

**CONSTITUTION OF THE  
CEDUNA KOONIBBA ABORIGINAL HEALTH SERVICE ABORIGINAL  
CORPORATION  
ICN 7405**

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## Preamble

Ceduna Koonibba Aboriginal Health Service Aboriginal Corporation (**CKAHSAC**) was established in 1986 to provide culturally appropriate and preventative health care, education programs and clinical services to the Aboriginal community.

CKAHSAC's vision is to provide a unique, accountable, holistic and integrated service by providing the best practice healthcare to the West Coast Aboriginal and Torres Strait Islander communities, which enables individuals and their families to achieve improved health outcomes, and to participate in and enjoy community and culture. CKAHSAC strives to:

1. deliver and maintain respectful, safe and high quality holistic health care;
2. support the Prime Minister's commitment to *Closing the Gap* in Indigenous life expectancy by 2031;
3. work with and support the community to achieve improved health outcomes; and
4. work with its communities to participate in and enjoy the community and culture.

CKAHSAC is a major employer of Aboriginal people in the Far West Coast region.

The core business of CKAHSAC is to provide comprehensive primary health care services to the Aboriginal communities of Ceduna, Koonibba and the surrounding homelands. Service provision includes comprehensive primary health care and chronic disease management, the Community Home Support Program (**CHSP**) formerly known as Home and Community Care, low level residential aged care, social and emotional health (Bringing Them Home Program) and emergency assistance, the Sobering Up Unit, alcohol and other drugs and assertive outreach, wellness and health promotion and environmental health.

As an Aboriginal Community Controlled Health Service, CKAHSAC is committed to improving the health and wellbeing of Aboriginal people in our community through a robust quality improvement framework.

Aspirations for the future are to:

- Renew our pride and our identity as 'one organisation' and create a sense of belonging.
- Provide a stable organisational structure that will provide the leadership and support the vision for good health and wellbeing into the future and for the future of our young generations.
- Design a suitable building that will support and empower the Board, staff, our Aboriginal communities and key stakeholders to strengthen the confidence and trust by working together in a culturally safe, meaningful and respectful way.

- Creating a workforce that understands and supports the gender aspect of service delivery by promoting the provision of a male and female doctor, and creating more workforce opportunities for our Aboriginal people.
- Constantly review and promote our services and find new ways to inform and engage with our Aboriginal communities and key stakeholders to further shape and enhance the future of Aboriginal controlled service delivery.

## 1. **Name**

The name of the Corporation is the 'Ceduna Koonibba Aboriginal Health Service Aboriginal Corporation'.

## 2. **Definitions and interpretation**

### 2.1 **Definitions**

In this Constitution:

- 2.1.1 **'Aboriginal'** includes both Aboriginal and Torres Strait Islander descendants.
- 2.1.2 **'Act'** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth) and any successor Act;
- 2.1.3 **'Annual General Meeting'** means a meeting of the Members of the Corporation held once each year at which the Corporation's accounts are presented to the Members and other business is conducted;
- 2.1.4 **'Area'** means the area shown in the map annexed as Schedule 1 to this Constitution.
- 2.1.5 **'Board'** means the Board of Directors of the Corporation;
- 2.1.6 **'Business Day'** means a day other than a Saturday, Sunday, or a public holiday in South Australia;
- 2.1.7 **'Chairperson'** means the chairperson of the Corporation;
- 2.1.8 **'Chief Executive Officer'** means a person who has been appointed as Chief Executive Officer of the Corporation from time to time;
- 2.1.9 **'Code of Conduct'** means the code of conduct as endorsed by the Board from time to time;
- 2.1.10 **'Corporation'** means the Ceduna Koonibba Aboriginal Health Service Aboriginal Corporation;
- 2.1.11 **'Constitution'** means this document, the rule book of the Corporation;
- 2.1.12 **'Deputy Chairperson'** means the deputy chairperson of the Corporation;
- 2.1.13 **'Director'** means a person who has been elected to the Board by the Members in accordance with this Constitution;

- 2.1.14 **'Elder'** for the purposes of being elected to the Board as a Director means a person aged 60 or older, recognised as an elder by the local Aboriginal community.
- 2.1.15 **'General Meeting'** means a meeting of Members of the Corporation.
- 2.1.16 **'Health'** means not just the physical and psychological well-being of an individual but refers to the social, emotional and cultural well-being of the whole community in which each individual is able to achieve their full potential as a human being thereby bringing about the total well-being of their community.
- 2.1.17 An **'Immediate Family'** relationship describes the relationship of husband and wife, parent and child, siblings, step-parents and step children, and step-siblings.
- 2.1.18 **'Local Aboriginal person'** means Aboriginal persons living in the Area;
- 2.1.19 **'Member'** means a member of the Corporation in accordance with this Constitution;
- 2.1.20 **'Secretary'** means the position of Corporation Secretary of the Corporation;
- 2.1.21 **'We'** means the whole of the organisation, including staff, Members and the Board.

