



The Rule Book of Derbarl Yerrigan Health Service Aboriginal Corporation (ICN 8718)

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: Derbarl Yerrigan Health Service Aboriginal Corporation.

2. Objectives

The objectives of the Corporation are to:

- Provide comprehensive primary health care to the Aboriginal people currently residing on the traditional lands of the Noongar peoples, as identified in The *Noongar (Koorah, Nitja, Boordahwan) (Past, Present, Future) Recognition Act 2016 (WA)*.
- Build capacity of the workforce to promote sustainability within the organisation.
- Empower and inspire innovation so that Aboriginal (and particularly Noongar) people may achieve pathways out of poverty.
- Provide professional, safe and culturally appropriate services and programs. Provide patient-centred evidence-based care, integrated with Aboriginal (and particularly Noongar) ways of working.
- Develop and maintain sound management practices that are equitable, honest, accountable, transparent, and consistent with State and National standards and legislation.
- Endeavour to improve the quality of life for Aboriginal people through managing and developing specialised programmes e.g. community aged care and disability services etc.
- Operate a public benevolent, charitable organisation that is not-for-profit and where all funds and revenue are directed toward achieving the objectives of the Corporation and applied solely to the Corporation (whereby no part of the property or income may be paid or otherwise distributed by any means, directly or indirectly to the members of the Corporation, except in good faith in the promotion of the objectives of the Corporation).
- Provide services, as resources permit, that address social determinants of health.

3. Members

3.1 *Who is eligible?*

To be eligible for admission as a voting member the person must:

- be at least 18 years old
- be an Aboriginal person
- abide by the Rule Book, the Act and the Code of Conduct as set out in Schedule 2 (as modified from time to time by the Board of Directors) to this Rule Book
- act in the best interests of the Corporation
- not be a body corporate, company or any entity other than a person
- *not* be an employee of the Corporation, or have been an employee of the Corporation in the 2 years prior to applying for membership
- reside across traditional Noongar country
- state his or her reasons for wishing to become a member
- complete and submit the Application for Membership form set out in Schedule 1 (as modified from time to time by the Board of Directors) to this Rule Book

3.2 *How to become a member*

A person applies in writing in the form set out in Schedule 1 (as modified from time to time by the Board of Directors) to this Rule Book.

A person needs to be eligible under Rule 3.1.

The directors accept the application by resolution at a directors' meeting of an individual as a member.

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

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.

A person does not become a member until their name is entered on the Corporation's register of members. This must be done within 14 days after the directors accept the membership application.

However, the Corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

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

Note: An application for membership form is attached to this Rule Book at Schedule 1—Application for membership form.

3.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings
- be made a member director (if the member is eligible to be a director—see rule 6.4 on eligibility of directors)
- put forward resolutions at general meetings
- ask the directors to call a general meeting under rule 4.3
- look at the members' register (free of charge)
- look at the minutes of general meetings and AGMs (free of charge)
- look at the rule book or get a copy (free of charge)
- raise a dispute and have a dispute dealt with using rule 12
- look at the books of the Corporation if the directors have authorised it or the members pass a resolution at a members' meeting which approves it.

3.4 *Members' responsibilities*

A member must:

- follow the Corporation's rules
- let the Corporation know if they change their address
- treat other members with respect
- comply with the Member Code of Conduct (set out in Schedule 2 – Member Code of Conduct of these rules) as modified from time to time by the board of directors
- not behave in a way that significantly interferes with the operation of the Corporation or Corporation meetings

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

3.5 *No membership fee*

The members of the Corporation are not required to pay any subscriptions or fees to join or for ongoing membership of the Corporation.

3.6 *Liability of members*

The members do not have to pay the Corporation's debts if the Corporation is wound up.

3.7 *How to stop being a member*

A person stops being a member if:

- they resign in writing
- they pass away
- their membership is cancelled in accordance with rule 3.8 or 3.9
- they are an employee of the Corporation.

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

3.8 *Cancelling membership*

A person's membership can be cancelled by members passing a special resolution at a general meeting if the member:

- cannot be contacted for two years
- has behaved in a manner that significantly interfered with the operation of the Corporation or of Corporation meetings
- the person is not an Aboriginal person (if this is a requirement for membership).

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

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

3.9 Directors' limited right to cancel membership

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

Before cancelling the membership, the directors must:

- write to the member to tell them:
 - the directors are going to cancel their membership
 - the member has 14 days to object to the planned cancellation
 - if the member objects, they must write to the Corporation to say so
- allow the member 14 days to object in writing to the intended cancellation.

If the member does not object, the directors must cancel the membership by passing a resolution at a directors' meeting. Then give the former member a copy of the resolution.

If the member objects, the directors cannot cancel the membership. The membership can only be cancelled by members passing a resolution at a general meeting.

3.10 The register/s of members and former members

The register/s must contain:

- the names and addresses of members and former members
- the date when each person's name was added to the register
- for former members, the date when they stopped being a member.

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

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

4. General meetings and AGMs (members' meetings)

4.1 AGM timing

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

4.2 AGM business

AGM business includes:

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

4.3 Calling general meetings

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

The required number of members can request the directors to call a general meeting.

<i>Number of members in Corporation</i>	<i>Number of members required to request a general meeting</i>
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2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

The members' request must:

- be in writing
- state any resolutions to be proposed at the meeting
- be signed by the members making the request
- nominate a member to be the contact member on behalf of the members making the request
- be given to the Corporation.

Within the 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.

4.3.1 Directors agree to the request

If the directors agree to the request, they must call the general meeting within 21 days of receiving the members' request.

4.3.2 Directors apply to the Registrar to deny the request

If the directors resolve that:

- the request is frivolous or unreasonable or
- complying with the request would be contrary to the interests of the members as a whole

a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request to call a general meeting.

The directors' application to the Registrar to deny the members' request must:

- be in writing
- set out the reasons why they wish to deny holding the meeting
- be made within 21 days after the members' request for a meeting was made.

The directors must give notice to the contact member that they have applied to the Registrar to deny the request.

4.4 General meeting business

General meetings business includes:

- confirming the minutes of the previous general meeting
- considering the business or resolutions in the notice of meeting.

