

The Rule Book of Red Lily Health Board Aboriginal Corporation (ICN:7558)



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

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1. Name

The name of the corporation is: Red Lily Health Board Aboriginal Corporation.

2. Definitions

In this Rule Book (constitution):

"Aboriginal and Torres Strait Islander" means a person who is:

- a member of the Aboriginal race of Australia;
- an Indigenous inhabitant of the Torres Strait Islands; or
- a descendent of the Bininj /Arrakpi people from the Red Lily Health Board Health Service Delivery Area.

“the Act” means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* throughout this document.

“HSDA” means the Health Service Delivery Area (or region) within which the Red Lily Health Board operates to provide services to residents (Attachment 1). The HSDA may also be referred to as the ‘Red Lily Health Service Delivery Area’.

“Iwarruidj” means the cultural, spiritual and interpersonal laws/rules that all Bininj/Arrakpi people are expected to live their lives by. These rules have been handed down from the Dreamtime and are expressed in Bininj/Arrakpi Dreaming.

"Membership Community" mean Aboriginal people who are normally and permanently resident in any one of the following Red Lily HSDA communities or Homelands areas:

- Cobourg Peninsula (Gurig National Park)
- Warruwi
- Minjilang
- Kunbarllanjanja and homelands
- Kakadu and homelands

"Aboriginal Health Practitioner" means an Aboriginal person registered pursuant to the Health Practitioners and Allied Professionals Registration Act (NT);

"Adult" means a person who has attained the age of 18 years;

"Delegation Manual" means a record of delegations to staff members pursuant to rule 7.15 of this Rule Book;

"Director" means a person appointed to that position in accordance with the terms and conditions of this Rule Book;

"Chief Executive Officer (CEO)" means the staff member appointed to this position by the Board. The CEO is responsible for the day-to-day management of the Corporation's affairs and operations, and for the implementation of the Board's decisions.

"Establishment Period" is the period dating from incorporation up to 2 years to enable continuity that will facilitate Red Lily Health Board developing corporate structures funds holding and service delivery capacity.

"Executive" means the group established pursuant to Rule 7.7 of this Rule Book. The Executive comprises the persons holding the positions of: Chairperson, Deputy Chairperson, Secretary, Treasurer and other Directors as required.

"Foundation Member" is a Member of the Corporation as at the date of its incorporation and is a person who signed the application for the incorporation of the Corporation.

"Member Community Meeting" means a meeting at a Membership Community with the majority of Members from the Membership Community in attendance.

"Traditional custodian" is a person of Bininj/Arrakpi descent who is determined to be so designated by the Bininj /Arrakpi people.

"Red Lily Health Service Delivery Area (RLHSDA)" means the region delineated in Attachment 1 to this Rule Book.

Expressions used in this constitution have the same meaning as those given in the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended, and unless otherwise stated referred to the Act throughout this document.

- where the word "he" appears in the constitution it can also mean "she";
- words in the singular number include the plural and vice versa;
- any inconsistency between this constitution and the Act shall be resolved in favour of the Act.

3. Vision

The Red Lily Health Board story is about threat, survival, re-emergence and growth.

Through our strong leadership we will grow. This re-emergence and growth will be driven by our people to encourage pride and empowerment within our communities.

Our Vision acknowledges the distinct and diverse identity of our people and their communities.

Governance is a non-Indigenous term applied to many concepts relating to fair and open practices, and sound and informed decision making. For Bininj/Arrakpi people the term governance has a much wider implication as it informs every aspect of their cultural, spiritual, and interpersonal relationships. For Bininj/Arrakpi people governance is called Iwarruidj. It is with Iwarruidj in mind that the Red Lily Health Board's vision, objectives and representative model have been developed.

