

# **RULE BOOK**

FOR THE

## **DANILA DILBA BILURU BUTJI BINNILUTLUM HEALTH SERVICE ABORIGINAL CORPORATION**

Incorporated under the provisions of the  
*Corporations (Aboriginal and Torres Strait Islander) Act 2006*

Australian Business Number  
570 247 474 60

ICN 1276

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## **PART 1 - Preliminary**

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### **1. Name**

- 1.1 The name of the corporation is the **Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation**.
- 1.2 Where appropriate, the name of the corporation may be cited by the acronym “DDHS” or the name “Danila Dilba”.

### **2. Short title**

- 2.1 This rule book for the corporation may, for the purposes of this rule book and the internal purposes of the corporation, be cited as “the rules” or “the rule book”.

### **3. Rule book**

- 3.1 This rule book binds the corporation, officers of the corporation and members to the same extent as if it had been signed and sealed by each member and contained covenants on the part of each member to observe all the provisions of this rule book.
- 3.2 A copy of this rule book shall be held at the corporation’s registered office and shall be made available to all members upon request.

## **PART 2 - Aims and objectives**

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### **4. Aims and objectives**

- 4.1 The board may adopt and accept from time to time documents that incorporate and illustrate the aims and objectives of the corporation. The board may also prepare documents, including policies and procedures that outline the aims and objectives of the corporation.

## **5. General aims and objectives**

- 5.1 The objectives of the corporation are to provide benevolent relief and support by way of direct and practical assistance to Aboriginal people living in the Yilli Rreung and greater Darwin region to alleviate and to overcome the effects of poverty, sickness, suffering, distress, misfortune, disability, destitution and helplessness through the:
- (a) Delivery of comprehensive primary health care services to Aboriginal people in the Danila Dilba service area.
  - (b) Provision and promotion of culturally appropriate and culturally safe services.
  - (c) Delivery of health education programs to Aboriginal people in the Danila Dilba service area.
  - (d) Promotion, knowledge and understanding, in the wider communities, of the health related issues within the Aboriginal community.
  - (e) Encouragement of Aboriginal people to undertake training in health and related professions.
  - (f) Proactive representation and advocacy on key issues relevant to the needs of Aboriginal people.
  - (g) Establishment of a gift fund for the purposes of carrying out any or all of the objects of the corporation.

## **PART 3 - Powers**

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### **6. Name**

- 6.1 The corporation shall have the power to co-ordinate, facilitate and oversee the operations of the corporation as required by this rule book and in accordance with the aims and objectives of the corporation contained therein and in line with the relevant internal governance rules requirements referred to in the CATSI Act.

- 6.2 The corporation shall have the power to do all such necessary lawful things which are incidental or conducive to the attainment of the aims and objectives of the corporation and the exercise of the powers of the corporation including:
- (a) to form, participate in the formation of, or enter into a partnership, joint venture or other organisation with other persons or bodies;
  - (b) to acquire by purchase or otherwise, shares, property, or other security of any corporation or body corporate, subject to the provisions of the CATSI Act;
  - (c) to accept money on deposit, and to raise, or borrow, or secure the payment of money in such a manner as the corporation may think fit as it is permitted by the CATSI Act, and secure the same, or the repayment, or performance of any debt, liability, contract, guarantee, or other engagement incurred, or to be entered into by the corporation in any way not inconsistent with the provisions of the CATSI Act, in pursuit of the aims and objectives of the corporation;
  - (d) to take and hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance thereof of any part of the corporation's property of whatever kind sold by the corporation, or any money due to the corporation from purchases and others;
  - (e) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that is conducive to the aims and objectives of the corporation or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the corporation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - (f) to apply for, secure by grant, legislative enactment, assignment, transfer, purchase or otherwise; to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other body politic may be;

- (g) to grant; to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the corporation's debentures and assets to defray the necessary costs, charges and expenses thereof;
  - (h) to take over the funds and other assets and liabilities of the corporation;
  - (i) to subscribe to, become a member and co-operate with or amalgamate with any other association or organisation whose objects are similar to those of the corporation.
  - (j) to incorporate a dispute resolution process for internal disputes insofar as they relate to disputes between:
    - (i) members;
    - (ii) members and directors;
    - (iii) directors; and
    - (iv) executive employees.
- 6.3 Nothing in this rule shall affect the investment of the corporation's funds in any securities authorised by law for the investment of trust funds; and
- 6.4 For the purposes of this rule a body corporate includes a body corporate that is incorporated outside Australia and its external territories.

## **PART 4 - Membership**

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### **7. Eligibility for membership**

- 7.1 A person is an eligible person if they are:
- (a) a living person (i.e. not a corporation or other incorporated entity);
  - (b) at least 18 years old;
  - (c) an Aboriginal person; and
  - (d) normally and permanently resident in the Danila Dilba service area.
- 7.2 To become a member a person must:
- (a) be an eligible person; and



- (b) sign and deliver to the corporation an application for membership in the form in Schedule 2— Application for membership form or in such other form that the board determines. The application form must be signed and endorsed by two existing members of the corporation that have been members of the corporation for more than three months.
- 7.3 The board decides in their absolute discretion whether any person may become a member.
- 7.4 If an application to become a member is accepted by the board, the corporation must give written notice of the acceptance to the applicant and enter the applicant's name, date of acceptance of membership and contact details in the register of members.
- 7.5 If an application to become a member is rejected by the directors, the corporation must give written notice of the rejection to the applicant and the reasons for it.
- 7.6 Failure by the corporation to comply with any notice requirement in this rule does not invalidate the decision regarding an application.
- 7.7 Any person whose name features on the register of members at the date of registration of this rule book will be deemed to be a member in accordance with the terms of this rule book and the requirement to hold office for at least three months before being able to vote does not apply.

