



Mulungu Aboriginal Corporation



Primary Health Care Service

INCORPORATED 14 OCTOBER 1993

ICN: 1881 ABN: 83 709 684 565



RULE BOOK

Donations of \$2.00 and over are tax deductible

The rule book of Mulungu Aboriginal Corporation Primary Health Care Service

1. Name

The name of the corporation is: Mulungu Aboriginal Corporation Primary Health Care Service

ICN 1881

2. Objectives

The corporation is a not for profit charitable institution and aims to:

1. To create access for health care services for Aboriginal and Torres Strait Islander people by providing primary health care services to Kuranda District, Atherton District, Ravenshoe District, Mt Garnet District, Croydon District, Chillagoe District and Mareeba Districts.
2. To collect and maintain data by participating in research to improve the health and wellbeing of Aboriginal and Torres Strait Islander people
3. To promote and advocate for the health and wellbeing of Aboriginal and Torres Strait Islander people
4. Promote healthy mind, body and spirit by building individual and community knowledge.
5. Arrange a continuing program of increasing knowledge among Aboriginal and Torres Strait Islanders of principles and practices of nutrition and hygiene and related matters and of the availability and function of existing medical, dental, education and social welfare agencies
6. Provide access to training courses for volunteer workers, employees, directors and the members of the Corporation to enable them to assist in carrying out the objects of the Corporation.
7. Develop related family support services for Aboriginal and Torres Strait Islanders.
8. Maintain effective governance to improve practices to ensure the growth and development of our organisation and its members.
9. Do all things necessary or incidental to achieving the above objects.

3. Members

3.1 Who is eligible?

A member must be:

- at least 18 years of age
- an Aboriginal or Torres Strait Islander person
- who live in Mareeba town and district, including Dimbulah, Bibbohra, Mount Molloy and Chillagoe and have lived there for 6 months or more.

The corporation will have no joint members and no observers.

3.2 How to become a member

A person applies in writing.

A person is eligible under rule 3.1.

1. A person applies in writing by completing a Members Registration Form and signs this form acknowledging that they will abide by the Constitution
2. The board will consider each application for membership at the next Board meeting after the application is received. In considering an application for membership, the Board may:
3. accept or reject the application; or
4. ask the applicant to give more evidence of eligibility for membership.
5. If the Board asks for more evidence under clause 4, its determination of the application for membership is deferred until the evidence is given. If the evidence is not submitted within 60 days of the date of the notice issued under clause 6, the application for membership is deemed to have been withdrawn.
6. As soon as practicable following the deferral, acceptance or rejection of an application for membership, the Secretary will send the applicant written notice of the deferral, acceptance or rejection (as applicable). Where the application has been deferred the notice will include details of the additional evidence requested by the Board. Where the application has been rejected the notice must include the reasons for the Board's decision.

The directors agree.

The person's name is put on the register of members.

3.3 Members' rights

- can put forward resolutions at general meetings
 - can ask the directors to call a general meeting
1. Members are entitled to receive notices of, attend, speak and vote at general meetings of the Corporation.

2. No Member may use the name of the Corporation in support of any political campaign or candidate for public office, or to issue any announcements in relation to the Corporation, other than with written consent of the Board.
3. The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
 - Can look at the books and records of the corporation (if the Directors have authorised them to do this, or if the members have passed a resolution which lets them do this).
 - can be made a Director

3.4 Members' responsibilities

A member:

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

3.5 Liability of members

Members do not have to pay corporation debts if the corporation is wound up.

3.6 How to stop being a member

1. A member resigns in writing
2. A member dies

A member moves for more than 6 months from Mareeba town and district, including Dimbulah, Bibohra, Mount Molloy and Chilagoe.

A member's membership is cancelled.

3.7 Cancelling membership

There are two different processes for cancelling membership:

1. If a person is not eligible—as set out in rule 3.1—directors can cancel their membership by passing a resolution at a directors meeting. Before the meeting, directors need to give the member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.
2. If a member can't be contacted for two years or they misbehave the member can be removed by special resolution at a general meeting. The directors must then send that person a copy of the special resolution at their last known address, as soon as possible after it has been passed.
3. If a member is removed, their name must be taken off the register of members.

3.8 The register of members

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register

for former members, the date when they stopped being a member.

- It must be kept at the corporation's document access address.
- It must be available at the annual general meeting (AGM).

4 Meetings

4.1 AGM timing

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

4.2 AGM business

AGMs are for:

- confirming the minutes of the previous general meeting
- presenting reports: general, financial, directors
- electing directors
- choosing an auditor and agreeing on the fee
- checking the members' list
- asking questions about how the corporation is managed.

4.3 General meetings

A director can call a general meeting.

Members (at least five members or 10% of members, whichever is more) can ask directors to call a general meeting. The directors must call the general meeting within 21 days.

A notice must be sent out to all people entitled to get the notice about why the general meeting is being held.

4.4 General meeting business

General meetings are for:

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

4.5 Notice for general meetings

At least 21 days notice must be given.

Notice must be given to members, directors, officers, the contact person and the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting

- the business of the meeting

- if a special resolution is being proposed, and what it is

Notices can be given to members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, sent by fax or sent by email.

4.6 Members' resolutions

Members (at least five members or 10% of members, whichever is more) can propose a notice of a resolution and then give it to the corporation.

