

The Rule Book of

Wellington Aboriginal Corporation Health Service

(ICN 792)



Including....



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

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1. Name

The name of the Corporation is: Wellington Aboriginal Corporation Health Service.

2. Objectives

The objectives of the Corporation are to:

- Provide comprehensive primary health care and/or associated health services to the Aboriginal people and the wider communities currently residing within the Wellington Shire, Moree Shire and Greater Western Sydney.
- Build capacity of the Directors, Regional Advisory Committee members and the workforce to promote sustainability within the corporation.
- Empower and inspire innovation so that Aboriginal people may achieve pathways for self-determination and success.
- Provide patient-centred evidence based care in a manner that is professional, safe and culturally appropriate.
- Develop and maintain sound governance, management and financial practices that are equitable, honest, accountable, transparent, and consistent with State and National standards and legislation.
- Involve Aboriginal people (within the communities where the corporation operates and provides services) in the development, planning and provision of health and associated services.
- Endeavour to improve the quality of life for Aboriginal people through managing and developing specialised programs e.g. community aged care and disability services etc.
- Operate a public benevolent, charitable organisation that is not-for-profit and where all funds and revenue are directed toward achieving the objectives of the Corporation and applied solely to the Corporation (whereby no part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the Corporation, except in good faith in the promotion of the objectives of the Corporation).
- Provide services, as resources permit, that address social and cultural determinants of health.
- Provide a framework and the capacity that enshrines and strengthens the aspirations for self-governed community controlled corporations within the communities where the Corporation operates/provides services.

3. Members

3.1 Regions of Members

The Corporation has three (3) different regions of members, each with equal rights:

- Wellington Member
- Greater Western Sydney Member
- Moree Member.

In addition, the Corporation will have a fourth region of members (with rights to attend and vote at the AGM):

- Regional Advisory Committees' Members.

A person will apply to be either a Wellington Member, Greater Western Sydney Member or Moree Member based on the eligibility requirements of rule 3.2.

For the purposes of the Register of Members, a person who is a member of either of the three (3) Regional Advisory Committees will automatically become a Region Advisory Committees' Member. Their membership status as a Region Advisory Committees' Member will end when they cease being a member of either of the three (3) Regional Advisory Committees. This does not affect their status as either a Wellington, Greater Western Sydney or Moree Member.

3.2 Who is eligible?

3.2.1 Who is eligible to be a Wellington Member

To be eligible for admission as a voting Wellington Member the person must:

- be at least 18 years old
- be an Aboriginal and/or Torres Strait Islander person
- be a permanent resident of the area with postcode 2820 or 2818
- agree to abide by the Rule Book, the Act and the Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website
- agree to act in the best interests of the Corporation
- not be a body corporate, company or any entity other than a person
- state his or her reasons for wishing to become a member
- complete and submit the Application for Membership form set out in Schedule 1 to this Rule Book.

3.2.2 *Who is eligible to be a Greater Western Sydney Member*

To be eligible for admission as a voting Greater Western Sydney Member the person must:

- be at least 18 years old
- be an Aboriginal and/or Torres Strait Islander person
- be a permanent resident of one of the following Local Government Areas:
 - Blacktown
 - Blue Mountains
 - Cumberland
 - Hawkesbury
 - The Hills Shire
 - Parramatta
 - Penrith
- abide by the Rule Book, the Act and the Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website
- act in the best interests of the Corporation
- not be a body corporate, company or any entity other than a person
- state his or her reasons for wishing to become a member
- complete and submit the Application for Membership form set out in Schedule 1 to this Rule Book.

Note: A map of the Local Government Areas of Greater Western Sydney is at Schedule 3.

3.2.3 *Who is eligible to be a Moree Member*

To be eligible for admission as a voting Moree Member the person must:

- be at least 18 years old
- be an Aboriginal and/or Torres Strait Islander person
- be a permanent resident of the area with postcode 2400, 2406 or 2409
- abide by the Rule Book, the Act and the Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website
- act in the best interests of the Corporation
- not be a body corporate, company or any entity other than a person
- state his or her reasons for wishing to become a member

- complete and submit the Application for Membership form set out in Schedule 1 to this Rule Book.

3.3 *How to become a member*

A person applies in writing in the form set out in Schedule 1 to this Rule Book.

A person needs to be eligible under Rule 3.2.

Note: An application for membership form is attached to this Rule Book at Schedule 1—Application for membership form.

3.4 *Deciding Membership Applications*

The Regional Advisory Committee will consider membership applications at the first Regional Advisory Committee meeting after the applications are received.

Applications will be considered and decided in the order in which they are received by the Corporation. If the Regional Advisory Committee considers that it requires further information in order to properly assess the membership application, the Regional Advisory Committee may request such information from the applicant. The Regional Advisory Committee may consult any person or body, which the Regional Advisory Committee considers to have expertise in relation to the membership application.

The Regional Advisory Committee will recommend to the directors to accept or decline an application for membership.

The directors will consider and decide the application for membership taking into account the recommendation of the Regional Advisory Committee at the first directors meeting after the receipt of the Regional Advisory Committee recommendation.

The directors accept the application by resolution at a directors' meeting of an individual as a member.

The directors must not accept an application for membership of the Corporation unless the applicant:

- applies according to rule 3.3
- meets all the eligibility for membership requirements of the relevant region of membership as set out in Rule 3.2

The directors may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements.

However, they must notify the applicant in writing of the decision and the reasons for it.

Rule 13 shall apply where a dispute arises in relation to a decision about membership.

3.5 *Entry on the register of members*

If the directors accept a membership application, the applicant's name, address and date they became a member is put on the register of members.

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 ARM, Regional Meeting or general meeting has been held if:

- a person applies for membership after a notice has been given for a ARM, Regional Meeting or general meeting, and
- the ARM, Regional Meeting or general meeting has not been held when the directors consider the person's application.

3.6 *Members' rights*

3.6.1 *Wellington, Greater Western Sydney and Moree Members*

Wellington, Greater Western Sydney and Moree members can:

- attend, speak and vote at General Meetings (other than AGMs) and Annual Regional Meetings/Regional Meetings for the region of which they are a member
- be appointed a Regional Advisory Committee member and Director (if the member is eligible to be a Regional Advisory Committee and Director—see rules 4.5 and 7.4 on eligibility requirements)
- put forward resolutions at Annual Regional Meetings and General Meetings (other than AGMs)
- ask the Directors to call a Regional Meeting or General Meeting (other than AGMs) under rule 5.5
- look at the members' register (free of charge)
- look at the minutes of general meetings
- look at the minutes of Annual Regional Meetings and regional Meetings for the region of which they are members (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 13

- 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.

3.6.2 Regional Advisory Committees' Members

Regional Advisory Committees' members can (in addition to their rights as either Wellington, Greater Western Sydney or Moree members as set out at Rule 3.6.1):

- attend, speak and vote at AGM's.

3.7 Members' responsibilities

A member must:

- follow the Corporation's rules
- let the Corporation know if they change their address
- treat other members with respect
- comply with the Member Code of Conduct as published on the Corporation's website
- not behave in a way that significantly interferes with the operation of the Corporation or Corporation meetings.

Members should also attend ARMs and Regional Meetings (for their region of membership) and general meetings or give their apologies.

3.8 No membership fee

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

3.9 Liability of members

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

3.10 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 3.11 or 3.12.

When a person stops being a member the Corporation must put their name, address and the date they stopped being a member on the register of former members.

3.11 Cancellling 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
- has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings
- the person 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 resolution is passed.

When a person's membership is cancelled the Corporation must put their name, address and the date they stopped being a member on the register of former members.

3.12 Directors' limited right to cancel membership

For grounds not covered by rule 3.11, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the member is not or stops being eligible for membership as set out in rule 3.2.

Before cancelling the membership, the directors must:

- write to the member to tell them:
 - 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.

3.13 *The register/s of members and former members*

The Corporation must set up and maintain a register of members.

The register shall be divided into four (4) sections, one for each region of member, being:

- Wellington Member
- Greater Western Sydney Member
- Moree Member
- Regional Advisory Committees' Members

For each region of membership, 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
- for former members, the date when they stopped being a member.

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 for the respective region of membership must be made available at the ARM.

4. Regional Advisory Committees

4.1 Overview

A Regional Advisory Committee is to be established for each of the three (3) regions of membership:

- Wellington Regional Advisory Committee
- Greater Western Sydney Regional Advisory Committee
- Moree Regional Advisory Committee.

4.2 Responsibilities of Regional Advisory Committees

Each Regional Advisory Committee will have responsibility on behalf of the region of members in its region, for:

- the appointment of directors of the Corporation from its members (pursuant to Rule 4.25); and
- liaising with the directors of the Corporation regarding issues in its region.