## 2.2 Interpretation

In this Constitution, unless it is stated to the contrary:

- 2.2.1 the singular includes the plural and conversely;
- 2.2.2 a reference to one gender includes all genders;
- 2.2.3 if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 2.2.4 a reference to a clause, schedule or annexure is a reference to a clause of, a schedule annexure to, this Constitution;
- 2.2.5 a reference to writing include any method of representing or reproducing words, figures, drawings, or symbols in a visible form;
- 2.2.6 a reference to legislation or to a provision of legislation include a modification or re-enactment of it, a legislative provision

substituted for it and a regulation or statutory instrument issued under it;

- 2.2.7 a reference to conduct includes, an omission, statement, or undertaking, whether or not in writing;
- 2.2.8 a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and severally;
- 2.2.9 a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
- 2.2.10 the meaning of general words is not limited by specific examples introduced by 'including', or 'for example', or similar expressions;
- 2.2.11 references to agree, approve or consent are references to agreement, approval or consent (as the case may be) in writing;
- 2.2.12 any term defined in the Act shall have the same meaning in this Constitution;
- 2.2.13 in the event of any ambiguity in this Constitution, the interpretation that is most consistent with the Preamble shall be preferred; and
- 2.2.14 headings do not affect the interpretation of this Constitution.

### 3. **Objects**

3.1 The objects of the Corporation are to:

- 3.1.1 develop and provide a service which meets the Health needs of local Aboriginal people in a culturally safe and respectful way, having regard to their total social, emotional and physical wellbeing, and the importance of Health promotion and preventative measures. This includes:
  - 3.1.1.1 integrating with and complementing existing service providers and agencies, to improve the social and emotional determinants of Health;
  - 3.1.1.2 providing a base for Health units and other agencies providing services to the local community; and
  - 3.1.1.3 supporting safe environments that allow for the holistic delivery of Health care to Aboriginal people;

- 3.1.2 support and educate local Aboriginal people to become informed of the options available to them for Health and local community services;
  - 3.1.3 develop and maintain relationships and partnerships to ensure coordinated and effective Health services for local Aboriginal people;
  - 3.1.4 develop and expand outreach services, special clinics and targeted programs where necessary;
  - 3.1.5 support education and training of Health professionals in Aboriginal Health;
  - 3.1.6 increase workplace opportunities and development opportunities for Aboriginal people;
  - 3.1.7 research the needs of local Aboriginal people and evaluate new and existing services;
  - 3.1.8 actively attempt to ensure the integration of Aboriginal Health in mainstream sites, where this will be beneficial to our clients.
  - 3.1.9 provide Health care and initiatives targeted at youth, Elders and men in the local Aboriginal community; and
  - 3.1.10 take such other actions and initiatives as are deemed appropriate by the Board for the purposes of supporting and funding the other listed objects.
- 3.2 The Corporation will be guided by the following principles:
- 3.2.1 We are committed to services to improve the Health of Aboriginal people in our community.
  - 3.2.2 We will work together across the organisation as one team.
  - 3.2.3 We will be respectful and accepting of each other, our clients and community.
  - 3.2.4 We will always try to find a solution to a problem even when it is "not my job".
  - 3.2.5 There will be no "wrong door" for our clients – We will make sure that our clients see who they need to see.
  - 3.2.6 We will be a culturally safe organisation and learn together how to do this.
  - 3.2.7 We will work cooperatively with other services to benefit our clients.



#### 4. **Powers**

- 4.1 Subject to the Act, the Corporation has the rights, powers and privileges of a natural person.
- 4.2 Without limiting clause 4.1, the Corporation has the following powers:
- 4.2.1 the power to confer, cooperate and/or be affiliated with, or be a member of, any other association, body or society, having objects the same as, or similar to, those of the Corporation; and
- 4.2.2 the power to do all such other things and acts as are incidental or conducive to, or convenient for the attaining of, the objects and guiding principles of the Corporation.

#### 5. **Property**

- 5.1 Property of the Corporation
- 5.1.1 The income, property and funds of the Corporation shall be used and applied solely towards the promotion of the objects of the Corporation, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, ex gratia payment or otherwise by way of providing pecuniary benefit to Members, providing that nothing herein contained shall prevent payment in good faith of remuneration or other benefits to or reimbursements of expenses incurred by any Director, officer or employee of the Corporation or any Member of the Corporation in return for services or goods actually rendered to the Corporation and as authorised by the Board.
- 5.2 Winding up and insolvency
- 5.2.1 If the Corporation is wound up, and after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist:
- 5.2.1.1 the liquidator can decide or the Members may pass a special resolution about how the surplus assets of the corporation are to be distributed; and
- 5.2.1.2 the surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

#### 6. **Membership**

##### 6.1 **Membership eligibility**

To be eligible as a Member, the following criteria must be satisfied:

- 6.1.1 the individual must:

- (a) be of Aboriginal descent;
- (b) identify as an Aboriginal person; and
- (c) be accepted as such by the Aboriginal community in which they live, or formerly lived.

6.1.2 the individual must have attained 18 years of age;

6.1.3 the individual must support and understand the Corporation's objectives;

6.1.4 the individual must normally reside in the Area, and have resided in the Area for at least 12 months prior to the making of their application;

## 6.2 **Ceasing to be eligible**

6.2.1 An individual will cease to be eligible for membership of the Corporation if their place of residence is outside of the Area for a period of more than 12 months.

