

The rule book of Ngaarda Media Aboriginal Corporation

ICN: 8152

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

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1. Name

The name of the corporation is: **Ngaarda Media Aboriginal Corporation**

2. Objectives

The corporation aims to:

Operate an Aboriginal media operation that promotes Aboriginal perspectives to the broader community, supports Aboriginal people's religious and culture beliefs, provides Aboriginal training and improves the communication of world issues to Aboriginal people and entertainments.

3. Members

3.1 Who is eligible?

The corporation shall have two classes of members:

- corporate members who have voting rights at general meetings
- individual members who have no voting rights at general meetings

There shall be four corporate members. The corporate members are:

- the Yindjibarndi Aboriginal Corporation
- the Juluwarlu Group Aboriginal Corporation
- the Cheeditha Group Aboriginal Corporation
- the Ngurawaana Group Aboriginal Corporation

An individual member must:

- be over 18 years of age;
- be an Aboriginal person;
- have been nominated to become a director of the Ngaarda Media Aboriginal Corporation by the directors of the corporate members;
- have consented in writing to be appointed as a director of Ngaarda Media Aboriginal Corporation.

3.2 How to become an individual member

An individual becomes a member of the corporation when they are appointed as a director of the corporation and the person's name and the date they became a member is entered on the register of members

3.3 *Members' rights*

A member can:

- attend and speak at general meetings, however only corporate members have voting rights
- put forward resolutions at general meetings
- ask the directors to call a general meeting
- look at the books and records of the corporation (if the directors have authorised them to do this, or if the members have passed a resolution which lets them do this).

3.4 *Members' responsibilities*

A member must:

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

3.5 *Liability of members*

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

3.6 *How to stop being a member*

An individual stops being a member if:

- they resign in writing
- their membership is cancelled under rule 3.7.
- they stop being a director of the corporation.

A corporate member stops being a member if it resigns in writing or goes into liquidation or is deregistered

The member's name and date they stopped being a member must be put on the register of former members.

3.7 *Cancelling membership of individual members*

The membership of an individual member who ceases to be a Director is automatically cancelled.

If an individual member can't be contacted for two years or the member misbehaves or the member is not an Aboriginal person, the member can only 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.

If an individual member is not eligible for membership for some other reason, the directors can cancel their membership by passing a resolution at a directors meeting. Before the meeting, directors need to give the Member 14 days to object in writing. If the member objects, the directors can't cancel the membership. The member can only then be removed at a general meeting by resolution.

3.8 *The register of members and former members*

The register must contain:

- members' and former members' names and addresses
- the date when the names were put on the register
- if a member is not an Aboriginal or Torres Strait Islander corporation (if your rule 3.1 allows non-Aboriginal or non-Torres Strait Islander members)
- for former members, the date when they stopped being a member.

The register must be kept at the corporation's document access address or registered office. It must be available at the annual general meeting (AGM).

4. Meetings

4.1 *AGM timing*

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

4.2 *AGM business*

AGMs are for:

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

4.3 General meetings

Corporate members can call a general meeting

The directors can call a general meeting.

A notice must be sent out to all members 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
- completing the business specified in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days' notice must be given.

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

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, and what it is
- if a member can appoint a proxy.

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

A notice of meeting:

- sent by post is taken to be given three days after it is posted
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- Radio broadcasts, seven days in advance of meeting.

4.6 Members' resolutions

Members can propose a resolution by giving notice of it to the corporation.

Number of members in corporation	Number of members needed to propose a resolution
2–10 members	= 1 member
11–20 members	= 3 members
21–50 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 people entitled to it (see rule 4.5).

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

4.7 *Quorum at general meetings*

The quorum for a general meeting shall be a majority of individuals appointed as representatives of the corporate members to exercise its powers at general meetings of the Ngaarda Media Aboriginal Corporation.

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. If there is 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*

The corporate members have one vote.

The individual members do not have voting rights.

The chairperson does not have a casting vote..

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

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

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

The chairperson tells the meeting whether they have received any proxy votes and what they are.

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

4.11 Demanding a poll

Any member entitled to vote on the resolution or the chair can demand a poll.

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

A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies

A member who is entitled to attend and cast a vote is entitled to appoint a person as proxy to attend meetings and vote for them.

Proxies can also speak at meetings and join in demanding a poll. They can vote if their appointment allows them to.

A proxy appointment must contain the member's name and address, the corporation's name, the proxy's name, the meeting where the proxy is going, and it must be signed by the member.

The corporation must receive the proxy's appointment at least 48 hours before the meeting.

A person must not be a proxy for more than one members.

