

SEARMS Aboriginal Corporation

RULE BOOK

ICN: 7650

1. Name

The name of the corporation is **SEARMS Aboriginal Corporation**.

2. Objectives

- a) To provide for the relief of poverty, misfortune, distress and helplessness of Aboriginal families and individuals through the provision of secure, affordable and culturally appropriate housing in the communities it services.
- b) To address the social and cultural needs of Aboriginal People while reducing the impact that intergenerational disadvantage had on their lives.
- c) Provides the highest quality Social and Affordable Housing services, specialising in housing and accommodation and support services.
- d) Develop and manage social enterprise businesses.
- e) Provide accommodation to support training and employment services.
- f) Provide social and welfare programs for disadvantaged Aboriginal children, families and aged.
- g) To purchase and sell land and property in relation to providing social and community services.
- h) To develop and instigate models of housing long term leasing arrangements and home ownership options for Aboriginal people.
- i) Operate community enterprises and build a strong financial base for community development activities and infrastructure.
- j) Promote community development by acting as a resource for the community and stakeholders in the areas of education, health, housing, employment and welfare to the community.
- k) The corporation shall maintain for the main purpose of the corporation a gift fund: to be named “**SEARMS Aboriginal Corporation Gift Fund**” in accordance with the requirements of the Income Tax Assessment Act 1997.

3 Members

3.1 Who is eligible?

In order to be a member of the corporation,

- a) Be an individual person, who is:
 - at least (18) years of age; and
 - an Aboriginal or Torres Strait Islander person; and
 - a person who normally and permanently resides in South Eastern Area of New South Wales Australia. (South Eastern Area covers Bega Valley Shire Council, Shoalhaven City Council and Queanbeyan City Council).

- b) An incorporated Aboriginal Housing organisation in NSW that:
 - is invited to become a member and
 - supports the objectives and policies of the corporation
 - and is a Registered Aboriginal Housing Provider.

3.2 How to become a member.

- a) A person applies in writing. A person is eligible under rule 3.1. The directors agree. The person's name and date they became a member is put on the register of members.
A local incorporated Aboriginal housing organisation is eligible under rule 3.1 (b).The directors accept the application.

The individual person or the local incorporated Aboriginal housing organisation name, address and date they became a member is put on the register of members along with the member representative's name and position.

The directors may refuse to accept a membership application. If they do so, they must write to the applicant and the relevant organisation about the decision and the reasons for it.

3.3 Members representative's rights

A member:

- can attend, speak and vote at general meetings
- can be made a director
- can put forward resolutions at general meetings
- can ask the directors to call a general meeting

- can 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).

Once accepted to membership, the local incorporated Aboriginal housing organisation (member organisation) must nominate a person (member representative) to represent it at general meetings of the corporation.

If a member representative ceases to hold the position for which they were appointed as a representative, the local incorporated Aboriginal housing organisation must nominate another eligible representative to take their place in order to maintain their membership.

3.4 Members responsibilities

A member:

- must follow these rules
- let the corporation know if they change their address
- treat other members with respect

A member's representative: must follow these rules and must let the corporation know if they change their address.

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 pass away
- their membership is cancelled.

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

A local incorporated Aboriginal housing corporation stops being a member if:

- they resign in writing
- their membership is cancelled
- they cease to be an incorporated Aboriginal Housing provider.

3.7 Cancelling membership

Membership to the Corporation can be cancelled:

If an individual member:

- can't be contacted for two years
- misbehaves or
- is not an Aboriginal or Torres Strait Islander person.

If a member representative:

- a) is unable to be contacted or does not respond for two years;

- b) is in breach of the terms of membership
- c) or misbehaves

The member organisation's membership may be cancelled. Membership can only be cancelled by special resolution at a general meeting.

Any member organisation being considered for membership cancellation must be notified at least 21 days prior to the meeting at which their membership will be considered for cancellation. A member organisation will be afforded the opportunity to make a presentation at that meeting to defend their membership cancellation either directly or in writing which is to be tabled before the members.

If a member organisation membership is cancelled the directors must then send that local incorporated Aboriginal housing organisation a copy of the special resolution at their last known address, as soon as possible after it has been passed

If a member organisation is not eligible for membership for some other reason, the directors can cancel that membership by passing a resolution at a **directors meeting**. Before the meeting, directors must give the member 14 days to object in writing. If the member objects, the directors 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
- the names and positions of the member's past and present representatives
- for former members, the date when they stopped being a member.

