

The Rule Book of Derbarl Yerrigan Health Service Aboriginal Corporation (ICN 8718)

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: Derbarl Yerrigan Health Service Aboriginal Corporation.

2. Objectives

The objectives of the Corporation are to:

- Provide holistic health care to the Aboriginal population of the Perth Metropolitan Area.
- Build capacity of the workforce to promote sustainability within the organisation.
- Empower and inspire innovation so that Aboriginal (and particularly Noongar) people may achieve pathways out of poverty.
- Develop professional and culturally appropriate services and programs. Provide patient-centred care based on the latest best practice Western scientific evidence, integrated with Aboriginal (and particularly Noongar) ways of working.
- Develop and maintain sound management practices that are equitable, honest, accountable, transparent, and consistent with State and National standards and legislation.
- Endeavour to improve the quality of life for Aboriginal people through managing and developing specialised programmes e.g. community aged care and disability services etc.
- Operate a public benevolent, charitable organisation that is not-for-profit and where all funds and revenue are directed toward achieving the objectives of the Organisation and applied solely to the Organisation (whereby no part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the Organisation, except in good faith in the promotion of the objectives of the Organisation).
- Provide services, as resources permit, that address social determinants of health including but not limited to: homelessness; environmental health; suicide; alcohol and other drugs; family and domestic violence; child and other sexual abuse; mental health; poverty; and discrimination.

3. Members

3.1 Who is eligible?

There are two classes of membership, voting and non-voting.

To be eligible for admission as a voting member the person must:

- be at least 18 years old
- be an Aboriginal person
- support the objects or purposes of the corporation and agree to the terms of this Rule Book
- not be a body corporate, company or any entity other than a person
- reside, and continue to reside, in the Perth Metropolitan Area.

To be eligible for admission as a non-voting member an individual must:

- be at least 18 years old
- support the objects or purposes of the corporation and agree to the terms of this Rule Book
- not be a body corporate, company or any entity other than a person
- reside, and continue to reside, in the Perth Metropolitan Area.

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 of an individual as either a voting or non-voting member.

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 noting whether they are a voting or non-voting member.

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 attached to this Rule Book at Schedule 1—Application for membership form.

3.3 *Members' rights*

A voting 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
- 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 10
- 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.

A non-voting member can:

- attend and speak at general meetings
- 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 10
- 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 with respect.

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 any subscriptions or fees to join or for ongoing membership of the corporation.

3.6 *Liability of members*

The members do not have to pay 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*

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

- Can't be contacted for two years
- misbehaves
- the person ceases to be eligible for admission as a member.

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 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. 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
- if a person is either a voting or non-voting member
- 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, audited 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	= 25 members or 10 per cent of members, whichever is the lesser

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.

4.3.1 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.

4.3.2 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, which may include the removal of one or more director(s) and, if necessary, the appointment of one or more new director(s).

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given. Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- 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, the exact wording of it
- any technology to be used in the meeting (if required)
- confirm that the member cannot 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 in a manner which follows Aboriginal 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.

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	= 25 or 10 per cent of members, whichever is the lesser

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.

4.6 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	= 25 members or 10% of the membership, whichever is the lesser

A quorum must be present during the whole meeting as determined and declared by the Chairperson. 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 available, otherwise at the discretion of the Chairperson). If there is still no quorum, the meeting is cancelled. If at any point during the meeting there are insufficient members present to retain a quorum the meeting is to be adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson).

4.7 Chairing general meetings and AGMs

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

4.8 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.

4.9 Voting at general meetings and AGMs

Each voting member has one vote.

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

Members must declare any pecuniary interest or conflict of interest in respect of a motion on the floor and must not cast a 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 4.10. The Chairperson declares those voting members present.

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

4.10 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.

4.11 Proxies at general meetings and AGMs

Proxies may not be appointed to attend or vote for members at general meetings and AGMs.

4.12 Other people at general meetings and AGMs

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the member.

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

4.13 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. 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 manage, or 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 and Composition of directors*

The number of directors of the corporation is to be a minimum of 5 and a maximum of 9 including the 3 office bearers and any independent or specialist non-member directors that may be appointed by resolution of the appointed directors pursuant to rule 5.7.

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.

There shall be a chairperson, vice-chairperson and a treasurer appointed by members, or if required to fill vacancies by the directors, who shall be the office bearers of the corporation.

5.3 *Eligibility of directors*

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

- at least 18 years old
- a voting member
- an Aboriginal person
- have consented in writing to be appointed as a director of the corporation
- prior to appointment have completed, or give an undertaking to complete within a reasonable period after appointment, corporate governance training provided by the Office of the Registrar of Indigenous Corporations or an equivalent approved corporate governance training course.
- prior to being appointed agree that a criminal history check can be completed; that if the criminal check reveals any adverse results, then a risk assessment can be completed by no less than 3 of the directors and to resign as a director if the risk assessment findings says they are not considered suitable to be a director.

