

**ABORIGINAL RESOURCE
AND DEVELOPMENT
SERVICES ABORIGINAL
CORPORATION**

ICN 8109

RULE BOOK

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1. NAME

The name of the corporation is **Aboriginal Resource and Development Services Aboriginal Corporation** ("Corporation").

2. OBJECTIVES

The Corporation aims to stand with and empower Aboriginal people through creating opportunities of access to information and services so the people no longer need to live in information deprived and marginalised communities. Use de-mystification or 'discovery education', to provide health, economic, legal, and formal education and through a process of community development, build capacity, equip and create opportunities of access to services so that the people can regain hope, pride and purpose, mastery over their lives, resources and living environment, to realise the dreams and hopes of the ones gone before, for this present generation and for those generations yet to come.

And in particular to:

- (a) create learning opportunities and access to services to deliver social harmony, economic self-sufficiency and equal opportunities amongst Aboriginal people in the Northern Territory, the Kimberly of WA and the APY Lands of SA;
- (b) develop and deliver de-mystification or 'discovery education' so the people can understand the dominant cultures world that now controls them. In particular to deliver health, economic and legal literacy, allowing the people to interpret the world around them so they can regain control of their own lives and living environment;
- (c) Use the people's own language, world view and cultural knowledge base as building blocks for education and interaction;
- (d) provide more equal access to health, economic, educational, legal, religious and social services;
- (e) train: community development workers, community development educators, patient educators, linguistic workers and others in a cross cultural – cross language environment to provide effective education and development opportunities;
- (f) establish media networks for equal access to information, knowledge and educational around regional language groups, while assisting Aboriginal people to develop and maintain their own networks, including the provision of a radio, television and or other electronic and communication media in their own language;
- (g) build E-learning classrooms and networks making formal education available to the people where they live, in their own language;
- (h) support and establish language centres and language resources and the provision of language services (interpreting, translation, communication facilitation and cultural brokerage) for Aboriginal people;
- (i) provide support for the learning and preservation of Aboriginal languages;
- (j) assist Aboriginal people with the running of their local organisations, resource centres, educational and health services, and economic activities on their lands;
- (k) provide advocacy, conflict resolution and other intercultural legal support, training and accessibility to such services;

- (l) act where necessary in advocacy with and for Aboriginal people providing advice and or direction to Government in relation to policy or legislation allowing the people to have equitable access and protections as would be expected by the wider community as part of their normal citizenship rights;
- (m) provide where necessary cross-cultural cross-language advice to companies and individuals on effective development and employment strategies;
- (n) assist Aboriginal people to establish, develop and maintain their own initiatives to provide a range of support services on their lands;
- (o) link and provide more equal access to legal and other support services;
- (p) promote, maintain, use and archive the wealth of Aboriginal culture including the intellectual and academic cultural knowledge for the sake of future generations;
- (q) promote reconciliation through recognition and understanding of Aboriginal culture, law and spirituality throughout the Australian community;
- (r) run courses, seminars and workshops promoting cultural awareness, capacity building, cross-cultural / cross-language communications skilling, community development, community education, linguistics training and language learning;
- (s) promote education about the contemporary legal system by using Aboriginal languages and customary legal structures to foster interaction between Aboriginal people and other Australians;
- (t) promote the recognition of Aboriginal traditional law by the contemporary Australian legal and political structures;
- (u) operate or manage accounting, educational, health and other services including facilities for the benefit of Aboriginal people;
- (v) relieve the poverty, misfortune, disadvantage, distress, dispossession and suffering of Aboriginal people through various means;
- (w) carry out all such other activities that the Directors deem appropriate.