No business other than that stated in the notice of meeting shall be transacted at a general meeting (or at any resumption of a general meeting following an adjournment).

4.5 Notice for general meetings and AGMs

At least 21 days' notice must be given. Notice must be given to:

- each member individually
- the directors
- the contact person or secretary
- the auditor (if the Corporation has one).

The notice must set out:

- the place, date and time for the meeting
- the business of the meeting
- if a special resolution is being proposed, the exact wording of it
- any technology to be used in the meeting (if required)
- confirm that the member cannot appoint a proxy.

Notices must be given to each member individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members)
- fax
- email (if an email address has been recorded for the member)

In addition, the Corporation is to give notice by:

- Sharing the notice through the Corporations social media channels; and
- Placing the notice on the Corporations website.

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.

4.6 *Members' Resolutions*

The required number of members can propose a resolution by giving notice of it to the Corporation.

Number of members in Corporation Number of members required

	<i>to propose a resolution</i>
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 members in the same way as 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 from the members has been given to the Corporation.

4.7 Quorum at general meetings and AGMs

Number of members in Corporation Number of members to make a quorum

2 to 30 members	= 2 members
31 to 90 members	= 5 members
91 members or more	= 10 per cent of members

A quorum must be present during the whole meeting as determined and declared by the Chairperson. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson). If there is still no quorum, the meeting is cancelled. If at any point during the meeting, there are insufficient members present to retain a quorum the meeting is to be adjourned until the next week at the same time and at the same place (if available, otherwise at the discretion of the Chairperson).

How to count the quorum

To work out if there is a quorum:

- count each member present at the meeting (if a member also holds a proxy, that member is only counted once)
- if rule 4.12 allows a non-member to hold a proxy for a member, count each non-member present at the meeting holding a proxy (if the non-member proxy holder holds more than one proxy, the non-member is only counted once)
- if rule 4.12 allows proxies and a member has appointed more than one proxy and each of those proxy holders are at the meeting, count only one of them

if rule 4.12 allows proxies and a member has appointed one or more proxies and the member is also present at the meeting, do not count the member's proxy holders.

4.8 Chairing general meetings and AGMs

The respective chairperson will chair general meetings.

The members at a general meeting must elect a member to chair the meeting (or part of it) if:

- The Directors have not already elected a chairperson; or
- A previously elected chairperson is not available or does not want to chair the meeting.

The ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the meeting is final.

The chairperson may expel any member, director or observer from the meeting if the chairperson reasonably believes that the conduct of the member, director or observer contravenes the Code of Conduct as set out in Schedule 2 (as modified from time to time by the Board of Directors) to this Rule Book.

The Chairperson of the meeting will follow the agenda, including undertaking the business of the meeting in a timely fashion.

4.9 Using technology at general meetings and AGMs

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

4.10 Voting at general meetings and AGMs

Each voting member has one vote.

The Chairperson has one vote (if he or she is a member) plus a casting vote.

Members must declare any pecuniary interest or conflict of interest in respect of a motion on the floor and must not cast a vote.

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

A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 4.11. The Chairperson declares those voting members present.

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

4.11 Demanding a formal count (ie a poll)

At a General Meeting, a poll may be demanded on any resolution.

A demand for a poll may be withdrawn.

At a General Meeting, a poll may be demanded by:

- at least 5 members entitled to vote on the resolution; or
- the Chairperson.

The poll may be demanded before a vote is taken, before the voting results

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Registered by a Delegate of the Registrar on 26 February 2021.

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on a show of hands are declared or immediately after the voting results on a show of hands are declared.

At a General Meeting, a poll on the election of a chairperson or on the question of an adjournment of a meeting must be taken immediately.

At a General Meeting, a poll demanded on other matters must be taken when and in the manner the chairperson directs.

4.12 Proxies at general meetings and AGMs

Proxies may not be appointed to attend or vote for members at general meetings and AGMs.

4.13 Other people at general meetings and AGMs

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

The Chairperson may allow any person (excluding an attorney) other than a Corporation director, member or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.14 Postponing a general meeting or AGM

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

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

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

5. Information meetings and newsletters

To ensure that Members and others are provided with regular and timely information on the operations of the Corporation (including matters discussed by the Directors that are not subject to confidentiality restrictions), the Chief Executive Officer will conduct information meetings for members, stakeholders and other interested parties at least once every 3 months.

Information meetings are informal meetings. No resolutions can be proposed or passed at information meetings. No fees or reimbursements are to be paid to members who attend the information meetings.

At least 14 days' notice must be given for an Information Meeting.

Notices of Information Meetings must be given to each member individually. This can be done by sending by:

- post to their address (as recorded in the Register of Members); and
- email (if an email address has been recorded for the member)

In addition, the Corporation is to give notice of information Meetings by placing:

- Providing notice through its social media channels; and
- Placing the notice on its website

The Corporation will also issue a newsletter to Members at least once every 3 months. This can be done by sending by:

- post to their address (as recorded in the Register of Members); and
- email (if an email address has been recorded for the member)

The Corporation will place a copy of the newsletters on its website and share it through its social media channels.

6. Directors

6.1 Role of directors

The directors oversee the running of the Corporation on behalf of all members, make decisions about the affairs of the Corporation, and should always be aware of what the Corporation and its employees are doing. The directors set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

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

6.2 Number of directors

The minimum number of directors of the Corporation is to be 5 (including at least 1 independent specialist director).

The maximum number of directors is to be of 7 (including at least 2 independent specialist directors).

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

6.3 Composition of board of directors

The board of directors of the Corporation shall be comprised as follows:

- a maximum number of 5 member directors,
- a maximum number of 2 independent specialist directors

Not more than 1 person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time.

6.4 Eligibility of member directors

An individual is eligible for appointment as a member director if he/she is an individual who:

- is a member of the Corporation.
- has consented in writing to be appointed as a director of the Corporation in the form set out at Schedule 3 of these rules.
- has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2.
- within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately.
- within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately.
- within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately.
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment.

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

- has been disqualified from managing Corporations; or
- has been convicted of a criminal offence in the last 10 years or has at any time been sentenced to imprisonment of more than 12 months.
- is an employee at their time of appointment, during their appointment or within the last two (2) years prior to their appointment as a director.

