meeting or circulating resolution. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

5. Directors

5.1 Role of directors

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors set the direction for managing the business of the corporation.

The directors may exercise all the powers of the corporation except any that the *CATSI Act* or this rule book requires the corporation to exercise in a general meeting.

5.2 *Number of directors*

The board shall comprise of members representing the membership community as follows:

Manyallaluk	1
Barunga	1
Wugularr	2
Bulman	1
Weemol	1
Mataranka	1
Jilkminggan	1
Minyerri	1
Kewulyi	1
Ngukurr	2
Urapunga	1
Werenbun	1

The board of directors may include up to two independent or specialist non-member directors.

To change the number of directors, members need to pass a special resolution at a general meeting or AGM to change the rule book. Such a resolution needs to be in the notice calling that meeting.

5.3 *Eligibility of directors*

A director (other than a director appointed under rule 5.7) must be:

- at least 18 years old;
- a member;
- a person chosen by the membership community to be their representative (refer rule 5.5); and
- not currently an employee of the corporation.

an individual chosen by the community must have lived in that community two years before the election. The director must reside in the community they are elected for during their appointment. A person is not eligible to become a director if the person:

- is disqualified from managing corporations.
- has been convicted of a criminal offence where the penalty is imprisonment 12 months or longer, or if the person has been sentenced and imprisoned for more than 3 months.
- has been convicted of any offence involving violence against old people, women or children.

- the director ceases to reside in the community they were elected to represent beyond a period of time negotiated with the Chair which is no greater than the time remaining in their directorship.

5.4 *Majority of director requirements*

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people.
- be members of the corporation.

5.5 *How to become a director*

The corporation can appoint a director by the members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 5.8).

During the two month period preceding each AGM in a year in which a serving director position is up for election. The director with the assistance of such other officers of the corporation as are properly authorised by the board shall arrange for the publication of notices in each community to the members residing in those membership communities for the purpose of ascertaining from those members the name of the member from the membership community whom they wish to represent them on the board.

Director nominations must be received to the corporation no later than one month prior to the scheduled date of the AGM or general meeting.

Members residing in each membership community should be provided advance notice of the time, date and venue of the arranged meeting and of its purpose.

At the meeting an election shall be held. The election shall be by secret ballot to be overseen by an independent third party.

At each AGM the CEO shall notify the members present at the meeting of the director selection made by each membership community due for elections. The members present at the AGM or general meeting will need to pass a resolution at the meeting to pass a resolution to appoint the selected member to the position.

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

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

5.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 5.7) are appointed on a rotation for four year terms. They must retire at the end of the fourth AGM after they take office. They are eligible to be re-elected.

For directors appointed at the AGM there is a rotation system, so that half the directors must retire at every second AGM. To implement the rotation system Top Road elections will occur every four years (commencing 2023) and Bottom Road elections every four years (commencing 2021).

Note Top Road elections will include elections for those director positions located in membership communities that are located near the Central Arnhem Highway. Top Road communities serviced include Werenbun, Manyallaluk, Barunga, Wugularr, Bulman and Weemol (refer Map in Schedule 1).

Bottom Road elections will include elections for those director positions located in the membership communities that are located near the Roper Highway. Bottom Road communities serviced include Mataranka, Jilkminggan, Minyerri, Kewulyi, Ngukurr, Urupunga, Badawarrka and Wubalawun (refer Map in Schedule 1).

5.7 Independent or specialist non-member directors

Independent or specialist non-member directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities.

The directors may appoint independent or specialist non-member directors by passing a resolution in a directors' meeting.

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

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

Independent or specialist non-member directors do not have voting rights.

5.8 How to fill casual vacancies

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 5.9) or where no nomination is received for a particular community's director appointment and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 5.3 and any criteria that applies to the particular vacancy.

The term of an appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's appointment to fill a casual vacancy must be confirmed by members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

5.9 *How to stop being a director*

A person stops being a director if:

- the director passes away
- the director resigns in writing
- the director's term of appointment expires
- the director is removed as a director by the members or the other directors
- the director is disqualified from managing a corporation
- becomes incapable of holding office because of a civil penalty or disqualification by a Court
- the director is convicted of an offence against a Commonwealth, State or Territory law that has as a penalty of imprisonment 3 months or longer in the case of any other offence
- the director is convicted of any offence involving violence against old people, women or children
- the director ceases to be a member, but was a member when they became a director.

