



The rule book of

Central Australian Aboriginal

Media Association (Aboriginal

Corporation)

ICN: 67

CAAMA

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1. Name

The name of the corporation is Central Australian Aboriginal Media Association (Aboriginal Corporation).

2. Objectives

The Corporation will, through multi-media, provide a voice for Indigenous Australians designed to inform, educate, advocate and entertain on all matters including those of culture, music and language. Particularly the Corporation aims:

1. To provide a full broadcasting and informational service to Aboriginal people within the broadcast area.
2. To develop commercial and social enterprise for the benefit of central Australian Aboriginal people.
3. To provide an education broadcasting service in the areas of health, law, social inclusion and items of public interest, and in so doing attempt to overcome the problems of low literacy levels existent within the Aboriginal communities.
4. To arrest social disintegration within Aboriginal society by the broadcast of programs in Aboriginal languages with emphasis upon Aboriginal traditional culture and music.
5. To disseminate information with respect of employment opportunities and work programs designed to assist in alleviating significant economic problems that exist within Aboriginal communities.
6. To promote knowledge and understanding by the Australian Community of Aboriginal culture and tradition, and of the special difficulties experienced by Aboriginal people as a minority within that community.
7. To highlight, through media, the challenges experienced by Aboriginal people as a minority within the Australian community.
8. To provide access to media broadcasting that will benefit all Aboriginal people.
9. To record and preserve Aboriginal oral history and music.
10. To employ and train Aboriginal people in the areas of broadcasting, electronic media, associated management, and administration.

For the purpose of carrying out its objects to accept gifts and donations to raise, borrow, invest, donate, expend and lend funds, acquire and dispose of any form of property, employ staff, enter into contracts and establish companies, and any other activities for this corporation to meet its objectives.

3. Members

3.1 *Who is eligible?*

A member must:

- be at least 18 years of age; and
- be an Aboriginal or Torres Strait Islander person.

3.2 *How to become a member*

- A person applies in writing by completing a CAAMA membership form;
- A person is eligible under rule 3.1; and
- The directors agree.

The directors accept the application by resolution at a directors' meeting.

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

The person's name, address and date they became a member is put on the register of members. The directors may refuse to accept a membership application. If they do so, they must write to the applicant about the decision and the reasons for it.

A person does not become a member until their name is entered on the corporation's register of members. This must be done within 14 days after the directors accept the membership application. However, the corporation must not enter the person on the register of members until after the relevant general meeting or annual general meeting (AGM) has been held if:

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

Note: An application for membership form is at **Schedule 1—Application for membership form** of this rule book.

3.3 *Members' rights*

A member can:

- attend, speak and vote at general meetings;
- be made a director (if the member is eligible to be a director – see rule 5.4 on eligibility of member directors);
- put forward resolutions at general meetings, including under rule 4.6;
- ask the directors to call a general meeting under Rule 4.6;
- look at the minutes of general meetings and AGM's free of charge;
- look at the rule book or get a copy (free of charge);
- raise a dispute and have a dispute dealt with under rule 10; and
- look at the books and records of the corporation (if the directors have authorised them to do this or if the members pass a resolution at a general meeting which approves it).

3.4 *Members' responsibilities*

A member must:

- follow these rules;
- let the corporation know if they change their address;
- treat other members with respect;
- comply with any code of conduct as modified from time to time by the board of directors; and
- not behave in a way that significantly interferes with the operation of the corporation or corporation meetings.

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

3.5 *No membership fee*

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

3.6 *Liability of members*

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

3.7 *How to stop being a member*

A person stops being a member if:

- they resign in writing; or
- that member passes on (deceased); or
- their membership is cancelled, according to rule 3.8.

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

3.8 *Cancelling membership*

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

- can't be contacted for two years; or
- misbehaves; or
- is not an Aboriginal or Torres Strait Islander person (if this is a requirement for membership).