An individual who was a Director of the Corporation or a Member of the Management Committee (during the period the organisation was previously registered as an Association under the *Associations Incorporation Act 2015* (WA)) at any time in the period up until to 6 November 2020 is not eligible to be appointed as a Director at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2026.

6.5 Majority of director requirements

A majority of directors of the Corporation must be members.

The chief executive officer (CEO) may not be a director and is not to chair directors' meetings.

6.6 Election of member directors

The Corporation can appoint a director by the members passing a resolution at a general meeting or AGM. However, no member can be appointed as a member director at a general meeting unless the member has followed the process for nomination and set out below.

No members can nominate to be a member director from the floor at a general meeting.

6.6.1 Consent / Nomination and election process

- No later than 15 September in each year, the Chief Executive Officer will provide to all members details of the member director positions that will become vacant at the AGM in that year. At the time of giving this notice, the Chief Executive Officer will also provide a copy of the Nomination/Consent to become a Director Form (as attached at Schedule 3 of this rule book).
- Notice is to be given by sending by:
 - post to their address (as recorded in the Register of Members)
 - email (if an email address has been recorded for the member)

In addition, the Corporation is to give notice by placing:

- Sharing the notice through the Corporations social media channels; and
- Placing the notice on the Corporations website

- Any member wishing to nominate for election as a member director at the AGM must complete and submit the Nomination/Consent to become a Director Form to the Corporation no later than 15 October.
- When notice of the AGM is given to members, such notice is to attach (amongst other things) copies of the Nomination/Consent to become a Director Form (with personal information redacted) that have been submitted by members wishing to nominate for election as a member director at the AGM and meet the eligibility criteria as set out in Rule 6.4.
- A member who nominates for election as a member director must attend the AGM in person.
- If a member who has nominated for election as a member director does not attend the AGM in person, that member's nomination will be treated as withdrawn.
- The procedure for voting by show of hands will be as follows:
 - The Chairperson will provide the name of each eligible nominee in alphabetical order (by surname)
 - The Chairperson will ask for a vote by show of hands for each nominee
 - The Secretary will count the show of hands and declare the number of votes for each nominee
 - The nominees receiving the greatest number of votes cast in their favour must be elected as directors, subject to the requirements that:
 - Not more than 1 person from an *immediate family* shall be eligible to be appointed as a director or hold office as a director at the same time; and
 - The maximum number of member directors is 5.
- A poll can be demanded in accordance with rule 4.11.

6.6.2 Notification to the Registrar

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

6.7 Eligibility to become an independent specialist director

The directors must appoint one or 2 independent specialist directors for a term of up to 2 years.

A person is eligible for appointment as an independent specialist director if he or she satisfies the following requirements:

- is not a member of the Corporation or have any financial or familial interests in it
- is at least 25 years of age
- is an Australian resident and resides across traditional Noongar country
- is not an employee of the Corporation or any subsidiary of the Corporation
- was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
- has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
- is independent and has demonstrated skills and experience in financial management, corporate governance, accounting, law or the health sector
- gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 3 of these rules
- within one month of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within one month of appointment or it records a criminal offence within the last 10 years, the Independent Specialist Director's appointment is terminated immediately
- signs the Director's Confidentiality Deed and Directors Code of Conduct prior to appointment
- has completed suitable governance training either prior to their appointment or within a period of six months following their appointment
- Has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within 6 months following their appointment.

The Corporation must notify the Registrar of an independent specialist director's appointment and personal details or removal within 28 days after they are appointed or removed.

6.8 *How to become an independent specialist director*

The directors must appoint up to two independent specialist directors.

Before such an appointment is made the directors must conduct a proper merit selection process including, but not limited to, seeking independent advice from a suitably qualified and experienced party (for example, by using the ORIC recruitment assistance program).

Potential candidates for the positions of independent specialist directors must provide written evidence of their qualifications, experience and suitability to the role and participate in interviews conducted by the Board of Directors.

These candidates are evaluated using criteria adopted by the Board of Directors to determine their suitability based on information supplied by the candidates and information from other sources.

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 6.7 of this rule book.

6.9 *Directors' terms of appointment and rotation*

6.9.1 *Member directors*

Member directors are appointed at the annual general meeting on rotation for a term of three years, so that half the directors' appointments expire each year.

The member directors that meet the eligibility requirements of rule 6.4 are eligible to be re-elected.

To implement the rotational system:

- member directors appointed during the special administration period which commenced on 6 November 2020 will be appointed until the 2024 AGM – however half of them must agree to stand down (with the option to nominate for re-election) at the 2023 AGM
- before the 2023 AGM the directors will decide by resolution at a directors' meeting prior to the 2023 AGM which member directors will stand down. They will be eligible to be re-elected
- the remaining member directors' appointments will expire at the 2024 AGM
- from 2023 onwards, the terms of all member directorships will be three years
- the AGM minutes must record the term of each director appointed

In accordance with section 246-25(4) of the CATSI Act, if the terms of all member directors expire so that there are no member directors appointed at a particular time, the member directors holding office immediately before the expiry will continue to hold office until the members appoint new member directors or reappoint the existing member directors by resolution at a General Meeting.

6.9.2 Independent Specialist Directors

Independent specialist directors are appointed for the term specified in writing by the directors in their appointment. The term of appointment cannot exceed three years, but they can be reappointed.

6.10 How to fill casual vacancies

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting even if the total number of directors of the Corporation is not enough to make up that quorum.

A casual vacancy is where a person stops being a director before their term of appointment expires (see rule 6.11) and so the position of that director is vacant.

The person must meet the director eligibility criteria in rule 6.4 (if the casual vacancy is a member director position) or rule 6.7 (if the casual vacancy is an independent specialist director).

In filling a casual vacancy for an independent specialist director, the board must follow rule 6.8.

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

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

6.11 How to stop being a director

A person stops being a director if:

- the person passes away;
- the person resigns in writing;
- the person's term of appointment expires;
- the person is removed as a director by the members or the other directors as provided for in these rules;
- the person is disqualified from managing a Corporation;

- the person ceases to be a member, but was a member when he/she became a director (for member directors only);
- the person has been convicted of a criminal offence in the last 10 years;
- the person is disqualified from managing a Corporation;
- the person does not provide a National Police Certificate within two months of appointment (member directors only);
- the person does not provide a National Police Certificate within one month of appointment (independent specialist directors only);
- the person does not sign a Director's Confidentiality Deed within one month of appointment;
- the person is employed by the Corporation; or
- the person does not sign a Director's Code of Conduct within one month of appointment.