### 6.3 **Membership applications**

- 6.3.1 Applications to become a Member of the Corporation must be made in writing and addressed to the Secretary.
- 6.3.2 Applications for membership shall be considered by the Board in the order in which they are received at the next Board meeting following its receipt, subject to clause 6.3.9.
- 6.3.3 In any event, applications for membership shall be considered within a reasonable period after they are received.
- 6.3.4 A person shall become a Member upon a resolution of the Board accepting their application being passed, and the Member's name being entered upon the register of Members.
- 6.3.5 A Member's name must be recorded on the register of Members within 14 days of acceptance by the Board.
- 6.3.6 The Board may reject an application despite it meeting the eligibility criteria in clause 6.1, but must provide the applicant with written reasons for that rejection within 7 days of making such a decision.
- 6.3.7 A rejected applicant may appeal the Board's decision to a meeting of the Members of the Corporation, which must be called within 21 days of an appeal request being received in writing to the Corporation.
- 6.3.8 Following an appeal being lodged, the Members may, in General Meeting, make a recommendation to the Board as to whether or not a rejected application should be accepted.
- 6.3.9 The Board may not consider an application for membership received after a General Meeting has been called until after that General Meeting has been held.

#### 6.4 Termination of membership

- 6.4.1 A Member may resign from membership of the Corporation at any time by giving notice in writing to the Board to that effect. Upon delivery of such notice the Member shall immediately cease to be a Member.
- 6.4.2 A Member shall cease to be a Member in the event of their death.
- 6.4.3 The Members may resolve to terminate the membership of a person if that person has:
- (a) ceased to be eligible for membership in accordance with clause 6.1;
  - (b) acted inconsistently with this Constitution or any Code of Conduct endorsed by the Board;
  - (c) become permanently incapacitated, as adjudged by an appropriate medical practitioner.
  - (d) acted in a manner that the Members consider reasonably prejudices the interests of the Corporation;
  - (e) been uncontactable where:
    - a. the Corporation has not been able to contact the Member at the address for the Member that is entered on the register of Members; and
    - b. the Corporation has not been able to contact that person at that address for a continuous period of 2 years; and
    - c. the Corporation has made 2 or more reasonable attempts to otherwise contact the Member during that 2 year period but has been unable to.
- 6.4.4 A vote to terminate the membership of an individual (**Affected Member**) must be passed by a Special Resolution of the Members.
- 6.4.5 The Affected Member must be given a minimum of 21 days' notice of the meeting of Members considering the termination of their membership.

- 6.4.6 An Affected Member must be given the opportunity to be heard by the Members, either in writing, or if the Board deems it appropriate, in person at the meeting of Members.
- 6.4.7 The Members must be given an opportunity to consider the termination of the Affected Member's membership in the absence of the Affected Member.
- 6.4.8 Upon the termination of a person's membership, that person's name must be removed from the register of Members, and must be entered into the register of former Members within 14 days of the resolution to terminate that Member's membership.

## 6.5 **Honorary Life Members**

- 6.5.1 The Members may, by resolution at a meeting of Members, bestow Honorary Life Membership to recognise a special contribution made by an individual.
- 6.5.2 Honorary Life Members are:
  - (a) only entitled to vote if they are also an ordinary Member of the Corporation as well as being an Honorary Life Member; and
  - (b) entitled to attend and speak at meetings of Members.

## 6.6 **Membership fees**

The Board may not impose fees for membership of the Corporation.

## 6.7 **Obligations and rights of Members**

- 6.7.1 Each Member has such rights and obligations as are set out in the Act.
- 6.7.2 By applying for membership of the Corporation, each Member agrees to:
  - (a) comply with the provisions of the Act and this Constitution;
  - (b) notify the Corporation of any change in their address within 28 days;
  - (c) comply with any Code of Conduct adopted by the Corporation;
  - (d) treat other Members and the Board with respect and dignity; and

(e) notify the Corporation within 28 days if they are no longer eligible for membership of the Corporation.

6.7.3 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.

## 6.8 **Liability of Members**

Members are not liable to contribute to the property of the Corporation on winding up, nor are they liable to contribute towards the payment of the debts and liabilities of the Corporation.

## 7. **Board of Directors**

### 7.1 **Composition of the Board**

7.1.1 The management of the affairs of the Corporation shall be under the control of the Board of Directors, which will act in accordance with the objects and guiding principles of this Constitution.

7.1.2 The Chief Executive Officer of the Corporation shall, subject to them giving their consent to act as such, and the Directors passing a resolution to appoint them to the position, be the Corporation Secretary of the Corporation.

7.1.3 The Chief Executive Officer shall be entitled to attend Board Meetings, other than sections of such meetings relating to their performance, but shall have no vote.

7.1.4 The Board shall be comprised of no fewer than 5 Directors, and no more than 9 Directors, who must be:

(a) a natural person;

(b) a Member of the Corporation;

(c) not employed by the Corporation; and

(d) not disqualified from being a Director by operation of law, or this Constitution.

