Encourage your members to learn about the rules of your corporation.

This model rule book complies with the Corporations (Aboriginal and Torres Strait Islander) Act 2006.
FURTHER HELP

ORIC runs workshops for both new groups wanting to register and for existing corporations who want to change their rules. Call ORIC’s freecall number 1800 622 431 (not free from mobiles).

DISCLAIMER OF LIABILITY

This document is provided for guidance only.

This guide will help corporations registered under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 to develop a rule book. It is not legal advice and ORIC disclaims any liability arising from its use. People using this document may seek further assistance from ORIC or obtain other professional advice.

© Commonwealth of Australia 2009


This work is copyright. Apart from any use as permitted under the Copyright Act 1968 no part may be reproduced by any process without written permission from the Office of the Registrar of Indigenous Corporations. Requests and inquiries concerning reproduction and rights should be addressed to the Manager Communications and Research, Office of the Registrar of Indigenous Corporations, PO Box 2029, Woden ACT 2606.

Produced by ORIC September 2009 (4th edition)
Reprinted with minor corrections June 2011
Reprinted with minor corrections May 2013
Minor corrections Aug 2013
Introduction

The Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) says that every corporation must create and abide by a set of rules.

What is the rule book—condensed?

This condensed rule book is for groups who want to register or change their rules under the CATSI Act.

This rule book satisfies the minimum requirements for a constitution under the CATSI Act and includes some good governance ideas. It keeps some of the 'replaceable rules' under the CATSI Act, and replaces others. It doesn’t include all of the set law under the CATSI Act.

Corporations adopting these rules should be aware that the laws in the CATSI Act still apply to them. They should also be aware that if their rules don’t follow the CATSI Act, the CATSI Act will apply.

Who is this rule book suitable for?

- Corporations who wish to adopt a simple and short set of rules
- Corporations with a small number of members and/or those conducting straightforward business.

Who shouldn’t use them?

- Large and complex corporations that undertake more difficult activities
- Registered native title bodies corporate (RNTBC) or groups intending to register as an RNTBC should seek advice from their local native title representative body before deciding which rule book to use.

Replaceable rule is a rule under the CATSI Act that can be either kept as is or changed. Once it is changed it becomes part of a corporation’s constitution.
What do you need to do to use these rules?

All you need to do is:

• insert the proposed name of your corporation
• insert your corporation’s objectives
• choose your member eligibility requirements
• choose your director eligibility requirements
• consider whether you need to tailor your dispute resolution clause
• consider a suitable wind-up provision for your corporation.

You will also need to follow the steps required under the CATSI Act and your current rule book for adopting a new set of rules—for example, passing a special resolution to change your rules at a general meeting and then lodging the new rules with the Registrar.

If you have questions about rule changes, please contact the Registrar’s office on the freecall number 1800 622 431 (not free from mobiles).
THE RULE BOOK

Insert name of corporation

Insert Indigenous Corporation Number (ICN), if the corporation is already registered.
# The rule book contents

1. Name  
2. Objectives  
3. Members  
4. Meetings  
5. Directors  
6. Contact person or secretary  
7. Records  
8. Finances  
9. Application of funds  
10. Winding up  
11. Dispute resolution  
12. Changing the rule book  

| Schedule 1—Application for membership form | 18 |
| Schedule 2—Appointment of proxy form | 19 |
| Schedule 3—Consent to become a director form | 20 |

**Information sheets**

- How to change a rule book under the CATSI Act (existing corporations)  
- How to adopt condensed rules under the CATSI Act (new corporations)
1. Name
The name of the corporation is:

[Insert name of corporation.]

2. Objectives
The corporation aims to:

[Insert what the corporation aims to do.]

You can also insert key definitions here related to the objectives—for example, identify the Aboriginal or Torres Strait Islander group or community involved with the corporation's activities.
3. **Members**

### 3.1 Who is eligible?

A member must be:
- at least 15 years old
- an Aboriginal or Torres Strait Islander person.

### 3.2 How to become a member

A person applies in writing.

A person is eligible under rule 3.1.