The corporation must send the Registrar a notice within 28 days after a person stops being a director.

5.10 *How to remove a director*

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director.)
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the other directors:

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

5.11 *Directors' and officers' duties*

The duties are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the corporation
- a duty to disclose a conflict of interest
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

5.12 *Conflict of interest*

A director who has, or thinks they may have, a conflict of interest in a corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

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

A director who has a conflict of interest must not:

- be present at a directors' meeting while the matter in question is being considered
- vote on the matter

unless they have been granted approval by:

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

5.13 *Payments to directors*

A director can be paid a salary or sitting fees for their work as directors. The salary or sitting fee amount is to be determined by resolution at a general meeting.

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).

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 other related party (including a spouse, child or parent of a director) it must comply with Part 6.6 of the *CATSI Act* and, where required, follow the procedure to get the approval of the members.

5.15 Delegation of directors' powers

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

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

The delegate must follow the directions of the directors when using the delegated powers.

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

5.16 Calling and giving notice of directors' meetings

Directors must meet at least every three months.

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

The directors will usually decide at a Directors meeting when and where the next Directors meeting will be held.

The chairperson or two member directors can call a meeting by giving reasonable notice to all the other directors.

5.17 Quorum for directors' meetings

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

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

5.18 Chairing directors' meetings

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

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

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

5.19 Using technology

Directors' meetings can be held at more than one place using any technology, as long as all directors agree to it. The type of technology to be used may be set out in the notice for a directors' meeting. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period (at least 14 days) before the meeting.

5.20 Resolutions by directors

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

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

Independent or specialist non-member directors do not have voting rights.

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

Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it or provide an email stating they are in favour of it.

5.21 Alternate directors

With the other directors' approval, a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period. The alternative director must be a registered member for the same membership community as the appointing director.

If the appointing director asks the corporation to give the alternate director notice of directors' meetings, the corporation must do so.

The appointing director may terminate the alternate's appointment at any time.

An appointment of an alternate or its termination must be in writing. A copy must be given to the corporation.

Note: An appointment of alternate director form is at Schedule 5 – Appointment of alternate director form.

6. Contact person or secretary

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

The contact person/secretary must be at least 18 years old.

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

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

The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

7. Records

The corporation must keep the:

- minutes of meetings (in writing or as an audio or video recording).
- rule book (constitution).
- register of members and former members.
- names and addresses of directors, officers and the contact person/secretary.
- written financial records.

These records must be kept at the corporations document access address or, if it is a large corporation, its registered office.

8. Finances

The corporation must keep written financial records that:

- correctly record and explain its transactions, financial position and performance.
- would enable true and fair financial reports to be prepared and audited.

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

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

The financial records must be retained for seven years after the transactions covered by the records are completed.

9. Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The directors cannot directly or indirectly give any money or property of the corporation to members of the corporation. This rule does not stop the corporation from making:

- a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided.
- payment to a member in carrying out the corporation's objectives.

10. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named 'The Sunrise Health Service Aboriginal Corporation Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the corporation.
- which must have credited to it any money received by the corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the corporation.

The corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the corporation.

Receipts issued for gifts to the gift fund must state:

- the full name of the corporation.
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the corporation.
- the fact that the receipt is for a gift.

As soon as:

- the gift fund is wound up, or
- the corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*.

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

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

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

12. Seeking dispute assistance from the Registrar

If a dispute or any part of a dispute relates to the meaning of any provision of the *CATSI Act* or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

13. Changing the rule book

The rule book can be changed by the members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

- rule book changes
- special resolution
- minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.

14. Winding up

14.1 *Surplus assets of the corporation*

Where:

- the corporation is wound up, and
- after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist.

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed. Where possible the surplus assets should be transferred to a similar entity that carries out its functions in whole or part in the Katherine East region and have similar objects of the corporation.

