

**Sunrise Health Service Aboriginal Corporation**  
**ABN 26 778 213 582**

# **CONSTITUTION**



## ***RULES OF ASSOCIATION***

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***AMENDED AGM***

***27<sup>th</sup> SEPTEMBER 2005***

***Servicing Badawarrka, Barunga, Jilkminggan, Kewulyi, Manyallaluk, Mataranka, Minyerri, Ngukurr, , Urapunga, Weemol, Werenbun, Wubalawun, Wugularr and the region***

## THE RULES OF SUNRISE HEALTH SERVICE ABORIGINAL CORPORATION

### NAME

1. The name of the Association is:

**Sunrise Health Service Aboriginal Corporation**

### INTERPRETATION

2. In these Rules:

“Aboriginal” means a person who is:

- (a) a member of the Aboriginal race of Australia; or
- (b) a descendent of an indigenous inhabitant of the Torres Strait Islands;

“Aboriginal Health Worker” means an Aboriginal person registered pursuant to the *Health Practitioners and Allied Professionals Registration Act (NT)*;

“absence”, for the purposes of sub-Rule 10(8)(a) of these Rules, means failure to attend three consecutive Board meetings without the leave of the Board;

“Act” means the *Aboriginal Councils and Associations Act 1976*, as amended;

“Adult” means a person who has attained the age of 18 years;

“Association” means the Sunrise Health Service Aboriginal Corporation;

“Board” means the governing committee of the Association constituted pursuant to Rule 10 of these Rules;

“Coordinated Care Trial” means any medium-to-long term arrangement entered into on a trial basis between one or more government agencies responsible for the funding of health services (on the one hand) and in incorporated body responsible for the purchasing and/or providing of health services (on the other) with a view to securing better-coordinated and more effective health outcomes;

“Delegation Manual” means a record of delegations to staff members pursuant to sub-rule 14(3);

“Director” means the staff member appointed by the Board pursuant to sub-Rule 10(13) and sub-Rule 14(2) to be responsible for the day-to-day management of the Association’s affairs and operations, and for the implementation of the Board’s decisions;

“Executive Sub-Committee” means the sub-committee established pursuant to Rule 33 of these Rules;

“Jawoyn Association” means the association incorporated under the Act as Jawoyn Association Aboriginal Corporation.

“Katherine East Region” means the region delineated in Schedule A to these Rules;

“Member” or “Member of the Association” means a person who satisfies the eligibility criteria for membership set out in sub-Rules 8(1) and 8(2) and who is either a foundation member of the Association as at the date of its incorporation (a person who signed the Form 6 application for the incorporation of the Association) or who subsequently applied to the Board for membership and was admitted to membership of the Association by the Board;

“Membership Community” means the Aboriginal people normally and permanently resident in any one of the following Katherine East Region communities:

- Badawarrka
- Barunga
- Bulman
- Bulman outstations
- Jilkminggan and communities on the land owned by the Mataranka Aboriginal Land Trust and the land owned by the Mangarrayi Aboriginal Land Trust
- Kewulyi (Bringung/Roper Valley outstations)
- Manyallaluk
- Minyerri and associated outstations to the south and east
- Ngukurr and associated outstations south of Numbulwar within the land owned by the Arnhemland Aboriginal Land Trust

- Urapunga
- Weemol
- Werenbun
- Wubalawun
- Wugularr

“Non-Indigenous Sub-Committee” means the sub-committee established pursuant of Rule 34 of these Rules;

“Public Officer” means the person appointed by the Board to be the Public Officer as defined by the Act;

“Register” or “Register of Members” means the register of Members maintained pursuant to Rule 16 of these Rules;

Expressions used in these Rules have the same meaning as those given in the *Aboriginal Councils and Associations Act* 1976 as amended, and unless otherwise stated:

- (a) where the word “he” appears in the Rules it can also mean “she”;
- (b) words in the singular number include the plural and vice versa;
- (c) any inconsistency between these Rules and the Act shall be resolved in favour of the Act.

### **TYPE OF ASSOCIATION**

3. The Association is an incorporated association incorporated under the Act.

### **REGISTERED OFFICE**

4. The registered office of the Association shall be at the official address of the Public Officer notified to the Registrar of Aboriginal Corporations in accordance with section 57 of the Act.

### **LIABILITY OF MEMBERS**

5. The Members of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association or towards the costs, charges and expenses of a winding up of the Association.

### **OBJECTS**

6(1) The primary object for which the Association is established is the relief of sickness, poverty and disadvantage amongst the Indigenous population of the Katherine East Region;

6(2) Subsidiary objects to be addressed by the Association in pursuit of its primary object shall include:

- (a) The taking of effective and appropriate measures to enable Membership Communities to become increasingly self-reliant and assume maximum responsibility for their own health and well-being, including:
  - (i) promoting and where possible facilitating the allocation of appropriate housing within Membership Communities to Aboriginal Health Workers and other local Indigenous staff and/or trainees working in health or health-related positions;
  - (ii) promoting and where possible facilitating the placement of resident doctors and other health professionals in Membership Communities;
  - (iii) the implementation of any other available and appropriate strategies for maximizing opportunities for treatment within Membership Communities rather than in hospitals in larger population centres;
- (b) The development of strategic alliances between Aboriginal and “mainstream” (including Territory Government and local government) entities/agencies responsible for the provision of health or health-related services in the Katherine East Region for the purpose of achieving the Association’s primary objective and with particular emphasis on coordination of health service planning and health service delivery;
- (c) The purchase/provision of health or health-related services that are now required or may at any time in the future be required by the persons normally and permanently residing in the Katherine East Region (including secondary health or health-related services, such as dentistry, optometry and other allied health therapies);
- (d) The development and subsequent purchase/provision of public health and education programs appropriate for the people of the Katherine East Region;
- (e) The collation of Indigenous health data from the Katherine East Region for the purpose of policy development, advocacy, and research into the Aboriginal and general population health in the Katherine East Region;