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

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

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

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

### 3.3 Members’ rights

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

### 3.4 Members’ responsibilities

A member must:
- follow the corporation’s rules
- let the corporation know if they change their address
- treat other members with respect.
3.5 Liability of members
Members do not have to pay corporation debts if the corporation is wound up.

3.6 How to stop being a member
A person stops being a member if:
• they resign in writing
• they die
• their membership is cancelled.
The person’s name, address and date they stopped being a member is put on the register of former members.

3.7 Cancelling membership
If a member:
• can’t be contacted for two years
• misbehaves
• is not an Aboriginal or Torres Strait Islander person
their membership can only be cancelled by special resolution at a general meeting. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.

If a person is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors’ meeting. Before the meeting, directors need to 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
• if a member is not an Aboriginal or Torres Strait Islander person (if your rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members)
• for former members, the date when they stopped being a member.
The register must be kept at the corporation’s document access address or registered office. It must be available at the annual general meeting (AGM).
4. Meetings

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

4.2 AGM business
AGMs are for:
• confirming the minutes of the previous general meeting
• presenting reports: general, financial, directors’
• electing directors
• choosing an auditor (if required) and agreeing on the fee
• checking the register of members
• asking questions about how the corporation is managed.

4.3 General meetings
A director can call a general meeting.
Members can ask directors to call a general meeting.
The directors must call the general meeting within 21 days.

<table>
<thead>
<tr>
<th>Number of members in corporation</th>
<th>Number of members needed to ask for a general meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td>2–10 members</td>
<td>1 member</td>
</tr>
<tr>
<td>11–20 members</td>
<td>3 members</td>
</tr>
<tr>
<td>21–50 members</td>
<td>5 members</td>
</tr>
<tr>
<td>51 members or more</td>
<td>10 per cent of members</td>
</tr>
</tbody>
</table>

4.4 General meeting business
General meetings are for:
• confirming the minutes of the previous general meeting
• completing the business specified in the notice of the meeting.
4.5 Notice for general meetings
At least 21 days notice must be given.
Notice must be given to members, directors, officers, the contact person and the auditor (if the corporation has one).
The notice must set out:
• the place, date and time for the meeting
• the business of the meeting
• if a special resolution is being proposed, and what it is
• if a member can appoint a proxy.
Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent by post to their address, sent by fax or sent by email.
A notice of meeting:
• sent by post is taken to be given three days after it is posted
• sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

4.6 Members’ resolutions
Members can propose a resolution by giving notice of it to the corporation.
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 held more than 28 days after the notice has been sent out.

4.7 Quorum at general meetings

<table>
<thead>
<tr>
<th>Number of members in corporation</th>
<th>Number of members needed to make a quorum</th>
</tr>
</thead>
<tbody>
<tr>
<td>30 or less members</td>
<td>2 members</td>
</tr>
<tr>
<td>31 to 90 members</td>
<td>5 members</td>
</tr>
<tr>
<td>91 members or more</td>
<td>10 members</td>
</tr>
</tbody>
</table>

The quorum must be present during the whole meeting. If there’s no quorum after one hour, the meeting is adjourned until the next week at the same time. If there’s still no quorum, the meeting is cancelled.
4.8 Chairing general meetings
The directors can elect someone to chair the meeting. If they don’t, the members must elect someone.

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

4.10 Voting
Each member has one vote.
The chairperson has one vote (if he or she is a member) plus a casting vote.

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

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

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

The chairperson tells the meeting whether they have received any proxy votes and what they are.
The chairperson declares the results of the vote, on a show of hands, or when a poll is demanded.

4.11 Demanding a poll
Any member entitled to vote on the resolution or the chairperson can demand a poll.
A poll can be held before or after a show of hands vote.
A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies
Members can appoint a person as proxy to attend meetings and vote for them.
Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.
A proxy appointment must contain the member’s name and address, the corporation’s name, the proxy’s name, the meeting where the proxy is going, and it must be signed by the member.
The corporation must receive the proxy’s appointment at least 48 hours before the meeting.
A person must not be a proxy for more than three members.
5. Directors

5.1 Number of directors
The number of directors of the corporation is decided by resolution at a general meeting.
The minimum number is three directors (including any non-member directors) and the maximum number is 12 directors (including any non-member directors).

