



Notice of Annual General Meeting

All members of the Corporation are advised that the Annual General Meeting (AGM) of the members of Melythina Tiakana Warrana (Heart of Country) Aboriginal Corporation (MTWAC) will take place as follows:

Date: Saturday, 16 November 2024

Time: 1.30pm – 3.30pm

Place: Noonameena (Riawunna, Centre for Aboriginal Education (Aquaculture Drive, Newnham Tasmania 7248) and using video via Microsoft Teams.

RSVP to: admin@mtwac.org.au by 31 October 2024.

Register of members

On arrival at the meeting, members should check the register of members and if needed, update their name, address and any other details. If you require an electronic copy of the register, please contact admin@mtwac.org.au

Nominate for a director position

There are six vacancies on the MTWAC board. Three of the vacancies are for directors' terms which have expired but are eligible for re-election:

Vacancy	Term
Re-election – Rob Anders	Two year term
Re-election – Lorrinda Murray	Two year term
Re-election – Nick Cameron	Two year term
Director vacancy	One year term
Director vacancy	One year term
Director vacancy	Two year term



To nominate yourself for a director position for vote at the AGM:

1. You must have a director ID (refer Appendix 2);
2. Have read the eligibility criteria at item 6.3 in the Rules;
3. Completed the forms at Appendix 1 and Appendix 2; and
4. Returned a signed copy of the forms to admin@mtwac.org.au by 7 November 2024.

Each person nominating to be a director will give a brief introduction at the AGM and share what they can bring to the position.

Annual General Meeting Agenda

Agenda item	Form	Lead
1.1 Welcome to Country	Verbal	
1.2 Confirm the Chair for the meeting	Verbal	Members
1.3 Attendees and apologies, and determine quorum	Verbal	Chair
2. Minutes of the previous meeting of members		
2.1 Confirm the minutes	Paper	Chair
2.2 Matters arising	Verbal	
3. Corporation Reports		
3.1 Annual report, inclusive of directors report, financial report and audited financial statements.	Paper	Chair
4. Questions about how the Corporation is managed	Verbal	Members
5. Matters for Voting		
5.1 Special resolutions The following special resolutions will be proposed at the meeting: <i>The members resolve that:</i> 1. <i>The proposed change of corporation name to Melaythenner Teeackana Warrana (Heart of Country) Aboriginal Corporation is accepted as the new name of the corporation,</i> 2. <i>The proposed rule book attached to the notice of the meeting of the members of the corporation be adopted as the rule book of the corporation.</i>	Paper	Members
5.2 Election of directors	Paper	Members
5.3 Appointment of auditor	Verbal	Members
6. Meeting finalisation		
6.1 Any other business	Verbal	Chair
7. Meeting close		



Appendix 1 – Consent to become a director

I, _____ (full name of person)

of _____ (residential address, a postal address is not sufficient)

_____ give consent to become a director of the corporation.

I confirm my date of birth is _____ (date of birth)

and my place of birth was _____ (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

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

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

Signature of person _____

Date _____

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Appendix 2 - Duties of a director

As a director of Melythina Tiakana Warrana (Heart of Country) Aboriginal Corporation, I understand the legal duties required of me, as set out in the Corporations (Aboriginal and Torres Strait Islander) Act 2006, being:

Duty of care and diligence

Directors must exercise their powers and carry out their duties with reasonable care and diligence.

For example, they are across their corporation's affairs and:

- follow their corporation's rule book
- never miss a directors' meeting and always arrive on time
- read all the pre-meeting background papers
- know their corporation's financial position
- are not afraid to ask a lot of questions—especially if some of the matters presented to them are complicated or unclear.

I understand a breach of this duty may result in a civil penalty but not criminal liability.

Duty of good faith

Directors must exercise their powers and carry out their duties in good faith in the best interests of the corporation.

This means they must be honest and loyal in their dealings with each other and with the corporation.

For example, directors who act in good faith never make a decision for their own personal advantage. Their one and only concern is to act in the best interests of the corporation as a whole

I understand a breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

Duty to NOT improperly use position or information

Directors must not misuse their position, or use information obtained as a result of their position, to gain a benefit for themselves, someone else or to cause harm to the corporation.