7.1.5 Of the Directors:

(a) at least one Director shall be between 18 and 25 years of age at the time when nominations close;

(b) at least one Director shall be accepted as an Elder within a local Aboriginal community;

(c) at least one Director shall have at least two years of experience working in a Health provision role, or a tertiary qualification in a Health related discipline;

(each a **Specialist Director**)

(d) at least one Director shall normally reside at Koonibba Community, and be nominated by Koonibba Community; and

(e) at least one Director shall normally reside at Scotdesco Homeland and be nominated by Scotdesco Homeland;

(each a **Community Director**)

- 7.1.6 All Directors, other than the Community Directors, shall be elected by the Members at an Annual General Meeting of the Corporation. The Community Directors shall be appointed by their respective communities from time to time, but must be reappointed after every term of three years has elapsed.
- 7.1.7 A Director shall only commence their office after they have given the Corporation their consent in writing to act as a Director.
- 7.1.8 Nominations for Director positions must be received by the Secretary at least 7 days prior to the holding of the Annual General Meeting of the Corporation.
- 7.1.9 In the event that insufficient nominations have been received 7 days prior to the holding of the Annual General Meeting of the Corporation for either a Specialist Director position, or any other Director position, nominations may be called from the floor of the meeting to fill those vacant positions only. If at the Annual General Meeting there is no person able to fill the role of one of the Specialist Director positions, the position shall remain vacant and may be filled as a casual vacancy in accordance with clause 7.1.20.
- 7.1.10 No two Immediate Family members may be elected or appointed as Directors of the Corporation.
- 7.1.11 In the event that more than two immediate family members are elected to the Board at an Annual General Meeting, only the person with the highest number of votes shall become a Director.
- 7.1.12 In the event of a casual vacancy in an office bearing position, the Directors may appoint a replacement office bearer from amongst the Directors, who shall hold that position until the next Annual General Meeting of the Corporation.

- 7.1.13 A Director shall continue to be considered a Director of the Corporation until such time as:
- (a) they resign by notice in writing to the Secretary;
  - (b) they die or are incapacitated;
  - (c) their term of appointment expires;
  - (d) they are removed from their position as Director in accordance with the terms of this Constitution; or
  - (e) the person is disqualified from being a Director by operation of law or removed from their position as Director by a provision of this Constitution.
- 7.1.14 Each Director, other than the Community Directors, shall serve in their role as a Director for a term of three years, on a rotational basis. Community Directors shall serve until such time as they resign, are removed in accordance with this Constitution, or their nomination is withdrawn by the Community that appointed them.
- 7.1.15 The positions of Chairperson and Deputy Chairperson shall be appointed by the Board from amongst the Directors at their first meeting each year following a Chairperson's term expiring.
- 7.1.16 A finance committee will be appointed by the Board from amongst the Directors at the first Board meeting following the Annual General Meeting.
- 7.1.17 The Chairperson and Deputy Chairperson's terms of appointment shall be for two years.
- 7.1.18 To be eligible for election as Chairperson or Deputy Chairperson, a Director must have served on the Board for at least 12 months previously, unless no eligible Director nominates for the position, in which case any Director may be appointed to that position.
- 7.1.19 Each Director is eligible for re-election following the expiry of their term of appointment.
- 7.1.20 The Directors may by ordinary resolution appoint any person who meets the relevant eligibility criteria to be a Director or Specialist Director of the Corporation, either to fill a casual vacancy or as an additional Director, provided that the total number of Directors does not exceed the number fixed by this Constitution. If appointed under this clause, a Director shall only



serve until the Annual General Meeting following their appointment, but may stand for reappointment.

- 7.1.21 The Directors may appoint individuals with desirable skills as ex-officio Directors of the Corporation, notwithstanding the fact that they do not meet the criteria set out in clause 7.1.4. Such Directors shall be entitled to attend and speak at meetings of the Board and meetings of Members, and to receive notice of such meetings but will have no voting rights, and will not be counted for the purpose of establishing a quorum at a meeting of the Board.

## 7.2 Powers of the Board

Subject to this Constitution, the Board shall have the following functions, powers and responsibilities:

- 7.2.1 to determine policy with respect to, and to operate and manage, the Corporation in all facilities as are owned and operated by the Corporation;
- 7.2.2 to manage the affairs of the Corporation;
- 7.2.3 to keep minutes and deal with correspondence of the Corporation;
- 7.2.4 to raise or borrow money for the sole purposes of the Corporation and to secure repayment thereof in such manner as the Board thinks fit or to secure the repayment or performance of any debt, liability, contract, guarantee, indemnity, or other engagement entered into by the Board on behalf of the Corporation in any way and to secure any of the Corporation's obligations under such arrangement by way of mortgage or charge over any or all of the Corporation's property including a general security agreement over all its real and personal property;
- 7.2.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 7.2.6 to conduct overdraft accounts;
- 7.2.7 to enter into any arrangement for the purpose of managing financial risks relating to risks arising from changes in foreign currency exchange rates, interest rates or discount rates subject to such transactions not being used for speculative purposes;

- 7.2.8 subject to this Constitution, to make regulations for the proper management of the Corporation, which shall be binding on the Board, employees and Members;
- 7.2.9 to delegate the carrying out of such powers and duties of the Board as the Board may determine to such sub-committee as the Board may determine; and
- 7.2.10 to do all such other things as are within the powers of the Corporation that are not vested in the Members in general meeting.