A Regional Advisory Committee will have delegated responsibility, on

behalf of the directors, for recommending applications for membership of the Corporation, pursuant to Rule 3.4.

A Regional Advisory Committee will:

- seek feedback from members of its region on issues relevant to the objectives and services of the Corporation;
- work collaboratively with other parties to assist the Corporation reach its objectives; and
- provide feedback to the Directors on regional issues relevant to the objectives and services of the Corporation.

A Regional Advisory Committee cannot direct the Board.

4.3 Number of Regional Advisory Committee Members

Each Regional Advisory Committee will have:

- A minimum number of committee members of 3 (excluding independent committee members)
- A maximum number of committee members of 9.

To change the number of committee members, members need to pass a resolution at an Annual Regional Meeting or Regional Meeting.

4.4 Composition of Regional Advisory Committee

Each Regional Advisory Committee shall be comprised as follows:

- a maximum of 8 committee members who are members of the Corporation for that region
- a maximum of 1 independent committee member.

In order to avoid any actual or perceived conflict of interest and to ensure that the composition of the Regional Advisory Committee is fair, balanced and representative, not more than one (1) person from an Immediate Family shall be eligible to be appointed as a member of a Regional Advisory Committee at the same time.

4.5 Eligibility of Regional Advisory Committee members

4.5.1 Wellington Regional Advisory Committee

An individual is eligible for appointment as a member of the Wellington Regional Advisory Committee if he /she is an individual who:

- is a member of the corporation who is a Wellington Member
- has consented in writing to be appointed as a committee member in the form set out in schedule 2 of the rules

- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately
- within two months of appointment, obtains a National Police Certificate. The Committee Members appointment is terminated immediately if a National Police Certificate:
 - is not provided within two months of appointment;
 - it records a Serious Offence within the last 10 years;
 - it records pending charges for a Serious Offence; or
 - records a conviction for a Serious Offence during the term of appointment.
- within one month of appointment, signs the Committee Members / Director's Confidentiality Deed. If a signed Committee Member's / Director's Confidentiality Deed is not provided within one month of appointment the Committee Member's appointment is terminated immediately
- within one month of appointment, sign the Committee Member / Director Code of Conduct. If a signed Committee Member / Director Code of Conduct is not provided within one month of appointment the Committee Member appointment is terminated immediately
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

A person is not eligible to become a member of the Wellington Regional Advisory Committee if the person:

- has been disqualified from managing Corporations; or
- has been convicted of a Serious Offence in the last 10 years; or
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a Committee Member; or
- was a Director of the Corporation or an employee of the Corporation who was part of the executive management team at any time in the period 1 September 2020 to 17 September 2021 (and is not eligible to be appointed as a Committee Member at any time in the period up to and including the ARM for the financial year ended 30 June 2025).

4.5.2 Greater Western Sydney Regional Advisory Committee

An individual is eligible for appointment as a member of the Greater Western Sydney Regional Advisory Committee if he /she is an individual who:

- is a member of the corporation who is a Greater Western Sydney Member.
- has consented in writing to be appointed as a committee member in the form set out in schedule 2 of the rules
- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately
- within two months of appointment, obtains a National Police Certificate. The Committee Members appointment is terminated immediately if a National Police Certificate:
 - is not provided within two months of appointment;
 - it records a Serious Offence within the last 10 years;
 - it records pending charges for a Serious Offence; or
 - records a conviction for a Serious Offence during the term of appointment.
- within one month of appointment, signs the Committee Members / Director's Confidentiality Deed. If a signed Committee Member's / Director's Confidentiality Deed is not provided within one month of appointment the Committee Member's appointment is terminated immediately.
- within one month of appointment, sign the Committee Member / Director Code of Conduct. If a signed Committee Member / Director Code of Conduct is not provided within one month of appointment the Committee Member appointment is terminated immediately.
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

A person is not eligible to become a member of the Greater Western Sydney Regional Advisory Committee if the person:

- has been disqualified from managing Corporations; or
- has been convicted of a Serious Offence in the last 10 years.
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a

Committee Member.

4.5.3 Moree Regional Advisory Committee

An individual is eligible for appointment as a member of the Moree Regional Advisory Committee if he /she is an individual who:

- is a member of the corporation who is a Moree Member
- has consented in writing to be appointed as a committee member in the form set out in schedule 2 of the rules
- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Committee Member appointment is terminated immediately
- within two months of appointment, obtains a National Police Certificate. The Committee Members appointment is terminated immediately if a National Police Certificate:
 - is not provided within two months of appointment;
 - it records a Serious Offence within the last 10 years;
 - it records pending charges for a Serious Offence; or
 - records a conviction for a Serious Offence during the term of appointment.
- within one month of appointment, signs the Committee Members / Director's Confidentiality Deed. If a signed Committee Member's / Director's Confidentiality Deed is not provided within one month of appointment the Committee Member's appointment is terminated immediately.
- within one month of appointment, sign the Committee Member / Director Code of Conduct. If a signed Committee Member / Director Code of Conduct is not provided within one month of appointment the Committee Member appointment is terminated immediately.
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

A person is not eligible to become a member of the Moree Regional Advisory Committee if the person:

- has been disqualified from managing Corporations; or
- has been convicted of a Serious Offence in the last 10 years.
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a

Committee Member.

4.6 Role of Regional Advisory Committee Chairperson

The role of the Chairperson of each Regional Advisory Committee is to:

- preside at Regional Advisory Committee meetings and to conduct the meeting in accordance with Regional Advisory Committee rules, if any; and
- liaise with the Directors and the Chief Executive Officer of the Corporation on matters affecting the operations of the Corporation in the region of the Regional Advisory Committee.

4.7 Election of Regional Advisory Committee Members

The members will at each of the Annual Regional Meeting elect members to vacancies of the Regional Advisory Committee for that region.

4.7.1 Nomination process for election of Regional Advisory Committee Members

No member can be appointed as a member of a Regional Advisory Committee unless the member has followed the process for nomination and set out below.

No members can nominate to be appointed as a member of a Regional Advisory Committee from the floor at an Annual Regional Meeting.

The process and timeframes for nominations are as follows:

- No later than 15 September in each year, the Chief Executive Officer will provide to each region of members details of the Regional Advisory Committee Member positions for that region of membership that will become vacant at the ARM in that year. At the time of giving this notice, the Chief Executive Officer will also provide a copy of the Nomination/Consent to become a Director / Regional Advisory Committee Member Form (as attached at Schedule 2 of this rule book).
- Notice is to be given by sending by:
 - post to their address (as recorded in the Register of Members); and
 - email (if an email address has been recorded for the member)

In addition, the Corporation is to give notice by placing:

- sharing the notice through the Corporations social media channels; and

- placing the notice on the Corporations website
- Any member wishing to nominate for election as a Regional Advisory Committee member at the ARM must complete and submit the Nomination/Consent to become a Director/Regional Advisory Committee Member Form to the Corporation no later than 15 October.
- When notice of the ARM is given to each region of members, such notice is to attach (amongst other things) copies of the Nomination/Consent to become a Director/Regional Advisory Committee Member Form (with personal information redacted) that have been submitted by members wishing to nominate for election as a Regional Advisory Committee member at the ARM and meet the eligibility criteria as set out in Rule 4.5.
- A member who nominates for election as a Region Advisory Committee member must attend the ARM in person.
- If a member who has nominated for election as a Region Advisory Committee member does not attend the ARM in person, that members nomination will be treated as withdrawn.
- The procedure for voting by show of hands will be as follows:
 - The Chairperson will provide the name of each eligible nominee in alphabetical order (by surname)
 - The Chairperson will ask for a vote by show of hands for each nominee
 - The Secretary will count the show of hands and declare the number of votes for each nominee
 - The nominees receiving the greatest number of votes cast in their favour must be elected as Region Advisory Committee members, subject to the requirements that:
 - Not more than one (1) person from an *immediate family* shall be eligible to be appointed as a Region Advisory Committee member or hold office as a Region Advisory Committee member at the same time; and
 - The maximum number of Region Advisory Committee members is eight (8) (excluding the independent member of the Regional Advisory Committee, if appointed).
- A poll can be demanded in accordance with rule 5.14.

4.8 Eligibility to become an Independent Regional Advisory Committee member

The members of each Regional Advisory Committee may appoint up to one (1) independent Specialist Regional Advisory Committee member.