- comply with any Code of Conduct for directors as implemented by the corporation from time to time, whether it was implemented at the time the director is elected or appointed or whether it is amended or otherwise altered by the corporation after election or appointment.

A person is not eligible to become a director if the person:

- has been disqualified from managing corporations; or
- has been convicted of a criminal offence in the last 5 years or has at any time been sentenced to imprisonment of more than 12 months.
- is an employee at the time of appointment or during their appointment as a director.

Not more than 1 person from an immediate family shall be eligible to be appointed as a director or hold office as a director at the same time.

Immediate family means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, stepfather, stepmother, son, daughter, sister, brother, step children. It is also extends to customary or defacto adoption arrangements.

5.4 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
- not be employees of the corporation.

The chief executive officer (CEO) may not be a director and is not to chair directors' meetings.

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).

Before being appointed as a director, the person must give the corporation their consent in writing to act as a director and submit a completed expression of interest form for nomination purposes.

The corporation will post out to each member correspondence inviting interested and eligible members to complete and submit to the corporation's secretary the expression of interest form for nomination prior to the general meeting or AGM in order to be eligible for appointment as a director by resolution of members.

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 for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected for a maximum of two further consecutive terms.

If a director serves three consecutive terms that director will be ineligible for appointment as a director of the corporation for a period of 2 years after the cessation of their appointment.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

For directors appointed at the AGM there is a rotation system, so that at least 3 of the directors must retire at each AGM. They are eligible to be re-elected.

To implement the rotation system:

- Three (3) of the directors of the corporation at the time these rules are approved will only hold office until the next AGM and must retire. They are eligible to be re-elected. The directors will agree on which directors retire at the AGM. If the directors cannot agree, they must decide by ballot conducted by the directors.
- At every subsequent AGM those directors that did not retire at the previous AGM must retire. They are eligible to be re-elected.
- Newly elected directors have a term of two years, which ends at the second AGM after they take office. If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.

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

5.7 Independent or specialist non-member directors

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

The directors may appoint a maximum of 2 independent or specialist non-member directors by passing a resolution in a directors' meeting.

Before being appointed as an independent or specialist non-member, 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.

A person is eligible for appointment as an independent non-member specialist director if he or she satisfies the following requirements:

- is at least 25 years of age
- is an Australian Resident
- has not worked for or been paid by the corporation for services in a period of 12 months before their appointment
- has demonstrated skills and experience in financial management, corporate governance, accounting, law or a health services delivery related skill or other field related to the corporation's activities.

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) 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.

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
- 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.

5.9 *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.

5.10 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.

5.11 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.

5.12 Payments to directors

The Directors may be paid such sitting fee/ remuneration as is determined by resolution of members in general meeting or at an AGM.

Directors may also be paid 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.

The Corporation must disclose on an individual basis the total remuneration and expenses paid to all directors in the audited financial statements published by the corporation annually and otherwise as required by law.

5.13 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.

5.14 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.

5.15 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 meeting when and where the next meeting will be.

A director can call a meeting by giving reasonable notice to all the other directors.

5.16 Quorum for directors' meetings

To constitute a quorum a majority of the directors must be present at all times during the meeting.

5.17 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 (other than the CEO).

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.

5.18 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.

5.19 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.

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

Directors can pass a resolution without a directors' meeting if all directors (excluding independent or specialist non-member directors) sign a statement saying that they are in favour of it.

5.20 Sub-committees

The directors may at any time appoint a sub-committee from its members, such as a cultural advisor sub-committee, and shall determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the directors, a sub-committee shall have a quorum of 3 at its meetings (unless a larger number is resolved) and appoint one of its members to be responsible for calling meetings of the sub-committee and reporting the directors.

6. Secretary

The directors are to appoint a secretary. The secretary must be at least 18 years old.

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

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

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

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

7. Records

The corporation must keep at its document access address/registered office 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.

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.

The disposal of an asset with a value exceeding \$100,000 must be approved by members in general meeting or at an AGM.

For the avoidance of doubt, this also applies to ensure that any proposed sale of the corporation's head office in East Perth and the building known as Boomerang House must be approved by members in general meeting or at an AGM.

10. 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.

10.1 Seeking 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.

11. 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.

12. Gift fund rules

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

- to be named ‘The Derbarl Yerrigan 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*.

13. Winding up

13.1 *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

members are to resolve how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s at law, which has similar objectives to the corporation and whose rules prohibits distributions or payments to its members from the surplus assets.

13.2 *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.