### 7.3 **Grievance Committee**

- 7.3.1 The Corporation shall have a committee for the purpose of addressing grievances between Members, between Directors or between Members and Directors.
- 7.3.2 The Grievance Committee will be comprised of four individuals, to be elected at the Annual General Meeting for a term continuing until the following Annual General Meeting.
- 7.3.3 Members of the Grievance Committee may be, but are not required to be, Directors or Members.
- 7.3.4 The Grievance Committee will have the functions and powers provided in any by-laws ratified by the Board.
- 7.3.5 In the event of a casual vacancy on the Grievance Committee, the vacancy may be filled by the majority vote of the Board.

### 7.4 **Removal of Directors**

A Director may be removed either from their position as Director, or their position as an office bearer by the Members provided that:

- 7.4.1 the reasons for the proposed removal of the Director have been communicated to the Director no later than 21 days before the meeting considering the removal is to be held;
- 7.4.2 the Director in question is given a reasonable opportunity to be heard either in person or in writing, as determined by the Board, at the meeting;
- 7.4.3 the Members have been given an opportunity to consider the removal of the Director in the absence of the Director; and
- 7.4.4 the resolution is passed by the Members present in person or through the use of technology in accordance with this

Constitution, at the meeting of the Members considering the removal.

## 8. Meetings

### 8.1 Meetings of the Board

- 8.1.1 The Board shall meet on at least eight occasions each financial year at such time and place as the Board shall determine.
- 8.1.2 Notice in writing of the time and place of every meeting of the Board shall be posted, e-mailed or otherwise notified by reasonably appropriate means to each Director (as applicable) together with an agenda at least seven days prior to the time appointed for the meeting.
- 8.1.3 If 75% of Directors consent in writing, a meeting of the Board may be called on less than 7 days' notice.
- 8.1.4 Questions arising at any meeting of the Board will be decided by a majority of the votes cast at the meeting, allowed under the rules of the Constitution, unless a special resolution is required by the Constitution or a by-law of the Corporation.
- 8.1.5 A resolution or declaration in writing will be as valid and effectual as if it had been passed at a meeting duly called and held if all Directors entitled to receive notice of a Board meeting receive notice of the resolution and it is agreed to in writing by a majority of the Directors for the time being who are entitled to vote (not being less than a quorum).

### 8.2 General Meetings

#### 8.2.1 Annual General Meetings

- (a) The Annual General meeting shall be held by no later than 30 November in each year unless a later date is approved by the a Delegate of the Registrar for Indigenous Corporations, in which case by that later date, and shall:
- (i) consider and receive the minutes of the last Annual General Meeting and any General Meetings held since the last Annual General Meeting;
  - (ii) consider and receive the reports of the Chairperson, Finance Committee and Chief Executive Officer of the Corporation;

(iii) consider and receive the accounts of the Corporation and auditor's report;

(iv) elect the Directors of the Corporation;

(v) elect members of the Grievance Committee; and

(vi) consider the currency and accuracy of the register of Members.

(b) Notice of the Annual General Meeting shall be given to all Members and the auditor of the Corporation in writing, not less than 21 days before the meeting is due to be held, together with an appropriate nomination form for the election of Directors.

#### 8.2.2 **General Meetings**

(a) A General Meeting of the Corporation shall be held by resolution to this effect by the Board or within 30 days of receipt of a request signed by no less than :

a. 10% of Members of the Corporation if there are more than 50 Members;

b. 5 Members, if there are 21 to 50 Members;

c. 3 Members if there are 11 to 20 Members; or

d. 1 Member if there are 2 to 10 Members,

made in writing to the Secretary stating the purpose for which such a meeting is to be called.

(b) Written notice of any General Meeting shall be given to all Members and the auditor of the Corporation no less than 21 days prior to the meeting outlining the purpose of the meeting, the location and time of the meeting, and why it was called. The exact wording of any Special Resolution proposed must be included in the notice.

(c) Written notice shall be deemed to be received, if sent by post, three Business Days after it has been posted, or if sent by mail or electronically, on the Business Day following it being sent.

(d) General Meetings may consider any matter deemed appropriate by the Board in addition to the original purpose

of that meeting, provided that those matters have been included in the notice of meeting.

- (e) Members may request that a resolution be proposed at a General Meeting by providing a written request to the Secretary signed by no less than :
  - a. 10% of Members, if there are more than 50 Members;
  - b. 5 Members, if there are 21 to 50 Members;
  - c. 3 Members, if there are 11 to 20 Members; or
  - d. 1 Member, if there are 2 to 10 Members.
- (f) A notice under section 8.2.2(e) must be considered at the next General Meeting which is being held more than 28 days after the notice from the Members has been given to the Secretary.
- (g) If the Board resolves that a request under 8.2.2(a) is frivolous, unreasonable or vexatious, or that complying with the request would be contrary to the interests of the Members as a whole, the Board may apply in writing to the Registrar of Indigenous Corporations for permission to deny the request. Such a request is to be made within 21 days of receiving a request under 8.2.2(a).

### 8.3 Meetings generally

#### 8.3.1 Time and place for meetings

- (a) Meetings must be held at a reasonable time, in a reasonably convenient location.
- (b) If the place for a meeting to be held is changed, notice must be provided to each person entitled to receive notice of the meeting.