A person is eligible for appointment as an independent Specialist Regional Advisory Committee member if he or she satisfies the following requirements:

- is not a member of the Corporation or have any financial or familial interests in it
- is not a Director of the Corporation and was not a Director of the Corporation within the previous 5 years
- is at least 25 years of age
- is an Australian Citizen and resides in New South Wales
- is not an employee of the Corporation or any subsidiary of the Corporation
- was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
- has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the Independent Specialist Committee members' appointment is terminated immediately
- is independent and has demonstrated skills and experience in financial management, corporate governance, accounting, law or the health sector
- gives the Corporation their written consent to become a Regional Advisory Committee member before being appointed in the form set out at Schedule 2 of these rules
- within one month of appointment, obtains a National Police Certificate. The Independent Specialist Committee members' appointment is terminated immediately if a National Police Certificate:
 - is not provided within one month of appointment;
 - records a Serious Offence within the last 10 years;
 - records pending charges for a Serious Offence; or
 - records a conviction for a Serious Offence during the term of appointment
- signs the Committee Members / Director's Confidentiality Deed and Committee Members / Director's Code of Conduct prior to appointment
- has completed suitable governance training either prior to their appointment or within a period of six months following their appointment
- has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within 6 months following their appointment.

A person is not eligible to become an Independent Regional Advisory Committee member if the person:

- is a member of the Corporation or have any financial or familial

interests in it;

- was a Director of the Corporation within the last five (5) years;
- is an employee of the Corporation or any subsidiary of the Corporation;
- was an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years;
- has worked for or been paid by the Corporation for services in a period of 12 months before their appointment;
- has been disqualified from managing Corporations; or
- has been convicted of a Serious Offence in the last 10 years.

4.9 *How to become an Independent Regional Advisory Committee Member*

The members of the Regional Advisory Committee may appoint up to one (1) independent Specialist Regional Advisory Committee member.

Before such an appointment is made the Regional Advisory Committee must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party (for example, by using the ORIC recruitment assistance program).

Potential candidates for the position of independent Specialist Regional Advisory Committee member must provide written evidence of their qualifications, experience and suitability to the role and participate in interviews conducted by the Regional Advisory Committee.

These candidates are evaluated using criteria adopted by the Regional Advisory Committee to determine their suitability based on information supplied by the candidates and information from other sources.

In making their selections the committee members must give priority to persons with the skills and experience as set out in rule 4.8.

4.10 *Regional Advisory Committee Members' term of appointment and rotation*

4.10.1 *Committee Members who are members*

Committee Members are appointed at the Annual Regional Meeting on rotation for a term of two years, so that half the Committee Members' appointments expire each year.

Committee members that meet the eligibility requirements of rule 4.5 are eligible to be re-elected.

To implement the rotational system:

- Committee members appointed during the special administration period which commenced on 20 September 2021 will be appointed until the 2025 ARMs – however half of them will stand down (with the option to nominate for re-election) at the 2024 ARMs
- before the 2024 ARM the Regional Advisory Committee will decide by resolution prior to the 2024 ARM which committee members will stand down. They will be eligible to be re-elected
- the remaining committee members' appointments will expire at the 2025 ARM
- from 2024 onwards, the terms of all committee members will be two (2) years
- the ARM minutes must record the term of each Committee Member appointed.

If the terms of all committee members expire so that there are no committee members appointed at a particular time, the committee members holding office immediately before the expiry will continue to hold office until the members appoint new committee member or reappoint the existing committee members by resolution at an ARM.

4.10.2 Independent Committee Members

Independent committee members are appointed for the term specified in writing by the committee members in their appointment. The term of appointment cannot exceed two (2) years, but they can be reappointed

4.11 Casual Vacancy

- A Regional Advisory Committee can appoint a person as a committee member to fill a casual vacancy.
- A Regional Advisory Committee may appoint a person as a committee member to make up a quorum for a Regional Advisory Committee meeting even if the total number of committee members of the Regional Advisory Committee is not enough to make up that quorum.
- A casual vacancy is where a person stops being a committee member before their term of appointment expires (see rule 4.12) and so the position of that director is vacant.
- The person must meet the eligibility criteria in rule 4.5 (if the casual vacancy is a Regional Advisory Committee member position) or rule 4.8 (if the casual vacancy is an independent specialist Regional Advisory Committee member).
- 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 Annual Regional Meeting otherwise the person stops being a committee member at the end of the Annual Regional Meeting.

4.12 *How to stop being a Regional Advisory Committee member*

A person stops being a committee member if:

- the person passes away;
- the person resigns in writing;
- the person's term of appointment expires;
- the person is removed as a committee members by the members or the other committee members as provided for in these rules;
- the person is disqualified from managing a Corporation;
- the person becomes bankrupt or insolvent under administration;
- the person does not have a Director Identification Number;
- the person ceases to be a member, but was a member when he/she became a committee member;
- the person is charged and/or convicted of a Serious Offence in the last 10 years;
- the person is disqualified from managing a Corporation;
- the person does not provide a National Police Certificate within two months of appointment;
- the person does not sign a Director's/Regional Advisory Committee Members Confidentiality Deed within one month of appointment;
- the person is employed by the Corporation; or
- the person does not sign a Director's/Regional Advisory Committee Members Code of Conduct within one month of appointment.

4.13 *Removal of Regional Advisory Committee member*

4.13.1 *By Members*

- The members may by resolution of the members in a Regional Meeting remove a Committee Member.
- A notice for a resolution to remove a committee member must be given to the Corporation at least 21 days before the next Regional Meeting or Annual Regional Meeting.
- (Alternatively, the members can request a regional meeting for the purpose of removing a committee member.)

- The Corporation must give the committee member concerned a copy of the notice as soon as possible.
- The committee member can give the Corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting.

4.13.2 By other Committee Members

- Committee members can remove a committee member if the committee member fails to attend three or more consecutive Regional Advisory Committee meetings without a reasonable excuse.
 - Committee members must give the Committee members a notice in writing and they must give the director 14 days to object in writing.
 - If the Committee members objects, they cannot remove the Committee members. The Committee members can only then be removed at an Annual Regional Meeting or Regional meeting.
- A committee member can be removed for breach of the rules by a resolution passed by a majority of not less than three quarters (3/4) of the Regional Advisory Committee members present and eligible to vote at the Regional Advisory Committee meeting. This does not cancel the regional membership of that member.

4.14 Duties of Regional Committees members

The general duties as per Rule 7.13 applies.

4.15 Chairing Regional Advisory Committee meetings

Regional Advisory Committee meetings shall be chaired by the Chairperson.

The Regional Advisory Committee must elect a Committee Member to be Chairperson. The Regional Advisory Committee may determine the period for which that Committee Member is to be Chairperson.

The Regional Advisory Committee must elect a Committee Member to be Deputy Chairperson. The Regional Advisory Committee may determine the period for which that Committee Member is to be Deputy Chairperson.

If the Chairperson is absent or unwilling or unable to act, Regional Advisory Committee meetings shall be chaired by the Deputy Chairperson.

If both the Chairperson and the Deputy Chairperson are absent or unwilling or unable to act, the committee members present shall appoint a committee member to chair the meeting, provided that the director appointed as chair must be a member.

A person appointed as an Independent Regional Advisory Committee Member under Rule 4.9 cannot be elected as a Chairperson or Deputy

Chairperson.

4.16 Conflict of Interest

A Committee Member who has, or thinks they may have, a conflict of interest in a Corporation matter must tell the other Committee Members.

This includes, but is not limited to, a material personal interest.

The Committee Member must give details of what the interest is and how it relates to the Corporation. These details must be given at a Regional Advisory Committee meeting as soon as possible, and must be recorded in the minutes of the meeting.

A Committee Member who has a conflict of interest must not:

- be present at a Committee Members' meeting while the matter in question is being considered
- vote on the matter

unless they have been granted approval by:

- the other Committee Members (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

The declaration of any conflicts of interests for each Committee Member will be a standing agenda item at the commencement of all Regional Advisory Committee meetings.

4.17 Standing notice about interest

A Committee Member may give the other Committee Members standing notice of an interest in a matter and the nature of and extent of the interest.

A Committee Member may give standing notice of an interest in a matter at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given and before the interest becomes a material personal interest.

A Committee Member gives standing notice to the other Committee Members individually and the Corporation in writing and it must be tabled at the next Committee Members' meeting immediately after it is given.

4.18 Payments to Regional Advisory Committee members

The Committee Members will not be paid remuneration or sitting fees.

The Corporation may pay the Committee Members' travelling and other expenses for attending Regional Advisory Committee meetings or to do with other Corporation business.

The Corporation must disclose on an individual basis the total expenses paid to all Committee Members in the audited financial statements published by the Corporation annually and otherwise as required by law.

4.19 Frequency of meetings

Committee Members will meet as often as is considered necessary for the good functioning of the Regional Advisory Committee but must meet at least every three (3) months.

4.20 Notice

All Committee Members must be given reasonable notice of a Committee Members' meeting.