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

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

3.9 *Directors' limited right to cancel membership*

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

To do this, the directors must:

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

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

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

3.10 *The register of members*

The register must contain:

- the names and addresses of members' and former members';
- the date when the names were put on the list; and
- for former members, the date when they stopped being a member.

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

It must be available at the annual general meeting (AGM).

4. Meetings

4.1 *AGM timing*

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

4.2 *AGM business*

AGMs business includes:

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

4.3 Calling general meetings

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

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

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

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

The members' request must:

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

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

Directors agree to the request

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

Directors apply to the Registrar to deny the request

If the directors resolve that:

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

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

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

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

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

4.4 General meeting business

General meetings business includes:

- Confirming the minutes of the previous general meeting; and
- Considering the business or resolutions in the notice of the meeting.

4.5 Notice for general meetings

At least 21 days' notice must be given.

Notice must be given to:

- each member individually;
- the directors;
- the contact person or secretary; and
- the auditor, if the corporation has one.

The notice must set out:

- the place, date and time for the meeting;
- the business of the meeting;
- if a special resolution is being proposed, the exact wording of it;
- any technology to be used in the meeting; and
- if a member can appoint a proxy.

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

- personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom);
- by post sent to members address; or
- by email (if an email address has been recorded for the member).

In addition, the corporation is to give notice by:

- Announcing the meeting over the radio;
- Placing on the corporation's website; and

- Sharing the notice through the corporation's social media channels.

A notice of meeting:

- sent by post is taken to be given three days after it is posted; and
- sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

4.6 *Members' resolutions*

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

Number of members in corporation	Number of members required to propose a resolution
2 to 10 members	= 1 member
11 to 20 members	= 3 members
21 to 50 members	= 5 members
51 members or more	= 10 per cent of members

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

The corporation must give notice of the resolution to all people entitled to it (see rule 4.5).

The corporation must consider the resolution at the next meeting which is being held at least 21 days after the notice has been sent out.

4.7 *Quorum at general meetings and AGMs*

No business shall be transacted at any general meeting unless a quorum of members is present.

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	= 20 members

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.

How to count the quorum

To work out if there is a quorum, count each member present at the meeting.

4.8 Chairing general meetings

The chairperson will chair general meetings. If they are not available, the Deputy Chairperson will chair the meeting, or the directors can elect someone to chair the meeting. If they don't, the members must elect someone.

4.9 Using technology

General meetings and AGMs can be held at more than one place using any suitable electronic platform, or combination of electronic platforms that gives members as a whole a reasonable opportunity to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

The type of electronic platform to be used must be set out in the notice of meeting.

4.10 Voting

Each member has one vote.

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

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

A resolution can be decided by majority on a show of hands, unless a poll is demanded under rule 4.11.

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

4.11 Demanding a poll (being, a formal count)

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

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

A poll demanded on any matter must be taken immediately. The chairperson directs how the poll will be taken.

4.12 Proxies

Proxy voting is not permitted.

4.13 Other people at general meetings and AGMs

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

The chairperson may allow any person (excluding an attorney) other than a corporation director, member, proxy (if proxies are allowed) or auditor to attend general meetings and AGMs. But the person cannot propose or vote on resolutions.

4.14 Postponing a general meeting or AGM

After notice has been given for a general meeting or AGM the directors can decide to postpone the meeting (this means, delay or reschedule the meeting for a later date) if there are exceptional reasons for doing so (such as the death of a community person, a natural disaster or as a result of government restrictions in response to the COVID-19 pandemic).

The directors postpone the meeting by passing a resolution in a directors' meeting. A postponed meeting must be held within 60 days of the date that the meeting was due to occur.

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

5. Directors

5.1 Role of directors

The directors oversee the running of the corporation on behalf of all members, make decisions about the affairs of the corporation, and should always be aware of what the corporation and its employees are doing. The directors manage, or set the direction for managing, the business of the corporation.

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

5.2 Number of directors

The number of directors of the corporation is decided at the general meeting or AGM.