5.2 Eligibility of directors
A director must be:
• at least 18 years old
• a member
• an Aboriginal or Torres Strait Islander person.

You can allow people who are not members to be directors.
You can allow non-Indigenous people as directors. However, a majority of directors must be Aboriginal or Torres Strait Islander people and members.

You may add extra criteria restricting who may become a director especially if you have added extra criteria to your members’ eligibility rules, for example:
• people who belong to a particular Aboriginal group or family group
• people who usually live in a particular community or region and have lived there for 12 months or more
• other criteria?

5.3 Majority of director requirements
A majority of directors of the corporation must:
• be individuals who are Aboriginal or Torres Strait Islander people (if your rule 5.2 allows non-Indigenous people as directors)
• usually reside in Australia
• be members of the corporation
• not be employees of the corporation.
The chief executive officer (CEO) may be a director but cannot chair directors’ meetings.
5.4 How to become a director

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

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

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

5.5 Directors’ terms of appointment and rotation

Example 1:

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

To implement the rotation system:

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

Example 2:

Directors are appointed at the AGM for a term of one year. They are eligible to be re-elected.

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

The directors may appoint non-member directors.

Non-member directors may be selected because they’re independent or have skills in financial management, corporate governance, accounting, law or a field relating to the corporation’s activities.

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

Indicate the length of a director’s term of appointment.

This is an optional rule. If you do not want non-member directors please delete it from your rules.
5.7 How to become an office bearer
(for example, chairperson, vice-chairperson, treasurer)

Example 1:
The office bearers are directors of the corporation and are elected at the AGM.

Example 2:
The office bearers are directors of the corporation and are elected by the directors at their first directors’ meeting after the AGM.
The directors may remove an office bearer at a directors’ meeting.

5.8 How to fill vacancies
Directors can fill casual director vacancies, including office bearers.
Directors can appoint someone as a director to make up a quorum.
Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.9 How to stop being a director
A director dies.
A director resigns, in writing.
A director’s appointment expires.
A director is removed as a director by the members or the other directors.
A director is disqualified from managing a corporation.
The corporation must send the Registrar the director’s personal details within 28 days after they stop being a director. The corporation can use the Registrar’s Notification of a change to corporation officers’ details form.

5.10 How to remove a director
By the members:
• A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting (or AGM).
• The corporation must give the director concerned a copy of the notice as soon as possible.
• The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to a 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.
5.11 **Directors’ and officers’ duties**

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

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

5.12 **Conflict of interest (material personal interest)**

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

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

A director who has a material personal interest must not:
- be present at the directors’ meeting while the matter in question is being considered
- vote on the matter

unless allowed to do so under the CATSI Act.

5.13 **Payment**

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

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

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

5.14 **Related party benefit**

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

Directors can pass a resolution to delegate any of their powers to:
- another director
- a committee of directors
- an employee of the corporation
- any other person.

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

5.16 **Directors’ meetings**

Directors must meet at least every three months.

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.

5.17 **Quorum for directors’ meetings**

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

5.18 **Chairing directors’ meetings**

The directors can elect a director to chair their meetings.

They must decide how long that director will be the chairperson.

5.19 **Using technology**

Directors’ meetings can be called or held using any technology, as long as they all agree to it.

5.20 **Resolutions at directors’ meetings**

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

The chairperson has a vote, plus a casting vote.

Resolutions can be passed without a directors’ meeting if all directors sign a statement saying that they are in favour of it.
6. **Contact person or secretary**

The contact person or secretary must be at least 18 years old. The directors appoint a contact person or secretary. 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 any correspondence received to at least one of the directors within 14 days. The contact person or secretary must give the corporation their consent in writing to become a contact person or secretary before being appointed. The corporation must send the Registrar a contact person or secretary’s personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers’ details form*)

7. **Records**

The corporation must keep the:
- minutes of all meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person
- financial records that correctly record and explain the corporation’s transactions and financial position and that would enable true and fair financial reports to be prepared and audited.

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

8. **Finances**

The corporation must follow these procedures.
- All money of the corporation must be deposited into a corporation bank account.
- The corporation must give receipts for all money it receives.
- All payments made out of the corporation’s money must be supported by adequate documents which explain the nature and purpose of the payment.
- All accounts must be approved for payment at a directors’ meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two directors.