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

6.12 *How to remove a director*

By resolution of the members in a general meeting:

- A notice for a resolution to remove a director must be given to the Corporation at least 21 days before the next general meeting or AGM. (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director.)
- The Corporation must give the director concerned a copy of the notice as soon as possible.
- The director can give the Corporation a written statement and speak at the meeting. The written statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By the other directors:

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

6.13 Directors' and officers' duties

The duties are:

- a duty of care and diligence
- a duty of good faith and to act in the best interests of the Corporation
- a duty to disclose a conflict of interest
- a duty not to improperly use position or information
- a duty to not trade while insolvent.

6.14 Functions, powers and duties of Directors, Chairperson and Chief Executive Officer

6.14.1 Directors

The business of the Corporation is to be managed by or under the direction of the Board of Directors. In doing so, the directors set the strategic direction for the Corporation (strategic plan) and monitor the operations of the Corporation against the strategic plan.

The Board of Directors may exercise all the powers of the Corporation except any powers that these Rules or the Act requires the Corporation to exercise in General Meeting.

In exercising its powers and functions, the Board of Directors may consult any person or body whom or which the Board of Directors consider to have expertise in the matter under consideration.

The Board of Directors shall appoint the Chief Executive Officer by resolution on such terms and conditions (including remuneration) as the Board of Directors determine.

6.14.2 Chairperson

The role of the Chairperson is to:

- preside at Directors' meetings in accordance with these Rules;
- preside at General Meetings in accordance with these Rules;
- liaise with the Chief Executive Officer on matters affecting the organisation and performance of the Corporation; and
- provide leadership and guidance to the other Directors.

6.14.3 Chief Executive Officer

The Chief Executive Officer shall have the responsibilities as set out in their employment agreement (as amended from time to time by agreement between the parties). Without limiting the terms of any employment agreement, the Chief Executive Officer shall have responsibility for the day-to-day running of the Corporation including (but not limited to):

- Implementing the strategic plan, overseeing its progress and reporting to the Board;
- Staff recruitment and management;
- Financial administration;
- Internal practices, policies and procedures; and
- such other matters as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The functions of the Chief Executive Officer are to:

- advise the Directors in relation to the functions of the Corporation under the Act and any other written law;
- ensure that advice and information is available to the Directors so that informed decisions can be made;
- cause decisions of the Board of Directors to be implemented;
- liaise with the Chairperson on the Corporations' affairs and the performance of the Corporation's functions;
- perform any other functions specifically or delegated by or imposed by the Act or any other written law as a function to be performed by the Chief Executive Officer; and
- such other functions as may be detailed in the contract of employment between the Chief Executive Officer and the Corporation.

The Chief Executive Officer must provide reports to each Director at least 1 week before each Directors meeting. Such reports should be on a 'balanced scorecard' approach that measures the Corporations performance against its strategic plan, budgets and other performance measures. Such reports should provide the Directors with information about the quality and level of service delivery.

In providing the Board with these reports, the following information should include, but not be limited to:

- up-to-date financial reports that include, but not be limited to:
 - a balance sheet
 - a profit and loss statement (both for the most recent month and year to date) setting out actual results versus budget and by cost centre and consolidated
 - explanations of variances greater than 10%
 - list of aged creditors
 - list of debtors
 - confirmation the bank accounts have been reconciled
- an operations report that includes, but not be limited to details regarding:
 - an activity statement (by month) that includes:
 - Medical Benefits Scheme (MBS) revenue
 - MBS revenue by medical practitioner
 - Patient attendances
 - Revenue per attendance (average)
 - Practice Incentive Program (PIP) revenue
 - PIP Registrations
 - PIP Outcomes
 - staff movements and relevant administration matter;
 - a copy of any reports prepared for funding agencies
 - a report on outcomes for programs and grant activity
 - legal matters
 - proposed activities over the next 3 months
 - by exception, details of any breaches of these Rules or the Act and recommended remedial action
 - Quality of care
 - Clinical outcomes
 - Client satisfaction
 - Absenteeism
 - Cultural safety
 - Aboriginal staff numbers
 - Partnerships with other health organisations
 - OHS issues
 - Complaints

At all times when performing the responsibilities and functions set out in this rule, the Chief Executive Officer shall comply with the terms of their employment agreement, the policies and procedures of the corporation, these Rules and the Act.

For the avoidance of doubt, the matters set out above are at the discretion of the Board in overseeing the performance of the Chief Executive Officer, including the terms of their employment and the roles and responsibilities contained therein.

6.15 Conflict of interest

A director who has, or thinks they may have, a conflict of interest in a Corporation matter must tell the other directors. This includes, but is not limited to, a material personal interest.

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

- the other directors (those that do not have a conflict of interest) passing a resolution, or
- the Registrar in writing.

The declaration of any conflicts of interests for each Directors will be a standing agenda item at the commencement of all Directors meetings.

6.16 Standing notice about an interest

A director may give the other Directors standing notice of an interest in a matter and the nature of and extent of the interest.

A Director may give standing notice of an interest in a matter at any time, whether or not the matter relates to the affairs of the Corporation at the time the notice is given and before the interest becomes a material personal interest.

A Director gives standing notice to the other directors individually and the Corporation in writing and it must be tabled at the next Directors' meeting immediately after it is given.

6.17 *Payments to directors*

The Directors may be paid such sitting fee / remuneration as is determined by resolution of members in general meeting or at an AGM.

In considering a resolution for payment of remuneration of directors, members are to be provided with details of the amount that has been budgeted for in the annual budget that has been approved by the Board.

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

The Corporation must disclose on an individual basis the total remuneration and expenses paid to all directors in the audited financial statements published by the Corporation annually and otherwise as required by law.

6.18 *Related party benefit*

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

6.19 *Delegation of directors' powers*

The directors can pass a resolution to delegate any of their powers to:

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

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

The exercise of the power by the delegate is as effective as if the directors had exercised it themselves. This means the directors are still responsible for what the delegate does with the powers.

