

THE RULE BOOK

of

Girringun
Aboriginal Corporation

ICN 2769

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

1 The Rule Book of Girringun Aboriginal Corporation, approved by the Deputy Registrar, Joe Mastrolembo, on 30 January 2015.

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1. Name

The name of the corporation is Girringun Aboriginal Corporation.

2. Interpretation and Objectives

2.1 Definitions

In this Constitution, unless the context or subject matter otherwise require:

“Aboriginal Group of Peoples” means the means the Jirrbal, Djiru, Gugu-Badhun, Warrgamay, Nywaigi, Bandjin, Warungnu, Gulnay or Girramay people;

“CATSI Act” means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) (as amended, modified or enacted from time to time);

“The Corporation” means Girringun Aboriginal Corporation ICN 2769.

“Elders” means the senior members of Girringun who are recognised by the Jirrbal, Djiru, Gugu-Badhun, Warrgamay, Nywaigi, Bandjin, Warungnu, Gulnay or Girramay people and the wider Aboriginal community;

“Region” means the area defined by Rollingstone in the south, Clarke River in the south-west, Mt Garnet in the west, Ravenshoe in the north-west and across to the coast including Dunk Island, Hinchinbrook Island and coastal islands in between and to the outer extremities of the Great Barrier Reef (excluding the Palm Island Group);

“the Registrar” means Office of the Registrar of Aboriginal and Torres Strait Islander Corporations appointed under s 653-1 of the CATSI Act;

“Traditional Languages” means the traditional languages spoken by the Aboriginal group of Peoples;

“Traditional Waters, Lands, and or Seas” means all bodies of water and land within the region from Rollingstone in the south, Clarke River in the south-west, Mt Garnet in the west, Ravenshoe in the north-west and across to the coast including Dunk Island, Hinchinbrook Island and coastal islands in between and to the outer extremities of the Great Barrier Reef (excluding the Palm Island Group).

2.2 Interpretations

In the interpretation of this Rule Book, unless the context or subject matter otherwise require:

3 The Rule Book of Girringun Aboriginal Corporation, approved by the Deputy Registrar, Joe Mastrolembo, on 30 January 2015.

- (a) words importing any gender include the other genders;
- (b) singular words include the plural and vice versa;
- (c) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;
- (d) an expression used in a particular part or division of the CATSI Act that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division; and
- (e) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution.

3. Objective

Girringun is a public benevolent institution and it exists to relieve all and any forms of necessity, destitution or helplessness; particularly where it is experienced by the Aboriginal Group of Peoples within the Region. Without limiting this principal Object Girringun may, for the purposes of carrying out this Object, pursue all and any of the following incidental or subsidiary purposes:

- (a) Pursue and work toward social justice outcomes to enhance the Traditional Owner's quality of life and the building of strong and healthy represented communities, including but not limited to:
 - i. child support and welfare, safety and protection;
 - ii. positive youth development, and
 - iii. the prevention of violence, crime and self-harm;
- (b) Pursue the revitalisation and continuance of traditional languages particularly is so far as they are essential to identity and empowerment so that persons may not remain helpless;
- (c) Pursue economic and/or business development opportunities on behalf of the Traditional Owners particularly in so far as such pursuit will lead directly to relief of destitution;
- (d) Recognising the importance of the land in the Region to the identity and consequently health of the Aboriginal Group of People, Girringun will:
 - i. Assert and pursue Traditional Owners' interests in land, sea and natural resource management in the region, including the facilitation of Traditional Owner advocacy, identification and participation in strategic regional and local planning processes particularly insofar as such assertions and advocacy will enable the Aboriginal Group of People to get jobs and escape destitution;
 - ii. Assert and pursue Traditional Owners' rights as custodians and/or owners of land in the region, through Native Title claims, land purchase and other such activities particularly insofar as such assertions

and advocacy will enable the Aboriginal Group of People to get jobs and escape destitution;

- iii. Assert and pursue traditional ownership of Aboriginal culture and knowledge in the region, particularly insofar as this will facilitate the provision of suitable training and employment programs for the Aboriginal Group of People;
 - iv. Negotiate land use agreements (especially Joint Management Agreements) with present land managers and Administrators;
 - v. Establish good, long-term relationships with the people of the Region;
 - vi. Work with the represented communities, and other Aboriginal groups towards the survival of Aboriginal culture and the promotion of other Aboriginal issues;
 - vii. Negotiate and liaise with government and other bodies on issues affecting the region's Traditional Owners; and
 - viii. Protect and preserve our natural environment for future generations
- (e) Conduct such tax deductible funds as might be permitted by law and expedient for the carrying out of the principal object of Girringun.