4. Objectives

The corporation aims to:

- Empower Bininj/Arrakpi people by taking the lead in the delivery of high quality and effective Primary Health Care Services within the RLHB HSDA.
- Deliver a high-quality health service to Aboriginal and Torres Strait Islander peoples, other residents and visitors within the RLHB HSDA;
- Obtain and maintain healthcare accreditation for health service delivery for RLHB HSDA;
- Build effective and collaborative relationships with diverse stakeholders, including all levels of government, and not for profit agencies to ensure effective coordinated service planning and delivery;
- Provide a cross cultural health environment respecting the aspirations and needs of Aboriginal and Torres Strait Islander people and other cultural groups in the region;
- Develop and deliver appropriate health and well-being education programs to all people in the region to enable self-reliance and responsibility for own well-being;
- Promote and strengthen Aboriginal and Torres Strait Islander identity, wherever possible to lead, promote and support health initiatives in the broader community;
- Ensure communities and homelands are involved in health planning, program development, implementation, monitoring and evaluation across the region;
- Engage with the community on health research and Continuous Quality Improvement (CQI) research for the improvement of health services by supporting coordinated approaches and providing feedback.

- Encourage and support young people's involvement in areas of the Board, health services, local committees, and advocacy/advisory groups.
- Attract a skilled workforce and provide opportunities for employment by facilitating an Indigenous Career Development Plan and an Indigenous Career Pathway Plan;
- Hold title to any land within the RLHB HSDA or other property which may be granted to the Corporation on behalf of its Members;
- Relieve poverty, sickness, destitution, helplessness, distress, suffering and misfortune among the Aboriginal people of the Community, particularly when that disadvantage is caused by limited access to health care services;
- Address concerns related to social, environmental and or cultural determinates of health and wellbeing such as, adequate access to clean water, maintained and accessible airstrips, adequate housing, roads, systems of communication, sewerage, and flood mitigation.

To operate and maintain a gift fund to be known as 'The Red Lily Health Board Aboriginal Corporation Gift Fund' in accordance with the requirements of the *Income Tax Assessment Act 1997*.

5. Members

5.1 Who is eligible?

The corporation shall have two classes of membership:

- Full members who have voting rights.
- Associate members who have no voting rights.

A Full Member must be:

- at least 18 years of age; and
- an Aboriginal or Torres Strait Islander person:
 - normally and permanently resident in the RLHB HSDA; or
 - traditional custodian from within the RLHB HSDA who is not currently residing within the West Arnhem region.

An Associate Member must be:

- between 16 years and 18 years of age; and
- an Aboriginal or Torres Strait Islander person:
 - normally and permanently resident in the RLHB HSDA; or
 - traditional custodian from within the RLHB HSDA who is not currently residing within the West Arnhem region.

An Associate member upon turning 18 years of age will automatically become a full member.

5.2 How to become a Member

A person applies in writing on a membership form.

A person is eligible under Rule 5.1.

The Directors accept the application.

The person's name, address 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.

5.3 *Members' rights*

A Member:

- Can attend and speak at general meetings.
- Only full members can vote at general meetings.
- Is eligible to be a Director as per criteria 7.5 of this Rule Book.
- Can put forward resolutions at General Meetings.
- Can ask the Directors to call a General Meeting.
- Can look at the books and records of the Corporation (if the Directors have authorised them to do this, or if the Members have passed a resolution which lets them do this).

5.4 *Members' responsibilities*

A Member must:

- follow these Rules as outlined in the RLHB Rule Book.
- let the Corporation know if they change their address or contact details.
- treat other Members with respect.
- behave in accordance with the RLHB House Rules at all meetings and other board activities.

5.5 *Liability of Members*

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

The Members of the Corporation shall not be liable to contribute towards the payment of the debts and liabilities of the Corporation or towards the costs, charges and expenses of a winding up of the Corporation. A Director may be personally liable for unlawful actions.

5.6 *How to stop being a Member*

A person stops being a Member if:

- they resign in writing; or
- their Membership is cancelled (refer to Rule 5.7);
- they pass away.

The person's name, address and date they stopped being a Member is put on the register of former members.

5.7 Cancellling membership

If a Member:

- is not contactable through the address and contact details provided in the Register of Members for a period of 2 years or longer;
- misbehaves or breaches RLHB House Rules (Attachment 2)
- is not an Aboriginal or Torres Strait Islander person: or
- acts in a manner that is detrimental to the Corporation, seriously threatens or endangers Directors, Members or staff of the Corporation or threatens or endangers visitors to the Corporation premises or its clients and customers.

Their membership can only be cancelled 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.

5.8 Directors' limited right to cancel membership

For grounds not covered by rule 5.7, 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 5.1.

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.

5.9 *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 person
- For former members, the date when they stopped being a Member.