Delegates must report to directors on the exercise of their delegated power.

All delegations are to be in writing and recorded in a Delegations Register. All delegations are to be reviewed by the Board of Directors on an annual basis.

6.20 *Calling and giving notice of directors' meetings*

Directors will meet as often as is considered necessary for the good functioning of the Corporation, but must meet at least every two months.

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

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

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

6.21 *Quorum for directors' meetings*

The quorum for directors meetings is:

- a majority of member directors; and
- at least 1 independent specialist director.

A quorum must be present at all times during the meeting.

6.22 *Chairing directors' meetings*

Director meetings shall be chaired by the Chairperson.

The Board must elect a Member Director to be Chairperson. The Board may determine the period for which that director is to be Chairperson.

The Board must elect a Member Director to be Deputy Chairperson. The Board may determine the period for which that director is to be Deputy Chairperson

If the Chairperson is absent or unwilling or unable to act, directors' meetings shall be chaired by the Deputy Chairperson.

If both the Chairperson and the Deputy Chairperson are absent or unwilling or unable to act, the directors present shall appoint a director to chair the meeting, provided that the director appointed as chair must be a member director.

6.23 *Using technology*

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

6.24 Resolutions by directors

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

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

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

6.25 Sub-committees

The directors may at any time by resolution appoint a sub-committee in its discretion and shall determine the composition, powers and functions of such sub-committees.

The directors may appoint as members of a sub-committee:

- at least one (1) director who is also a member of the Corporation; and
- such other persons as the directors think fit, whether or not those persons are members of the Corporation, provided that a sub-committeemember who is not a member of the Corporation is not entitled to vote.

The quorum at a meeting of a sub-committee shall be three (3) members of the sub-committee, one (1) of whom must also be a director who is also a member.

Reasonable notice of each sub-committee meeting shall be given to each member of the sub-committee.

Any decision made by the sub-committee must come to the directors as a recommendation to be endorsed prior to implementation.

6.26 Alternate directors

A director cannot appoint an alternate director.

7. Secretary

The directors are to appoint a secretary. The secretary must be at least 18 years old.

The directors decide the secretary's pay and terms and conditions of employment, if any. The secretary must be appropriately qualified to undertake the role, including, but not limited to:

- Experience in a similar role;
- Qualifications in corporate secretarial matters; and
- Demonstrated knowledge of the Corporations Rules and the Act.

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

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

The Corporation must send the Registrar the secretary's details within 28 days after they are appointed.

8. Records

The Corporation must keep at its document access address/registered office the:

- minutes of meetings (in writing or as an audio or video recording)
- rule book (constitution)
- register of members and former members
- names and addresses of directors, officers and the contact person/secretary
- written financial records.

9. Finances

The Corporation must keep written financial records that:

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

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

The Corporation must follow these procedures.

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

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

10. Annual Reporting and Audit

The Corporation must comply with the annual reporting requirements set out in the Act.

The Directors Report that is prepared for annual reporting must include the following information (in addition to such information as required under the Act and /or accounting standards):

- a. The following information regarding the Directors who held office during the financial year:
 - i. The number of Board meetings held during the financial year;
 - ii. Details, by Director, of the number of Board meetings the Director attended;
 - iii. Details, by Director, of the remuneration and allowances paid to the Director during the financial year;
- b. The following information regarding information meetings and newsletters held/issued during the financial year:
 - i. The number of information meetings held, their date and their location;
 - ii. The number of newsletters issued and their date of issue.

The Corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records.

11. Application of funds

The Corporation is a not-for-profit Corporation.

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

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

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

The disposal of an asset with a value exceeding \$100,000 must be approved by members in general meeting or at an AGM.

12. Dispute resolution

Any dispute between:

- Members
- Members and directors
- Directors
- Applicants for membership

must try and be resolved by the parties on an informal basis.

If the dispute is not resolved by the parties within one month, any party may give a dispute notice to the other party/ies.

The dispute notice must:

- be in writing
- must say what the dispute is about
- must be given to the Corporation.

The directors must make a reasonable effort to help the parties resolve the dispute through mediation within 20 business days after the Corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting. The general meeting should be held within three months after the Corporation receives a notice of dispute.

12.1 Seeking assistance from the Registrar

If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the Corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision.

The Registrar's opinion will not be binding on the parties to a dispute.

The right to request assistance from the Registrar does not create a right to request a formal mediation. However, in an appropriate case the Registrar may provide assistance in having the matter resolved.

For more information on members' rights see rule 3.3.

13. Changing the rule book

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

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

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

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

14. Gift fund rules

The Corporation may maintain for the main purposes of the Corporation a gift fund:

- to be named 'The Derbarl Yerrigan Health Service Aboriginal Corporation Gift Fund'
- which must receive gifts of money or property for the purposes (objectives) of the Corporation
- which must have credited to it any money received by the Corporation because of those gifts.

The gift fund cannot receive any money or property other than that for the purposes (objectives) of the Corporation.

The Corporation shall use gifts made to the gift fund and any money received because of them only for the purposes (objectives) of the Corporation.

Receipts issued for gifts to the gift fund must state:

- the full name of the Corporation
- the Australian Business Number (if applicable) and the Indigenous Corporation Number (ICN) of the Corporation
- the fact that the receipt is for a gift.

As soon as:

- the gift fund is wound up, or
- the Corporation's endorsement as a deductible gift recipient is revoked under section 426-55 of the *Taxation Administration Act 1953*

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the Corporation. This body must also be able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

15. Winding up

15.1 Surplus assets of the Corporation

Where:

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

members are to resolve how the surplus assets of the Corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s at law, which has similar objectives to the Corporation and whose rules prohibits distributions or payments to its members from the surplus assets.

15.2 Surplus assets of gift funds

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

16. Execution of Documents

16.1 Corporation may have common seal

- (a) The Corporation may have a common seal.
- (b) If the Corporation does have a common seal:
 - (i) the Corporation must set out on it the Corporation's name and ICN
 - (ii) the common seal must be kept by a person nominated by the directors.
 - (iii) the Corporation may have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.