For example, they must never pass on personal details about members to other people nor give out information that might allow someone competing for a corporation contract an unfair advantage.

I understand a breach of this duty may lead to a civil penalty or criminal liability, if the breach is reckless or intentionally dishonest.

Duty to disclose material personal interests

Directors must tell each other their personal interests in matters relating to the affairs of the corporation.

This is so directors can avoid making decisions about the corporation which could personally benefit them or their family. 'Material personal interest' is better known as a 'conflict of interest'.



It is very important to remember that at all times the corporation's interests come first. There is nothing wrong with having a conflict of interest so long as you, as a director, disclose all of the information about the conflict of interest to the other directors and abide by their decision how it is managed.

I understand a breach of this duty may result in a criminal penalty.

Duty to NOT trade while insolvent

Directors must not allow their corporation to trade when it does not have enough money to pay its bills when they are due.

To be 'insolvent' is to be unable to pay your debts when they fall due. If any one of the directors authorises a transaction, or makes a decision, which causes their corporation to become insolvent, they will have breached their duty to not trade while insolvent.

Directors should always know their corporation's financial position. Only then can they be sure that their corporation is not trading while insolvent.

I understand a breach of this duty may result in a civil penalty and, if dishonest, a criminal penalty.

Signature of person: _____

Name of person: _____

Date: _____

Director ID: _____

A director ID is required **before** nominating as a director. Applications without director IDs will not be considered. To apply for a director ID go to <https://www.abrs.gov.au/director-identification-number>.

The rule book of Melaythenner Teeackana Warrana (Heart of Country) Aboriginal Corporation

(ICN 7165)

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

The rule book contents

The rule book contents	2
1. Name	3
2. Objectives	3
3. Members	4
4. Circle of Elders	9
5. General meetings and AGMs (members' meetings).....	10
6. Directors	16
7. Contact person or secretary.....	21
8. Records	22
9. Finances	22
10. Dispute resolution	23
11. Changing the rule book.....	24
12. Gift fund rules.....	24
13. DGR Revocation or Winding up	25
14. Winding up.....	25
Schedule 1—Application for membership form	26
Schedule 2—Consent to become a director form.....	27

1. Name

The name of the corporation is: **Melaythenner Teeackana Warrana (Heart of Country) Aboriginal Corporation** (MTWAC)

2. Objectives

The objectives of the corporation are to assist in the relief of poverty, sickness, destitution, helplessness, distress, suffering, and misfortune, among Aboriginal and Torres Strait Islander people, through the process of supporting social and economic development.

To improve the life and wellbeing of members. We are here to live well, be healthy and happy, create a better world for our children and their children, look after our country and strengthen our culture.

The corporation aims to achieve its objectives by:

- Providing and directing benevolent relief from poverty, sickness, suffering, misfortune, disability, destitution, helplessness and disadvantage among Tasmanian Aboriginal people, especially the Aboriginal people from the Country of ***Tebrakunna*** (Coastal Plains Nation).
- Providing environmental, social, economic and cultural benefits to Tasmanian Aboriginal people, especially the Aboriginal people from the Country of ***Tebrakunna*** (Coastal Plains Nation).
- Advocate Aboriginal needs and aspirations to government departments and non-government organisations.
- Establish and maintain an Aboriginal cultural artifacts and knowledges keeping place.
- Conduct and advocate research into Aboriginal history and cultural practice.
- Develop, re-establish and conduct interdisciplinary Aboriginal ceremonial practices.
- Purchase, market and promote Aboriginal cultural products.
- Mentor and showcase Aboriginal artistic expression.
- Conduct Aboriginal cultural heritage experiences on-Country.
- Develop and conduct Aboriginal cultural awareness training.
- Reclaim and establish our rightful historical and contemporary place as the original People of Tasmania.
- Operate with the highest integrity in business in order to protect Aboriginal cultural heritage and practice as specified by the members.
- Explore and develop cultural tourism ventures including partnerships with key stakeholders.
- Explore avenues for funding and grants from State and Federal Government and private enterprise, for program services, land acquisitions, commercial ventures and infrastructure development.
- Conduct workshops to assist with health, wellbeing, and healing programs.

