

## **CONSTITUTION**

### **THE RULES OF THE CENTRAL AUSTRALIAN STOLEN GENERATIONS AND FAMILIES ABORIGINAL CORPORATION**

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## 1. NAME

The name of the Association is the “**Central Australian Stolen Generations and Families Aboriginal Corporation**”.

## 2. PURPOSES

The purposes of the Association include:

- (a) to represent and act on behalf of the Central Australian Stolen Generations and their families;
- (b) to represent the interests of the Central Australian Stolen Generations and advocate issues which affect Central Australian Stolen Generations, including by communicating those with the Territory and Commonwealth governments and their agencies, international organisations, and national and international non-government organisations;
- (c) to produce and disseminate information between individual members and other state, territory and national Stolen Generations organisations and other relevant bodies;
- (d) to take action which might benefit the members of the Central Australian Stolen Generations including taking legal advice and action, advocating legislative or constitutional reform and seeking international legal redress;
- (e) to promote Stolen Generations’ interests within both the non-Aboriginal and Aboriginal communities;
- (f) to review and monitor progress in the implementation of the recommendations contained in the “Bringing Them Home Report”;
- (g) identify the needs of the Stolen Generations and implement appropriate measures which aid the healing processes of the Stolen Generations;
- (h) to coordinate and facilitate the provision of:
  - (i) an indigenous community-based family tracing and reunion link up service in Central Australia; and
  - (ii) healing processes to Central Australian Stolen Generations;

- (i) to take whatever lawful action the Association considers necessary, including the entering into of contractual or other legal relations with other organisations or individuals, to advance the interests and welfare of the Central Australian Stolen Generations at an individual and/or collective level;
- (j) to develop alliances or other arrangements with government agencies and non-government organisations (both Australian and international) in order to coordinate the provision of services to Stolen Generations;
- (k) in co-operation with the NASGAC, KSG and TCSG (or such other Stolen Generation organisations as may exist from time to time), to elect delegates to the Secretariat (if any);
- (l) to coordinate and facilitate the provision of services necessary or ancillary to achieving its purposes; and
- (m) to receive and expend funding on achieving its purposes.

### **3. TYPE OF ASSOCIATION**

The Association is an Incorporated Aboriginal Association under the Act.

### **4. POWERS OF THE ASSOCIATION**

The Association will, subject to the provisions of the Act, this Constitution and any special resolution passed by the Association in general meeting, have power to perform any lawful acts as deemed necessary by the Management Committee to carry out the purposes of the Association.

### **5. FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE**

- (a) The function of the Management Committee is to exercise the powers of the Association to implement to purposes of the Association, and the Management Committee is vested with such powers as are necessary for it to do so, subject to the provisions of the Act, this Constitution and any special resolution passed by the Association in general meeting.
- (b) Without limiting the generality of the foregoing, the Management Committee shall have the power:
  - (i) to administer the funds and financial affairs of the Association and to:
    - A. authorise expenditure;

- B. incur obligations on behalf of the Association; and
  - C. invest or re-invest any moneys and realise any investments as it thinks fit;
- (ii) to formulate and give instructions for the carrying out of Association policy;
  - (iii) to discuss and decide any matter within the competence of the Association duly put before it by a member of the Management Committee;
  - (iv) to enter into and execute contracts on behalf of the Association;
  - (v) to appoint legal advisers or other advisers, who may attend Management Committee meetings but shall not vote;
  - (vi) to appoint committees and to nominate the terms of reference and delegation of powers to such committees;
  - (vii) to appoint auditors for the Association;
  - (viii) to invite any person to attend any meeting of the Management Committee; and
  - (ix) to employ and dismiss any persons whom the Management Committee has selected to perform the day to day functions associated with the running of the Association and the promotion of the Association's purposes.

## **6. MEMBERS**

### **6.1 Eligibility, Application & Assessment**

- (a) A determination of a person's eligibility for membership is at the discretion of the Management Committee, acting reasonably and having regard to the matters set out in rule 6.1(b).
- (b) The Management Committee will take into account the following in relation to its consideration of the eligibility of a person for membership:
  - (i) whether the person is an adult Aboriginal; and
  - (ii) whether the person is ordinarily resident in Australia; and

- (iii) whether the person was removed from their family or their country as a result of the past policies and practices of Australian governments (including, but not limited to, assimilation, adoption, child protection, institutionalisation or fostering); and / or
  - (iv) a parent, spouse, sibling or descendent (including adopted) of an Aboriginal person who was removed from their family or their country as a result of the past policies and practices of Australian governments (including, but not limited to, assimilation, adoption, child protection, institutionalisation or fostering).
- (c) The Management Committee may from time to time make policies about how eligibility for membership is to be determined, and in particular, how the criteria set out in rule 6.1(b) are to be defined and assessed.
- (d) A person may make an application for membership by:
  - (i) signing (as one of the members of the committee of an aboriginal association within the meaning set out in section 43 of the Act) the application for incorporation of this Association lodged with the Registrar; or
  - (ii)
    - A. completing (in full) a written application form (in the form prescribed by the Management Committee from time to time) and returning it to the Association in the manner set out in rule 6.1(f), together with any supporting information that the Management Committee may require from time to time; and
    - B. paying to the Association the membership fee (if any) determined by the Management Committee from time to time.
- (e) The Management Committee must always ensure that an application form as a minimum requires an applicant to provide the following:
  - (i) applicant's full name;
  - (ii) applicant's residential address;
  - (iii) applicant's postal address (if any and if different from the residential address);
  - (iv) electorates that the applicant wishes to be identified with.
- (f) The procedure for making an application is as follows:

