

The Rule book

Yenu Allowah

Aboriginal Corporation

known as Yenu Allowah Aboriginal Child and Family Centre

ICN: 8159

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: Yenu Allowah Aboriginal Corporation, known as Yenu Allowah Aboriginal Child and Family Centre.

2. Objectives

The objectives of the Yenu Allowah Aboriginal Corporation, known as Yenu Allowah Aboriginal Child and Family Centre are to:

- Provide a welcoming environment for Aboriginal children and their families to attend and to receive culturally relevant and safe early childhood education and care.
- Provide quality parent, family support and associated early childhood health services.
- Provide an integrated Aboriginal Child and Family centre, in offering culturally appropriate services and support for both the children and their parents, and their carers.
- Provide sound and effective governance and management practices in collaboration with relevant partners and stakeholders.

The corporation's values for operation of the Centre are grounded by:

- Aboriginal ways of knowing and doing is embedded in all that we do.
- Being children centred.
- Respect for families and the strengths they bring with them.
- Striving for the highest quality of care and services.
- Reflective practice.

Yenu Allowah is committed to delivering the highest quality of care and support services for Aboriginal children and their families, and is actively engaged in building a strong and professional Aboriginal workforce to lead this. This includes working closely with our partners, and all relevant stakeholders to achieve the corporations stated objectives, with positive and measurable service results, outcomes and sustainability for the corporation.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years old.
- an Aboriginal or Torres Strait Islander person, and recognised in the community.
- A non-Indigenous person is also eligible to apply as an associate member, however, the majority of members must be Aboriginal or Torres Strait Islander people. Associate members do not have any voting rights.
- Cannot be a Yenu Allowah staff member.
- A staff member who has been terminated as an employee of Yenu Allowah Aboriginal Corporation.
- Must live or work inside the boundaries of Blacktown and Penrith LGA's
(Local Government Area's).

3.2 How to become a member

A person applies in writing.

A person is eligible under rule 3.1.

Pays annual fee of \$2.00 per year which is payable by the 31st March of every year.

The directors accept the application by resolution at a directors' meeting.

The directors must consider all applications for membership within a reasonable period after they are received.

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

The Directors will monitor membership numbers to ensure the best interest and good governance of the organisation. Should member numbers exceed what is deemed the best interest and capacity of the organisation, the Directors may decide to put a cap on membership numbers for a defined period. The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

3.3 *Members' rights*

A member can:

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

3.4 *Members' responsibilities*

A member must:

- follow the corporation's rules.
- let the corporation know if they change their address.
- treat other members with respect, and not bring the corporation into disrepute.
- Let the corporation know if the wish to cease being a member.
- Pays an annual fee of \$2.00 per year which is payable by the 31st March of every year.
- Attend two general meetings a year (Annual General Meeting) AGM is classed as a general meeting.

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.
- Non-Payment of annual fee that of \$2.00 per year which is payable by the 31st March of each year.

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

3.7 Cancellling membership

If a member:

- can't be contacted for two years.
- Misbehaves and/or brings the organisation into disrepute.
- is not an Aboriginal or Torres Strait Islander person for the purpose of the rule book.

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.

Non-payment of annual fee that of \$2.00 per year which is payable by the 31st march of every year.

If a member is not eligible for membership for some other reason. The director can cancel their membership by passing a resolution at directors meeting. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the director can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 The register of members and former members

The register must contain:

- members' and former members' names and addresses.
- the date when the names were put on the register.
- if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members).
- for former members, the date when they stopped being a member.

The register must be kept at the corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

4. Meetings

4.1 AGM timing

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

4.2 AGM business

AGMs are for:

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

4.3 General meetings

A director can call a general meeting.

Members can ask directors to call a general meeting.

The directors must call the general meeting within 21 days.

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

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

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

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent by post to their address, sent by fax or sent by email.

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.
- Special notice meetings may also be placed in local newspapers advertisements, on community radio or in community notice boards if required.

4.6 Members' resolutions

Members can propose a resolution by giving notice of it to the corporation.

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

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

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

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

4.7 Quorum at general meetings

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

4.8 Chairing general meetings

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

4.9 Using technology

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

4.10 Voting

Each member has one vote.

The chairperson has one vote (if he or she is a member),

A Consensus decision making rule and processes can also be used before voting.

An example of the consensus decision-making rule is:

- A resolution at a general meeting should be decided by consensus (discussion and agreement). If consensus cannot be reached after a reasonable effort has been made, the resolution should be decided by majority vote.

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

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

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

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

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies

Members can appoint another member 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 two members.

5. Directors

5.1 Number of directors

The number of directors of the corporation is decided by resolution at a general meeting.

The minimum number is three directors (including any non-member directors), and the maximum number is 12 directors (including any non-member directors).

5.2 Eligibility of directors

A director must be:

- at least 18 years old.
- a member, with a minimum of twelve months membership.
- an Aboriginal or Torres s Strait Islander person.
- all directors must have a Working with Children Check.
- all directors must have a National Police check

Restrictions may be placed on people to become a director, if it is believed there is a risk of potential conflicts of interest in taking on a director role, such as significant family member connections with employees of the corporation.