16.2 Agent exercising Corporation's power to make contracts etc.

The Corporation's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Corporation's express or implied authority and on behalf of the Corporation. The power may be exercised without using a common seal.

16.3 Execution of documents (including deeds) by the Corporation

- (a) The Corporation may execute a document without using a common seal if the document is signed by:
 - (i) 2 directors
 - (ii) a director and a secretary (if any), or
 - (iii) if the Corporation has only 1 director, that director.
- (b) If the Corporation has a common seal, the Corporation may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 directors
 - (ii) a director and a secretary, or
 - (iii) if the Corporation has only 1 director, that director.
- (c) The Corporation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 16.3(a) or 16.3(b).
- (d) This rule 16.3 does not limit the ways in which the Corporation may execute a document (including a deed).'

17. Definitions and interpretation

17.1 Definitions

In this Rule Book, unless the contrary intention appears:

- (a) **Aboriginal person** means a person who is of Aboriginal or Torres Strait Islander descent, who identifies as an Aboriginal or Torres Strait Islander person and is accepted by the Aboriginal or Torres Strait Islander community in which they live as an Aboriginal or Torres Strait Islander person.
- (b) **Act** means the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* as amended from time to time and any regulations made under it.
- (c) **Annual General Meeting (AGM)**.
- (d) **Corporation** means Derbarl Yerrigan Health Service Aboriginal Corporation.
- (e) **Books** include a register, any record of information, financial reports or records, or documents of the Corporation however compiled, recorded or stored, but does not include medical records of any patients of the Corporation.
- (f) **Business day** means a day which is not a Saturday, Sunday or bank or public holiday in the place concerned.
- (g) **Calendar year** means a period from and including 1 January to 31 December in a year.
- (h) **Chairperson** means the director appointed to hold the position of chairperson pursuant to Rule 6.22 of this Rule Book.
- (i) **Common Seal** means the common seal of the Corporation.
- (j) **Deputy Chairperson** means the director appointed to hold the position of deputy chairperson pursuant to Rule 6.22 of this Rule Book.
- (k) **Director** means a person elected or appointed according to clause 6 to manage the affairs of the Corporation in accordance with the Act and this Rule Book.
- (l) **General Meeting** refers to both Special General Meetings and Annual General Meetings of the Members of the Corporation.
- (m) **Immediate family** means any living person related in any of the following ways: spouse, defacto spouse, grandfather, grandmother, father, mother, stepfather, stepmother, son, daughter, sister, brother, step brother, step sister, step children, cousins, uncles, aunties, nieces, nephews or grandchildren. It is also extends to customary or defacto adoption arrangements.

- (n) **Material Personal Interest** means a personal interest that has the capacity to influence a Director's consideration of, and vote on, a particular matter.
- (o) **Members Code of Conduct** means the Members Code of Conduct Policy as set out in Schedule 2 of this rule book as modified from time to time by the Board of Directors.
- (p) **Member** means any person whose name appears on the Register of Members.
- (q) **Objectives** means the Corporation's objectives set out in clause 2.
- (r) **Officer** is a Director, Secretary, manager, 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 position.
- (s) **Registrar means** the Registrar of the Office of the Registrar of Indigenous Corporations.
- (t) **Reside** means to dwell permanently (or for a considerable time) or to have one's settled or usual abode in or at a particular place.
- (u) **Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members present at a General Meeting and entitled to vote on the resolution.

17.2 Interpretation

In this Rule Book:

- (a) Words in the singular include the plural and vice versa;
- (b) Any gender includes the other genders;
- (c) The words 'including', 'include' and 'includes' are to be read without limitation;
- (d) A reference to:
 - (i) Legislation is to be read as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
 - (ii) Writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions; and
 - (iii) A clause or schedule is a reference to a clause or schedule, as the case may be, of this document;
- (e) Headings and notes are used for convenience only and are not intended to affect the interpretation of this Rule Book;

- (f) A word or expression defined in the Act and used, but not defined, in this Rule Book has the same meaning given to it in the Act when used in this Rule Book;
- (g) If a word or phrase is defined its other grammatical forms have corresponding meanings;
- (h) Where time is to be calculated by reference to a day or event, that day or the day of the event is excluded; and
- (i) Any inconsistency with the Act is to be resolved in favour of the Act.
- (j) Where there is ambiguity as to the extent of the powers of the Corporation, the ambiguity shall be resolved in favour of the Corporation and a broad interpretation shall be applied so as not to narrow the powers of the Corporation.

SCHEDULE 1—APPLICATION FOR MEMBERSHIP FORM

DERBARL YERRIGAN HEALTH SERVICE ABORIGINAL CORPORATION

ICN:8718

Application for membership

Membership Contact Information

Full Name					
Other Names					
Address					
Suburb		State		Post Code	
Date of Birth					
Phone Number					
Email Address					

To be successful in your application for membership of Derbarl Yerrigan Health Service Aboriginal Corporation, you are required to satisfy the membership criteria set out below. ***If you are unable to meet the requirements below, your application will not be successful and returned as incomplete or requesting further information.***

Membership Criteria

	Tick (✓) once completed
1. Provide Membership Contact Information in the table above.	<input type="checkbox"/>
2. Be 18 years of age, show one form of identification a. provide a copy of your birth certificate; or b. provide a copy of your drivers license; or c. provide alternative identification (see membership criteria appendix)	<input type="checkbox"/>
3. Be an Aboriginal person	<input type="checkbox"/>
4. Declare you will abide by the Rule Book, Code of Conduct (attached at Schedule 2 to the Rule Book) and act in the best interests of the Corporation.	<input type="checkbox"/>
5. Confirm you are not an employee of the Corporation or have been an employee of the Corporation in the 2 years prior to applying for membership.	<input type="checkbox"/>
6. Declare you reside across traditional Noongar country.	<input type="checkbox"/>
7. Provide reasons for wishing to become a member.	<input type="checkbox"/>

Declaration

I, _____ (Full name of applicant),

apply for membership of the Derbarl Yerrigan Health Service Aboriginal Corporation.