## **8. Nature of membership and proxies**

- 8.1 A member has no voting rights nor can they support any application for membership for the first three months after the date that their name was last entered onto the register of members.
- 8.2 The rights of membership are not transferable whether by operation of law or otherwise.
- 8.3 Membership may not be jointly held.
- 8.4 There shall be only one class of member.
- 8.5 No member shall be entitled to appoint a proxy.
- 8.6 A member is not liable for the debts of DDHS if the corporation is wound up.

- 8.7 Every member is entitled to inspect the minutes of annual general meetings and general meetings upon request, such access being made available during normal business hours on standard work days.
- 8.8 An attorney of a member may not in their capacity as attorney attend a meeting of members nor vote.
- 8.9 The members of the corporation are not required to pay fees to join or for ongoing membership of the corporation.

## **9. How to stop being a member**

- 9.1 A person stops being a member if:
- (a) they resign in writing
  - (b) they pass away
  - (c) their membership is cancelled in accordance with rule 10 or 11.
- 9.2 The corporation must remove a member's name from the register of members if they stop being a member.
- 9.3 Subject to rule 9.4, a member may at any time resign as a member by giving the corporation notice in writing. A resignation by a member takes effect immediately on the giving of that notice to the corporation.
- 9.4 If there is only one member and the member gives notice in writing of resignation or on the same day all of the members give notice in writing of resignation, the notice or notices will be ineffective and the member or members cannot resign until either another person is appointed as a member or the corporation is wound up.

## **10. Cancelling membership**

- 10.1 A person's membership can be cancelled by members passing a special resolution at a general meeting or annual general meeting if the member:
- (a) can't be contacted for two years
  - (b) misbehaves
  - (c) is not an Aboriginal person.

- 10.2 The directors must give the person notice of the cancellation of their membership at the person's last known address as soon as possible after the special resolution is passed.
- 10.3 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.

## **11. Directors' limited right to cancel membership**

- 11.1 For grounds not covered by rule 10, 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 7.
- 11.2 To do this, the directors must:
- (a) write to the member to tell them:
    - (i) the directors are going to cancel their membership;
    - (ii) the member has 14 days to object to the planned cancellation;
    - (iii) if the member objects, they must write to the corporation to say so.
  - (b) 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.

## **12. Register of members**

- 12.1 The secretary is responsible for establishing and maintaining a register of members of the corporation specifying the name and address of each member of the corporation together with the following:
- (a) the date on which the person became a member;
  - (b) the name and contact details of the member; and
  - (c) the date on which the member ceases to hold membership.

- 12.2 The secretary shall report at each annual general meeting concerning membership, providing the meeting with an updated register of members.
- 12.3 The register of members shall be kept at the principal place of administration of the corporation and must be open for inspection, free of charge, at any reasonable hour.

## **PART 5 – Members’ meetings**

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### **13. Annual general meetings**

- 13.1 The corporation must, subject to any extension under the provisions of the CATSI Act, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the corporation, convene an annual general meeting of its members.
- 13.2 The annual general meeting of the corporation is, subject to the CATSI Act, to be convened on such date and at such place and time as the directors determine, subject to the requirement that it shall be held at a reasonable time and place and must be for a proper purpose.

### **14. Annual general meetings - agenda**

- 14.1 AGM business includes:
- (a) presenting a report from the secretary on the membership of the corporation and checking the register of members;
  - (b) confirming the minutes of the previous general meeting;
  - (c) presenting reports: general, financial and directors’;
  - (d) asking questions about how the corporation is managed;
  - (e) electing directors or confirming casual vacancies filled by the directors (if required);
  - (f) choosing an auditor (if required) and agreeing on the fee; and
  - (g) to deal with any other business which under this rule book is to be transacted at an annual general meeting.
- 14.2 Where a statement is prepared and endorsed by at least 10 per cent of the members, the secretary must ensure that the statement is sent with the notice of meeting to all members, provided the statement is not defamatory or contains offensive material.

The corporation shall meet the cost of sending the statement to members.

- 14.3 No business other than that specified in the notice convening an annual general meeting is to be transacted at the meeting.
- 14.4 Within one month of the annual general meeting the secretary shall lodge with the Registrar, in the form and manner prescribed in the CATSI Act, the reports required to be lodged by the CATSI Act.

## **15. Calling general meetings or annual general meetings**

- 15.1 The directors can call a general meeting or annual general meeting by passing a resolution in a directors' meeting or by circulating resolution.
- 15.2 The required number of members can also request the directors to call a general meeting.

