



Rule book workshop guide

A guide to the requirements of a regional corporation rule book under the South West Settlement

Summary

A regional corporation will only be eligible to receive funding if it meets the requirements set out in the Noongar Boodja Trust Deed (**Trust Deed**). These requirements mean the corporation must:

1. be incorporated under the *Corporation (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)*;
2. ensure compliance and consistency with the terms of the relevant Indigenous land use agreement (**ILUA**); and
3. meet contemporary governance standards.

The rules that guide how the regional corporation should be run are set out in its rule book. The rule book operates like a contract between the corporation, its directors, and members.

Some rules in the CATSI Act are ‘replaceable’. This means a corporation can either accept the rule or replace it with another rule that better suits its needs and circumstances of that particular corporation.

The following table outlines which rules you can change or replace, and which rules you cannot not because they operate as set laws or rules under the CATSI Act.

The regional corporations must also comply with the requirements set out in the ILUA and Trust Deed, and these additional requirements are dealt with in the third column of the below table.

RULE	COMPLIANCE UNDER THE CATSI ACT	REQUIREMENTS UNDER THE ILUA AND TRUST DEED
1. NAME OF YOUR CORPORATION	<p>Your corporation’s name may be a name that is available. That is, it must not be identical to another corporation’s name or unacceptable to the registrar. See CATSI Act section 85-5.</p> <p>If you do not decide on a name, you may wish to use the expression, ‘Indigenous Corporation Number’ followed by the corporation’s ICN.</p> <p>You must <i>include</i> the words:</p> <ul style="list-style-type: none"> • ‘Aboriginal Corporation’ • ‘Aboriginal and Torres Strait Islander corporation’ • ‘Torres Strait Islander and Aboriginal corporation’ or • ‘Indigenous corporation’. 	<p>The ILUA and the Trust Deed states that your corporation must be a registered corporation under the CATSI Act, however your corporation may have any name chosen by your agreement group subject to the CATSI Act rules.</p>

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	See division 85 of the CATSI Act.	
2. DICTIONARY AND INTERPRETATION	<p>Having a dictionary and interpretation section is not mandatory, however it does provide for good governance.</p> <p>Terms and phrases that are used in your rule book can be added if you want them clearly defined.</p>	
3. OBJECTS	<p>A rule book must have at least one objective i.e., purpose, aim or activity that your corporation has been established for. See CATSI Act section 66-1(2).</p>	<p>The trustee must be satisfied that your corporation is able to offer and deliver the core functions set out in Schedule 3 of the Trust Deed. Those functions are:</p> <ul style="list-style-type: none"> • implementing the ILUA; • communicating information regarding the settlement, ILUAs and the trust to the regional corporation and agreement group members in a culturally appropriate manner; • complying with all governance requirements (in constitution and CATSI Act); • participating in the Noongar corporations committee; • facilitating appropriate cultural decision-making processes; • being an advocate for the agreement group with key stakeholders; • developing cultural and community programs within the region; • managing lands and developing land management programs;

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4. POWERS OF THE CORPORATION	Subject to the CATSI Act and other rules within your rule book, your corporation has the power to do anything lawful to carry out its objectives.	<ul style="list-style-type: none"> • engaging in co-operative and joint management programs for the Noongar land estate; • developing heritage programs and ensuring proper implementation of the heritage provisions; • identifying economic participation opportunities; and • working with the trustee and the Central Service Corporation (CSC) to identify and progress property development opportunities. <p>Trust Deed, Schedule 3 – Regional Corporation Core Functions.</p> <p>Under the ILUA your corporation must have objects that directly assist your agreement group to:</p> <ul style="list-style-type: none"> • maintain, protect, promote and support their culture, customs, language and traditions; • manage and use the land and waters within the region to which they have a traditional connection; • manage the benefits arising under the ILUA; • exercise the rights and comply with the obligations under the ILUA and the Trust Deed; and • only act in a manner that is for charitable purposes. <p>Regional Corporation Principles, principle 3 (a).</p> <p>Your rule book must be consistent with the regional corporation principles set out in the ILUA. There is however some flexibility regarding how this is achieved. Regional Corporation Principles, principle 1 (b).</p>

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	<p>It does not have the power to enter into any agreement, arrangement or commitment which would be inconsistent with its objects.</p> <p>The rules here are designed to be very broad to allow your corporation to change and develop with its contemporary objectives. Only amend these rules should you want to provide limitations on what your corporation can do. See CATSI Act section 72-10.</p>	<p>Your corporation will be prohibited from engaging in unrelated commercial activities unless those activities are undertaken from within a separate legal entity and are not funded from operations funding sourced from the trust.</p> <p>Unrelated commercial activities are activities that do not directly further the corporation’s altruistic purposes, usually based on the corporation’s objects as outlined in its rulebook. Regional Corporation Principles, principle 5.</p>
<p>5. MEMBERSHIP</p>	<p>A person becomes a member if the person applies, is eligible, the directors accept the application, and the person is entered on the register of members. The CATSI Act mandates that your corporation rules have a process for becoming a member. You must have at least one rule about eligibility of members. See CATSI Act section 144.</p> <p>If you want to add extra eligibility requirements for membership, they need to be included in this section of your rule book.</p> <p>You will have to change this rule if you want to allow other bodies corporate to be eligible to be members. This is because the term ‘individual’ is used in this rule and excludes bodies corporate.</p> <p>Things to consider: Age</p>	<p>Member eligibility must be determined by your corporation directors having regard to the definition of the agreement group written in the ILUA. Regional Corporation Principles, principle 6.</p> <p>Your corporation must not unreasonably refuse to accept an application for membership, provided that the individual applies for membership in accordance with the rulebook.</p> <p>Your corporation <u>may refuse</u> to accept an application for membership if the individual has been previously removed as a member of your corporation in accordance with the rulebook or by the endorsement of the members by special resolution in a general meeting. Regional Corporation Principles, principle 6.</p>

