

BIRIPI ABORIGINAL CORPORATION MEDICAL CENTRE

(ICN 99)



The Rule Book of Biripi Aboriginal Corporation Medical Centre (ICN 99)

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1. Name

The name of the corporation is **Biripi Aboriginal Corporation Medical Centre**.

2. Objectives

The objectives of the corporation are to administer and operate an Aboriginal Medical Service to cater for the health needs of Aboriginal and Torres Strait Islander people including, but not limited to, a Medical service, an Out of Home Care service for children and an Aged Care service for people in the coastal area incorporating Bulahdelah in the south, Port Macquarie in the north and Mount George and Gloucester in the west and the Inverell shire with respect to the provision of an out of home care service for children.

The corporation aims to:

- (a) provide services for Aboriginal and Torres Strait Islander communities within the geographic area;
- (b) improve the health status and wellbeing of the Aboriginal and Torres Strait Islander communities within the geographic area;
- (c) involve Aboriginal and Torres Strait Islander people in the planning and provision of health care and welfare services for their communities;
- (d) to conduct training and further education courses for employees to enable them to assist in carrying out the objects of the service;
- (e) to provide or procure the provisions of specialist visits and the delivery of ancillary health services;
- (f) encourage Aboriginal and Torres Strait Islander people to better utilise existing health and social services;
- (g) to support communities in steps to overcome public and environmental health problems and to provide community health education;
- (h) to work with and complement other existing medical and health services of the Local Government Shire areas of Greater Taree, Hastings, Great Lakes, Gloucester and Inverell Shire;
- (i) to participate with other Aboriginal and Torres Strait Islander associations in projects for their mutual benefit;
- (j) raise monies by way of donations and gifts from the general public and suitable enterprises to be used for training and service delivery for Aboriginal and Torres Strait Islander people;
- (k) to operate and maintain a gift fund to be known as 'The Biripi Aboriginal Corporation Medical Centre Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*; and
- (l) to ensure the wellbeing of the staff of the corporation.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person who permanently resides in the coastal area incorporating Bulahdelah in the south, Port Macquarie in the north and Mount George and Gloucester in the west.

3.2 How to become a member

To become a member a person must:

- be eligible to apply under rule 3.1; and
- submit an application for membership in writing to the corporation.

The directors must consider all applications for membership in the order they are received and within a reasonable period after they are received by the corporation.

The directors must consider and decide on applications for membership by resolution at a directors meeting.

If directors accept a membership application, the person's name, address and date they became a member is to be recorded on the register of members and former members within 14 days.

However, if

- the applicant applies for membership after the notice has been given for the holding of general meeting; and
- the meeting has not been held when the directors consider the application

then the corporation must not enter the person on the register of members and former members until after the general meeting has been held.

The directors may refuse to accept a person's membership application. If they do, they must notify the applicant in writing of the decision, and the reasons for it.

Note: An application for membership form is attached at Schedule 1 of this Rule Book.

3.3 Members' rights

A member:

- can attend, speak and vote at general meetings;
- can be elected or appointed as a director (if the member satisfies the eligibility requirements under rule 3.1);
- can put forward resolutions at general meetings;
- can ask the directors to call a general meeting; and
- can look at the books and records of the corporation (if the board of directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up.

3.4 Members' responsibilities

A member must:

- follow these rules;
- let the corporation know if they change their address (within 28 days);
- treat other members with courtesy and respect;
- comply with any code of conduct adopted by the corporation; and
- not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.

3.5 Liability of members

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

3.6 How to stop being a member

A person stops being a member if:

- they resign in writing;
- they die; or
- their membership is cancelled.

The person's name and date they stopped being a member is put on the register of former members.

3.7 Cancelling membership

A member can only be removed by a special resolution at a **general meeting**, if a member:

- can't be contacted for two years; or
- misbehaves; or
- is not an Aboriginal or Torres Strait Islander person; or.
- is found to be in breach of members responsibilities in accordance with rule 3.4.

If a member is removed by **special resolution** at a **general meeting** the directors must 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 a membership by passing a resolution at a **directors meeting**.

Before cancelling the membership, the directors must give the member notice in writing stating that:

- the directors intend to cancel the membership for the reasons specified in the notice;
- the member has 14 days to object to the cancellation of the membership; and
- any objection must be in writing.