- (i) the applicant is to obtain and complete the application form;
  - (ii) the applicant is to return the completed and signed application form to the registered office of the Association, addressed to the attention of the Management Committee (care of the Secretary, Public Officer or Chairperson), either by hand delivery or by post.
- (g) All applications for membership will be considered by the Management Committee at its next meeting following receipt at the registered office of the Association.
- (h) The applications will be assessed by the Management Committee in accordance with the requirements for eligibility for membership. An application for membership will be accepted by the Management Committee by a majority (more than 50%) of members of the Management Committee voting in favour of an application for membership.
- (i) Where the Management Committee does not approve an application for membership, the Management Committee must either:
- (i) notify the applicant that the applicant's application has been rejected, and give reasons; or
  - (ii) notify the applicant that the applicant's application cannot be determined unless the applicant provides further information to the Management Committee, in which case the Management Committee must notify the applicant of the further information it requires, and the applicant must provide the information within 14 days.
- (j) Where rule 6.1(i)(ii) applies, the Management Committee will determine the applicant's application for membership after receiving the further information required under that clause, and will notify the applicant whether their application has been accepted or rejected, and if rejected, give reasons.
- (k) Where the Management Committee approves an application for membership, the Management Committee will record that the application has been approved in the minutes of Management Committee meetings. The Public Officer or any other person authorised by the Association will then enter the applicant's name, residential address, postal address (if any and if different from the residential address), electorates and date of becoming a Member in the register of Members . The Public Officer or any other person authorised by the Management Committee will forward a letter to the applicant's postal address (as notified by the applicant in the applicant's application for membership) advising that the application has been approved, that his or her name and address have been entered in the

register of Members and that he or she is a Member. The Public Officer or other authorised person will also notify the Registrar, Aboriginal Associations, ACT, of the necessary details relating to the new Member.

## **6.2 Applicant's right to have application reviewed**

- (a) If an applicant's application is rejected, the applicant may make a written request to the Management Committee (addressed to the Secretary, Public Officer or Chairperson) for the Management Committee to reconsider the applicant's application. If such a request is made, the Management Committee may, in its discretion, allow the applicant to attend a meeting of the Management Committee to make a statement to the Management Committee and answer any questions the Management Committee may have.
- (b) At any time after receiving a request under rule 6.2(a), the Management Committee may either confirm that the applicant's application is rejected (in writing), or reverse its original decision and notify the applicant that its application has been approved, in which case the applicant will be notified in the manner set out in rule 6.1(k).

## **6.3 Associate Members**

- (a) A person who is not entitled to become a Member of the Association may apply to become an Associate Member.
- (b) An application for associate membership may be made by:
  - (i) completing (in full) a written application form (in the form prescribed by the Management Committee from time to time) and returning to the registered office of the Association, addressed to the attention of the Management Committee (care of the Secretary, Public Officer or Chairperson), either by hand delivery or by post; and
  - (ii) paying to the Association the membership fee (if any) determined by the Management Committee from time to time.
- (c) Decisions to accept or reject an application for associate membership will be made by the Management Committee in their sole discretion. An application for associate membership will be accepted by the Management Committee by a special resolution (more than 75%) of members of the Management Committee voting in favour of an application for membership.

- (d) An Associate Member shall have the same rights and responsibilities as a Member but is not entitled to vote at meetings of the Association or to stand for election to the Management Committee.
- (e) The Public Officer shall maintain a Register of Associate Members similar to the Register of Members.
- (f) Associate Members shall cease to be Associate Members in the same way as provided for Members under rules 6.7 and 6.8.

#### **6.4 Member's responsibility to notify a change in address**

It is a Member's sole responsibility to notify the Association of a change in the Member's address (including postal address). Any change in address must be notified to the Association in writing, addressed to the Management Committee. For the purpose of this Constitution, a notice forwarded to a Member's last known address as recorded in the register of Members will be deemed to be effective notice. The Public Officer or such other person as may be authorised by the Management Committee from time to time must amend the register of Members where a Member notifies the Association of a change in address.

#### **6.5 Voting entitlements of Members**

Members will, subject to rule 6.8(e), be entitled to attend, speak and vote at general meetings of the Association and be eligible, subject to rules 6.7, 6.8 and 8, for appointment as members of the Management Committee or office bearers.

#### **6.6 Liability of Members**

A Member is not liable for any debts and liabilities of the Association.