The minimum number is 5 directors (including at least 1 independent specialist director appointed in accordance with rule 5.7).

The maximum number is 7 directors (including at least 2 independent specialist directors appointed in accordance with rule 5.7).

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

5.3 Composition of board of directors

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

- a maximum number of 5 member directors; and
- a maximum number of 2 independent specialist directors.

At least 1 member director must reside in a community that the corporation provides remote indigenous broadcasting services.

5.4 Eligibility of member directors

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

- is a member of the corporation;
- is not be an employee of the corporation or any subsidiary of the corporation;
- was not an employee of the corporation or any subsidiary of the corporation within the previous 2 years;
- has consented in writing to be appointed as a Director of the corporation using the form set out in Schedule 2 to these rules;
- has demonstrated knowledge of the media sector;
- within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the Member Director's appointment is terminated immediately. (the direct cost of obtaining a National Police Certificate will be paid by the corporation);
- within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately;
- within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately;
- has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment; and
- was not a Director of the corporation at any time in the period 1 April 2019 to 9 March 2020.

An individual who was a Director of the Corporation at any time in the period 1 April 2019 to 9 March 2020 is not eligible to be appointed as a Director at any time in the period up to and including the AGM of the Corporation for the financial year ended 30 June 2026.

A person who is disqualified from managing Aboriginal and Torres Strait Islander Corporations under Part 6-5 of the Act may only be appointed as a Member Director of the Corporation if the appointment is made:

- with permission granted by the Registrar; or
- with leave granted by the Court

Not more than one (1) person from each **Family** is eligible to be appointed or hold office as a member director at any one time. For the purposes of this rule book, **Family** means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, defacto, defacto family, son, daughter, sister, brother, step brother, step sister, step-children, cousins, uncles, aunties, nieces, nephews or grandchildren.

5.5 Majority of Director Requirements

A majority of directors of the corporation must:

- be individuals who are Aboriginal persons;
- usually reside in Australia; and
- be members of the corporation.

The chief executive officer (CEO) may not be a director.

5.6 How to become a member director

Appointment by directors

If there is a casual vacancy in a directorship the other directors can pass a resolution in a directors' meeting to fill the vacancy (see rule 5.10).

Appointment by members

The corporation can appoint a director, other than the independent specialist directors appointed under rule 5.7, by the members passing a resolution at a general meeting or AGM.

Consent to be a director

Before being appointed as a director, a person must give the Corporation their signed consent in writing to act as a director (**Schedule 2—Consent to become a director form**).

Notification to the Registrar

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

5.7 Eligibility to become an independent specialist director

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

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

- is not a member of the corporation or have any financial or familial interests in it;
- is at least 18 years of age;
- is an Australian resident;
- is not an employee of the corporation or any subsidiary of the corporation;
- was not an employee of the corporation or any subsidiary of the corporation within the previous 2 years;
- is independent and has demonstrated skills and experience in financial management, corporate governance, accounting, law or the media sector;
- gives the corporation their written consent to become a director before being appointed in the form set out at Schedule 2 of these rules;
- provides a National Police Certificate prior to appointment that does not record a criminal offence within the last 10 years;
- signs the Director's Confidentiality Deed and Directors Code of Conduct prior to appointment; and
- has completed suitable governance training either prior to their appointment or within a period of six months following their appointment.

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

5.8 How to become an independent specialist director

The directors may appoint up to two independent specialist directors.

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

In making their selections the directors must give priority to persons with the skills and experience as set out in rule 5.7 of this rule book.

5.9 Directors' terms of appointment

Member Directors

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

The member directors that meet the eligibility requirements of rule 5.4 are eligible to be re-elected.

To implement the rotational system:

- member directors appointed during the special administration period which commenced on 9 March 2020 will be appointed until the 2022 AGM;
- at the 2022 AGM half of the member directors' appointments will expire. The directors will decide by resolution at a directors meeting prior to the 2022 AGM which member directors will stand down. They will be eligible to be re-elected;
- the remaining member directors' appointments will expire at the 2023 AGM;
- all new member directors appointed at the 2022 AGM will be appointed for a term of two years; and
- the AGM minutes must record the term of each director appointed.