The surplus assets must not be given to any member or to any person to be held on trust for any member.

14.2 *Surplus assets of gift funds*

If the Australian Tax Office allows the corporation to give tax deductible receipts for donations, and the corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.

15. Executive Sub-Committee

The four office bearers of the corporation shall constitute a sub-committee known as the “Executive Sub-Committee”. The Executive Sub-Committee appointments are for two years and are elected at alternate AGMs commencing 2019.

Between meetings of the board, the executive sub-committee shall have authority to hold meetings together with the CEO for the implementation of decisions already made by the board, provided that:

- (a) decisions made at executive sub-committee meetings that require the giving of instructions or directions to any corporation staff member other than the CEO shall not involve the giving of instructions or directions by any member of the executive sub-committee but by the CEO on behalf of the executive sub-committee
- (b) all decisions made at executive sub-committee meetings must be submitted for ratification to the next meeting of the board.

The members of the executive sub-committee, or such combination of them as may have been selected at an executive sub-committee meeting, shall be authorised to represent the corporation at formal meetings with other agencies or organisations provided that no decision or statement binding on the corporation may be made by members of the executive sub-committee without express authorisation having been given at a board meeting.

16. Definitions and interpretations

“Aboriginal” means a person who is:

- (a) a member of the Aboriginal race of Australia; or
- (b) a descendent of an indigenous inhabitant of the Torres Strait Islands;

“Aboriginal Health Worker” means an Aboriginal person registered pursuant to the Health Practitioners and Allied Professionals Registration Act (NT)

“Act” means the *Corporations (Aboriginal and Torres Strait Island) Act 2006 (Cth)* as amended

“Adult” means a person who has attained the age of 18 years

“Corporation” means the Sunrise Health Service Aboriginal Corporation

“Board” mean’s the Directors of the corporation constituted pursuant to rule 5 of this rule book

“Director” means a person appointed to that position in accordance with these rules

“Chief Executive Officer (CEO)” means the staff member appointed by the Board to be responsible for the day-to-day management of the corporation’s affairs and operations, and for the implementation of the board’s decisions

“Executive Sub-Committee” means the sub-committee established pursuant to Rule 16 of this rule book

“Katherine East Region” means the region delineated in Schedule 1 to this rule book

“Member” or “Member of the Corporation” means a person who satisfies the eligibility criteria for membership set out in rule 3.1 and has been admitted to membership of the corporation by the board

“Membership Community” means the Aboriginal people normally and permanently resident in any one of the Katherine East region communities listed in Schedule 1.

“Secretary” means the person appointed by the board to be the Secretary as defined by the Act

“Register” or “Register of Members” means the register of members maintained pursuant to rule 3.10 of this rule book

Expressions used in this rule book have the same meaning as those given in the *Corporations (Aboriginal and Torres Strait Island) Act 2006 (Cth)* as amended, and unless otherwise stated:

- (a) where the word “he” appears in the rule book it can also mean “she”
- (b) words in the singular number include the plural and vice versa
- (c) any inconsistency between this rule book and the Act shall be resolved in favour of the Act.

Schedule 1— Map of the Katherine East Region and list of membership communities

Sunrise Health Service Aboriginal Corporation ICN: 4170



List of Membership Communities in the Katherine East Region

Barunga

Bulman

Bulman outstations

Jilkminggan and communities on the land owned by the Mataranka Aboriginal Land Trust, the land owned by the Mangarrayi Aboriginal Land Trust and including Mataranka Township

Kewulyi (Bringung/Roper Valley outstations)

Manyallaluk

Minyerri and associated outstations to the south and east

Ngukurr and associated outstations south of Wiyagiba and Numbulwar within the land owned by the Arnhem Land Aboriginal Land Trust

Urapunga/Badawarrka

Weemol

Werenbun

Wugularr

And other communities within the East Katherine region.