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 28 days after the notice has been sent out.

4.7 Quorum at general meetings

Number of members in corporation	Number of members to make a quorum
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20 or less members	= 2 members
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21 to 30 members	= 3 members
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31 to 40 members	= 4 members
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41 to 50 members	= 5 members
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51 to 60 members	= 6 members
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61 to 70 members	= 7 members
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71 to 80 members	= 8 members
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81 to 90 members	= 9 members
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91 members or more	= 10 members
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The quorum must be present during the whole meeting. If there's no quorum after 1 hour, the meeting is adjourned until the next week at the same time. If there's still no quorum, the meeting is cancelled.

4.8 Chairing general meetings

The directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

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

4.10 Voting

Each member who is present at a General Meeting has one vote. The chair has one vote (if he or she is a member) plus a casting vote.

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

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

4.11 Demanding a poll

At least 5 members or the chair can demand a poll.

A poll can be held before or after a show of hands vote.

4.12 Proxies

Members who wish to cast a vote must be present at the General Meeting.

5 Directors

5.1 Number of directors

The number of directors of the corporation is decided at the general meeting.

The minimum number is 5. Directors (which includes Chairperson, Secretary, Treasurer), and the maximum number is 9 directors (which includes Chairperson, Secretary, Treasurer).

5.2 Selecting Office Bears

Office bears will be selected at the next meeting after the AGM. The positions of Treasurer, Chairperson, and Secretary will be elected by calling for nominations from the elected board members.

5.3 Eligibility of directors

A director must be:

- a member
- not a staff member of the Corporation

5.4 Majority of director requirements

A majority of directors of the corporation must:

- usually reside in Australia
- be members of the corporation

5.5 How to become a director

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

Nominees can give the corporation their consent in writing to be a director 1 week prior to the AGM

Directors will be appointed at an AGM for a period of 2 years on a rotational basis. They are eligible to be re-elected.

5.6 How to fill vacancies

Directors can fill casual vacancies arising in the board, including office bearers.

Directors can appoint someone as a director to make up a quorum. Their appointment must be confirmed by resolution at the next general meeting or they stop being a director.

5.7 How to stop being a director

- A director dies.
- A director resigns, in writing.
- A director's appointment expires.
- A director is removed as a director by the members or the other directors.
- A director is disqualified from managing a corporation.

5.8 How to remove a director

By the members:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the meeting.
- The corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to the notice of the meeting (see rule 4.5).

By other directors:

- Directors can only remove a director if they fail to attend 3 or more consecutive directors meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.

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

5.9 Directors' and officers' duties

The duties are:

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

5.9 Conflict of interest (material personal interest)

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

This notice must give details of what the interest is and how it relates to the corporation. It must be given at a directors' meeting as soon as possible, and it must be recorded in the minutes of the meeting.

5.10 Payment

Directors are not paid unless they have a contract to provide goods or services (so long as the director has exercised any duty to disclose a conflict of interest).

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

5.11 Signing cheques (i.e. negotiable instruments)

Any two directors may sign cheques or other official documents. Or the directors may decide that cheques or other official documents can be authorised in a different way.

5.12 Delegation

A director can delegate any of their powers to:

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

5.13 Related party benefit

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

5.14 Directors' meetings

Directors must meet at least every 3 months.

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

A director can call a meeting by giving reasonable notice to all the other directors.

5.15 Quorum for directors' meetings

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

5.16 Chairing directors' meetings

The directors can elect a director to chair their meetings.

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

5.17 Using technology

Directors' meetings can be held at more than one place using any technology, as long as they all agree to it.

5.18 Resolutions at directors' meetings

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

The chair has a vote, plus a casting vote.

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favour of it.

6. Contact person

The contact person must be at least 18 years old.

The directors appoint a contact person.

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

The contact person must pass on any correspondence received to at least one of the directors within 14 days.

The contact person must give the corporation their consent in writing to become a contact person.

Large corporations have a secretary.

7. Records

Corporations must keep the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and register of former members

- names and addresses of directors, officers and the contact person
- financial records.

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

8. Finance and application of funds

Mulungu Aboriginal Corporation Medical Centre is a non for profit organisation and is endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997*. *The organisation can accept gifts of money or property for the purposes of the objectives of the corporation.*

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

Winding up the corporation:

- The wind up of the corporation shall be in accordance with the Act.
- In the event of the corporation being wound up, any monies received by the corporation from the Commonwealth that have not been applied or that have been improperly applied shall, on request by the Minister for Aboriginal and Torres Strait Islander Affairs of the Commonwealth or any other minister of the State or the Commonwealth who may be responsible for Aboriginal and Torres Strait Islander Affairs, be repaid by the corporation to the Commonwealth.
- The corporation may be dissolved by a resolution passed by a majority of at least three quarters of the members of the corporation present and voting at a General Meeting specially convened for the purpose. The resolution of dissolution shall specify a corporation, an Association or fund established for the benefit of Aboriginals generally in Australia to which the property and funds of the corporation shall be transferred. Such corporation, Association or fund shall be one which meets the requirements of Section 78(1)(a)(ii) of the Income Tax Assessment Act 1936.

9. Dispute resolution

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

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

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

If the dispute is about the Act or the corporation's rules, the directors or any of the dispute parties may ask the Registrar for an opinion.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve at a general meeting.