3. POWERS OF THE CORPORATION

Subject to the Act and these rules, the Corporation has the power to do anything lawful to carry out the objectives of the Corporation, and in particular, may -

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

4. MEMBERS

4.1 *Classes of Membership*

The Corporation shall have two classes of Members as follows:

- (a) One (1) Corporate Member who has the sole right to appoint or remove Directors in accordance with this rule book as well as voting rights on all matters at General Meetings; and
- (b) Individual Members who have voting rights at General Meetings on all matters except for matters relating to the appointment or removal of Directors or removal of Members for the purpose of removing such Member's Directorship.

4.2 *How to become a Member*

- (a) Corporate Member

There shall be only one (1) Corporate Member being The Uniting Church in Australia Property Trust (N.T.).

The Corporate Member's representative shall be a person appointed by the General Secretary of the Northern Synod of the Corporate Member.

The Corporate Member must provide written notification to the Corporation in relation to who it has appointed as its representative within seven (7) days of the appointment.

Further information about the Corporate Member's structure and terminology is provided on page 19.

- (b) Individual Member

When a person is appointed a Director of the Corporation in accordance with rule 6.4 (Director Member) and 6.6 (Specialist Member Director), they shall become an Individual Member when they complete an application for membership and it is approved by the outgoing Directors.

All Individual Members must be Aboriginal except for the Specialist Member Director who may be non-Aboriginal.

- (c) Former Member Directors

Once a Member Director no longer holds his/her position of Member Director, in an effort to retain the corporate knowledge of that former Member Director, that former Member Director is eligible to remain a Member of the Corporation despite no longer being a Member Director.

For avoidance of doubt, the Specialist Member Director is not eligible to elect to remain as a Member of the Corporation after he/she is no longer a Specialist Member Director.

The ability to remain as Member of the Corporation is on the condition that the Director was not removed as a Director or otherwise disqualified from being a Director. The former Director Member must provide a written advice to the Corporation within 28 days from the date he/she ceased being a Director Member that he/she wishes to remain as Member.

The Member's name, address and date they became an Individual Member must be entered on the Register of Members.

4.3 Members' rights

A Member can:

- attend and speak at General Meetings;
- vote as follows:
 - (a) where the Member is an Individual Member, he/she can vote at General Meetings on all matters except for matters relating to the appointment or removal of Directors of the Corporation;
 - (b) where the Member is a Corporate Member, it can vote on all matters including relating to the appointment or removal of Directors of the Corporation;
- put forward resolutions at General Meetings in accordance with rule 5.6;
- ask the Directors to call a General Meeting in accordance with rule 5.3;
- 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).

4.4 Members' responsibilities

A Member must:

- follow the Corporation's rules;
- let the Corporation know if they change their address; and
- treat other Members with respect.

4.5 Liability of Members

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

4.6 How to stop being a Member

(a) How to stop being an Individual Member

An Individual Member ceases to be an Individual Member of the Corporation if:

- the Member dies;
- the Member resigns in writing;
- the Individual Member stops being a Director of the Corporation and does not elect to remain a Member; or
- the membership is cancelled in accordance with these rules.

(b) How to stop being a Corporate Member

The Corporate Member ceases to be a Member of the Corporation if:

- it ceases to exist;
- it resigns in writing;
- it goes into liquidation, or is de-registered; or
- a receiver and manager or voluntary administrator is appointed to it in which case its membership shall be suspended for the period that it is in receivership or under administration.

(c) Appointment of replacement Corporate Member

- If a Corporate Member stops being a Member, the Directors may appoint another Corporation as an interim Corporate Member until the conclusion of the next General Meeting. An interim Corporate Member has the same rights and powers as the Corporate Member before it stopped being a Member.

For avoidance of doubt:

- Other than an interim Corporate Member, a new Corporate Member can only be appointed by an amendment to this rule book;
- Should the Members decide that they do not wish to have a Corporate Member in their membership structure; the Members must make this decision by passing a Special Resolution at a General Meeting.

4.7 Cancelling Membership

(a) Membership Cancellation by Special Resolution

If a Member:

- can't be contacted for two (2) years;
- misbehaves; or
- is not Aboriginal,

their membership can only be cancelled by Special Resolution at a General Meeting.

