

# **The Rule Book of Aboriginal Sobriety Group Indigenous Corporation**

## **ICN 8376**

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

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## **1. Name**

The name of the Corporation is: Aboriginal Sobriety Group Indigenous Corporation.

## **2. Objectives**

The Objects of the Corporation are:

- To strive to promote Health, Well-Being and Equality for the whole Community
- To be an Advocate for Change
- To foster a Holistic Approach in Service Delivery to our Clients and Communities
- To promote and encourage a Healthier Lifestyle and Resilience
- To provide evidence based best practice services
- To reduce the incidence of Alcohol and other Drug use amongst the Aboriginal Community
- To foster Healing, Harmony and Connection within Aboriginal Families affected by the use of Alcohol and other Drugs
- To monitor changing patterns of Alcohol and other Drug use in the Aboriginal Community and develop Culturally Respectful responses
- To operate and maintain a Gift Fund to be known as “Aboriginal Sobriety Group Indigenous Corporation Gift Fund” in accordance with the requirements of the *Income Tax Assessment Act 1997*.

## **3. Members**

### **3.1 Who is Eligible?**

Membership of the Corporation are open to Individuals who:

- Support the Objects of the Corporation.
- Are aged 18 years and over at the time of lodging a Membership Application.
- Memberships are not open to individuals who are currently employed by the Corporation.
- A majority of Members must be Aboriginal and / or Torres Strait Islander people

## **3.2 How to Become a Member**

A person applies in writing.

A person needs to be 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 became a Member is put on the Register of Members.

The Directors retain the discretionary right to not accept any application for membership. If they do not accept an application for membership, they must write to the applicant about the decision and the reasons for it.

A person does not become a Member until their name is entered on the Corporation's Register of Members. This must be done within 14 days after the Directors accept the membership application.

However, the Corporation must not enter the person on the Register of Members until after the relevant General Meeting or Annual General Meeting (AGM) has been held if:

- A person applies for membership after a notice has been given for a General Meeting or AGM
- The General Meeting or AGM has not been held when the Directors consider the person's application.

Note: An application for Membership form is at Schedule 1 of this Rule Book.

## **3.3 Members' Rights**

A Member can:

- Attend, speak and vote at General Meetings
- Be made a Director (if the member is eligible to be a Director under Rule 5.3)
- Put forward Resolutions at General Meetings, including under Rule 4.6.
- Ask the Directors to call a General Meeting under Rule 4.3.
- Look at the Members' Register (free of charge)
- Look at the minutes of General Meetings and AGMs (free of charge)
- Look at the Rule Book or get a copy (free of charge)
- Raise a dispute and have a dispute dealt with using Rule 12
- Look at the books of the Corporation if the Directors have authorised it or the Members pass a Resolution at a Members' Meeting which approves it.

### **3.4 Members' Responsibilities**

A Member must:

- Follow the Corporation's Rules
- Let the Corporation know if they change their contact details
- Treat other Members with respect.

Members should also attend General Meetings (including AGMs) or give their apologies.

### **3.5 No Membership Fee**

The Members of the Corporation are not required to pay fees to join or for ongoing membership of the Corporation.

### **3.6 Liability of Members**

The Members do not have to pay the Corporation's debts if the Corporation is wound up.

### **3.7 How to Stop Being a Member**

A person stops being a Member if:

- They resign in writing
- They pass away
- Their Membership is cancelled in accordance with Rule 3.8 or 3.9.

When a person stops being a Member the Corporation must put their name, address and the date they ceased being a member on the Register of Former Members.

### **3.8 Cancelling Membership**

A person's membership can be cancelled by Members passing a Special Resolution at a General Meeting if the Member:

- Cannot be contacted for two years
- Brings the Corporation into disrepute
- Is not an Aboriginal and / or Torres Strait Islander Person (if this is a requirement for membership)

The Directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the Special Resolution is passed.

