



The Rule Book of Institute for Aboriginal Development (Aboriginal Corporation)

ICN 7395

Institute for Aboriginal Development (Aboriginal Corporation) ABN: 89 453 866 817

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

The rule book of Institute for Aboriginal Development (Aboriginal Corporation) ICN 7395.
Registered by a Delegate of the Registrar of Aboriginal and Torres Strait Islander Corporations on 14 July 2023.

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1. Name

The name of the corporation is **Institute for Aboriginal Development (Aboriginal Corporation)**.

2. Objectives

(1) The objects for which the corporation is established are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering and misfortune among Aboriginals and/or Torres Strait Islanders, through the process of education and training.

(2) In recognition of the severe problems encountered by Aboriginals and/or Torres Strait Islanders and the unfortunate circumstances in which they find themselves, the corporation shall, without limiting the generality of the forgoing, advance its objects by the following means:

- (a) To help Aboriginals and/or Torres Strait Islanders to develop knowledge and skills which they require to cope with cross-cultural training situations.
- (b) To devise and carry out educational and other programmes related to the needs of and aspirations of Aboriginals and/or Torres Strait Islanders.
- (c) To promote cross-cultural understanding through specific programmes for non-Aboriginals.
- (d) To maximise involvement by Aboriginals and/or Torres Strait Islanders in the control, management and conduct of the affairs of the corporation.
- (e) To stimulate the opportunities for research.
- (f) To undertake research into fields associated with the programmes of the corporation.
- (g) To promote research into and knowledge and understanding of Central Australian Aboriginal languages.
- (h) To provide and maintain buildings, educational aids and other facilities and equipment for the purpose of setting up and carrying on the programmes of the Rule book.
- (i) To enter into any legal structure for the furtherance of the objects of the corporation.

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3. Members

3.1 Who is eligible?

(1) Membership shall be open to any Australian Aboriginal and/or Torres Strait Islander person 18 years and over.

(2) Membership is open to Aboriginal controlled organisations who are able to nominate an Aboriginal and/or Torres Strait Islander as their member representative to member meetings.

(3) An Aboriginal controlled Organisation may change its representative(s) at any time by notice in writing to the Contact person.

3.2 How to become a member

a) submit a written application for membership to the directors –

- in a form approved by the directors; and
- signed by the person and both of the members referred to in rule 3.2(b), and;

b) be proposed by one member and seconded by another member.

The directors accept the application.

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
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting
- can 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).

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3.4 Members' responsibilities

- A member:
- must follow these rules
- lets the corporation know if they change their address
- treats 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
- 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 one year
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person 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.

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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
- for former members, the date when they stopped being a member.

It 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'
- 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.

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Number of members Number of members needed in corporation to ask for 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

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- everything 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.

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 to their address, sent by fax or sent by email.

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.

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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 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 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 chairperson will chair general meetings. If they are not available, the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

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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 chair has one vote (if he or she is a member) plus a casting 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 chair, 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)

The chair tells the meeting whether they have received any proxy votes and what they are.

The chair 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 chair directs.

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4.12 Proxies

Members 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 First directors of the corporation

Upon registration the directors of the corporation shall be those persons listed in the application for registration. These persons shall hold office until the first annual general meeting following the transfer of registration of the corporation.

5.2 Number of directors and terms of appointment

At the first AGM following the transfer of registration of the corporation, there shall be seven elected directors (including office bearers). They will be elected at AGMs on a rotation basis for a term of two years. They are eligible for re-election.

To implement the rotation system, at this AGM:

- four directors shall be appointed for a two-year term; and
- three shall be appointed for a term of one-year.

The AGM minutes must record the term of each director appointed.

There shall also be up to two independent or specialist non-member directors. The Independent or specialist non-member directors shall be appointed in accordance with rule 5.6. They are eligible for re-appointment.

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5.3 Eligibility of directors

A director (other than an independent or specialist non-member director) must be:

- at least 18 years old;
- an Aboriginal or Torres Strait Islander person.

Directors will represent a minimum of three language groups.

No single language group will have a majority on the Board

Employees (with the exception of the corporation's chief executive officer (CEO)) are not eligible to be directors of the corporation.

The CEO may be a director but cannot chair directors' meetings.