#### **6.7 Termination of Membership & the Code of Conduct**

- (a) A Member's membership of the Association will terminate:
  - (i) if the Member dies;
  - (ii) if the Member by notice in writing delivered to the Public Officer or other member of the Management Committee resigns from membership.
- (b) From time to time the Management Committee may implement reasonable policies relating to the conduct of Members (the **Code of Conduct**). The Management Committee

may from time to time amend the Code of Conduct. All Members must comply with the Code of Conduct. The Management Committee may, at a Management Committee meeting, by a special resolution (more than 75%) of members of the Management Committee voting in favour of the resolution, terminate the membership of a Member where the Management Committee finds that the Member has committed a serious breach of the Code of Conduct, which in its view amounts to conduct that is detrimental to the Association.

- (c) Prior to considering any resolution of the kind referred to in rule 6.7(b), notice must be forwarded to the Member in writing to the address in the register of Members and given a reasonable opportunity of being heard at the meeting.

#### **6.8 Annual Membership Fees**

- (a) Each Member must pay an annual membership fee (if any) determined by the Management Committee each year prior to 30 June of that year.
- (b) The membership fee (if any) will be due on 30 June of each year.
- (c) In each year, the notice sent to Members advising of the annual general meeting in accordance with rule 14 will be accompanied by a notice advising the Members of the amount of the annual membership fee (if any) payable in respect of that year and the manner in which it must be paid.
- (d) A Member who has not paid the membership fee in each year will be deemed unfinancial. A Member will remain unfinancial during the period that any annual membership fee relating to any period remains unpaid.
- (e) Despite any other provision of these rules, an unfinancial Member will be ineligible to vote on any matter at any general meeting or Management Committee meeting of the Association. An unfinancial Member will be eligible to nominate for election to the Management Committee but will not be eligible to be declared elected to the Management Committee while they remain unfinancial.

## **7. REGISTERED OFFICE**

The registered office of the Association will:

- (a) subject to rule 12(b), upon the appointment of a Public Officer and for so long as there is a Public Officer and upon that person's name and official address being served upon the Registrar pursuant to section 57 of the Act, be the official address of that Public Officer;
- (b) if and while an administrator is appointed pursuant to section 71 of the Act, be the address of that administrator; and
- (c) in any other case be the residential address of, in order of priority, either the Chairperson, the Secretary, or the Treasurer.

## **8. COMMITTEE**

### **8.1 Composition of Management Committee**

The Management Committee will be a committee of not less than 12 Members and no more than 18 Members, provided there are sufficient Members eligible for appointment, who will be elected in the manner set out in rules 8.2 to 8.11. All members of the Management Committee must be Members. This rule will not apply when a Management Committee is elected at a special general meeting or under section 77D of the Act.

### **8.2 Electorates**

- (a) Each Member must be a member of at least one electorate of the Association.
- (b) Subject to rules 8.2(c), (d) and (e), at each election of the Management Committee (conducted in accordance with rule 8.3), the Members from each electorate referred to in 8.2(f) may elect one member to the Management Committee, but not more than one.
- (c) A Member's vote may only be cast in favour of a nominee for election to the Management Committee from the electorates to which that Member belongs (as recorded in the register of Members).
- (d) At any annual general meeting at which less than 40 Members are in attendance, a Member who is a member of more than one electorate, may vote in favour of a nominee for election to the Management Committee from each of the electorates to which that Member is a member (as recorded in the register of Members).

(e) At any annual general meeting in which 40 or more Members are in attendance, if a Member is a member of more than one electorate, that Member must nominate to the Public Officer the electorate whose nominee for the Management Committee it will vote, and may only cast a vote in favour of that nominee and may not vote in favour of any other nominee from any other electorate. This rule will not apply where a deadlock arises as a result of the number of votes received in favour of the nominees for election from an electorate.

(f) The following are the electorates of the Association:

- Electorate 1 – Bungalow / Jay Creek;
- Electorate 2 – St Mary’s / St John’s;
- Electorate 3 – St Phillips / Griffiths House;
- Electorate 4 – Croker Island;
- Electorate 5 – Groote Eylandt;
- Electorate 6 – Kahlin;
- Electorate 7 – Retta Dixon;
- Electorate 8 – Garden Point;
- Electorate 9 – Interstate /Overseas / Other;

and the electorates shall also include those areas shown on the map attached as Annexure “B” and referred to as:

- Electorate 10 – South West;
- Electorate 11 – Alice Springs;
- Electorate 12 – Western;
- Electorate 13 – Tanami;
- Electorate 14 – North West;

- Electorate 15 – Tennant Creek;
  - Electorate 16 – Eastern Plenty;
  - Electorate 17 – Eastern Sandover; and
  - Electorate 18 – Anmatyerre.
- (g) A Member may belong to an electorate that describes the institution or area with which the Member or their family has historical affiliation.
- (h) If:
- (i) a Member is uncertain of which area he or she belongs; or
  - (ii) a Member challenges the legitimacy of another Member’s area nomination,
- the Member concerned must seek a determination of the matter by the Management Committee. The Management Committee’s determination of the issue will be final.