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	<p>The minimum age of members prescribed by the CATSI Act is 15 years.</p> <p>If you want to set a higher minimum age, you can do so in this rule.</p> <p>Directors must be at least 18 years of age, so consider whether you want all members to be eligible for election or appointment as a director. See CATSI Act sections 29-10, 141-15, 141-20 and 246-1(1).</p> <p>Corporate members</p> <p>Other corporations can become a member.</p> <p>If you want to allow bodies corporate to become members, it is a good idea to include this in your extra eligibility requirements. See CATSI Act section 141-25.</p> <p>Membership application</p> <p>A person who wants to become a member must apply to your corporation. This is mandated by the CATSI Act. See CATSI Act 144-5(1).</p> <p>The CATSI Act outlines that applications must be in writing. This rule can be replaced by a process of your choice. See CATSI Act section 144-5(2).</p> <p>If you amend this rule you will need to specify how an application can be made i.e., over the telephone or in person.</p>	<p>There must be an appeal process for applicants in the event that the board of directors determines an applicant is not eligible for membership and refuses to accept their membership application.</p> <p>Members are permitted to be members of other regional corporations or the central services corporation.</p> <p>There must be a mechanism for the board of directors to cancel a person's membership on the basis that their behavior is contrary to the best interests of the corporation.</p>

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	<p>Your corporation will need to keep a record of how the applications is made and make sure the new member is entered on the register of members if they are accepted.</p> <p>The CATSI Act mandates that your corporations' directors will consider and decide membership applications. See CATSI Act section 144-10.</p> <p>Applications may be considered and decided in the order in which they are received by your corporation. This rule is not mandatory but encouraged for good governance.</p> <p>An application for membership must not be accepted unless the applicant applies in accordance with your rule book and meets the eligibility criteria. See CATSI Act sections 144-19(2) – (4).</p> <p>There is limited discretionary power to refuse accepting a membership application when the applicant has applied in accordance with the rules and satisfies the eligibility requirements. See CATSI Act section 144-10 (3).</p> <p>An applicant must be notified of the outcome of their membership application in writing, including the reasons for the decision. The CATSI Act mandates only that notification is made, not that it is only made in writing. You may wish to amend the rule to include other ways in which notification may be made i.e., to include by telephone. See CATSI Act section 144-10 (7).</p>	

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	<p>Your corporation must not impose fees for membership unless its rule book says so.</p> <p>This rule can be changed. However please note that ORIC strongly advises corporations not charge fees to avoid disputes and to encourage open and transparent processes. See CATSI Act s 144-15.</p> <p>Members rights Each member has rights under the Act which are set out in the rule book. Your corporation may also impose other obligations on its members. See CATSI Act section 147-5.</p> <p>Members do not have the right to share in the profits of the corporation or take part in the distribution of the corporation's assets if it is wound up. <i>The CATSI Act is silent on profit-sharing among members when a corporation is wound up. See CATSI Act Division 526.</i></p> <p>If a member believes that their rights have been breached or ignored by the directors, the member can use the dispute resolution process in the rule book. See CATSI Act section 166.</p> <p>Members' responsibilities Each member has responsibility to:</p> <ul style="list-style-type: none"> (a) comply with the Act and these rules. (b) notify the corporation of any change in their address within 28 days. 	

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	<p>(c) comply with any code of conduct adopted by the corporation.</p> <p>(d) treat other members and the directors with respect and dignity.</p> <p>(e) not behave in a way that significantly interferes with the operation of the corporation or of corporation meetings.</p> <p>This rule is a good idea and promotes good governance. The constitution is effectively a contract between your corporation and each member and between a member and each other member. See CATSI Act section 60-10.</p> <p>A special resolution in a general meeting can cancel a member's membership. This applies if people at the meeting are satisfied that the member has behaved in a way that interfered with the operation of the corporation or its meetings. See CATSI Act section 150-35.</p> <p>Liability of members The rule book must state whether members will be liable for any debts of your corporation. See CATSI Act sections 21-1(1)(k) and 147-10.</p> <p>The liability of members and former members under this rule is set by and must be consistent with your corporation's application for registration. See CATSI Act section 147-10.</p> <p>How a person stops being a member A person will stop being a member if:</p>	

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	<p>(a) the person resigns as a member.</p> <p>(b) the person dies.</p> <p>(c) the person's membership of your corporation is cancelled.</p> <p>(d) the member is a body corporate, and it ceases to exist.</p> <p>The CATSI Act sets out various ways in which a person stops being a member (some rules are replaceable rules or are exemptible). See CATSI Act section 150-1(1).</p> <p>Consideration should be given if amending this rule to ensure consistency with rules relating to the process for cancelling membership.</p> <p><i>Resignation of member</i> A member may resign by giving a resignation notice to your corporation. See CATSI Act section 150-10.</p> <p>Resignation notice must be in writing. This rule can be replaced. If you replace this rule you will need to specify how notice shall be given i.e., in person or by telephone.</p> <p>Under the CATSI Act the corporation's register must be amended within 14 day of resignation. See CATSI Act section 150-10 (3).</p> <p>Process for cancelling membership The CATSI Act provides a consistent process for cancelling the membership of a member if they are no</p>	

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	<p>longer eligible. This rule can be replaced. See CATSI Act section 150-20.</p> <p>The CATSI Act provides a consistent process for cancelling the membership of a member if they cannot be contacted. This rule is mandatory. It can only be changed or excluded by application to the Registrar under section 187-5 of the CATSI Act. See CATSI Act section 150 – 25.</p> <p>Membership may be cancelled if a member is not an Aboriginal and Torres Strait Islander person. This rule is mandatory. It can only be changed or excluded by application to the Registrar under section 187-5 of the CATSI Act. See CATSI Act section 150-30.</p> <p>Membership may be cancelled if a member misbehaves. This rule is mandatory. It can only be changed or excluded by application to the Registrar under section 187-5 of the CATSI Act. See CATSI Act section 150-35.</p> <p>Within 14 days of a member’s membership being cancelled, your corporation must remove their name from the register of current members of your corporation. See CATSI Act section 150-15(3).</p> <p>Different classes of members Your corporation does not have different classes of members. This rule is a good idea and promotes good governance. However, it is not mandatory, and corporations can have different classes of members with</p>	

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	<p>different rights attaching to them. See CATSI Act section 153-1</p> <p>Observers If observers are allowed your corporation's rules must explain the application process, their rights and obligations and how they cease to be observers. See CATSI Act section 158-5.</p>	
<p>6. REGISTER OF MEMBERS</p>	<p>Your corporation must set up and maintain a register of members. The register of members must contain the following information:</p> <ul style="list-style-type: none"> a) the member's name (given and family name) and address. The register may also contain any other name by which the member is or was known; and a) the date on which the member's name was entered on the register. <p>If a body corporate member, the register must contain the following information about body corporate members:</p> <ul style="list-style-type: none"> (a) the members name and address. (b) the date on which the member's name was entered on the register. <p>See CATSI division 180.</p> <p>Corporation to maintain register of former members Your corporation must set up and maintain a register of former members containing explicit information about each individual who stopped being a member within the last 7 years. See CATSI Act Division 180.</p>	