I declare that I am eligible for membership and confirm that I:

- am over 18 years of age
- am an Aboriginal person
- will abide by the Rule Book, the Act and the Member Code of Conduct (as set out below and in Schedule 2 of the Rule Book)
- will act in the best interests of the Corporation
- am not an employee of the Corporation and have not been an employee of the Corporation during the 2 years prior to the date of this application
- reside across traditional Noongar country

The reason/s I wish to become a member of Derbarl Yerrigan Health Service Aboriginal Corporation are:

Signature of applicant: _____ Date: _____

Corporation use only

Application received	Date:
Application tabled at directors' meeting held on	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors enter name, address and date on register of members	Date:
Directors have sent notification of directors' decision to the applicant	Date:

SCHEDULE 2—MEMBER CODE OF CONDUCT

DERBARL YERRIGAN HEALTH SERVICE ABORIGINAL CORPORATION

ICN:8718

Member Code of Conduct

(subject to change by the Board of Directors from time to time)

1 INTRODUCTION

Derbarl Yerrigan Health Service Aboriginal Corporation (**DYHSAC**) is an Aboriginal Community Controlled Health Service that values members as the strength of our service, in maintaining accountability standards to progress the aspirations of our members in improving the health and wellbeing outcomes of Aboriginal people across Perth Metro.

As an accountable service, DYHSAC is committed to good corporate and cultural governance. Strong accountability and governance are important to achieve the vision of our members in delivering culturally responsive health and wellbeing services for the Aboriginal community.

All members have a right vote at meetings, keep Directors accountable, have a say in the delivery of health and wellbeing services of DYHSAC and to feel safe. The DYHSAC values the diversity of our members, across the life course from young people, adults to our elders. This diversity allows for greater views, experience, options and opportunities, and any associated risks. However, care must be taken to avoid diversity of opinion leading to disrespect and conflict between Members, Directors, visitors and staff. It is important that all members conduct is respectful.

DYHSAC has a legal responsibility to ensure all people attending DYHSAC meetings and events feel safe.

This Member Code of Conduct (**Code**) is the formal policy document which sets out the expected standards of behaviour of DYHSAC Members in interacting with each other, DYHSAC Directors, staff and stakeholders and consequences of breaches.

This Code has been endorsed as a minimum standard of conduct expected of members when dealing with each other, Directors, staff and visitors at meetings and official DYHSAC events.

2 OBJECTIVES

This Code aims to ensure all DYHSAC interactions are conducted respectfully and that everyone feels safe and included.

3 SCOPE

This Policy applies to all DYHSAC members and Directors.

4 GENERAL PRINCIPLES

4.1 General conduct

When dealing with DYHSAC matters, members are expected to:

- comply with this code
- act in the best interests of DYHSAC
- comply with the Act and the Rule Book
- notify DYHSAC of any change in address within 28 days
- comply with all Codes of Conduct adopted by DYHSAC
- treat other members, directors and staff with respect and dignity
- allow others the right to express their views
- in all circumstances refrain from the use of abusive, threatening or obscene language or language that may otherwise give offence to other members and/or staff
- not behave in a way that significantly interferes with the operation of DYHSAC and of DYHSAC meetings
- not use confidential information for their own personal advantage, to the advantage or detriment of family members or to the advantage or detriment of other members in any improper manner or to cause harm or detriment to any person, body or the DYHSAC
- not to attend any meetings under the influence of alcohol and / or non-prescribed drugs
- not use DYHSAC resources (including the services of staff members) other than as a client of the health service
- uphold the reputation of DYHSAC

4.2 Conflicts of interest

When dealing with DYHSAC matters, members must comply with the DYHSAC Conflict of Interest Policy, as updated from time to time and refrain from raising personal matters which are not the proper business of meeting.

4.3 Confidentiality

Members in receipt of DYHSAC Member information must keep it confidential, and only use or disclose it as necessary for the purpose it was obtained for, or as authorised.

5 RESPONSIBILITIES

5.1 DYHSAC Directors

The DYHSAC Board of Directors are responsible for enforcing this Code and standards of behaviour within the DYHSAC membership, and in dealing with member conduct matters. All Directors of DYHSAC are bound by this Code.

5.2 Members

Members are responsible for complying with the standards of behaviour as outlined in this Code, and advising the Chairperson (or in case of conflict, the Chair of the Governance Sub-Committee of the board) of any digression.

6 BREACHES

6.1 If a member breaches the Code at a meeting, the Chairperson of the meeting must provide the member with a warning. If breaches continue after 2 warnings, the member can be removed for the meeting and face a disciplinary proceeding, as set out below.

6.2 Members that breach the Code may face disciplinary proceedings from the DYHSAC Board of Directors.

6.3 The Board shall consider all breaches and, after the Member has been provided with procedural fairness with a full and fair opportunity to present their defence to the Board, the Board may resolve to:

1. Provide a letter of caution
2. Maintain the members DYHSAC membership subject to conditions (ie apology or training)
3. Propose to cancel the Member's membership.

6.4 If the Board resolves to propose cancelling membership of DYHSAC, written notice of this is to be provided to the Member within 14 days.

6.5

(a) Any Member, who is the subject of a Board resolution under the preceding paragraphs of this Code, shall have the right of appeal from the decision of the Board to the next general meeting of DYHSAC held after the Member is given notice of the Board's decision.

(b) If the Member fails to give the Company Secretary written notice, at least 10 business days before the date of the next Board meeting, that the Member intends to appeal the Board's resolution at the general meeting then the issue of the Member's proposed expulsion shall be put to a vote at a general meeting of members, which may confirm or reject the Board's resolution.

(c) If the Board's resolution is confirmed, then from the date of the general meeting: -

- i. the Member shall cease to be a member of DYHSAC; and
- ii. the Member's name shall be removed from the DYHSAC members register.

6.6 From the date that a Member ceases to be a member of DYHSAC, the person shall not be allowed to attend DYHSAC Member Meetings for a term not to exceed two (2) years.

7 LINKED DOCUMENTS

- DYHSAC Rule Book
- *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)*

SCHEDULE 3—NOMINATION/CONSENT TO BECOME A DIRECTOR

**DERBARL YERRIGAN HEALTH SERVICE ABORIGINAL
CORPORATION**

ICN: 8718

Nomination / Consent to become a director

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

SECTION A – PERSONAL DETAILS

I, _____ (print full name)
_____ (print residential
address, a postal
address is not
sufficient)
of: _____
Phone: _____ (print telephone
number)
Email: _____ (print email
address)

nominate and, if appointed, give consent to become a director of the Corporation.