- Develop or promote commercial ventures or employment opportunities for Aboriginal people in land and water management.
- Explore opportunities for dual or co-management, including management, restoration and care of country and areas of significance including both land and water environments.
- Explore and develop opportunities for return of land through formal lease agreements, acquisitions, and handbacks.
- undertaking any other things or activities which are incidental or ancillary to the attainment of the above.

To seek endorsement as a deductible gift recipient or to operate and maintain a gift fund to be known as ‘The **Melaythenner Teeackana Warrana (Heart of Country) Aboriginal Corporation** Gift Fund’, herein called “the Gift Fund”, in accordance with the requirements of the *Income Tax Assessment Act 1997*.

3. Members

3.1 Who is eligible?

Non-Indigenous people can be members providing the majority of members are Aboriginal people.

A Member must be at least 15 years old and meet the criteria under rule 3.3.1 (Aboriginal Members) and rule 3.1.2 (Associate Members)

3.1.1 Aboriginal Member Eligibility

An Aboriginal Member must be:

- an Aboriginal person who is a direct descendant of the Aboriginal Ancestors from the Country of **Tebrakunna** (Coastal Plains Nation).

3.1.2 Associate Member Eligibility

An Associate Member must be:

- An Aboriginal or Torres Strait Islander person who is not a direct descendant of Aboriginal Ancestors from the Country of **Tebrakunna** (Coastal Plains Nation)
- a non-Aboriginal or Torres Strait Islander person who is immediate family of an existing Aboriginal Member who is a direct descendant of the Aboriginal Ancestors from the Country of **Tebrakunna** (Coastal Plains Nation).
- At the discretion of the board of directors, a person who does not meet the above and is a friend or advocate and continues to support the organisation.

3.2 How to become a Member

3.2.1 Applying to become a Member generally

A person applies to be an Aboriginal Member or Associate Member in writing.

A person needs to be eligible under rule 3.1.

A person must be nominated by at least two Members of the corporation

A person must attend a general meeting in person or via video link.

3.2.2 Applications from persons who are Aboriginal

To apply as an Aboriginal person they must provide evidence of eligibility, including:

- a completed membership application form with application fee of \$10,
- a Statutory Declaration,
- a Birth Certificate, and
- a verifiable and authenticated family tree demonstrating direct descendancy from Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation).

3.2.3 Directors' considerations of applications for Aboriginal Membership

The directors must consider if the person who is applying to be an Aboriginal Member (ie as an Aboriginal direct descendant of the Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation), meets the following criteria for Aboriginality.

- they are a direct descendant of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation),
- they self-identify as a direct descendant of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation), and
- they are recognised by the community of direct descendants of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation).

3.2.4 Directors' considerations of applications for Membership generally

The directors must accept the application by resolution at a directors' meeting.

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

The directors must authenticate family trees with Members of the Circle of Elders or other community Elders (may not be a current Member of mtwAC) who have direct knowledge or connections to that family group/branch.

The directors must not accept an application if it results in a majority of Members being non-Aboriginal.

The person's name, address, membership status (Aboriginal member or Associate Member), and date they became a member is put on the Register of Members.

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

A person does not become an Aboriginal Member or Associate Member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

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

Note: An application for membership form is at Schedule 1—Application for membership form of this rule book.

3.3 *Members' rights*

3.3.1 *Aboriginal Members' rights*

An Aboriginal Member can:

- attend, speak and vote at general meetings
- be made a director (if the member is eligible to be a director—see rule 6.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 5.6
- ask the directors to call a general meeting under rule 5.3
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 10
- 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.

3.3.2 Associate Members' rights

An Associate Member can:

- attend, speak at general meetings
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)
- raise a dispute and have that dispute dealt with using rule 11
- look at the books of the corporation if the directors have authorised it or the Aboriginal Members pass a resolution at a members' meeting which approves it.

An Associate Member is not able to;

- vote at general meeting and/or AGM
- put forward resolutions at a general meeting and/or AGM
- be made a director

3.4 Members' responsibilities

A Member must:

- follow the corporation's rules
- let the corporation know if they change their postal or email address
- treat other members with respect.