<b>Number of members in corporation</b>	<b>Number of members required to request a general meeting</b>
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

- 15.3 The members' request must:
- (a) be in writing;
  - (b) state any resolutions to be proposed at the meeting;
  - (c) be signed by the members making the request;
  - (d) nominate a member to be the contact member on behalf of the members making the request;
  - (e) be given to the corporation.
- 15.4 Within 21 days of receiving the request the directors must either call the meeting or apply to the Registrar to deny the request.
- 15.5 If the directors agree to the request they must call the general meeting within 21 days of receiving the members' request.
- 15.6 If the directors resolve that:
- (a) the request is frivolous or unreasonable; or

- (b) complying with the request would be contrary to the interests of the members as a whole; or
- (c) 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.

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

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

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

## **16. General meetings - agenda**

16.1 All general meetings other than annual general meeting shall be called general meetings.

16.2 General meetings business includes:

- (a) confirming the minutes of the previous general meeting; and
- (b) considering the business or resolutions in the notice of meeting.

16.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.

## **17. Notice for general meetings and AGMs**

17.1 At least 21 days' notice must be given for an annual general meeting or general meeting.

17.2 Notice must be given to:

- (a) each member individually;
- (b) the directors; and
- (c) the secretary;
- (d) the auditor (if the corporation has one).

17.3 The notice must set out:

- (a) the place, date and time for the meeting;

- (b) the business of the meeting;
- (c) if a special resolution is being proposed, the exact wording of it;
- (d) any technology to be used in the meeting (if required).

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

17.5 A notice of meeting:

- (a) sent by post is taken to be given six days after it is posted;
- (b) sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (c) A member desiring to bring any business before a general meeting or a general meeting associated with an annual general meeting, may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (d) Neither the non-receipt of notice by a member nor the accidental omission to give notice of any annual general meeting or general meeting to any member entitled to notice shall invalidate the proceedings or any resolution passed at that meeting.

## 18. Members' resolutions

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

<b>Number of members in corporation</b>	<b>Number of members required to propose a resolution</b>
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

18.2 The notice must set out the resolution in writing and must be signed by the members proposing it.

18.3 The corporation must give notice of the resolution to all members in the same way as rule 17.

18.4 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.

## **19. Quorum at general meetings and AGMs**

### **Number of members in corporation**

### **Number of members to make a quorum**

2 to 30 members

= 2 members

31 to 90 members

= 5 members

91 members or more

= 10 members

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

19.2 To work out if there is a quorum count each member present at the meeting. Note that under rule 8.5 members may not appoint a proxy.

## **20. Chairing annual general meetings and general meetings**

20.1 Annual general meetings and general meetings are to be chaired by:

(a) the chair or, in the chair's absence, the deputy chair; or

(b) where the chair and the deputy chair are absent or unwilling to act, such one of the remaining directors as may be chosen by the directors present at the meeting.

## **21. Using technology**

21.1 Annual general meetings and general meetings can be held at more than one place using any technology approved by a resolution of the directors. The type of technology to be used must be set out in the notice of meeting. The technology to be used must allow all members to hear each other and participate fully in the meeting.



21.2 The use of technology shall be deemed to constitute presence in person at the meeting (including for the purpose of constituting a quorum and voting on resolutions).

## **22. Non-members attending meetings**

22.1 The chair may approve non-members to attend an annual general meeting or general meeting (or any part thereof) of the corporation. The non-member has no right to vote or ask questions at the meeting.

## **23. Questions from members**

23.1 The chair must provide a reasonable opportunity for members present at an annual general meeting or general meeting to ask questions and make comments about the business and affairs of the corporation.

## **24. Voting at general meetings and AGMs**

24.1 Each member has one vote.

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

24.3 A challenge to a right to vote at a meeting or any matter of procedure may only be made at the meeting, and must be determined by the chair, whose decision is final.

24.4 A resolution is decided by majority on a show of hands, unless a poll is demanded under rule 25.

24.5 The chair shall declare the results of a vote, on a show of hands, or when a poll is demanded.

## **25. Demanding a formal count (i.e. a poll)**

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

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

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

## **26. Adjournment or postponement of meeting**

26.1 After notice has been given for a general meeting or annual general meeting but before the meeting is commenced the directors can

decide to postpone the meeting (this means, delay or re-schedule 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).

- 26.2 The directors shall 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.
- 26.3 The directors must give reasonable notice of the postponement and give each member individually a notice of the postponed meeting setting out the new date, time and place.
- 26.4 If a general meeting or annual general meeting at which a quorum is present is commenced, the chair may, with the consent of the majority of members present at the meeting, postpone the meeting to another date, time and place.
- 26.5 No business shall be transacted at a postponed meeting other than the business left unfinished at the meeting.

## **27. Minutes of annual general meetings and general meetings**

- 27.1 The corporation shall maintain written minutes of all general meetings and annual general meetings.
- 27.2 Minutes of meetings shall be signed by the chair of the relevant meeting or by the chair at the next succeeding meeting.
- 27.3 The confirmation of minutes shall be taken as part of the business at the next succeeding annual general meeting or general meeting of the corporation. Where it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

## **PART 6 - Directors**

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### **28. Role of the directors**

- 28.1 The directors collectively 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 the corporation's business and financial position. The directors manage, or set the direction for managing, the business of the corporation.

- 28.2 The directors may exercise all the powers of the corporation necessary or desirable for the proper management of the affairs of the corporation except any that the CATSI Act or this rule book requires the corporation to exercise in a general meeting.
- 28.3 The directors shall set strategic objectives, monitor the performance of the corporation and oversee the management of the affairs of the corporation.