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	<p>Location and inspection of registers of members and former members Your corporation will be registered as a large corporation (operating income of \$5 million or more) therefore it must keep a register of members and the register of former members at your corporation's registered office. See CATSI Act sections 180-25 and 376-1.</p> <p>Right to inspect register Your register of members and register of former members must be open for inspection by any person.</p> <p>A member may inspect your registers without charge. A person who is not a member may inspect your registers only on payment of any fee required by the corporation.</p> <p>Your corporation must give a person a copy of the registers (or a part of either register) within 7 days (or such longer period as the Registrar may allow) if the person:</p> <ul style="list-style-type: none"> (a) asks for the copy, and (b) pays any fee (up to the prescribed amount) required by the corporation. <p>See CATSI Act sections 180-25 and 376-1.</p> <p>Making register of members available at AGM Your corporation must make the register of members available for inspection (without charge) by members at the AGM and ask each member attending the AGM to check and update their entry. See CATSI Act sections 180-30.</p>	

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7. AGM AND GENERAL MEETINGS	<p data-bbox="517 325 1267 491">Provision of registers to Registrar If the Registrar requests a copy of your register of members, or the register of former members, it must be provided within 14 days or such longer period as the Registrar specifies. See CATSI Act section 180-35.</p> <p data-bbox="517 531 1267 663">AGMs Your corporation must hold an AGM within 5 months after the end of its financial year. See CATSI Act section 201-150(1).</p> <p data-bbox="517 703 1267 869">Extension of time for holding AGMs Your corporation may apply to the Registrar to extend the period within which your corporation must hold an AGM, provided the application is made before the end of that period.</p> <p data-bbox="517 908 1267 1007">If the Registrar grants an extension, your corporation must hold its AGM within the extended period specified by the Registrar. See CATSI Act section 201-155.</p> <p data-bbox="517 1045 1267 1310">Business of AGM The business of an AGM may include any of the following, even if not referred to in the notice of meeting:</p> <ul data-bbox="517 1145 1267 1310" style="list-style-type: none"> • confirmation of the minutes of the previous general meeting, except at the first AGM. • the consideration of the reports that under Chapter 7 of the Act are required to be presented at the AGM. • the election of directors. 	

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	<ul style="list-style-type: none"> the appointment and remuneration of the auditor (if any). checking of details on the register of members. asking questions about management of the corporation and asking questions of the corporation's auditor (if any). See CATSI Act section 201-160. <p>General meetings Your corporation must hold its first general meeting within 3 months after the corporation is registered. See CATSI Act section 201-145.</p> <p>Purpose of general meeting A general meeting must be held for a proper purpose. See CATSI Act section 201-55.</p> <p>Time and place of general meeting A general meeting must be held at a reasonable time and place. See CATSI Act section 201-60.</p> <p>If the directors change the place of a general meeting, notice of the change must be given to each person who is entitled to receive it.</p> <p>Business of general meeting The business at each general meeting must include:</p> <ol style="list-style-type: none"> confirmation of the minutes of the previous general meeting; and all matters set out in the notice of the general meeting. 	

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	<p>Calling general meetings A director may call a general meeting of the corporation. See CATSI Act section 201-1.</p> <p>Members may ask directors to call general meetings. The directors must call and arrange to hold a general meeting on the request of at least the required number of members specified under the rules. See CATSI Act section 201-5.</p> <p>A request must:</p> <ul style="list-style-type: none"> (a) be in writing; (b) state any resolution 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; and (e) be given to the corporation. <p>Separate copies of a document setting out a request under may be used for signing by members if the wording of the request is identical in each copy. See CATSI Act section 201-5.</p> <p>Directors may apply to deny a members' request to call a general meeting if the directors resolve:</p> <ul style="list-style-type: none"> (a) that a request under the rules is frivolous or unreasonable, or (b) that complying with a request would be contrary to the interests of the members as a whole, 	

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	<p>(c) a director, on behalf of all of the directors, may apply to the Registrar for permission to deny the request. See CATSI Act section 201-10 (3).</p> <p>An application must be made to the registrar within 21 days after the members request was made, must be in writing, and must set out the ground on which the application is made. See CATSI Act section 201-15.</p> <p>The directors must, as soon as possible after making an application, give the contact member notice that an application has been made.</p> <p>Timing for a requested general meeting The directors must call the meeting within 21 days after the request was sent to them. If:</p> <ul style="list-style-type: none"> (a) a director has applied to deny a request, and (b) the Registrar refuses that request, (c) the directors must call the meeting within 21 days after being notified of the Registrar’s decision. <p>See CATSI Act section 201-15.</p> <p>Requirement for notice of general meeting At least 21 days’ notice must be given of a general meeting. See CATSI Act section 201-20.</p> <p>The corporation may call an AGM on shorter notice, if all the members agree beforehand or if it is any other general meeting on shorter notice, if at least 95 per cent of the members agree beforehand. See CATSI Act section 201-20.</p>	

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	<p>At least 21 days' notice must be given of a general meeting at which a resolution will be moved to:</p> <ul style="list-style-type: none"> (a) remove a director; (b) appoint a director in place of a director removed; or (c) remove an auditor. <p>Shorter notice cannot be given for these kinds of meetings without first obtaining an exemption. An application can be made under 225-5 of the CATSI Act to exempt the corporation and/or the directors from the requirements of this rule.</p> <p>Requirement to give notice of general meeting to members, officers and observers</p> <p>Your corporation must give written notice of a general meeting to each member entitled to vote at the meeting and each director. See CATSI Act section 201-30.</p> <p>Your corporation must give written notice of a general meeting to the secretary (if any), the contact person (if any) and any observer entitled to attend the meeting. See CATSI Act section 201-30.</p> <p>Your corporation may give notice of meeting to a member personally or by sending it by post, fax or other electronic means nominated by the member. See CATSI Act sections 201-25(3) and 201-25(4).</p> <p>A notice of meeting sent by post is taken to be received 3 days after it is posted. A notice of meeting sent by fax, or</p>	