#### 8.3.2 Quorum

- (a) The quorum for a meeting of Members of the Corporation shall be half their number plus one, rounded up to the nearest full number, or 15, whichever is less.
- (b) The quorum for a meeting of the Board shall be a majority of the number of Directors currently holding office.

- (c) No business will be transacted at any meeting unless a quorum is present, including by the use of technology, at the time the meeting proceeds to business.
- (d) If within 30 minutes of the time appointed for a meeting a quorum is not present, such meeting shall be adjourned for one hour.
- (e) Those present at such an adjourned meeting shall constitute a quorum, provided that notice of the original meeting had been provided to all persons entitled to attend the meeting.

### 8.3.3 **Voting at meetings**

- (a) Voting at meetings shall be conducted by show of hands, unless:
  - (i) the matter relates to the termination of a Director or Member;
  - (ii) a secret ballot is requested by no fewer than 5 Members; or
  - (iii) the Chairperson deems it appropriate,

in which case the method of voting shall be by secret ballot in the manner the Chairperson directs, subject to any vote being secret and verified by scrutineers.
- (b) Each Director is entitled to a single vote at meetings of the Board.
- (c) Each Member is entitled to a single vote at meetings of Members.
- (d) In the event of a tied vote, the Chairperson shall have the casting ballot.
- (e) The Chairperson shall adjudicate any challenge to a person's right to vote. The Chairperson's determination shall be final.

### 8.3.4 **Chairing of meetings**

- (a) Subject to this clause 8.3.4, meetings shall be chaired by the Chairperson.
- (b) Where the Chairperson holds a conflict of interest in relation to a matter, or is otherwise unavailable, the Deputy Chairperson shall chair the meeting, or the part of the meeting relating to the conflict of interest.

- (c) Where the Deputy Chairperson also holds a conflict of interest in relation to a matter, the meeting shall elect a person to chair that part of the meeting.
- (d) The Chairperson may nominate a third party to chair a section of the meeting where the Chairperson considers that person to have particular expertise that is required for the discussion of a particular matter.

#### 8.3.5 **Use of technology**

- (a) If approved by the Board in each case, individuals may participate in meetings through the use of any form of audio or audio visual technology approved by the Board, provided that it allows for that person to both hear what is occurring at the meeting, and to make contributions to the meeting.
- (b) Participation through the use of technology will be counted towards the calculation of a quorum for that meeting.
- (c) A person seeking to attend a meeting through the use of technology will be entitled to vote, and count for the purposes of quorum, on the question of whether or not their use of technology should be approved.

#### 8.3.6 **Minutes**

- (a) Proper minutes of all proceedings of meetings of the Corporation shall be prepared and kept by the Chief Executive Officer of the Corporation, or an alternative person or persons nominated by the Chief Executive Officer.
- (b) The minutes must be confirmed by the Members of the Corporation in the case of a General Meeting, or by the Board in the case of a meeting of the Board, at the next subsequent meeting of that group.
- (c) Minutes shall be signed by the Chairperson or acting Chairperson once they have been confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting have duly occurred as minuted, and that all appointments made at a meeting are valid.

### 8.3.7 **Circulating resolution**

The Board may pass a resolution out of a Board meeting via any form of written correspondence, including via email or facsimile, if signed or otherwise approved or consented to by 75% or more of those Directors entitled to vote on the resolution, and such a resolution shall be valid and binding as if passed at a Board meeting.

### 8.3.8 **Conflicts of interest**

At each meeting, every person present shall declare any conflicts of interest that exist in relation to the business of that meeting. Where a conflict of interest is identified in relation to a matter, the relevant persons shall absent themselves from the meeting during the discussion of that matter, and shall not be entitled to vote upon that matter.

## 9. **Proxies**

9.1 The Corporation does not allow for proxies to be exercised.

## 10. **Register of Members**

10.1 A register of Members must be kept at the registered office of the Corporation and contain:

10.1.1 the name and address of each Member;

10.1.2 the date on which each Member became a Member; and

10.1.3 if applicable, the date of termination of membership, and reason for the termination of membership.

10.2 Members are entitled to inspect the register of Members during business hours by giving not less than 2 Business Days' notice of their intention to make such an inspection.

10.3 The register of Members shall be made available for inspection at the Annual General Meeting of the Corporation.

## 11. **Establishment of sub-committees**

11.1 Sub-committees and standing committees

11.1.1 The Board may establish sub-committees and standing committees for such purposes, and with such powers and terms of reference, as it determines from time to time.



- 11.1.2 Sub-committee and standing committee members need not be Directors of the Corporation.
- 11.1.3 Members of sub-committees shall not be entitled to vote on any determination of the sub-committee unless they are a Director of the Corporation.
- 11.1.4 No decision of a sub-committee will come into effect until approved by a resolution of the Board.
- 11.1.5 Members of standing committees may vote on matters that are within their terms of reference, provided that doing so would not conflict with any law, or any other provision of this Constitution.