## **29. Delegation of directors' powers**

- 29.1 The directors can pass a resolution to delegate any of their powers to:
- (a) another director
  - (b) a committee of directors
  - (c) an employee of the corporation.
  - (d) any other person.
- 29.2 The delegate must follow the directions of the directors when using the delegated powers.
- 29.3 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.
- 29.4 Delegates must report to directors on the exercise of their delegated power.
- 29.5 Notwithstanding any delegation, the board of directors may continue to exercise all or any of its powers as outlined herein and may also revoke any delegation made at any time by a resolution of the directors.

## **30. Board of directors – composition**

- 30.1 The corporation shall have 10 directors.
- 30.2 The board of directors shall consist of:
- (a) a chair;
  - (b) a deputy chair;
  - (c) a Larrakia director;
  - (d) two independent directors;
  - (e) five further directors.

### **31. Eligibility of directors**

- 31.1 All directors must be at least 18 years old.
- 31.2 A director (other than an independent director) must be:
- (a) a member of the corporation;
  - (b) an Aboriginal person;
  - (c) not an employee of the corporation; and
  - (d) not a relative of any executive employee of the corporation.
- 31.3 A Larrakia director must be a Larrakia person.
- 31.4 A director must comply with any training and development policy of the corporation in place that requires a director to undertake:
- (a) an induction program;
  - (b) corporate governance training;
  - (c) director development training, and
- a director that does not comply may be removed as a director by the directors passing a resolution in a directors' meeting.

### **32. Majority of director requirements**

- 32.1 A majority of the directors of the corporation must:
- (a) be individuals who are Aboriginal people;
  - (b) usually reside in Australia;
  - (c) be members of the corporation; and
  - (d) not be employees of the corporation.

### **33. How to become a director**

- 33.1 The corporation can appoint a director (other than independent directors) by the members passing a resolution at a general meeting or annual general meeting, other than where there is a casual vacancy.
- 33.2 If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy.
- 33.3 Before being appointed as a director, the person must give the corporation their consent in writing to act as a director in the form in Schedule 3—Consent to become a director.

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

**34. Election and term of directors (other than independent directors)**

- 34.1 Nominations for election as a director:
- (a) must be made in writing, signed by two (2) members of the corporation and accompanied by the written consent of the candidate; and
  - (b) must specify whether the candidate is seeking election as chair, deputy chair, Larrakia director or further director; and
  - (c) must be provided to the secretary of the corporation, at the principal place of administration of the corporation, at least 14 calendar days prior to the holding of the general meeting or annual general meeting at which the election is to take place.
- 34.2 A candidate may only nominate for election for one position of director (chair, deputy chair, Larrakia director or further director).
- 34.3 For directors appointed at the annual general meeting there is a rotation system. They are eligible to be re-elected.
- 34.4 To implement the rotation system:
- (a) The chair appointed at the time these rules are approved will hold office until the 2017 annual general meeting. They are eligible to be re-elected.
  - (b) The deputy chair appointed at the time these rules are approved will hold office until the 2016 annual general meeting. They are eligible to be re-elected.
  - (c) The Larrakia director appointed at the time these rules are approved will hold office until the 2017 annual general meeting. They are eligible to be re-elected.
  - (d) Three of the further directors appointed at the time these rules are approved will hold office until the 2016 annual general meeting and two further director appointed at the time these rules are approved will hold office until the 2017 annual general meeting. Their appointments will record the relevant term of each further director.

- (e) Newly elected directors have a term of three years, which ends at the third annual general meeting after they take office. They are eligible to be re-elected.
- (f) If a director is replaced during their term (including by a resolution at a general meeting or the filling of a casual vacancy), the replacement director holds office for the remainder of the replaced director's term.
- (g) The minutes of the annual general meeting must record the term of each director appointed.

### **35. Independent directors**

- 35.1 Independent directors shall be appointed because they are independent and have skills in financial management, education and training, health and community services, corporate governance, accounting, law or a field relating to the corporation's activities.
- 35.2 Independent directors shall not be members or employees of the corporation or a relative of any executive employee of the corporation. They shall not have a financial interest in the corporation's operations.
- 35.3 The directors shall appoint the independent directors by passing a resolution in a directors' meeting.
- 35.4 Before being appointed as an independent director, the person must give the corporation their written consent to become a director.
- 35.5 Independent directors are appointed for the term specified by the directors in their appointment. Independent directors can be appointed for a term up to three years, and they can be reappointed.
- 35.6 The directors can remove an independent director prior to the expiration of their term by passing a resolution in a directors' meeting or by a circulating resolution. The members may also remove an independent director in accordance with rule 40.1.
- 35.7 The corporation must notify the Registrar of an independent director's appointment and personal details within 28 days after they are appointed.

### **36. Limitation of term**

- 36.1 No person shall hold any director position, including independent directors, for more than a period of six (6) consecutive years. This applies irrespective of whether that person has held the same or

several of the board positions (independent director, chair, deputy chair, Larrakia director or further director).

### **37. Extension of term**

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

### **38. How to fill casual vacancies**

38.1 The directors can appoint a person as a director to fill a casual vacancy by passing a resolution.

38.2 A casual vacancy is where a person stops being a director before their term of appointment expires and so the position of that director is vacant.

38.3 The person must meet the director eligibility criteria in rule 31 and any criteria that applies to the particular vacancy.