When a person's membership is cancelled the Corporation must put their name, address and the date they ceased being a Member on the Register of Former Members. The rule book of Aboriginal Sobriety Group Indigenous Corporation (ICN 8376). Registered by a Delegate of the Registrar on 12 February 2021.

### **3.9 Directors' Limited Right to Cancel Membership**

For grounds not covered by Rule 3.8, a person's membership can be cancelled by the Directors passing a Resolution at a Directors' Meeting if the Member is not or ceases to be eligible for membership as set under Rule 3.1.

To do this, the Directors must write to the Member to tell them that:

- The Directors are going to cancel their membership
- The Member has 14 days to object to the planned cancellation
- If the Member objects, they must write to the Corporation to say so.
- Allow the Member 14 days to object in writing to the intended cancellation.

**If the Member does not object**, the Directors must cancel the membership by passing a Resolution at a Directors' Meeting, then give the Former Member a copy of the Resolution.

**If the Member objects**, the Directors cannot cancel the membership. The membership can only be cancelled by Members passing a Resolution at a General Meeting.

### **3.10 The Register/s of Members and Former Members**

The Register/s must contain:

- the names and addresses of Members and Former Members
- the date when each person's name was added to the Register

The Register/s of Members and Former Members must be kept at the Corporation's document access address or, if it is a large Corporation, its registered office.

The Register of Members must be made available at the AGM.

## **4. *General Meetings and AGMs (Members' Meetings)***

### **4.1 AGM Timing**

An AGM must be held before the end of November each year.

## 4.2 AGM Business

AGM business includes:

- Checking the Register of Members
- Confirming the minutes of the previous General Meeting and presenting reports: General, Financial and Directors reports
- Asking questions about how the Corporation is managed
- Electing Directors (if required)
- Choosing an Auditor (if required) and agreeing on the fee.

## 4.3 Calling General Meetings

The Directors can call a General Meeting or AGM by passing a Resolution in a Directors' Meeting or by a Circulating Resolution.

The required number of Members can request the Directors to call a General Meeting.

<b>Number of members in corporation</b>	<b>Number of members required to request a general meeting</b>
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 Members' request must:-

- Be in writing
- State any Resolutions to be proposed at the Meetings
- Be signed by the Members making the request
- Nominate a Member to be the Contact Member on behalf of the Members making the request
- Be given to the Corporation.

Within 21 days of receiving the request the Directors must either call the Meeting or apply to the Registrar to deny the request.

### ***Directors agree to the request***

If the Directors agree to the request, they must call the General Meeting within 21 days of receiving the Members' request.

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Registered by a Delegate of the Registrar on 12 February 2021.

## ***Directors apply to the Registrar to deny the request***

If the Directors resolve that:

- The request is frivolous or unreasonable or
- Complying with the request would be contrary to the interests of the Members as a whole

A Director, on behalf of all of the Directors, may apply to the Registrar for permission to deny the request to call a General Meeting.

The Directors' Application to the Registrar to deny the Members' request must:

- Be in writing
- Set out the reasons why they wish to deny holding the Meeting
- Be made within 21 days after the Members' request for a Meeting was made.

The Directors must give notice to the Contact Member that they have applied to the Registrar to deny the request.

### **4.4 General Meeting Business**

General Meeting Business includes:

- Confirming the minutes of the previous General Meeting
- Considering the business or Resolutions in the Notice of Meeting.

### **4.5 Notice for General Meetings and AGMs**

At least 21 day's-notice must be given. Notice must be given to:

- Each Member individually
- The Directors
- The Secretary
- 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, the exact wording of it
- Any Technology to be used in the Meeting
- If a Member can appoint a Proxy.



Notices must be given to each Member individually. This can be done by sending by post to their address, by fax, by email or via social media. In addition to Individual notice a Corporation can also give notice in a manner which follows Aboriginal or Torres Strait Islander custom.

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

The required number of Members can propose a Resolution by giving notice of it to the Corporation.