The Directors must then send that Member the subject of the membership cancellation a copy of the Special Resolution at their last known address as soon as possible after it has been passed.

If a 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 must give the Member fourteen (14) days to object in writing to the cancellation of their membership. If the Member objects, the Directors cannot cancel the membership and the Member can then only be removed at a General Meeting by resolution.

(b) Membership Cancellations of former Member Director/s

If an Individual Member ceases to be a Director, their membership will be cancelled and the Register of Members updated after twenty-eight (28) days, unless the Individual Member informs the Corporation that it wishes to remain an Individual Member in accordance with rule 4.2(c).

4.8 The Register of Members and former Members

The Register of Members must contain:

- current and former Members' names and addresses;
- the date when the names were put on the Register of Members;
- for former Members, the date when they stopped being a Member.

The Register of Members must be kept at the Corporation's document access address or registered office. The Register of Members must be available at the AGM.

5. MEETINGS

5.1 AGM timing

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

5.2 AGM business

The business of an AGM is set out below:

- confirming the minutes of the previous General Meeting;
- presentation of Directors' report, general reports and financial reports;
- ratifying the appointments of the Directors chosen at the meetings of the Corporate Member held before the AGM (every second year);
- choosing an auditor (if required);
- checking the Register of Members;
- asking questions about how the Corporation is managed.

5.3 General Meetings

A majority of Directors can call a General Meeting.

The Members can ask Directors to call a General Meeting. The request must be signed by the number of Members set out in the table below.

Number of Members in Corporation	Number of Members needed to ask for 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% of Members

If the Directors receive a legitimate request from Members for a General Meeting they must call the General Meeting within twenty-one (21) days of receiving the request.

5.4 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.

5.5 Notice for General Meetings

At least twenty-one (21) days' notice must be given.

Notice must be given to Members, Directors, CEO, 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 customs), 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 two (2) 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 Members can propose a notice of a resolution and then give it to the Corporation. The proposal must be signed by the number of Members set out in the table below.

Number of Members in Corporation	Number of Members needed 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% of Members

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

The Corporation must give notice of the resolution to all people entitled to it (see rule 5.5).

The Corporation must consider the resolution at the next General Meeting which is being held more than twenty-eight (28) days after the notice has been sent out.

5.7 Quorum at General Meetings

Number of Members in Corporation	Number of Members to make a quorum
10 or less Members	= majority of the total number of Members
11 to 30 Members	= 5 Members
31 or more Members	= 10 Members

The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting can be adjourned until an agreed time later that day, failing which the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

5.8 Chairing General Meetings

The chairperson shall chair General Meetings.

If the chairperson is not available or declines to chair a General Meeting, the deputy chairperson shall chair the meeting. However, if both are absent from the meeting then the Members present must elect an individual present to chair it.

The chairperson shall have the right to ask a Member to leave a General Meeting if the Member is being disruptive to the meeting.

5.9 Using technology

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

5.10 Voting

The voting rights on subject matters of each membership class are specified in rule 4.1 and 4.3.

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

A challenge to a right to vote at a 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 by placing voting cards in labelled ballot boxes).

The chairperson of the meeting 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.

5.11 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 chair 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.

5.12 Proxies

Members can 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 twenty-four (24) hours before the meeting.

A person must not be a proxy for more than two Members.

6. DIRECTORS

6.1 Number of Directors and Appointment of Directors

The Corporation must at all times have the following Directors:

- Eight (8) Member Directors appointed by the Northern Regional Council of the Uniting Aboriginal and Islander Christian Congress of the Corporate Member; and
- one (1) Specialist Member Director as appointed by the Board on the nomination of the General Secretary of the Northern Synod of the Corporate Member.

6.2 Eligibility of Member Directors

A person is eligible to be appointed as a Member Director if they:

- are at least 18 years old; and
- Aboriginal.