38.4 The directors may consult with the members of the corporation before filling a casual vacancy.

38.5 A director appointed to fill a casual vacancy holds office for the remainder of the replaced director's term.

### **39. How to stop being a director**

39.1 A person stops being a director if:

- (a) the director passes away;
- (b) the director resigns in writing;
- (c) the director's term of appointment expires
- (d) the director is removed as a director by the members or the other directors;
- (e) the director is disqualified from managing a corporation; or
- (f) the director ceases to be a member, but was a member when they became a director, if membership is a criterion for eligibility for that director.

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

## **40. How to remove a director**

40.1 By resolution of the members in a general meeting:

- (a) 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 annual general meeting. (Alternatively, the members can request a meeting (rule 15.2) for the purpose of removing a director.)
- (b) The corporation must give the director concerned a copy of the notice as soon as possible.
- (c) 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 17.2).

40.2 By the other directors:

- (a) Directors can only remove a director if the director fails to attend three or more consecutive directors' meetings without a reasonable excuse or fails to meet the training and development policy requirements in rule 31.4.
- (b) An independent director may be removed by the directors in accordance with rule 35.6.
- (c) Directors must give the director a notice in writing and they must give the director 14 days to object in writing.
- (d) If the director objects, they cannot remove the director. The director can only then be removed at a general meeting or annual general meeting by resolution.

## **41. Directors' and officers' duties**

41.1 The duties are:

- (a) a duty of care and diligence;
- (b) a duty of good faith and to act in the best interests of the corporation;
- (c) a duty to disclose a conflict of interest;
- (d) a duty not to improperly use position or information;
- (e) a duty to not trade while insolvent.



## **42. Conflict of interest**

- 42.1 A director who has, or thinks they may have, a conflict of interest in a corporation matter must disclose it to the other directors. This includes, but is not limited to, a material personal interest. The disclosure must be made as soon as the director becomes aware of such an interest and must set out the nature and extent of the interest. Any disclosure shall be recorded in the minutes of the directors meeting' at which the disclosure is made
- 42.2 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.
- 42.3 A director who has a conflict of interest must not:
- (a) be present at a directors' meeting while the matter in question is being considered; or
  - (b) vote on the matter
- unless they have been granted approval by:
- (c) the other directors (those that do not have a conflict of interest) passing a resolution, or
  - (d) the Registrar in writing.

## **43. Related party benefit**

- 43.1 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.

## **44. Payments to directors**

- 44.1 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).
- 44.2 If the corporation wants to pay sitting fees the members may approve any payment by passing a resolution at a general meeting or annual general meeting, prior to the payment being made. This rule is subject

to the corporation complying with the terms of contractual arrangements with its government funding agencies.

- 44.3 Each director of the board shall be entitled to be reimbursed all reasonable and appropriate travel, accommodation, food and incidental expenses based on the appropriate Australian Taxation Office determination (TD 2015/14 at the date of registration of this rule book) daily rates incurred in attending meetings of the corporation or while engaged in authorised business of the corporation.

#### **45. Directors' meetings**

- 45.1 Directors must meet at least every three months at such place, time and manner as the board of directors may determine.
- 45.2 All directors must be given reasonable notice of a directors' meeting by the secretary.
- 45.3 The directors will usually decide at a meeting when and where the next meeting will be.
- 45.4 A director can call a meeting by giving reasonable notice to all the other directors and the secretary.
- 45.5 Notice of a directors' meeting given under rule 45.2 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except with the unanimous agreement of the directors present at the meeting.

#### **46. Quorum**

- 46.1 A majority of the directors must be present at all times during a directors' meeting.
- 46.2 The directors may appoint a person as a director to make up a quorum for a directors' meeting.
- 46.3 No business is to be transacted by the board of directors unless a quorum is present and where, within an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to an agreed alternate time and place. Where at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 46.4 In the event of any director retiring from a meeting due to an expressed conflict of interest or a material personal interest being declared, for the purposes of establishing a quorum, attendance

shall be as if those so affected were in actual attendance but this provision shall not apply beyond the specific business matter being discussed.

#### **47. Chairing directors' meetings**

47.1 Directors' meetings are to be chaired by:

- (a) the chair or, in the chair's absence, the deputy chair; or
- (b) where the chair and the deputy chair are absent or unwilling to act, such one of the remaining directors as may be chosen by the directors present at the meeting.

#### **48. Resolutions by directors**

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

48.2 Each director (including independent directors) has one vote.

48.3 The chair also has a casting vote (if required).

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

#### **49. Using technology**

49.1 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 must be set out in the notice for a directors' meeting. The technology to be used must allow all directors to hear each other and participate fully in the meeting.

49.2 The use of technology shall be deemed to constitute presence in person at directors' meetings (including for the purpose of constituting a quorum and voting on resolutions).

49.3 The directors may by resolution invite, at their own discretion, persons that are not directors to attend any part of a directors' meetings.

#### **50. Seek independent advice**

50.1 In the course of making any decisions or considering any proposed resolution, the board shall be provided with the information they need to efficiently discharge their responsibilities.

50.2 Any director may take such independent legal, financial or other advice as he or she considers necessary at the corporation's

expense provided the advice sought is in writing, is directly relevant to the corporation's affairs and the chair's consent is first requested and obtained. The consent of the chair will not be withheld unreasonably and is subject to financial approvals if necessary.