The directors may appoint non-member directors, but they do not have voting rights. Non-member 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.

Non-member directors must give the corporation their written consent to become a director before being appointed. Non-member directors are appointed for the term specified by the directors in their appointment. Non-member directors cannot be appointed for a term of more than two years, but they can be reappointed.

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people, and usually reside in Australia.
- be members of the corporation.
- not be employees of the corporation.

5.4 How to become a director

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

Directors must give the corporation their consent in writing to act as a director before being appointed.

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

5.5 Directors' terms of appointment and rotation

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

To implement rotation system:

- The directors of the corporation at the time these rules were approved will only hold office until the next AGM and will be eligible to be re-elected.
- At the next AGM, half the directors (including the Chairperson role if there is one) will be appointed for a term of two years. The other directors will be appointed for a term of one year. The AGM minutes must record the term of each director appointed.

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

The directors may appoint non-member directors. Non-member 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.

Non-member directors must give the corporation their written consent to become a director before being appointed. Non-member directors are appointed for the term specified by the directors in their appointment. Non-member 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, treasurer)

The office bearers (Chairperson, Secretary and Treasurer) are directors of the corporation and are elected by the directors at the first directors' meeting after the AGM. If the corporation is a new corporation seeking registration, they may choose to establish interim office bearer roles until the first AGM takes place.

As a nominee of the directors, the Chairperson's role is the first point of contact and immediate supervisor for the CEO or Manager position of the corporation. The Chairperson must regularly keep other directors informed of management, operational and associated staffing issues of the corporation.

5.8 How to fill vacancies

Directors can fill casual director vacancies, including office bearers.

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

5.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the members or the other directors.

A director is disqualified from managing a corporation.

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

5.10 How to remove a director

By the members:

- A notice for a resolution to remove a director (including any non-member directors) 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, and/or if there is significant evidence that the director has breached their director duties.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

5.11 Directors' and officers' duties

The duties are:

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

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

5.12 Conflict of interest (material personal interest)

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

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

A director who has a material personal interest must not:

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

5.13 Payment

A director cannot be paid a salary or sitting fees for their work as directors.

Directors may be paid if they have a contract to provide goods or services to the corporation (so long as the director has exercised any duty to disclose a conflict of interest and has followed the processes detailed in rule 5.12 and 5.14).

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

Directors may not be employees of the organisation.

5.14 Related party benefit

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

5.15 Delegation

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

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

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

5.16 Directors' meetings

Directors must meet at least every three months, and also at other times as required.

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

A director can call a directors meeting by giving reasonable notice (given the nature and type of business to be discussed) 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 chairperson.

5.19 Using technology

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

5.20 Resolutions at directors' meetings

A resolution of directors must be passed by a majority of the votes.

The chairperson has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person or secretary

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

The directors appoint a contact person or secretary for the corporation.

The directors decide the contact person or secretary's pay and terms and conditions of engagement, 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 or secretary before being appointed.

The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See 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 that correctly record and explain the corporation's transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

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

8. Finances

The corporation must follow these procedures.

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

The corporation must give receipts for all money it receives.

All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.

All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.

All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors.

9. Application of funds

Directors can use the money and property of the corporation to carry out its business. They cannot give the money and property to members of the corporation.

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

- a member in their capacity as an employee.
- a member under a contract for goods or services provided.

10. Winding up

The winding up of the corporation will follow the CATSI Act.

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

11. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors or any of the dispute parties may ask the Registrar for assistance, and or call on the services of professional mediators.

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

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

12. Changing the rule book

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

Within 28 days after the resolution is passed, the corporation must send the Registrar a completed Request to change corporation rule book form together with copies of the:

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

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

Schedule 1—Application for membership form

Yenu Allowah Aboriginal Corporation (ICN 8159)

(known as Yenu Aboriginal Child and Family Centre)

Application for membership

I, _____
(first name of applicant)

(last name of applicant)

of _____
(address of applicant)

apply for membership of Yenu Allowah Aboriginal Corporation. A \$2.00 membership fee payable on acceptance of membership.

I declare that I am eligible for membership.

Signature of applicant _____

Date _____

Office use only

Application tabled at directors' meeting held on _____ Date:

Directors confirmed applicant is eligible for membership Yes / No

Entered on register of members _____ Date:

Schedule 2—Appointment of proxy form

Yenu Allowah Aboriginal Corporation (ICN 8159)

(known as Yenu Allowah Aboriginal Child and Family Centre)

Appointment of proxy

I, _____
(full name of member)

of _____
(address of member)

am a member of Yenu Allowah Aboriginal Corporation.

I appoint _____
(full name of proxy)

of _____
(address of proxy)

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

on _____
(insert date of meeting)

and at any adjournment of that meeting.

Signature of member appointing proxy _____

Date _____

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

Check your corporation's rule book for rules about proxies—section 201-90 of the CATSI Act.

Schedule 3—Consent to become a director form

Yenu Allowah Aboriginal Corporation (ICN 8159)

(known as Yenu Aboriginal Child and Family Centre)

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 Yenu Allowah Aboriginal Corporation

I confirm my date of birth was

and my place of birth was

- I also acknowledge I am automatically disqualified from managing corporations if I:
- 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
- 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.

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