A person is not eligible to be appointed, or hold office, as a Member Director if they:

- have been disqualified from managing a corporation; or
- are an employee of the Corporation; or
- owe the Corporation more than \$1,000, and the debt has been outstanding for more than thirty (30) days.

6.3 Director Requirements

All Directors of the Corporation must:

- be individuals who are Aboriginal, except for the Specialist Member Director;
- usually reside in Australia; and
- be a Member of the Corporation.

6.4 How to become a Member Director

The seven (7) Member Directors will be nominated by the NRCC of the Corporate Member prior to every second AGM and the selection of Member Directors must be decided based on the following considerations:

- that the appointment of Directors are from particular areas in accordance with the Corporation's physical locations of substantial business or matters at the time;
- that the proposed Director is of good standing in the Aboriginal community;
- that the proposed Director has some familiarity with corporate governance in order for the Director to fulfil their duties as a Director.

The Member Directors must give the Corporation their consent in writing to act as a Director and must complete an application for membership and be admitted as Members by the outgoing Directors before being appointed.

The Corporation must send the Registrar the Director's personal details within twenty-eight (28) days after they are appointed. The Corporation can use the Registrar's Notification of a change to corporation officers' details form.

6.5 Payment

At the request of the CEO, Directors may provide other services to ARDS and receive payment as a supplier (using a Statement by a supplier form). The CEO must report at each Directors' meeting on all occasions where services have been provided by Directors in the previous quarter.

6.6 Directors' terms of appointment

A Director cannot be appointed for a term of more than two (2) years but they are eligible to be re-appointed.

6.7 How to become a Specialist Member Director

The Board must appoint one Specialist Member Director where the General Secretary of the Northern Synod of the Corporate Member will recommend to the Board for appointment one (1) Specialist Member Director, and such Director must be selected for their skills in either financial management, corporate governance, government relations, law or a relevant specialist field that will be of benefit to the Corporation's activities.

A person must give the Corporation their signed consent to act as a Specialist Member Director before they are appointed.

6.8 How to become the chairperson or deputy chairperson

There shall be a chairperson and a deputy chairperson of the Corporation.

They will be elected from the Member Directors at the first Directors' Meeting following the AGM in every second year.

The chairperson and deputy chairperson can be removed from these positions by a resolution passed at a Directors' Meeting.

6.9 Temporary Vacancies and Temporary Appointments

Ensuring that the guidelines for appointing such Director in rule 6.5 and 6.6 are adhered to:

- in the event of a vacancy of a Member Director (including the chairperson and deputy chairperson positions), the NRCC branch of the Corporate Member must appoint the interim Director to fill that position;
- if a vacancy occurs for the Specialist Member Director position, the General Secretary of the Northern Synod of the Corporate Member must appoint the interim Director to fill that position.

The Corporation permits temporary vacancies of Director positions where such Director may express their short term period of temporarily standing down as a Director and date of resumption of directorship. All temporary vacancies and date of return to the directorship must receive written approval from the Corporate Member.

6.10 How to stop being a Director

A person stops being a Director of the Corporation if:

- they die;
- they resign in writing;
- the term of their appointment expires;
- they are removed as a Director by the Corporate Member;
- they are disqualified from managing a corporation;
- they become indebted to the Corporation for more than \$1,000 and the debt has been outstanding for more than thirty (30) days.

The Corporation must notify the Registrar within twenty-eight (28) days after a person stops being a Director. The Corporation can use the Registrar's *Notification of a change to corporation officers' details* form.

6.11 Removal of Director

A Director cannot be removed by any number of Individual Members.

The NRCC of the Corporate Member has the sole ability to remove a Member Director.

The General Secretary of the Northern Synod of the Corporate Member has the sole ability to remove a Specialist Member Director.

6.12 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; and
- a duty to ensure that the Corporation does not trade while insolvent.

The business of the Corporation is to be managed 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.