If the member *does not* object, the directors must cancel the membership. If the member *does* object as set out in this Rule;

- the directors must not cancel the membership; and
- only the corporation by resolution at a general meeting may cancel the membership.

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

The register of members and former members can be maintained in one document. It must be kept at the corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

A member may inspect the register without charge.

3.9 Different classes of members

The corporation does not have different classes of members.

4. Meetings

4.1 AGM timing

AGMs must be held before 30 November each year.

4.2 AGM business

The AGMs are for:

- confirming the minutes of the previous annual general meeting;
- presenting annual reports: general, financial, directors’;
- appointing directors in accordance with rule 5.4;
- the appointment and remuneration of the auditor;
- asking questions about management of the corporation and asking questions of the corporation’s auditor, of which notice has been provided about how the corporation is managed.

4.3 General meetings

A general meeting of the corporation may be called by the directors pursuant to a resolution being passed at a duly convened meeting of directors.

Members can ask directors to call a general meeting.

- the request must be in writing, addressed to the secretary of the corporation;
- state any resolution to be proposed at the meeting;
- be signed by the members making the request; and
- nominate a member to be a contact member on behalf of the members making the request.

Number of members in the in the corporation	Number of members needed 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% of members

If the directors receive a legitimate request from members for a general meeting they must call the general meeting within 21 days of receiving the request.

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days' notice must be given for all general meetings.

Notice must be given to members, directors, officers, the company secretary and the auditor. The notice must set out:

- the place, date and time for the meeting;
- the business of the meeting; and
- if a special resolution is being proposed, state what it is.
- that any member may demand a secret vote in writing on a resolution to be voted on at a general meeting

The notice must be given to all members in two or more of the following ways:

- personally (or in a manner that which accords with Aboriginal or Torres Strait Islander custom); or
- sent by post to the members address; or
- sent by fax or by email; or
- by placing an advertisement in the local newspaper.

A notice of general meeting:

- sent by post is taken to be given four days after it is posted; and
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

4.6 Members' resolutions

Members can propose a notice of a resolution and then give it to the corporation.

Number of members in the corporation	Number of members needed 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% of members

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

The corporation does not have to give notice of a resolution if it is defamatory.

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 meeting which is being held at least 28 days after the notice has been sent out.

4.7 Quorum at general meetings

The quorum for a general meeting of members is as follows:

Number of members in the corporation	Number of members 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's no quorum after one hour, the meeting is adjourned until the next week at the same time. If there's still no quorum, the meeting is cancelled.

4.8 Chairing general meetings

The chairperson will chair general meetings. If the chairperson is not available, the directors can elect someone to chair the meeting. If the directors do not want to chair the meeting, then the members must elect someone else to do so.

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 Auditor's right to be heard at general meetings

The Auditor is entitled to attend any general meeting of the corporation.

The Auditor is entitled to be heard at a general meeting on any part of the business of that meeting that concerns the Auditor in their professional capacity.

The auditor is entitled to be heard even if:

- the Auditor retires at the meeting, or
- the meeting passes a resolution to remove the Auditor from office.

The Auditor may authorise a person in writing as the Auditor's representative for the purpose of attending and speaking at any general meeting.

4.11 Voting

Each member has one vote. The chair of the meeting has one vote (if he or she is a member) plus a casting vote which may be used if necessary.

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 of the meeting, whose decision is final.

A resolution can be decided by majority on a show of hands, unless a poll is demanded.

(A poll is a formal vote, not by show of hands—for example, by writing on a voting paper or placing marbles in labelled jars.)

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

4.12 Demanding a poll

Any member entitled to vote on the resolution or the chair of the meeting 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 of the meeting or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.13 Proxies

Proxies are not allowed.

5. Directors

The minimum number is **5** directors including up to two specialist non member directors.

The maximum number of directors is **10** including up to two specialist non-member directors.

5.1 Eligibility of Directors

A director must:

- be at least 18 years old;
- be a member of the corporation;
- consent in writing before being appointed as a director of the corporation;
- complete National Police Check on a 12 month basis under the *Aged Care Act 1997*; and
- complete Working with Children's Check (WWCC) with a clearance to work with children or immediately apply for a WWCC upon appointment.

A person who is appointed as a specialist director pursuant to rule 5.7 is not required to be a member of the corporation.