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

Independent Specialist Directors

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

5.10 How to fill casual vacancies

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

The person must meet the director eligibility criteria in rule 5.4 (for member directors) or rule 5.7 (for independent specialist directors) and any criteria that applies to the particular vacancy.

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

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

5.11 How to stop being a Director:

A person stops being a director if:

- the person passes away;
- the person resigns in writing;
- the person's term of appointment expires;
- the person is removed as a director by the members or the other directors as provided for in these rules;
- the person is disqualified from managing a corporation;
- the person ceases to be a member, but was a member when he/she became a director (for member directors only);
- the person has been convicted of a criminal offence in the last 10 years;
- the person is disqualified from managing a corporation;
- the person does not provide a National Police Certificate within two months of appointment;
- the person does not sign a Director's Confidentiality Deed within one month of appointment; or
- the person does not sign a Director's Code of Conduct within one month of appointment.

5.12 How to remove a director

By resolution of the members in a general meeting:

- A written notice for a resolution stating the reason for the removal of a director must be given to the corporation at least 21 days before the meeting. (Alternatively, the members can request a meeting (rule 4.3) for the purpose of removing a director);
- The corporation must give the director concerned a copy of the notice as soon as possible; and
- The director can give the corporation a written statement and / or an opportunity to speak at the meeting. The statement must be given to everyone entitled to notice of the meeting (see rule 4.5).

By other directors:

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

5.13 Directors' and officers' duties

The duties are:

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

5.14 Conflict of interest

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

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

A director who has a conflict of interest must not:

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

unless they have been granted approval by:

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

5.15 *Payment to directors*

Directors may be paid remuneration for attending director's meetings.

Directors are not paid for meetings other than director's meetings.

A director who is an employee of the corporation may receive remuneration as an employee of the corporation.

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

The remuneration of the directors must be approved by the members at a general meeting.

5.16 *Delegation of directors powers*

Directors may delegate, by passing a resolution, any of their powers to:

- another director;
- a committee of directors; or
- an employee of the corporation.

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

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

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

5.17 *Related party benefit*

If a corporation wants to give a financial benefit to a director or 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.

5.18 Calling and giving notice of directors' meetings

- Directors must meet at least every three months;
- All directors must be given reasonable notice of a directors' meeting;
- The directors will usually decide at a meeting when and where the next meeting will be; and
- A director can call a meeting by giving reasonable notice to all the other directors.

5.19 Quorum for directors' meetings

The quorum for directors meetings is:

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

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

The directors may appoint a person as a director to make up a quorum for a directors' meeting.

5.20 Chairing directors' meetings

There must be a chair elected for each directors' meeting.

If someone has not already been elected to chair the meeting, or the person previously elected as chair is not available, the directors must elect a director present to chair the meeting (other than the CEO).

When electing a chair, the directors must decide how long that director will be the chair (i.e. just for that meeting, or at every meeting over a certain period of time). The directors may also remove a chair (but not their appointment as a director) by a resolution of the directors.

Only a member director can chair directors' meetings.

5.21 Using technology

A directors' meeting may be held using any suitable electronic platform, or combination of electronic platforms, that allows all the directors to participate. For this purpose, electronic platforms include, without limitation, teleconferencing, videoconferencing, social media platforms, online platforms or mobile applications.

5.22 Resolutions by directors

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

- Each director (including independent non-member specialist directors) has one vote; and
- The chairperson of the meeting also has a casting vote (if required).

Resolutions can be passed without a directors' meeting if all directors sign a statement saying that they are in favor of it.

5.23 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.

The alternate director so appointed must:

- be a member; and
- have consented in writing to be appointed an alternate director for the appointing director.

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

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

The appointing director may terminate the alternate's appointment at any time.