### **8.3 Election of Management Committee**

- (a) The members of the Management Committee will be elected at each annual general meeting. Members of the Management Committee are eligible for re-election. Unless these rules state otherwise, members of the Management Committee will hold office until the next annual general meeting.
- (b) For the purpose of the Management Committee elections, the members of the governing Management Committee must appoint the returning officer in accordance with rule 8.4, and direct the returning officer to conduct the elections, and if necessary in accordance with rule 8.5(e), conduct a postal ballot or ballot at the annual general meeting.
- (c) The ballot must be conducted in such a manner as the returning officer directs. The returning officer must ensure that the ballot is conducted in such a way as Members are given a reasonable opportunity to participate in the ballot.
- (d) The returning officer will declare elected the candidate for each electorate who has received the highest number of votes, unless there has been only one nomination for the electorate, in which case rule 8.5(f) applies.

#### **8.4 Returning Officer**

At least 21 days before each annual general meeting, the Management Committee must appoint a person or Commonwealth statutory authority as returning officer. The returning officer must conduct the elections for the Management Committee in a fair and impartial manner and declare the results of those elections at the annual general meeting following their appointment. If the appointed returning officer is a person, he or she may or may not be a Member, and may be an employee of the Association.

#### **8.5 Nominations for election to the Management Committee**

- (a) The returning officer must publish a notice at the registered office, and if possible send a notice to Members, inviting the nomination of Members for the positions on the Management Committee.
- (b) The notice must advise Members of:
  - (i) the manner in which nominations are required;
  - (ii) the date nominations close;
  - (iii) the address that nominations should be sent to; and
  - (iv) the method of conduct of the ballot in accordance with rule 8.5(e);
  - (v) the option available to a nominating Member to submit a written statement of less than 250 words in support of their nomination.
- (c) Nominations open on a date declared by the returning officer. This date must enable adherence to the requirements of these rules. The notice must be published in accordance with rule 8.5(a) on the date that nominations open. Nominations must remain open for at least 21 days, and may close (at the returning officer's discretion) at or before the annual general meeting.
- (d) The nominations by Members must be:
  - (i) made in writing by the nominee Members indicating their willingness to be nominated where the nomination is received prior to the annual general meeting; and
  - (ii) made orally to the returning officer if made at the annual general meeting.

Otherwise the nominations do not have to adhere to any specific form. To be valid, nominations must be received by the returning officer at the required address before the close of nominations.

- (e) Where more than one eligible nomination for a position is received, at the returning officer's discretion, either:
  - (i) a postal ballot will be conducted; or
  - (ii) a ballot will be conducted at the annual general meeting.

The returning officer must ensure that the method of conduct of the ballot is identified in the notice referred to in rule 8.5(b).

- (f) Where only one eligible nomination is received for a position, the nominated Member will be declared elected unopposed by the returning officer at the annual general meeting.

## **8.6 Ballots**

The following requirements apply to any ballot conducted under rule 8.5(e):

- (a) the ballot will be conducted by the returning officer as prescribed in rules 8.3(c) and 8.4;
- (b) ballot material, identifying the nominees for each electorate, together with any statements in support of nominations provided in accordance with rule 8.5(b)(iv), and any other material that the returning officer determines appropriate, must be made available to Members at the registered office on the date the ballot opens (and displayed prominently), and if the Management Committee so determines, posted to Members at the Member's address recorded in the register of members;
- (c) Where the ballot is a postal ballot:
  - (i) the ballot material must be posted to Members and must also contain:
    - A. a statement identifying the date on which the ballot closes;
    - B. the relevant ballot paper initialled by the returning officer or bearing a copy of those initials;
    - C. an envelope marked "Ballot Paper"; and

- D. a “postage paid” or stamped envelope addressed to the returning officer, the back of which may be used as a counterfoil. The counterfoil must make provision for the endorsement of the full name of the voter; the address of the voter; and the signature of the voter.
- (ii) Members must cast their vote by:
    - A. marking the ballot paper to indicate the candidate of their preference;
    - B. inserting the ballot paper in the envelope marked “Ballot Paper” and sealing this envelope;
    - C. inserting the envelope marked ballot paper in the envelope addressed to the returning officer and endorsing the counterfoil with their name, address and signature; and
    - D. ensuring the delivery of the ballot paper to the returning officer before the date specified for the ballot closure.
  - (d) Other than as set out in this rule, ballots will be conducted in the manner reasonably prescribed by the returning officer.
  - (e) The procedure for elections set out in this rule will not apply to any election held pursuant to s77D of the Act.

#### **8.7 Eligibility to hold office**

- (a) A person is not eligible to be elected or continue to hold office as a member of the Management Committee if he or she has been convicted of an offence against a Commonwealth, State or Territory law and sentenced:
  - (i) to imprisonment for 3 months or longer if the offence involved fraud or misappropriation of funds; or
  - (ii) to imprisonment for one year or longer in the case of any other offence.
- (b) A conviction referred to in rule 8.7(a) does not prevent the person from standing for election or being elected if at least 5 years have passed since the date of conviction and the person is not serving a term of imprisonment, or if the person has been granted an exemption by the Registrar or, on appeal, the Minister.