Facilitate the provision of resource (finances and facilities) to carry out the above objectives and otherwise do such things and pursue such purposes as are incidental to carrying out the principal object stated above.

To operate and maintain a gift fund to be known as "The Girringun Aboriginal Corporation Gift Fund" in accordance with the requirements of the Australian Taxation Office.

4. Members

4.1 *Who is eligible?*

- A member must be:
 - at least 18 years of age; and
 - an Aboriginal person who is from the Jirrbal, Djiru, Gugu-Badhun, Warrgamay, Nywaigi, Bandjin, Warungnu, Gulnay or Girramay people; who are the original people of the region defined by Rollingstone in the south, Clarke River in the south-west, Mt Garnet in the west, Ravenshoe in the north-west and across to the coast including Dunk Island, Hinchinbrook Island and coastal islands in between; or
 - from any other families or group determined from time to time by the Directors of Girringun.

4.2 *How to become a member*

Application Process

- (1) A person who wants to become a member of Girringun Aboriginal Corporation must be eligible for membership under rule 4.1.
- (2) The person must apply to Girringun.

- (3) The application must be in writing.

If application accepted, entry on the register of members

- (4) If the Directors accept the application, the name, address and date of membership of the person must be entered on the register of members.

Notice to be given if application not accepted

- (5) If the Directors decide not to accept the application, they must notify the person of the decision and the reasons for it.

4.3 *Members' rights*

A member may:

- (1) Attend, speak and vote at general meetings;
- (2) Be made a Director;
- (3) Put forward resolutions at general meetings;
- (4) Ask the Directors to call a general meeting;
- (5) Inspect the books and records of Girringun Aboriginal Corporation if:
 - (a) There is authorisation from the Directors; or
 - (b) The members have passed a resolution.

4.4 *Members' responsibilities*

A member must:

- (1) Follow the Girringun Aboriginal Corporation rules;
- (2) Inform Girringun if they change their address; and
- (3) Treat other members with respect.

4.5 *Liability of members*

Members are not liable for Girringun debts if Girringun is wound up.

4.6 *How to stop being a member*

A person ceases to be a member if:

- (1) They resign in writing;
- (2) They die; or
- (3) Their membership is cancelled.

Entry on the Register of Former Members

After a person ceases to be a member, their name, address and date of membership expiry is recorded on the register of former members.

4.7 Cancellling membership

Requirements for cancellation of membership

- (1) If a member:
 - (a) Cannot be contacted for a period of two years;
 - (b) Misbehaves; or
 - (c) Is not an Aboriginal or Torres Strait Islander person from the region;Their membership can be cancelled.

Process for cancellation of membership

- (2) A membership can only be cancelled by special resolution at a general meeting.

Directors to notify person of special resolution

- (3) The Directors must send the person a copy of the special resolution to their last known address as soon as possible after it has been passed.

Other reasons for cancellation of membership

- (4) If a person is not eligible for membership for some other reason, the Directors can cancel the membership by passing a resolution at a Director's meeting.
- (5) Prior to the meeting, the Directors must give the member 14 days to object in writing.

If member objects to cancellation of membership

- (6) If a member objects to the cancellation of their membership, the Directors cannot cancel the membership by passing a resolution at a Director's meeting.
- (7) The member can only be removed at a general meeting by a resolution passed by a majority of all members present and entitled to vote.

4.8 The register of members and former members

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- for former members, the date when they stopped being a member.

It must be kept at Giringun's document access address.

It must be available at the annual general meeting (AGM).

5. Meetings

5.1 AGM timing

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

5.2 AGM business

AGMs are for:

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

5.3 General meetings

A Director can call a general meeting.

Members can ask Directors to call a general meeting. The following table lists the number of members needed to ask for a general meeting.

Number of members in 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 per cent of members

The Directors must call the general meeting within 21 days.

5.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- dealing with other business listed in the notice of the meeting.

5.5 Notice for general meetings

At least 21 days notice must be given before a general meeting is called.

Notice must be given to members, Directors, officers, the Contact Person and the auditor, if Giringun has one.