- (f) The receiving and spending of grant funding from government and other sources, and the maintenance of administrative and financial procedures to ensure accountability to both the grant funding donors and the Members of the Association in relation to the use of such grant funding;
- (g) The taking of appropriate measures to ensure that Membership Communities participate individually or collectively in the identification of health needs, planning and development of programs, and the implementation of health care service strategies;
- (h) The arresting of social disintegration within the Membership Communities by the fostering and support of culturally appropriate health programs;
- (i) The provision of assistance to Membership Communities in finding solutions to problems of drug and alcohol abuse and dependency;
- (j) The disseminating of information within the wider Australian Community about:
  - (i) the special difficulties experienced by Aboriginal people as a minority within the Community;
  - (ii) the existing inequalities in health status between the Aboriginal people of the Katherine East Region and the wider Australian Community;
  - (iii) the need for support from governmental and other agencies in order for such problems to be overcome;
- (k) the promotion of community development, education and employment and training opportunities for Membership Communities, in particular the employment and training of local Aboriginal people chosen by the Community to be Aboriginal Health Workers;
- (l) The promotion of the role and function of Aboriginal Health Workers by lobbying for and advocacy of the following principles:
  - (i) that Aboriginal Health Workers should be in charge of the delivery of health programs in Aboriginal communities;
  - (ii) that Aboriginal Health Workers should be enabled to achieve a maximum degree of skill and professional development by ongoing education;
  - (iii) that positive measures should be taken to ensure that non-Aboriginal health professionals employed by any service providers (the for the purpose of providing health and health-related services) perform functions that assist and support the functions of Aboriginal Health Workers rather than replacing them;
- (m) The promotion of culturally appropriate methods of managing and preventing health problems in the Katherine East Region involving the recognition and support of the vital role of traditional health practitioners and birth attendances in the provision of primary and other health care services.

## POWERS

7. The Association shall, subject to the provisions of the Act, have power to do all such lawful things as may seem to the Board necessary to carry out the objects of the Association, including but not limited to:
- (a) the purchase and/or providing of appropriate, accessible, acceptable health and health-related services for all Members;
  - (b) the purchase and/or providing of health and health-related services for non-Members residing in the Katherine East Region as a community services, to the extent, if at all, that the Board shall from time to time consider appropriate in furthering the objects of the Association; and
  - (c) participating (in whatever capacity the Board may consider appropriate) in any Coordinated Care Trial relating to the Katherine East Region.

## MEMBERSHIP

- 8(1) Membership of the Association shall be open to any adult Aboriginal person who has normally and permanently resided in any Membership Community (including residence in a sequence of two or more different Membership Communities) for a continuous period of two years prior to that person's application for membership being received by the Board. For the period from the date of incorporation of the Association until 30/06/05 (but not thereafter), membership of the Association shall also be open to any adult Aboriginal person who resides in the Katherine town and/or rural area, or in any surrounding living area on Jawoyn land which is not identified in these Rules as a Membership Community (including Werenbun, Jodetluk, and Nitmiluk).
- 8(2) For the purposes of sub-Rule 8(1) of these Rules, the words "normally and permanently resided" describe an arrangement whereby the individual concerned has his or her principal dwelling at a Membership Community and is recorded as being a resident of that Membership Community by his or her employer or provider of benefits.
- 8(3) Persons eligible to become Members may apply in writing to the Board by submitting an application in the form set out in Schedule "B" to these Rules. Applications shall be considered at the next Board meeting after submission and upon satisfaction as to eligibility, the Board shall grant membership.
- 8(4) Being recorded as a current Member on the Register of Members shall constitute prima facie proof of current membership of the Association.
- 8(5) Any dispute as to who is a Member shall be determined by the Board, whose decision shall be final, provided that any unsuccessful applicant for membership may at any subsequent time require the Board to reconsider its decision if he can show relevant changed circumstances.
- 8(6) All Members shall be entitled to attend, speak and vote at general meetings of the Association and, subject to the restrictions set out in Rule 10, shall be eligible to stand for election as members of the Board (and as office bearers).
- 8(7) Members shall be bound by decisions made by the Association in accordance with these Rules.

#### CESSATION OF MEMBERSHIP

- 9(1) A Member shall cease to be a Member:
- (a) if that Member shall die;
  - (b) if that Member shall be notice in writing, resign from membership;
  - (c) if that Member shall, by a resolution passed by a majority of not less than three quarters (3/4) of the Members present at a general meeting, be expelled from the Association on the ground that a charge of conduct detrimental to the Association has been proved;
  - (d) if that Member is no longer normally and permanently resident in one of the Membership Communities recognized by the Association pursuant to Rule 8.
- 9(2) Upon receipt of a notice of resignation of a Member under sub-Rule 9(b), the Public Officer shall enter the cessation date in the Register, and that person shall thereupon cease to be a Member.
- 9(3) Written notice of a proposed resolution to expel a Member shall be forwarded to the member not less than twenty-one days before the date of the general meeting at which the resolution is to be moved, and the Member should be given an opportunity of being heard at the meeting.

#### BOARD

- 10(1) The Governing Committee of the Association shall be known as "the Board" constituted in accordance with a proportional representation guideline pursuant to which Membership Communities with populations of less than 100 persons are allocated 1 Board member, Membership Communities with populations of between 101 and 400 persons are allocated 2 Board members, and Membership Communities with populations of over 400 persons are allocated 3 Board members. As at the time of appointment/election of the first Board at the Association's first general meeting, the Board shall comprise members from each membership Community as follows:

- Badawarrka

1 Board Member

- Barunga 2 Board Members
- Bulman 2 Board Members
- Jilkminggan and communities on the land owned by the Mataranka  
Aboriginal Land Trust and the Mangarrayi Aboriginal Land Trust 2 Board Members
- Kewulyi 1 Board Member
- Manyallaluk 2 Board Members
- Minyerri and associated outstations to the south and east 2 Board Members
- Ngukurr and associated outstations south of Numbulwar within  
the land owned by the Arnhemland Aboriginal Land Trust 3 Board Members
- Urapunga 1 Board Member
- Weemol 1 Board Member
- Werenbun 1 Board Member
- Wubalawun 1 Board Member
- Wugularr 2 Board Members