Members should also attend general meetings (including AGMs) or give their apologies.

3.5 No membership fee

The Members of the corporation are not required to pay annual membership fees for ongoing membership of the corporation.

An upfront application fee of \$10 applies to cover membership application, administration and associated postage costs.

3.6 Liability of Members

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

3.7 How to stop being a Member

A person stops being a Member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 3.8 or 3.9.

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

3.8 Cancelling membership

A person's membership can be cancelled by Aboriginal Members passing a special resolution at a general meeting if the Member:

- can't be contacted for two years
- misbehaves
- is not an Aboriginal person (if this is a requirement for Aboriginal membership).

The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.

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

3.9 Directors' limited right to cancel membership

For grounds not covered by rule 3.8, a person's membership can be cancelled by the directors passing a resolution at a directors' meeting if the Member is not or stops being eligible for membership as set out in rule 3.1.

To do this, 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.

3.10 The register/s of members and former members

The register/s must contain:

- the names and addresses of Members and former Members
- the date when each person's name was added to the register
- if a person is not an Aboriginal or Torres Strait Islander person (if rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members)
- for former Members, the date when they stopped being a Member.

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

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

3.11 Certificates of Membership/Aboriginality

All new Aboriginal Members and Associate Members will be provided with a Certificate of Membership which includes their assigned resolution number.

Only Aboriginal Members who are direct descendants of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation), will be provided a Certificate of Aboriginality.

- Directors must ensure new Aboriginal Members satisfy the test set out in rule 3.2.3

4. Circle of Elders

The Circle of Elders is an invitational group of highly respected and regarded Elders within the organisation of whom the directors seek advice and guidance on matters of decision making; including but not limited to authentication (ratifying) of family trees used for memberships applications. The Circle of Elders have a recognised "Traditional Authority" within the community and organisation through knowledge of traditional cultural practices, laws and customs, as well as, and strong family connections.

4.1 Who is eligible?

Aboriginal members who are direct descendants of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation) and have demonstrated leadership or are recognised as contributing significantly to the community and/or have the highest level of respect and influence within the community.

- only Aboriginal Members who are direct descendants of Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation) are eligible.

4.2 How Members ascend to the Circle of Elders?

A Member can be nominated by at least 2 members at a general meeting and/or AGM.

A nomination of a Member to be invited into the Circle of Elders is ratified by the directors in consultation with the Circle of Elders.

The Member is not required to be in attendance at the general meeting and/or AGM, but must formally accept the nomination into the Circle of Elders.

4.3 Circle of Elders' rights

A Circle of Elder can:

- attend, speak and vote at general meetings
- attend, speak at directors meetings
- be made a director (if the member is eligible to be a director—see rule 6.3 on eligibility of directors)
- put forward resolutions at general meetings, including under rule 5.6
- ask the directors to call a general meeting under rule 5.3
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 10
- 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.

A Circle of Elder Member is not able to;

- vote at a directors meetings unless they are a director.

5. General meetings and AGMs (members' meetings)

5.1 AGM timing

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

5.2 **AGM business**

AGM business includes:

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

5.3 **Calling general meetings**

The directors can call a general meeting or AGM by passing a resolution in a directors' meeting or by circulating resolution.

The required number of Members can request the directors to call a 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 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.

5.4 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.

5.5 Notice for general meetings and AGMs

At least 21 days' notice must be given.

Notice must be given to:

- each 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 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)
- if a member can appoint a proxy.

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

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

5.6 Members' resolutions

The required number of Aboriginal Members can propose a resolution by giving notice of it to the corporation.

Number of Aboriginal Members in corporation	Number of Aboriginal Members required to propose a resolution
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 Aboriginal Members proposing it.

The corporation must give notice of the resolution to all Members in the same way as rule 5.5.

The corporation must consider the resolution at the next general meeting which is being held more than 28 days after the notice from the members has been given to the corporation.

5.7 Quorum at general meetings and AGMs

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	= 10 members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place. If there is still no quorum, the meeting is cancelled.