The notice must set out:

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

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

A notice of meeting:

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

5.6 *Members' resolutions*

Members can propose a resolution by giving notice of it to Giringun. The following table lists the number of members required to propose a resolution.

Number of members in 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 per cent of members

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

Giringun must give notice of the resolution to all people entitled to it (see rule 4.3).

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

5.7 *Quorum at general meetings*

A quorum shall be 10 members of Giringun.

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and place. If there is still no quorum, the meeting is cancelled.

5.8 Chairing general meetings

The chairperson will chair general meetings. If they are not available, the Directors can elect another Director to chair the meeting. If they don't, the members must elect another Director to chair the meeting.

5.9 Using technology

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

5.10 Voting

Each member has one vote.

The chair has one vote only (if he or she is a member) and does not have a casting vote.

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

5.11 Demanding a poll

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

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

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

5.12 Proxies

Voting by proxy is not permitted.

6. Directors

6.1 Number of Directors

There shall be 9 Directors.

The 9 Directors shall comprise of 1 representative member or elder from each of the Jirrbal, Djiru, Gugu-Badhun, Warrgamay, Nywaigi, Bandjin, Warungnu, Gulnay or Girramay people.

6.2 Eligibility of Directors

A Director must be:

- at least 18 years old
- a member of Giringun Aboriginal Corporation

- a member of the Aboriginal People Group whom they represent.

6.3 *A majority of Directors of Giringun must:*

- usually reside in Australia
- be members of Giringun
- not be employees of Giringun.

The chief executive officer may be a Director but cannot chair Directors' meetings.

6.4 *How to become a Director*

Each Director, whether elder or member, shall be elected by a majority of members from the same Aboriginal Group of People they represent.

Directors must give Giringun their consent in writing to become a Director.

6.5 *Directors' terms of appointment and rotation*

Directors are appointed at the annual general meeting for a term of two years on a rotational basis.

Retiring Directors are eligible to be re-elected.

6.6 *How to become an office bearer (for example, chairperson, vice-chairperson or treasurer)*

At the first Directors meeting after each AGM, the Directors elect the office bearers of Giringun from the Directors.

The following office bearers shall be elected:

- Chairperson;
- Vice-chairperson; and
- Treasurer.

6.7 *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.

The appointed person must come from the same people group as the person whose vacancy they are filling.

6.8 *How to cease being a Director*

A person will cease to be a Director if:

- (1) The Director dies;
- (2) The Director resigns, in writing;
- (3) The Director's appointment expires;
- (4) The Director is removed as a Director by the members or the other Directors; or
- (5) The Director is disqualified from managing a Corporation.

6.9 How to remove a Director

By the members:

- A notice for a resolution to remove a Director must be given to Giringun at least 21 days before the next general meeting (or AGM).
- Giringun must give the Director concerned a copy of the notice as soon as possible.
- The Director can give Giringun a written statement and be given the opportunity to speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.3).

By other Directors:

- Directors can only remove a Director if the Director fails to attend three or more consecutive Directors' meetings without a reasonable excuse.
- Directors must give the Director a notice in writing and they must give the Director 14 days to object in writing.
- If the Director objects, they cannot remove the Director. The Director can only then be removed by the members at a general meeting by resolution.

6.10 Directors' and officers' duties

Directors and officers of Giringun must:

- Perform their duties with care and diligence
- Always act in good faith
- Disclose conflicts of interest
- Not improperly use their position or information they obtain as a result of being a director or officer
- Not allow Giringun to trade when it is insolvent.

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

6.11 Conflict of interest (material personal interest)

In relation to conflicts of interest mentioned in clause 6.10:

- A Director who has a material personal interest in a Giringun matter must tell the other Directors.
- They must give details of what the interest is and how it relates to Giringun. It must be given at a Directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.
- A Director who has a material personal interest must not:
 - be present at the Directors' meeting while the matter in question is being considered; and
 - vote on the matter

unless allowed to do so under the CATSI Act.

6.12 Payment

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

Giringun may pay the Directors' travelling and other expenses for attending meetings or to do with other Giringun business.

6.13 Delegation

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

- another Director
- a committee of Directors
- an employee of Giringun.

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

6.14 Related party benefit

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

6.15 Directors' meetings

Directors must meet at least once every three months.

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

A Director can call a meeting by giving reasonable notice to all the other Directors.

6.16 Quorum for Directors' meetings

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

6.17 Chairing Directors' meetings

The Directors can elect a Director to chair their meetings.