Small and medium corporations have a contact person, large corporations have a secretary.

Small and medium corporations have a document access address, large corporations have a registered office.
9. Application of funds

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

Note: This rule does not stop the corporation from making reasonable payment to:
• a member in their capacity as an employee
• a member under a contract for goods or services provided.

10. Winding up

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

Example:

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

Insert a clause setting out how assets will be distributed if the corporation is wound up.

• Corporations which are publicly funded may need to use a clause satisfactory to their funder.
• Corporations that are public benevolent institutions or have endorsed gift recipient status may need to use the recommended clause from the Australian Tax Office.
11. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves. If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties. The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation. The directors or any of the dispute parties may ask the Registrar for assistance. The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice. If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.

12. Changing the rule book

The rule book can be changed by passing a special resolution at a general meeting. The proposed changes must be set out in the notice of the general meeting. Within 28 days after the resolution is passed, the corporation must send the Registrar a completed Request to change corporation rule book form together with copies of the:

• rule book changes
• special resolution
• minutes of the meeting.

The changes do not take effect until the new rule book is registered by the Registrar.
Schedule 1—Application for membership form

Name of corporation

ICN

Insert name and ICN of corporation.

Application for membership

I, (first name of applicant)

(last name of applicant)

of (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

Signature of applicant

Date

Office use only

Application tabled at directors’ meeting held Date:

Directors confirmed applicant is eligible for membership Yes / No

Entered on register of members Date:
Schedule 2—Appointment of proxy form

Name of corporation

ICN

Insert name and ICN of corporation.

Appointement of proxy

I, (full name of member)
of (address of member)
am a member of the corporation.

I appoint, (full name of proxy)
of (address of proxy)
as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on (insert date of meeting) and at any adjournment of that meeting.

Signature of member appointing proxy

Date

Notes: A proxy vote may be given to a member of the corporation or another person. Check your corporation’s rule book for rules about proxies—section 201-90 of the CATSI Act.
Schedule 3—Consent to become a director form

Name of corporation

ICN

Consent to become a director

I, (first and last name)

of (Residential address, a postal address is not sufficient)

give consent to become a director of the corporation.

I confirm my date of birth was (date of birth)

and my place of birth was (place of birth)

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

and I will notify the corporation if any of the above events occur after my appointment.

Signature of person

Date

Notes: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.
The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.
**How to change a rule book under the CATSI Act** (existing corporations)

This information sheet includes suggested wording for a resolution so that a corporation that is already registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) can adopt a new condensed rule book.

**Steps to take**

The steps will differ depending on your current rule book but might include for example:

- directors preparing new draft rules
- sending to all members and officers:
  - a notice of a general meeting setting out the date, place and time of the meeting
  - a copy of the proposed resolution to change the corporation’s rule book (see the attached example of minutes)
  - a copy of the proposed rule book changes.

Also follow any extra requirements for rule change in your current rule book.

**What to do at the general meeting**

- make sure a quorum is present at all times
- members will need to pass a *special resolution* which must be passed by 75 per cent or more of the members present and entitled to vote
- keep accurate minutes of the meeting (you can use the example attachment)
- make sure the chairperson signs the minutes.

**What to send to the Registrar**

This is what you need to send to ORIC after the general meeting has been held:

- a copy of the notice for the meeting
- a copy of the minutes of the meeting which includes the resolution
- a *Request to change corporation rule book* form (including a statement signed by two directors stating that the resolution was passed according to the CATSI Act and the corporation’s previous rule book. If there is only one director, you only need that director’s signature)
- a copy of the proposed rule book change (you can send an electronic file by email, on CD or disk).

**Decision by the Registrar**

The Registrar decides whether to approve the proposed rule book changes.

**REMEMBER**—Your new rules do not take effect until the Registrar has approved and registered them. Until then, you should use your current rule book.
Attachment—
Resolution (and draft minutes) to adopt new condensed rules at a meeting of members

Corporation name: __________________________________________________
_________________________________________________________________
ICN: _____________

Minutes of meeting of members

Date: __________/______/_____
Location: _____________________
Time: _____________________
Present: see attached attendance list
Apologies: see attached list of apologies
Chairperson: _______________________________ was appointed chairperson of
the meeting.