- (c) A person is not eligible to be elected or continue to hold office as a member of the Management Committee if the person:
  - (i) becomes bankrupt or insolvent under administration; or
  - (ii) becomes incapable of holding office because of a civil penalty disqualification by a Court.
- (d) A person is not eligible to be elected or continue to hold office as a member of the Management Committee if the person is serving as the returning officer;
- (e) A member of the Management Committee will cease to hold office:
  - (i) if he or she ceases to be a Member;
  - (ii) if he or she resigns his or her office;
  - (iii) if on the appointment of an administrator section 73 of the Act applies;
  - (iv) if the provisions of rules 8.7(a) to (d) apply;
  - (v) if he or she fails to attend 3 meetings of the Management Committee consecutively, without giving notice to the Management Committee;
  - (vi) if he or she is found by the Management Committee to have breached the Code of Conduct; or
  - (vii) if due to illness, absence or any other reason, the Management Committee reasonably believes that he or she has ceased to be an effective member of the Management Committee.

#### **8.8 Appointment of Additional Management Committee members**

- (a) If at any time there are less than 10 members of the Management Committee, additional member or members may be appointed by the Management Committee to fill the vacancies.
- (b) A Management Committee member appointed in this way will hold office (subject to rule 6.8(e)) until the end of the next annual general meeting and will be eligible for re-election.

- (c) Persons appointed to fill these casual vacancies must be eligible to stand for election for the electorate or area with respect to which they are sitting as a Management Committee member.
- (d) The quorum for a Management Committee meeting held for the purpose of filling casual vacancies under this rule will be a majority of members of the Management Committee. If there are only two members, the quorum will be two.
- (e) When the Management Committee has less than 10 members, it may only act for the purpose of filling the vacancies or calling a special general meeting.

#### **8.9 Office Bearers**

There will be a Chairperson Deputy Chairperson, Secretary, Treasurer and Public Officer who will be the office bearers elected by the members of the Management Committee at the first meeting of the Management Committee after each annual general meeting of the Association. The office bearers will be eligible for re-election.

#### **8.10 Vacancies on Management Committee**

- (a) Any vacancy in the office of an office bearer may be filled by the Management Committee. The member of the Management Committee elected in this way will retain the office of office bearer until the next election of office bearers and will be eligible for re-election.
- (b)
  - (i) If at any time after the election of the Management Committee at an annual general meeting, all Management Committee positions become vacant (other than by reason of rule 8.7(e)(iii)) or there is only one member of the Management Committee remaining, any Member of the Association may call a general meeting at which up to 5 Members may be elected to the Management Committee by the general meeting after receipt of their nomination at that meeting.
  - (ii) A member of the Management Committee so elected will, subject to the Constitution, hold office until the next annual general meeting and be eligible for re-election.

#### **8.11 Removal of office bearers**

- (a) The Association may by resolution at a general meeting of Members, remove any office bearer before the expiration of his or her period of office, and may by simple majority at

the same or any other general meeting appoint another Management Committee member in his or her place.

- (b) Despite anything previously set out in this rule, if the positions of membership of the Management Committee are vacated by the operation of section 73 of the Act, for the election to fill those positions pursuant to section 77D of the Act:
  - (i) the number of members of the Management Committee to be elected will equal the number of members of the Management Committee elected at the last election of such members or five members, whichever is the greater. If insufficient candidates are nominated to comply with this rule, the Registrar or his or her delegate may at his or her sole discretion cancel the election or proceed to elect such lesser number as the Registrar may determine;
  - (ii) the only qualification to be eligible to be elected to the Management Committee will be that a candidate is a Member; and
  - (iii) otherwise the rules of procedure for the calling and conduct of the election by the Registrar will be determined by and solely at the discretion of the Registrar.
- (c) The member or members of the Management Committee elected in accordance with rule 8.11(b)(i) will hold office until the first meeting of the Management Committee after the annual general meeting at which their successors are elected.

#### **8.12 Management Committee Meetings**

- (a) The Management Committee must meet to attend to its business as often as it considers necessary, but at least once every three months.
- (b) The Management Committee may act or continue to act as the case may be, despite any original or casual vacancy in its membership, provided that where there is a casual vacancy the number of Management Committee members is not less than 5. Where the number of Management Committee members is less than 5, the remaining Management Committee members may only act to fill that casual vacancy. Six Management Committee members at the commencement of the meeting shall be a quorum.
- (c) Reasonable notice of each meeting of the Management Committee must be given to each Management Committee member.
- (d) The Secretary or such person as the Management Committee appoints will keep proper minutes of the proceedings of all Management Committee meetings.

- (e) The Management Committee has the power to manage and control the affairs of the Association in accordance with these rules and the Act, subject to any restrictions placed by a general meeting of the Association. For that purpose, the Management Committee may exercise the powers of the association as if they had been expressly conferred on the Management Committee by a general meeting of the Association.
- (f) All acts bona fide performed by any Management Committee member, a sub-committee member or by any person acting as a Management Committee member will be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member. This applies even if at a later date it is discovered that any such person was not duly appointed.
- (g) If any dispute between the Association and any Members arises that cannot be amicably settled by the Management Committee, the matter will be referred to a general meeting of the Association for decision. If the dispute cannot be resolved by the Association, the Registrar may be asked to arbitrate by any of the parties to the dispute.
- (h) No person may make any public statement on behalf of the Association unless authorised by the Management Committee. A breach of this rule may be considered a breach of the Code of Conduct and “conduct detrimental to the Association” and be grounds for expulsion as a Member.