The following people are not eligible to become directors of the corporation:

- employees of the corporation;
- persons who are otherwise disqualified from managing a corporation; and
- any persons who were directors at any point in the 12 months prior to the special administration that commenced on 22 October 2018. These persons will be ineligible for election as a director of the corporation until the 2023 Annual General Meeting.

5.2 Majority of member director requirements

A majority of member directors of the corporation must:

- usually reside in Australia; and
- not be carers appointed by the corporation's children in out of home care division.
- the maximum number of directors who are careers must not exceed two at any time.

5.3 Composition of the board of directors

The board of directors will be made up as follows:

No more than two (2) people from each *immediate family* is eligible to be a director at any one time

Immediate family means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, son, daughter, sister, brother or step-children.

5.4 How to become a director

The corporation can appoint a director by resolution passed at a general meeting.

The directors must give the corporation their consent in writing to be a director prior to their appointment.

Persons nominating for a director position must submit a document to the corporation detailing why they would like to be considered for the board and their relevant skills at least 7 days prior to the AGM. The document is to be a maximum of one A4 page in length. These director submissions are to be made available to members prior to the voting on new directors at the AGM.

The corporation must keep the written consent.

The corporation must notify the Registrar of the directors' details within 28 days after they are appointed.

Note: A consent form template that may be used for director's consent is at Schedule 2 of this rule book.

5.5 Directors' terms of appointment

Directors are appointed at the AGM on rotation for a term of two years, so that half the directors appointments expire each year. They are eligible to be re-elected.

To implement the rotation system:

Both member and specialist directors appointed during the special administration period which commenced on 22 October 2018 will be appointed until the 2020 AGM.

At the 2020 AGM half of the directors appointments will expire. The directors will decide by resolution at a directors meeting prior to the 2020 AGM as to which directors will be standing down. They will be eligible to be re-elected. The remaining directors appointments will expire at the 2021 AGM. All new directors appointed at the 2020 AGM will be appointed for a term of two years. The AGM minutes must record the term of each director appointed.

5.6 How to become an office bearer (chairperson, deputy chairperson and secretary)

There should be a chairperson and deputy chairperson who shall be the office bearers.

The directors elect the office bearers of the corporation from the directors at the first director's meeting after each AGM.

The secretary is appointed by the directors until such time as that appointment is rescinded. Any person may be appointed as the secretary by the directors.

5.7 Specialist non-member directors

Specialist non-member directors are selected because they have skills in clinical practice, out of home care for children, aged care, financial management, corporate governance, accounting, law or another field relating to the corporation's activities.

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

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

Specialist non-member directors are appointed for the term specified by the directors in their appointment. Specialist non-member directors can be appointed for a term of up to two years, and they can be reappointed. Specialist non-member directors have the same voting rights as any other director.

5.8 How to fill vacancies

Voting at the AGM is to include additional potential directors. That is, once director positions are filled, any additional members nominated to be directors will be recorded and considered in the order of the outcome of the vote, if a casual vacancy arises.

The directors can fill casual director vacancies, including office bearers. These appointments must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 Alternate directors

Alternate directors are not allowed.

5.10 How to stop being a director

A person stops being a director if:

- the person dies; or
- the person resigns in writing as a director; or
- the term of the person's appointment as a director expires; or
- the person is removed as a director by the members or the other directors or
- the person is disqualified from managing a corporation; or
- the person ceases to be a member; or
- if the person unsuccessfully completes a National Police Check; or
- if the person unsuccessfully completes a Working with Children's Check

The corporation must notify the Registrar of the director's details within 28 days after they stop being a director.

5.11 How to remove a director

The members may remove a director (including specialist directors) at any time by passing a **resolution** at a **general meeting** provided that the following points have occurred:

- a notice for a resolution to remove a director is given to the corporation at least 21 days before the next general meeting (or AGM).
- the corporation has given 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).

The directors may remove other directors in the following way:

- the directors can only remove a director by **resolution** at a **directors meeting** if the director fails to attend three or more consecutive directors meetings without a reasonable excuse.
- before they do the 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 by resolution of members at a general meeting.

5.12 Directors' and officers' duties

The directors, secretary, other officers and employees must comply with the duties imposed on them by the Act and the general law. These may include, but are not limited to:

- 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; and
- a duty to not trade while insolvent.

5.13 Functions, powers and duties of directors

The business of the corporation is to be managed by or under the direction of the directors.