Notice of meeting: The notice of the meeting of members was, with the permission of
the members, taken as being read.

Quorum: A quorum of members entitled to vote on the resolution was
present at all times during the meeting.

Resolution: The following special resolution was passed by the members of
the corporation according to its rule book and the Corporations
(Aboriginal and Torres Strait Islander) Act 2006:

THE MEMBERS RESOLVED:
1. that the whole current rule book of the corporation be repealed,
   and
2. that the proposed rule book attached to the notice of the
   meeting of the members of the corporation be adopted as the
   rule book of the corporation.

Closure: There being no further business the meeting was declared closed
at __________.

Confirmed

(Signature of chairperson)

(Name of chairperson)
How to adopt condensed rules under the CATSI Act (new corporations)

To help new corporations adopt condensed rules under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act), the Registrar has prepared The rule book—condensed.

This information sheet includes suggested wording for a resolution so that a corporation registering under the CATSI Act can adopt a rule book which complies with the Act (meeting the pre-incorporation requirement).

What to do before adopting new rules

When applying for registration your group will need to:
1. complete the application for registration form—a copy is available from the ORIC website www.oric.gov.au
2. draft proposed rules for your proposed corporation.
3. approve those rules (and meet the pre-incorporation requirement).

The Registrar can write to the corporation asking for more information.

What is the pre-incorporation requirement?

This is when at least 75 per cent of people who have agreed in writing to become a member of the proposed corporation have done the following:

- They have authorised the applicant (the person filling out the application for registration) to apply for registration.
- They have approved the proposed rule book.
- They have agreed to adopt the replaceable rules in the CATSI Act that have not been changed or replaced in the corporation’s proposed rule book.
- They have nominated who will become directors.
- They have nominated who will become contact people or secretaries.

You can complete the form at Attachment A to show that your group has done this or the group can pass a resolution at a pre-incorporation meeting (refer to Attachment B for draft minutes you can use).

What to do after adopting the rules

The corporation must send to the Registrar:

- a copy of the completed resolution (either Attachment A or Attachment B)
- a copy of the proposed rule book (you can send an electronic file by email, on CD or disk).
- the completed application for registration form.
Decision by the Registrar

The Registrar decides whether to approve the proposed rule book as set out in the special resolution (and rule book).

REMEMBER—Your new rules do not take effect until the Registrar has approved and registered them. Until then, you should use your current constitution.

What is the rule book under the CATSI Act?
The rule book includes all the relevant parts of the law that affect how a corporation is run:
• the constitution of the corporation
• ‘replaceable rules’ that have not been changed
• set rules under the law that the corporation cannot change.

What is the constitution under the CATSI Act?
The constitution includes all the parts of the Act that the corporation can change so that it suits your own circumstances and needs.
• corporation rules, such as name and objectives
• ‘replaceable rules’ that have been changed
• laws that can be changed, such as whether members are liable for the corporation’s debts
• extra rules that the corporation has added itself
• rules recommended by ORIC that are a good governance idea.
Attachment A—
Evidence of pre-incorporation requirement

Proposed corporation name: __________________________________________
_________________________________________________________________

Name of authorised applicant: ______________________________________

The members listed on the application for registration agree that:
1. the applicant is authorised to apply for registration
2. the proposed rule book sent to all the members listed on the application for registration of the proposed corporation be adopted as the rule book of the corporation
3. attached list of replaceable rules from the CATSI Act will apply to the corporation except if they are modified or replaced in the proposed rule book
4. the people specified in the application for registration become directors
5. the person/people specified become contact persons or secretaries on registration.