It must be kept at the Corporation's document access address or registered office.

It must be available at the annual General Meeting (AGM).

6. **Meetings**

6.1 *AGM timing*

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

6.2 *AGM business*

AGMs are for:

- confirming the minutes of the previous Annual General Meeting
- presenting reports: general, financial, Directors'
- election of office bearers (from Directors)
- choosing an auditor (if required) and agreeing on the fee
- checking the register of members
- asking questions about how the Corporation is managed.

6.3 General Meetings

The Chairperson or two Directors can call a General Meeting.

Members can ask Directors to call a General Meeting (in writing outlining relevant business).

The Directors must provide at least 21 days' notice of a General Meeting.

Number of Members	Number of Members needed in Corporation 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 per cent of Members

6.4 General Meeting business

General Meetings are to:

- confirm the minutes of the previous meeting
- address the business listed in the meeting notification.

6.5 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 appointed by the Board.

The notice must set out:

- the place, date and time for the meeting;
- the business to be conducted at the meeting;
- if a special resolution is to be considered at the General Meeting, full details of that Special Resolution; and
- arrangements for Members to appoint a proxy for the purposes of voting at the General Meeting.

Notices can be given to Members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address, community noticeboards, sent by fax, sent by email or other culturally appropriate communication methods.

A notice of meeting:

- sent by post is assumed to have been received 7 days after it is posted; and
- sent by fax, or other electronic means, is taken to be received on the next business day after it is sent.

6.6 Members' resolutions

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

Number of Members	Number of Members needed in Corporation 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 Members proposing it.

The Corporation must give notice of the resolution to all people entitled to it (see Rule 6.5).

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.

6.7 Quorum at general meetings

Number of Members	Number of Members in Corporation to make a quorum
30 or less 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 two hours, the meeting is adjourned until the next week at the same time. If there is still no quorum at the second meeting, the meeting is cancelled.

6.8 Chairing General Meeting

The Chairperson or Deputy Chair will chair General Meeting. If both the Chair and Deputy Chair are absent or do not wish to chair the meeting, the Directors will pick a chair for that General Meeting. If the Directors do not select a Chair for the General Meeting, the Members must elect a Chair from among their number.

6.9 Using technology

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

6.10 Voting

Each Member has one vote.

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 at a meeting, 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 must tell 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.

6.11 Demanding a poll

Any Member entitled to vote on the resolution or the Chairperson 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.

6.12 Proxies

A Member can appoint another Member to act as their proxy to attend general meetings and vote for them.

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 and the person to whom the proxy is appointed.

The Corporation must receive the proxy's appointment at least 48 hours before the commencement of the General Meeting. (see Schedule 2)

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

7. Directors

7.1 Role of directors

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors 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.

7.2 Directors

The number of directors of the corporation is between 7 and 10 directors. This number includes up to three independent or specialist non-member directors.

The composition of the board should include one representative from each Community and the Homelands listed below:

- Cobourg Peninsula (Gurig National Park)
- Warruwi
- Minjilang
- Kunbarllanjanja and one homeland
- Kakadu and one homeland

7.3 Eligibility of Directors

Directors must be at least 18 years of age and a member of the corporation.

Directors must not:

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* 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 that is punishable by imprisonment for more than 12 months;
- be an undischarged bankrupt;
- have been disqualified under the Corporations Act 2001 from managing corporations;
- have signed a personal insolvency agreement and have not kept to the agreement;
- have been convicted of a serious offense.

7.4 Majority of Director requirements

A majority of elected Directors of the Corporation must be a descendent of the Bininj/Arrakpi people from the Red Lily Health Board HSDA.

A majority of directors must:

- be Aboriginal;
- reside in Australia;
- not be employees of the Corporation; and
- not be Directors of companies that are contracted to the RLHB.

The Chief Executive Officer of the Corporation may advise the Directors but cannot become a Director or chair Directors meetings.

7.5 How to become a Director

The governance structure of the Corporation is representative of the communities in the RLHB HSDA.

Member communities shall nominate, and endorse, a Member/s to become a RLHB Director which will then be formally accepted at the AGM.