14. Definitions and interpretation

14.1 *Definitions*

In this Rule Book, unless the contrary intention appears:

- **Aboriginal person** means a person who is of Aboriginal or Torres Strait Islander descent, who identifies as an Aboriginal or Torres Strait Islander person and is accepted by the Aboriginal or Torres Strait Islander community in which they live as an Aboriginal or Torres Strait Islander person.
- **Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- **Annual General Meeting (AGM).**
- **Corporation** means Derbarl Yerrigan Health Service Aboriginal Corporation.
- **Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored, but does not include medical records of any patients of the Corporation.
- **Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

- **Calendar year** means a period from and including 1 January to 31 December in a year.
- **Code of Conduct** means the Code of Conduct Policy as approved by the Corporation.
- **Common Seal** means the common seal of the Corporation.
- **Director** means a person elected or appointed according to clause 5 to manage the affairs of the Corporation in accordance with the Act and this Rule Book.
- **General Meeting** refers to both Special General Meetings and Annual General Meetings of the Members of the Corporation.
- **Immediate family** means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, stepfather, stepmother, son, daughter, sister, brother, step children. It is also extends to customary or defacto adoption arrangements.
- **Material Personal Interest** means a personal interest that has the capacity to influence a Director's consideration of, and vote on, a particular matter.
- **Member** means any person whose name appears on the Register of Members.
- **Objectives** means the Corporation's objectives set out in clause 2.
- **Officer** is a Director, Secretary, manager, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation, or could significantly affect the Corporation's financial position.
- **Perth Metropolitan Area** means the area defined according to the Metropolitan Local Government of Western Australia from time to time.
- **Registrar means** the Registrar of the Office of the Registrar of Indigenous Corporations.
- **Reside** means to dwell permanently (or for a considerable time) or to have one's settled or usual abode in or at a particular place.
- **Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members present at a General Meeting and entitled to vote on the resolution.

14.2 Interpretation

In this Rule Book:

- Words in the singular include the plural and vice versa;
- Any gender includes the other genders;
- The words ‘including’, ‘include’ and ‘includes’ are to be read without limitation;
- A reference to:
 - Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
 - Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and
 - A clause or schedule is a reference to a clause or schedule, as the case may be, of this document;
 - Headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
 - A word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book;
 - If a word or phrase is defined its other grammatical forms have corresponding meanings;
 - Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded; and
 - Any inconsistency with the Act is to be resolved in favour of the Act.
 - Where there is ambiguity as to the extent of the powers of the Corporation, the ambiguity shall be resolved in favour of the Corporation and a broad interpretation shall be applied so as not to narrow the powers of the Corporation.

Schedule 1—Application for membership form

Derbarl Yerrigan Health Service Aboriginal Corporation (ICN: 8718)

Application for membership

I, _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: Aboriginal non-Aboriginal

Signature of applicant

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Member is admitted as:	<input type="checkbox"/> voting member <input type="checkbox"/> non-voting member
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of directors' decision to the applicant	Date:

Schedule 2—Consent to become a director form

Derbarl Yerrigan Health Service Aboriginal Corporation (ICN: 8718)

Consent to become a director

I, _____ (first and last name of person)

of _____ (residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date 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
- am an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing corporations

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person

Date

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

CONSTITUTION AND RULES OF DERBARL YERRIGAN HEALTH SERVICE INC.

1. Name

The name of the Service is **Derbarl Yerrigan Health Service Inc.**

2. Definitions

In these Constitution and Rules the following words and expressions have the following meanings:

"Aboriginal Person" and **"Aboriginal"** means:

- a person who is a *member* of the Aboriginal population of Australia; or
- a person who is a descendant of an Indigenous inhabitant of the Torres Strait Islands;
- and who is in each case accepted by the Aboriginal Community as such and who identifies himself or herself as such;

and **"Aboriginal People"** has a corresponding meaning.

"Associate Member" means any person who is admitted as an associate member in accordance with these rules.

Board of Directors, "Executive Committee" and **"Committee"** means the management committee of the Service.

"Financial Year" means the year 1 July to 30 June unless the Service resolves that another period will be the financial year

"General Meeting" means a meeting of the Members of the Service which is open to all members and which is either an Annual General Meeting or a special General Meeting.

"Member" means any person who has been registered with the Service as a Member under these Rules and unless expressly stated otherwise does not mean an Associate Member and **"Financial Member"** means any Member who has paid the subscription for the current period.

This is the annexure of 13 page(s)
marked "A" referred to in the form
Signed by me and dated 16/10/17
[Signature]
Signature(s)

I certify that this is a true copy,

Name: Samantha Meage
Signature: [Signature]
Qualification: CPA 9219660
Date: 30/9/17
Contact No: 0403269743