Where a request to approve the appointment has not previously been before the directors, it shall be the first agenda item dealt with at a directors meeting.

An appointment of an alternate or its termination must be in writing using the form in **Schedule 3**. A copy must be given to the corporation.

5.24 Reporting for directors' meetings

The CEO must provide the following reports to each director at least one week before each director's meeting:

- up-to-date financial reports that include, but need not be limited to:
 - a balance sheet
 - a profit and loss statement (both by cost centre and consolidated) including actual against budget for the quarter and for the year to date
 - list of aged receivables
 - list of aged payables
 - evidence of payment of the following liabilities:
 - statutory liabilities (including IAS, BAS and superannuation) including a copy of the ATO running account balance statement
 - insurance premiums
 - royalties to artists
 - confirmation that the bank accounts have been reconciled to the general ledger.
- an Operations Report that includes, but is not limited to:
 - an activity statement (by month) that includes:
 - sales generation strategies

- operations at the CAAMA head office;
- operations at each RIBS site including a status report by site;
- capital projects, including progress on costs and funding to meet ongoing commitments
- administration report, including details of staff movements (i.e. any changes, leave, unscheduled absences, performance)
- details of any legal actions
- a copy of any reports prepared for the funding agencies
- a report on outcomes for programs and grant activity
- by exception, a report detailing any breaches of the CATSI Act and/or these rules and recommended remedial action.

6. Secretary

The directors shall appoint a secretary.

The secretary must be at least 18 years old.

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

The directors decide the secretary pay and terms and conditions of employment, if any.

The secretary must pass on any corporation correspondence which they receive to the directors within 24 hours.

The corporation must send the Registrar a contact person's/secretary's details within 28 days after they are appointed.

7. Records

The corporation must keep:

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

These records must be kept at the corporation's document access address or, if it is a large corporation, its registered office.

8. Finances

The corporation must keep written financial records that:

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

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

The corporation must follow these procedures.

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

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

8.1 *Annual Reporting*

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

- The following information regarding the Directors who held office during the year:
 - The number of Board meetings held during the financial year;
 - Details, by Director, of the number of Board meetings the Director attended;
 - Details, by Director, of the remuneration and allowances paid to the Director during the financial year;
- The following information regarding the Chief Executive Officer who held office during the year:
 - The number of Board meetings and Elders Advisory Group meetings the Chief Executive Officer attended;
 - Details of the remuneration and allowances paid to the Chief Executive Officer during the financial year.

9. Application of funds

The corporation is a not-for-profit corporation.

Directors can use the money and property of the corporation, not subject to any special trust or conditions by funders, to carry out its objectives (see rule 2).

Directors cannot directly or indirectly give the money or property of the corporation to members of the corporation. Subject to the CATSI Act and the corporation's rules, no portion of the funds or property of the corporation may be paid or distributed to any member of the corporation.

This rule does not stop the corporation from making:

- reasonable payment in good faith to a member in their capacity as an employee of the corporation (having regard to the circumstances of the corporation and the qualifications, role and responsibilities as an employee); or
- reasonable payment in good faith to a member for a contract for goods and services provided by that member (having regard to the market costs for obtaining similar goods or services in the area where they are to be provided).

10. Dispute resolution

If a dispute arises, the parties must first try to resolve it themselves.

If the dispute is not resolved within 10 business days, any party may give a dispute notice to the other parties.

The dispute notice must be in writing and must say what the dispute is about. It must be given to the corporation.

The directors must help the parties resolve the dispute within 20 business days after the corporation receives the notice.

If the directors cannot resolve the dispute, it must be put to the members to resolve it at a general meeting.