The Members from each Community shall elect or appoint one director to represent the following communities and homelands:

- Cobourg Peninsula (Gurig National Park)
- Warruwi
- Minjilang
- Kunbarllanjanja and one homeland
- Kakadu and one homeland

7.6 Directors' terms of appointment and rotation

Directors (other than those appointed under rule 7.8) are appointed for two years. For directors appointed at the AGM there is a rotation system, so that half the directors must retire at each AGM. They are eligible to be re-elected.

To start the rotation, half of the directors at the time these rules are registered will only hold office until the next AGM and must retire. At every subsequent AGM the directors who did not retire at the previous AGM must retire.

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 and directors are to keep track of each rotations.

7.7 How to become an Executive Member

(Chairperson, Deputy Chairperson, Secretary and Treasurer)

The Executive Members (Chairperson, Deputy Chairperson, Secretary, and Treasurer) are Directors of the Corporation and are elected by the Members at the AGM.

The Executive may co-opt other Directors to become Executive members, in addition to the Chairperson, Deputy Chairperson, Secretary and Treasurer, as required. This can be on a permanent or temporary basis, based on skills, expertise, representative value and/or Executive workload.

7.8 How to become an independent or specialist non-member Director

The Directors may appoint up to three non-member Directors. Non-member Directors may be selected because they are independent or have skills in financial management, corporate governance, accounting, law or a field relating to the Corporation's activities or both.

Non-member Directors must:

- give the Corporation their written consent to become a Director before being appointed.
- be 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. Non member directors shall be non-voting positions on the board.

7.9 How to fill vacancies

Directors can fill casual Director Vacancies, including Executive Members.

Directors can appoint a member from the community where the position is vacant and must meet rule 7.5. Their appointment must be confirmed by resolution at the next General Meeting or they stop being a Director.

7.10 How to stop being a Director

A Director passes away or becomes incapacitated due to illness.

A Director resigns, in writing.

A Director's appointment expires.

A Director is removed as a Director by the Members or the other Directors for breaches of the Red Lily Health Board House Rules.

A Director is disqualified from managing a corporation.

7.11 How to remove a Director

By the Members:

- A notice for a resolution to remove a Director must be given to the Corporation at least 21 days before the meeting.
- The Corporation must give the Director concerned a copy of the notice as soon as possible.
- The Director can give the Corporation a written statement and speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see Rule 6.5).

By other Directors:

- Directors can remove a Director if the Director fails to attend three or more consecutive Directors meetings without a reasonable excuse or for serious breaches of the Red Lily Health Board House Rules.
- Directors must give the Director a notice in writing and they must give the Director 14 days to object in writing.
- If the Director objects, they cannot remove the Director. The Director can only then be removed at a General Meeting by resolution.

7.12 Directors' duties

The duties are:

- A duty to act with care and diligence with regard to the affairs of the Corporation;
- A duty of good faith with regard to the affairs of the Corporation;
- A duty to disclose a conflict of interest (material personal interest) with regard to the affairs of the Corporation;
- A duty not to improperly use (or misuse) the position of Director or misuse information that is made available to those appointed as Director
- A duty to ensure the Corporation does 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 Act or this Rule Book requires the Corporation to exercise in General Meeting.

For further information about Directors roles and responsibilities (see Attachment 3).

7.13 Conflict of interest (material personal interest)

A Director who has a material personal interest in a Corporation matter must tell the other Directors.

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

A Director who has a material person interest must not:

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

The Board shall establish and maintain a conflict of interest register.

7.14 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 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.

7.15 Delegation

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

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

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

7.16 Related party benefit

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

7.17 Directors' meetings

Directors must meet at least every three calendar 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.

7.18 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.

7.19 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 deputy chair will chair the meeting. If the Chair and deputy chair are not available then 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.

7.20 Using technology

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

7.21 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.

7.22 Responsibilities of Executive Board Members

The duties of Executive Board Members are to:

- Prepare an agenda for meetings of Directors;
- Prepare recommendations for the Board's consideration on matters concerning the management of the Corporation's affairs, programs or management;
- Discuss/raise any other matter at the discretion of the Executive Board Members;
- Exercise all powers not reserved elsewhere in this Rule Book and act for the Board between meetings; and
- Be accountable to the Directors for their actions and use of powers.

7.23 Alternate directors

With the other directors' approval, a member director may appoint an alternate to exercise some or all of the director's powers for a specified period.