<b>Number of Members in Corporation</b>	<b>Number of Members required to propose a Resolution</b>
2 to 10 Members	= 1 Member
11 to 20 Members	= 3 Members
21 to 50 Members	= 5 Members
51 Members or more	= 10 percent 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 Members in the same way as 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 from the Members has been given to the Corporation.

## 4.7 Quorum at General Meetings and AGMs

<b>Number of Members in Corporation</b>	<b>Number of members to make a Quorum</b>
2 to 30 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 and at the same place. If there is still no Quorum, the Meeting is cancelled.

## ***How to Count the Quorum***

To work out if there is a Quorum:

- Count each Member present at the Meeting (if a Member also holds a Proxy, that Member is only counted once)
- If Rule 4.12 allows Proxies and a Member has appointed more than one Proxy and each of those Proxy holders are at the Meeting, count only one of them
- If Rule 4.12 allows Proxies and a Member has appointed one or more Proxies and the Member is also present at the Meeting, do not count the Member's Proxy holders.

### **4.8 Chairing General Meetings and AGMs**

The Directors can elect someone to Chair the Meeting. If they do not, the Members must elect a Chair.

### **4.9 Using Technology at General Meetings and AGMs**

General Meetings and AGMs can be held at more than one place using any Technology that gives Members a way of taking part but the type of Technology to be used must be set out in the Notice of Meeting.

### **4.10 Voting at General Meetings and AGMs**

Each Member has one vote.

The Chairperson has one vote (if he or she is a Member) plus a casting vote.

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

A Resolution is decided by majority on a show of hands, unless a poll is demanded under Rule 4.11. The Chairperson tells the Meeting whether they have received any Proxy votes and how they are to be cast.

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

#### **4.11 Demanding a Formal Count (i.e. a Poll)**

Either the Chairperson or any Member entitled to vote on the Resolution can demand a poll. A poll is a formal count of votes.

A poll can be held instead of, or immediately after, a vote decided by majority on a show of hands.

A poll demanded on any matter must be taken immediately. The Chairperson of the Meeting directs how the poll will be taken.

#### **4.12 Proxies at General Meetings and AGMs**

Members can appoint another Member as their Proxy to attend Meetings and vote for them.

A Proxy Appointment must contain the Member's name and address, the Corporation's name, the Proxy's name, the Meeting the Proxy will be attending, and this 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.

Note: An Appointment of Proxy form is at Schedule 2 of this Rule Book.

#### **4.13 Other People at General Meetings and AGMs**

The Chairperson may allow any person other than a Corporation Director, Member, Proxy (if Proxies are allowed) or Auditor to attend General Meetings and AGMs. But the person cannot propose or vote on Resolutions.

#### **4.14 Postponing a General Meeting or AGM**

After notice has been given for a General Meeting or AGM, the Directors can decide to postpone the Meeting (this means, delay or reschedule the Meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person or a natural disaster).

The Directors postpone the Meeting by passing a Resolution in a Directors' Meeting. A postponed Meeting must be held within 30 days of the date that the Meeting was due to occur.

The Directors must give reasonable notice of the postponement and give each Member individually a notice of the postponed Meeting setting the new date, time and place.

## **5. Directors**

### **5.1 Role of Directors**

The Directors oversee the running of the Corporation on behalf of all Members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation and its employees are doing. The Directors manage, or set the direction for managing, the business of the Corporation.

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.

### **5.2 Number of Directors**

The number of Directors of the Corporation at any given time must be a minimum of three (3) and maximum of seven (7) including Office Bearers (Refer Rule 5.8)

To change the number of Directors, Members need to pass a Special Resolution at a General Meeting or AGM to change the Rule Book. Such a Resolution needs to be in the notice calling that Meeting.