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

A Committee Member can call a meeting by giving reasonable notice to all the other Committee Members.

4.21 Minutes

Proper minutes of the proceedings of all Regional Advisory Committee meetings must be kept and given to the Committee Members and the Board.

4.22 Use of technology

Committee Members' meetings can be held at more than one place using any technology, as long as all Committee Members agree to it. The type of technology to be used may be set out in the notice for a Regional Advisory Committee meeting.

4.23 Quorum

The quorum for a Regional Advisory Committee meeting is a majority of the Regional Advisory Committee members holding office.

A quorum must be present at all times during the meeting.

4.24 Resolutions

Committee Members pass a resolution at a Regional Advisory Committee meeting by a majority of the votes.

Each Committee Member has one vote.

The Chairperson of the meeting also has a casting vote (if required).

Committee Members can pass a resolution without a Regional Advisory Committee meeting if all Committee Members sign a statement saying that they are in favour of it.

4.25 Election of Corporation Directors

At the first Regional Advisory Committee meeting following an Annual Regional Meeting and if the term of one or more of the directors representing the region is/are due to retire, the Regional Advisory Committee shall appoint members of the Regional Advisory Committee to act as directors of the Corporation to replace those directors who are due to retire.

Voting on the appointment of directors shall not take place unless the proposed appointees demonstrate that they:

- satisfy the eligibility criteria for appointment as a director of the Corporation under the Act and Rule 7.4;
- are not ineligible for appointment as a director of the Corporation; and
- signs any necessary consents to becoming a director of the Corporation.

A director who ceases to be a Regional Advisory Committee member or is otherwise ineligible to be a Regional Advisory Committee member will immediately cease to hold the position of a director of the Corporation.

5. Annual Regional Meetings, AGM's and General Meetings

5.1 Annual Regional Meetings - timing

An Annual Regional Meeting (ARM) must be held of each region of members before the end of November each year. That is, an ARM must be held by the end of November each year for each of the following regions of members:

- Wellington Members
- Greater Western Sydney Members
- Moree Members

ARMs must be held in their respective regions.

The Corporation may apply to the Registrar to extend the period within which the Corporation must hold ARMs, provided the application is made before the end of that period.

If the Registrar grants an extension, the Corporation must hold its ARMs within the extended period specified by the Registrar.

5.2 ARM business

ARM business includes:

- checking the register of members for the relevant region of members

- confirming the minutes of the previous ARM
- presenting reports: general, audited financial, directors'
- asking questions about how the Corporation is managed
- electing Regional Advisory Committee members (if required) in accordance with Rule 4.7
- asking questions about management of the Corporation and asking questions of the Corporation's auditor.

5.3 AGM - timing

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

The location of the AGM will be determined by the Directors.

The Corporation may apply to the Registrar to extend the period within which the Corporation must hold AGMs, provided the application is made before the end of that period.

If the Registrar grants an extension, the Corporation must hold its AGMs within the extended period specified by the Registrar

5.4 AGM business

AGM business includes:

- confirming the minutes of the previous AGM
- choosing an auditor (if required) and agreeing on the fee

There will be no election of member directors at the AGM. The election of member directors is to be undertaken in accordance with Rule 4.25.

5.5 Calling AGM's General Meetings or Regional Meetings

5.5.1 Calling AGMs and General Meetings

The directors can call a General Meeting (for all members) by passing a resolution in a directors' meeting or by circulating resolution.

The directors can call AGM (for Regional Advisory Committee Members) by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members can request the directors to call a Regional Meeting or general meeting.

Number of members in Corporation	Number of members required to request a General Meeting
2 to 10 members	1 member
11 to 20 members	3 members
21 to 50 members	5 members
51 members or more	10 per cent of the members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- 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 the 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.

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.

5.5.2 Calling Regional Meetings

A Regional Advisory Committee can call a Regional Meeting for its region of members by passing a resolution in a directors' meeting or by circulating resolution.

The required number of members of a region can request the Regional Advisory Committee to call a Regional Meeting for its region of membership.

Number of members in Corporation	Number of members of a region required to request a Regional Meeting
2 to 10 members	1 member
11 to 20 members	3 members
21 to 50 members	5 members
51 members or more	10 per cent of the region of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- 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 the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

Regional Advisory Committee agree to the request

If the Regional Advisory Committee agree to the request, they must call the Regional Meeting within 21 days of receiving the members' request.

Regional Advisory Committee denies request

If the Regional Advisory Committee resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members of the region as a whole

a committee member, on behalf of the Regional Advisory Committee, must within 7 days of making the decision:

- write to the member/s who made the request setting out the reasons why the request was denied and that such members may avail themselves of the dispute resolution provisions of Rule 13;

- write to the Board of Directors to advise them of the request and their reasons for denying the request and seek their ratification of their decision to deny the request.
- If the Board of Directors refuse to ratify the decision of the Regional Advisory Committee, the Board must, within 14 days, call a General Meeting of all members

5.6 Regional Meeting and General Meeting business

5.6.1 Regional Meeting business

Regional meetings business includes:

- confirming the minutes of the previous Regional Meeting
- considering the business or resolutions in the notice of meeting.

No business other than that stated in the notice of meeting shall be transacted at a regional meeting (or at any resumption of a regional meeting following an adjournment).

5.6.2 General Meeting business

General meetings business includes:

- confirming the minutes of the previous General Meeting
- considering the business or resolutions in the notice of meeting.

No business other than that stated in the notice of meeting shall be transacted at a general meeting (or at any resumption of a general meeting following an adjournment).

5.7 Notice for ARMs, Regional Meetings and General Meetings

At least 21 days' notice must be given. Notice must be given to:

- each member individually (for General Meetings) or each member of the relevant region of members (for ARMs and Regional Meetings)
- the directors
- the members of the Regional Advisory Committees (for General Meetings) or the members of the relevant Regional Advisory Committee (for ARM's and Regional Meetings)
- the contact person or secretary
- 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, the exact wording of it

- any technology to be used in the meeting (if required)
- confirm that the member cannot appoint a proxy.

Notices must be given to all persons entitled to receive notice individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members)
- fax
- email (if an email address has been recorded for the member).

In addition, the Corporation is to give notice by:

- sharing the notice through the Corporations social media channels; and
- placing the notice on the Corporations website/s.

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.

5.8 Notice for AGMs

At least 21 days' notice must be given. Notice must be given to:

- each Regional Advisory Committee Member individually
- the directors
- the contact person or secretary
- the auditor (if the Corporation has one).

The notice must set out:

- the place, date and time for the AGM
- the business of the AGM
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- confirm that the member cannot appoint a proxy.

Notices must be given to all persons entitled to receive notice individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members)
- fax

- email (if an email address has been recorded for the member).

Members' Resolutions

The required number of members can propose a resolution by giving notice of it to the Corporation.

Number of members in Corporation Number of members required

	<i>to propose a resolution</i>
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The notice must set out the resolution in writing and must be signed by the members proposing it.

The Corporation must give notice of the resolution to all members in the same way as Rule 5.8.

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.

5.9 Quorum at ARMs, Regional Meetings and General Meetings

Number of members in Corporation Number of members to make a quorum

2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 5% of each regions' members

If a General Meeting is called for the whole Corporation, the quorum is 5% of each regions' members.

A quorum must be present during the whole meeting as determined and declared by the Chairperson. 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 available, otherwise at the discretion of the Chairperson). If there is still no quorum, the meeting is cancelled. If at any point during the meeting, there are insufficient members present to retain a quorum the meeting is to be adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson).

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 5.15 allows a non-member to hold a proxy for a member, count each non-member present at the meeting holding a proxy (if the non-member proxy holder holds more than one proxy, the non-member is only counted once)
- if Rule 5.15 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 5.15 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.

5.10 Quorum at AGMs

A quorum for an AGM is a majority of the members of each Regional Advisory Committee.

A quorum must be present during the whole meeting as determined and declared by the Chairperson. 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 available, otherwise at the discretion of the Chairperson). If there is still no quorum, the meeting is cancelled. If at any point during the meeting, there are insufficient members present to retain a quorum the meeting is to be adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson).

How to count the quorum

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- if Rule 5.15 allows a non-member to hold a proxy for a member, count each non-member present at the meeting holding a proxy (if the non-member proxy holder holds more than one proxy, the non-member is only counted once)
- if Rule 5.15 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 5.15 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.

5.11 Chairing ARMs Regional Meetings and General Meetings

The respective chairperson will chair general meetings.

The members at an ARM, regional Meeting or General Meeting must elect a member to chair the meeting (or part of it) if:

- The Directors or Regional Advisory Committee (as the case may be) have not already elected a chairperson; or
- A previously elected chairperson is not available or does not want to chair the meeting.

The ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.

The chairperson may expel any member, director or observer from the meeting if the chairperson reasonably believes that the conduct of the member, director or observer contravenes the Members Code of Conduct (as modified from time to time by the Board of Directors) as published on the Corporation's website.

The Chairperson of the meeting will follow the agenda, including undertaking the business of the meeting in a timely fashion.

5.12 Using technology

ARMs, Regional Meetings, AGMs and General Meetings 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.

5.13 Voting at ARMs, AGMs, Regional Meetings and General Meetings

Each voting member has one vote. Voting at ARMs and Regional Meetings is only allowed by members of the region of membership for which the meeting is held.

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

Members must declare any pecuniary interest or conflict of interest in respect of a motion on the floor and must not cast a 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 5.14. The Chairperson declares those voting members

present.

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

5.14 Demanding a formal count (ie a poll)

At an ARM, Regional Meeting, AGM or General Meeting, a poll may be demanded on any resolution.

A demand for a poll may be withdrawn.

At an ARM, Regional Meeting, AGM or General Meeting, a poll may be demanded by:

- at least 5 members entitled to vote on the resolution; or
- the Chairperson.

The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

At an ARM, Regional Meeting, AGM or General Meeting, a poll on the election of a chairperson or on the question of an adjournment of a meeting must be taken immediately.

At an ARM, Regional Meeting, AGM or General Meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

5.15 Proxies at ARMs, Regional Meetings, AGMs and general meetings

Proxies may not be appointed to attend or vote for members at an ARMs, Regional Meetings, General meetings or AGMs.

5.16 Other people at ARMs, Regional Meetings, AGMs and general meetings

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend ARMs, Regional Meetings, AGMs or General Meetings or vote for the member.

The Chairperson may allow any person (excluding an attorney) other than a Corporation director, member or auditor to attend an ARM, Regional Meeting, AGM or General Meeting. But the person cannot propose or vote on resolutions.

5.17 Postponing an ARM, Regional Meeting, AGMs or General Meeting

After notice has been given for an ARM, Regional Meeting, AGM or General Meeting the committee members or directors (as the case may be) 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 committee members or directors (as the case may be) postpone the meeting by passing a resolution in a committee meeting or directors' meeting. A postponed meeting must be held within 30 days of the date that the meeting was due to occur.

The Committee members or directors (as the case may be) 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.

6. Information meetings and newsletters

To ensure that Members and others are provided with regular and timely information on the operations of the Corporation (including matters discussed by the Directors that are not subject to confidentiality restrictions), the Chief Executive Officer will conduct information meetings for members, stakeholders and other interested parties.

Information meetings are to be held in each of the three (3) regions at least once every 3 months.

Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. No fees or reimbursements are to be paid to members who attend the information meetings.

At least 14 days' notice must be given for an Information Meeting.

Notices of Information Meetings must be given to each member individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members); and
- email (if an email address has been recorded for the member).

In addition, the Corporation is to give notice of information Meetings by placing:

- providing notice through its social media channels; and
- placing the notice on its website.

The Corporation will also issue a newsletter to Members at least once every 3 months. This can be done by sending by:

- post to their address (as recorded in the Register of Members); and
- email (if an email address has been recorded for the member).

The Corporation will place a copy of the newsletters on its website and share it through its social media channels.

7. Directors

7.1 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 set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

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.

7.2 Composition of Board and Number of directors

The composition of the Board is to include representation from each of the three (3) regions of members and independent directors.

The minimum and maximum number of directors and the composition of the Board is as follows:

Membership region	Minimum number of directors	Maximum number of directors
Wellington Members	2	3
Greater Western Sydney Members	2	3
Moree Members	2	3
Independent Directors	1	2
Total	7	11

To change the number of directors, members need to pass a special resolution at a general meeting to change the rule book. Such a resolution needs to be in the notice calling that meeting.

7.3 Board Composition - Immediate Family

In order to avoid any actual or perceived conflict of interest and to ensure that the composition of the Regional Advisory Committee is fair, balanced and

representative, not more than 1 person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time.

7.4 Eligibility of member directors

An individual is eligible for appointment as a member director if he / she:

- meets the eligibility requirements to be a member of the Regional Advisory Committee pursuant to:
 - Rule 4.5.1 (for Wellington Members)
 - Rule 4.5.2 (for Greater Western Sydney Members)
 - Rule 4.5.3 (for Moree Members);

and

- is elected by the Regional Advisory Committee pursuant to Rule 4.25.

A person is not eligible to become a director if the person:

- has been disqualified from managing Corporations; or
- has been convicted of a criminal offence in the last 10 years or has at any time been sentenced to imprisonment of more than 12 months.
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a director is an individual who was a Director of the Corporation or an employee of the Corporation who was part of the executive management team at any time in the period 1 September 2020 to 17 September 2021 (and is not eligible to be appointed as a Director at any time in the period up to and including the ARM for the financial year ended 30 June 2025).

7.5 Majority of director requirements

A majority of directors of the Corporation must be members.

The chief executive officer (CEO) can not be a director and is not to chair directors' meetings.

7.6 Election of member directors

Member directors for each region of members are elected by the respective Regional Advisory Committee in accordance with Rule 4.25.

7.6.1 Notification to the Registrar

The Corporation must notify the Registrar of the director's appointment and personal details within 28 days after they are appointed.

7.7 Eligibility to become an independent specialist director

The directors must appoint one or 2 independent specialist directors for a term of up to 2 years.

A person is eligible for appointment as an independent specialist director if he or she satisfies the following requirements:

- is not a member of the Corporation or have any financial or familial interests in it
- is not a member of any of the Regional Advisory Committees
- is at least 25 years of age
- is an Australian resident
- within one month of appointment provides a Director Identification Number. If a Director Identification Number is not provided within one month of appointment the independent specialist directors' appointment is terminated immediately
- is not an employee of the Corporation or any subsidiary of the Corporation
- was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
- has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
- is independent and has demonstrated skills and experience in financial management, corporate governance, accounting, law or the health sector
- gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 2 of these rules
- within one month of appointment, obtains a National Police Certificate. The independent specialist directors' appointment is terminated immediately if a National Police Certificate:
 - is not provided within one month of appointment;
 - it records a Serious Offence within the last 10 years;
 - it records pending charges for a Serious Offence; or
 - it records a conviction for a Serious Offence during the term of appointment
- within one month signs the Director's Confidentiality Deed and Directors Code of Conduct. The independent specialist directors' appointment is terminated immediately if the Director's Confidentiality Deed and Directors Code of Conduct is not signed within one month
- has completed suitable governance training either prior to their appointment or within a period of six months following their appointment

- has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within 6 months following their appointment.

The Corporation must notify the Registrar of an independent specialist director's appointment and personal details or removal within 28 days after they are appointed or removed.

7.8 *How to become an independent specialist director*

The directors must appoint up to two (2) independent specialist directors.

Before such an appointment is made the directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party (for example, by using the ORIC recruitment assistance program).

Potential candidates for the positions of independent specialist directors must provide written evidence of their qualifications, experience and suitability to the role and participate in interviews conducted by the Board of Directors.

These candidates are evaluated using criteria adopted by the Board of Directors to determine their suitability based on information supplied by the candidates and information from other sources.

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 7.7 of this rule book.

7.9 *Directors' terms of appointment and rotation*

7.9.1 *Member directors*

The term of appointment of a Member Directors is the same as their term as a member of the Regional Advisory Committee as determined by Rule 4.10.

The member directors that meet the eligibility requirements of Rule 7.4.

A Member Director is eligible for reappointment.

In accordance with section 246-25(4) of the CATSI Act, if the terms of all member directors expire so that there are no member directors appointed at a particular time, the member directors holding office immediately before the expiry will continue to hold office until the members appoint new member directors or reappoint the existing member directors by resolution at a General Meeting.

7.9.2 *Independent Specialist Directors*

Independent specialist directors are appointed for the term specified in writing

by the directors in their appointment. The term of appointment cannot exceed two (2) years, but they can be reappointed.

7.10 *How to fill casual vacancies*

A casual vacancy is where a person stops being a director before their term of appointment expires (see Rule 7.11) and so the position of that director is vacant.

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.

The directors may appoint a person as a director 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.

7.10.1 *Member Directors*

The respective Regional Advisory Committee will elect one of its members as a director to fill a casual vacancy for a position of Director for its region of membership.

The person must meet the director eligibility criteria in Rule 7.4.

7.10.2 *Independent specialist director*

In filling a casual vacancy for is an independent specialist director, the board must follow rule 7.8.

The person must meet the director eligibility criteria in Rule 7.7.