If the appointing director requests the Corporation to give the alternate notice of directors' meetings, the Corporation must do so.

When an alternate exercises the director's powers, the exercise of the powers is just as effective as if the powers were exercised by the director.

The appointing director or the directors by resolution may terminate the alternate's appointment at any time.

An appointment or its termination must be in writing. A copy must be given to the Corporation.

The Registrar must be given notice of the appointment and termination of appointment of an alternate—section 304-5 of the Act.

8. Contact Person

The Directors appoint a Contact Person. The Contact Person must be at least 18 years old.

The Directors will decide the Contact Person's period of appointment; remuneration and terms and conditions of employment, if any.

The Contact Person is required to inform the Executive of all matters relating to the Corporation's affairs including original copies of all correspondence within 14 days.

The Directors will review the arrangements for the Contact Person annually.

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

The Corporation must provide the Registrar of Indigenous Corporations with the Contact Person personal details, including contact details, within 28 days appointment.

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 (including documents needed to explain why payments are made for example, quotes, acceptance, invoices and payment approvals)
- Assets register

These records must be kept at the Corporation's registered office.

10. Finances

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 cheque and electronic payments drawn on the Corporation's bank account, and all withdrawals from the Corporation's bank account shall be electronically or physically signed by person/s to whom the Board of Directors has delegated this responsibility.

The Corporation's bank must be informed in writing by the Board when and if there any change to the name/s of those people who have delegation to authorise cheque and electronic withdrawals.

An income and expenditure financial report must be presented to the Board of Directors at each meeting for approval.

11. Application of funds

Directors can use the money and property of the Corporation to carry out its business. They cannot give, grant, gift, bequeath or bestow the corporation's money or its assets or 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 or
- A member under a contract for providing goods and/or services to the Corporation.

12. Winding up

The winding up of the corporation will follow the requirements of the Act. If the corporation is wound up all debts, liabilities and costs of winding up must be paid first. If there are any assets left over, the Members can pass a special resolution about distributing those assets. But surplus assets of the corporation cannot be given to any Member or any person to be held on trust for any Member.

13. Dispute resolution

If a dispute arises, the parties must first notify the Chair that a dispute exists. The first obligation on the parties is try to resolve the dispute themselves.

If the dispute is not resolved within 10 business days of initial notification to the Chair, any of the parties involved in the dispute may issue a written Dispute Notice to the other parties involved in the matter.

The written dispute notice must say what the dispute is about and describe the steps taken in an attempt to resolve the matter. The written Notice of Dispute must be given to the Corporation.

During the course of a dispute, the Directors or any of the disputing parties may ask the Registrar of Indigenous Corporations to provide assistance in resolving the dispute.

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.

14. 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 a resolution to change the Rule Book is passed, the Corporation must send the Registrar:

- a copy of the changes
- a copy of the minutes of the meeting
- a request to change corporation rule book form.

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

Schedule 1—Application for Membership form

Application for Membership

Red Lily Health Board (Aboriginal Corporation)

I,

(Full name of applicant)

(date of birth)

of

(address of applicant)

apply for Membership of Red Lily Health Board (Aboriginal Corporation)

Signature of applicant

Date

Schedule 2—Appointment of proxy form

Appointment of proxy

I,

(full name of Member)

of

(address of Member)

being a Member of Red Lily Health Board (Aboriginal Corporation) hereby 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 the..... (insert date)

And at any adjournment of that meeting.

Signature of Member appointing a proxy

Date

I(name of proxy) accept appointment
as a proxy for

Signature of proxy:

Date:

NOTE: A proxy vote may not be given to a person who is not a Member of the corporation.

Schedule 3—Consent to become a Director form

Consent to become a Director

I,

(full name of person)

of,

(address of person)

give consent to become a Director of Red Lily Health Board Aboriginal Corporation as nominated at the General Meeting of the Corporation (Annual General Meeting or other General Meeting, as the case may be) held on the _____ (date)

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 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: _____

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.