- 10(1A) From 1 July 2005 the Board membership shall be increased by one which is to be held by a Jawoyn person nominated by the Jawoyn Association. This member is unable to hold a position on the Executive of the Board but will have normal voting rights as a normal Board Member. The person nominated by the Jawoyn Association may be changed from time to time by formal notice to the Chairperson and Public Officer of Sunrise Health Service Aboriginal Corporation. The nominated member can not be a person elected under sub-Rule 10(1).
- 10(2) During the two month period preceding the Association's first general meeting and during the two month period preceding each annual general meeting in a year in which a serving Board is to be succeeded by a new Board, the Director (with the assistance of such other officers of the Association as are properly authorized by the Board in that regard through the delegation process set out in these Rules) shall arrange for meetings of the Members residing in each Membership Community to be held for the purpose of ascertaining from those Members the name or names of the Member or Members from the Membership Community who they wish to represent them on the Board. If no consensus decision is reached, there shall be an election. The Director and any other Association staff involved in arranging such meetings may recruit the assistance of appropriate representatives of the community organizations operating in the various Membership Communities, and shall take all reasonable steps to ensure that the Members residing in each Membership Community are provided with advance notification of the time, date and venue of the arranged meeting and of its purpose. The presence of a simple majority of the Members of the Association recorded in the Association's current Register of Members as residing in the relevant Membership Community shall constitute a quorum for the holding of a valid meeting under this sub-Rule.
- 10(3) At the first general meeting and at each annual general meeting following a series of meetings arranged pursuant to sub-Rule 10(2), the Director shall notify the Members present at the meeting of the Board Member selections made at the meetings of members held at each Membership Community. In the cast of a failure to hold a valid meeting under sub-Rule 10(2), or in the case of an inability for such a meeting to arrive at a decision, the Members present and voting at the first general meeting and at relevant subsequent annual general meetings shall have the authority to pass a resolution appointing as Board member of Board Members for the Membership Community concerned such Member or Members from that Membership Community as are present at the first general meeting or relevant subsequent annual general meeting and who formally consent to serving on the Board.
- 10(4) Subject to the restrictions set out in this Rule, Members who were serving Board Members on the Board prior to an annual general meeting at which the appointment of a new Board is formalised are eligible for appointment/election to the new Board (whether through the process contemplated in sub-Rule 10(2) or through the process set out in sub-Rule 10(3)).
- 10(5) The appointment/election of the Members of the Board pursuant to the processes set out in sub-Rule 10(2) and sub-Rule 10(3) shall be formally confirmed at the take effect from the completion of the Association's first general meeting, the completion of its first annual general meeting, and the completion of each second year's annual general meeting

thereafter. Except as otherwise provided in these Rules, the members of a current Board shall hold office until the annual general meeting held two years after the annual general meeting at which they were appointed.

10(6) A person cannot be elected or hold office as a member of the Board if he has been convicted of an offence against a Commonwealth, State or Territory law and sentenced:

- (a) to imprisonment for three months or longer if the offence involved fraud or misappropriation of funds;
- (b) to imprisonment for one year or longer in the case of any other offence.

The conviction does not prevent the person from standing for election or being elected if at least five years have passed since the date of the conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Registrar of the Minister.

10(7) A person ceases to be a member of the Board if the person:

- (a) becomes bankrupt or insolvent under administration;
- (b) becomes incapable of holding office because of a civil penalty or disqualification by a Court.

10(8) A member of the Board shall cease to hold office:

- (a) if he dies, ceases to be a member of the Association, resigns his office, or if by reason of infirmity, absence, or any other reason the Association is of the opinion that he has ceased to be an effective member of the Board; or
- (b) if he moves his normal and permanent place of residence from the living area of one Membership Community recognised pursuant to these Rules to the living area of another Membership Community recognised pursuant to these Rules.

10(9) Any casual vacancy on the Board may be filled by the Board. The Member appointed in this way shall remain a Board member until the next election of Board members and shall be eligible for re-election. The Board shall appoint as a replacement Board Member a Member of the Association residing in the area of the Membership Community represented by the Board member whose position became vacant.

10(10) In exercising its discretion in relation to the appointment of replacement Board members, the Board shall:

- (a) give priority to unsuccessful candidates from the relevant membership Community who stood for election to the position now vacant at the last annual general meeting at which elections for the Board were held;
- (b) ensure, prior to making a decision to appoint any particular individual that the person consents to act as an appointed Board Member.

10(11) There shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer who shall be the office bearers of the Association and shall be elected by the members of the Board at the first meeting of the Board after the first general meeting of the Association, and thereafter at the first meeting of the Board after each annual general meeting of the Association at which elections have been held and shall be eligible for re-election. Any casual vacancy in the office of an office bearer may be filled by the Board.

10(12) The Association may by resolution at a special general meeting may remove any member of the Board, including an office bearer, before his period of office expires and elect another person to the Board. Any resolution passed pursuant to this sub-Rule may be passed by simple majority of members voting at that meeting.

10(13) The Board shall manage and control the affairs of the Association in accordance with these Rules and with the Act, and for that purpose may exercise the powers of the Association as if they had been expressly conferred on the Board by a general meeting of the Association. The Board may delegate the day-to-day management of the Association's affairs and operations to the director subject to the terms and conditions of the Director's contract of employment as determined by the Board, and may delegate certain other management and financial decisions to other staff members in accordance with Rule 14.

10(14) If any dispute between the Association and any of its Members arises that cannot be amicably settled by the Board, the matter shall 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.