7.11 *How to stop being a director*

A person stops being a director if:

- the person passes away;
- the person resigns in writing;
- the person's term of appointment expires;
- the person is removed as a director by the members or the other directors as provided for in these rules;
- the person is disqualified from managing a Corporation;
- the person becomes bankrupt or insolvent under administration;
- the person does not have a Director Identification Number;

- the person ceases to be a member, but was a member when he/she became a director (for member directors only);
- the person ceases to be a Regional Advisory Committee member or is otherwise ineligible to be a Regional Advisory Committee member;
- the person is charged and/or convicted of a Serious Offence in the last 10 years;
- the person is disqualified from managing a Corporation;
- the person does not provide a National Police Certificate within two months of appointment (member directors only);
- the person does not provide a National Police Certificate within one month of appointment (independent specialist directors only);
- the person does not sign a Director's/Regional Advisory Committee Members Confidentiality Deed within one month of appointment;
- the person is employed by the Corporation; or
- the person does not sign a Director's/Regional Advisory Committee Code of Conduct within one month of appointment.

The Corporation must send the Registrar a notice within 28 days after a person stops being a director.

7.12 *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.
(Alternatively, the members can request a meeting (Rule 5.5) for the purpose of removing a director.)
- 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 written statement must be given to everyone entitled to notice of the meeting (see Rule 5.8).

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 objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

7.13 Directors' and officers' duties

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
- a duty to not trade while insolvent.

7.14 Functions, powers and duties of Directors, Chairperson and Chief Executive Officer

7.14.1 Directors

The business of the Corporation is to be managed by or under the direction of the Board of Directors. In doing so, the directors set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

The Board of Directors may exercise all the powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in General Meeting.

In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors consider to have expertise in the matter under consideration.

The Board of Directors shall appoint the Chief Executive Officer by resolution on such terms and conditions (including remuneration) as the Board of Directors determine.

7.14.2 Chairperson

The role of the Chairperson is to:

- preside at Directors' meetings in accordance with these Rules;
- preside at General Meetings in accordance with these Rules;
- liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation; and
- provide leadership and guidance to the other Directors.

7.14.3 Chief Executive Officer

The Chief Executive Officer shall have the responsibilities as set out in their employment agreement (as amended from time to time by agreement between the parties). Without limiting the terms of any employment agreement, the Chief Executive Officer shall have responsibility for the day-to-day running of the Corporation including (but not limited to):

- implementing the strategic plan, overseeing its progress and reporting to the Board;
- staff recruitment and management;
- financial administration;
- internal practices, policies and procedures; and
- such other matters as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The functions of the Chief Executive Officer are to:

- advise the Directors in relation to the functions of the Corporation under the Act and any other written law;
- ensure that advice and information is available to the Directors so that informed decisions can be made;
- cause decisions of the Board of Directors to be implemented;
- liaise with the Chairperson on the Corporations' affairs and the performance of the Corporation's functions;
- perform any other functions specifically or delegated by or imposed by the Act or any other written law as a function to be performed by the Chief Executive Officer; and
- such other functions as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The Chief Executive Officer must provide reports to each Director at least one (1) week before each Directors meeting. Such reports should be on a 'balanced scorecard' approach that measures the Corporation's performance against its strategic plan, budgets and other performance measures. Such reports should provide the Directors with information about the quality and level of service delivery.

In providing the Board with these reports, the following information should include, but not be limited to:

- up-to-date financial reports that include, but not be limited to:
 - a balance sheet
 - a profit and loss statement (both for the most recent month and year to date) setting out actual results versus budget and by cost centre/program and consolidated
 - explanations of variances greater than 10%
 - list of aged creditors
 - list of debtors
 - confirmation the bank accounts have been reconciled
- an operations report that includes, but not be limited to details regarding:

- an activity statement (by month) that includes:
 - Medical Benefits Scheme (MBS) revenue
 - MBS revenue by medical practitioner
 - Patient attendances
 - Revenue per attendance (average)
 - Practice Incentive Program (PIP) revenue
 - PIP Registrations
 - PIP Outcomes
- staff movements and relevant administration matter
- a copy of any reports prepared for funding agencies
- a report on outcomes for programs and grant activity
- legal matters
- proposed activities over the next three (3) months
- by exception, details of any breaches of these Rules or the Act and recommended remedial action
- Quality of care
- Clinical outcomes
- Client satisfaction
- Absenteeism
- Cultural safety
- Aboriginal staff numbers
- Partnerships with other health organisations
- OHS issues
- Complaints.

At all times when performing the responsibilities and functions set out in this Rule, the Chief Executive Officer shall comply with the terms of their employment agreement, the policies and procedures of the corporation, these Rules and the Act.

For the avoidance of doubt, the matters set out above are at the discretion of the Board in overseeing the performance of the Chief Executive Officer, including the terms of their employment and the roles and responsibilities contained therein.

7.15 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.

The declaration of any conflicts of interests for each Directors will be a standing agenda item at the commencement of all Directors meetings.

7.16 *Standing notice about an interest*

A director may give the other Directors standing notice of an interest in a matter and the nature of and extent of the interest.

A Director may give standing notice of an interest in a matter at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given and before the interest becomes a material personal interest.

A Director gives standing notice to the other directors individually and the Corporation in writing and it must be tabled at the next Directors' meeting immediately after it is given.

7.17 *Payments to directors*

The Directors may be paid such sitting fee / remuneration as is determined by resolution of members in general meeting.

In considering a resolution for payment of remuneration of directors, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board.

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

The Corporation must disclose on an individual basis the total remuneration and expenses paid to all directors in the audited financial statements published by the Corporation annually and otherwise as required by law.

7.18 *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.

7.19 *Delegation of directors' powers*

The 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.

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.

All delegations are to be in writing and recorded in a Delegations Register. All delegation are to be reviewed by the Board of Directors on an annual basis.

7.20 *Calling and giving notice of directors' meetings*

Directors will meet as often as is considered necessary for the good functioning of the Corporation, but must meet at least every three (3) 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.

7.21 Quorum for directors' meetings

The quorum for directors' meetings 6 directors comprised as follows:

Membership region	Number of directors for a quorum
Wellington Members	2
Greater Western Sydney Members	2
Moree Members	2
Total	6

A quorum must be present at all times during the meeting.

7.22 Chairing directors' meetings

Director meetings shall be chaired by the Chairperson.

The Board must elect a Wellington Member Director to be Chairperson. The Board may determine the period for which that director is to be Chairperson.

The Board must elect a Greater Western Sydney Member Director and a Moree Member Director to be Deputy Chairpersons. The Board may determine the period for which those directors are to be Deputy Chairpersons.

If the Chairperson is absent or unwilling or unable to act, directors' meetings shall be chaired by one of the Deputy Chairpersons.

If both the Chairperson and the Deputy Chairpersons are absent or unwilling or unable to act, the directors present shall appoint a director to chair the meeting, provided that the director appointed as chair must be a member director.

7.23 Use of 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.

7.24 Resolutions by directors

Directors pass a resolution at a directors' meeting by a majority of the votes.

- Each director (including independent specialist 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 (including independent specialist directors) sign a statement saying that they are in favour of it.

7.25 Sub-committees

The directors may at any time by resolution appoint a sub-committee in its discretion and shall determine the composition, powers and functions of such sub-committees.

The directors may appoint as members of a sub-committee:

- at least one (1) director who is also a member of the Corporation; and
- such other persons as the directors think fit, whether or not those persons are members of the Corporation, provided that a sub-committee member who is not a member of the Corporation is not entitled to vote.

The quorum at a meeting of a sub-committee shall be three (3) members of the sub-committee, one (1) of whom must also be a director who is also a member.

Reasonable notice of each sub-committee meeting shall be given to each member of the sub-committee.

Any decision made by the sub-committee must come to the directors as a recommendation to be endorsed prior to implementation.

7.26 Alternate directors

A director cannot appoint an alternate director.

8. Secretary

The directors are to appoint a secretary. The secretary must be at least 18 years old.

The directors decide the secretary's pay and terms and conditions of employment, if any. The secretary must be appropriately qualified to undertake the role, including, but not limited to:

- Experience in a similar role;
- Qualifications in corporate secretarial matters; and
- Demonstrated knowledge of the Corporations Rules and the Act.

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 the secretary's details within 28 days after they are appointed.

9. Records

The Corporation must keep at its document access address/registered office the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

10. 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.

- 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.

11. Annual Reporting and Audit

The Corporation must comply with the annual reporting requirements set out in the Act.