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	<p>other electronic means, is taken to be received on the business day after it is sent. This rule can be replaced. See CATSI Act section 201-25(5) and 201-25(6).</p> <p>Requirement to give notice of general meeting and other communications to auditor Your corporation must give its auditor (if any) notice of a general meeting in the same way that a member is entitled to receive notice and any other communications relating to the general meeting that a member is entitled to receive. See CATSI Act section 201-30.</p> <p>Contents of notice of general meeting A notice of a general meeting must set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to do this).</p> <p>The notice will also be required to state the general nature of the meeting's business, if a special resolution is to be proposed at the meeting, set out an intention to propose it and state what it is. See CATSI Act section 201-35.</p> <p>If a member is entitled to appoint a proxy, the notice must contain a statement setting out that members have a right to appoint a proxy and whether or not the proxy needs to be a member of the corporation.</p>	

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	<p>The information included in a notice of a general meeting must be worded and presented clearly and concisely. See CATSI Act section 201-95.01.</p> <p>Failure to give notice A general meeting, or any proceeding at a general meeting, will not be invalid just because the notice of the general meeting has accidentally not been sent or a person has not received the notice. See CATSI Act section 576-15.</p> <p>Members' resolutions Members' resolutions must be in writing, set out the proposed resolution and be signed by the members proposing it. See CATSI Act section 201-40.</p> <p>Consideration of members' resolutions Your corporation must give all members a copy of a proposed members' resolution so it can be considered at the next general meeting which cannot be held in less than 28 days. See CATSI Act section 201-45.</p> <p>Members' statements to be distributed Members can ask your corporation to distribute a statement to all members about a proposed resolution. See CATSI Act section 201-50.</p> <p>Quorum Your corporation can work out their own formula for a quorum. See CATSI Act section 201-70 (1), (2).</p>	

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	<p>The quorum must be present during the whole meeting. If there is no quorum after one hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled. See CATSI Act section 201-70 (3), (4).</p> <p>Chairing general meetings The directors may elect an individual to chair general meetings. If a chair has not been elected or the chair is not available or does not want to chair the meeting, the directors must elect an individual present to chair it. The members at a general meeting must elect a member present to chair the meeting (or part of it) if the directors have not already elected a chair, or a previously elected chair is not available, or does not want to chair the meeting.</p> <p>The chair must adjourn a general meeting if the majority of members present agree or direct that the chair to do so. See CATSI Act section 201-75.</p> <p>Use of technology for general meeting The corporation may hold a general meeting at 2 or more venues using any technology that gives the members a reasonable opportunity to participate.</p> <p>Members must be given a reasonable opportunity to participate in meetings, although the failure to do so will not necessarily mean the meeting is invalid. See CATSI Act section 576-15.</p>	

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	<p>Auditor's right to be heard at general meetings If the corporation has an auditor, the auditor is entitled to attend any general meeting of the corporation and be heard. See CATSI Act section 333-20.</p> <p>Voting at general meetings At a general meeting, each member has 1 vote, both on a show of hands and a poll and the chair has a casting vote, and, if he or she is a member, any vote he or she has as a member. See CATSI Act section 201-115.</p> <p>Objections to right to vote A challenge to a right to vote at a general meeting may only be made at the meeting, and must be determined by the chair, whose decision is final. See CATSI Act section 201-120.</p> <p>How voting is carried out A resolution put to the vote at a general meeting must be decided by simple majority on a show of hands unless a poll is demanded.</p> <p>Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.</p> <p>On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes</p>	

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	<p>need to state the number or proportion of the votes recorded for or against. See CATSI Act section 201-125.</p> <p>Matters on which members can demand a poll At a general meeting, a poll may be demanded on any resolution. See CATSI Act section 201-130.</p> <p>A demand for a poll may be withdrawn.</p> <p>At a general meeting, a poll may be demanded by at least 5 members entitled to vote on the resolution, members with at least 5 per cent of the votes that may be cast on the resolution on a poll, or the chair.</p> <p>The poll may be demanded before a vote is taken, before the voting results on a show of hands are declared, or immediately after the voting results on a show of hands are declared. See CATSI Act section 201-130.</p> <p>When and how polls must be taken At a general meeting, a poll on the election of a chair or on the question of an adjournment must be taken immediately.</p> <p>At a general meeting, a poll demanded on other matters must be taken when and in the manner the chair directs. See CATSI Act section 201-140.</p> <p>Resolutions without a general meeting The corporation may pass a resolution without a general meeting being held if all the members entitled to vote on</p>	

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	<p>the resolution sign a document stating that they are in favor of it. Each member of a joint membership must sign.</p> <p>Auditors cannot be removed by a resolution without a general meeting.</p> <p>Separate copies of a document under the rules may be used for signing by members if the wording of the resolution and statement is identical in each copy.</p> <p>A resolution under the rules is passed when the last member signs.</p> <p>The corporation in passing a resolution under this rule without holding a meeting satisfies any requirement in the CATSI Act to give members information or a document relating to the resolution—by giving members that information or document with the document to be signed; to lodge with the Registrar a copy of a notice of meeting to consider the resolution—by lodging a copy of the document to be signed by members and to lodge a copy of a document that accompanies a notice of meeting to consider the resolution—by lodging a copy of the information or documents referred to in these rules.</p> <p>The passage of the resolution satisfies any requirement in the Act, or the corporation’s rules, that the resolution be passed at a general meeting.</p>	

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	<p>This rule does not affect any rule of law relating to the assent of members not given at a general meeting. See CATSI Act section 204-1.</p> <p>Proxies A member who is entitled to attend and cast a vote at a general meeting may appoint a person as proxy to attend and vote for them at the meeting. The appointment may specify the proportion or number of votes that the proxy may exercise if the person appointing the proxy has more than one vote. See CATSI Act section 201-90 (1), 201-95 (4).</p> <p>Rights of proxies Subject to this rule, a proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting, to vote (but only to the extent allowed by the appointment) and join in a demand for a poll. See CATSI Act section 201-95.</p> <p>A proxy's authority to speak and vote for a member at a meeting is suspended if the member is present at the meeting. See CATSI Act section 201-95 (3). See CATSI Act section 201-95.</p> <p>A person must not exercise proxies for more than 3 members. However, a contravention of this rule does not affect the validity of the votes cast. See CATSI Act section 201-95(4), (5).</p> <p>Appointing a proxy</p>	