How to count the quorum

To work out if there is a quorum:

- count each Member present at the meeting (if a Member also holds a proxy, that member is only counted once)
- if rule 5.12 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 5.12 allows proxies and a Member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them
- if rule 5.12 allows proxies and a Member has appointed one or more proxies and the Member is also present at the meeting, do not count the member's proxy holders.

5.8 Chairing general meetings and AGMs

The corporation elects a chair and deputy chair at the annual AGM, these elected positions remain in place until the next AGM.

The directors can elect someone to chair a meeting if the elected chair or deputy chair are unavailable.

5.9 Using technology at general meetings and AGMs

General meetings and AGMs can be held at more than one place using any technology that gives Members a way of taking part but the type of technology to be used must be set out in the notice of meeting.

5.10 Voting at general meetings and AGMs

Each Aboriginal Member has one vote. Associate Members do not have a vote.

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

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 5.11. The chairperson tells the meeting whether they have received any proxy votes and how they are to be cast.

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

5.11 Demanding a formal count (i.e. a poll)

Either the chairperson or any member entitled to vote on the resolution can demand a poll. A poll is a formal count of votes.

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

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

5.12 Proxies at general meetings and AGMs

Proxies may not be appointed to attend or vote for Members at general meetings.

5.13 Other people at general meetings and AGMs

A person appointed by a member as their attorney under a power of attorney may not in their capacity as attorney attend general meetings and AGMs or vote for the Member, whether personally or through a proxy.

The chairperson may allow any person (excluding an attorney) other than a corporation director, Member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

5.14 Postponing a general meeting or AGM

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

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

The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting the new date, time and place.

6. Directors

6.1 *Role of directors*

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

The directors may exercise all the powers of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.

6.2 *Number of directors*

The number of directors of the corporation is nine (9).

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

6.3 *Eligibility of directors*

A director must be:

- at least 18 years old
- a Member
- an Aboriginal person who is a direct descendant of the Aboriginal Ancestors from the Country of *Tebrakunna* (Coastal Plains Nation).

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

- is an Associate Member.
- has been a member for less than 12 months.
- has been disqualified from managing corporations.
- has been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than 12 months.
- has been declared bankrupt in the last five years.

6.4 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people (only relevant if your rule 6.3 allows non-Indigenous people as directors.)
- usually reside in Australia
- be members of the corporation
- not be employees of the corporation.

The chief executive officer (CEO) may be a director but cannot chair directors' meetings.

6.5 How to become a director

The corporation can appoint a director by the Aboriginal Members passing a resolution at a general meeting or AGM.

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 6.7).

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

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

6.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 6.7) are appointed for two years. They must retire at the end of the second AGM after they take office. They are eligible to be re-elected.

If a director is replaced during their term, the replacement director holds office for the remainder of the replaced director's term.

The AGM minutes must record the term of each director appointed.

If, despite the operation of section 246-25(4) of the CATSI Act, the terms of all directors expire so that there are no directors appointed at a particular time, the directors holding office immediately before the expiry will continue to hold office until the members appoint new directors or reappoint the existing directors by resolution at a general meeting.

6.7 How to fill casual vacancies

The directors can appoint a person as a director to fill a casual vacancy.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 6.8) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 6.3 and any criteria that applies to the particular vacancy.

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

However, a person's appointment to fill a casual vacancy must be confirmed by Aboriginal Members passing a resolution at the next general meeting otherwise the person stops being a director at the end of the general meeting.

6.8 How to stop being a director

A person stops being a director if:

- the director passes away,
- the director resigns in writing,
- the director's term of appointment expires,
- the director is removed as a director by the Aboriginal Members or the other directors,
- the director is disqualified from managing a corporation,
- the director ceases to be a Member, but was a Member when they became a director.

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

6.9 How to remove a director

By resolution of the Aboriginal Members in a general meeting:

- A notice for a resolution to remove a director must be given to the corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 5.3) 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 5.5).

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 or AGM by resolution.

6.10 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.

6.11 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.

6.12 Payments to directors

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

Directors may be paid if they are employed by the corporation, or if they have a contract to provide goods or services to the corporation (so long as the director has fulfilled any duty to disclose a conflict as required by this rule book and the payment is fair and reasonable to the corporation).