Seeking assistance from the Registrar

- If a dispute or any part of a dispute relates to the meaning of any provision of the CATSI Act or the corporation's rule book, the directors or any party to the dispute may seek an opinion from the Registrar about the correct meaning of the relevant provision;
- The Registrar's opinion will not be binding on the parties to a dispute;

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

11. Changing the rule book

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

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

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

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

12. Gift fund rules

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

- to be named ‘Central Australian Aboriginal Media Association (Aboriginal Corporation) Gift Fund’;
- which must receive gifts of money or property for the purposes (objectives) of the corporation; and
- which must have credited to it any money received by the corporation because of those gifts.

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

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

Receipts must be issued for gifts to the gift fund and must state:

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

As soon as:

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

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

13. Winding up

Surplus assets of the corporation

Where:

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

the liquidator can decide or the members may pass a special resolution about how the surplus assets of the corporation are to be distributed.

The surplus assets must not be given to any member or to any person to be held on trust for any member and can only be given to a charitable organisation/s with similar charitable purposes.

Surplus assets of gift funds

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

Schedule 1—Application for membership form



Central Australian Aboriginal Media Association (Aboriginal Corporation)

APPLICATION FOR MEMBERSHIP

I _____ (full name of person)

of: _____ (residential address, a postal address is not sufficient)

apply for membership of the corporation.

I declare that I am eligible for membership.

(signature of applicant)

(date)

Corporation use only

Application received	Date:
Application tabled at directors' meeting	Date:
Directors consider applicant is eligible for membership	Yes / No
Directors approve the application	Yes / No
If approved, new members' details added to register of	Date:
Applicant notified of directors' decision	Date:

Schedule 2—Consent to become a director form



Central Australian Aboriginal Media Association (Aboriginal Corporation)

CONSENT TO BECOME A DIRECTOR

ALL SECTIONS OF THIS FORM MUST BE COMPLETED

SECTION A – PERSONAL DETAILS

I _____ (full name of person)

of: _____ (residential address, a postal address is not sufficient)

Phone: _____ (print telephone number)

Email: _____ (print email address)

give consent to become a director of the corporation.

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

And my place of birth was _____ (place of birth)

SECTION B - ELIGIBILITY

I confirm I meet the eligibility criteria to be appointed a director as detailed below:

For Member Directors – Rule 5.4, being:		For Independent Specialist Directors – Rule 5.6, being:	
<input type="checkbox"/>	is a Member of the Corporation	<input type="checkbox"/>	is not a Member of the Corporation or have any financial or familial interests in it
<input type="checkbox"/>	is not be an employee of the corporation or any subsidiary of the corporation	<input type="checkbox"/>	is at least 18 years of age
<input type="checkbox"/>	was not an employee of the corporation or any subsidiary of the corporation within the previous 2 years	<input type="checkbox"/>	is an Australian resident
<input type="checkbox"/>	has consented in writing to be appointed as a Director of the Corporation using the form set out in Schedule 3 to these rules	<input type="checkbox"/>	is not be an employee of the corporation or any subsidiary of the corporation
<input type="checkbox"/>	Has demonstrated knowledge of the media sector	<input type="checkbox"/>	was not an employee of the corporation or any subsidiary of the corporation within the previous 2 years

	within two months of appointment, obtains a National Police Certificate. If a National Police Certificate is not provided within two months of appointment or it records a criminal offence within the last 10 years, the member director's appointment is terminated immediately. (the direct cost of obtaining a National Police Certificate will be paid by the corporation)		is independent and have demonstrated skills in financial management, corporate governance, accounting, law or the media sector
	within one month of appointment, signs the Director's Confidentiality Deed. If a signed Director's Confidentiality Deed is not provided within one month of appointment the Member Director's appointment is terminated immediately		gives the Corporation their written consent to become a director before being appointed in the form set out at Schedule 8 of these Rules
	within one month of appointment, sign the Directors Code of Conduct. If a signed Directors Code of Conduct is not provided within one month of appointment the Member Director's appointment is terminated immediately		provides a Police Certificate prior to appointment that does not record a criminal offence within the last 10 years
	has completed suitable governance training either prior to their election or appointment or within a period of six months following their election or appointment		signs the Director's Confidentiality Deed and Directors Code of Conduct prior to appointment
	was not a Director of the Corporation at any time in the period 1 April 2019 to 9 March 2020		has completed suitable governance training either prior to their appointment or within a period of six months following their appointment