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	<p>An appointment of a proxy is valid if it is signed, or otherwise authenticated as prescribed by the regulations, by the member making the appointment and contains specific information as prescribed in the rule book.</p> <p>An undated appointment is taken to have been dated on the day it is given to the corporation. An appointment may specify the way the proxy is to vote on a particular resolution. See CATSI Act section 201-100.</p> <p>Receipt of proxy documents For an appointment of a proxy for a meeting of members to be effective, the following documents must be received by the corporation at least 48 hours before the meeting:</p> <ul style="list-style-type: none"> (a) the proxy's appointment (b) if the appointment is signed by the appointor's attorney, the authority or a certified copy of the authority. <p>If a meeting has been adjourned any appointment or authority received by the corporation at least 48 hours beforehand is still valid when the meeting resumes.</p> <p>The period of notice for appointing proxies may be reduced. See CATSI Act section 201-105.</p> <p>Body corporate representative A body corporate may appoint an individual to represent it and that person has all the powers of membership:</p> <ul style="list-style-type: none"> (a) at meetings of the corporation's members. (b) relating to resolutions to be passed without meetings. 	

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	<p>(c) in the capacity of a member's proxy. (d) the appointment may be a standing one.</p> <p>An appointment may set out restrictions on the representative's powers. If the appointment applies to a particular position within the body corporate, the appointment must identify that position.</p> <p>A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time. See the CATSI Act section 205-5.</p> <p>Questions at AGMs The chair of an AGM must give members a reasonable opportunity to ask questions about or make comments on the management of the corporation. See the CATSI Act section 205-5.</p> <p>Questions by members of auditors at AGM If the corporation's auditor or the auditor's representative is at an AGM, the chair of the meeting must give members a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:</p> <ul style="list-style-type: none"> (a) the conduct of the audit. (b) the preparation and content of the auditor's report. (c) the accounting policies adopted by the corporation in the preparation of the financial statements. (d) the independence of the auditor in relation to the conduct of the audit. <p>See the CATSI Act section 205-5.</p>	

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	<p>Adjourned meetings A resolution passed at a general meeting resumed after an adjournment is passed on the day it was passed. See the CATSI Act section 205-5.</p> <p>Business at adjourned meetings Only unfinished business is to be transacted at a general meeting resumed after an adjournment. See CATSI Act section 201-85(2).</p> <p>Re-notification of adjourned meeting If a general meeting is adjourned for 30 days or more, at least 21 days' notice must be given to the members, directors and the secretary or contact person of the day, time and place of when the general meeting will be resumed.</p>	
<p>8.DIRECTORS OF THE CORPORATION</p>	<p>Number of directors If your corporation has more than 2 members, your corporation must have at least 3 directors. See CATSI Act section 243-1.</p> <p>Maximum number of directors Your corporation must not have more than 12 directors. See CATSI Act section 243-5.</p> <p>Eligibility to be a director Only members 18 years of age and older can be appointed as a director. See CATSI Act section 246-1.</p>	<p>The directors collectively must comprise between 4 and 6 people comprising of:</p> <ul style="list-style-type: none"> • up to 4 members of you corporation nominated by the members by way of a postal voting system in accordance with a suitable election manual and confirmed by the members in a general meeting: and • not more than two expert directors appointed by the member directors, provided that a director of your corporation must not during their term of office also be a director of another corporation or the CSC. <p>Regional Corporation Principle, principle 7 (a).</p>

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	<p>You must have at least one rule about eligibility of directors—i.e., that directors must be at least 18 years of age.</p> <p>An individual who is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6–5 of the Act may only be appointed as a director of the corporation if the appointment is made:</p> <p>(a) with permission granted by the Registrar, or</p> <p>(b) with leave granted by the court.</p> <p>See CATSI Act section 246-1 (2).</p> <p>Majority of director requirements</p> <p>A majority of the directors of the corporation must be individuals who:</p> <ul style="list-style-type: none"> • are Aboriginal and Torres Strait Islander persons. • ordinarily reside in Australia. • be members. • not be employees of the corporation. <p>See CATSI Act section 246-1 (2).</p> <p>The chief executive officer may be a director but cannot chair the directors’ meetings and counts as an employee for the purposes of these rules.</p> <p>See CATSI Act section 246-5.</p> <p>Consent to act as director</p> <p>Before a person may be appointed as a director, that person must give the corporation a signed consent to act as a director of the corporation and the corporation must keep the consent. See CATSI Act section 246-10.</p>	<p>Your corporation must have such minimum eligibility requirements for the directors that:</p> <p>(a) will ensure the board of directors comprises a mix of persons with appropriate skills, expertise, experience, integrity, commitment and standing within the Noongar community; and</p> <p>(b) are otherwise consistent with contemporary governance standards.</p> <p>Two or more directors cannot be family members of one another which in relation to a person means:</p> <ul style="list-style-type: none"> • a child of the person (adopted or biological); or • a parent of the person (adopted or biological); or • a brother or sister of the person (adopted or biological); or • the spouse or de facto partner of the person. <p>The expert directors should demonstrate such qualifications as set out in any relevant expressions of interest for expert director vacancies.</p> <p>The eligibility of director candidates must be assessed and confirmed (i.e., prequalified) by the Nominations Committee of the Trust, and the corporation may rely upon a decision of the Nominations Committee as to eligibility.</p> <p>Your corporation must encourage all directors to undertake ongoing and appropriate governance training and provide them with necessary support.</p>

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	<p>Directors on registration A person becomes a director, secretary or contact person of your corporation on registration of the corporation if the person is specified in the application for registration and they have given their consent. See CATSI Act section 21-1(1).</p> <p>Becoming a director by appointment Your corporation may appoint a person as a director by resolution passed in general meeting. See CATSI Act section 246-15.</p> <p>Directors may appoint other directors to make up a quorum As long as the maximum number of directors is not exceeded, the directors of the corporation may appoint a person as a director to make up a quorum.</p> <p>If the total number of directors does not make up a quorum, a person can be appointed under these rules to make up a quorum for a directors' meeting.</p> <p>If a person is appointed under these rules, your corporation must confirm the appointment by resolution at the corporation's next AGM. If the appointment is not confirmed, the person ceases to be a director of the corporation at the end of the AGM. See CATSI Act section 246-20.</p> <p>Term of appointment</p>	<p>As far as practicable, the election of the member directors must occur at the same time as the election of member directors of all other regional corporations and the CSC.</p> <p>Your corporation must have a procedure to resolve voting deadlocks in the board of directors.</p> <p>The rulebook must include provisions that will enable the board of directors to readily identify the corporation's obligations to the trustee and the corporation's relationship with the Trust, as provided for in the Trust Deed, including but not limited to the following matters:</p> <ul style="list-style-type: none"> (a) a code of conduct and policy and procedures manual; (b) attendance by the trustee at regional corporation general meetings; (c) preparation and provision to the trustee of annual reports, annual plans and budgets; and (d) participation in the Noongar relationship committee and Noongar corporations committee. <p>Regional Corporation Principle, principle 7.</p>