- 10(15) No Board member may make any public statement on behalf of the Association unless authorized by the Board or a duly authorized sub-committee.
- 10(16) An employee of the Association who is elected to the Board shall cease to be a Board member if he fails to resign from his paid position within seven (7) days of his election.
- 10(17) A Board member must resign immediately prior to commencement of his employment with the Association.
- 10(18) The Board member(s) from each Membership Community shall upon election/appointment to the Board supply the Director with an address at which notices can be given to him/them. The Board member(s) shall notify the Director immediately of any change in such address(es).
- 10(19) During the period between the date of incorporation of the Association and the appointment/election of the Association's first Board at the Association's first general meeting, the governing committee shall be the interim committee formed for the purpose of seeking the incorporation of the Association and for the purpose of managing its affairs in the period prior to the Association's first general meeting. This interim committee shall be known as the "Interim Board" and shall have the powers of the Board as set out under sub-Rule 10(13). The Interim Board shall include three adult Aboriginal persons eligible for membership of the Association pursuant to these Rules who have been appointed to the Interim Board by the Jawoyn Association and who shall represent Jawoyn Association at any Interim Board meetings.

#### MEETINGS OF THE BOARD

- 11(1) The Board shall meet to attend to its business as often as it considers necessary, but at least once each three months. A majority of members of the Board shall be a quorum.
- 11(2) Reasonable notice of each meeting of the Board shall be given to each member of the Board.
- 11(3) The Secretary, or such person as the Board appoints, shall keep proper minutes of the proceedings of all the proceedings of all meetings of the Board.
- 11(4) Special meetings of the Board may be convened by the Chairperson or any two Board members.
- 11(5) The Chairperson of the Board shall preside at all meetings of the Board, but if he does not wish to take the Chair, the Board members present shall choose a Chairperson for the meeting.
- 11(6) On any question arising at the Board meeting each Board member has one vote.
- 11(7) In the case of an equality of votes on any one question the resolution shall be recorded as having failed.
- 11(8) Members may attend and speak at Board meetings but only Board members may vote. The Board may, for good cause, pass a resolution closing all or part of the Board meeting to all or certain Members.

#### EMERGENCY BOARD MEETINGS

- 12(1) In situations of urgency, and when it is not possible to gather together a quorum for a full Board meeting, a meeting called an "Emergency Board Meeting" may be held, at which the Association's powers may be exercised in order to carry out its central object, provided that:
  - (a) it is necessary in the circumstances for the issues to be considered at the Emergency Board meeting to be resolved quickly, and it is not reasonable to delay such resolution until a full Board meeting can be called in accordance with these Rules;
  - (b) no business can be conducted at an Emergency Board Meeting unless there is a quorum of four Board members in attendance, at least two of whom must be office bearers;
  - (c) all decisions and resolutions of an Emergency Board Meeting must be unanimous;
  - (d) where an Emergency Board Meeting exercises or purports to exercise any of the Association's powers, the Board members in attendance at the relevant Emergency Board Meeting must make a full report to the next meeting of the Board as to the circumstances surrounding the exercise or purported exercise of such powers.
- 12(2) Except in a case of the unavailability of one or more office bearers, any Emergency Board Meeting shall include the members of the Executive Sub-Committee.

## DUTIES OF THE BOARD

- 13(1) Each person who is on the Board:
- (a) has a duty to act in that position with honesty, diligence and reasonable care, and shall have regard to the obligations outlined in sections 180, 181 and 189 of the *Corporations Law* (or such statutory provisions as may replace them).
  - (b) shall not make improper use of information or opportunities received through that position.
- 13(2) Upon the commencement of each term of office of a newly appointed/elected Board, the Director shall arrange for appropriate and effective training to be given to the Board members as to the due diligence obligations imposed on them.

## APPOINTMENT OF AND DELEGATIONS TO ASSOCIATION EMPLOYEES

- 14(1) Except as otherwise provided for in the Act or these Rules, the Board shall have power to appoint and remove or suspend employees and agents and to determine the powers, duties and payment of employees and agents.
- 14(2) A delegation to any staff member for the purposes of sub-Rule 21(3) or sub-Rule 24(2) must be the subject of a formal and valid Board resolution, and the contract of employment of the relevant staff member must be carried in writing to clearly reflect the limits, restrictions, and conditions set by the Board in relation to the exercise of the delegated powers (such variation to be signed both by the staff member and by the Director on behalf of the Board, or if the contract of employment is that of the Director, then by the Director and two duly authorised Board members).
- 14(3) The Director shall cause to be prepared and maintained a Delegations Manual which shall comprise an itemised chronological order record of all current delegations to staff members by the Board (including delegations for the purposes of sub-Rule 21(3) and 23 (2) and shall provide for the following information in respect of each delegation.
- (a) numerical identifier;
  - (b) name and job description/title of staff member;
  - (c) date of Board resolution granting delegation;
  - (d) date of variation to staff member's contract of employment;
  - (e) particulars of the nature and extent of the delegation and all limits, restrictions, and conditions determined by the Board as to its exercise (wording to follow text of relevant Board resolution)
- 14(4) At the first meeting of the newly elected Board after each annual general meeting in a year in which a new Board is to be appointed/elected the Director is to provide each Board member with a copy of the Delegations Manual, and to give the Board members a detailed summary of its contents for the purposes of assisting the Board to undertake periodic reviews of the Association's delegations arrangements.

## PUBLIC OFFICER

- 15(1) Within three (3) weeks after incorporation of the Association, the Interim Board shall appoint a person to be the Public Officer of the Association in accordance with Section 56 of the Act, and shall determine an official address at which notices addressed to the Public Officer may be served and at which the Register maintained pursuant to Rule 16 shall be kept. The first Public Officer and subsequently appointed Public Officers need not be a Member of the Association, but must be a person normally and permanently residing in the town of Katherine.
- 15(2) The Interim Board, in the case of the Association's first Public Officer, and the Board in the case of subsequently appointed Public Officers, shall within three (3) weeks of the appointment of a Public Officer arrange for a Form 4 "Notice of Name and Address of Public Officer" to be completed and sent to the Registrar.
- 15(3) The Board may cancel the appointment of a Public Officer and appoint a replacement Public Officer at any time, but where for any reason there is a change of Public Officer, the Board shall, within three (3) weeks after the appointment of the new Public Officer, notify the Registrar of the full name and the official address of the Public Officer by arranging for a Form 4 "Notice of Name and Address of Public Officer" to be completed and sent to the Registrar.
- 15(4) Where the Board changes the official address of the Public Officer, it shall, within three (3) weeks of the change, notify the Registrar of such change.