5. Directors

5.1 Number of directors

The corporation shall have five directors nominated by the corporate members as follows:

- two directors nominated by the Juluwarlu Group Aboriginal Corporation
- one director nominated by the Yindjibarndi Aboriginal Corporation
- one director nominated by the Cheeditha Group Aboriginal Corporation
- one director nominated by the Ngurawaana Group Aboriginal Corporation

The corporate members shall notify these nominations in writing to the Ngaarda Media Aboriginal Corporation

The corporation shall also have up to two independent or specialist non-member directors appointed in accordance with rule 5.6.

5.2 Eligibility of directors

A director must be:

- at least 18 years old
- an Aboriginal or Torres Strait Islander person (excluding independent or specialist non-member directors appointed in accordance with rule 5.6)

5.3 Majority of director requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal or Torres Strait Islander people (if your rule 5.2 allows non-Indigenous people as directors)
- usually reside in Australia
- be members of the corporation
- not be employees of the corporation.

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

5.4 How to become a director

At each AGM, the Ngaarda Media Aboriginal Corporation shall appoint persons nominated in writing by the corporate members (in accordance with rule 5.1) as directors of the Ngaarda Media Aboriginal Corporation and admitted as members by the outgoing directors (See rule 3.1. and 3.2) .

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

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

5.5 Directors' terms of appointment and rotation

The directors are appointed for a term of two years at every second annual general meeting.

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

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

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

5.7 How to become an office bearer (chairperson, vice-chairperson, treasurer)

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

5.8 How to fill vacancies

The corporate members can appoint someone as a Member and Director to make up a quorum. Their appointment must be confirmed by resolution at the next General Meeting or they cease to be a Member and Director.

5.9 How to stop being a director

A director dies.

A director resigns, in writing.

A director's appointment expires.

A director is removed as a director by the corporate members or the other directors.

A director is disqualified from managing a corporation.

A director ceases to be eligible for membership under rule 3.1.

The corporation must send the Registrar the director's personal details within 28 days after they stop being a director. The corporation can use the Registrar's *Notification of a change to corporation officers' details* form

5.10 How to remove a director

By the corporate member:

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

By other directors:

- Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse.
- Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- If the director objects, they cannot remove the director. The director can only then be removed at a general meeting by resolution.

5.11 Directors' and officers' duties

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.

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

5.12 Conflict of interest (material personal interest)

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

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

A director who has a material personal interest must not:

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

unless allowed to do so under the CATSI Act.

5.13 Payment

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

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

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

5.14 Related party benefit

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

5.15 Delegation

Directors can pass a resolution to delegate any of their powers to:

- another director
- a committee of directors
- an employee of the corporation
- any other person.

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

5.16 Directors' meetings

Directors must meet at least every three months.

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

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

5.17 Quorum for directors' meetings

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

5.18 Chairing directors' meetings

The directors can elect a director to chair their meetings.

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

5.19 Using technology

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

5.20 Resolutions at directors' meetings

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

The chairperson has a vote, plus a casting vote.

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

6. Contact person or secretary

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

The directors appoint a contact person or secretary.

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

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

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

The corporation must send the Registrar a contact person or secretary's personal details within 28 days after they are appointed. (See *Notification of a change to corporation officers' details* form)

7. Records

The corporation must keep the:

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

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

8. Finances

The corporation must follow these procedures.

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

9. Application of funds

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

Note: This rule does not stop the corporation from making reasonable payment to:

- a member in their capacity as an employee
- a member under a contract for goods or services provided.

10. Winding up

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

If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. The amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members, as determined by special resolution by the corporation's members. Surplus assets of the corporation cannot be given to any member or any person to be held on trust for any member.

11. Dispute resolution

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

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

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

The directors or any of the dispute parties may ask the Registrar for assistance.

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

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

12. Changing the rule book

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

Within 28 days after the resolution is passed, the corporation must send the Registrar a completed *Request to change corporation rule book form* together with copies of the:

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

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

Schedule 1—Application for membership form

Ngaarda Media Aboriginal Corporation – ICN: 8152

Application for membership

I, _____ (Name of Corporation)

of _____ (address of applicant)

apply for membership of the corporation.

I declare that I am eligible for membership.

Signature of Chairperson

Date

.....

Office use only

Application tabled at directors' meeting held on	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Entered on register of members	Date:

Schedule 2—Appointment of proxy form

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Appointment of proxy

I, _____ (full name of member)

of _____ (address of member)

am a member of the corporation.

I appoint _____ (full name of proxy)

of _____ (address of proxy)

as my proxy to vote for me on my behalf at the general meeting of the corporation (annual general meeting or other general meeting, as the case may be) to be held on

_____ (insert date of meeting)

and at any adjournment of that meeting.

Signature of member
appointing proxy

Date

NOTE: A proxy vote may be given to a member of the corporation or another person.
Check your corporation's rule book for rules about proxies—section 201-90 of the CATSI Act.

Schedule 3—Consent to become a director form

Ngaarda Media Aboriginal Corporation – ICN: 8152

Consent to become a director

I, _____ (first and last 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 was _____ (date of birth)

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

I also 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
 - are 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.