Schedule 4 — Appointment of an Alternate Director form

Appointment an Alternate Director

I,

(full name of director)

of

(address of director)

give consent to _____ (name of member) of
Red Lily Health Board Aboriginal Corporation to become an Alternate Director

Directors instruction around the appointed of an Alternate director:

(include duration of appointment)

Date:

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 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 director

Date

Signature of appointed alternate director

Date

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

Attachment 1 — Proposed Red Lily Health Service Delivery Area Map



Attachment 2 — Red Lily Health Board House Rules

Directors/Members must treat other Directors equally and with respect;

All Directors/Members are expected to not be under the influence of alcohol and illicit drugs whilst attending meetings and undertaking Red Lily Health Board business;

All Directors/Members are expected to operate in a manner that is non-threatening or violent towards other Directors/Members, Corporation staff, clients of the Red Lily Health Service and/or members of the public whilst in carriage of Red Lily Health Board business. This additional to any clauses set out in the Rule Book relating to Member and Director eligibility;

Directors are to act honestly, in good faith and in the best interests of the Red Lily Health Board:

- E.g.: Directors must disclose any personal interests in matters under consideration by the Board involving possible financial or personal gain. Directors should withdraw from meeting deliberations, and abstain from voting, where there is a potential conflict of interest (e.g.: if a decision needs to be made about a Director's business, place of employment or immediate family members);

A Director has a duty to use due care and attention in fulfilling the functions of his or her position and exercising the powers attached to that position:

- E.g.: Directors must take their responsibilities seriously and pay attention to the matters before the Board. When the Board has made a decision, Directors should relay that decision to community members and/or staff, and act in accordance with that decision;

A Director must use his or her powers for a proper use and in the best interests of the Board and the Health Service as a whole:

- E.g.: The power of Directors is a product of them being a Director of the Board and they have no particular power as an individual. Directors' work together to advance the aims and objectives of the Corporation. Directors should not fight for personal gains or private outcomes and they should try to reach an agreement on issues being discussed;

A Director must recognise that their first hand responsibility is to the Red Lily Health Board as a whole but should, where appropriate, have a regard for the interests of all stakeholders of the Corporation, and

A Director must not take improper use of information acquired as a Director:

- E.g.: Many matters discussed by the Board are confidential and involve staff, community members or the organisation. Directors must respect that information learned from meetings should not be used outside the meeting, unless the Board, as a group, determine otherwise.

Attachment 3 - Directors Roles and Responsibilities

What does the law expect of you personally?

As a Director, you must:

- be honest and careful in your dealings at all times
- know what your corporation is doing
- take extra care if your corporation is operating a business because you may be handling other people's money
- make sure that your corporation can pay its debts on time
- see that your corporation keeps proper financial records
- act in the corporation's best interests, even if this may not be in your own interests, and even though you may have set up the corporation just for personal or taxation reasons, and
- use any information you get through your position properly and in the best interests of the corporation. Using that information to gain, directly or indirectly, an advantage for yourself or for any other person, or to harm the corporation may be a crime or may expose you to other claims. This information need not be confidential; if you use it the wrong way and dishonestly, it may still be a crime.

If you have personal interests that might conflict with your duty as a Director, you must generally disclose these at a Directors' meeting. This rule does not apply if you are the only Director of a proprietary corporation.

What work must a Director do?

You and any other Directors will control the corporation's business. Your corporation's constitution (if any) or rules may set out the Directors' powers and functions.

You must be fully up-to-date on what your corporation is doing:

- Find out and assess for yourself how any proposed action will affect your corporation's business performance, especially if it involves a lot of the corporation's money.
- Get outside professional advice when you need more details to make an informed decision.
- Question managers and staff about how the business is going.
- Take an active part in Directors' meetings.

What corporation records must you keep?

As a Director, the law makes you personally responsible for keeping proper corporation records.

You must see that the corporation keeps up-to-date financial records that:

- correctly record and explain its transactions (including any transactions as a trustee), and
- explain the corporation's financial position and performance.

All companies must have financial records so that:

- true and fair financial statements of the corporation can be prepared if needed
- financial statements can be conveniently and properly audited if necessary, and
- the corporation can obey the tax laws.

Your corporation must keep:

- registers of members
- minutes of general meetings
- minutes of meetings of Directors
- registers of charges created by the corporation over corporation property, and
- financial records that enable an assessment of the corporation's financial position and performance and are sufficient for financial statements to be prepared (and audited if necessary) for at least seven years after the transactions are completed.