I agree or disagree to the resolution stated above:

<table>
<thead>
<tr>
<th>Date</th>
<th>Proposed member’s name</th>
<th>Agree or disagree</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
List of replaceable rules (to attachment A)

List of replaceable rules in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006.*

<table>
<thead>
<tr>
<th>SUBJECT OF PROVISION</th>
<th>PROVISION</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Chapter 4—Members and observers</strong></td>
<td></td>
</tr>
<tr>
<td>Application to corporation</td>
<td>section 144-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Determination of applications for membership</td>
<td>section 144-10 subsection (7) can be replaced</td>
</tr>
<tr>
<td>Resignation</td>
<td>section 150-10 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Member not eligible for membership etc.</td>
<td>section 150-20 this section can be replaced</td>
</tr>
<tr>
<td>Observers</td>
<td>section 158-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Corporation or directors may allow member to inspect books</td>
<td>section 175-15 this section can be replaced</td>
</tr>
<tr>
<td><strong>Chapter 5—Meetings</strong></td>
<td></td>
</tr>
<tr>
<td>Director may call meetings</td>
<td>section 201-1 this section can be replaced</td>
</tr>
<tr>
<td>Notice of general meeting to members, officers and observers</td>
<td>section 201-25 subsections (2), (5) and (6) can be replaced</td>
</tr>
<tr>
<td>Quorum</td>
<td>section 201-70 subsections (1), (2), (5) and (6) can be replaced</td>
</tr>
<tr>
<td>Chairing general meetings</td>
<td>section 201-75 this section can be replaced</td>
</tr>
<tr>
<td>Adjourned meetings</td>
<td>section 201-85 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Who may appoint a proxy</td>
<td>section 201-90 this section can be replaced</td>
</tr>
<tr>
<td>How many votes a member has</td>
<td>section 201-115 this section can be replaced</td>
</tr>
<tr>
<td>Objections to right to vote</td>
<td>section 201-120 this section can be replaced</td>
</tr>
<tr>
<td>How voting is carried out</td>
<td>section 201-125 this section can be replaced</td>
</tr>
<tr>
<td>When and how polls must be taken</td>
<td>section 201-140 this section can be replaced</td>
</tr>
<tr>
<td>Calling directors’ meetings</td>
<td>section 212-5 this section can be replaced</td>
</tr>
<tr>
<td>Chairing directors’ meetings</td>
<td>section 212-15 this section can be replaced</td>
</tr>
<tr>
<td>Passing of directors’ resolutions</td>
<td>section 212-25 this section can be replaced</td>
</tr>
<tr>
<td>Circulating resolutions of corporation with more than one director</td>
<td>section 215-1 this section can be replaced</td>
</tr>
<tr>
<td><strong>Chapter 6—Officers</strong></td>
<td></td>
</tr>
<tr>
<td>Corporation may appoint a director</td>
<td>section 246-15 this section can be replaced</td>
</tr>
<tr>
<td>Directors may appoint other directors to make up a quorum</td>
<td>section 246-20 this section can be replaced</td>
</tr>
<tr>
<td>Term of appointment</td>
<td>section 246-25 subsections (1) and (3) can be replaced</td>
</tr>
<tr>
<td>Alternate directors</td>
<td>section 246-30 this section can be replaced</td>
</tr>
<tr>
<td>Director may resign</td>
<td>section 249-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Terms and conditions of office for secretaries</td>
<td>section 257-45 this section can be replaced</td>
</tr>
<tr>
<td>Terms and conditions of contact person’s appointment</td>
<td>section 257-50 this section can be replaced</td>
</tr>
<tr>
<td>Powers of directors</td>
<td>section 274-1 this section can be replaced</td>
</tr>
<tr>
<td>Negotiable instruments</td>
<td>section 274-5 this section can be replaced</td>
</tr>
</tbody>
</table>
Attachment B—
Evidence of pre-incorporation requirement:
at a pre-incorporation meeting (draft minutes)

Proposed corporation name: __________________________________________
_________________________________________________________________

Name of authorised applicant: _________________________________________

Date: ________________________

Location: ______________________

Time: ________________________

Present: see attached attendance list

Apologies: see attached list of apologies

Chairperson: _________________________ was appointed chairperson of
the meeting.