6.13 Delegation

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

- another Director;
- a sub-committee of Directors;
- an employee of the Corporation.

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

6.14 Sub-committee

The Directors may at any time appoint a sub-committee from its Members and shall determine the responsibilities and powers of the sub-committee.

Unless otherwise decided by the Directors, a sub-committee shall:

- consist of at least three (3) Directors;
- appoint one of its Members to be responsible for calling meetings of the sub-committee and inform the Directors of the name of the responsible person.

6.15 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 (unless allowed to do so under the CATSI Act):

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

6.16 Payment

The Directors cannot be paid a salary for their work as Directors of the Corporation.

However, subject to the availability of funds from a suitable funding source, the Directors can be paid sitting fees for time spent attending properly constituted Directors' Meetings and other meetings where they are required to attend to the Corporation's business (except AGMs and General Meetings).

The amount that can be paid to Directors for sitting fees to attend meetings must be set by a resolution passed by the Members at a General Meeting (section 252-1(2) of the CATSI Act).

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

6.17 Related Party Benefit

If the 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.

6.18 Directors' Meetings

Directors must meet at least every three (3) months.

The chairperson will usually call a Directors' Meeting.

A Director can ask the chairperson to call a Directors' Meeting.

A majority of the Directors can call a Directors' Meeting.

6.19 Quorum for Directors' Meetings

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

6.20 Chairing Directors' Meetings

The chairperson shall chair Director Meetings.

If the chairperson is not available or declines to chair a Directors' meeting, the deputy chairperson shall chair the meeting. However, if both are absent from the meeting then the Directors present must elect an individual present to chair it.

The chairperson shall have the right to ask a Director to leave a Directors meeting if the Director is being disruptive to the meeting.

6.21 Resolutions at Directors' Meetings

Each Director present at the meeting has a deliberative vote.

A question arising at a Directors meeting must be decided by a majority of votes.

If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

6.22 Using technology

Directors' Meetings can be held at more than one (1) place using any technology, as long as they all agree to it.

6.23 Reporting for Directors' Meetings

The CEO must provide reports and other information as requested by the Directors from time to time.

7. CONTACT PERSON

The Directors must appoint a Contact Person who must be at least eighteen (18) years old.

The Contact Person must pass on any correspondence received to at least one (1) of the Directors within fourteen (14) days.

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

The Corporation must send the Registrar the Contact Person's personal details within twenty-eight (28) days after they are appointed.

8. CHIEF EXECUTIVE OFFICER

The Corporation may appoint a full-time Chief Executive Officer (CEO) to manage the day-to-day operations of the Corporation and to promote the objects for which the Corporation is established. The CEO must report to the Directors on the operations of the Corporation in such form and frequency as the Directors determine.

The CEO shall have full delegated authority with respect to management of the Corporation's staff, resources and assets.

The Directors shall take all steps necessary to ensure that there are clear separation of powers between the Directors and the CEO.

If the Corporation appoints a CEO, they must be engaged under a contract of employment which specifies all relevant matters including duties, term of the contract, and remuneration. The contract must also have provisions that terminate his/her contract if:

- they become bankrupt or insolvent under administration; or
- they become incapable of holding office because of disqualification by a Court; or
- by reason of infirmity, absence or any other reason, a majority of the Directors is of the opinion that the CEO has ceased to effectively carry out the duties of the position.

9. 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.

10. FINANCES

The Corporation must follow these procedures:

- all money of the Corporation must be deposited into the Corporation's 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 (2) Directors, or by at least two (2) persons who hold an authority which has been properly delegated by the Directors under rule 6.12.

10.1 COMMON SEAL

The Corporation's Common Seal may be used for the purpose of signing Funding Agreements and other contracts, including contract variations.

One Director and one authorised staff member must sign under the Common Seal in order for it to come into effect.

The Board of Directors will delegate authority to sign under the Common Seal to at least one staff member within the Organisation, either CEO or Secretary.