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	<p>If the application for registration of your corporation identifies a director who is to be appointed for only one year, that appointment ends at the first AGM that occurs more than one year after the date of the corporation's registration. See CATSI Act section 246-25.</p> <p>Subject to these rules, a director must not be appointed for more than 2 years. See CATSI Act section 246-25.</p> <p>A director is eligible for reappointment. This rule can be replaced should you not want a director to be eligible for reappointment. See CATSI Act section 246-25.</p> <p>If the terms of appointment of all of the directors of the corporation expire so that there are no directors at a particular time, the terms are extended until the next general meeting that occurs after the last director's appointment has expired. See CATSI Act section 246-25.</p> <p>Rotation of directors Directors will be elected on rotation for a two-year term, so that the appointment of half of the directors expires each year.</p> <p>To implement the rotational system the directors of the corporation on registration of the corporation will only hold office until the first AGM of the corporation and will be eligible for re-appointment at the first AGM of the corporation.</p>	

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	<p>Half of the directors will be appointed for a term of two years and the other half of the directors will be appointed for a term of one year and at subsequent AGMs of the corporation, the appointment of any directors at that AGM will be for two years. See CATSI Act section 246-25.</p> <p>Alternate directors With the other directors' approval, a director (appointing director) may appoint an alternate to exercise some or all of the director's powers for a specified period.</p> <p>If the appointing director asks the corporation to give the alternate director notice of directors' meetings, your corporation must do so.</p> <p>The appointing director may terminate the alternate's appointment at any time.</p> <p>An appointment of an alternate or its termination must be in writing. A copy must be given to your corporation. See CATSI Act section 246-30.</p> <p>How a person ceases to be a director A person ceases to be a director if:</p> <ul style="list-style-type: none"> (a) the person dies. (b) the person resigns as a director as provided for in the rules. (c) the term of the person's appointment as a director expires. (d) the person is removed as a director by the members as provided for in the rules. 	

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	<p>(e) the person is removed as a director by the other directors as provided for in rules, or</p> <p>(f) the person becomes disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6–5 of the CATSI Act.</p> <p>See CATSI Act section 249-1.</p> <p>Resignation of director A director may resign as a director by giving notice of resignation to your corporation. See CATSI Act section 249-5.</p> <p>A notice of resignation must be in writing. This rule can be replaced. See CATSI Act section 249-5.</p> <p>Process for removing a director The CATSI Act provides a way for members to remove a director by resolution at a general meeting. See CATSI Act section 249-10.</p>	
<p>9. GENERAL DUTIES</p>	<p>The directors, secretary, other officers and employees must comply with the duties imposed on them by the CATSI Act and the law. These may include, for example:</p> <p>(a) a duty of care and diligence.</p> <p>(b) a duty of good faith.</p> <p>(c) a duty of disclosure of material personal interests (see rule 10.2).</p> <p>(d) a duty not to improperly use position or information.</p> <p>(e) a duty to prevent insolvent trading.</p> <p>See CATSI Act Divisions 265, 268, 271 and 531.</p>	

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10. FUNCTIONS, POWERS AND DUTIES OF DIRECTORS	<p>The directors will be liable for debts and other obligations incurred by the corporation while acting, or purporting to act, as trustee.</p> <p>Powers of directors The business of the corporation is to be managed by or under the direction of the directors.</p> <p>The directors may exercise all the powers of the corporation except any that the Act or the corporation's constitution requires the corporation to exercise in general meeting. See CATSI Act section 274-1.</p> <p>Duty of director to disclose material personal interests A director who has a material personal interest in a matter that relates to the affairs of the corporation must give the other directors notice of the interest unless the rule specify otherwise. See the CATSI Act Division 268.</p> <p>A 'material personal interest' includes direct and indirect financial interests, as well as direct and indirect non-financial interests (e.g., if a director's relative would get the main benefit of the goods or services to be provided by a contract to be entered).</p> <p>Non-compliance may result with an offence with a penalty, imprisonment, or both.</p> <p>Remuneration</p>	

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	<p>The directors are not to be paid remuneration. See CATSI Act section 252-1.</p> <p>This rule does not include a director who is also an employee from receiving remuneration or reasonable payments for goods and services.</p> <p>Your corporation may pay the directors' travelling and other expenses that the directors incur:</p> <ul style="list-style-type: none"> (a) in attending directors' meetings or any meetings of committees of directors; (b) in attending any general meetings of the corporation; and (c) in connection with the corporation's business. <p>See CATSI Act section 252-1 (3).</p> <p>Negotiable instruments</p> <p>Any 2 directors of the corporation, or the director if the corporation has only 1 director, may sign, draw, accept, endorse, or otherwise execute a negotiable instrument.</p> <p>The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed, or otherwise executed in a different way. See CATSI Act section 274-5 and 60-5.</p> <p>Delegation</p> <p>The directors may by resolution delegate any of their powers to:</p> <ul style="list-style-type: none"> (a) a committee of directors (b) a director 	

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	<p>(c) an employee of the corporation, or (d) any other person.</p> <p>A delegate must exercise the powers delegated in accordance with any directions of the directors. See the CATSI Act section 274-10. The exercise of a power by a delegate is as effective as if the directors had exercised it. See the CATSI Act section 265-50.</p> <p>Member approval needed for related party benefit Members must approve anyone associated with the corporation receiving a financial benefit. See CATSI Act Part 6-6.</p> <p>Division 290 of the Act sets out in detail the procedure that the corporation must follow in seeking the approval of members for a financial benefit to be given to a related part of the corporation.</p> <p>Division 287 of the Act sets out various exemptions to the requirement for the approval of members for a financial benefit to be given to a related part of the corporation including matters relating to:</p> <ul style="list-style-type: none"> • remunerating or reimbursing officers or employees; • benefits to or by a closely held subsidiary. • benefits given to comply with Native Title legislation obligations; or • court orders. <p>See CATSI Act section 386-1.</p>	