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

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

SECTION B – DISCLOSURE OF INTERESTS

I also set out the following as standing notice to the Directors of the Corporation under Rule 6.16 and section 268-1 and 268-10 of the Act regarding directors duty to disclose material personal interests that might conflict with the interests of the Corporation):

1. I have the following interests in contracts or proposed contracts with the Corporation:
2. I declare I have the following associations with other Corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):

3. I hold the following appointments whereby duties or interests might be created in conflict with my duties as a Director of the Corporation:

4. I set out below any other material personal interest which relates to the affairs of the Corporation:

SECTION C – RELEVANT EXPERIENCE AND/OR QUALIFICATIONS

(insert details of relevant experiment/qualifications for the role of director)

SECTION D – ACKNOWLEDGEMENTS AND SIGNATURE

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the 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; and
- have been disqualified under the *Corporations Act 2001* from managing corporations.

and I will notify the Corporation within 14 days if any of the above events occur after my appointment.

I **acknowledge** that my appointment as a Director is subject to the Rules of the Corporation and the Act.

In circumstances where this form has been completed to nominate for a member director position, I **consent** to this form being sent to members as set out in rule 6.6 of the rule book on the basis that all personal information in Section A (other than my name) is redacted.

I **confirm** that I meet the eligibility criteria to be appointed a Director as detailed in:

For Member Directors – Rule 6.4, being:		For Independent Specialist Directors – Rule 6.7, being:	
	is a Member of the Corporation		is not a Member of the Corporation or have any financial or familial interests in it
	has consented in writing to be appointed as a Director of the Corporation using the form set out in Schedule 3 to these Rules		is at least 25 years of age
	has demonstrated knowledge and experience in the areas of health, finance, governance, law and/or another area that is relevant to the objectives of the Corporation as set out in rule 2		is an Australian resident and resides across traditional Noongar country
	within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately		is not an employee of the Corporation or any subsidiary of the Corporation
	within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately		was not an employee of the Corporation or any subsidiary of the Corporation within the previous 2 years
	within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately		has not worked for or been paid by the Corporation for services in a period of 12 months before their appointment
	has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment		is independent and have demonstrated skills in financial management, corporate governance, accounting, law or the health sector
	An individual who was a Director of the Corporation or a Member of the Management Committee (during the period the organisation was previously registered as an Association under the <i>Associations Incorporation Act 2015 (WA)</i>) at any time in the period to 6 November 2020 is not eligible to be appointed as a Director at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2026		gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 3 of these Rules
			within one month of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within one month of appointment or it records a criminal offence within the last 10 years, the Independent Specialist Director's appointment is terminated immediately
			signs the Director's Confidentiality Deed and Director's Code of Conduct prior to appointment
			has completed suitable governance training either prior to their appointment or within a period of six months following their appointment
			Has demonstrated understanding of Aboriginal culture, or completes a cultural training course that has been endorsed by the Board of Directors within 6 months following their 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 Act. The period of automatic disqualification is set out in sections 279-5 and 279-10 of the Act

SCHEDULE 4—SPECIAL RULES FOR COVID-19

**DERBARL YERRIGAN HEALTH SERVICE ABORIGINAL
CORPORATION**

ICN:8718

SPECIAL RULES FOR COVID-19

General

Special rule 1. ***Special rule*** means this rule and the following numbered rules marked with the words ‘Special rule’ which have been added to this rule book by the Registrar of Aboriginal and Torres Strait Islander Corporations under section 69-35(2) of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act).

Special rule 2. The special rules apply for the purpose of enabling the directors of the Corporation, acting in good faith and in the best interests of the Corporation, to respond appropriately to risks associated with the spread of COVID-19.

Special rule 3. The special rules apply despite any other rule in this rule book.

Special rule 4. The special rules will operate until 31 May 2021.

Postponement and cancellation of meetings

Special rule 5. A majority of directors may postpone or cancel a general meeting which has been called.

Special rule 6. A majority of directors may postpone or cancel a directors’ meeting which has been called or is otherwise required to be held by this rule book.

Circulating resolutions

Special rule 7. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without a general

meeting being held if:

- (a) at least 21 days' notice of the proposed resolution has been given by the Corporation to all members in writing, either electronically or in hard copy, and
- (b) within 28 days of the notice being given to members, a majority of the members entitled to vote on the resolution approve the resolution in writing, either electronically or in hard copy, in a form that enables the members' identity to be reasonably verified.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 28 days of notice being given to the members.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of the members who approved the resolution, and the minutes must be kept, either electronically or in hard copy, with the Corporation's minute books in accordance with section 220-5 of the CATSI Act.

Special rule 8. The directors may pass a resolution without a directors' meeting being held if:

- (a) at least 7 days' notice of the proposed resolution has been given to all directors in writing, either electronically or in hard copy, and
- (b) 75% of the directors are in favour of the resolution, and
- (c) within 14 days of notice being given to directors, each director who is in favour of the resolution records his or her agreement to the resolution in writing, either electronically or in hard copy.

A proposed resolution under this rule will be taken to have lapsed if it is not passed within 14 days of notice being given to the directors.

For the purpose of this rule, notice of the proposed resolution sent by post is taken to be given 3 days after it is posted, and notice given electronically is taken to be given on the business day after it is sent.

The directors must keep minutes of the passing of a resolution under this rule, which includes a record of each

director who agreed to the resolution, and the minutes must be kept, either electronically or in hard copy, with the Corporation's minute books in accordance with section 220-5 of the CATSI Act.

Virtual meeting forums

Special rule 9. Instead of being held at a physical place, a **general meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that gives members as a whole a reasonable opportunity to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

Special rule 10. Notice of a general meeting may be given by electronic means, including by publishing the notice online and sending a link to members and other persons entitled to attend the meeting.

Special rule 11. If at least 21 days' notice has been given of a general meeting, the Corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

Special rule 12. Instead of being held at a physical place, a **directors' meeting** may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

Voting at meetings

Special rule 13. If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.