The Common Seal must be kept locked inside the ARDS safe when not in use and a record must be made of each occasion of its use.

11. 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.

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

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

12. DISPUTE RESOLUTION

If a dispute arises amongst the Members or Directors, the parties must first try to resolve it themselves.

If the dispute is not resolved within ten (10) Business Days, any party may give a dispute notice to the other parties (Dispute Notice).

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 twenty (20) Business Days after the Corporation receives the Dispute Notice.

If the Directors cannot resolve the dispute, it must be put to the Members to resolve at a General Meeting

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

13. 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 twenty-eight (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:

- Rulebook changes;
- Special resolution;
- Minutes of the meeting.

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

14. WINDING UP

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

If on the winding up or dissolution of the Corporation, and after satisfaction of all its debts and liabilities, there remains any assets ("Surplus Assets"), the assets must not be distributed to the Members or former Members.

The Surplus Assets must be given or transferred to another organisation that:

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual Members; and
- (c) is determined by resolution of the Members.

Dictionary

"**Aboriginal**" means a person of the Aboriginal race of Australia.

"**Act**" means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.

"**AGM**" means an Annual General Meeting.

"**Books and Records**" include a register, any record of information, financial reports or records, or documents of a corporation however compiled, recorded or stored.

"**Business Day**" means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.

"**Contact Person**" means a person elected or appointed according to rule 7.

"**Corporate Member**" means The Uniting Church in Australia Property Trust (N.T.).

"**Corporation**" means the corporation referred to in rule 1.

"**Director**" means a person who holds office as a Member Director or a Specialist Member Director of the Corporation according to rule 6.

"**Dispute**" has the meaning given in rule 12.

"**General Meeting**" refers to both General Meetings and Annual General Meetings of the Members of the Corporation called and held according to rule 5.

"**Indigenous Corporation Number or ICN**" means that number given by the Registrar to the Corporation on registration.

"**Individual Member**" means a Member that is not a Corporate Member.

"**Member**" means a person whose name appears on the Register of Members.

"**Minutes**" means the record of proceedings and resolutions passed at General Meetings and/or Directors' meetings.

"**Objectives**" means the objectives set out in rule 2.

"**Officer**" is a Director, corporation secretary, administrator, special administrator, receiver, receiver and manager, liquidator or trustee of the Corporation or a person who makes decisions that affect a substantial part of the business of the Corporation; or could significantly affect the Corporation's financial standing.

"**Poll**" means voting at a General Meeting by the Members voting signing a paper headed "for" or "against" a motion or resolution, as the case may be (as opposed to voting by a show of hands). A poll can include a secret ballot.

"**Register of Members**" means the register of Members kept according to rule 4.8.

"**Registrar**" means the Registrar of Aboriginal and Torres Strait Islander Corporations appointed in accordance with the Act.

"**Related Party Benefit**" is the giving of a financial benefit to a person or group with a close relationship to the Corporation. Related parties include Directors, their immediate family Members or Corporations/entities they control.

"**Special Resolution**" means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

"**Surplus Assets**" has the meaning given in rule 14.

BACKGROUND/STRUCTURE AND TERMINOLOGY OF THE UNITING CHURCH IN AUSTRALIA PROPERTY TRUST (N.T.)

The Uniting Church in Australia Property Trust (N.T.) is an entity established under the Uniting Church in Australia Act (“Uniting Church Act”) of the Northern Territory Parliament. The Uniting Church in Australia Property Trust (N.T.) is the legal entity of the Northern Synod of the Uniting Church in Australia.