## REGISTER OF MEMBERS

- 16(1) The Public Officer shall keep at the official address determined by the Interim Board or Board pursuant to Rule 15, a register showing:
- (a) the name and address of every past and current Member of the Association;
  - (b) the date on which each past and current Member joined the Association;
  - (c) in the case of a past Member, the date on which the Member ceased to be a Member of the Association and the reason for or circumstances of that Member ceasing to be a Member;
  - (d) in the case of a current Member, the Member's current residential address, and the details of any past changes of address within the Katherine East Region during the Member's period of membership.
- 16(2) The Public Officer must ensure that the Register is available for inspection by Members of the Association within a reasonable time following a formal request to the Public Officer or to the Director on behalf of the Public Officer.
- 16(3) The Public Officer, with the assistance of the Director and/or such other Association staff member as may be tasked with providing administrative assistance and support to the Public Officer, shall promptly update the Register in accordance with any notice of change of address received or any cessation of membership.
- 16(4) As soon as practicable after each 30 June but not later than the next 31 December, the Board must send a copy of the most recently updated version of the Register to the Registrar, in accordance with subsection 58(3) of the Act.

## GENERAL MEETINGS

- 17(1) The first general meeting of the Association shall be held within three (3) months after incorporation, and shall formalise the appointment/election of the Association's first Board.
- 17(2) The first annual general meeting of the Association shall be held within fifteen (15) months after incorporation. Subsequently annual general meetings shall be held within three (3) months after each 30 June.
- 17(3) The order of business at each annual general meeting shall be:
- (a) to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;
  - (b) to receive from the Board reports concerning the activities and business of the Association during the preceding financial year ending 30 June, including the Board's Report and the Examiner's Report;
  - (c) at the first annual general meeting and in each annual general meeting in the second year after an annual general meeting at which the appointment/election of the Association's serving Board was formalised, to formalise the appointment/election of the members of the Association's new Board (the procedures for elections shall be in accordance with a method approved by the Association and may be based on Aboriginal custom);
  - (d) appoint an Examiner as required by subsection 59(3) of the Act; and
  - (e) to conduct such other business as the meeting shall determine.
- 17(4) The Board may call general meetings in addition to the first general meeting and the annual general meeting.
- 17(5) Any general meeting other than the first general meeting and the annual general meeting shall be called a special general meeting. The order of business at a special general meeting shall be:
- (a) to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting
  - (b) to deal with all matters for which the meeting was called;
  - (c) to conduct such other business as the meeting shall determine.
- 17(6) Subject to these Rules, the place, date and hour of every general meeting shall be determined by the Board.
- (a) Notice of the first general meeting and of any special general meeting, which shall include a statement of the purpose of the meeting, shall be given to the members at least seven (7) days prior to the date of the meeting by any means the Board considers appropriate.

- (b) Notice of the annual general meeting, which shall include an Agenda setting out the business to be conducted at the meeting, shall be given at least two (2) weeks prior to the date of the meeting by way of publication in a newspaper in general circulation in the Katherine East Region and by any other means the Board considers necessary.
- 17(7) (a) The Chairperson shall, on receiving written request for a special general meeting from one or more Members who consider themselves “aggrieved Members” for the purposes of sub-section 58B(2) of the Act, arrange for a special general meeting to be held within one (1) month after receipt by him/her of the request (except in the case of a request which is disallowed by the Registrar pursuant to sub-section 58B(2) as frivolous, unreasonable, or contrary to the interests of the Members of the Association).
- 17(7) (b) A written request pursuant to this sub-Rule shall state the proposed purpose of the meeting and outline the particulars of any grievance raised by the Member or Members requesting the special general meeting, and shall be signed and dated by each Member claiming to be an “aggrieved Member”. The request may annex or attach originals or copies of other documents referred to in the request, provided that each such document is signed for verification purposes by each Member who has signed the primary written request document. The request shall be addressed to the Chairperson care of the Association’s Public Officer and shall be either delivered or posted to the Public Officer’s official address.
- 17(7) (c) Upon receipt of a written request pursuant to this sub-Rule, the Public Officer or the Director on behalf of the Public Officer shall ensure that the request is delivered to the Chairperson as soon as possible, and shall create a formal written note or memorandum confirming the date and time of delivery to the Chairperson. Upon delivery of the written request to the Chairperson, the Public Officer or the Director on behalf of the Public Officer shall write to the Member or Members who have signed the written request informing him/them of the date of delivery to the Chairperson.
- 17(7) (d) Upon receipt of a written request pursuant to this sub-Rule, the Chairperson shall call an Emergency Board meeting to deal with the request (including the making of a decision whether or not to make application to the Registrar pursuant to subsection 58B(2) of the Act).
- 17(8) If the Chairperson does not proceed to cause a special general meeting to be held within one (1) month after receipt by him of a written request pursuant to sub-Rule 17(7), the signatories to the request may convene the requested meeting, but any meeting so convened shall not be held after three (3) months from the date of delivery or posting of the request. Notice of a special general meeting (including a statement of the purpose of the meeting) under this sub-Rule shall be given to the Members of the Association at least seven (7) days prior to the date of the meeting.
- 17(9) Reasonable costs associated with any special general meeting convened under sub-Rule 17(8) shall, if approved by the meeting, be refundable by the Association to those persons incurring the costs.
- 17(10) The Secretary, or such person as the meeting appoints, shall keep proper minutes of the proceedings of all general meetings.
- 17(11) No business shall be transacted at any general meeting unless a quorum of Members is present. A quorum shall be at least 15 Members of the Association.