## 12. **Financial reporting**

- 12.1 The financial year for the Corporation begins on 1 July in each year and ends on 30 June in the following year.
- 12.2 The Corporation shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Corporation in accordance with all legal requirements.
- 12.3 All financial records must correctly record and explain transactions, the Corporations financial position and performance, and must enable true and fair financial reports to be prepared and audited.
- 12.4 Financial records must be retained for seven years after the transactions covered by the records are completed.

## 13. **Appointment of auditor**

- 13.1 At each Annual General Meeting, the Members shall appoint a person to be auditor of the Corporation. Applications for the auditor role will be received through a tender process.
- 13.2 The auditor shall not be an officer, business partner, spouse, employer or employee of an officer; an employee; or business partner, spouse or employee of an employee of the Corporation.
- 13.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 13.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.
- 13.5 The auditor is entitled to attend and speak at all meetings of Members, but does not have any vote.

**14. Amendment of the Constitution**

- 14.1 This Constitution may be altered by special resolution by the Members at a general meeting.
- 14.2 The Constitution shall bind the Corporation and every Member to the same extent as if they had respectively signed and agreed to be bound individually by the document.
- 14.3 An alteration to the Constitution becomes effective from the time the alteration is registered by the Office of the Registrar for Indigenous Corporations.

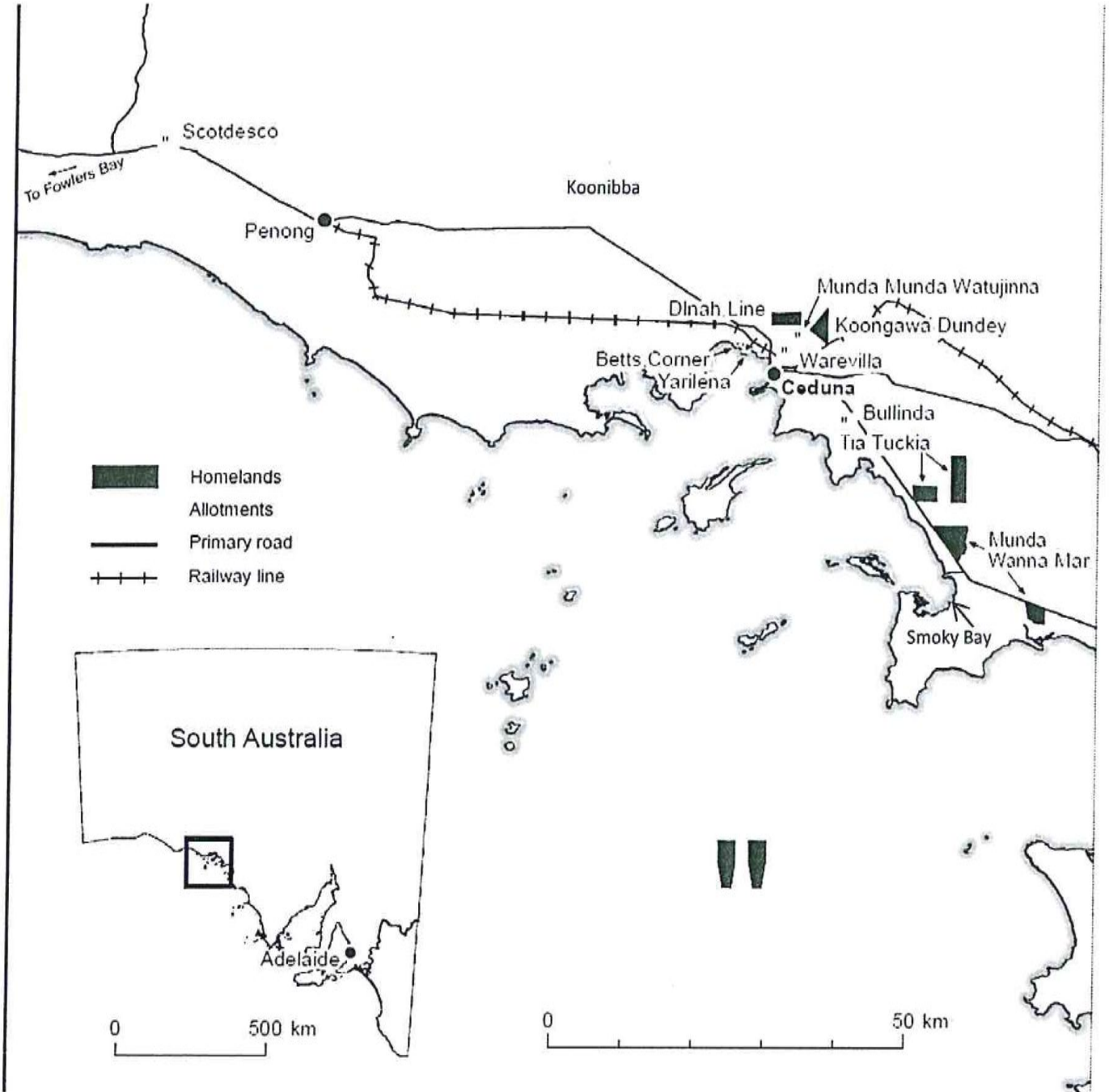
**15. By-laws of the Corporation**

- 15.1 The Board may draft by-laws to govern the management, procedure and operations of the Corporation for consideration by Members at a General Meeting.
- 15.2 By-laws will come into effect only when ratified by an ordinary resolution passed at a meeting of the Members.
- 15.3 A by-law may be varied by an ordinary resolution passed at a meeting of the Board, and will be effective from the time that the resolution is passed.
- 15.4 Once ratified, a by-law is binding upon all Members and Directors of the Corporation.
- 15.5 A by-law may not authorise any action or policy that would be beyond the powers in respect of that action or policy granted by this Constitution or the Act, and in the event of a by-law being beyond such powers, it shall to that extent be void and unenforceable.