It 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'
- announce director appointments
- choosing an auditor
- checking the register of members
- asking questions about how the corporation is managed.

4.3 General meetings

Any two directors together can call for a general meeting to be convened in writing giving 21 days' notice.

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 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

4.4 General meeting business

General meetings are for:

- confirming the minutes of the previous general meeting
- everything 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.

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 must be sent to the local incorporated Aboriginal housing organisation CEO and Chairperson and can be delivered personally (or in a manner which accords with Aboriginal 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.

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 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.

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 Chairperson will chair general meetings. If they are not available, the Deputy Chair will chair the meeting. If they are not available, 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. Members participating by other means must be presented with all papers and presentations prior to the meeting and must be able to be heard by all other members participating at that meeting.

4.10 Voting

Each member has one vote.

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

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 chair, whose decision is final.

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

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

The chair 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 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. Directors

5.1 Number of directors

There shall be a board of directors of up to 7 directors

5.2 Eligibility of directors

A director must be:

- at least 18 years old;
- a qualified Aboriginal person (unless the person is an independent director appointed in accordance with rule 5.10).

A person is qualified as follows:

- demonstrated knowledge and understanding in Aboriginal Community Housing; or
- demonstrated knowledge and understanding of the diversity and needs of Aboriginal communities; or
- have experience in Corporate Governance, Community Development, or a field relating to the corporation's business activities; or
- have an accredited board training qualification or willingness to obtain within a set timeframe

5.3 Majority of director requirements

A majority of directors of the corporation must be individuals who are:

- Aboriginal persons of Australia and;
- usually and permanently resident in Australia.

5.4 Directors' terms of appointment

Directors are appointed for a term of two years. They are eligible to be re-elected.

5.5 How to become a director

The corporation will invite members to nominate in accordance with these rules and the corporation's policies and procedures in the year elections are due (under rule 5.4). The nominees will be considered by a merit selection panel, which will make recommendations to the members. Directors will then be nominated at the General Meeting in the year elections are due in accordance with rule 5.4.

5.6 Principles for Selection of Members

The overriding principle when making recommendations for appointment to the SEAMS Board is that the proposed appointment/s will ensure that the Board has representatives who have combination of skills sets relative of Aboriginal Community Housing and Community Development and Services and are drawn from the regional areas where the Corporation delivers services.

5.7 Merit-based Selection

The assessment of Board Members will be based on merit. Merit-based selection means:

- an assessment is made of the suitability of the candidates for the role and duties of the SEARMS Board, using a competitive selection process
- the assessment is based on the link between the candidate's experience and the qualities genuinely required for the role of the SEARMS Board
- the assessment focuses on the capacity of the candidates to achieve SEARMS Board stated strategic and operational outcomes.

Examples of experience and the qualities that may be taken into account in making an assessment include:

- qualifications, training and competencies
- experience and knowledge of Aboriginal Community Housing
- capacity to produce outcomes from effective performance at the level required
- relevant personal qualities
- demonstrated potential for further development, and
- ability to contribute to team performance.

5.8 Selection Panel for new Board

A Selection Panel of 3 eminent Aboriginal people and non-Aboriginal people will be convened by the directors in the year director appointments are due. The three Members must not be candidates for the SEARMS Board.

Selection Panel Members who are experienced and skilled in Community Leadership, Development and Management will be appointed. There must be at least 2 Aboriginal Panel Members.

The outgoing Chairperson and the General Manager will organise and secure the participation of the Selection Panel Members.

5.9 The process

1. The Selection Panel seeks out and receives applications for SEARMS Board Member.
2. The Selection Panel considers the applications and makes recommendations, according to Rule 5.2.
3. The recommendations are put to the relevant General Meeting for appointment.
4. The Selection Panel stands down.
5. New SEARMS Aboriginal Corporation Board Members sign a Statement of Commitment.
6. New SEARMS Aboriginal Corporation Board Members take up position.
7. SEARMS Board selects a new Chairperson and Deputy Chairperson.

5.10 How to become an independent/ specialist director

The directors may appoint independent/specialist directors. Independent/specialist directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation's activities or both.