#### VOTING AT GENERAL MEETINGS

- 18(1) Decisions made at any general meeting of the Association shall be by consensus, or failing consensus, by a majority of votes. Voting shall be by show of hands unless the meeting otherwise decides. In the case of an equality of votes, the proposed resolution shall be recorded as not having passed.
- 18(2) The Chairperson shall be entitled to be the Chairperson of all general meetings at which he is present, but if he is not present or if present but does not wish to take the chair, the Members present shall select a chairperson for the meeting. An alternative chairperson for the purposes of this sub-Rule may be a person other than a Member of the Association who the Members consider to be impartial and to have relevant experience in the chairing of meetings.
- 18(3) For the purpose of participating at general meetings, any Member shall be entitled to appoint another Member as proxy by Notice given to the Secretary at least 48 hours before the meeting in respect of which the proxy is appointed (but no Member shall hold more than one proxy). The notice appointing the proxy shall be in the form set out in Schedule C to these Rules.

#### NOTICES

- 19(1) A notice may be given by the Association to any Member either personally, or by sending it by post to him at this registered address.
- 19(2) When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting an envelope containing the notice, and, unless the contrary is proved, to the notice will be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of posting.

- 19(3) Any Member who moves his residence from one Membership Community to another Membership Community shall notify the Public Officer as soon as possible of any such change of address in order for the Association's Register to be updated accordingly.
- 19(4) Where it is brought to the attention of the Director that the registered address details in respect of any particular Member may no longer be accurate, the Director shall have the discretion, but not the obligation, to send an additional notice to the Member (additional to the written notice sent to the Member's registered address) by way of a notice published in a newspaper circulating in the Katherine East Region.

COMMON SEAL

- 20(1) The Association shall have a common seal which shall be inscribed with the name of the Association in legible characters and the words "Common Seal".
- 20(2) The common seal shall be in such safe custody as is directed by the Board.
- 20(3) The common seal shall not be used or placed on any document unless authorized by the Board or a general meeting of the Association. If the common seal is placed on any document, two members of the Board shall sign the document in accordance with the following format.

*The Common Seal of Sunrise Health Service Corporation was affixed hereto*

*this \_\_\_\_\_ day of \_\_\_\_\_, 20*

*in our presence pursuant to a resolution of the Board*

*Signed: \_\_\_\_\_*

*Board member*

*Signed: \_\_\_\_\_*

*Board Member*

BANKING AND FINANCE

- 21(1) Official receipts shall be issued for all moneys received by the Association.
- 21(2) Subject to sub-Rule 23, all funds of the Association shall, 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 possible thereafter.
- 21(3) All cheques, withdrawal forms, draft bills of exchange, promissory notes and other negotiable instruments shall be signed jointly by at least two members of the Board or by at least one Board member and one other person to whom the Board has delegated this responsibility. The Association's bank must be informed in writing by the Board when and if there is any change to the names of those persons who are authorized to sign cheques and withdrawal forms.

APPLICATION OF FUNDS OF PROPERTY

- 22(1) Subject to Rule 23, all funds or property of the Association not subject to any special trust shall be available at the discretion of the Board for the purpose of carrying out the objects of the Association, provided that no portion thereof shall be paid or applied directly or indirectly by way of dividend or bonus or otherwise by way of profit to any Member.
- 22(2) However, the prohibition stated in sub-Rule 22(1) shall not prevent the payment in good faith of reasonable and proper remuneration to any Member of the Association, officer, servant, agent, or employee of the Association for or in return for services actually rendered to the Association.

GIFT DEDUCTIBLE RECIPIENT STATUS AND GIFT FUND

- 23(1) Where the Association has been endorsed by the Australian Taxation Office as a Deductible Gift Recipient ("DGR), prior to any receipt of a tax deductible donation, gift of money or property, the Association shall establish and maintain a

separate gift fund consistent with the provisions within sub-sections 30-125 (4) to (7) of the *Income Tax Assessment Act 1997* ("ITAA 1997) or such equivalent legislation as may replace it.

- 23(2) The gift fund shall be:
- (a) maintained for the principal object of the Association;
  - (b) the sole account into which such gifts are deposited;
  - (c) used exclusively for the crediting of such gifts;
  - (d) used, or its funds disseminated, only in a manner consistent with the public benevolent institutional purpose outlined in the Association's objects as set out in Rule 6.
- 23(3) The name of the gift fund shall be "the Sunrise Health Service Aboriginal Corporation Gift Deductible Fund", and the governance of the fund shall be consistent with relevant provisions within ITAA 1997 and relevant provisions within these Rules.
- 23(4) At the first occurrence of the winding up of the gift fund, the winding up of the Association, or the revocation of endorsement of the Association as a DGR, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to another organisation which:
- (a) carries out its function in whole or in part in the Katherine East Region;
  - (b) has as its primary object a primary object which is equivalent to or which substantially subsumes the primary object of the Association;
  - (c) is a public benevolent institution for the purposes of any Commonwealth taxation Act;
  - (d) is an entity which has been endorsed as a DGR, or to which income tax deductible gifts can be made pursuant to any legislation which replaces ITAA 1997.

#### ACCOUNTS

- 24(1) Proper accounts and records shall be kept by the Board or such person as the Board appoints, of the transactions and financial affairs of the Association. The Board shall do all things necessary to ensure all payments out of the moneys of the Association are correctly made and properly authorized and that adequate control is maintained over the assets of the Association and over the incurring of liabilities by the Association.
- 24(2) Accounts shall be passed for payment by the Board or under the authority of a delegation approved by the Board for this purpose.
- 24(3) The Board shall, as soon as practicable after each 30 June cause to be prepared a Board's report consisting of:
- (a) a statement, in the form approved by the Registrar, showing whether the Board and the Association have complied with the obligations imposed by the Act, the Regulations, and the Association's Rules, during the financial year ending on that 30 June;
  - (b) a balance sheet setting out the assets and liabilities of the Association as at that 30<sup>th</sup> June;
  - (c) an income and expenditure statement giving a true and fair view of the income and expenditure of the Association for the financial year ending on that 30 June;
  - (d) a copy of the most recently updated Register of Members maintained pursuant to Rule 16.