## **51. Minutes of directors' meetings**

- 51.1 The corporation shall maintain written minutes of all directors' meetings.
- 51.2 Minutes of directors' meetings shall be signed by the chair of the relevant meeting or by the chair at the next succeeding meeting.

## **52. Registers of directors**

- 52.1 The corporation shall keep and maintain the following registers:
- (a) a register of directors' declaration of interests;
  - (b) a registers of resolutions of the directors and actions arising;
  - (c) such other registers as the directors determine appropriate and necessary.
- 52.2 The above registers shall be kept at the registered office of the corporation and with a resolution of the directors may be inspected by a member.

## **PART 7 – Dispute resolution**

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### **53. Dispute resolution**

- 53.1 If a dispute arises, the parties must first try to resolve it themselves.
- 53.2 If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.
- 53.3 The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.
- 53.4 The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.
- 53.5 If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

#### **54. Seeking assistance from the Registrar**

- 54.1 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.
- 54.2 The Registrar's opinion will not be binding on the parties to a dispute.
- 54.3 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.

### **PART 8 - Miscellaneous**

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#### **55. Insurance**

- 55.1 The corporation must effect and maintain an adequate level of liability insurance, including directors and officers insurance, professional indemnity insurance and insurance of the assets of the corporation.

#### **56. Common Seal**

- 56.1 The corporation may have a common seal as permitted under the CATSI Act.

#### **57. Custody of books**

- 57.1 All records, books and other documents relating to the corporation shall be kept at the corporation's principal place of administration, unless required by the CATSI Act to be kept at the corporation's registered office.

#### **58. Inspection of books**

- 58.1 Subject to legal restrictions, all records, books and other documents of the corporation, not already required by the CATSI Act to be available for inspection, may with a resolution of the directors be inspected by a member.

## **59. Service of notices**

- 59.1 Subject to provisions of the CATSI Act, a notice may be served on the corporation by addressing it to the corporation and either posting or personally delivering it to:
- (a) the registered office or principal place of administration of the corporation; or
  - (b) the secretary.
- 59.2 For the purpose of this rule book, a notice may be served by or on behalf of the corporation on any member either personally or by sending it to the address supplied by the member and recorded in the register of members.
- 59.3 A notice or document under this rule book:
- (a) sent to a person by post is taken to be given three days after it is posted;
  - (b) sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

## **60. Auditor**

- 60.1 At each annual general meeting, where a vacancy exists in the office of auditor, a person or persons, and/or a firm or firms, shall be appointed as auditor to fill the vacancy.
- 60.2 The appointed auditor holds office until death, removal or resignation from office in accordance with the provisions of the CATSI Act.
- 60.3 The appointed auditor may be removed from office only by special resolution at a general meeting of the corporation and the removal shall take effect only where such action is taken in accordance with the provisions of the CATSI Act.
- 60.4 Within one month after a vacancy in the office of auditor, other than a vacancy provided for in rule 60.3 above, where there is no continuing auditor and the members at an annual general meeting have not appointed an auditor to fill the vacancy, the board of directors shall appoint a person or persons, and/or a firm or firms, to fill the vacancy.
- 60.5 The appointed auditor shall report each financial year on the financial statements of the corporation with regard to their being

correctly drawn up in accordance with Australian accounting standards to:

- (a) provide a true and fair view of the assets and liabilities of the corporation for the past financial year;
- (b) provide an accurate record of income and expenditure for the financial year; and
- (c) report on compliance with the provisions of the CATSI Act.

## **61. Chief executive officer**

- 61.1 Any vacancy in the office of the chief executive officer shall be filled by a suitable candidate appointed by the directors following a transparent recruitment process.
- 61.2 The terms and conditions of the employment, delegated authorities, responsibilities and specific duties of the chief executive officer shall be determined (and when required, reviewed) by a resolution of the directors.
- 61.3 The chief executive officer shall be responsible to the chair of the corporation on day-to-day matters.

## **62. Secretary**

- 62.1 Small and medium corporations have a contact person. Large corporations have a secretary. The term secretary in this rule book is used interchangeably with contact person, if DDHS is a small or medium sized corporation.
- 62.2 The board of directors shall appoint the secretary and may remove the secretary and may appoint a person as an acting secretary or assistant secretary and remove a person so appointed.
- 62.3 The secretary must give the corporation their consent in writing to become a contact person/secretary before being appointed.
- 62.4 The secretary must be at least 18 years old.
- 62.5 The directors decide the secretary's pay and terms and conditions of employment, if any.
- 62.6 The secretary must pass on any correspondence received to at least one of the directors within 14 days.
- 62.7 The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

- 62.8 It is the duty of the secretary to ensure the keeping of minutes and records of:
- (a) all appointments of directors;
  - (b) the names of those present at directors' and members' meetings of the corporation under this rule book; and
  - (c) all proceedings at directors' and members' meetings of the corporation under this rule book.
- 62.9 The secretary is responsible for establishing and maintaining the register of members and producing it for inspection at all general meetings and annual general meetings of the corporation.
- 62.10 The secretary shall ensure that all documents required by the CATSI Act to be lodged with the Registrar are lodged within the prescribed time.