The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the Act

and /or accounting standards):

- a. The following information regarding the Directors who held office during the financial year:
 - i. The number of Board meetings held during the financial year;
 - ii. Details, by Director, of the number of Board meetings the Director attended; and
 - iii. Details, by Director, of the remuneration and allowances paid to the Director during the financial year.
- b. The following information regarding information meetings and newsletters held/issued during the financial year:
 - i. The number of information meetings held, their date and their location; and
 - ii. The number of newsletters issued and their date of issue.

The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

12. 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. a reasonable payment to a member in their capacity as an employee or under a contract for goods or services provided
- b. payment to a member in carrying out the Corporation's objectives.

The disposal of an asset with a value exceeding \$100,000 must be approved by members in general meeting.

13. Dispute resolution

Any dispute between:

- Members
- Members and directors
- Directors
- Applicants for membership

must try and be resolved by the parties on an informal basis.

If the dispute is not resolved by the parties within one month, any party may give a dispute notice to the other party/ies.

The dispute notice must:

- be in writing
- must say what the dispute is about
- must be given to the Corporation.

The directors must make a reasonable effort to help the parties resolve the dispute through mediation 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. The general meeting should be held within three months after the Corporation receives a notice of dispute.

13.1 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.

For more information on members' rights see Rule 3.6.

14. Changing the rule book

The rule book can be changed by the members passing a special resolution at a general meeting. 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.

15. Gift fund rules

The Corporation may maintain for the main purposes of the Corporation a gift

fund:

- to be named 'The Wellington Aboriginal Corporation Health Service 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, or
- 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*.

16. Winding up

16.1 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

members are to resolve 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 and can only be given to a charitable organisation/s at law, which has similar objectives to the Corporation and

whose rules prohibits distributions or payments to its members from the surplus assets.

16.2 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.

17. Execution of Documents

17.1 Corporation may have common seal

(a) The Corporation may have a common seal.

(b) If the Corporation does have a common seal:

- (i) the Corporation must set out on it the Corporation's name and ICN
- (ii) the common seal must be kept by a person nominated by the directors.
- (iii) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

17.2 Agent exercising Corporation's power to make contracts etc.

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a common seal.

17.3 Execution of documents (including deeds) by the Corporation

(a) The Corporation may execute a document without using a common seal if the document is signed by:

- (i) 2 directors
- (ii) a director and a secretary (if any), or
- (iii) if the Corporation has only 1 director, that director.

(b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (i) 2 directors
- (ii) a director and a secretary, or

- (iii) if the Corporation has only 1 director, that director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rules 17.3(a) or 16.3(b).
- (d) This Rule 17.3 does not limit the ways in which the Corporation may execute a document (including a deed).'

18. Definitions and interpretation

18.1 Definitions

In this Rule Book, unless the contrary intention appears:

- (a) **Aboriginal and/or Torres Strait Islander person** means a person who is of Aboriginal and/or Torres Strait Islander descent, who identifies as an Aboriginal and/or Torres Strait Islander person and is accepted by the Aboriginal and/or Torres Strait Islander community in which they live as an Aboriginal and/or Torres Strait Islander person.
- (b) **Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- (c) **Annual General Meeting (AGM)** means the Annual General meeting held pursuant to Rule 5.3.
- (d) **Annual Regional Meeting or ARM** means a meeting held in accordance with Rule 5.1
- (e) **Corporation** means Wellington Aboriginal Corporation Health Service (ICN 792).
- (f) **Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored, but does not include medical records of any patients of the Corporation.
- (g) **Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.
- (h) **Calendar year** means a period from and including 1 January to 31 December in a year.
- (i) **Chairperson** means the director appointed to hold the position of chairperson pursuant to Rule 7.22 of this Rule Book.
- (j) **Common Seal** means the common seal of the Corporation.
- (k) **Deputy Chairperson** means the director appointed to hold the position of deputy chairperson pursuant to Rule 7.22 of this Rule Book.
- (l) **Director** means a person elected or appointed according to Rule 7 to manage the affairs of the Corporation in accordance with the Act and this Rule Book.

- (m) **Director Identification Number** means a 15-digit identifier given to a director (or someone who intends to become a director) who has verified their identity with Australian Business Registry Services.
- (n) **General Meeting** means a Special General Meeting of the Members of the Corporation.
- (o) **Immediate family** means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, children, stepfather, stepmother, siblings or first cousins. It also extends to customary or defacto adoption arrangements.
- (p) **Material Personal Interest** means a personal interest that has the capacity to influence a Director's consideration of, and vote on, a particular matter.
- (q) **Members Code of Conduct** means the Members Code of Conduct Policy (as modified from time to time by the Board of Directors) published on the Corporations website.
- (r) **Member** means any person whose name appears on the Register of Members.
- (s) **Objectives** means the Corporation's objectives set out in clause 2.
- (t) **Officer** is a Director, Secretary, manager, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation, or could significantly affect the Corporation's financial position.
- (u) **Regional Advisory Committee** means either of the three (3) committees elected by members of the Corporation at the Annual regional Meeting of their region of members pursuant to Rule 4.7.
- (v) **Regional Advisory Committee Chairperson** means the person who, from time to time, occupies the role of chairperson of a Regional Advisory Committee for a region of members of the Corporation, whether pursuant to rule 4.15 or otherwise.
- (w) **Regional Advisory Committee Member** means members of the three Regional Advisory Committee as elected by members of the Corporation at the Annual regional Meeting of their region of members pursuant to Rule 4.7
- (x) **Regional Meeting** means a Regional Meeting of Members of the Corporation for either the Wellington, Greater Western Sydney or Moree members (as the case may be) called / held in accordance with Rule 5.
- (y) **Registrar** means the Registrar of the Office of the Registrar of Indigenous Corporations.

- (z) **Reside** means to dwell permanently (or for a considerable time) or to have one's settled or usual abode in or at a particular place.
- (aa) **Serious Offence** means an offence against a law of the Commonwealth, a State or a Territory that is punishable by imprisonment for 12 months or more.
- (bb) **Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members present at a meeting and entitled to vote on the resolution.

18.2 Interpretation

In this Rule Book:

- (a) Words in the singular include the plural and vice versa;
- (b) Any gender includes the other genders;
- (c) The words 'including', 'include' and 'includes' are to be read without limitation;
- (d) A reference to:
 - (i) Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
 - (ii) Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and
 - (iii) A clause or schedule is a reference to a clause or schedule, as the case may be, of this document;
- (e) Headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;
- (f) A word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book;
- (g) If a word or phrase is defined its other grammatical forms have corresponding meanings;
- (h) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded; and
- (i) Any inconsistency with the Act is to be resolved in favour of the Act.
- (j) Where there is ambiguity as to the extent of the powers of the Corporation, the ambiguity shall be resolved in favour of the Corporation and a broad interpretation shall be applied so as not to narrow the powers of the Corporation.

SCHEDULE 1—APPLICATION FOR MEMBERSHIP FORM

WELLINGTON ABORIGINAL CORPORATION HEALTH SERVICE

ICN:972

Application for membership

Membership Contact Information

Full Name					
Other Names					
Address					
Suburb		State		Post Code	
Date of Birth					
Phone Number					
Email Address					

Region of Membership being applied for

I am applying to be a member of the following region of membership:

Tick (✓) one box only

Wellington Member	<input type="checkbox"/>
Greater Western Sydney Member	<input type="checkbox"/>
Moree Member	<input type="checkbox"/>

To be successful in your application for membership of Wellington Aboriginal Corporation Health Service, you are required to satisfy the membership criteria set out below. ***If you are unable to meet the requirements below, your application will not be successful and returned as incomplete or requesting further information.***

Membership Criteria

Tick (✓) once completed

1. Provide Membership Contact Information in the table above.	<input type="checkbox"/>
2. Be 18 years of age, show one form of identification a. provide a copy of your birth certificate; or b. provide a copy of your drivers license; or c. provide alternative identification (see membership criteria appendix)	<input type="checkbox"/>
3. Be an Aboriginal and/or Torres Strait Islander person	<input type="checkbox"/>

- Parramatta
- Penrith

For **Moree Members**: in area with postcode 2400, 2406 or 2409

The reason/s I wish to become a member of Wellington Aboriginal Corporation Health Service are:

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	Date:
Directors have sent notification of directors' decision to the applicant	Date:

SCHEDULE 2—NOMINATION / CONSENT TO BECOME A REGIONAL ADVISORY
COMMITTEE MEMBER / DIRECTOR

WELLINGTON ABORIGINAL CORPORATION HEALTH
SERVICE

ICN: 972

Nomination / Consent to become a Regional
Advisory Committee Member / Director

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

SECTION A – PERSONAL DETAILS

I, _____ (print full name)
_____ (print residential
address, a postal
address is not
sufficient)

of: _____

Phone: _____ (print telephone
number)

Email: _____ (print email
address)

nominate and, if appointed, give consent to become a Regional Advisory Committee
Member and Director (if appointed by the Regional Advisory Committee) of the
Corporation.