### **5.3 Eligibility of Directors**

A Director (other than a Director appointed under Rule 5.7) must:

- Be at least 21 years old
- Be a Member
- Demonstrate practical and theoretical knowledge of Alcohol and Substance Use amongst the Aboriginal and Torres Strait Islander Community
- Have first-hand experience relevant to the Corporation and its client base
- Possess skills, knowledge and experience that will enhance the operations and function of the Corporation
- Hold a current Working with Children Clearance (formerly known as Child-Related screening) through the Department of Human Services

A Person is not eligible to become a Director if the Person:

- Has been disqualified from managing Corporations, has been disqualified from managing Aboriginal and Torres Strait Islander Corporations
- Is an Employee of the Corporation, if the Employee is performing a CEO function in relation to the Corporation and to avoid the minimum number of Directors not being satisfied, the CEO may be a Director until such time replacement is found, they cannot Chair the Meetings and Rule 5.4 still applies

They are eligible to be re-elected.

If the terms of Appointment of all of the Directors of the Corporation expire so that there are no Directors appointed at a particular time, the terms are extended until the next General Meeting occurring after the expiry of the term of the Director whose Appointment was last to expire.

## **5.4 Majority of Director Requirements**

A Majority of Directors of the Corporation must:

- Usually reside in Australia
- Be Member of the Corporation

## **5.5 How to Become a Director**

The Corporation can appoint a Director by the Members passing a Resolution at a General Meeting or AGM.

If there is a casual vacancy in a Directorship the other Directors can pass a Resolution in a Directors' Meeting to fill the vacancy under Rule 5.8.

A person can be appointed in order to make up a Quorum for a Directors' Meeting even if the total number of Directors of the Corporation is not enough to make up that Quorum.

If a person is appointed as a Director by other Directors at a Directors' Meeting, the Corporation must confirm the Appointment by Resolution at the Corporation's next AGM.

If the Appointment is not confirmed, the person ceases to be a Director of the Corporation at the end of the AGM.

Before being appointed as a Director, the person must give the Corporation their consent in writing to act as a Director.

The Corporation must notify the Registrar of the Directors' Appointment and personal details within 28 days after they are appointed.

## **5.6 Directors' Terms of Appointment and Rotation**

Directors (other than those appointed under Rule 5.7) are appointed for two years. They must retire at the end of the second AGM after they take office.

They are eligible to be re-elected.

If the terms of Appointment of all of the Directors of the Corporation expire so that there are no Directors appointed at a particular time, the terms are extended until the next General Meeting occurring after the expiry of the term of the Director whose Appointment was last to expire.

## **5.7 Independent or Specialist Non-Member Directors**

Independent or Specialist Non-Member 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.

The Directors may appoint up to two Independent or Specialist Non-Member Directors by passing a Resolution in a Directors' Meeting.

Before being appointed as an Independent or Specialist Non-Member Director, the person must give the Corporation their written Consent to Become a Director.

Independent or Specialist Non-Member Directors are appointed for the term specified by the Directors in their Appointment. Independent or Specialist Non-Member Directors can be appointed for a term of one year, and they can be reappointed.

Rules 5.3 and 5.4 should be considered when appointing Independent or Specialist non-member Directors.

## **5.7 Alternate Directors**

With the other Directors approval, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.

If the appointing Director requests the Corporation to give the alternate Notice of Directors' Meeting, the Corporation must do so.

When an alternate exercises the Directors' powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.

The appointing Director may terminate the alternate's appointment at any time, Termination must be in writing and a copy given to the Corporation. The rule book of Aboriginal Sobriety Group Indigenous Corporation (ICN 8376). Registered by a Delegate of the Registrar on 12 February 2021.

## **5.9 How to Become an Office Bearer**

There shall be a Chairperson, Treasurer and Secretary who shall be the Office Bearers of the Corporation.

The Chairperson, Treasurer and Secretary are to be elected by the Directors at a Directors' Meeting at any time that a resignation may occur or after each AGM at the next Directors' Meeting.