### **63. Registered office and principal place of administration**

- 63.1 The registered office and principal place of administration of the corporation, as determined from time to time by the board of directors, shall be as notified to the Registrar by the secretary.

### **64. Indemnity**

- 64.1 Every director of the board of directors, secretary and other officers for the time being of the corporation shall be indemnified out of the funds and assets of the corporation against all liabilities arising out of the execution of the duties of his or her office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the CATSI Act in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or breach of trust.

### **65. Income exempt from taxation**

- 65.1 The rules of this rule book are intended to confirm the corporation to be an organisation carried on otherwise than for the purposes of profit or gain to the individual members of the corporation and accordingly any income is to be exempt under the relevant provisions of the *Income Tax Assessment Act 1936*, as amended, and that gifts, bequests subscriptions and donations to the corporation, being a public charitable corporation, are allowable deductions within the *Income Tax Assessment Act 1936*.



- 65.2 Subject to the provisions of the CATSI Act, membership in the corporation does not confer upon any of its individual members any right, title or interest whether legal or equitable, in the property of the corporation.

## **66. Gift fund**

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

- (a) to be named 'The Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation Gift Fund';
- (b) which must receive gifts of money or property for the purposes (objectives) of the corporation;
- (c) which must have credited to it any money received by the corporation because of those gifts.

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

- 66.3 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.

- 66.4 Receipts issued for gifts to the gift fund must state:

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

- 66.5 As soon as:

- (a) the gift fund is wound up, or
- (b) the corporation's endorsement as a deductible gift recipient is revoked,

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*.

## **67. Winding up and distribution of surplus property**

- 67.1 The winding up of the corporation shall be in accordance with the CATSI Act.

- 67.2 Any surplus funds that emanate from funding or contributions from Commonwealth departments shall be returned to those departments upon request and confirmation of funds owing.
- 67.3 Any property or funds emanating from bequests, gifts or donations are to be distributed or transferred, to another organisation in Australia that has similar objectives and is able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997* and, where possible, to incorporated organisations that are Aboriginal community controlled health services, or to incorporated state or territory peak Aboriginal community controlled health organisations that are able to receive tax deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.
- 67.4 On the winding up of the corporation, a member shall not receive any surplus assets, remaining after the payment of the corporation's liabilities.

## **68. Amendment of rule book**

- 68.1 This rule book may only be amended by a special resolution of the members. Any proposed special resolution to amend the rule book must be specified in the notice of the general meeting or annual general meeting.
- 68.2 The corporation, in accordance with section 69-20 of the CATSI Act, must lodge a copy of any amendment to this rule book with the Registrar within 28 days after the special resolution is passed.
- 68.3 Any amendment shall not take effect unless and until registered by the Registrar.

## **PART 9 - Definitions and interpretation**

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### **69. Definitions**

- 69.1 In this rule book, unless the context otherwise requires:

**Aboriginal** means a person of Aboriginal or Torres Strait Island descent who identifies themselves as an Aboriginal or Torres Strait Islander and is accepted as such by the community in which he or she lives, but does not exclude the definitions given to Aboriginal person or Torres Strait Islander as defined in the CATSI Act.

**Aboriginal community controlled health service** means:

- an incorporated Aboriginal organisation;
- initiated by a local Aboriginal community;
- based in a local Aboriginal community;
- governed predominately by Aboriginal directors elected by the local Aboriginal community; and
- delivering a holistic and culturally appropriate and culturally safe health service to the community which controls it.

**The Act or the CATSI Act** unless the context otherwise implies, means the provisions of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* or any act, code, regulation or other statutory instrument in substitution of the said legislation, which may for the purposes of this rule book and the internal purposes of the corporation be cited as “The CATSI Act”.

**Board** means the governing body of directors of the corporation as referred to in rule 28 or any number of required directors assembled at a meeting of the board of directors transacting business in accordance with this rule book, being not less than a quorum or a majority, as the case may be and may also be referred to interchangeably as the “board of directors”.

**Board meeting** is a meeting convened pursuant to the provisions in rule 41.

**Business day** means a day except a Saturday, Sunday or public holiday in Darwin in the Northern Territory.

**Business judgement** means any decision to take or not take action in respect of a matter relevant to the operations of the corporation.

**Casting vote** means an extra vote given to a chair to decide an issue when the votes on each side are equal.

**Charitable institution** means, with regard to the corporation, a charitable, religious and educational institution, being an institution which is not carried on for the purpose of profit or gain to individual members and which is not empowered to make any distribution, whether in money, property or otherwise, to individual members.

**Chief executive officer** means the appointed principal executive officer of the corporation as per provisions in rule 61.

**Corporation** means the Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation which may for the purposes of this rule book and the internal purposes of the corporation be cited as “DDHS”, “the corporation” “Danila Dilba” or “the organisation” interchangeably.

**Danila Dilba or DDHS** means Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation (ICN 1276) which may for the purposes of this rule book and the internal purposes of the corporation be cited as “DDHS”, “the corporation” or “the organisation” interchangeably.

**Danila Dilba service area** means the geographical area nominated by the directors from time to time in which Danila Dilba operates and includes the Yilli Rreung Region in Schedule 1—Danila Dilba service area.

**Director** means a person who has been elected or appointed in accordance with this rule book.

**Eligible person** is defined in rule 7.1.

**Executive employee** means the chief executive officer, chief operations officer, chief finance officer, executive officer and secretary.