#### **9. DISCLOSURE OF INTEREST**

- (a) All Management Committee members must disclose any interest in a contract or arrangement, or proposed contract or arrangement with the Association at a Management Committee meeting and a record of the disclosure must be made in the minutes of that meeting.
- (b) A Management Committee member who has disclosed an interest may not vote on the Management Committee resolution relating to the contract or proposed contract or arrangement.

#### **10. DUTIES OF COMMITTEE**

Each person who is on the Management Committee:

- (a) has a duty to act in that position with honesty, diligence and reasonable care; and
- (b) may not make improper use of information or opportunities received through that position.

## **11. APPOINTMENT AND REMOVAL OF EMPLOYEES**

Except as otherwise provided in the Act or this Constitution, the Management Committee has power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents. A member of the Management Committee is not entitled to act or be appointed as an employee or agent of the Association.

## **12. PUBLIC OFFICER**

- (a) The Management Committee must ensure that at all times a person is appointed to be the Public Officer of the Association in accordance with section 56 of the Act
- (b) If there is a change of Public Officer the Management Committee must, within 3 weeks after the appointment of the new Public Officer, notify and send to the Registrar the full name and official address of the Public Officer by completing a “Form 4 Notice of Name and Address of Public Officer”.
- (c) Where the Management Committee changes the official address of the Public Officer it must within 3 weeks of the change notify the Registrar of such change.

## **13. REGISTER OF MEMBERS**

- (a) The Public Officer (or if the position is vacant, the Chairperson or Secretary or Treasurer) will keep at his or her official address a register of Members in a bound book form with 9 columns showing:
  - (i) Column 1 – the number of the Member;
  - (ii) Column 2 – the name of the Member;
  - (iii) Column 3 – the address of the Member;
  - (iv) Column 4 – the date on which the Member joined the Association;
  - (v) Column 5 – the date on which a Member ceased to be a Member;
  - (vi) Column 6 – the electorates to which that person is designated as belonging and the date from which that designation is deemed to begin;
  - (vii) Column 7 – the date of any change to the particulars in column 6 and the detail of that change;

- (viii) Column 8 – the areas to which that person is designated as belonging and the date from which that designation is deemed to begin;
- (ix) Column 9 – the date of any change to the particulars in column 8 and the details of that change.

Subject to the requirements of the Act, for the purposes of this rule, a computer record or other electronic record will be sufficient.

- (b) The Public Officer (or such other appropriate person if there is no Public Officer) must ensure that the register of Members is available for inspection by members of the public at all reasonable times.
- (c) As soon as practicable after 30 June of each year but not later than 31 December of that year, the Management Committee must give the Registrar a copy of the register of Members or a list of the names and addresses of all Members, in accordance with subsection 58(3) of the Act.

#### **14. GENERAL MEETINGS**

- (a) Annual general meetings will be held within three months after 30 June of each year. Subject to the requirements of the Act, the Management Committee may, at its discretion, extend this date by one month.
- (b) The order of business at the annual general meeting will be as follows:
  - (i) to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;
  - (ii) to receive from the Management Committee reports concerning the activities and business of the Association during the preceding financial year ending 30 June, including the Management Committee's Report and Examiner's Report;
  - (iii) to elect the members of the Management Committee. Subject to rule 8, the procedure for elections will be in accordance with a method approved by the Association and may be based on Aboriginal custom;
  - (iv) to appoint an examiner as required by subsection 59(3) of the Act; and
  - (v) to conduct such other business the meeting determines.

- (c) The Management Committee may call general meetings in addition to the annual general meeting.
- (d) Any general meeting other than the annual general meeting will be called a special general meeting. The order of business at a special general meeting will be as follows:
  - (i) to confirm the minutes of the last general meeting, whether an annual general meeting or a special general meeting;
  - (ii) to deal with all matters for which the meeting was called;
  - (iii) to conduct such other business as the meeting determines.
- (e) Subject to these rules, the place, date and hour of every general meeting will be determined by the Management Committee and notice of the meeting, including the purpose of the meeting, will be given to Members at least seven days prior to the date of the meeting, by any means the Management Committee considers appropriate.
- (f) The general meeting may elect a Chairperson in respect of every general meeting.
- (g) The Secretary will, on the written request of 15 or more Members or no fewer than 10% of the total number of Members at the time of the request, whichever number is lesser, cause a special general meeting to be called and held as soon as practicable (but not later than one month after the Secretary receives the request).
- (h) If the Management Committee does not arrange for a special general meeting to be held within 21 days from the date on which the request was made, any person who made the request may convene the meeting. Any meeting convened by those persons may not be held after 3 months from the date the request was lodged. Notice of this meeting, including the purpose of the meeting, must be given to Members at least seven days prior to the date of the meeting.
- (i) An aggrieved member of the Association may at any time request the Management Committee to call a special general meeting. The Management Committee must do so unless the Registrar considers the request to be frivolous, unreasonable or contrary to the interests of the Members.
- (j) A request for a special general meeting shall state the objects of the meeting and must be signed by the person making the request. It may consist of several documents, each signed by one or more of the persons making the request.