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11. DIRECTORS MEETINGS	<p>Frequency of directors meetings The directors will meet as often as the directors consider necessary for the good functioning of the corporation, but must meet at least once every 3 months. See CATSI Act section 212-1.</p> <p>Calling and giving notice of directors' meetings The directors will normally determine the date, time and place of each directors' committee meeting at the previous meeting.</p> <p>A directors' meeting may be called by a director giving reasonable notice individually to every other director. See CATSI Act section 212-5.</p> <p>The date, time and place for a directors' meeting must not unreasonably prevent a director attending.</p> <p>Reasonable notice of each directors' meeting must be given to each director. The notice must state:</p> <ul style="list-style-type: none"> (a) the date, time and place of the meeting (b) the general nature of the business to be conducted at the meeting (c) any proposed resolutions. <p>A resolution passed at a directors' meeting will not be invalid only because of an unintentional omission or mistake in giving notice of the directors' meeting under these rules or in giving notice of any changes to the item, date or place of the directors' meeting.</p>	

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	<p>Quorum at directors' meetings The quorum for a directors' meeting is a majority of the directors, and the quorum must be present at all times during the meeting. See CATSI Act section 212-20.</p> <p>Chairing directors' meetings The directors may elect a director to chair their meetings. The directors may determine the period for which that director is to be the chair. The directors must elect a director present to chair a meeting, or part of it, if:</p> <ul style="list-style-type: none"> (a) a director has not already been elected to chair the meeting, or (b) a previously elected chair is not available, or declines to act, for the meeting or the part of the meeting. <p>See the CATSI Act section 212-15.</p> <p>Use of technology A directors' meeting may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting. See CATSI Act section 212-10.</p> <p>Resolutions at directors' meetings A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution. The chair has a casting vote if necessary in addition to any vote they have as a director.</p>	

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	<p>Circulating resolutions if the corporation has more than 1 director The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document.</p> <p>Separate copies of the document containing the resolution be used for signing by directors if the wording of the resolution and statement is identical in each copy.</p> <p>A resolution is passed when the last director signs. See CATSI Act section 215-1.</p>	
<p>12. SECRETARY AND CONTACT PERSON</p>	<p>Requirements for secretary or contact person Only an individual who is at least 18 years of age may be appointed as a secretary or contact person of the corporation.</p> <p>A person who is disqualified from managing an Aboriginal and Torres Strait Islander corporation may only be appointed as a secretary or contact person if the appointment is made with the Registrar's permission or with the leave of the court.</p> <p>The corporation must receive a signed consent from a person to act as secretary or contact person of the corporation, before that person is appointed as secretary or contact person of the corporation.</p>	

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	<p>The corporation must keep each consent received. See CATSI Act sections 257-10 and 257-15.</p> <p>Becoming a secretary or a contact person on registration A person becomes a secretary or a contact person of the corporation on registration of the corporation, if the person is specified in the application with his or her consent as a proposed secretary or contact person of the corporation.</p> <p>If the corporation is registered as a small or medium corporation and the application for registration does not specify a person to be the contact person for the corporation the applicant becomes the contact person for the corporation on registration. See CATSI Act section 42-10.</p> <p>How a secretary or contact person is appointed The directors appoint a secretary or contact person. See CATSI Act section 257-20.</p> <p>Terms and conditions of office A secretary holds office on the terms and conditions (including remuneration) that the directors determine. See CATSI Act section 257-45.</p> <p>A contact person's appointment is subject to the terms and conditions (including remuneration) that the directors determine. See CATSI Act section 257-50.</p>	

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13. EXECUTION OF DOCUMENT AND THE COMMON SEAL OF THE CORPORATION	<p>Duties of secretary and contact person While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the contact person, a person appointed with his or her consent as the contact person, or determined to be the contact person, must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.</p> <p>While entered on the Register of Aboriginal and Torres Strait Islander Corporations as the secretary, a person appointed with his or her consent to be the secretary must pass on to a least one of the directors each communication received by that person for the corporation within 14 days after receiving it.</p> <p>Secretaries are also responsible for lodgment of a number of important documents to the Office of Registrar of Indigenous Corporations (ORIC). A secretary can commit an offence if the corporation fails to lodge certain reports or updates. This includes the requirements to lodge any changes to the details of a director. See CATSI Act section 265-40.</p>	
	<p>Corporation may have common seal The corporation may have a common seal. If the corporation does have a common seal the corporation must set out on it the corporation's name and ICN. See CATSI Act section 42-25.</p>	

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	<p>If you do not want a common seal you can remove this rule and any other rule relating to a common seal.</p> <p>The common seal must be kept by a person nominated by the directors.</p> <p>If your corporation decided to have a seal, the corporation may wish to have a duplicate common seal. The duplicate must be a copy of the common seal with the words 'duplicate seal' added.</p> <p>Execution of documents Your 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.</p> <p>If the corporation executes a document in accordance with the rules, people have a right to assume it has been executed correctly. See CATSI Act sections 99-1 and 99-5.</p>	
14. FINANCES AND RECORD KEEPING	<p>Application of funds and property Subject to the Act and the corporation's rule book, all funds or property of the corporation not subject to any special trust can be used at the discretion of the directors to carry out the corporation's objectives.</p>	

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RULE	COMPLIANCE UNDER THE CATSI ACT	REQUIREMENTS UNDER THE ILUA AND TRUST DEED
	<p>Subject to the Act and the corporation's constitution, no portion of the funds and property of the corporation may be paid or distributed to any member of the corporation.</p> <p>Nothing in these rules is intended to prevent the payment in good faith of reasonable wages to a member who is an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities of the member as an employee), or reasonable payment in good faith to a member for a contract for goods or services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where the goods or services are to be provided).</p> <p>Minutes of meetings The corporation must keep minute books in which it records within 1 month:</p> <ul style="list-style-type: none"> (a) proceedings and resolutions of general meetings; (b) proceedings and resolutions of directors' meetings (including meetings of a committee of directors) (c) resolutions passed by members without a meeting (d) resolutions passed by directors without a meeting (e) if the corporation has only 1 director, the making of declarations by the director. <p>The minutes of the meeting may be kept:</p> <ul style="list-style-type: none"> (a) in writing, or (b) by means of an audio, or audio-visual, recording. <p>See CATSI Act section 220-5.</p>	