The directors may exercise all the powers of the corporation except any that the Act or this rule book requires the corporation to exercise in general without limiting the provisions of this rule the functions of the board include:

- appointing the corporation's chief executive officer;
- setting goals, formulating strategy and approving business plans for the corporation;
- approving annual budgets and key management decisions (such as decisions on major capital expenditure, business acquisitions, restructuring and refinancing);
- monitoring the management of the corporation and its business results;
- setting and reviewing policies for communication with members and approving reports to members; and
- reviewing budgets.

5.14 Conflict of interest (material personal interest)

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

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

Conflict of interest includes material personal interest, a family member, a close associate plus any interest by an organisation or body from which the person or their family may derive benefit directly or indirectly.

A director who has a material personal interest must not:

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

5.15 Payment

Directors are not paid remuneration, 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 and the process detailed in rule 5.14 is followed). They are not to be paid sitting fees to attend directors meetings.

The corporation may pay the directors' travelling and other expenses and fees for:

- attending directors meetings
- attending meetings to do with other corporation business
- representing the corporation at conferences
- undertaking training in support of their duties as a director
- attending workshops to do with business of the corporation

5.16 Delegation by Board

Directors can delegate, by passing a resolution, any of their powers to:

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

The delegation must be in writing and specify the delegation period and the delegated powers. The delegate must follow the directions of the directors when using the delegated powers.

The exercise of a power by a delegate is effective as if the directors had exercised it.

5.17 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 prior approval of the members.

The procedure in part 6.6 of the Act must be followed.

5.18 Directors' meetings

Directors must meet at least every three months however should aim to meet monthly where possible.

The directors will usually decide at a meeting when and where the next meeting will be. A director can call a meeting by giving 24 hours' notice to all the other directors.

5.19 Quorum for directors' meetings

The quorum for a director's meeting shall be a majority of the member directors.

The quorum must be present at all times during the meeting. Specialist non-member directors are counted for the purpose of a quorum.

5.20 Chairing directors' meetings

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

5.21 Using technology

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

5.22 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes, cast by directors (including specialist non-member directors) entitled to vote on the resolution.

The chair has a vote, plus a casting vote if necessary in addition to any other vote they have as a director.

5.23 Circulating resolutions

The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

A resolution under this Rule is passed when the last director signs. All directors must sign otherwise the resolution fails.

6. Company Secretary

The Company Secretary must be at least 18 years old.

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

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

The Company Secretary must give the corporation their consent in writing to become a Company Secretary.

The corporation must send the Registrar the 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. Finances

The corporation must follow the procedures set out below:

- 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, electronic funds transfers and other banking documents must be signed by at least two directors or in accordance with valid delegations;
- all accounts must be approved for payment by resolution at a directors' meeting or in accordance with valid delegations; and all payments made out of the corporation's money must be supported by adequate documents which explain the exact nature and purpose of the payments.
- All goods and services costing more than \$5,000 and provided by an employee or external contractor are to be subjected to the sourcing of a minimum of three quotes prior to the acceptance of that service.

8. Deductible Gift Recipient Fund

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

- (a) to be named "The Biripi Aboriginal Corporation Medical Centre Gift Fund"
- (b) which must receive gifts of money or property for the purposes of the objectives of the corporation
- (c) 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 stated at (b).

The corporation shall use gifts made to the gift fund and any money received because of them only for the principle purpose 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 *Income Tax Assessment 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 0 of the *Income Tax Assessment Act 1997*.

9. Application of funds

Directors can use the money and property of the corporation, not subject to any special trust or conditions by funders, to carry out its business.

They cannot give the money and property to members of the corporation.

This rule does not stop the corporation from making reasonable payment:

- to a member in their capacity as an employee (i.e. wages); or
- to a member under a contract for goods or services provided.

10. Powers of the Corporation

Subject to the Act and this rule book, the corporation has the power to do anything lawful to carry out the objectives, except:

- the directors of the corporation shall not in any way dispose of, charge, mortgage, pledge, encumber or otherwise deal with an asset of the corporation which consists of or includes land without first obtaining approval of the members by way of a special resolution of members at a properly convened general meeting of the corporation.

11. Dispute Resolution

The dispute resolution process is as follows:

- if a dispute arises, the parties must first try to resolve it themselves;
- if the dispute is not resolved within ten 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;
- if the dispute is about the Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion;
- the directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice; and
- if the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

The directors or any of the dispute parties may ask the Registrar for assistance.

