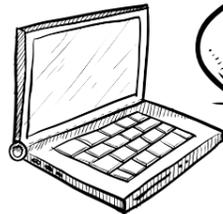


TAX FILE NUMBER (TFN)

SCAM



Has anyone offered you cash, a free computer or other gift to sign up for an online business course?

Don't provide your TFN to people who have no business to ask it.

BEWARE! Keep your TFN safe.

You don't need it to enrol in any course.

ONLY give it to authorised people or organisations, like your bank, Centrelink and the Australian Taxation Office (ATO).

Contact the ATO on **13 28 61** if you think you have given your TFN to someone who has no business asking for it.

For more information on keeping your TFN safe, go to ato.gov.au/TFN.

Supporting ORIC corporations

The Registrar supports Aboriginal and Torres Strait Islander corporations in various ways. The ORIC call centre (1800 622 431) has skilled people to answer queries about different aspects of a corporation's rule book and the CATSI Act. While ORIC can provide guidance and information about a rule book and the CATSI Act, legal advice cannot be provided. If you have a legal question you will need to seek your own legal advice.

The Registrar also delivers targeted and hands-on training and very practical guidance on meetings and the whole governance process needed to run a successful corporation.



Photos: ORIC staff providing information and training



Australian Government

Office of the Registrar of Indigenous Corporations

ORIC Oracle

February 2015

GENERAL MEETINGS WHOSE CALL?

Why have meetings at all?

Meetings give members an opportunity to come together face-to-face and talk about what is important for their corporation. It is at meetings where members can have a say in some important decisions about the corporation.

There are a number of different types of corporation meetings. The meetings involving the members of a corporation are called general meetings and annual general meetings (AGM).



A 'mock meeting' held as part of ORIC's Introduction to Corporate Governance (ICG) training, Nhulunbuy ICG 2013

Propose a resolution at the next general meeting

If the matter is not that urgent, members of a corporation can wait until the next general meeting or AGM to propose their resolution/s.

After a valid notice of the resolution/s has been given to a corporation, it can be considered at the next general meeting as long as it takes place more than 28 days after the notice is given.

The process and required number of members needed to propose a resolution at a general meeting or an AGM are generally the same as for a request to call a meeting (see centre spread).

Can members call a general meeting?

Members of a corporation cannot call a general meeting or annual general meeting, unless the corporation's rule book says otherwise.

Directors of an Aboriginal and Torres Strait Islander corporation are responsible for calling general meetings and annual general meetings.

But... members of a corporation can **request** the directors to call a general meeting (section 201-5 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)).

Why would members request a meeting?

Some reasons why members may want to request a general meeting could be to:

- remove a director/s or appoint a new director/s
- remove people as members
- request changes to the rule book
- ask questions about the corporation's finances or any other matter of concern.

These items would be included as **resolutions** in the request to the directors and also signed by the required number of corporation members.



Overdue reports

Your 2013–14 reports should now be lodged with the Registrar. These reports were due by 31 December 2014.

Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI)
General report



DO NOT DELAY, LODGE TODAY

It's easy to lodge online. Go to <https://online.oric.gov.au>

Need help?

If you need some help just ring the Registrar's office on freecall **1800 622 431** (not free from mobiles).

Don't risk prosecution

The Registrar may take legal action against your corporation if you don't lodge your reports.

Are you in breach? Make sure you are not on the List of corporations in breach of 2013–14 reporting requirements on the Registrar's website: www.oric.gov.au.

Latest report on overcoming Indigenous disadvantage released

The Steering Committee for the Review of Government Service Provision released the 2014 *Overcoming Indigenous Disadvantage Report* on 19 November 2014.

This is the sixth report in the series. The report was commissioned by the Council of Australian Governments in 2002, and measures the wellbeing of Aboriginal and Torres Strait Islander Australians. Aboriginal and Torres Strait Islander Australians have been actively involved in the development and production of the report.

The report, overview, media release, short video and detailed data are available on the Productivity Commission's website at

<http://www.pc.gov.au/gsp/overcoming-indigenous-disadvantage/key-indicators-2014>.



THE RULE BOOK

If unsure about anything, remember always check your corporation's rule book

GENERAL MEETINGS

WHOSE CALL?

REQUESTING A MEETING

A request to the directors to call a general meeting, must **tick these boxes**:

- be in writing and be given to the corporation
- state any resolutions to be put to the meeting (why you want a general meeting)
- be signed by the required number of members
- nominate a contact member on behalf of the members making the request

It is important that the correct number of members request a general meeting.

The following table shows how many members are usually necessary:

No. of members in a corporation	No. of members required to ask for a general meeting
2 to 10	1 member
11 to 20	3 members
21 to 50	5 members
51 members or more	10 per cent of members

Further information

Further information is available at www.oric.gov.au in:

PS 24: Applications for permission to deny a members' request for a general meeting

ORIC fact sheets about meetings and members' rights

If the directors fail to respond to a request, the nominated contact member for the members requesting the meeting should advise the Registrar.

Members CANNOT call a general meeting even when directors do not act on their request.

Request by members for directors of [corporation name] to call a general meeting

EXAMPLE TEMPI

The members signing this document request that the directors of [corporation name] call and arrange to hold a general meeting of the corporation to consider the listed below. The members signing this document nominate [full name] to be member for this request.

Proposed resolution 1: That, under rule [x] of the corporation's rule book, [full name] be removed as a director of [corporation name].

Proposed resolution 2: That, if resolution 1 is passed, that an election be held to elect [full name] as a director.

Member's signature	Member's name	Member's address
1.		
2.		
3.		
4.		

RESPONDING TO A REQUEST

Directors **DO NOT HAVE** to call a general meeting just because the members have asked them to.

If the request does not tick all the boxes, the directors may decide that the request is not valid. If that is their decision, they should notify the nominated contact member.

However, if the directors receive a valid request they have **21 days** to consider it.

They then have two choices. They can:

1. call the general meeting, providing at least **21 days'** notice of the meeting to all members
2. write to the Registrar asking for permission to deny the request because in their opinion it is frivolous (silly and unimportant) or unreasonable; or not in the best interests of the members.

Directors need to let the nominated contact member know that they have applied to the Registrar for permission to deny the request.

MAKING THE CALL

If the directors call a general meeting

The directors must give at least **21 days'** notice of the meeting to all members and the corporation's auditor (if it has one). The actual meeting could be held much later than the minimum **21 days'** notice and will depend on what date is suitable for the members and directors.

If the directors involve the Registrar

The directors have **21 days** to consider a request for a general meeting. If the directors apply to the Registrar for permission not to call the general meeting the Registrar has up to **21 days** to consider the request. Until this process is complete the members will not know whether the general meeting will be called by the directors or not.

THEN the Registrar either:

- grants permission** to deny the general meeting, no meeting will be held.
- does not grant permission** to deny the general meeting—a general meeting **MUST** be called within **21 days** and notice of the meeting sent to all members. The actual date of the meeting will be decided by the directors.