They must decide how long that Director will be the chair.

6.18 Using technology

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

6.19 Resolutions at Directors' meetings

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

At Directors meetings, the chair has a vote, plus a casting vote.

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

7. Contact Person

The Directors must appoint a Contact Person.

The Contact Person must be at least 18 years old.

The Directors decide the Contact Person's pay and terms and conditions of employment, if any.

The Contact Person must pass on any correspondence received to at least one of the Directors within 14 days.

The Contact Person must give Giringun their consent in writing to become a Contact Person before being appointed.

8. Records

Giringun must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book
- register of members and former members
- names and addresses of Directors, officers and the Contact Person
- financial records (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals).

They must be kept at Giringun's document access address.

9. Finances

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

Giringun must give receipts for all money it receives.

All cheques, withdrawal forms 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 at a Directors' meeting or in accordance with valid delegations.

10. Application of funds

Directors can use the money and property of Giringun to carry out its business.

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

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

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

11. Winding up

11.1. The winding up of Giringun will take place in accordance with Part 11-5 of the CATSI Act.

11.2 Subject to rule 11.1, if after winding up or dissolution of Giringun any property remains after payment of all its debts and liabilities, that property must not be paid to or distributed among the Members.

11.3. Any remaining property must be given or transferred:

- (a) to one or more charitable funds, authorities or institutions selected by the Members of Giringun at or before the dissolution of Giringun having objects similar to Giringun and prohibiting the distribution of its or their income and property among its members; or as the case may require; or
- (b) to one or more charitable funds, authorities or institutions having similar objects to Giringun and which have been endorsed by the Commissioner of Taxation as deductible gift recipients or exempt entities pursuant to Subdivision 30-B and subdivision 50-A respectively of the *Income Tax Assessment Act 1997* (Ch) on such terms and conditions as will ensure compliance with the law in relation to the application of funds.

11.4. If Giringun is endorsed as a deductible gift recipient, and its endorsement is revoked, the following must be transferred to another charitable organisation to which income tax deductible gifts can be made - any surplus:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

11.5. Any assets which are not caught by sub-rule 11.4 above may be retained by Giringun, but must be used and applied only as permitted by rules 3 and 10.

12. 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 Giringun.

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

The Directors must help the parties resolve the dispute within 20 business days after Giringun receives the notice.

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

13. Gift Fund

13.1 Establishment of the Gift Fund

The Association may maintain a gift fund:

- To which gifts of money or property for that purpose are to be made;
- To which any money received because of the gifts to be credited; and
- That does not receive any other money or property.

13.2 Use of the Gift Fund

The Association must use the gift only for its principal purpose:

- Gifts made to the gift fund; and
- Any money received because of those gifts.

13.3 Winding up of the Gift Fund

At the first occurrence of:

- The winding up of the gift fund; or
- The revocation of the Association's deductible gift recipient endorsement under Div. 30 of the *Income Tax Assessment Act 1997*.

Any surplus assets of the gift fund must be transferred to another organisation in Australia which is a public benevolent institution for the purpose of any Commonwealth taxation legislation and which (if there are any in existence at the time) is a public benevolent institution for the benefit of Aboriginals generally in Australia.

13.4 If the Gift Fund is endorsed as a deductible gift recipient, and its endorsement is revoked, the following must be transferred to another charitable organisation to which income tax deductible gifts can be made-any surplus:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gift and contributions.

14. 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, Giringun must send the Registrar:

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

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

Schedule 1—Application for membership form

Application for membership

Girringun Aboriginal Corporation ICN 2769

I _____ (first name of applicant)

_____ (last name of applicant)

of _____ (address of applicant)

apply for membership of Girringun Aboriginal Corporation ICN 2769

Signature of applicant

Date

Schedule 2—Consent to become a Director form

Consent to become a Director

I, _____ (full name of person)

of _____ (address of person)

give consent to Girringun Aboriginal Corporation ICN 2769
become a Director of

as nominated at the general meeting of Girringun (annual general meeting or other general meeting, as the case may be) held on:

_____ (date of meeting)

I also acknowledge that a person is automatically disqualified from managing Corporations if they:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- are an undischarged bankrupt
- have signed a personal insolvency agreement and have not kept to the agreement
- have been disqualified under the *Corporations Act 2001* from managing Corporations.

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

Signature of person

Date

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