## **5.10 How to Fill Casual Vacancies**

The Directors can appoint a person as a Director to fill a casual vacancy (including an Office Bearer).

A casual vacancy is where a person stops being a Director before their term of Appointment expires (see Rule 5.10) and so the position of that Director is vacant.

The person must meet the Director Eligibility criteria in Rule 5.3 and any criteria that apply to the particular vacancy.

The term of an Appointment made to fill a casual vacancy is for the balance of the term remaining on the vacant position.

However, a person's Appointment to fill a casual vacancy must be confirmed by Members passing a Resolution at the next General Meeting otherwise the person stops being a Director at the end of the General Meeting.

## **5.11 How to Stop Being a Director**

A person stops being a Director if:

- The Director passes away
- The Director resigns in writing
- The Director's term of Appointment expires
- The Director is removed as a Director by the Members or the other Directors
- The Director is disqualified from managing a Corporation
- The Director ceases to be a Member, but was a Member when they became a Director
- The Director ceases to meet the eligibility criteria for being a Director as outlined in Rule 5.3 for Member Directors and 5.7 for Independent Non-Member Specialist Ex-Officio Directors.

The Corporation must send the Registrar a notice within 28 days after a

person stops being a Director.

## **5.12 How to Remove a Director**

By Resolution of the Members in a General Meeting:

- 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. (Alternatively, the Members can request a Meeting (Rule 4.3) for the purpose of Removing a Director.  
However, if the Corporation calls a Meeting after the notice of intention is given under this section, the Meeting may pass the Resolution even though the Meeting is held less than 21 days after the notice of intention is given.
- 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 for circulation to Members and speak to the motion at the Meeting (see Rule 4.5). If the written statement cannot be circulated in time before the Meeting a copy must be given to Members attending the Meeting and read out at the Meeting before the Resolution is voted on. The written statement does not have to be circulated to Members if it is defamatory.
- If a person is appointed to replace a Director removed under this section, the term of the replacement Director is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed as a Director.

By the 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 does not object as provided, the Directors must remove the Director from office
- If the Director objects, they cannot remove the Director. The Director can only then be removed at a General Meeting or AGM by Resolution.  
The Corporation must give him or her a copy of the Resolution as soon as practicable after the applicable Resolution has been passed.

If a person is appointed to replace a Director removed under this section, the term of the replacement Director is to be worked out as if the replacement Director had become a Director on the day on which the replaced Director was last appointed as a Director.



## 5.12 Directors' and Officers' Duties

Directors and Officers should understand the entirety of Division 265 of the CATSI Act and comply with each division. A Director or other Officer of an Aboriginal and Torres Strait Islander Corporation must exercise his or her own powers and discharge his or her duties with the degree of care and diligence that a reasonable person would.

Directors and other Officers of the Corporation are expected to:

- a) Make judgements in good faith for a proper purpose
- b) Do not have a material personal interest in subject matters relating to the Corporation
- c) Inform themselves about subject matter to the level which he or she deems appropriate in order to make decision in good faith for the Corporations
- d) Rationally believes all decisions made are in the best interest of the Corporation
- e) All decisions and judgements for a proper purpose

A Director, Secretary, other Officer or Employee of the Corporation must not improperly use his or her position to:

- a) Gain advantage for himself or herself or someone else
- b) Cause detriment to the Corporation

A person who obtains information because he or she is, or has been, a Director or other Officer or Employee of an Aboriginal and Torres Strait Islander Corporation must not improperly use the information to:

- c) Gain advantage for himself or herself or someone else; or cause detriment to the Corporation

### ***Good faith, use of position and use of information***

A Director or other Officer or Employee of an Aboriginal and Torres Strait Islander Corporation must not:

- a) Be reckless in any way towards the Corporation. By acting recklessly with him or her or someone else directly or indirectly gaining an advantage or in causing detriment to the Corporation.
- b) Be intentionally dishonest. By acting dishonestly with him or her or someone else directly or indirectly gaining an advantage or in causing detriment to the Corporation.