Schedule 2—Application for membership form

Sunrise Health Service Aboriginal Corporation

ICN: 4170

Applicant Details:

Surname:		
First and Middle Names:		
Other Names Known As:		
DOB:		
Address:	House or Lot No:	
	Street (if known):	
	Community:	

I declare that I meet the membership eligibility criteria outlined at Clause 3(1) & 3(2) of the Sunrise Health Service Aboriginal Corporation (SHSAC) Rule Book:

Please tick ☒:

- ☐ I have reached the age of 18 years
- ☐ I am an Aboriginal person
- ☐ I normally and permanently reside in a SHSAC Membership Community and have done so for more than two years

In applying to become a Member of Sunrise Health Service Aboriginal Corporation (SHSAC), I undertake to comply with the Constitution of the Corporation. I further declare that the information I have provided in this application is true and correct and if granted membership, will notify SHSAC immediately of any change in circumstances relating to the details I have provided.

I also acknowledge that memberships may be subject to cancellation by the SHSAC Board of Directors in line with Clause 9(3) 'Cancellation of Membership' of the SHSAC Constitution.

.....
(signature of applicant) (date)

Please return this form to the SHSAC Director of Strategy and Development once it is fully completed and signed

Office use only

Date application received by SHSAC:		
Date application tabled at directors' meeting held:		
Directors confirmed applicant is eligible for membership:	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Date entered on Register of Members (if membership granted) within 14 days:		
Date applicant advised of outcome [in writing]:		

Schedule 3—Appointment of proxy / alternate director form

Sunrise Health Service Aboriginal Corporation

ICN: 4170

Details of person wishing to appoint a Proxy / Alternate Director:

Surname:		First Name:
Address:	House or Lot No:	Street (if known):
	Community:	

I declare that:

Please tick ☒ one or both:

- ☐ I am a member of Sunrise Health Service Aboriginal Corporation (SHSAC)
- ☐ I am a current serving Director on the SHSAC Board of Directors

and appoint the following person being a member of SHSAC, as my proxy/alternate director to vote for me on my behalf at:

Please tick ☒ and date:

- ☐ The SHSAC Annual General Meeting to be held on: / /
- ☐ The SHSAC Board of Directors Meeting to be held on: / /

Proxy / Alternate Director Details:

Surname:		First Name:
Address:	House or Lot No:	Street (if known):
	Community:	

This appointment is being made in line with Clause 'General Meetings and AGMs' and / or Clause 4.11 'Voting at General Meetings' of the SHSAC Rule Book.

.....
(signature of Member or Director appointing proxy/alternate director)

.....
(date)

This form is to be completed, signed and given to the Director of Strategy and Development or SHSAC Chief Executive Officer at least 48 hours before commencement of the meeting.

Schedule 4—Consent to become a director form
Sunrise Health Service Aboriginal Corporation
ICN: 4170

Consent to become a director

I,

(first and last name of person. Please add any other names known by in brackets)

Of

(residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date
of birth is

(date of birth)

and my place of
birth was

(place of birth)

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
- 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

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.

Schedule 5 — Appointment of alternate director form

Sunrise Health Service Aboriginal Corporation

ICN: 4170

Details of person wishing to appoint an Alternate Director:

Surname:		First Name:
Address:	House or Lot No:	Street (if known):
	Community:	

I declare that:

Please tick ☒ one or both:

- ☐ I am a member of Sunrise Health Service Aboriginal Corporation (SHSAC)
- ☐ I am a current serving Director on the SHSAC Board of Directors

and appoint the following person being a member of SHSAC, as my alternate director to vote for me on my behalf at:

Please tick ☒ and date:

- ☐ The SHSAC Annual General Meeting to be held on: / /
- ☐ The SHSAC Board of Directors Meeting to be held on: / /

Alternate Director Details:

Surname:		First Name:
Address:	House or Lot No:	Street (if known):
	Community:	

This appointment is being made in line with Clause 4 'General Meetings and AGMs' and / or Clause 4.11 'Voting at General Meetings and AGMs' and / or Clause 5.21 'Alternate Directors' of the SHSAC Rule Book.

.....
(signature of Member or Director appointing alternate director)

.....
(date)

This form is to be completed, signed and given to the SHSAC Director of Strategy and Development or SHSAC Chief Executive Officer at least 48 hours before commencement of the meeting.