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	<p>Constitution and records about officers, contact person, etc. The corporation must keep an up-to-date copy of its constitution (incorporating any changes to the constitution made in accordance with the Act and the terms of the constitution).</p> <p>Written records relating to:</p> <ul style="list-style-type: none"> (a) the names and addresses of the corporation’s current officers and (b) secretary or contact person (as the case may be) (c) the corporation’s registered office (if any) (d) the corporation’s document access address (if any) <p>See CATSI Act section 322-5.</p> <p>Financial records The corporation must keep written financial records that correctly record and explain its transactions and financial position and performance.</p> <p>The financial records must be retained for 7 years after the transactions covered by the records are completed. See CATSI Act section 322-10.</p> <p>If the records that your corporation is required to keep under these rules are kept in electronic form the records must be convertible into hard copy; and that hard copy must be made available, within a reasonable time, to a person who is entitled to inspect the records.</p>	

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	<p>Your corporation will be registered as a large corporation, and therefore the records that the corporation is required to keep under rules, must be kept at the corporation's registered office.</p> <p>Right of access to corporation books by director or past director A director may inspect the books of the corporation (other than its financial records) for the purposes of a particular legal proceeding listed in the rules.</p> <p>A person who has ceased to be a director may also inspect the books of the corporation (including its financial records) for the purposes of a legal proceeding listed in the rules.</p> <p>A person authorised to inspect books under this rule for the purposes of a legal proceeding may make copies of the books for the purposes of those proceedings.</p> <p>The corporation must allow a person to exercise the person's rights to inspect or take copies of the books under this rule</p> <p>This rule does not limit any right of access to corporation books that a person has apart from this rule. See CATSI Act section 274-15. Access to financial records by directors A director has a right of access to the records that the corporation is required to keep under the rules. On application by a director, the court may authorise a</p>	

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	<p>person to inspect on the director's behalf the records that the corporation is required to be kept, subject to any other orders the court considers appropriate.</p> <p>A person authorised to inspect records under the rules may make copies of the records unless the court orders otherwise. See CATSI Act section 322-25.</p> <p>Members' access to minutes Large corporations like yours must make available for inspection by members, at its registered office, the minute books for the meetings of its members and for resolutions of members passed without meetings. The books must be made available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm. See CATSI Act section 220-10.</p> <p>Inspection of books by members The directors, or the corporation by a resolution passed at a general meeting, may authorise a member to inspect the books of the corporation.See CATSI Act section 175-15.</p> <p>Access to governance material Corporation to provide member with rules, if requested. If a member asks for a copy of the corporation's rule book, the corporation must provide it free of charge and within 7 days.</p>	

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	<p>Large corporations like yours must make available for inspection by members and officers at its registered office, its rule book. This rule book must be available for inspection each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm. See CATSI Act section 72-5.</p>	
15. AUDITOR	<p>The corporation must comply with any requirements set out in the Act relating to the examination or auditing of its financial records. See CATSI Act section 333-20.</p>	
16. ANNUAL REPORTING	<p>The corporation must comply with the annual reporting requirements set out in the Act. See CATSI Act Division 333.</p>	
17. DISPUTE RESOLUTION PROCESS	<p>This rule sets out the steps which must be taken to try to resolve any disagreement or dispute about the affairs of the corporation or how the Act or the corporation's constitution applies, which arises between:</p> <ul style="list-style-type: none"> a) members b) members and directors, or c) directors. <p>See CATSI Act section 66-1(3A).</p> <p>Informal negotiations If a dispute arises, the parties must first try to resolve it themselves on an informal basis.</p> <p>Giving of dispute notice If the dispute is not resolved in accordance with this rule within 10 business days, any party to the dispute may</p>	

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	<p>give a dispute notice to the other parties. A dispute notice must be in writing, and must say what the dispute is about. A copy of the notice must be given to the corporation.</p> <p>Seeking assistance from the Registrar If a dispute or any part of a dispute relates to an issue arising out of the meaning of any provision of the 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. See CATSI Act section 66-1(3A).</p> <p>Referring dispute to the directors The directors must make a reasonable effort to help the parties resolve the dispute within 20 business days after the corporation receives the dispute notice.</p> <p>Referring dispute to a general meeting If the directors cannot resolve the dispute within 20 business days after receiving the dispute notice, it must hold a general meeting of the corporation and put the matter to the members to resolve. The general meeting must be held within 3 months after the corporation receives dispute notice.</p> <p>When passing any resolution about a dispute, the members in the general meeting are subject to the Act and these rules. See CATSI Act section 66-1(3A).</p>	

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18. NOTICES	<p>A notice, demand, summons, writ or other document or process may be served on the corporation in accordance with section 120-1 of the CATSI Act.</p> <p>The Act is silent on after-hours communications. However, this rule is a good idea and consistent with section 201-25(5) of the CATSI Act which provides that a notice of a general meeting sent by fax or electronic means is generally taken to be given the business day after it is sent. If it is sent by post, it is taken to be given three days after it is posted. See CATSI Act section 201-25(5).</p>	
19. WINDING UP	<p>Resolution to distribute surplus assets Subject to the rules, where the corporation is wound up after all debts and liabilities have been taken care of, and costs of winding up have been paid, surplus asset of the corporation exist the members may pass a special resolution relating to the distribution of the surplus assets of the corporation. See CATSI Act section 526-25(2).</p> <p>The distribution of surplus assets must not be made to any member or to any person to be held on trust for any member. See CATSI Act section 526-30(2).</p>	
20. AMENDMENT OF THE CONSTITUTION	<p>Corporation wants to change its constitution For the corporation to change its constitution, the following steps must be complied with: (a) the corporation must pass a special resolution effecting the change</p>	

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	<p>(b) if, under the corporation's constitution, there are further steps that must also be complied with to make a change, those steps must be complied with</p> <p>(c) the corporation must lodge certain documents under these rules</p> <p>(d) the Registrar must make certain decisions in respect of the change and, if appropriate, must register the change.</p> <p>See CATSI Act section 69-5(1).</p> <p>Corporation to lodge copy of changes Corporation must lodge copy of constitutional changes and the Registrar is to determine whether the changes should be registered. See CATSI Act section 69-30.</p> <p>Date of effect of change A constitutional change under this rule takes effect on the day the change is registered. See CATSI Act section 69-40(a).</p>	

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