- (k) Reasonable costs associated with any special general meeting convened in the manner described in rule 14(i) will, if approved by the meeting, be refundable by the Association to those persons incurring the costs.
- (l) The Secretary or such person as the meeting appoints will keep proper minutes of the proceedings of all general meetings.
- (m)
  - (i) No business may be transacted at any general meeting unless a quorum of Members is present.
  - (iii) A quorum will be 15 Members, or no fewer than 10% of the total number of Members at the time of the meeting, whichever is the lesser.
  - (iv) A member who is unable to attend the meeting may appoint a proxy in the manner set out in rule 16.
  - (iii) If a general meeting called under these rules fails to gain quorum within 1 hour of the scheduled time on the day the meeting is called, the meeting will be adjourned for 7 days, to be held in the same place (unless circumstances prevent that) and at the same time as previously scheduled.
  - (iv) The Public Officer or any other person appointed by the Management Committee must give notice to Members as provided in rule 17 advising that the general meeting has been adjourned, the revised date, time and place for the adjourned meeting and that a reduced quorum will apply. A quorum for a general meeting held in these circumstances is 3 Members.

## **15. VOTING AT ALL MEETINGS**

- (a)
  - (i) Questions arising at any general meeting of the Association or any meeting of the Management Committee must be decided by a majority of votes.
  - (ii) Voting must be by show of hands unless the meeting otherwise decides.
- (b) Votes will be accepted by validly executed proxy in accordance with rule 16.
- (c) Decisions made at general meetings are binding on the Management Committee.

## **16. PROXIES**

- (a) At all general meetings, any Member is entitled to appoint another Member as proxy by notice given to the Secretary at least 24 hours before the meeting in respect of which the proxy is appointed (but no Member may hold more than 3 proxies).
- (b) The notice appointing the proxy should be in the form set out in Annexure “A” to this Constitution.

## **17. NOTICES**

- (a)
  - (i) Notices given by the Association must be in writing, but may be given by the Association to any Member either personally, or by sending it by post to the address noted on the register of Members.
  - (ii) Notwithstanding 17(a)(i), if the Management Committee considers it appropriate, notice may be given by publishing the notice in a prominent place at the registered office.
  - (iii) It is not necessary for each Member to be notified in the same manner but in each case the method used should be the most appropriate to ensure as far as is reasonably practicable that the notice is brought to the attention of the Member. At a minimum, a notice will be published in a prominent place at the registered office.
- (b) Notice of every general meeting must be given in the above manner to each Member.

## **18. COMMON SEAL**

- (a) The Association must have a common seal and be kept by the person from time to time holding the position of company secretary of the Association.
- (b) The common seal of the Association must be in the form of a rubber stamp with the full name of the Association inscribed in legible characters.
- (c) The common seal may not be used or placed on any document unless authorised by the Management Committee or a general meeting of the Association.
- (d) If the common seal is placed on any document, three members of the Management Committee must sign the document.

## **19. FINANCIAL MATTERS**

### **19.1 Banking**

- (a) Official receipts will be issued for all moneys received by the Association.
- (b) All funds of the Association must, in the first instance, be deposited in a bank account of the Association no later than the first working day following the day of receipt or as soon as practicable.
- (c) All cheques and withdrawal forms must be signed jointly by at least two members of the Management Committee or by at least one Management Committee member and one employee of the association to whom the Management Committee has delegated this responsibility.
- (d) The accountant engaged by the Association may operate electronic banking on behalf of the Association. Electronic banking shall be used for payment of regular accounts which includes, but is not limited to: employee salaries; superannuation liabilities; and payments related Business Activity Statements. The Management Committee will decide of a maximum limit for any electronic banking transaction.
- (e) The Association's bank must be informed in writing by the Management Committee when and if there is any change to the names of those members of the Management Committee who are authorised to sign cheques and withdrawal forms.

### **19.2 Application of Funds and Property**

- (a) All funds or property of the Association not subject to any special trust will be available at the discretion of the Management Committee to carry out the purposes of the Association.
- (b) No portion of funds may be paid or applied directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member.
- (c) Nothing in this Constitution will prevent the payment in good faith of reasonable and proper remuneration to any Member, officer, servant, agent or employee of the Association for services rendered to the Association.

### **19.3 Accounts**

- (a) Proper accounts and records will be kept by the Treasurer or such person as the Management Committee appoints, of the transactions and affairs of the Association.
- (b) The Management Committee must do all things necessary to ensure all payments made by the Association are correctly and properly authorised with adequate control being maintained over assets belonging to, or in the custody of, the Association, and over the incurring of liabilities by the Association.
- (c) Accounts will be passed for payment by the Management Committee or under the authority of a delegation approved by the Management Committee for this purpose.
- (d) The Management Committee must, as soon as practicable after 30 June of each year, ensure that a Management Committee's Report is prepared. This Report should consist of:
  - (i) a statement in a form approved by the Registrar, showing whether the Management Committee and the Association have complied with the obligations imposed by the Act, the Regulations and this Constitution for the financial year ending 30 June of that year;
  - (ii) a balance sheet setting out the assets and liabilities of the Association as at 30 June of that year;
  - (iii) an income and expenditure statement giving a true and fair view of the income and expenditure of the Association for the financial year ending 30 June of that year; and
  - (iv) a copy of the latest list of Members required under rule 13(c).