SECTION C – DISCLOSURE OF INTERESTS

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

1. I have the following interests in contracts or proposed contracts with the Corporation:
2. I declare I have the following associations with other corporations or businesses (Please state the name of the entity and your role in it, eg member, partner, owner, officer, shareholder):
3. I hold the following roles whereby duties or interests might be created in conflict with my duties as a director of the corporation:
4. I set out any other material personal interest which relates to the affairs of the Corporation:

SECTION D – ACKNOWLEDGMENTS AND SIGNATURE

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

- have been convicted of an offence under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (CATSI Act) that is punishable by imprisonment for more than 12 months
- have been convicted of an offence involving dishonesty that is punishable by imprisonment for at least three months
- have been convicted of an offence against the law of a foreign country that is punishable by imprisonment for more than 12 months
- 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 if any of the above events occur after my appointment.

I acknowledge that my appointment as a director is subject to the rules of the corporation and the Act.

Signature of person: _____

Date: _____

NOTE: This form should be completed and given to the corporation before the person is appointed as a director—section 246-10(1) of the CATSI Act

Schedule 3—Appointment of Alternate Director form



Central Australian Aboriginal Media Association (Aboriginal Corporation)

A copy of any appointment or termination of appointment must be given to the Corporation.

A Consent to Act as Director Form (refer Schedule 3) must be completed and signed by the Alternate Director and provided to the Corporation.

I, _____ (print full name)

being a Director of Central Australian Aboriginal Media Association (Aboriginal Corporation), hereby appoint: _____

(print full name of alternate)

of _____ (insert full address of alternate)

Phone: _____ (print telephone number of alternate)

Email: _____ (print email address of alternate)

To be an Alternate Director to act in my place

My alternate may (select one of the following):

☐ exercise all of my powers as a director

or

☐ exercise only the following powers that I have as a director: *[Insert specific powers]*

The period during which the Alternate Director is to act is (select and complete one of the following):

☐ For the next _____ week/s commencing _____

Or

☐ between the following dates (inclusive):

_____/_____/_____ and ____/____/____

☐ I request that any notices for meetings or other matters which normally would be sent to me, be posted to the Alternate Director at the address as given above.

Note – Where the above request is not ticked, notices will continue to be sent to the appointing director who shall be responsible for notifying the alternate director.

In this case, notice to the appointing director shall be deemed service upon the alternate director

I acknowledge that:

1. The appointment of the Alternate Director will only be effective once the other directors have approved.
2. The Corporation cannot approve the appointment unless the alternate director has provided the Corporation with a completed and signed Consent to Act as Director form and is eligible to be appointed a Director in accordance with these rules and the Act.
3. The appointment may, regardless of any dates or time periods mentioned above, be terminated by me at any time in writing. A copy of any termination must be given to the Corporation.

Signature of
Appointing
Director:

Date:

Special rules for COVID-19

General

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

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

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

Postponement and cancellation of meetings

Special rule 4. A majority of directors may postpone or cancel a directors’ meeting which has been called or is otherwise required to be held by this rule book.

Circulating resolutions

Special rule 5. This rule does not apply to special resolutions and resolutions to remove directors.

The members may pass a resolution without a general meeting being held if:

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

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

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

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

Special rule 6. The directors may pass a resolution without a directors' meeting being held if:

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

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

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

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

Virtual meeting forums

Special rule 7. If at least 21 days' notice has been given of a general meeting, the corporation may issue supplementary instructions for participating in the meeting at least two days before the meeting is held.

Voting at meetings

Special rule 8. If a show of hands is not possible at a general meeting, a resolution put to the vote may be decided by any other method of voting as determined by the chair that allows the members to clearly indicate whether they are for or against the resolution.