Resolution: The following resolution was passed by the members listed
on the application for registration of the corporation under the
Corporations (Aboriginal and Torres Strait Islander) Act 2006:

THE PROPOSED MEMBERS RESOLVED:
1. that the applicant is authorised to apply for registration
2. that the proposed rule book attached to the notice of the
   meeting be adopted as the rule book of the corporation
3. the attached list of replaceable rules from the CATSI Act will
   apply to the corporation except if they are modified or replaced
   in the proposed rule book
4. that the persons specified become directors on registration
5. that the person/people specified become contact persons or
   secretaries on registration

Closure: There being no further business the meeting was declared closed
at __________.

Confirmed

_______________________
(Signature of chairperson)

_______________________
(Name of chairperson)
List of replaceable rules (to attachment B)

List of replaceable rules in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006*.

<table>
<thead>
<tr>
<th>SUBJECT OF PROVISION</th>
<th>PROVISION</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Chapter 4—Members and observers</strong></td>
<td></td>
</tr>
<tr>
<td>Application to corporation</td>
<td>section 144-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Determination of applications for membership</td>
<td>section 144-10 subsection (7) can be replaced</td>
</tr>
<tr>
<td>Resignation</td>
<td>section 150-10 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Member not eligible for membership etc.</td>
<td>section 150-20 this section can be replaced</td>
</tr>
<tr>
<td>Observers</td>
<td>section 158-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Corporation or directors may allow member to inspect books</td>
<td>section 175-15 this section can be replaced</td>
</tr>
<tr>
<td><strong>Chapter 5—Meetings</strong></td>
<td></td>
</tr>
<tr>
<td>Director may call meetings</td>
<td>section 201-1 this section can be replaced</td>
</tr>
<tr>
<td>Notice of general meeting to members, officers and observers</td>
<td>section 201-25 subsections (2), (5) and (6) can be replaced</td>
</tr>
<tr>
<td>Quorum</td>
<td>section 201-70 subsections (1), (2), (5) and (6) can be replaced</td>
</tr>
<tr>
<td>Chairing general meetings</td>
<td>section 201-75 this section can be replaced</td>
</tr>
<tr>
<td>Adjourned meetings</td>
<td>section 201-85 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Who may appoint a proxy</td>
<td>section 201-90 this section can be replaced</td>
</tr>
<tr>
<td>How many votes a member has</td>
<td>section 201-115 this section can be replaced</td>
</tr>
<tr>
<td>Objections to right to vote</td>
<td>section 201-120 this section can be replaced</td>
</tr>
<tr>
<td>How voting is carried out</td>
<td>section 201-125 this section can be replaced</td>
</tr>
<tr>
<td>When and how polls must be taken</td>
<td>section 201-140 this section can be replaced</td>
</tr>
<tr>
<td>Calling directors’ meetings</td>
<td>section 212-5 this section can be replaced</td>
</tr>
<tr>
<td>Chairing directors’ meetings</td>
<td>section 212-15 this section can be replaced</td>
</tr>
<tr>
<td>Passing of directors’ resolutions</td>
<td>section 212-25 this section can be replaced</td>
</tr>
<tr>
<td>Circulating resolutions of corporation with more than one director</td>
<td>section 215-1 this section can be replaced</td>
</tr>
<tr>
<td><strong>Chapter 6—Officers</strong></td>
<td></td>
</tr>
<tr>
<td>Corporation may appoint a director</td>
<td>section 246-15 this section can be replaced</td>
</tr>
<tr>
<td>Directors may appoint other directors to make up a quorum</td>
<td>section 246-20 this section can be replaced</td>
</tr>
<tr>
<td>Term of appointment</td>
<td>section 246-25 subsections (1) and (3) can be replaced</td>
</tr>
<tr>
<td>Alternate directors</td>
<td>section 246-30 this section can be replaced</td>
</tr>
<tr>
<td>Director may resign</td>
<td>section 249-5 subsection (2) can be replaced</td>
</tr>
<tr>
<td>Terms and conditions of office for secretaries</td>
<td>section 257-45 this section can be replaced</td>
</tr>
<tr>
<td>Terms and conditions of contact person’s appointment</td>
<td>section 257-50 this section can be replaced</td>
</tr>
<tr>
<td>Powers of directors</td>
<td>section 274-1 this section can be replaced</td>
</tr>
<tr>
<td>Negotiable instruments</td>
<td>section 274-5 this section can be replaced</td>
</tr>
</tbody>
</table>