There shall be an Aboriginal and/or Torres Strait Islander Chief Executive with delegated authority from the directors who shall manage the corporation and implement the decisions and policies of the directors, and shall report on the operations of the corporation at each meeting of directors.

5.4 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people
- usually reside in Australia
- be members of the corporation

5.5 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 become a director.

The corporation must send the Registrar the directors' 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.

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5.6 How to become an independent or specialist non-member non-Indigenous director

The directors may appoint up to two non-member, non-Indigenous directors.

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

Non-member non-Indigenous directors must give the corporation their written consent to become a director before being appointed.

Non-member, non-Indigenous directors are appointed for the term specified by the directors in their appointment.

Non-member non-Indigenous directors cannot be appointed for a term of more than two-years, but they can be reappointed.

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

The office bearers are directors of the corporation and are elected by the directors at their first directors' meeting after the AGM

The office bearers are:

- (a) a Chairperson;
- (b) a Secretary; and
- (c) a Treasurer.

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.

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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.

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 general meetings.

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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.

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

A director who has a material person 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

Directors are not paid, unless they are employees of the corporation, or unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

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

5.14 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.

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5.15 Related party benefit

If a corporation wants to give a financial benefit to a director or related party (such as a spouse of a director) it must get the approval of the members by following the procedure in part 6.6 of the CATSI Act.

5.16 Directors' meetings

- Directors must meet at least every three 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.

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 chair.

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 chair 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.

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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.

The corporation can use the Registrar's Notification of a change to corporation officers' details form.

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 (including documents needed to explain why payments are made for example, quotes, acceptance, invoices, and payment approvals).

They must be kept at the corporation's document access address or registered office.

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8. Finances

All money of the corporation must be deposited into the corporation's bank account.

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two directors.

All accounts must be approved for payment at a directors' meeting.

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 or
- 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 on the winding up or dissolution of the corporation, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

The surplus assets must be given or transferred to another corporation under the Act That:

- has similar objects or purposes;
- is not carried on for profit or gain to its individual members; and
- is determined by resolution of the members.

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11. Dispute resolution

A member may raise a grievance or complaint about a director or another member of the corporation.

The grievance or complaint must be dealt with by the procedures as follows:

- Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

The mediator must be –

- a person chosen by agreement between the parties; or
- in the absence of agreement –
 - for a dispute between a member and another member – a person appointed by the directors; or
 - for a dispute between a member and the director – a person who is a mediator appointed or employed by the department administering the Act.
- A member of the corporation can be a mediator.
- The mediator cannot be a party to the dispute.
- The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must –

- give the parties to the mediation process every opportunity to be heard;
- allow due consideration by all parties of any written statement submitted by any party; and
- ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved within 14 days of the call for mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law. Default members will incur membership cancellation.

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12. Changing the rule book

12.1 Effects of rule book

This rule book binds every member and the corporation to the same extent as if every member and the corporation had signed and sealed this rule book and agreed to be bound by it.

12.2 Inconsistency between rule book and CASTI Act

If there is any inconsistency between this rule book and the CATSI Act, the CATSI Act prevails.

12.3 Changing the rule book

The rule book can be changed by passing a special resolution at a general meeting.

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 copy of the changes
- a copy of the minutes of the meeting
- a Request to change corporation rule book form.

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

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Schedule 1—Application for membership form

Application for membership

Institute for Aboriginal Development (Aboriginal Corporation)

I, _____
(first name of applicant) (last name of applicant)

of _____
(address of applicant)

Apply for membership of

(name of Aboriginal and Torres Strait Islander corporation)

Signature of applicant

Date:

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Schedule 2—Appointment of proxy form

Appointment of proxy

I, _____
(full name of member)

of _____
(address of member)

am a member of Institute for Aboriginal Development (Aboriginal Corporation)

I appoint: _____
(full name of proxy)

of: _____
(address of proxy)

who is also a member of Institute for Aboriginal Development (Aboriginal Corporation), 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 only be given to a person who is a member of the corporation.

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Schedule 3—Consent to become a director form

Consent to become a director

I, _____
(full name of person)

of: _____
(address of person)

give consent to become a director of Institute for Aboriginal Development (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.

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