The Duties are:

- A Duty of Care and Diligence
- A Duty of Good Faith and to act in the best interests of the Corporation
- A Duty to disclose a Conflict of Interest
- A Duty not to improperly use position or information and a Duty to not trade while insolvent.

## **5.14 Conflict of Interest**

A Director who has, or thinks they may have, a Conflict of Interest in a Corporation matter must tell the other Directors. This includes, but is not limited to, a material personal interest.

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 Conflict of Interest must not:

- Be present at a Directors' Meeting while the matter in question is being considered
- Vote on the matter unless they have been granted approval by the other Directors (those that do not have a Conflict of Interest) passing a Resolution, or the Registrar in writing.

## **5.15 Payments to Directors**

Directors are paid a sitting fee of \$ 250.00 inclusive of GST when attending a Directors Meeting which will be paid within 2 days after the Meeting has taken place and paid into the Director's nominated bank account

## **5.16 Related Party Benefit**

If a Corporation wants to give a financial benefit to a Director or other related party (including 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.

## **5.17 Delegation of Directors' Powers**

The Directors can pass a Resolution to Delegate any of their Powers to:

- Another Director
- A Committee of Directors
- Employee of the Corporation.
- Any other person.

The Delegate must follow the directions of the Directors when using the Delegated Powers.

The exercise of the Power by the Delegate is as effective as if the Directors had exercised it themselves. This means the Directors are still responsible for what the Delegate does with the Powers.

Delegates must report to Directors on the exercise of their Delegated Power.

## **5.18 Calling and giving Notice of Directors' Meetings**

Directors must meet at least every three months.

All Directors must be given reasonable notice of a Directors' Meeting.

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.

## **5.19 Quorum for Directors' Meetings**

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

The Directors may appoint a person as a Director to make up a Quorum for a Directors' Meeting.

## **5.20 Chairing Directors' Meetings**

There must be a Chairperson elected for each Directors' Meeting.

If someone has not already been elected to Chair the Meeting, or the person previously elected as Chairperson is not available, the Directors must elect a Director present to chair the Meeting (other than the CEO).

When electing a Chair, the Directors must decide how long that Director will be the Chairperson (i.e. just for that Meeting or at every Meeting over a certain period of time). The Directors may also remove a Chairperson (but not their Appointment as a Director) by a Resolution of the Directors.

The rule book of Aboriginal Sobriety Group Indigenous Corporation (ICN 8376).  
Registered by a Delegate of the Registrar on 12 February 2021.

## **5.21 Using Technology**

Directors' Meetings can be held at more than one place using any Technology, as long as all Directors agree to it. The type of Technology to be used may be set out in the notice for a Directors' Meeting.

## **5.22 Resolutions by Directors**

Directors pass a Resolution at a Directors Meeting by a majority of the votes.

- Each Director (including Independent or Specialist Non-Member Directors) has one vote.
- The Chairperson of the Meeting also has a casting vote (if required).

Directors can pass a Resolution without a Directors' Meeting if all Directors sign a statement saying that they are in favour of it.

## **6. Secretary**

Large Corporations have a Secretary.

The Office Bearers of the Corporation's Board of Directors include a Chairperson, Treasurer and Secretary

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

The Secretary must give the Corporation their consent in writing to become a Secretary before being appointed.

The Corporation must send the Registrar a Secretary's details within 28 days after they are appointed.

## **7. Common Seal**

The Common Seal of the organisation is in the form of a rubber stamp with the full name of the organisation inscribed in legible characters

The Secretary must provide for the safe custody of any Seal of the Corporation

Common Seal is to be used by authority of the Directors, or of a Committee authorised by the Directors to authorise its use

Every document to which it is affixed must be signed by the Directors and be countersigned by another Director, the Corporation's Secretary or another person appointed by the Directors to countersign the document or a class of documents.