12. Sub-Committees

The directors may at any time appoint a sub-committee from its director group and shall determine the responsibilities and powers of the sub-committee

Unless otherwise decided by directors, a sub-committee shall:

- have a quorum of two (2) at its meetings, unless the sub-committee resolves that a larger number shall make up the quorum

- appoint one of the members from the sub-committee to be responsible for calling meetings of the sub-committee and inform directors of the name of the responsible person.

13. Changing the Rule Book

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

The proposed changes must be set out in the notice for 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.

The changes take effect when they are registered by the Registrar.

14. Winding up

The winding up of the corporation shall be in accordance with the Act.

Resolution to distribute surplus assets where:

- (a) the corporation is wound up; and
- (b) after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist

the members may pass a special resolution relating to the distribution of the surplus assets of the corporation.

Shall be transferred to another organization in Australia which is a public benevolent institution for the purpose of the Commonwealth Taxation Act.

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

The corporation shall notify the Australian Taxation Office of the winding up.

15. Dictionary

"**Aboriginal person**" means a person of the Aboriginal race of Australia. "**Aboriginal and Torres Strait Islander person**" means the following:

- a) An Aboriginal person;
- b) A Torres Strait Islander;
- c) An Aboriginal and Torres Strait Islander person;
- d) A Torres Strait Islander and Aboriginal person;
- e) An Aboriginal and Torres Strait Islander corporation;
- f) A body corporate prescribed by name in the regulations made under the Act
- g) A body corporate in which a controlling interest is held by any, or all, of the following persons:
 - a. Aboriginal persons;
 - b. Torres Strait Islanders;
 - c. Aboriginal and Torres Strait Islander persons;
 - d. Torres Strait Islander and Aboriginal persons.

"**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 or AGM**" means a general meeting held in accordance with rule 4.

"**Applicant**" means a person who is eligible to become a member of the corporation and has applied to become a member according to rule 3.2.

"**Application for membership form**" means the form included in Schedule 1 -Application for membership form

"**Books and records**" include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

"**Business day**" means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

"**Circulating Resolution**" means a resolution of the board of directors passed according to Rule 5.22.

"**Company Secretary**" means a person elected or appointed according to rule 7.

"**Corporation**" means the corporation referred to at rule 1.

"**Director**" means a person who holds office as a member of the board of directors of the corporation according to rule 5.

"**Directors' meeting**" refers to meetings of the board of directors held according to rule 6.16. "**Dispute**" has the meaning given in rule 11.

"**Dispute resolution process**" means the process set out in rule 11.

"**General meeting**" refers to both special general meetings and annual general meetings of the members of the corporation called and held according to rule 4.3.

"**Indigenous Corporation Number or ICN**" means that number given by the Registrar to the corporation on registration.

"**Member**" means a person whose name appears on the register of members and former members.

"**Minutes**" means the record of proceedings and resolutions passed at general meetings and/or directors' meetings

"**Objectives**" means the objectives set out in rule 2.

"**Officer**" is a director, corporation secretary, 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 standing.

"**Poll**" means voting at a general meeting by the members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

"**Register of members and former members**" means the register of members kept according to rule 3.8.

"**Registrar**" means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed in accordance with the Act.

"**Related party benefit**" is the giving of a financial benefit to a person or group with a close relationship to the corporation. Related parties include directors, their immediate family members or corporations/entities they control.

"**Special resolution**" means a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

"**Surplus assets**" has the meaning given in rule 15.1.

"**Torres Strait Islander**" means a descendant of an Indigenous inhabitant of the Torres Strait Islands.

Schedule 1—Application for membership form



Biripi Aboriginal Corporation Medical Centre

ABN 11 142 285 716

ICN 99

Application for Membership

I, (full name of member)

of (address)
apply for membership of Biripi Aboriginal Corporation Medical Centre.

I declare that I am eligible for membership.

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

Office use only

Application tabled at directors' meeting held	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

Schedule 2—Consent to act as a director form

BIRIPI ABORIGINAL CORPORATION MEDICAL CENTRE

Consent to become a director

I, _____ (full name of person) of

_____ (address of person)

give consent to become a director of **Biripi Aboriginal Corporation Medical Centre**

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)* 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 the agreement; and 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.