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

6.13 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.

6.14 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.

6.15 Calling and giving notice of directors' meetings

Directors must meet at least every three months.

All directors must be given reasonable notice of a directors' meeting.

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

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

6.16 Quorum for directors' meetings

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting.

6.17 Chairing directors' meetings

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

6.18 Using technology

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

6.19 Resolutions by directors

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

- Each director (including independent or specialist non-member directors) has one vote.
- The chairperson of the meeting also has a casting vote (if required).

Directors can pass a resolution without a directors' meeting if all directors sign a statement saying that they are in favour of it.

7. Contact person or secretary

Small and medium corporations have a contact person. Large corporations have a secretary.

The directors appoint a contact person/secretary.

The contact person/secretary must be at least 18 years old.

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

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

The contact person/secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

8. Records

The corporation must keep 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.

9. Finances

The corporation must keep written financial records that:

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

When the corporation is a trustee it must also keep written financial records for the trust.

The corporation must follow these procedures.

- The corporation must give receipts for all money it receives.
- All money of the corporation must be deposited into a corporation bank account.
- All accounts must be approved for payment at a directors' meeting or in accordance with valid delegations.
- All cheques, withdrawal forms, electronic funds transfer (EFT) transactions, and other banking documents must be signed by at least two people authorised by the directors.
- All payments made out of the corporation's money must be supported by adequate documents which explain the nature and purpose of the payment.
- The corporation must keep adequate records for all cash withdrawals from the corporation's bank accounts (i.e. records that show the cash was used for a proper purpose and in accordance with the corporation's objectives).

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

Application of funds

The corporation is a not-for-profit corporation.

The directors can use the money and property of the corporation to carry out its objectives (see rule 2).

The directors cannot directly or indirectly give any money or property of the corporation to Members of the corporation. This rule does not stop the corporation from making:

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

10. Dispute resolution

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

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

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

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

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

Seeking assistance from the Registrar

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

For more information on members' rights see rule 3.3.

11. Changing the rule book

The rule book can be changed by the Aboriginal Members passing a special resolution at a general meeting or an AGM. The proposed changes must be set out in the notice of the meeting.

Within 28 days after the resolution is passed, the corporation must send the Registrar copies of the:

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

The changes do not take effect until the new rule book is registered by the Registrar.

12. Gift fund rules

The corporation shall maintain for the main purposes of the corporation a gift fund:

- to be named ‘The Melaythenner Teeackana Warrana (Heart of Country) Aboriginal Corporation (MTWAC) 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*.

13. DGR Revocation or Winding up

At the first occurrence of:

- (a) The winding up of the Gift Fund; or
- (b) The Corporation ceasing to be endorsed as a deductible gift recipient under the Tax Act, any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:
 - (i) Which is charitable at law;
 - (ii) Whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as outlined in rule 10; and
 - (iii) Gifts to which are deductible under Division 30 of the Tax Act.

The identity of the fund, authority or institution must be decided by the Board.

14. Winding up

Surplus assets of the corporation

Where:

- the corporation is wound up, and
- after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus assets of the corporation exist

the liquidator can decide or the Aboriginal Members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any Member or to any person to be held on trust for any Member and can only be given to a charitable organisation/s with similar charitable purposes.

Surplus assets of gift funds

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

Schedule 1—Application for membership form

Melaythenner Teeackana Warrana (Heart of

Country) Aboriginal Corporation ICN 7165

Application for membership

I, (first name of applicant)

..... (last name of applicant)

of (address of applicant)

.....

apply for membership of the corporation.

I declare that I am eligible for membership.

I am: Aboriginal Torres Strait Islander neither

Signature of applicant

.....

Date

.....

Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of members	Date:
Applicant notified of directors' decision	Date:

Schedule 2—Consent to become a director form

Melaythenner Teeackana Warrana (Heart of

Country) Aboriginal Corporation ICN 7165

Consent to become a director

I, (full name of person)

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

give consent to become a director of the corporation.

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

and my place of
birth was (place of birth)

I acknowledge I am automatically disqualified from managing corporations if I:

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

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

Signature of person

Date

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act.

The period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.