#### APPOINTMENT OF EXAMINER (AUDITOR)

- 25(1) At each annual general meeting of the Association, the Members present shall appoint a person who is not a Member or the Public Officer and who is a person authorised by the Registrar to act as an examiner pursuant to subsection 59(3) of the Act to prepare the examiner's report required pursuant to that subsection in respect of the next financial year to be the subject of such a report.
- 25(2) The person appointed as examiner (auditor) shall hold office until the next annual general meeting but shall be eligible for re-appointment.

## AUDIT DOCUMENTATION AND FORWARDING OF REPORTS TO REGISTRAR

- 26(1) As soon as practicable after the finalisation of the report of the Board prepared pursuant to Rule 24, the Board shall cause the person appointed as the Association's examiner (auditor) pursuant to Rule 25:
- (a) to examine whether the Board and the Association have complied with the obligations imposed by the Act, the Regulations and the Association's Rules, and whether the balance sheet and income and expenditure statements are based on proper accounts and records and in agreement with those accounts and records; and
  - (b) to give the Board an examiner's report of the results of that examination, drawing attention to any irregularity that it has disclosed.
- 26(2) The Board must forward to the Registrar a copy of the report of the Board prepared to Rule 24 and a copy of the report of the examiner prepared pursuant to sub-Rule 25(1) 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.
- 26(3) The Board must make copies of both the Board's report and the examiner's report available for inspection at the annual general meeting of the Association and at other reasonable times by arrangement after submission to the Association of a request in writing.

## FINANCIAL YEAR

27. The financial year of the Association is the period beginning the first of July in each year and ending the next 30<sup>th</sup> June.

## DISCLOSURE OF INTEREST IN CONTRACTS ETC

- 28(1) Any Member of the Board who has a direct or indirect pecuniary interest in a matter being considered or which is to be considered by the Board must disclose the nature of that interest at a meeting of the Board as soon as possible after the relevant facts have come to his knowledge.
- 28(2) A Member of the Board who has disclosed an interest pursuant to sub-Rule 28(1) must not, without the approval of the Board:
- (a) be present during any deliberation of the Board about that matter; or
  - (b) take part in any decision of the Board on that matter.

## MINUTES OF MEETINGS

- 29(1) Full and proper minutes shall be kept of the Association's first general meeting, each subsequent annual and special general meeting, and of each Board meeting, and sub-committee meeting (whether the sub-committee is appointed/established pursuant to Rule 32, Rule 33 or Rule 34 of these Rules) held pursuant to these Rules.
- 29(2) Copies of the minutes of any past general meeting shall be available to any Board member on verbal request, and to any Member on written request. The Director (or such other Association staff member as may be tasked by the Director with providing administrative support to the Board) shall ensure that each new Board Member is provided with a ring binder for the filing of minutes of meetings, and that the contents of the ring binder are regularly updated so that they contain accurate copies of the minutes of each Board meeting, Emergency Board Meeting, and special general meeting that has taken place during that Board's term of office. Copies of minutes of Board meetings may be circulated to non-Board Members at the discretion of the Board.

## ALTERATIONS OF OBJECTS AND RULES

- 30(1) These Rules (including the objects set out in Rule 6) may be altered only by a resolution passed by a majority of not less than three fourths (3/4) of the Members present at a general meeting. The notice of the general meeting must state that consideration of proposed alterations to the constitution will be one of the items of business at the general meeting, and inform Members of the Association that a document setting out the wording of the proposed alterations is available at the Association's principal administration for inspection on request by any Member (and a copy of which will be posted or faxed upon receipt of a request in writing in that regard from any particular member or Members).
- 30(2) The Public Officer shall, pursuant to section 54, or sections 52 and 54 (as appropriate) of the Act, within six (6) weeks after the passing of the resolution to alter these Rules, file with the Registrar a notification of the alteration.
- 30(3) The alteration shall not take effect unless and until approved by the Registrar.

## WINDING UP

- 31(1) The winding up of the Association shall be in accordance with the Act.
- 31(2) On the winding up of the Association, no member shall receive any surplus assets remaining after payment of the Association's liabilities.
- 31(3) On the winding up of the Association, any surplus assets remaining after payment of the Association's liabilities shall be transferred to another incorporated entity which:
- (a) carries out its functions in whole or in part in the Katherine East Region;
  - (b) has as its primary object a primary object which is equivalent to or substantially subsumes the primary object of the Association;
  - (c) is a public benevolent institution for the purposes of any Commonwealth taxation Act;
  - (d) is an entity, the Rules, constitution, or other governing documentation of which prohibit the distribution of its assets to any of its individual members.
- 31(4) In the event of any voluntary winding up of the Association, upon the cancellation of the incorporation any surplus property, subject to any trust affecting that property or any part of it, is to be transferred in accordance with the Act, ITAA 1997, and in accordance with a special resolution of the Association specifying as the recipient of the transfer an incorporated entity which satisfies the criteria set out in sub-Rule 31(3).

## ORDINARY SUB-COMMITTEES

- 32(1) The Board may at any time appoint a sub-committee for the purpose of more effectively carrying out some aspect of its functions and the Board shall clearly prescribe the powers and functions of any sub-committee it has appointed (provided that no delegation to a sub-committee of any of the powers and functions of the Board shall carry with it any power or discretion to further delegate such powers and functions of the Board). Any sub-committee appointed by the Board pursuant to this sub-Rule shall be in addition to the permanent sub-committees established pursuant to Rules 33 and 34 of these Rules. The appointment of any sub-committee appointed pursuant to this sub-Rule may be terminated by the Board at any time.
- 32(2) Only Members of the Board shall be eligible to be a Member of a sub-committee appointed by the Board pursuant to sub-Rule 32(1) and each such sub-committee shall comprise at least three Board members. Subject to the powers and functions conferred on a particular sub-committee by the Board, a sub-committee may enlist the services or assistance of such persons as it thinks fit to exercise such powers and carry out such functions, provided that the Board shall retain ultimate responsibility in relation to such matters and may direct the sub-committee in general terms as to its responsibilities and operations.
- 32(3) Only members of any sub-committee appointed pursuant to sub-Rule 32(1) shall be entitled to vote. Three members of a sub-committee shall constitute a quorum at a sub-committee meeting unless the sub-committee has resolved that a larger number shall be required.
- 32(4) Any sub-committee appointed pursuant to sub-Rule 32(1) shall appoint one of its members to be responsible for calling meetings of the sub-committee, and it shall notify the Director of who has been appointed in that regard.
- 32(5) Reasonable notice of each sub-committee meeting shall be given to each Member of a sub-committee appointed pursuant to sub-Rule 32(1), in such manner as the person referred to in sub-Rule 32(4) deems appropriate.