Northern Synod

The Northern Synod consists of two presbyteries:

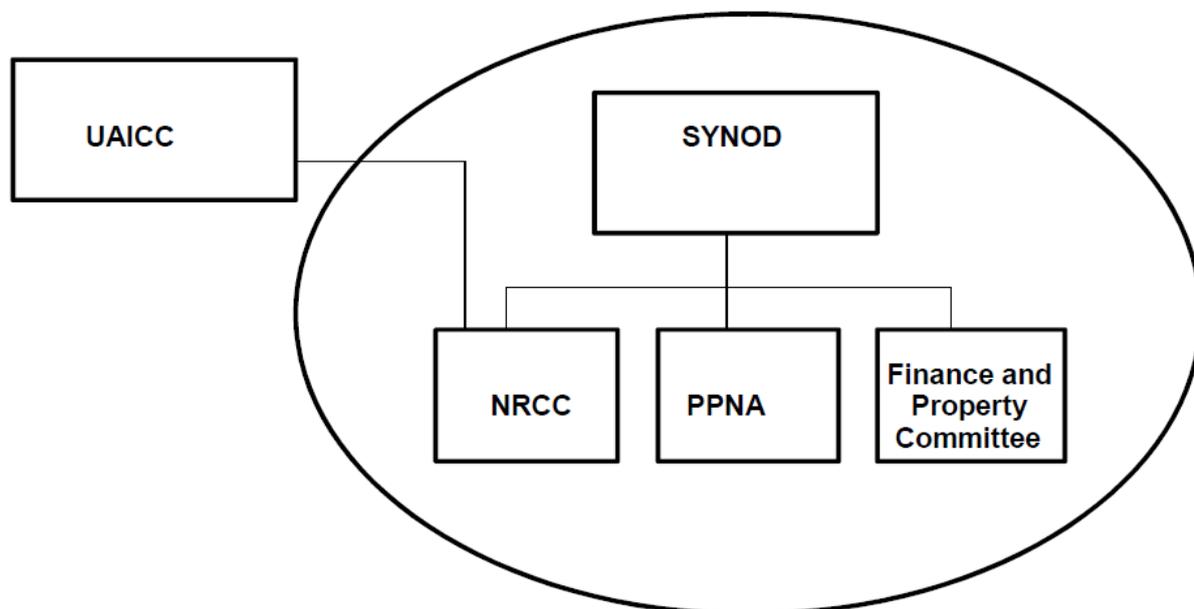
- the Northern Regional Council of Congress (“NRCC”); and
- the Pilgrim Presbytery of Northern Australia (“PPNA”)

NRCC

The NRCC is a regional committee of the Uniting Aboriginal and Islander Christian Congress (UAICC) and also a presbytery of the Northern Synod.

Representatives of more than 28 Aboriginal congregations make up the NRCC, where all members of the NRCC must be Aboriginal.

Below is diagram of the overall structure of The Uniting Church in Australia Property Trust (N.T.) as represented within the oval:



Dictionary terms relating to The Uniting Church in Australia Property Trust (N.T.)

“Northern Synod” means the Synod under The Uniting Church in Australia Property Trust (N.T.) which consists of two presbyteries, the NRCC and the PPNA.

“NRCC” means the presbytery Northern Regional Council of Congress of the Northern Synod.

“The Uniting Church in Australia Property Trust (N.T.)” is an entity established under the Uniting Church in Australia Act of the Northern Territory Parliament.

Schedule 1—Appointment of proxy form

Appointment of proxy

I, _____ (full name of Member)

of _____ (address of Member)

am a Member of **ABORIGINAL RESOURCE AND DEVELOPMENT SERVICES
ABORIGINAL CORPORATION ICN 8109**

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

(date of meeting)

and at any adjournment of that meeting.

Signature of Member _____

Date

NOTE: A proxy vote may be given to a Member of the Corporation or another person.

Schedule 2—Consent to become a Director form

Consent to become a Director

I, _____ (full name of Member)

of _____ (address of Member)

give consent to become a Director of:

**ABORIGINAL RESOURCE AND DEVELOPMENT SERVICES ABORIGINAL CORPORATION
ICN 8109**

effective on _____.

I also acknowledge that a person is automatically disqualified from managing corporations if they:

- 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 twelve (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.

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

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.