I confirm my date of
birth is

_____ (date of birth)

my place of birth is

_____ (place of birth)

And my Director
Identification Number is _____ (director
identification
number)

SECTION B – DISCLOSURE OF INTERESTS

I also set out the following as standing notice to the Directors of the Corporation under Rule
4.17 and 7.16 and section 268-1 and 268-10 of the Act regarding directors duty to disclose
material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:

2. I declare I have the following associations with other Corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. I hold the following appointments whereby duties or interests might be created in conflict with my duties as a Director of the Corporation:

4. I set out below any other material personal interest which relates to the affairs of the Corporation:

SECTION C – RELEVANT EXPERIENCE AND/OR QUALIFICATIONS

(insert details of relevant experiment/qualifications for the role of director)

SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE

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* (the Act) that is punishable by imprisonment for more than 12 months;
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months;

- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months;
- are an undischarged bankrupt;
- have signed a personal insolvency agreement and have not kept to the agreement; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

and I will notify the Corporation within 14 days if any of the above events occur after my appointment.

I **acknowledge** that my appointment as a Regional Advisory Committee Member and /or Director is subject to the Rules of the Corporation and the Act.

In circumstances where this form has been completed to nominate to be appointed as a Regional Advisory Committee member position (as set out in Rule 4.7), I **consent** to this form being sent to members as set out in rule 4.7 of the rule book on the basis that all personal information in Section A (other than my name) is redacted.

I **confirm** that I meet the eligibility criteria to be appointed a Director as detailed in:

For Regional Advisory Committee Members / Member Directors – Rules 4.5 and 7.4, being:	For Independent Specialist Directors – Rule 7.7, being:
is a Member of the Corporation, being either a: <ul style="list-style-type: none"> • Wellington Member • Greater Western Sydney Member or • Moree Member 	is not a Member of the Corporation or have any financial or familial interests in it
has consented in writing to be appointed as a Director of the Corporation using the form set out in Schedule 2 to these Rules	is not a member of any of the Regional Advisory Committees
has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in Rule 2	is at least 25 years of age
has a Director Identification Number	Has a Director Identification Number
within two months of appointment, obtains a National Police Certificate. If a National Police Certificate: <ul style="list-style-type: none"> • is not provided within two months of appointment • records a Serious Offence within the last 10 years • records pending charges for a Serious Offence • records a conviction for a Serious Offence during the term of appointment the appointment as Regional Advisory Committee Member and/or Director is terminated immediately	is an Australian resident and resides in New South Wales
within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the appointment as Regional Advisory Committee Member and/or Director is terminated immediately	is not an employee of the Corporation or any subsidiary of the Corporation
within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the appointment as Regional Advisory Committee Member and/or Director is terminated immediately	was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment	has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
An individual who was a Director of the Corporation or an employee of the Corporation who was part of the executive management team at any time in the period 1 September 2020 to 17 September 2021 is not eligible to be appointed as a Regional Advisory Committee member at any time in the period up to and including the ARM of the Corporation for the financial year ended 30 June 2025	is independent and have demonstrated skills in financial management, corporate governance, accounting, law or the health sector

		gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 2 of these Rules
		<p>within one month of appointment, obtains a National Police Certificate. If a National Police Certificate:</p> <ul style="list-style-type: none"> • is not provided within two months of appointment • records a Serious Offence within the last 10 years • records pending charges for a Serious Offence • records a conviction for a Serious Offence during the term of appointment <p>the Independent Specialist Director's appointment is terminated immediately</p>
		signs the Director's Confidentiality Deed and Director's Code of Conduct prior to appointment
		has completed suitable governance training either prior to their appointment or within a period of six months following their appointment
		Has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within 6 months following their appointment

Signature of person: _____

Date: _____

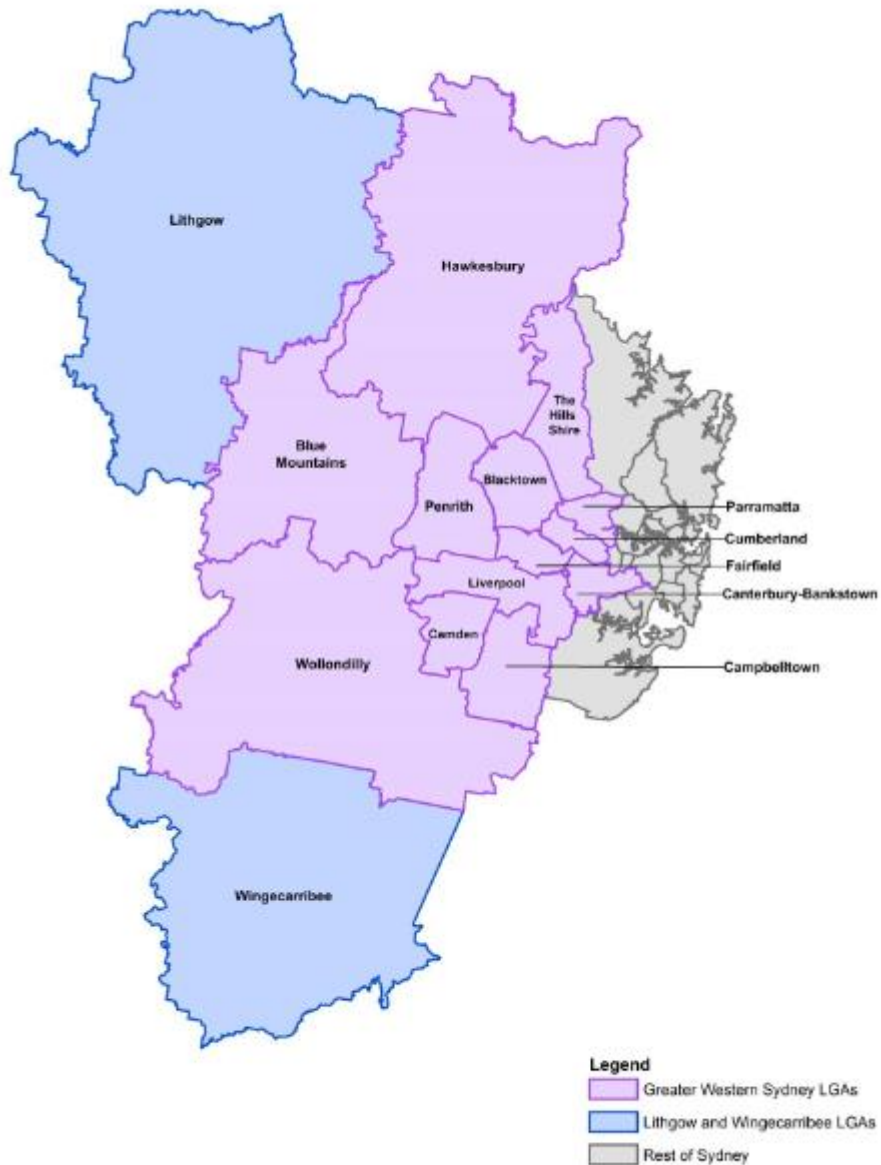
NOTE: This form should be completed and given to the Corporation **before** the person is appointed as a director—section 246-10(1) of the Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the Act

SCHEDULE 3 – LOCAL GOVERNMENT AREAS OF GREATER WESTERN SYDNEY

WELLINGTON ABORIGINAL CORPORATION HEALTH SERVICE

ICN:972

Local Government Areas of Greater Western Sydney



SCHEDULE 4—SPECIAL RULES FOR COVID-19

**WELLINGTON ABORIGINAL CORPORATION HEALTH
SERVICE**

ICN:972

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.

Special Rule 7: A majority of Regional Advisory Committee members may postpone or cancel an Annual Regional Meeting or Regional Meeting which has been called for their respective region.

Special Rule 8: A majority of Regional Advisory Committee members may postpone or cancel a Regional Advisory Committee meeting for their region which has been called or is otherwise required to be held by this rule book

Circulating resolutions

Special rule 9. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without an Annual Regional Meeting, Regional Meeting or 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 or Regional Advisory Committee members (as the case may be) 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 10. 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 11. Instead of being held at a physical place, an Annual Regional Meeting, Regional Meeting or 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 12. Notice of an Annual Regional Meeting, Regional Meeting or 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 13. If at least 21 days' notice has been given of an Annual Regional Meeting, Regional Meeting or General Meeting, the Corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

Voting at meetings

Special rule 14. If a show of hands is not possible at an Annual Regional Meeting, Regional Meeting or General Meeting, a resolution put to the vote may be decided by any other method of voting as determined by the Chairperson that allows the members to clearly indicate whether they are for or against the resolution.