## EXECUTIVE SUB-COMMITTEE

- 33(1) The four office bearers of the Association shall constitute a sub-committee known as the "Executive Sub-Committee". Between meetings of the Board, the Executive Sub-Committee shall have authority to hold meetings together with the Director and to make day-to-day decisions necessary for the implementation of decisions already made by the Board, provided that:
- (a) decisions made at Executive Sub-Committee meetings (other than those Executive Sub-Committee meetings that constitute Emergency Board Meetings) that require the giving of instructions or directions or any Association staff member other than the Director shall not involve the giving of instructions or directions by any member of the Executive Sub-Committee member but by the Director on behalf of the Executive Sub-Committee;
  - (b) all decisions made at Executive Sub-Committee meetings must be submitted for ratification to the next meeting of the Board.

- 33(2) The members of the Executive Sub-Committee, or such combination of them as may have been selected at an Executive Sub-Committee meeting, shall be authorised to represent the Association at formal meetings with other agencies or organisations provided that no decision or statement binding on the Association may be made by members of the Executive Sub-Committee without express authorisation having been given at a Board meeting or an Emergency Board Meeting.

#### NON-INDIGENOUS SUB-COMMITTEE

- 34(1) The interests of non-Indigenous people living in the Katherine East Region shall be represented by a permanent sub-committee comprising non-Indigenous persons who have been selected by the following stakeholder groups within the Katherine East Region as their respective representatives:
- (a) persons normally and permanently resident in the township of Mataranka (including surrounding resorts and tourist accommodation locations) who are not Northern Territory Government employees;
  - (b) Northern Territory Government public servants;
  - (c) persons employed in the pastoral industry;
  - (d) persons normally and permanently resident in the Katherine East Region who do not fall into any of the categories (a), (b) and (c) above.
- 34(2) The inaugural sub-committee referred to in sub-Rule 34(1) shall be established within three (3) months of the incorporation of the Association by arrangement between the stakeholder groups identified in sub-Rule 34(1) and the Association's interim Board, and the sub-committee shall be known as "the Non-Indigenous Sub-Committee".
- 34(3) The framing of eligibility criteria for membership of the Non-Indigenous Sub-Committee, and the appointment and/or replacement of its members, shall be the responsibility of and at the discretion of the stakeholder groups identified in sub-Rule 34(1), subject to the requirement that each member of the Non-Indigenous Sub-Committee shall be a non-Indigenous person who has normally and permanently resided in the Katherine East Region for a continuous period of two (2) years prior to his/her appointment to the Non-Indigenous Sub-Committee.
- 34(4) The Non-Indigenous Sub-Committee shall nominate four (4) members to attend those meetings of the Board at which the Non-Indigenous Sub-Committee has an entitlement to be represent, and shall appoint one (1) of the four (4) nominated representatives as Chairperson of the Non-Indigenous Sub-Committee.
- 34(5) The nominated member of the Non-Indigenous Sub-Committee shall have the right to attend and speak in those parts of the Board meetings that relate to health services for non-Indigenous persons residing in the Katherine East Region. The Board (or the Director at the direction of the Board) shall provide the Chairperson of the Non-Indigenous Sub-Committee with reasonable notice of such Board meetings as are intended or likely to include as agenda items, items of business that will relate to health services for non-Indigenous persons residing in the Katherine East Region, and shall use its best endeavour to provide particulars of the item of business concerned.
- 34(6) Non members of the Non-Indigenous Sub-Committee shall have the right to vote on any resolution put to a vote at any Board meeting.

**SCHEDULE A**

*This page and the following map is Schedule A to the Rules of Sunrise Health Service Aboriginal Corporation.*

**SCHEDULE B**

*This page is Schedule B to the Rules of Sunrise Health Service Aboriginal Corporation*

**APPLICATION FOR MEMBERSHIP OF SUNRISE HEALTH SERVICE ABORIGINAL CORPORATION**

I, ..... (print name)

Of .....  
(print residential address)

apply to become a Member of Sunrise Health Service Aboriginal Corporation and undertake to comply with the Rules of the Association if granted membership.

SIGNED: \_\_\_\_\_  
(signature of applicant for membership)

WITNESSED: \_\_\_\_\_  
(signature of current registered Member witnessing signature of applicant)

DATE: \_\_\_\_\_  
(date when document signed by applicant)

**SCHEDULE C**

***This page is Schedule C to the Rules of Sunrise Health Service Aboriginal Corporation***

**FORM OF APPOINTMENT OF PROXY [SUB-RULE 18(3)]**

I, \_\_\_\_\_  
(print full name of Member)

of \_\_\_\_\_  
(print current residential address of Member)

being a Member of Sunrise Health Service Aboriginal Corporation hereby appoint

\_\_\_\_\_  
(print full name of proxy)

of \_\_\_\_\_  
(print current residential address of proxy)

who is also a Member of Sunrise Health Service Aboriginal Corporation, as my proxy to vote for me on my behalf at the general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment of that meeting

\_\_\_\_\_  
(signature of Member appointment proxy)

\_\_\_\_\_  
(date)

- - - - -  
 APPROXIMATE  
 BOUNDARIES  
 KATHERINE EAST  
 HEALTH REGION  
 of SUNSHINE HEALTH  
 SERVICE