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## **8. Records**

The Corporation must keep the:

- Minutes of Meetings (in writing or as an audio or video recording)
- Rule Book
- Register of Members and Former Members
- Names and addresses of Directors, Officers and the Secretary and written financial records.

## **9. Finances**

The Corporation must keep written financial records that-:

- Correctly record and explain its transactions, financial position and performance
- Would enable true and fair financial reports to be prepared and audited.

When the Corporation is a Trustee it must also keep written financial records for the trust.

The Corporation must follow these procedures.

- The Corporation must give receipts for all money it receives.
- All money of the Corporation must be deposited into a Corporation bank account.
- 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 people authorised by the Directors.
- All payments made out of the Corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The Corporation must keep adequate records for all cash withdrawals from the Corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the Corporation's Objectives).

The financial records must be retained for seven years after the transactions covered by the records are completed.

## **10. Application of Funds**

The Corporation is a Not-for-Profit Corporation.

The Directors can use the money and property of the Corporation to carry out its Objectives (see Rule 2)

The Directors cannot directly or indirectly give any money or property of the Corporation to members of the Corporation. This rule does not stop the Corporation from making:

- A reasonable payment to a Member in their capacity as an Employee or under a contract for goods or services provided
- Payment to a Member in carrying out the Corporation's Objectives.

## **11. Gift Fund Rules**

The Corporation shall maintain for the main purposes of the Corporation a Gift Fund:

- To be named "Aboriginal Sobriety Group Indigenous Corporation Gift Fund"
- Which must receive gifts of money or property for the purposes (Objectives) of the Corporation.
- Which must have credited to it any money received by the Corporation because of those gifts.

The Gift Fund cannot receive any money or property other than that for the purposes (objectives) of the Corporation.

The Corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the Corporation.

Receipts issued for gifts to the Gift Fund must state:

- The full name of the Corporation
- The Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation
- The fact that the receipt is for a gift

As soon as:

- The Gift Fund is wound up
- The Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*

Any Surplus Assets of the Gift Fund must be transferred to another Fund, Authority or Institution, which has similar Objectives to the Corporation. This Body must also be able to receive tax deductible gifts under Division 30 of the Income Tax Assessment Act 1997.

## **12. *Dispute Resolution***

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

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

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

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 it at a General Meeting.

### ***Seeking Assistance from the Registrar***

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the Corporation's Rule Book, the Directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.
- The Registrar's opinion will not be binding on the parties to a dispute.
- The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

## **13. *Changing the Rule Book***

The Rule Book can be changed by the Members passing a Special Resolution at a General Meeting or an AGM.

The proposed changes must be set out in the notice of the Meeting.

Within 28 days after the Resolution is passed, the Corporation must send the Registrar 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. The rule book of Aboriginal Sobriety Group Indigenous Corporation (ICN 8376). Registered by a Delegate of the Registrar on 12 February 2021.

## **14. Winding Up**

### ***Surplus Assets of the Corporation***

Where:

- 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 the liquidator can decide or the Members may pass a Special Resolution about how the surplus assets of the Corporation are to be distributed.

The surplus assets must not be given to any Member or to any person to be held on trust for any Member.

### ***Surplus Assets of Gift Funds***

If the Australian Tax Office allows the Corporation to give tax deductible receipts for donations, and the Corporation is wound up, any surplus gift funds must be given to another body with similar objectives and that gives tax deductible receipts for donations.



**Schedule 1                      Application for Membership Form**

**Aboriginal Sobriety Group Indigenous Corporation (ICN 8376)**

I, \_\_\_\_\_ (First name of Applicant)

\_\_\_\_\_ (Last name of Applicant)

of \_\_\_\_\_ (Home or Postal Address of Applicant)

\_\_\_\_\_ (Contact Number of Applicant)

\_\_\_\_\_ (Email Address of Applicant)

Apply for Membership of Aboriginal Sobriety Group Indigenous

Corporation I declare that I am eligible for Membership.