**SCHEDULE 1**

**MAP OF THE AREA**

(clause 2.1.4)



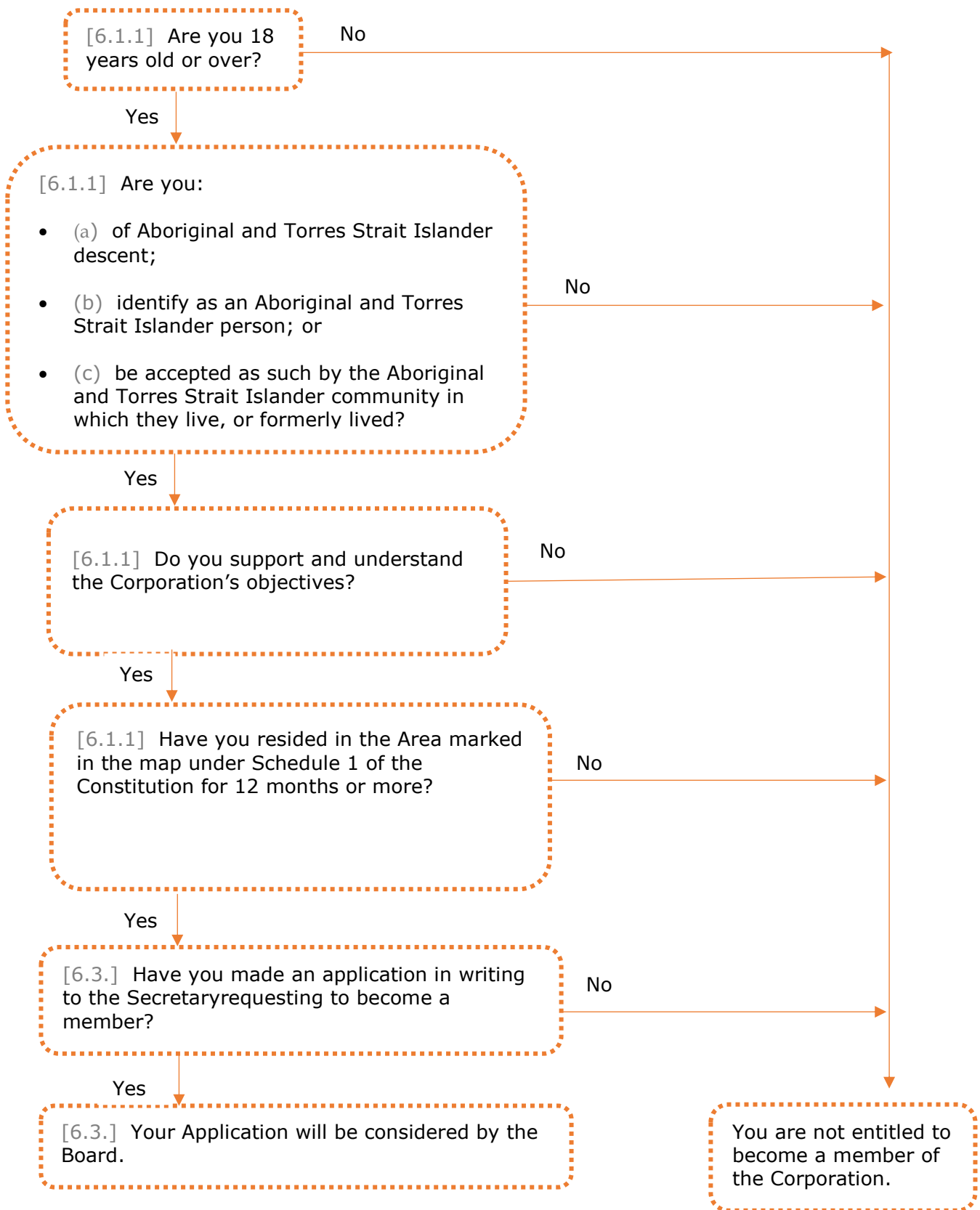
**SCHEDULE 2**  
**DISPUTE RESOLUTION FLOW CHARTS**

These flowcharts provide a step by step process for any Member, Director or office bearer that is seeking review of a decision made by the Corporation in relation to their position as a Member, Director or office bearer.

The Constitution of the Corporation establishes a Grievance Committee pursuant to clause 7.3. This is a committee of four individuals who will address grievances between Members, between Directors and between Members and Directors. The Grievance Committee has the functions and powers provided in any by-laws ratified by the Board. This means that the Grievance Committee may be involved in managing any such dispute you may have with the Corporation.

• **MEMBERSHIP**

• **Am I eligible to be a member of the Corporation?**



## My membership application has been rejected – what can I do?