### **19.4 Audit**

- (a) As soon as practicable after the Management Committee's Report has been prepared, the Management Committee will cause a person authorised by the Registrar for the purpose:
  - (i) to examine whether the Management Committee and the Association have complied with the obligations imposed by the Act, any regulations made under the Act and the Constitution of the Association;

- (ii) to examine whether the balance sheet and income and expenditure statement are based on proper accounts and records and in agreement with those accounts and records; and
  - (iii) to give the Management Committee an examiner's report of the results of that examination, drawing attention to any irregularity that it has disclosed.
- (b) The Management Committee must send to the Registrar a copy of the Management Committee's Report and the Examiner's Report as soon as practicable after receiving the Examiner's Report and in any case not later than 31 December after the end of the relevant financial year.
  - (c) The Management Committee must make a copy of the Management Committee's Report and the Examiner's Report available at the annual general meeting of the Association as well as for inspection at all reasonable times by Members.

## **20. AMENDMENT OF THIS CONSTITUTION**

- (a) This Constitution may be amended by a resolution passed by a majority of not less than 75% of the Members present and voting at a general meeting.
- (b) Any proposed amendments must be specified in the notice of the general meeting and sent to Members at least 7 days prior to the date of the meeting, by any means the Management Committee considers appropriate.
- (c) Members can not vote by proxy on resolutions to alter the Constitution.
- (d) The Public Officer must, under section 52 or 54 (as appropriate) of the Act, within 6 weeks after the making of the alteration, file with the Registrar a notification of the alteration.
- (e) The amendment will not take effect unless and until approved by the Registrar.

## **21. WINDING UP**

- (a) The winding up of the Association must be in accordance with the Act.
- (b) The corporation may be dissolved by a resolution passed by a majority of not less than 75% of the Members present and voting at a general meeting specially convened for the purpose.

- (c) The resolution of dissolution will specify an association or fund established for the benefit of Aboriginals generally in Australia to which the property and funds of the corporation will be transferred. This association or fund must be one which meets the requirements of section 78(1)(a)(ii) of the *Income Tax Assessment Act 1936 (Cth)*.

## 22. DICTIONARY

### 22.1 Definitions

In this Constitution:

**Act** means the *Aboriginal Councils and Associations Act 1976 (Cth)* as amended;

**Association** means the Central Australian Stolen Generations and Families Aboriginal Corporation;

**Associate Member** means an associate member with the rights referred to in rule 6.3

**Constitution** means this document as amended or replaced;

**KSG** means the Katherine Stolen Generations Aboriginal Corporation (or organisation – as applicable).

**Management Committee** means the Management Committee as provided for in this Constitution;

**Members** means a member of the Association as defined in rule 6;

**NASGAC** means the Northern Australian Stolen Generations Aboriginal Corporation.

**Public Officer** means the person appointed by the Management Committee to be the public officer in accordance with rule 12;

**Registrar** means the person appointed by the Minister under the Act to be Registrar of Aboriginal Corporations;

**Secretariat** means the proposed, territory wide, peak advocacy group, proposed to be comprised of representatives from the Association, the NASGAC, KSG and TCSG;

**Stolen Generations** has the meaning given to it by the Management Committee from time to time in accordance with 6.1.

**TCSG** means the Tennant Creek Stolen Generations organisation.

## **22.2 Interpretations**

In this Constitution:

- (a) expressions used have the same meanings as those given in the Act: and unless otherwise stated;
- (b) where the word “he” appears in the rules it can also mean “she” and if appropriate “it”;
- (c) words in the singular number include the plural and vice versa; and
- (d) any inconsistency between these rules and the Act will be resolved in favour of the Act.

**ANNEXURE A**

***Central Australian Stolen Generation's and Families Aboriginal Corporation***

**FORM OF APPOINTMENT OF PROXY**

*(Rule 1)*

I, \_\_\_\_\_  
*(Full name)*

of,  
\_\_\_\_\_  
*(Address)*

being a member of the Central Australian Stolen Generations and Families Aboriginal Council  
hereby appoint \_\_\_\_\_  
*(Name of proxy)*

who is also a member of that Aboriginal Corporation, as my proxy to vote for me on my behalf at  
the general meeting of the Corporation (annual general meeting or other general meeting, as the  
case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_,  
and at any adjournment of that meeting.

\_\_\_\_\_  
*Signature of Member appointing proxy*

Date \_\_\_\_\_

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

ANNEXURE B

ELECTORATES FOR THE CENTRAL AUSTRALIAN STOLEN GENERATIONS AND FAMILIES  
ABORIGINAL CORPORATION