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

Independent/specialist directors do have voting rights. Independent/specialist directors are unable to hold an office bearer position.

5.11 How to fill vacancies

An original or casual vacancy is to be filled as follows:

The current Directors will appoint a Selection panel from the current Directors (The GM may be considered for appointment to the Selected Panel).

The Selection Panel seeks out new applicants under rule 5.9.

5.12 How to stop being a director

A director stops being a director if:

- 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.

5.13 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- 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.
- 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.

5.14 Directors' and officers' duties

The duties are:

- a duty to progress the aims and objectives of the organisation
- a duty to comply with the organisation's policies, procedures and protocols, including cultural protocol, intellectual property and code of conduct.
- 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 general meeting.

5.15 Conflict of interest (material personal interest)

A director who has a material personal interest in a corporation matter must tell the other directors. They must give details of what the interest is and how it relates to the corporation. 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 person interest must not:

- be present at the directors' meeting while the matter in question is being considered
- vote on the matter in question
- unless allowed to do so under the CATSI Act or if agreed upon by the majority of Board members.

5.16 Payment

Directors are not paid, unless they are employees of the corporation, 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).

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

5.17 Delegation

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

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

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

5.18 Related party benefit

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

5.19 Directors' meetings

Directors must meet at least every three months.

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

The Chairperson or any two (2) directors can call for a meeting to be convened in writing giving 14 days notice to all the other directors.

5.20 Quorum for directors' meetings

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

5.21 Chairing directors' meetings

The Chairperson will chair directors' meetings. If they are not available, the Deputy Chair will chair the meeting. If they are not available, the directors can elect someone to chair the meeting.

5.22 Using technology

Director's meetings can be held at more than one place using any technology that gives members a way of taking part. Members participating by other means must be presented with all papers and presentations prior to the meeting and must be able to be heard by all other members participating at that meeting.

5.23 Resolutions at directors' meetings

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

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.

6. Contact person or secretary

The directors appoint a contact person or secretary who must be at least 18 years old.

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

The contact person or secretary must pass on all correspondence received to the Chairperson within 7 days.

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

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

7. 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 (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals).

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

8. Finances

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

The corporation must give receipts for all money it receives.

All cheques, withdrawal forms and other banking documents must be signed by at least two persons, one of whom must be a director.

Up to date financial accounts must be presented at a directors' meeting.

The financial year of the corporation will end on 30th June of each year. The accounts of the corporation are audited annually and presented at the annual general meeting.

9. Application of funds

The assets and income of the Corporations shall be applied solely to the pursuit of the aforementioned objectives and no portion shall be distributed or indirectly to the members of the organisation except as bona fida compensation for services rendered or expenses incurred on behalf of the Corporation.

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. Any surplus assets of the corporation shall be distributed to another Aboriginal organisation with similar objectives operating not for the profit of individual members of other private people.

11. Dispute resolution

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

If the dispute is not resolved within 20 business days, any party may give a dispute notice to the other parties.

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

The directors must help the parties resolve the dispute within 40 business days after the corporation receives the notice.

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

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 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.

13. Establishment and Maintenance of Gift Fund

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

- a) to be named “**SEARMS Aboriginal Corporation** Gift Fund” in accordance with the requirements of the Income Tax Assessment Act 1997.
- b) which can receive gifts of money or property for the purposes of the objectives of the corporation
- c) which can have credited to it any money received by the Corporation because of those gifts
- d) that does not receive any money or property other than that stated at (b)

The Corporation shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the corporation.

Receipts issued for gifts to the Gift Fund must state:

- a) the fund name of the Corporation’s Gift Fund
- b) the Australian Business Number of the Corporation
- c) the fact that the receipt is for a gift.

Schedule 1—Application for membership form

SEARMS Aboriginal Corporation

Application for Membership

I, _____(name) of

_____ (address)

hereby apply for membership of the **SEARMS Aboriginal Corporation**

This membership is for myself/on behalf of

_____ (name of corporate member)

Dated: / /

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 SEARMS Aboriginal Corporation (name of Aboriginal and
become a director of Torres Strait Islander
corporation)

(date)

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 the corporation **before** the person is appointed as a director—section 246-10(1) of the CATSI Act.