**Financial year** means the period from 1 July to 30 June.

**Further director** means a person who is elected as a director that is not an office bearer or independent director.

**General meeting** means a general meeting of the corporation, other than an annual general meeting.

**Independent director** is a director who is not a member or employee of the corporation and who has, and whose family members have, no financial interest in the corporation’s operations.

**Larrakia person** means an Aboriginal person resident in the Danila Dilba service area who identifies as a Larrakia person and is accepted as such by the Larrakia people.

**May** or a similar word or expression, used in relation to a power of the board of directors indicates that the power may be exercised or not at the board’s discretion.

**Meeting** includes the following:

- board meeting;
- annual general meeting; or
- general meeting.

**Member**, unless the context otherwise implies, means a person who has been accepted into membership by the directors being deemed to have met the corporation's criteria for membership, and whose name is entered in the register of members as a member of the corporation.

**Month** means calendar month.

**Notice** means a notice given pursuant to, or for the purposes of, this rule book or the CATSI Act.

**Office bearer** means a director who has been nominated and elected to the position of chair, deputy chair or Larrakia director.

**Registrar** means the Registrar of Indigenous Corporations appointed under the CATSI Act.

**Relative** means a parent, sibling, spouse (which shall include a de facto relationship or marriage) or child of the subject person or any other person deemed by the board to have such close familial relationship with the subject person.

**Rule book** means the registered rule book of the corporation, as amended from time to time and reference to particular rules have a corresponding meaning and may for the purposes of this rule book and the internal purposes of the corporation be referred to as the "rules" or "rule book".

**Rules** mean, for the internal purposes of the corporation, the registered rule book, as amended from time to time, and reference to particular rules has a corresponding meaning. It also includes for the purposes of this rule book any registered schedules of this rule book.

**Shall** or a similar word or expression, used in relation to a power of the board of directors, indicates that the power must be exercised.

**Special resolution** means a resolution that has been passed by at least 75 per cent of the votes cast by members entitled to vote on the resolution.

**Statement** means a statement provided by the members making a resolution that is proposed to be moved at an annual general meeting or any other matter that may be properly considered at an annual general meeting.

**Yilli Rreung Region** means that area as set out in Schedule 1—  
Danila Dilba service area.

## **70. Interpretation**

- 70.1 In this rule book, unless the context otherwise requires:
- (a) Unless expressly provided for herein, expressions used have the same meanings as those given to them by the CATSI Act;
  - (b) Words in the singular include the plural, and vice versa;
  - (c) Words importing a particular gender mean either gender or both genders;
  - (d) Words importing persons include companies, corporations, institutions, organisations, public bodies, firms and partnerships;
  - (e) Expressions referring to writing shall, unless the contrary intention appears, be construed as references to printing, lithography, photography, emailing, message texting, facsimile transmission and other modes of representation or reproducing words in a visible form;
  - (f) A reference to a function includes a reference to a power, authority and duty;
  - (g) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty; and
  - (h) Headings are inserted for convenience only and do not affect the construction of this rule book.
- 70.2 Where it is not expressly provided for herein, the provisions of the CATSI Act apply to and in respect of this rule book in the same manner as those provisions would so apply if the rule book were an instrument made under the CATSI Act.
- 70.3 The corporation is established for the purposes set out in this rule book.

## Schedule 1 – Danila Dilba service area



## Schedule 2– Application for membership form

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### Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation (ICN:1276)

I, \_\_\_\_\_  
*(first name of applicant)* *(last name of applicant)*

of \_\_\_\_\_  
*(address of applicant)*

\_\_\_\_\_  
*(applicant's date of birth)* *(applicant's phone)* *(applicant's email)*

hereby apply for individual membership of the **Danila Dilba Biluru Butji  
Binnilutlum Health Service Aboriginal Corporation (ICN:1276)**.

I declare that I am eligible for membership under rule 7 and am willing to be bound  
by the rules of the corporation.

Applicant's signature: \_\_\_\_\_ Date: \_\_\_\_\_

This application form must be signed and endorsed by two existing members of the  
corporation that have been members of the corporation for more than three month

Endorsing member signature: \_\_\_\_\_ Name: \_\_\_\_\_

Endorsing member signature: \_\_\_\_\_ Name: \_\_\_\_\_

#### Office use only

Application tabled at directors' meeting held	Date:
Directors confirmed applicant is eligible for membership	Yes / No
Membership accepted (if not reasons for rejection)	Yes / No
Entered on register of members	Date:

Chairperson's signature: .....



### **Schedule 3—Consent to become a director**

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I, \_\_\_\_\_ (full name of person)

of \_\_\_\_\_ (residential  
address of person: a postal address is not sufficient)

give consent to become a director of the **Danila Dilba Biluru Butji Binnilutlum Health Service Aboriginal Corporation (ICN:1276)**.

I confirm my date of birth was: \_\_\_\_\_

and my place of birth was: \_\_\_\_\_

I also acknowledge I am automatically disqualified from managing corporations (ss. 279-5 and 279-10 of the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act)) if I:

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

and I will notify the corporation immediately if any of the above events occur after my appointment. I also acknowledge that the period of automatic disqualification is set out in sections 279-5 and 279-10 of the CATSI Act.

Signature of person: \_\_\_\_\_

Date: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

*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.*