I am:  Aboriginal  Torres Strait Islander  neither

Signature of Applicant Date

.....

**Corporation use only**

Application received	Date:
Application tabled at Directors' Meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members (also Indigeneity if non-Indigenous members are allowed)	Date:
Directors have sent notification of Directors' decision to the applicant	Date:

**Schedule 2                      Appointment of Proxy Form**

**Aboriginal Sobriety Group Indigenous Corporation (ICN 8376)**

Appointment of Proxy

I, \_\_\_\_\_ (Full name of Member)

of \_\_\_\_\_ (Address of Member)

am a Member of Aboriginal Sobriety Group Indigenous 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)

Signature of Member appointing  
Proxy

Date:

NOTE: A Proxy vote may be given to the people listed at Rule 4.12.  
(For more about Proxies see rule 4.12 and Section 201-90 of the *Corporations  
(Aboriginal and Torres Strait Islander) Act 2006.*)

Please return your completed form to the Corporation **at least 48 hours before**  
the Meeting.

**Schedule 3****Consent to Become a Director form****Aboriginal Sobriety Group Indigenous Corporation (ICN 8376)**

I,	(First and Last name of person)
of	(Residential Address or Postal Address of person)

give Consent to become a Director of Aboriginal Sobriety Group Indigenous Corporation.

I confirm my date of birth is	(Date of Birth)
and my place of birth was	(Place of Birth)

I also acknowledge I am automatically disqualified from managing Corporations (Section. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

- Have been convicted of an offence under the 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:

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.

# Special rules for COVID-19

## **General**

- Special rule 1. **Special rule** means this rule and the following numbered rules marked with the words ‘Special rule’ which have been added to this rule book by the Registrar of Aboriginal and Torres Strait Islander Corporations under section 69-35(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).
- Special rule 2. The special rules apply for the purpose of enabling the directors of the corporation, acting in good faith and in the best interests of the corporation, to respond appropriately to risks associated with the spread of COVID-19.
- Special rule 3. The special rules apply despite any other rule in this rule book.
- Special rule 4. The special rules will operate until 31 May 2021.

## **Postponement and cancellation of meetings**

- Special rule 5. A majority of directors may postpone or cancel a general meeting which has been called.
- Special rule 6. A majority of directors may postpone or cancel a directors’ meeting which has been called or is otherwise required to be held by this rule book.

## **Circulating resolutions**

- Special rule 7. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without a general meeting being held if:

- (a) at least 21 days’ notice of the proposed resolution has been given by the corporation to all members in writing, either electronically or in hard copy, and
- (b) within 28 days of the notice being given to members, a majority of the members entitled to vote on the resolution approve the resolution in writing, either electronically or in hard copy, in a form that enables the members’ identity to be reasonably verified.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 28 days of notice being given to the members.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of the members who approved the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

- Special rule 8. The directors may pass a resolution without a directors' meeting being held if:
- (a) at least 7 days' notice of the proposed resolution has been given to all directors in writing, either electronically or in hard copy, and
  - (b) 75% of the directors are in favour of the resolution, and
  - (c) within 14 days of notice being given to directors, each director who is in favour of the resolution records his or her agreement to the resolution in writing, either electronically or in hard copy.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 14 days of notice being given to the directors.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of each director who agreed to the resolution, and the minutes must be kept, either electronically or in hard copy, with the corporation's minute books in accordance with section 220-5 of the CATSI Act.

### ***Virtual meeting forums***

- Special rule 9. Instead of being held at a physical place, a **general meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that gives members as a whole a reasonable opportunity to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

- Special rule 10. Notice of a general meeting may be given by electronic means, including by publishing the notice online and sending a link to members and other persons entitled to attend the meeting.

Special rule 11. If at least 21 days' notice has been given of a general meeting, the corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

Special rule 12. Instead of being held at a physical place, a **directors' meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

### ***Voting at meetings***

Special rule 13. If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.